



**GREEN
CLIMATE
FUND**

GOVERNING INSTRUMENT

For The Green Climate Fund

The Governing Instrument for the Green Climate Fund was approved by the Conference of the Parties to the United Nations Framework Convention on Climate Change (UNFCCC) at its seventeenth session on 11 December 2011 in Durban, South Africa, and is annexed to decision 3/CP.17 presented in UNFCCC document FCCC/CP/2011/9/Add.1

(see: <<http://unfccc.int/resource/docs/2011/cop17/eng/09a01.pdf>>).

TABLE OF CONTENTS

I.	Objectives and guiding principles	2
II.	Governance and institutional arrangements	3
III.	Administrative costs	11
IV.	Financial inputs	11
V.	Operational modalities	11
VI.	Financial instruments	17
VII.	Monitoring	17
VIII.	Evaluation	18
IX.	Fiduciary standards	19
X.	Environmental and social safeguards	19
XI.	Accountability mechanisms	19
XII.	Expert and technical advice	20
XIII.	Stakeholder input and participation	20
XIV.	Termination of the Fund	20

The Green Climate Fund (hereinafter the “Fund”) is hereby established and will operate in accordance with the following provisions:

I. OBJECTIVES AND GUIDING PRINCIPLES

1. Given the urgency and seriousness of climate change, the purpose of the Fund is to make a significant and ambitious contribution to the global efforts towards attaining the goals set by the international community to combat climate change.
2. The Fund will contribute to the achievement of the ultimate objective of the United Nations Framework Convention on Climate Change (UNFCCC). In the context of sustainable development, the Fund will promote the paradigm shift towards low-emission and climate-resilient development pathways by providing support to developing countries to limit or reduce their greenhouse gas emissions and to adapt to the impacts of climate change, taking into account the needs of those developing countries particularly vulnerable to the adverse effects of climate change.
3. The Fund will be guided by the principles and provisions of the Convention. The Fund will operate in a transparent and accountable manner guided by efficiency and effectiveness. The Fund will play a key role in channelling new, additional, adequate and predictable financial resources to developing countries and will catalyse climate finance, both public and private, and at the international and national levels. The Fund will pursue a country-driven approach and promote and strengthen engagement at the country level through effective involvement of relevant institutions and stakeholders. The Fund will be scalable and

flexible and will be a continuously learning institution guided by processes for monitoring and evaluation. The Fund will strive to maximize the impact of its funding for adaptation and mitigation, and seek a balance between the two, while promoting environmental, social, economic and development co-benefits and taking a gender-sensitive approach.

II. GOVERNANCE AND INSTITUTIONAL ARRANGEMENTS

A. Relationship to the Conference of the Parties

4. The Fund will be designated as an operating entity of the financial mechanism under Article 11 of the Convention and will be accountable to and function under the guidance of the Conference of the Parties (COP).
5. The Fund will be governed and supervised by a Board that will have full responsibility for funding decisions.
6. Arrangements will be concluded between the COP and the Fund, consistent with Article 11 of the Convention, to ensure that the Fund is accountable to and functions under the guidance of the COP. In order to ensure accountability to the COP, pursuant to Article 11, paragraph 3, the Board will:
 - (a) Receive guidance from the COP, including on matters related to policies, programme priorities and eligibility criteria, and matters related thereto;
 - (b) Take appropriate action in response to the guidance received;
 - (c) Submit annual reports to the COP for its consideration and receive further guidance.

B. Legal status

7. In order to operate effectively internationally, the Fund will possess juridical personality and will have such legal capacity as is necessary for the exercise of its functions and the protection of its interests.
8. The Fund will enjoy such privileges and immunities as are necessary for the fulfilment of its purposes. The officials of the Fund will similarly enjoy such privileges and immunities as are necessary for the independent exercise of their official functions in connection with the Fund.

C. Rules of procedure of the Board

1. COMPOSITION

9. The Board will have 24 members, composed of an equal number of members from developing and developed country Parties. Representation from developing country Parties will include representatives of relevant United Nations regional groupings and representatives from small island developing States (SIDS) and least developed countries (LDCs).
10. Each Board member will have an alternate member, with alternate members entitled to participate in the meetings of the Board only through the principal member, without the right to vote, unless they are serving as the member. During the absence of the member from all or part of a meeting of the Board, his or her alternate will serve as the member.

2. SELECTION OF BOARD MEMBERS

11. The members of the Board and their alternates will be selected by their respective constituency or regional group within a constituency. Members of the Board will have the necessary experience and skills, notably in the areas of climate change and development finance, with due consideration given to gender balance.

3. TERM OF MEMBERSHIP

12. Members and alternate members will serve for a term of three years and be eligible to serve additional terms as determined by their constituency.

