Fund for responding to loss and damage

FLD/B.1/3

25 April 2024

First meeting of the Board
30 April to 2 May 2024
Abu Dhabi, United Arab Emirates
Provisional agenda item 5

Background paper on additional rules of procedure of the Board

Expected actions by the Board

The Board will be invited to:

(a) Take note of document FLD/B.1/3, which provides a background and comparative analysis of rules of procedures adopted by other funds;

(b) Discuss next steps and a timeline, as necessary, in consideration of the additional rules of procedure.

I. Introduction

1. Rules of procedure (ROP) play an important role in the operation and management of fund boards. The Governing Instrument of the Fund referred to in decisions 1/CP.28 and 5/CMA.5[1] sets out a limited set of ROP of the Board of that Fund relating to Co-Chairs, members and alternate members, quorum, decision-making, observers, stakeholder input and participation, and expert and technical advice, as well as a mandate for the Board to establish additional ROP.

2. This document provides information on the ROP[2] in use by the Boards or Council of the following five Funds: Adaptation Fund (AF),[3] Financial Intermediary Fund for Pandemic Prevention Preparedness and Response (PPR FIF),[4] Green Climate Fund (GCF),[5] Global Environment Facility (GEF),[6] and Global Fund to Fight AIDS, Tuberculosis and Malaria (GF).[7]

II. Comparison of the rules of procedure of other funds

3. In general, the issues and/or provisions in the ROP of the Funds covered in this document fall into nine broad categories (meetings, officers, members, observers, documents, decision-making, subsidiary bodies, records and conduct of business), though the Funds have dealt in different ways with the wide variety of issues falling within those categories.

4. Annex I presents an overview, in tabular format, of the issues that the Funds address in their ROP. The table sets out 38 issues addressed in the ROP of one or more of the Funds pertaining to governing the operation of their Boards.

5. Annex II provides a more in depth view of the aspects that the different Funds addressed in relation to the 31 most commonly used rules. For example, while annex I illustrates that most funds addressed the issue of meeting agendas in their operational rules, annex II provides information on such issues as the entity that each fund made responsible for preparation of the agenda, and the deadline that they set for its transmission. While not exhaustive, annex II does provide cross references to the relevant paragraph number(s) or section(s) in the respective ROP so that interested Board members can examine provisions of interest in their full detail and context.

6. Finally, annex III provides a summary of seven issues that were included in the ROP of one Fund only.

[1] Annex I to decisions 1/CP.28 and 5/CMA.5.

[2] The procedures governing the operation of the Boards or Councils are typically found in a document or section of a document titled rules of procedure or operating procedures, but may also be found in a governing instrument or framework or related operations manual or charter.

[3] https://www.adaptation-fund.org/wp-content/uploads/2018/04/Rules-of-procedure-of-the-Adaptation-Fund-Board.pdf.

[4] See section 4 of the Operations Manual, available at https://thedocs.worldbank.org/en/doc/eac1acfe37285a29942e9bb513a4fb43-0200022022/original/PPR-FIF-Operations-Manual-Sept-8-2022-FINAL.pdf, and the Governance Framework, available at https://thedocs.worldbank.org/en/doc/eac1acfe37285a29942e9bb513a4fb43-0200022022/related/PPR-FIF-GOVERNANCE-FRAMEWORK-Sept-8-2022-FINAL.pdf, collectively referred to in this document as the ROP.

[5] https://www.greenclimate.fund/sites/default/files/document/rules-procedure.pdf.

[6] https://www.thegef.org/sites/default/files/publications/11488_English_2.pdf.

[7] https://www.theglobalfund.org/media/2935/board_globalfundboard_operatingprocedures_en.pdf.

Annex I

Overview of issues addressed by the Funds in their rules of procedure

The table below presents 38 issues addressed in the ROP of one or more of the Funds (AF, FIF, GCF, GEF and GF) pertaining to governing the operation of their Boards. Issues that are already covered to some extent in chapter III.D of the Governing Instrument of the Fund, and which the Board may decide to elaborate, are indicated using an asterisk (*). Other provisions of the decisions 1/CP.28 and 5/CMA.5 or the Governing Instrument (contained in Annex I to those decisions) may also address issues often found in ROP.

