SLEITI

Extractive Industries
Transparency Initiative
Sierra Leone

SLEITI MSG MEMORANDUM OF UNDERSTANDING

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This Memorandum of Understanding (MoU) is dated the 24th day of April 2025. It supersedes the previous Memorandum of Understanding dated 25th March 2021, as well as any other agreement signed between the stakeholders mentioned therein, (unless expressly stated otherwise in writing). This Memorandum of Understanding is a tripartite agreement entered into by the Government of Sierra Leone, Civil Society Organizations (either jointly or separately), and mining companies operating in the oil, gas, and mineral sectors in Sierra Leone. Collectively, these parties shall be referred to as the Multi-Stakeholder Group (MSG). This MoU shall remain in effect for a period of three years from the date it is signed by all parties.

1. PREAMBLE

In 2008, the Government of Sierra Leone joined the Extractive Industries Transparency Initiative (EITI) and committed to its criteria, principles, requirements, and implementation process, which will be referred to as the Sierra Leone Extractive Industries Transparency Initiative (SLEITI).

Following this, a Multi-Stakeholder Group (MSG) was established, consisting of representatives of the Government of Sierra Leone, civil society organizations and mining companies. The MSG has developed a series of EITI work plans for the years 2007-2009, 2010, 2011-2012, 2013-2014, 2015, 2016-2018, 2019, 2020, 2021, 2022, 2023, 2024 and 2025. These work plans outlined activities to be implementation during the specified periods.

After Sierra Leone was accepted as an EITI candidate country, the MSG established the SLEITI Secretariat. The main function of this Secretariat is to provide technical and administrative support to the MSG.

With full support of the EITI Standard, the MSG will continue to foster a culture of transparency and accountability in the extractive sector of Sierra Leone through this Memorandum of Understanding.

The SLEITI MSG shall promote the use of natural resource wealth for sustainable growth and development in Sierra Leone by ensuring a transparent, accountable, and effective system of governance of the extractive sector.

*Annexes hereto attached form part and parcel of this MoU.

2. SCOPE

The SLEITI MSG shall continue serve as the primary body responsible for overseeing and coordinating the implementation of the EITI Standard in Sierra Leone.

As the governing body for EITI implementation in the country, the MSG will provide strategic direction, oversight and support in collaboration with key stakeholder groups to ensure successful implementation of the EITI in Sierra Leone.

The MSG will be responsible for reviewing and strengthening the framework to promote collaboration and consensus building while implementing the EITI principles and recommendations in accordance with the EITI requirements.

Additionally, the MSG shall provide a balanced forum for dialogue, debate, and consensus building on EITI-specific issues relating to the extractive sector in Sierra Leone.

3. SLEITI MSG MANDATE

The SLEITI MSG shall be responsible for the following:

a) Leading the implementation of the EITI by enhancing compliance with EITI Principles and Criteria;
b) Preparing and submitting SLEITI's Annual Work Plans and corresponding budget to the Ministry of Finance through the Office of the Vice President for inclusion into the national budget and overseeing its implementation along with proposed funding mechanisms that include grant from industry, donors and development partners.
c) Seeking and mobilizing resources for implementation of programs and activities outlined in the SLEITI Annual Work Plans;
d) Undertake periodic job analysis and job evaluation activities, recruitment, replacement, performance management and oversight of SLEITI secretariat employees – full time, part time, and where necessary, its consultants for the accomplishment of SLEITI goals in accordance with the National Public Procurement Act 2004;

e) Commission appropriate studies and publish related reports including the EITI Annual Reports that contain **a)** Contextual information about SLEITI, **b)** Comprehensive disclosure of the government's revenues from the extractive industry, **c)** Comprehensive disclosure of all material payments by oil, gas and mining companies in accordance with the agreed scope and materiality threshold. These reports should follow a credible quality assurance process applying international standards – the MSG shall define materiality threshold in fulfillment of this mandate;

f) Support the development of SLEITI Communications Strategy including maintaining an up-to-date website and other channels of communications;

g) Participate in EITI led activities such as dissemination of SLEITI reports, outreaches, workshops, conferences, including various modes of mass communications;

h) Liaise with related Government MDAs in developing policies and procedures associated with or required for effective and transparent governance system of the extractive sector;

i) Evaluate EITI process in order to measure the outcomes and impacts of EITI implementation in Sierra Leone;

