

Annex IV: General guidelines for the operation of Board committees

I. Objective and scope

1. The Governing Instrument of the GCF (the “Governing Instrument”), paragraph 18 (g), provides that the Board will establish subcommittees, panels and define their terms of reference, as appropriate.
2. Pursuant to paragraphs 30 and 31 of the Rules of Procedure of the Board (the “Rules of Procedure”), the Board of the Green Climate Fund establishes committees, panels and groups of the Board as may be required for the conduct of business. Committees shall assist the Board in its decision-making and shall exercise any delegated authority under the overall authority and direction of the Board, which may revoke such delegated authority under the same procedures in place for the original delegation of authority.
3. Pursuant to paragraph 1 of the Rules of Procedure, except as decided otherwise by the Board, the Rules of Procedure apply *mutatis mutandis* to committees and subcommittees, panels and working groups established by the Board.
4. The purpose of these guidelines is to elaborate the general guidelines to guide the conduct of business of Board committees and subcommittees. The Board may deviate from these guidelines in the terms of reference of the committees. In case of differences between these guidelines and the terms of reference of committees, the terms of reference will prevail.
5. These guidelines will not apply to ad hoc committees established by the Board, unless otherwise decided by the Board.

II. Guidelines for the operation of Board committees

2.2 Membership

6. Committees will comprise Board members and alternate members (Committee members), in accordance with paragraph 30 of the Rules of Procedure of the Board.
7. Committees will consist of an even number of Committee members from developing countries and developed countries, with a minimum of four and a maximum of eight committee members. At the beginning of each term of Board membership, the Co-Chairs will propose the size of each committee, taking into consideration elements such as anticipated workload. Upon appointment of their members, committee terms of reference will be updated accordingly to reflect the Board-agreed size.
8. Committee members will be appointed by the Board, with due consideration given to gender balance, in line with paragraph 11 of the Governing Instrument. If a Committee member is unable to participate in a Committee meeting, that member may be represented by his/her Board member or Alternate Board member (depending on the status of the corresponding Committee member) for that meeting. If a Board member or an Alternate Board member who is a Committee member is replaced on the Board, that replacement will also be applicable in committees to the extent that the replacement to the Board seat is notified pursuant to paragraph 5 of the Rules of Procedure, and unless the notification provided pursuant to paragraph 6 of the Rules of Procedure specifies otherwise.
9. Committee membership term will be for three years, aligned with the term of Board membership.

10. If a Committee member is unable to carry out her or his functions, or ceases to be a Committee member, a new committee member will be appointed by the Board for the remainder of the original Committee member's term.

2.3 Chairing arrangements

11. Each Committee will elect a Chair from amongst its members.

12. Committee Chairs will serve for a term of 18 months aligned with the term of Board membership.

13. The Chair of a Committee shall alternate between Developed and Developing country members. Due consideration should be given to gender and regional balance among Committee Chairs.

14. Committee Chairs will convene, set agendas for, and facilitate committee meetings with the support of the Secretariat and in accordance with the terms of reference of each Committee as well as additional mandates provided by the Board, and report back to the Board on behalf of the Committee.

15. If the Chair is not able to carry out her or his functions or ceases to be a committee member before their term is complete, a new Chair will be elected by the Committee, from amongst the Committee members, for the remainder of the term.

2.4 Accountability

16. Committees operate under the overall authority and direction of the Board.

17. Committees shall at each meeting report to the Board on their activities including on the status of implementation of their workplans and on Board mandates to the committees within timelines specified in the respective committees' annual workplans.

18. The Board may in its guidance to Committees delegate authority to committees, in accordance with paragraph 31 of the Rules of Procedure.

2.5 Terms of reference

19. The Board adopts terms of reference of each committee. Committees should review their Terms of reference at least every 4 years, with any updates or revisions submitted to the Board for approval, upon adoption of the four-year Board workplan at the start of a programming cycle.

20. The Board, in adopting Committee terms of reference, shall specify whether the committee is a standing committee or an ad hoc committee.

21. In addition to the mandates specified in the terms of each Committee, Committees may be mandated by the Board to perform specific functions to support the Board in its decision-making.

