



**GREEN
CLIMATE
FUND**

Meeting of the Board

16 – 19 May 2022

Antigua and Barbuda

Provisional agenda item 16

GCF/B.32/11

10 May 2022

Guidelines for the operation of Board committees: Co-Chairs' Proposal

Summary

This document contains the Co-Chairs' proposal on the guidelines for the operation of Board committees, following an objection to a decision without a meeting.

I. Introduction

1. As an outcome of the independent firms' review of committees, panels, and group established by the Board, the Board, by decision B.25/03, paragraph (e), requested the Co-Chairs to present updated general guidelines for committees and panels for consideration by the Board in accordance with decision B.05/12, paragraph (b).
2. On 10 September 2021, "Updated guidelines for the operation of Board committees" was issued to the Board as a proposed decision without a Board meeting in document GCF/BM-2021/20 with a no-objection period ending on 24 September 2021. There were objections from four members.
3. Pursuant to paragraph 43 of the Rules of Procedure, the Co-Chairs have worked through the objection with the Board members concerned.
4. In working through the objections, the Co-Chairs had proposed a revised decision. As a result, the objecting Board members had lifted their objections and this process was concluded. This proposed decision was contained in document GCF/B.31/11 titled "Guidelines for the operation of Board committees: Co-Chairs' proposal".
5. This proposed decision was discussed at B.31 and several comments were made. However, due to the lack of time at B.31, there was no opportunity to further elaborate on those comments and exchange views in order to make progress.
6. The Co-Chairs would therefore like to invite Board members, alternates and advisors to further consider this draft. The Co-Chairs are working on a way forward and seeking views in consultation with their constituencies.

II. Recommended action by the Board

7. It is recommended that the Board adopts the draft decision as set out in the annex I.

Annex I: Draft decision by the Board

The Board, having considered the document GCF/B.32/11 titled “Guidelines for the operation of Board committees: Co-Chairs’ proposal”:

- (a) Adopts the General guidelines for the operation of Board committees, as set out in annex II to this document; and
- (b) Amends the terms of reference of standing committees of the Board to reflect these guidelines, as appropriate.

Annex II: General guidelines for the operation of Board committees¹

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.
5. These guidelines will not apply to *ad hoc* committees established by the Board for the purpose of the selection of a Board-appointed official.

II. Guidelines for the operation of Board committees

2.1 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 six committee members.
8. Committee members will be appointed by the Board, with due consideration given to gender balance, as appropriate, in line with paragraph 11 of the Governing Instrument. 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 elected by the Board for the remainder of the original committee member’s term.

¹ The Rules of Procedure of the Board apply to the operation of committees of the Board in accordance with paragraph 1 of the Rules of Procedure. In the event of any conflict between these Guidelines and the Rules of Procedure, the Rules of Procedure will prevail.

2.2 Chairing arrangements

11. Each committee will elect a Chair from amongst its members.
12. Committee Chairs will serve for a term of 18 months.
13. The Chairmanship 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, for the remainder of the term.

2.3 Accountability

16. Committees operate under the overall authority and direction of the Board and 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.
17. The Board may in its guidance to Committees delegate authority to committees, in accordance with paragraph 31 of the Rules of Procedure of the Board.

2.4 Terms of reference

18. 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.
19. The Board, in adopting Committee terms of reference shall specify whether the committee is a standing committee or an ad hoc committee, and in the case of the latter, the duration of the committee, in accordance with paragraph 31 of the Rules of Procedure of the Board.
20. 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.

2.5 Operating procedure

21. 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.

22. In the event that the Committee is unable to reach consensus, the Committee Chair shall report this to the next meeting of the Board.
23. A two-thirds majority of committee members 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.
24. 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.
25. 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.
26. Unless otherwise decided by the Board or specified in the committee's terms of reference, attendance at committee meetings will be limited to committee members, two advisers per committee member, 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. The Committee shall where matters are of a confidential nature have the ability to restrict the category of persons above from attendance at its meeting or for that specific agenda item.
27. 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 Board member (depending on the status of the corresponding Committee members) will cease to be a Committee member.
28. Committee meetings will be closed to active observers unless otherwise specified in the terms of reference of the committee.
29. Committees will report on their activities at each Board meeting, including on their work based on their workplans.

2.6 Role of the Secretariat

30. 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.
31. The Secretariat will appoint one qualified officer per committee as Secretariat focal point for that committee.
32. 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.
33. 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.

III. Implementation arrangements

34. These guidelines will come into effect immediately after adoption by the Board, with the exception of paragraphs 8 to 10, which will be effective immediately.
35. 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.

36. 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

37. These guidelines shall be reviewed following a decision by the Board to do so. Such a decision may be prompted following related policy reviews in the Board workplan, or upon a decision by the Board.