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR FIF*	*GF*
1.	Scope/applicability	X	X	X	X	X
2.	Definitions/glossary	X	X	X	X	–
3.	Board composition, term*, replacement	X	X	X	X	X
4.	Meeting agenda	X	X	X	X	X
5.	Meeting frequency	X	X	X	X	X
6.	Meeting location	X	–	X	X	X
7.	Notice of meeting dates	X	X	X	X	X
8.	Confirmation of next meeting	X	–	X	X	X
9.	Virtual meetings	X	–	–	–	X
10.	Meeting attendees	X	X	X	X	X
11.	Quorum requirements*	X	X	X	X	X
12.	Executive/closed sessions	X	X	X	–	X
13.	Extraordinary/special meetings	X	X	–	X	X
14.	Subsidiary bodies*/expert advice*/committees	X	–	X	X	X
15.	Chair selection/election*, term*, right to vote*	X	X	X	X	–
16.	Chair replacement	X	–	X	—	–
17.	Chair duties	X	X	X	X	X
18.	Chair external duties	X	–	–	–	–
19.	Chair/Vice-Chair transition	–	–	–	–	X
20.	Appointment/performance of Executive Director/Inspector General	–	–	–	–	X
21.	Meeting record/summary/report	X	X	X	X	–
22.	Amending rules of procedure	X	X	X	X	–
23.	Conflict of interest/ethics/confidentiality	X	–	X	X	X
24.	Decision-making*/voting	X	X	X	–	X
25.	Decisions without a meeting*	X	X	X	X	X
26.	Overriding authority of primary instrument	X	X	X	–	–
27.	Secretariat responsibilities	X	X	X	X	X
28.	Procedures for public communication	–	–	X	–	–
29.	Travel	–	–	X	–	–
30.	Termination of membership	–	–	X	–	X
31.	Observers*/stakeholders*	X	X	X	X	–
32.	Language(s)	X	X	X	–	X
33.	Disputed Board seats	–	X	–	–	X
34.	Limit on interventions	–	X	–	–	X

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR FIF*	*GF*
35.	Meeting documents	X	X	X	X	X
36.	Advanced preparation of decisions	–	–	–	–	X
37.	Action solely by Chair and Vice-Chair	–	–	–	–	X
38.	Intersessional deliberations	–	–	–	–	X

Abbreviations: AF = Adaptation Fund, GCF = Green Climate Fund, GEF = Global Environment Facility, GF =Global Fund to Fight AIDS, Tuberculosis and Malaria, PPR/FIF = Financial Intermediary Fund for Pandemic Prevention Preparedness and Response.

Annex II

Summary of the provisions set out in the comparator Funds' rules of procedure for issues addressed by at least two of the Funds

The table below provides a brief summary of the provisions set out in the comparator Funds' rules of procedure for 31 issues addressed by at least two of the Funds (AF, FIF, GCF, GEF and GF), with cross references provided to the relevant paragraph number(s) or section(s) in the respective ROP (indicated in parentheses). Issues that are already covered to some extent in chapter III.D of the Governing Instrument of the Fund, and which the Board may decide to elaborate, are indicated using an asterisk (*). Other provisions of the decisions 1/CP.28 and 5/CMA.5 or the Governing Instrument (contained in Annex I to those decisions) may also address issues often found in ROP.

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR/FIF*	*GF*
1.	Scope/ applicability	ROP apply to conduct of Board business and are applicable to Board-established committees, subcommittees, panels and working groups unless otherwise decided (para. 1)	ROP apply to the conduct of the business of the Council (para. 1)	ROP apply to the conduct of AF Board business (para. 1)	ROP apply to the Governing Board (title of the ROP)	ROP apply to the Board and the committees of the Board (opening paragraph)
2.	Definitions/ glossary	Notable: active observer, adviser, Board member, meeting (para. 2)	Notable: CEO, participants, attend, observe, session (para. 2)	Notable: implementing/ executing entity (para. 2)	Notable: Governance Framework (section 7 of the OM)	–
3.	Board composition, term*, replacement	ROP include direction on composition, selection, term (three years with additional terms allowed) and absence from meeting(s) (section 3.1: 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). ROP set out developing country representation, vacancy/replacement procedures that require replacement during term by the Party or group that	ROP include direction on composition and appointment (section III) ROP cover member/alternate absence from meeting(s) (para. 3: if member and alternate unable to attend, member may designate a temporary alternate); specify that "member" in ROP includes reference to their alternate (para. 4); address the process for constituency	Covers composition from regional and other groups: two-year term; maximum two consecutive terms. If a member is absent or requests, alternate member may act. If member/alternate unable to complete term, new member elected/appointed (paras. 3–8)	Composition of decision-making/voting members, non-decision-making/voting members and observers. Members and alternate members have maximum renewable two-year terms (paras. 8–12 of the GF)	Specifies Board constituencies and groups (para. 1), process for selection of Board members/alternate members (paras. 3.1 and 7.1-7.5) to two-year renewable terms (paras. 3 and 7); vacancies to be filled in same manner in which original holder was selected, with appointment to be for unexpired term (para. 9.1)