j) Establish sub-committees or technical working groups as and when required for the necessary implementation of the EITI Strategy and/Work Plan;

k) Solicit technical support/expertise and guidance where necessary from any MDA, or private sector stakeholder in fulfillment of its obligations;

l) Liaise with constituency groups and ensure that there is genuine representation of their interest within the SLEITI MSG;

m) Update and review as needed the SLEITI MSG MoU after every three (3) years or as and when required;

n) The MSG may innovate and expand its mandate beyond the EITI Standard;

o) Any conflict of interest arising shall be expressly stated by the MSG member(s) and its proceedings recorded;

p) Promote the establishment and maintenance of a national beneficial ownership register to be hosted by the National Investment Board;

q) Promote systematic disclosure of data required from extractive industry companies, government institutions and non-state actor recipients;

r) Give strategic and programmatic guidance to the formulation of action plans of SLEITI that will take into account emerging issues such as climate change and energy transition efforts by the Government of Sierra Leone;

s) Undertake any other activities deemed necessary for the improvement of natural resource governance;

In the fulfillment of these responsibilities, representatives of their respective constituencies on the SLEITI MSG, simultaneously commit to working in partnership to enhance transparency and accountability and promote open dialogue.

4. MSG STRUCTURE

The SLEITI MSG shall consist of three (3) member groups as follows;

a) The Government of Sierra Leone
b) The Civil Society Organizations
c) Oil, Gas, Mining Companies through the Chamber of Mines and Artisanal Miners.

Detail of the MSG Structure

a) The MSG shall be headed by a Chair who shall be a senior government representative, a Sierra Leone citizen permanently resident in Sierra Leone with the highest caliber of personal integrity and demonstrated professional knowledge and experience in the extractive industry in Sierra Leone;

b) The MSG Co-chair who shall also be a senior government representative and a Sierra Leone citizen permanently resident in Sierra Leone with the highest caliber of personal integrity and demonstrated professional knowledge and experience in the extractive industry in Sierra Leone shall support the work of the Chair who shall be appointed by the EITI Champion, in consultation with the MSG;

c) The MSG shall comprise twelve (12) representatives from Government Ministries, Departments and Agencies specified in the Schedule, at least three (3) of whom shall be female, not below the rank of Deputy Secretary or Director from the institutions nominated by heads of the relevant government institutions of which the nominee is a member of staff:

d) The MSG shall comprise six (6) representatives of extractive industry companies, at least two (2) of whom shall be female. Therefore, at least one (1) company with license to conduct oil and gas exploration or exploitation, four (4) mining companies appointed

by the Chamber of Mines, and one (1) representation from an association of artisanal miners for appointment to the MSG;

e) The MSG shall comprise seven (7) civil society organization (CSOs) representatives to include the media, women's organisations and other CSOs working on the extractive sector.

The National Coordinator of the SLEITI Secretariat shall be Secretary to the MSG, but shall have no voting right. The National Coordinator shall make recommendations for the consideration of the MSG for the formulation of operational policies, plans, programmes and projects relating to the functions of the MSG and the SLEITI Secretariat;

Institutions, organizations and companies serving as representative in any member group above are listed in ANNEX 1 hereto attached.

Changes and Vacancy of membership shall:

a) Be agreed upon by the MSG after scrutiny of the submission by a member
b) Not be as a result or any coercion or an attempt to include a member that would challenge the status quo.
c) Be carried out in accordance with Part 4 B ii stated below
d) As prescribed, cease to be a member when the person-

i. dies;

ii. is unable to perform the functions as a member by reason of infirmity of mind or body;

iii. has committed an act of proven misconduct;

iv. becomes bankrupt or insolvent;

v. is convicted of an offence involving fraud or dishonesty;

vi. resigns by written notice to the Chair, and in the case of the Chair, by written notice to the Champion;

vii. fails to attend three consecutive meetings of the MSG without excuse granted by the Chair, and in the case of the Chair, by the Champion;

viii. in the case of a representative of a government institution, ceases to hold the office on the basis of which he was appointed a member;

ix. in the case of an extractive industry company or civil society, is replaced by the appointing authority with notice to the Chair; and

x. in the case of the Chair, is replaced by the Champion.

e) Where there is vacancy in the office of the Chair, the Champion shall, as prescribed, appoint a Co-Chair to complete the term of the previous Chair after consultations with the President.

f) In the case of vacancy other than in the office of the Chair, a replacement will be appointed by the government institutions, chamber of mines or civil society coalition as applicable after strict compliance with appointment procedures relevant to such government institution, chamber of mines or civil society coalition.

