

23 April 2026

**Eighth meeting of the Board**  
22–24 April 2026  
Livingstone, Zambia  
Provisional agenda item 11

## **Report of the Co-Chairs**

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### *Expected actions by the Board*

The Board will be invited to take note of this report and to consider and adopt the procedures for decision-making in the absence of consensus contained in annex I.

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## I. Background and mandate

1. Pursuant to paragraph 23 of the Governing Instrument the Board is chaired by two Co-Chairs, elected by the Board from within its membership, with one from a developed country and one from a developing country.
2. The Board at its first meeting (B.1) elected Mr. Jean-Christophe Donnellier (France) and Mr. Richard Sherman (South Africa) as its Co-Chairs. At B.4, the Board decided that the next Co-Chairs would be elected at B.7. However, at B.7 the agenda item on that election was not opened but the Co-Chairs provided an update under another agenda item and requested that it be put on the record that the Board was not able to proceed with elections for its Co-Chairs owing to a lack of nominations, but that if nominations came from within the constituencies the Co-Chairs would propose a decision without a Board meeting to elect the Co-Chairs at that point. Until that time has come, the current Co-Chairs would continue their service in accordance with the Rules of Procedure of the Board.
3. In January 2026, in accordance with paragraph 50 of the Rules of Procedure and the procedures for taking decisions between Board meetings (decision B.4/D.1), the developing country constituency nominated Ms. Camila Rodríguez Tavárez (Dominican Republic) and the developed country constituency nominated Mr. Georg Børsting (Norway) to become the Co-Chairs for 2026. In accordance with decision BM-2026/01 the nominees were elected as the Co-Chairs for 2026 on 13 January 2026.
4. This report covers progress on and the outcomes of mandates given to the Co-Chairs, and includes the 2025 Co-Chairs report, comprising:
  - (a) Activities of the Co-Chairs during the period from B.7 to January 2026;
  - (b) Procedures for decision-making in the absence of consensus (annex I).

## II. Activities of the Co-Chairs during the period from B.7 to January 2026

5. The Co-Chairs undertook a number of activities between B.7 and January 2026 pursuant to the mandates outlined in paragraph 4 above, and in accordance with their role under the Rules of Procedure. For instance, the Co-Chairs launched the inaugural FRLD call for funding requests at the thirtieth session of the Conference of the Parties to the United Nations Framework Convention on Climate Change (COP 30) and the seventh session of the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement (CMA 7). After collective planning and in collaboration with the Santiago Network and the Executive Committee of the Warsaw International Mechanism for Loss and Damage associated with Climate Change Impacts (WIM Executive Committee), the FRLD co-hosted an event demonstrating complementarity and coherence across the loss and damage architecture. The session highlighted how the three core pillars – knowledge (WIM Executive Committee), technical assistance (Santiago Network) and finance (FRLD) – aim to foster greater complementarity and coherence to support those developing countries and communities that are particularly vulnerable to the adverse effects of climate change in responding to loss and damage.
6. The Co-Chairs supported the organization and hosting of a handover session with the 2026 Co-Chairs at the FRLD Secretariat in Washington DC. During the handover session, the Co-Chairs also had a courtesy call with the World Bank as Host and interim Trustee.

## Annex I

### Procedures for decision-making in the absence of consensus

#### I. Background

1. The Governing Instrument states that the roles and functions of the Board are to “serve the objectives and purpose of the Fund and steer the Fund’s operations so that they evolve with the Fund’s scale and maturity” and to “exercise strategic leadership and flexibility to allow the Fund to evolve over time”. Paragraph 22 of the Governing Instrument outlines the areas of Board authority and lists the strategic tasks expected from it.

2. Considering the magnitude of the responsibilities incumbent on the Board and the critical importance of effective decision-making, it is essential that the Board be enabled to take decisions while respecting both the diversity of views represented and expressed in its midst and the requirements of the Governing Instrument in matters of decision-making.

3. Paragraph 26 of the Governing Instrument states that “Decisions of the Board will be taken by consensus. If all efforts at reaching consensus have been exhausted and no consensus is reached, decisions will be taken by a four-fifths majority of the members present and voting. The Board will develop procedures for determining when all efforts at reaching consensus have been exhausted. (...)”

4. Having established that the default means for decision-making is by consensus, the Governing Instrument provides that if efforts to reach consensus are exhausted, the Board will vote on the matter before it. This is a common governance arrangement, and many other international organizations and funds have recourse to voting in case consensus cannot be reached, with varying degrees of formality to guide the transition between consensus-based decision-making to decision-making by voting.

5. To fully enable the Board to take decisions in absence of consensus, two sets of procedures could be considered by the Board to implement paragraph 26 of the Governing Instrument:

(a) The first set of procedures is to “determine when all efforts to reach consensus have been exhausted”;

(b) The second procedure regulates voting, which will apply when it has been determined that all efforts at reaching consensus have been exhausted.

6. To support the Board’s consideration of procedures for determining when all efforts at reaching consensus have been exhausted, this document is structured as follows:

(a) Chapter II provides a brief summary of benchmarking with other funds;

(b) Chapter III provides a concept brief and procedural options available to the Board for its consideration;

(c) Appendix I contains a draft decision;

(d) Appendix II contains draft procedures for determining when all efforts to reach consensus have been exhausted;

(e) Appendix III contains a draft procedure for voting.