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR/FIF*	*GF*
		selected the member (paras. 5–6)	appointment of members (paras. 5–8 and 10–11); cover Council confirmation of a participant joining and changes in constituency groupings (paras. 13–14 and 5.1)			
4.	Meeting agenda	Secretariat will, with the approval of Co-Chairs, prepare and distribute the provisional agenda at least 30 days before the meeting; agenda to be adopted at the beginning of each meeting (paras. 18–20)	CEO prepares and sends provisional agenda with notice eight weeks before meeting (paras. 16 and 24). Member-proposed additions to agenda sent to the CEO at least 14 days before the meeting can be included. Final agenda sent seven days before meeting . Council adopts the agenda at the start of the meeting. Items not completed go to next meeting agenda unless decided otherwise (paras. 24–28)	Drafted by Chair assisted by secretariat and sent four weeks before meeting; in exceptional circumstances, Chair may instruct later transmission (paras. 38–40 and 43). Secretariat to indicate implications of all items. Agenda adopted at the start of the meeting. Items not completed go to next meeting agenda unless decided otherwise (paras. 39–40)	Board to adopt meeting agenda at the beginning of each meeting and consider the draft agenda for upcoming meetings (para. 36 of the OM)	Prepared by a coordinating group in consultation with the secretariat and with input sought from Board constituencies. Final agenda to the Board at least three weeks before the meeting. Agenda approved as routine order of business (para. 15.1)
5.	Meeting frequency	At least twice a year (para. 15)	Regular semi-annual meetings, normally in April and October, or as frequently as needed (section IV)	At least twice a year or as frequently as necessary (para. 18)	Two to three times in the first year then twice a year (para. 34 of the OM)	Minimum of two meetings per year generally kept to two days in length unless virtual (para. 10.1)
6.	Meeting location	At the seat of the secretariat or at an alternative location agreed by the Board (para. 15)	At the seat of the secretariat unless Council decides otherwise (section IV)	At the seat of the secretariat unless in conjunction with sessions of the CMP or subsidiary bodies (para. 18)	–	One meeting per year must be held in Geneva (para. 10.1). Location outside of Geneva to be decided by Board (para. 10.3); criteria for selection provided (para. 10.2)

No.	Issue	GCF	GEF	AF	PPR/FIF	GF
7.	Notice of meeting dates	Secretariat to give notice 30 days before regular meetings. For extraordinary meetings, Co-Chairs decide notification date (para. 18)	CEO gives notice at least eight weeks prior to regular meetings and four weeks prior to special meetings (para. 16)	Secretariat to give notice of dates and venue at least six weeks before the meeting (para. 22)	Secretariat with Co-Chairs proposes provisional meeting dates six months in advance. Dates and provisional agenda sent 20 days in advance (para. 35 of the OM)	Notice of time and place of meeting to be provided at least 90 days in advance of meeting (para. 10.3)
8.	Confirmation of next meeting	At each meeting, Board to confirm date/duration of the following meeting (para. 17)	–	At each meeting the Board shall set the date and duration for the next meeting (para. 21)	Board to decide timing of next meeting at close of each meeting (para. 34 of the OM)	–
9.	Virtual meetings	Explicitly allowed if regular meeting cannot be held in person as scheduled or in case of extraordinary meeting/exceptional circumstance (paras. 16 and 2(m))	–	–	–	Virtual meetings referenced (para. 10.1)
10.	Meeting attendees	Board members, alternate members, designated advisers, secretariat staff, trustee, active and accredited observers; others at Board invitation (paras. 25–26)	Members, alternate members, CEO or their representative, two advisers per member, representatives of implementing agencies, trustee, Scientific and Technical Advisory Panel and evaluation office; representatives of some United Nations conventions; CEO may invite others in consultation with Council (paras. 17–22)	Unless decided otherwise, meetings shall be open to members, alternate members and observers (para. 19)	Voting members and alternate members, non-voting members and alternate members and observers (paras. 8–10 and 12–13 of the GF)	Board and alternate members, constituency focal points, with maximum of 5 per delegation in the room and 10 per delegation total (paras. 6.1 and 14.1); video transmission to a controlled access room (para. 6.2); Chair may invite guests (para. 6.4)
11.	*Quorum requirements	Two-thirds majority must be present (section 5.6); the existence of a quorum will be verified by Co-Chairs at the	Two thirds of the members of the Council (section IV)	Simple majority of members must be present as verified by the Chair at the beginning of the	Two thirds of members (para. 37 of the OM)	A simple majority of Board members of each donor and implementer voting group (or their