The inclusion or removal of a member shall be reflected in the minutes of the meeting at which the same was agreed upon.

Annex 1 of this MoU shall thereafter be amended to reflect the change and the same shall be duly signed off by the Chair of the MSG.

A. Representation

i. The selection of representatives of Government of Sierra Leone to the SLEITI MSG should be extended to institutions rather than individuals and it is the responsibility of the respective MDAs to decide on who will serve on the MSG. Alternate members are to demonstrate keen interest in the EITI process and are capable and qualified to make decisions.

ii. The representatives of the Chamber of Mines shall be selected through a democratic process based on agreed criteria adopted from best practices

iii. Civil Society members will be chosen in the same manner following a series of consultations between the national civil society organizations via a democratic

process as agreed through selection criteria. The civil society representatives will be selected covering a wide range of activities and interests.

iv. Media representative(s) shall be selected or nominated from the Sierra Leone Association of Journalists (SLAJ).

Selection Criteria or relevant authorization for appointment as representative to a member group shall be submitted to the MSG no later than the 14th day of January in each calendar year (whether or not a representation is continuous).

v. Each member group shall be represented on the SLEITI MSG and will maintain its own sector specific working group. They will be tasked with developing their respective inputs as well as with their education, awareness and liaison programmes with their constituencies.

vi. The Government of Sierra Leone will maintain the current arrangement whereby its activities will be coordinated and chaired by the Office of the Vice President through the Chair of the MSG or its delegated authorities.

B. Terms of Appointment

i. Representatives of member groups of SLEITI MSG shall be appointed for an initial term of three (3) years with the possibility of reappointments consistent with practices adopted by the SLEITI MSG. No representative shall serve for a period of more than 2 terms under this or any other MoU.

ii. Whilst the tripartite nature of the group must be maintained at all times in accordance with the terms of this MoU, the SLEITI MSG group may agree at any point in time to change, add or reduce the number of Members, provided a balanced MSG representation is ensured.

iii. Each member group shall have the right to independently select and replace its members on the SLEITI MSG in accordance with selection criteria of the same group and as agreed upon at the MSG.

iv. Any representative that resigns or is removed from office ceases to represent that institution, organization, ministry, or department with immediate effect. However, where such a representative becomes a member of another institution, agency or ministry with an EITI portfolio such a member may be appointed to represent that institution following its selection criteria and as agreed by the MSG.

v. Where representation is lost as a result of termination, resignation or by any other means the alternative is to immediately act as a full member until a final decision is taken.

vi. The Chair shall hold office for a term of five years and shall be eligible for re-appointment for a further term of five years only.

5. SPECIFIC RESPONSIBILITY FOR EACH MEMBER GROUP

a) Government of Sierra Leone shall:

i. Lead the SLEITI implementation through the Chair, the MSG Members and the SLEITI Secretariat;

ii. Ensure SLEITI implementation process are executed in accordance with national laws and regulations while securing the confidentiality of commercially sensitive information;

iii. Cooperate fully to achieve the success of EITI implementation;

iv. Provide adequate funding support and mobilize other resources including donor funding to support the SLEITI budget;

v. Commit to work with Audit Service Sierra Leone and respond diligently to requests made by the auditor and the SLEITI MSG;

vi. Ensure that its members use a fact-based approach to engage in the SLEITI MSG and work with the industry and the CSOs to build awareness of revenue generated for the State through the extractive sector. The Government will be meaningfully engaged in monitoring the implementation of the SLEITI work plans and the overall implementation of the initiative;

vii. Ensure that State Owned Enterprises (SOEs) involved in EITI reporting submit data on their revenues and/ or earnings along with receipts and other supporting documents for such revenues and / or earnings in accordance with the SLEITI reporting guidelines and EITI requirements;

viii. Provide assurance to the industry to disclose tax information and revenue data as part of the EITI Annual Report preparation process. Any tax waivers awarded and other details on internal control mechanisms are to be disclosed; and

ix. Fully support in such other activities as and when required through the SLEITI MSG level on EITI implementation in the country.