4. CHAIRMANSHIP

13. Two co-chairs of the Board will be elected by the Board members from within their membership to serve for a period of one year, with one being a member from a developed country Party and the other being a member from a developing country Party.

5. DECISION-MAKING

14. Decisions of the Board will be taken by consensus of the Board members. The Board will develop procedures for adopting decisions in the event that all efforts at reaching consensus have been exhausted.

6. QUORUM

15. A two-thirds majority of Board members must be present at a meeting to constitute a quorum.

7. OBSERVERS

16. The Board will make arrangements, including developing and operating accreditation processes, to allow for effective participation by accredited observers in its meetings. The Board will invite, to participate as active observers: two civil society representatives, one each from developing and developed countries, and two private sector representatives, one each from developing and developed countries.

8. ADDITIONAL RULES OF PROCEDURE

17. Additional rules of procedures will be developed by the Board.

D. Role and functions of the Board

18. The Board of the Fund will:
 - (a) Oversee the operation of all relevant components of the Fund;
 - (b) Approve operational modalities, access modalities and funding structures;
 - (c) Approve specific operational policies and guidelines, including for programming, project cycle, administration, and financial management;
 - (d) Approve funding in line with the Fund's principles, criteria, modalities, policies and programmes;
 - (e) Develop environmental and social safeguards and fiduciary principles and standards that are internationally accepted;
 - (f) Develop criteria and application processes for the accreditation of implementing entities of the Fund and accredit implementing entities and withdraw such accreditation;

- (g) Establish subcommittees and panels and define their terms of reference, as appropriate;
- (h) Establish additional thematic windows and/or substructures to address specific activities, as appropriate;
- (i) Establish a framework for the monitoring and evaluation of performance and the financial accountability of activities supported by the Fund and any necessary external audits;
- (j) Review and approve the administrative budget of the Fund and arrange for performance reviews and audits;
- (k) Appoint the Executive Director of the secretariat;
- (l) Appoint the head of the evaluation unit and the heads of all accountability units;
- (m) Receive guidance and take action in response to any guidance from the COP and prepare annual reports to the COP on its activities;
- (n) Develop working and coordination arrangements with other relevant bodies under the Convention and other relevant international institutions;
- (o) Select, appoint and enter into legal and administrative arrangements with the trustee;
- (p) Exercise such other functions as may be appropriate to fulfil the objectives of the Fund.

E. Secretariat

1. ESTABLISHMENT OF THE SECRETARIAT

19. The Fund will establish a secretariat, which will be fully independent. The secretariat will service and be accountable to the Board. It will have effective management capabilities to execute the day-to-day operations of the Fund.
20. The secretariat will be headed by an Executive Director with the necessary experiences and skills, who will be appointed by and be accountable to the Board. The Board will approve the job description and qualifications for the Executive Director. The Executive Director will be selected through a merit-based, open and transparent process.
21. The secretariat will be staffed with professional staff with relevant experience. The staff selection will be managed by the Executive Director and will be open, transparent and based on merit, taking into account geographical and gender balance.
22. The selection of the host country of the Fund will be an open and transparent process. The selection of the host country will be endorsed by the COP.

2. FUNCTIONS

23. The secretariat will be responsible for the day-to-day operations of the Fund, providing administrative, legal and financial expertise. In particular, the secretariat will:
- (a) Organize and execute all administrative duties;
 - (b) Report information on the Fund's activities;
 - (c) Liaise with members, implementing entities, and cooperating bilateral and multilateral institutions and agencies;
 - (d) Prepare performance reports on the implementation of activities under the Fund;
 - (e) Develop the work programme and annual administrative budget of the secretariat and trustee and submit them for approval by the Board;
 - (f) Operationalize the project and programme cycle processes;
 - (g) Prepare financial agreements related to the specific financing instrument to be concluded with an implementing entity;
 - (h) Monitor the financial risks of the outstanding portfolio;
 - (i) Work with the trustee to support the Board to enable it to carry out its responsibilities;
 - (j) Carry out monitoring and evaluation functions;
 - (k) Support the Board in arranging replenishment processes;
 - (l) Establish and run effective knowledge management practices;
 - (m) Perform any other functions assigned by the Board.

F. Trustee

24. The Fund will have a trustee with administrative competence to manage the financial assets of the Fund. The trustee will maintain appropriate financial records and will prepare financial statements and other reports required by the Board, in accordance with internationally accepted fiduciary standards.
25. The trustee will administer the assets of the Fund only for the purpose of, and in accordance with, the relevant decisions of the Board. The trustee will hold the assets of the Fund separate and apart from the assets of the trustee, but may commingle them for administrative and investment purposes with other assets maintained by the trustee. The trustee will establish and maintain separate records and account in order to identify the assets of the Fund.
26. The World Bank will serve as interim trustee for the Fund, subject to a review three years after the operationalization of the Fund.
27. The trustee will be accountable to the Board for the performance of its responsibilities as trustee for the Fund.