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR/FIF*	*GF*
		beginning of the meeting and at the time of adoption of decisions or report (para. 27)		meeting and when adopting decisions (para. 23)		designated representatives) need be present (para. 12.1)
12.	Executive/ closed sessions	In exceptional circumstances, unless otherwise decided, only Board members, alternate members, the Executive Director, advisers and others authorized/requested by Board may be present (para. 28)	By decision of the Council. Open to members, alternates advisers and the CEO or their representative. Others may be invited to attend. CEO may designate a secretariat official as the secretary (para. 23)	Board can close a meeting and members, alternate members, representatives of the secretariat and trustee and other specific invitees can attend (para. 20)	–	Discretionary. Only members and alternate members of the Board of voting constituencies or their delegates present, unless the Chair and Vice-Chair invite others. Recordings/official records of session kept confidential. Decisions go to parties charged with monitoring and executing (para. 22.1-22.4)
13.	Extraordinary/ special meetings	Extraordinary meetings may be convened to address extraordinary circumstances. Board to develop related guidelines/policies for convening such meetings, which are to be annexed to the ROP (para. 29)	CEO can call special meetings after Council consultation when decisions cannot wait until a regular meeting or cannot be taken between meetings (para. 15). Notice at least four weeks prior to the date of the meeting (para. 16); CEO prepares agenda (para. 26)	–	Special meeting as necessary if decided by the Co-Chairs based on a proposal by a member or the secretariat (para. 34 of the OM)	Chair and Vice-Chair can call in-person emergency meetings as necessary to address extraordinary circumstances with approval of one third of Board members from both donor and implementer voting groups (para. 11.1)
14.	Subsidiary bodies/*expert advice/ committees	Committees may be established from among Board members/alternate members of the Board; can exercise delegated authority. Ad hoc committees to have timeline and end date. Board may establish technical and expert panels that may include alternate members of	–	The Board may establish committees, panels and working groups (para. 55)	Technical Advisory Panel created (paras. 17–21 of the GF)	Committee procedures are set out, including on committee establishment, leadership and membership; filling vacancies; maintaining balance and continuity; observers; working methods; accountability; quorum and decision-

