



**GREEN
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Draft Co-Chairs' proposals on the guidelines to determine in which cases decisions without a Board meeting may be requested

Summary

Paragraph 41 of the Rules of Procedure provides that decisions without a Board meeting may occur on an extraordinary basis when in the judgment of both Co-Chairs, a decision must be taken by the Board that should not be postponed to the next Board meeting.

Paragraph 42 of the Rules of Procedure states: “the Board will adopt guidelines to determine in which cases decisions without a Board meeting may be requested.”

This document contains the Co-Chairs' proposal on the guidelines to determine in which cases decisions without a Board meeting may be requested.

I. Introduction

1. Paragraph 41 of the Rules of Procedure provides that decisions without a Board meeting may occur on an extraordinary basis when in the judgment of both Co-Chairs, a decision must be taken by the Board that should not be postponed to the next Board meeting. Paragraph 42 of the Rules of Procedure states: “the Board will adopt guidelines to determine in which cases decisions without a Board meeting may be requested.”
2. This document contains the Co-Chairs’ proposal on the guidelines to determine in which cases decisions without a Board meeting may be requested.
3. Building on previous consultations on the matter, the Co-Chairs have also decided to bring to the Board the guidance in respect of the implementation of paragraph 43 of the Rules of Procedure of the Board and in respect of other related matters. This guidance is based on past practices and procedures with a view to clarify, and enhance transparency of, the decision-making process in-between Board meetings.

II. Co-Chairs’ proposals

4. The Co-Chairs propose that the Board:
 - (a) Adopts the guidelines to determine in which cases decisions without a Board meeting may be requested, as set out in annex II; and
 - (b) Adopts the guidance in respect of the implementation of paragraph 43 of the Rules of Procedure and in respect of other related matters, as set out in annex III.

Annex I: Draft decision of the Board

The Board, having considered document GCF/B.32/13 titled “Draft Co-Chairs’ proposals on the guidelines to determine in which cases decisions without a Board meeting may be requested”:

- (a) Adopts the guidelines to determine in which cases decisions without a Board meeting may be requested as set out in annex II; and
- (b) Also adopts the guidance in respect of the implementation of paragraph 43 of the Rules of Procedure of the Board and in respect of other related matters as set out in annex III.

Annex II: Guidelines to determine in which cases decisions without a Board meeting may be requested

1. Decisions without a Board meeting may occur on an extraordinary basis when in the judgment of both Co-Chairs a decision must be taken by the Board and not postponed to the next meeting of the Board. Subject to paragraphs 41-44 of the Rule of Procedure of the Board, the Secretariat, with the approval of the Co-Chairs, may transmit a decision for approval without a Board meeting in the following cases:

- (a) The appointment of Board members and/or alternate members to seats on committees, panels and groups established by the Board;
- (b) The appointment of external members to seats on panels and groups established by the Board;
- (c) The accreditation of observer organizations;
- (d) Matters relating to the policy on restructuring and cancellation, including where a decision is required to prevent undue delay in the commencement or continuation of the implementation of the relevant funded activity;
- (e) Pursuant to a Board decision which expressly envisages that a specific matter may be issued for a decision without a Board meeting; and
- (f) Such other matters, on an extraordinary basis, which in the judgement of the Co-Chairs should not be postponed to the next meeting of the Board.

Annex III: Guidance in respect of the implementation of paragraph 43 of the Rules of Procedure of the Board and other related matters

1. In accordance with paragraph 41 of the Rules of Procedure of the Board (“**RoP**”), the Secretariat, with the approval of the Co-Chairs, shall transmit to Board members and alternate members a proposed decision with the invitation to approve the decision on a non-objection basis, within a prescribed period (generally 21 days but in urgent cases no less than one week).
2. In accordance with paragraph 43 of the RoP, at the expiration of the period prescribed for replies, the decision will be deemed approved unless there is an objection. If an objection has been received, the Co-Chairs will work through the objection with the Board member directly. If the objecting Board member upholds his/her objection following discussion with the Co-Chairs, the proposed decision will be considered by the Board at the following meeting. The Secretariat shall circulate all written comments and objections to Board members and alternate members and notify all the Board members and alternate members of the action taken pursuant to this paragraph.