III. ADMINISTRATIVE COSTS

28. The Fund will finance the operating costs of the Board, secretariat and trustee.

IV. FINANCIAL INPUTS

29. The Fund will receive financial inputs from developed country Parties to the Convention.
30. The Fund may also receive financial inputs from a variety of other sources, public and private, including alternative sources.

V. OPERATIONAL MODALITIES

31. The Fund will provide simplified and improved access to funding, including direct access, basing its activities on a country-driven approach and will encourage the involvement of relevant stakeholders, including vulnerable groups and addressing gender aspects.
32. The Board will steer the Fund's operations so that they evolve with the Fund's scale and maturity and will exercise flexibility to allow the Fund to evolve over time and become the main global fund for climate change finance.

A. Complementarity and coherence

33. The Fund shall operate in the context of appropriate arrangements between itself and other existing funds under the Convention, and between itself and other funds, entities, and channels of climate change financing outside the Fund.
34. The Board will develop methods to enhance complementarity between the activities of the Fund and the activities of other relevant bilateral, regional and global funding mechanisms and institutions, to better mobilize the full range of financial and technical capacities. The Fund will promote coherence in programming at the national level through appropriate mechanisms. The Fund will also initiate discussions on coherence in climate finance delivery with other relevant multilateral entities.

B. Eligibility

35. All developing country Parties to the Convention are eligible to receive resources from the Fund. The Fund will finance agreed full and agreed incremental costs for activities to enable and support enhanced action on adaptation, mitigation (including REDD-plus),¹ technology development and transfer (including carbon capture and storage), capacity-building and the preparation of national reports by developing countries.

¹ Reducing emissions from deforestation and forest degradation in developing countries; and the role of conservation, sustainable management of forests and enhancement of forest carbon stocks in developing countries.

36. The Fund will support developing countries in pursuing project-based and programmatic approaches in accordance with climate change strategies and plans, such as low-emission development strategies or plans, nationally appropriate mitigation actions (NAMAs), national adaptation plans of action (NAPAs), national adaptation plans (NAPs) and other related activities.

C. Funding windows and fund structure

37. The Fund will have thematic funding windows. Initially, the Fund will have windows for adaptation and mitigation. An integrated approach to funding mitigation and adaptation will be used to allow for cross-cutting projects and programmes.
38. The Board shall also ensure adequate resources for capacity-building and technology development and transfer. The Fund will also provide resources for innovative and replicable approaches.
39. The Board will consider the need for additional windows. The Board will have the authority to add, modify and remove additional windows and substructures or facilities as appropriate.

1. READINESS AND PREPARATORY SUPPORT

40. The Fund will provide resources for readiness and preparatory activities and technical assistance, such as the preparation or strengthening of low-emission development strategies or plans, NAMAs, NAPs, NAPAs and for in-country institutional strengthening, including the strengthening of capacities for country coordination and to meet fiduciary principles and standards and environmental and social safeguards, in order to enable countries to directly access the Fund.

2. PRIVATE SECTOR

41. The Fund will have a private sector facility that enables it to directly and indirectly finance private sector mitigation and adaptation activities at the national, regional and international levels.
42. The operation of the facility will be consistent with a country-driven approach.
43. The facility will promote the participation of private sector actors in developing countries, in particular local actors, including small- and medium-sized enterprises and local financial intermediaries. The facility will also support activities to enable private sector involvement in SIDS and LDCs.
44. The Board will develop the necessary arrangements, including access modalities, to operationalize the facility.

D. Access modalities and accreditation

45. Access to Fund resources will be through national, regional and international implementing entities accredited by the Board. Recipient countries will determine the mode of access and both modalities can be used simultaneously.
46. Recipient countries may designate a national authority. This national designated authority will recommend to the Board funding proposals in the context of national climate strategies and plans, including through consultation processes. The national designated authorities will be consulted on other funding proposals for consideration prior to submission to the Fund, to ensure consistency with national climate strategies and plans.

1. DIRECT ACCESS

47. Recipient countries will nominate competent subnational, national and regional implementing entities for accreditation to receive funding. The Board will consider additional modalities that further enhance direct access, including through funding entities with a view to enhancing country ownership of projects and programmes.

2. INTERNATIONAL ACCESS

48. Recipient countries will also be able to access the Fund through accredited international entities, including United Nations agencies, multilateral development banks, international financial institutions and regional institutions.