No.	Issue	GCF	GEF	AF	PPR/FIF	GF
		the Board. Panels generally advisory only (paras. 30–32)				making; closed sessions (section K)
15.	Chair/Co-Chair/officer selection/ election, term, right to vote*	In addition to provisions in the GI on election and term, ROP add provisions on dates of service; Co-Chairs serve a 1-year term from 1 January to 31 December or until successor starts (para. 7). Co-Chair retains the right to vote (decided by decision and included in ROP)	Co-Chair elected each meeting for one meeting: Chair alternates between recipient/non-recipient members (section VII). New ROP address members entitled to be elected Chair (para. 30); Chair without right to vote – alternate to act for member (paras. 30–31); CEO designates secretariat official to serve as secretary of Council meetings (para. 32)	Chair and Vice-Chair from among its members: one from a Party included and one from a Party not included in Annex I to the Convention, with the Chair alternating each year. Term: one year starting at the first meeting of the Board each year (para. 10)	Two Co-Chairs from voting members, without the right to vote, serving two-year terms (para. 14 of the GF); secretariat serves as secretary of meetings (para. 35 of the OM)	Officer-nominating process and criteria for selection (Section F). Chair and Vice-Chair serve coinciding three-year terms or until appointment of successor, and are non-voting members (paras. 2.1 and 31.1). Board to appoint a member as rapporteur for each Board meeting as based on nomination of Chair (para. 16.1)
16.	Chair replacement	If absent for one meeting, Board elects new Co-Chair(s) for the duration of the meeting (para. 8); if absent for two or more meetings, new Co-Chair to be elected (para. 9)	If Chair can no longer serve, that group shall nominate another member to serve as Chair (para. 31)	If Chair absent, Vice-Chair sits in; if both absent, Board designates a replacement. If Chair unable to complete term, Board elects a replacement (paras. 11–12)	If absent, members of the group may appoint an alternate from the same country to fill in (para. 14 of the GF)	Vacancy of any office or position to be filled in the same manner in which the original holder was selected; new officer will hold the position for the unexpired term (para. 9.1)
17.	Chair duties	Duties during meetings include opening, conduct, suspension, adjournment, dealing with all procedural matters, ensuring observance of the ROP and adherence to agenda, putting questions to a vote and announcing results, initial ruling on points of order, presenting draft report for approval (paras. 12–13). Co-Chairs to invite active observers to Board meetings and may invite other	Chair to conduct deliberations on items relating to monitoring and evaluation of policies/ programmes/projects/ operational strategies; issues relating to sessions of the Conference of the Parties; appointment of the CEO and work of the secretariat; the administrative budget	Duties include opening and closing of meeting, ensuring observance of rules, according the right to speak, putting questions to vote and announcing decisions, ruling on points of order and having complete control of proceedings and over maintenance of order, including adjournment and suspension, proposing	Duties include guiding the secretariat's preparation and approving summaries of meetings (para. 38 of the OM); consulting on use of no-objection procedures (para. 39 of the OM) and on proposal of dates for upcoming meetings (para. 35 of the OM)	Chair and Vice-Chair duties include ensuring correct procedures, adherence to the agenda while allowing adequate time for discussion, reaching clear decisions and overseeing a vote, encouraging active and effective contributions from all members, communicating with members between meetings, working

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR/FIF*	*GF*
		observers in consultation with the Board. (paras. 37–38)	and financial and performance audits relating to funded activities, and approval of the annual report to United Nations Commission on Sustainable Development. Chairs jointly with CEO conduct work on review of GEF operations on purpose, scope and objectives (sections XI from para. 18 of the Instrument	working groups and committees and related participation therein (paras. 13–14)		closely with members of the coordinating group to carry out day-to-day Board business, acting solely in the best interest of the Fund without any constituency representation status or obligation (paras. 2.2 and 13.1)
18.	Chair external duties	May represent Board at external meetings and report back; may delegate that function acting jointly (para. 14)	–	Chair or designee shall report to the CMP on behalf of the Board. Chair to advocate and seek support for the Fund and Board/represent Board at meetings and report back (paras. 15–16)	–	Chair and Vice-Chair will be the principal spokespersons for the Board (paras. 2.2–2.3). Chair and Vice-Chair to prepare briefing material and, with the secretariat, arrange regular engagement with incoming officers for proper transition (para. 32.1-32.2)
19.	Chair/Vice-Chair transition	–	–	–	–	See annex III
20.	Appointment/ performance of Executive Director/Inspector General	–	–	–	–	See annex III
21.	Meeting record/ summary/report	Board to decide what records are to be made public. Records or recording to be kept by secretariat (para. 36). Co-Chairs to present a draft	Chairs presents a summary of the discussions and conclusions; decisions from the meeting shall be	Secretariat prepares final meeting report with decisions (para. 17(a)). Chair to ensure quorum present for Board	Decisions recorded in the meeting summary prepared by the secretariat under the guidance of and	Board meeting minutes referred to as being in English (para. 21.1)