2.6 Operating procedure

22. Committees will present their workplans to the Board at the first Board meeting of each year. The workplans shall derive from the four-year Board workplan and GCF Strategic Plan, as well as Committees' Terms of Reference and mandates given by the Board. These workplans will be updated on a rolling basis and will include timelines for the development of those items,

in order to ensure that the Board can consider them in due time, as scheduled in the four-year Board workplan.

23. Committees will seek to develop their recommendations in an open, inclusive, consultative and transparent manner, underscoring the importance of consulting the Board.
24. In the event that the Committee is unable to reach a consensus on a recommendation or decision, the Committee Chair shall report the members' diverse views to the next meeting of the Board.
25. Committees will convene their meetings as determined by the Committee led by the committee Chair with the support of the Secretariat. Meetings shall be held regularly, at least once between each Board meeting.
26. For committees of six members or less, a two-thirds majority of Committee members must be present at a Committee meeting to constitute a quorum. For committees of eight members, one-half of Committee members with representation from both the developed countries and developing countries must be present at a Committee meeting to constitute a quorum. Committee can take decisions, including to elect a new Chair provided there is quorum. The existence of a quorum will be verified by the Committee Chair at the beginning of the meeting.
27. Committee Chairs will at the end of each meeting recap verbally the summary of decisions reached during the meeting to be recorded by the Secretariat and later circulated to the Committee as part of the meeting report.
28. Committee Chairs may request, in consultation with other committee members, assistance and/or advice from experts or other third parties in the performance of their functions, in accordance with the relevant rules and procedures of the Fund.
29. Committee members, alternate Committee members (either the Board member or the alternate), and up to two advisors per Committee member may attend Committee meetings. Essential Secretariat staff and, upon invitation by the committee Chair, and on a case-by-case basis, members of the Independent Units or other stakeholders, may also attend Committee meetings. All Committee meetings are open to all Board members, all alternate Board members and one adviser per seat to observe, whether in person or when feasible, virtually, unless the Chair, after consultation with Committee members, decides to address a specific agenda item of a confidential nature in a closed session with Committee members, their designated adviser(s) that have signed the ethics Declaration of Impartiality and Confidentiality, and essential Secretariat staff, only.
30. All Board members, alternate Board members and advisors shall have access to all Committee documents and information except for **information of a confidential nature**, such as that related to individual employees, Board members, alternate members and advisers, Secretariat personnel, or third parties. All Board Members and alternate Board members may provide comments on Committee documents through a Committee member for the Committee's consideration.
31. A committee member who is unable to participate in committee meetings, including virtual meetings, more than two times consecutively and was not represented by their Board Member or Alternate (depending on the status of the corresponding Committee members) will cease to be a Committee member.

2.7 Role of the Secretariat

32. The Secretariat will coordinate and support the work of committees, as needed, including drafting and submission of documents for consideration by committees, in coordination with the relevant Independent Units where appropriate.

33. The Secretariat will appoint one qualified officer per committee as Secretariat focal point for that committee.
34. The Secretariat's committee focal point will provide secretarial assistance and support to the work of the committee, attend its meetings and assist the Chair in preparing, facilitating and coordinating the committee's work and meetings. The Focal Point will be responsible for providing Committee members with proposed meeting dates and times at least 3 weeks prior to the Committee meeting and distribute documents to be discussed at least 5 business days prior to the Committee meeting. Exceptions can be allowed for urgent matters.
35. The Focal Point will be subject to the guidance of the relevant Committee Chair and will be responsive to the tasks assigned to her/him by the committee.
36. The Focal Point will be responsible for producing written reports of committee meetings to be approved by the Committee members. Report of committee proceedings will include, at a minimum: list of participants, agenda of the meeting, meeting minutes including the decisions reached before the meeting, and the date of next meeting.

III. Implementation arrangements

37. These guidelines will come into effect upon adoption by the Board.
38. The Secretariat will support the Committees to implement these guidelines in their conduct. This will include the developments of reporting templates for committee meetings and committee reports to Board meetings, the development of committee workplans aligned to the four-year Board workplan.
39. To ensure transparency, an overview of the committee structure and committee membership as well as Secretariat Focal Points will be made available on the GCF website and updated regularly.

IV. Monitoring and review

40. The Co-Chairs will bring to the attention of the Board issues arising out of the implementation of these guidelines and may make recommendations to the Board. The Board will be responsible for the review of these guidelines.