I. Identifying “objections”

3. Decisions without a Board meeting are approved on a non-objection basis. Board members have two options when responding to a proposed decision within the period prescribed for replies:
 - (a) To raise an objection; or
 - (b) To request clarification.
4. The Secretariat shall not consider as an ‘objection’ any communication from a Board member in connection with a proposed decision unless it is clearly marked as an ‘objection’.
5. In case of a request for clarification, the Secretariat, in consultation with the Co-Chairs where applicable, shall develop and provide a response, which shall be provided to all Board and Alternate Members. However, if the request for clarification cannot be addressed to the satisfaction of the Board member before the end of the period prescribed for replies, the Board Member should clearly inform the Secretariat if said request shall be treated as an objection; otherwise, the request shall not be considered as an objection.

II. “Working through” an objection with the Board member “directly”

6. The Co-Chairs will work through the objection(s) with the relevant Board member(s). This may include, discussions with the Board member(s) to allow:
 - (a) The Board member(s) to elaborate their concerns with the proposed decision; and/or
 - (b) The Co-Chairs to clarify the purpose of the proposed decision, and, as appropriate, address any concerns, misapprehensions and/or misunderstandings.
7. The Co-Chairs may work through the objection with the Board member(s), or they may authorise the Secretariat to do so on their behalf and in accordance with their guidance.
8. After the Co-Chairs have concluded their discussions as part of working through the objections with the Board member(s) concerned, and irrespective of whether the working through process has been concluded before or after the end of the prescribed period, the following scenarios may arise:

- (a) The Board member(s) lift(s) their objection(s), in which case the proposed decision shall be deemed approved on the later of (i) the end of the period prescribed for replies, and (ii) the date on which the objection(s) is/are lifted, subject to the exceptions in paragraph 12 below in respect of objections which are lifted after the end of the period prescribed for replies;
 - (b) The Board member(s) uphold(s) their objection(s), in which case the proposed decision will be considered by the Board at its next meeting; or
 - (c) The Board member(s) suggest(s) amendment(s) to the proposed decision, in which case the Co-Chairs may decide that the suggested amendments merit discussion in a Board meeting, in which case the objection shall be deemed upheld and the proposed decision will be considered by the Board at its following meeting.
9. It shall be for the Co-Chairs, acting jointly and in good faith, to determine when an objection has been worked through and/or when no further consultations would result in the objection being lifted.
10. Decisions proposed for a decision without a Board meeting shall not be considered approved during the period in which the Co-Chairs are working through the objection with the Board member(s) concerned, even if such period extends beyond the expiry of the prescribed period.
11. The Co-Chairs will provide a written report to the Board detailing their discussions with the objecting Board member(s). The Secretariat shall circulate all written comments and objections to Board members and alternate members and notify all the Board members and alternate members of the action taken as outlined in the Co-Chairs written report.

III. Consequence of lifting an objection after the prescribed period

12. If an objection is lifted after the prescribed period has expired (and no other objections remain in place), then the relevant decision proposed for approval shall be deemed approved unless:
- (a) The relevant Board member lifted the objection on the basis that a new decision which addresses or resolves the original objection will be proposed by the Co-Chairs to the Board, in accordance with paragraph 41 of the Rules of Procedure, in which case, such new decision shall be proposed promptly for approval; or
 - (b) The originally proposed decision, if approved on the date on which the objection is lifted, would
 - (i) Adversely affect third parties in a way which it would not have done had it been approved at the end of the prescribed period for replies;
 - (ii) No longer be appropriate in light of facts which have come to light, or events which have occurred, in the period between the expiration of the prescribed period for replies and the date on which the objection is lifted; or
 - (iii) Reinstate or otherwise reapprove a funding approval which by such date has lapsed.
13. If any of paragraphs 12(b)(i) to 12(b)(iii) above apply, the Co-Chairs shall determine, taking into account all relevant facts and circumstances, whether a new decision should be issued for approval without a Board meeting, or whether the matter should be addressed at the following Board meeting.

IV. Active observers and transparency

14. Decisions proposed for approval without a Board meeting shall be provided to the active observers for their information unless otherwise provided by the Board and be published on the GCF website, subject to the Information Disclosure Policy (IDP), at the same time that they are transmitted to the Board.

15. If a decision without a Board meeting is proposed by the Co-Chairs on a limited distribution basis, the provisions of the IDP shall apply.

16. The document on the matter of decisions proposed without a Board meeting for consideration at the next Board meeting will include the comments, clarifications and objections received, in accordance with the IDP.

17. In accordance with paragraph 44 of the Rules of Procedure, decisions approved in-between meetings shall be recorded in the report of the following Board meeting.