No.	Issue	GCF	GEF	AF	PPR/FIF	GF
		report with decisions taken before the end of each meeting for Board consideration and approval (para. 13)	appended. Summary and decisions published. Secretariat to arrange for and keep sound recordings of proceedings (paras. 46–47)	approval and will finalize text (para. 24). Secretariat keeps written records/recordings, and they are available to any member or alternate member (para. 25).	subject to approval by the Co-Chairs. To be circulated to all members as soon as possible (para. 38 of the OM)	
22.	Amending ROP	Rules not part of the GI may be amended by Board decision (para. 49)	Rules may be amended by consensus of the Council (para. 48)	Rules may be amended by a decision of and become effective once approved by the CMP (para. 64)	Can be amended by decision, provided that such amendments are subject to no objections by the trustee (para. 40 of the OM)	May be amended at any time by the Board in accordance with decision-making procedures in operating procedures (first para)
23.	Conflict of interest, ethics, confidentiality	Members/alternate members to disclosure conflicts of interest on agenda items and recuse themselves from participating in decisions on related projects/entities. Members, alternate members and active observers to adhere to Fund policies and standards on ethics and conflicts of interest (paras. 45–48)	–	Members and alternate members to disclose any conflicts with any items on the agenda and recuse themselves from related deliberations and decision-making (paras. 29–30). No disclosure of proprietary information without consent; duty not to disclose unless required by national law. Each member/alternate member to take a written oath, as included in the ROP (paras. 26–28)	Board to develop and approve a conflicts of interest framework to safeguard at all levels, including the Board (para. 33 of the OM)	Members, alternate members, focal points, committee members and Board delegations required to adhere to code of conduct. All governance officials to submit a declaration of interest form and to inform of any actual, potential or perceived conflict. Ethics officer to advise on action to mitigate risk (para. 38.2-38.5)
24.	*Decision-making/ voting	Decisions to be taken by consensus, but the Board to develop procedures for adopting decisions in the event that all efforts to reach consensus are exhausted (section VII)	Decision to be taken by consensus, but if all efforts fail, any member may call for a vote. Roll-call vote, requires both affirmative vote of 60 per cent of participants and 60 per cent of total contributions (section XII and paras. 37–42)	Decision by consensus as judged by Chair. In the case of an objection, decisions are taken by a two-thirds majority. Alternate member may vote on behalf of a member. Roll-call voting with no interventions	Made by consensus, which does not mean unanimity. If a voting member blocks a decision, a verbal vote and motion caries with two thirds of the contributors group and two thirds of co-investor/Civil Society	If all practical efforts have not led to consensus, two-thirds majority of those present of both the donor voting group and the implementer voting group needed for passage (para. 20.2)

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR/FIF*	*GF*
				unless there is a process issue (paras. 44–51)	Organizations groups (para. 16 of the GF)	
25.	*Decisions without a meeting	On an extraordinary basis when the Co-Chairs judge that a decision should not be postponed until the next meeting, the secretariat with the Co-Chairs' approval may transmit the proposed decision to Board and alternate members with the invitation to approve it on a non-objection basis (generally 21 days but in urgent cases no less than one week). Quorum rules apply. In the case of an objection, the Co-Chairs engage with the Board member and, if an objection is upheld, the decision is to be considered by the Board at the next meeting. All written comments/objections to be shared with all members and alternate members of the Board along with a report on actions taken. Until guidelines are agreed on cases in which such decisions may be requested, the Co-Chairs are to decide on a case-by-case basis (paras. 41–44)	CEO can transmit a proposal for no-objection approval between meetings if the CEO judges that a decision should not be postponed until the next meeting and a special meeting is not warranted. Each member can comment on behalf of their constituency within a time limit (at least two weeks). If the decision has financial implications, two thirds of members must reply. In the case of an objection from any member, the item is to be put on the agenda for the next meeting. CEO to notify members of action taken (paras. 43–45)	On an extraordinary basis when the Co-Chairs judge a decision should not wait until the next meeting, they can authorize the secretariat to transmit a decision for approval on a non-objection basis, with at least two weeks' notice given. If the decision has financial implications, two thirds of members must reply. If an objection cannot be resolved, the item is to be put the on agenda for the next meeting. Intersessional decisions are deemed to have been taken at headquarters (paras. 56–59)	If the secretariat consulting with the Co-Chairs judge that a decision should not wait until the next meeting but does not warrant a special meeting, the secretariat may request a no-objection decision. At least two weeks' notice given, and this can be extended. If any objection is not retracted within the period, the decision can be revised and resubmitted in consultation with Co-Chairs. If a member objects and requests a decision at a meeting, the decision is taken up at the next meeting (para. 39 of the OM)	Electronic decisions: motions between sessions require a two-thirds majority of both donor and implementor voting groups for passage. At least 10 working days' notice must be given unless the matter is urgent. Voters can submit approval, disapproval or abstention, and may include commentary and/or questions, but amendments are not permitted (para. 25.1-25.5). No-objection decisions: can be on leadership and membership replacements, or funding for grant programmes. If four members of both groups object to a funding decision within the prescribed time, the decision is not approved. If four members from either group object to other issues, the motion is not approved (para. 26.1-26.3)
26.	Overriding authority of primary instrument	In the event of any conflict between the ROP and the Governing Instrument, the provisions of the latter shall prevail (para. 50)	In the event of any conflict between these rules and the terms of the Governing Instrument,	In the event of any conflict between these rules and the Kyoto Protocol, the latter shall prevail (para. 65)	–	–