b) Oil, Gas, and Mining Companies (through the chamber of Mines) shall

i. Fully cooperate to achieve success in implementation of the EITI;

ii. Commit to supporting the operations of the SLEITI Secretariat and its work plans in order to meet the requirements of the EITI and its global standard;

iii. Respond diligently to requests made by the Independent Administrator and the SLEITI MSG by disclosing payment records and other information to the Government of Sierra Leone for the annual SLEITI Reports;

iv. Ensure that its members use a fact-based approach to engaging in the SLEITI MSG and to work with the Government of Sierra Leone and CSOs to build awareness of the EITI process and related revenues to the State and the overall implementation of the initiative;

v. Support and participate by teaming up with Government, CSOs and the Secretariat in all workshops, seminars, roadshows, conferences, trainings or such other outreach and awareness programs on EITI implementation and informing the public on EITI report outcomes; and

vi. Fully support in such other activities as and when required through the SLEITI MSG level on EITI implementation in the country.

c) Civil Society Organizations shall:

i. Fully cooperate to achieve success in the implementation of the EITI;

ii. Commit to supporting the operations of the SLEITI Secretariat and its work plans in order to meet the EITI requirement

iii. Commit to taking roles in ensuring the EITI accountability function is exercised in a responsible and constructive manner in the implementation of the initiative;

iv. Ensure that its members use a fact-based approach to engaging in the SLEITI MSG, work with Government of Sierra Leone and the industry to build public awareness of the extractive sector and revenues generated for the State. This is to ensure the public is fully engaged in monitoring the implementation of the SLEITI work plans and overall implementation of the initiative at country level;

v. Support and participate by teaming up with Government, industry and the Secretariat in all workshops, seminars, roadshows, conferences or such other outreach and awareness programs on EITI implementation and informing the public on EITI report outcomes; and

vi. Fully support in such other activities as and when required through the SLEITI MSG level on EITI implementation in the country.

vii. Media shall support the work of the MSG as professional body including providing media coverage of the SLEITI process, and contributing to decisions.

6. MEETINGS

i. The MSG shall meet for the conduct of its business at such time and place as the Chair may determine but shall meet at least once every quarter of a calendar year.

ii. The SLEITI Secretariat, in consultation with the MSG Chair will determine the agenda for all MSG meetings. Notices in respect of meetings, agenda and meeting documents shall be circulated to MSG Members at least seven (7) working days in advance of the meeting date.

iii. The SLEITI Secretariat shall undertake all coordination and administrative functions necessary for MSG meetings to be conducted.

iv. An extraordinary meeting of the MSG may be convened by the Chair or on a written request made to the Chair and signed by a simple majority of members of the MSG provided that at least 3 (three) members of every one of the tripartite compositions of the MSG shall sign the said written request as prescribed.

v. For purposes of expediency the MSG can by virtual means hold meetings when the circumstances so arise and any agreement so reached shall be signed off by way of circular resolution and endorsed by the Chair.

vi. Minutes of meetings shall be signed by the Chair and circulated to the SLEITI MSG and shall be made publicly available (unless where the same holds confidential information) after agreement among the members and signed off by the Chair

vii. All SLEITI MSG members and observers shall respect and not discuss outside of MSG meetings any confidential, propriety or commercially sensitive information that may become available at any point in time, and will sign confidentiality agreements accordingly. All instances of failure to adhere to this confidentiality agreement would be reviewed by the MSG and may result in dismissal of a member from any further participation in the SLEITI MSG meetings.

viii. A quorum shall not be formed except with the attendance of at least 5 (five) members from Government, 3 (three) from CSOs and (1) one from Industry.

ix. Any member of the SLEITI MSG has the right to table an issue for discussion and deliberation.

x. In respect of any meeting where the attendance of relevant observer groups are required, the Secretariat shall give at least one (1) week in advance of such meetings notifying relevant observer groups of the meeting.

xi. The Chair shall preside at all meetings of the MSG at which he/she is present, and in his/her absence, the co- chair shall preside.

xii. The Chair and the Secretary shall sign all minutes adopted by the MSG, and the SLEITI Secretariat shall publish such minutes on the SLEITI website within three (3) working days of its adoption and signing.

Absence at Meetings:

Any member who cannot attend a meeting shall notify the Secretariat in advance providing valid reason(s). It is expected that the alternate shall attend meeting in absence of regular member.