3. ACCREDITATION

49. The Board will develop, manage and oversee an accreditation process for all implementing entities based on specific accreditation criteria that reflect the Fund's fiduciary principles and standards and environmental and social safeguards.

E. Allocation

50. The Board will balance the allocation of resources between adaptation and mitigation activities under the Fund and ensure appropriate allocation of resources for other activities.
51. A results-based approach will be an important criterion for allocating resources.
52. In allocating resources for adaptation, the Board will take into account the urgent and immediate needs of developing countries that are particularly vulnerable to the adverse effects of climate change, including LDCs, SIDS and African States, using minimum allocation floors for these countries as appropriate. The Board will aim for appropriate geographical balance.

F. Programming and approval processes

53. The Fund will have a streamlined programming and approval process to enable timely disbursement. The Board will develop simplified processes for the approval of proposals for certain activities, in particular small-scale activities.

VI. FINANCIAL INSTRUMENTS

54. The Fund will provide financing in the form of grants and concessional lending, and through other modalities, instruments or facilities as may be approved by the Board. Financing will be tailored to cover the identifiable additional costs of the investment necessary to make the project viable. The Fund will seek to catalyse additional public and private finance through its activities at the national and international levels.
55. The Fund may employ results-based financing approaches, including, in particular for incentivizing mitigation actions, payment for verified results, where appropriate.
56. Financial management practices and financing agreements will be in keeping with the Fund's fiduciary principles and standards and environmental and social safeguards to be adopted by the Board. The Board will develop an appropriate risk management policy for funding and financial instruments.

VII. MONITORING

57. The programmes and projects, as well as other activities, funded by the Fund will be regularly monitored for impact, efficiency and effectiveness in line with rules and procedures established by the Board. The use of participatory monitoring involving stakeholders will be encouraged.

58. A results measurement framework with guidelines and appropriate performance indicators will be approved by the Board. Performance against these indicators will be reviewed periodically in order to support the continuous improvement of the Fund's impact, effectiveness and operational performance.

VIII. EVALUATION

59. There will be periodic independent evaluations of the performance of the Fund in order to provide an objective assessment of the results of the Fund, including its funded activities and its effectiveness and efficiency. The purpose of these independent evaluations is to inform decision-making by the Board and to identify and disseminate lessons learned. The results of the periodic evaluations will be published.
60. To this end, the Board will establish an operationally independent evaluation unit as part of the core structure of the Fund. The head of the unit will be selected by, and will report to, the Board. The frequency and types of evaluation to be conducted will be specified by the unit in agreement with the Board.
61. Reports of the Fund's independent evaluation unit will be provided to the COP for purposes of periodic reviews of the financial mechanism of the Convention.
62. The COP may commission an independent assessment of the overall performance of the Fund, including Board performance.

IX. FIDUCIARY STANDARDS

63. The Board will agree on, adopt, and ensure the application of best practice fiduciary principles and standards to the Fund's entities, the trustee's function related to the Fund, and to all operations, projects and programmes financed by the Fund, including the implementing entities.
64. The Fund will support the strengthening of capacities in recipient countries, where needed, to be able to meet the Fund's fiduciary principles and standards, based on modalities that will be established by the Board.

X. ENVIRONMENTAL AND SOCIAL SAFEGUARDS

65. The Board will agree on and adopt best practice environmental and social safeguards, which shall be applied to all programmes and projects financed using the resources of the Fund.
66. The Fund will support the strengthening of capacities in recipient countries, where needed, to enable them to meet the Fund's environmental and social safeguards, based on modalities that shall be developed by the Board

XI. ACCOUNTABILITY MECHANISMS

67. The Fund's operations will be subject to an information disclosure policy that will be developed by the Board.

68. The Board will establish an independent integrity unit, to work with the secretariat and report to the Board, to investigate allegations of fraud and corruption in coordination with relevant counterpart authorities.
69. The Board will establish an independent redress mechanism that will report to the Board. The mechanism will receive complaints related to the operation of the Fund and will evaluate and make recommendations.

XII. EXPERT AND TECHNICAL ADVICE

70. In carrying out its functions the Board will develop mechanisms to draw on appropriate expert and technical advice, including from the relevant thematic bodies established under the Convention, as appropriate.

XIII. STAKEHOLDER INPUT AND PARTICIPATION

71. The Board will develop mechanisms to promote the input and participation of stakeholders, including private-sector actors, civil society organizations, vulnerable groups, women and indigenous peoples, in the design, development and implementation of the strategies and activities to be financed by the Fund.

XIV. TERMINATION OF THE FUND

72. Termination of the Fund will be approved by the COP based on a recommendation of the Board.

For further information:

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