No.	Issue	GCF	GEF	AF	PPR/FIF	GF
			the latter prevails (para. 49)			
27.	Secretariat responsibilities	Arrangements for meetings under the guidance of Co-Chairs (para. 35); with the approval of the Co-Chairs, sends notification of the meeting and prepares and distributes the agenda (para. 19); keeps records and recordings of proceedings (para. 36)	Among other things, the CEO designates an official of the secretariat to serve as meeting secretary (para. 32). The CEO prepares the agenda, gives notice of and convenes meetings and transmits documents (paras. 15–16 and 24). CEO conducts deliberations on specified issues (section XI)	Arranges for meetings; designates a secretary of the Board meetings to provide support services and logistics; keeps and preserves meeting records and performs other functions as requested (para. 17)	Serves as secretary of meetings and performs functions for the smooth conduct of meetings. Prepares and disseminates all meeting material and gives notice of dates and venues (para. 35 of the OM)	Secretariat supports the Board with planning and organization of meetings including logistics, agendas and procedures; monitors and ensures compliance with governance officials funded by the Fund; keeps a list of registered participants; ensures that all officials participating have a delegation of authority and updated declarations on conflicts; and prepares and/or makes available documentation (para. 29.1-29.3)
28.	Procedures for public communication	–	–	See annex III	–	–
29.	Travel	–	–	See annex III	–	–
30.	Termination of membership	–	–	Board can vote on and propose to CMP termination for causes including breach of conflict of interest, confidentiality provisions or failure to attend two consecutive meetings without justification. Recommendation made only after member or alternate member given a	–	If a member or alternate member of the Board misses two consecutive meetings, they shall be deemed to have resigned and their constituency will notify the secretariat of the newly appointed member (para. 3.3)

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR/FIF*	*GF*
				Board hearing (paras. 52–54)		
31.	*Observers stakeholders	Board to make arrangements for accrediting observers and to invite as active observers two civil society representatives and two private sector representatives (section VI). Active observers may participate in proceedings at the invitation of the Co-Chairs and receive non-confidential documents. Co-Chairs in consultation with the Board may invite others to observe (paras. 37–40)	Definition: observer representatives shall be permitted to observe the Council proceedings from a viewing room. At the invitation of the Chair, an observer may address the Council (para. 2(o))	Unless decided otherwise, observers may attend meetings without the right to vote. Observers to inform the secretariat of their delegation four weeks before a meeting. Observers may speak at the invitation of the Chair and if no one objects (paras. 19 and 32–34)	Observers appointed to facilitate work and implement outcomes. Observers include representatives of the trustee, implementing entities, the secretariat, contributor constituencies not holding a principal or alternate role, and others as approved or invited by the Board (para. 13 of the GF)	–
32.	Language(s)	Working language of the Board is English. The Board may authorize or facilitate interpretation for Board members in individual cases if requested in advance. Documents for meetings will be provided in English; the Board may decide to translate certain documents into other languages (paras. 33–34)	Interventions in English, French or Spanish shall be interpreted into the other two languages (para. 33)	English is the working language of the Board. Interpretation at meetings into all necessary languages, but late meetings, committees and working groups are in English only. Documents are in English only, but the full text of all Board reports/decisions is provided in the six official languages of the United Nations (paras. 60–63)	–	English is the official language. Interpretation into any of six official languages of the United Nations is provided upon request. Materials, including Board meeting minutes, are in English. The secretariat may provide translation of some materials. If disputes arise from translated materials, the English version prevails (para. 21)
33.	Disputed Board seats	–	If consensus cannot be reached, the member shall remain in office until a successor is appointed (para. 8)	–	–	In the first instance disputes are to be resolved by the constituency; if not resolved, may be settled by the Board in consultation with the