Replacement for persistent non-attendance:

It is required that SLEITI MSG members should regularly attend meetings and participate in deliberations therein. If a member is absent from meetings for three (3) consecutive times within the same calendar year, the MSG shall write to inform the head of the institution concerned before making a final decision to terminate the membership of the defaulter.

Executive Powers

The Chair may summon any MDA deemed necessary to attend a meeting or provide any information/support required for the implementation of the EITI Standard including provision for dispute / conflict resolution.

7. DECISION MAKING AND VOTING

1. To the extent possible, decision of the MSG shall be by consensus of all members in attendance at a meeting.
2. Consensus shall be achieved via a 3-tier hierarchy as follows:
    a) The Chair will seek to achieve consensus for all decisions

b) If consensus or absolute consensus is not achieved, a modified consensus shall be reached - a working group will be formed comprising equal representation from each constituency, to discuss and negotiate a recommendation to proceed to the SLEITI MSG. This may occur at the meeting or post meeting with the intention to provide a recommendation by the next SLEITI MSG meeting or be considered out of session. Once the sub-group has provided its recommendation, the SLEITI MSG will seek to make a decision on the basis of consensus, absolute consensus or modified consensus.

c) If this is not achieved then absolute consensus will be sought – In this case a two thirds majority of exercised votes (i.e. minus abstentions) and includes a minimum of 3 representatives from each constituency shall be obtained

(e) Dissenting views to the voting or any decision taken should be record and reported in the minutes.

8. DEADLOCK – CASTING VOTE

One vote will be recorded per member, and abstentions will be recorded. All SLEITI MSG members will be represented for each vote. The number of votes required to pass a motion will adjust according to any abstentions to maintain a two-thirds majority of participating votes. In the event of a tie, the Chair of the meeting shall have the casting vote.

Alternate Member

i. Where a substantive member is unable to be present at a meeting, the alternate person is to act as proxy at that meeting, and advise the SLEITI Secretariat of the appointment in advance of the meeting.

ii. The alternate can vote in the absence of the substantive

9. EFFECT OF MoU

This Memorandum of Understanding comes effective the day it is signed by all parties to it. Any amendments proposed as a result of a review shall be incorporated upon agreement by the MSG in accordance with the terms of this MoU.

- **Response to Electronic Correspondences:** all members are to respond to all emails and other electronic correspondences within one ***(1) week*** of receipt or depending on the timelines stipulated in the email. Critical matters requiring timely responses include but not limited to during production of SLEITI reports, annual progress reports etc. Non-receipt of response from any member group will constitute an agreement to the decisions/ activities - (No Objection)

- **MSG's Assessment**

  The MSG shall be subject to an assessment by the EITI International Secretariat to review its objectives and responsibilities.

ANNEX 1

- **Government of Sierra Leone**
  - Office of the Vice President
  - Parliament of Sierra Leone
  - Ministry of Finance
  - National Investment Board
  - Ministry of Environment and Climate Change
  - National Revenue Authority
  - National Minerals Agency
  - The institution responsible for oil and gas exploration and exploitation
  - Environment Protection Agency-Sierra Leone
  - Audit Service Sierra Leone
  - Ministry of Mines and Mineral Resources
  - Ministry of Local Government and Community Affairs

- **Mining Companies – Chamber of Mines, represented by:**
  - Sierra Rutile Limited
  - Marampa Mines Limited
  - Koidu Limited
  - Sierra Diamonds Limited
  - Leone Minerals Limited

- Meya Mining Limited
- FG Gold Limited
- Leone Rock Metal Group Limited
- CTC Mining (SL) Limited
- Metals and Minerals Limited
- CEMMATS Group Limited

- **Civil Society Organization Groups & Media:**
  - National Advocacy Coalition on Extractives (NACE)
  - Green Scenery
  - Women's Network for Environmental Sustainability (WoNES)
  - Natural Resource Governance and Economic Justice Network (NaRGEJ)
  - Women on Mining & Extractives (WoME)
  - Human Rights Defenders Network (HRDN)
  - Sierra Leone Association of Journalists (SLAJ)

Government of Sierra Leone

Name: Hon. Mariatu Tsavalli Signed .....

Date: 24/4/2025

Oil, Gas, & Mining Companies (Chamber of Mines)

Name: Lima Sufian-Kargbo Signed .....

Date: 29/04/2025

Civil Society Organizations & Media

Name: Cecilia Christiane Mathia Signed .....

Date: 24th April, 2025