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR/FIF*	*GF*
						committee with governance responsibilities (para. 8.1)
34.	Limit on interventions	–	Chair may call a speaker to order if remarks are not relevant to the item (para. 34). With Council consent, the Chair may limit time and the number of times a speaker can speak to a question. Chair may announce the list of speakers and with Council consent may declare the list of speakers closed (para. 35) and when all speakers on the list have spoken shall declare the debate closed (para. 36)	–	–	Intervention should be concise and will be limited to three minutes unless previously scheduled as a speech or announcement (para. 13.1)
35.	Meeting documents	Secretariat will transmit documents relating to agenda items at least 21 calendar days before the meeting. Exception: for an extraordinary meeting or in exceptional circumstances, where Co-Chairs agree a shorter period is warranted. Comments of members on documents are to be transmitted to all members promptly (paras. 21–23)	CEO transmits documents relating to items on the provisional agenda at least four weeks before the start of a regular meeting and as soon as possible before a special meeting. CEO sends documents relating to new items on a final agenda with the final agenda (para. 29)	Secretariat to prepare and transmit all documents related to agenda items at least four weeks before a meeting (para. 17(a)). In exceptional circumstances, the Chair may instruct late transmission (para. 43)	Secretariat to prepare all materials and presentations for each meeting and, when appropriate, transmit these at least two weeks in advance of the meeting to enable consultation within constituencies (para. 35 of the OM)	Background documents for each agenda item to be circulated at least three weeks before Board meetings, with items requiring decisions prioritized (para. 15.2)
36.	Advanced preparation of decisions	–	–	–	–	See annex III

No.	*Issue*	*GCF*	*GEF*	*AF*	*PPR/FIF*	*GF*
37.	Action solely by Chair and Vice-Chair	–	–	–	–	See annex III
38.	Intersessional deliberations	–	–	–	–	See annex III

Abbreviations: CEO = chief executive officer, CMP = Conference of the Parties serving as the meeting of the Parties to the Kyoto Protocol, GF = Governance Framework, OM = Operations Manual

Annex III

Summary of issues included in the rules of procedure of one Fund only

Annex III provides a summary of seven issues that were included in the ROP of one Fund only.

Chair/Vice-Chair transition: (GF) Chair and Vice-Chair to prepare briefing materials and, with the secretariat, arrange regular engagement with incoming officers for proper knowledge transfer (para. 32)

Appointment and performance of Executive Director and Inspector General: (GF) Covers the term of these officials and the procedures for their nomination, recruitment and appointment (paras. 34 - 36)

Procedures for public communication: (AF) Establishes process for consulting on and responding to unsolicited communications addressed to the Chair. Related issues may be taken into consideration or brought to the next Board meeting. If a member or alternate member receives an unsolicited communication, they shall forward it to the secretariat (paras. 35–37)

Travel: (AF) Eligible members and alternate members shall have their full costs of travel and daily subsistence allowance provided under the budget of the Board and secretariat according to the rules of the United Nations (paras. 41–42)

Advanced preparation of decisions for a Board meeting: (GF) Operates under a principle of minimum changes to decisions prepared by committees on the understanding they have considered options in line with their expertise and mandate. Rules include procedures for constituencies to use in proposing amendments to a decision point through the committee Chair and Vice-Chair, and if necessary to the Board. Proposed amendments to decisions not submitted by committees follow the same procedure except that proposed amendments are submitted to the Chair and Vice-Chair of the Board rather than the Committee (para. 17)

Action solely by Chair and Vice-Chair: (GF) Action is permitted when they consider procedures for regular and emergency meetings or other forums for broad deliberation and are unable to accommodate the nature and urgency of action required as provided in bylaws (para. 11.3 of ROP)

Intersessional deliberations: (GF) Covers communications between the Chair and Vice-Chair and the members of the Board and the coordinating group during intersessional deliberations, through in-person, teleconference or virtual means, and subject to the ROP and in coordination with the secretariat (paras. 24–37)