## II. Summary of benchmarking in other organizations

7. At its first meeting (B.1) the Board received a background paper on additional rules of procedure of the Board which provided the Board with a comparative analysis of rules of procedures in use by the Boards or Council of five funds.<sup>1</sup>

8. The study found that all benchmarked funds adopted decisions by consensus and that all benchmarked funds had provisions allowing for voting in case consensus cannot be reached:

(a) **Adaptation Fund:** Decision are taken by consensus “whenever possible”. If consensus cannot be reached (as judged by the chair, or in the case of a stated objection), decisions are taken by a two-thirds majority. An alternate member may vote on behalf of a member. Voting is done through a “roll call” of the names with no interventions allowed unless there is a process issue (Rules of procedure of the Adaptation Fund Board, paras. 44–51);

(b) **Global Environmental Facility:** Decisions are taken by consensus, but if all efforts fail, any member may call for a vote. Roll-call vote, and requires both affirmative vote of 60 per cent of participants and 60 per cent of the total contributions (Rules of procedure of the Global Environment Facility Council, section XII and paras. 37–42);

(c) **Global Fund to Fight AIDS, Tuberculosis and Malaria:** 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 are needed for passage of motions (Operating Procedures of the Board and Committees of the Global Fund, para. 20.2);

(d) **Green Climate Fund:** Decisions to be taken by consensus, but the Board of the Green Climate Fund (GCF) was required to develop procedures for adopting decisions in the event that all efforts to reach consensus are exhausted (GCF Governing Instrument, para. 14, and rules of procedure of the GCF, section VII). The GCF procedures were adopted in 2019 (at its B.23) with a threshold for adoption of decisions of two-thirds of Board members present and voting;

(e) **Financial Intermediary Fund for Pandemic Prevention Preparedness and Response:** Decisions are made by consensus, which does not mean unanimity. If a voting member blocks a decision, a verbal vote and motion carries with two thirds of the contributors group and two thirds of co-investor/civil society organizations groups (Governance Framework of the PPR/FIF, para. 16).

## III. Decision-making in absence of consensus

9. Under the provisions of the Governing Instrument, decision-making in absence of consensus encompasses several distinct aspects and provides certain basic rules associated with each of them:

### A. Decision-making is made by consensus, by default.

10. While the Governing Instrument does not provide a definition of consensus, consensus is broadly defined as a “general agreement on an issue by a group”.<sup>2</sup> In the United Nations practice – and noting that the Fund is not part of the United Nations system – a legal

<sup>1</sup> Document FLD/B.1/3 titled “Background paper on additional rules of procedure of the Board” compared relevant provisions of the following funds: Adaptation Fund (AF), Green Climate Fund (GCF), Global Environment Facility (GEF), Global Fund to Fight AIDS, Tuberculosis and Malaria (GF), Financial Intermediary Fund for Pandemic Prevention Preparedness and Response (PPR/FIF).

<sup>2</sup> See definition of consensus in Oxford University Press Oxford Reference (available at <https://www.oxfordreference.com/display/10.1093/oi/authority.20110803095633539#:~:text=1..social%20order%20and%20social%20integration>), or in Collins Dictionary (available at <https://www.collinsdictionary.com/dictionary/english/consensus>).

opinion of the UN Office of Legal Affairs was provided in the context of the Convention on Biological Diversity and this opinion adds another relevant element, which requires the absence of a formal objection or the absence of a call to a vote.<sup>33</sup>

## **B. Reaching consensus is an active endeavour**

11. Good governance promotes the use of tools and techniques which foster and facilitate consensus. These include, but are not limited to, equal and inclusive information flow, open, transparent and inclusive consultation on documents and initiatives, regular dialogue and good faith engagements with and among Board members. The Board may develop guidance and/or practice in how it wishes to communicate and address members' comments and concerns, how to keep relevant stakeholders involved and how to foster transparency and trust in its work.

12. Similarly, before renouncing the possibility to reach consensus, the Board may also consider common understandings regarding different ways disagreements and concerns could be expressed, given the time and space they require, and could even be recorded, but without hindering decision-making. Consensus does not require full agreement always and on every point, but an absence of formal objection. The Board may therefore agree on a set of behaviours – such as Board members leaving the Board room or declaring that their position would not stand in the way of consensus – to express and note divergent views but without hindering consensus.

## **C. Efforts to reach consensus can be exhausted**

13. The Governing Instrument requires that the Board develop procedures to determine when all efforts at reaching consensus have been exhausted. Further, the Rules of Procedure states that those procedures “shall take into account the joint judgment and determination by the Co-Chairs regarding when all efforts at reaching consensus have been exhausted” (para. 48) and “shall include guidance on efforts to reach and exhaust consensus.” (para. 49).

14. Chairs (and Co-Chairs) are typically responsible for the orderly conduct of meetings: it is therefore not uncommon that the Co-Chairs be (jointly) responsible for managing any process to exhaust consensus and for making a determination in this respect. This is certainly the case for the FRLD and the Rules of Procedure also state that the Co-Chairs are responsible, among other things, for “dealing with all procedural matters, including, but not limited to, issues regarding formal decision-making procedures, putting questions to a vote if all efforts at reaching consensus have been exhausted” (para. 13).

15. Thus, the Co-Chairs could use a range of tools to unlock the situation, such as through small group discussions, the use of champions, strategic breaks in formal discussions, and consultations. The Board should also consider at what point it can be determined that consensus is not possible on a certain matter and agree on rules to make such a determination or to challenge it.

16. Finally, certain categories of decisions may warrant different efforts to exhaust consensus. In the practice of many organizations, different means to exhaust consensus are used when sensitive matters are at stake, such as the appointment of high-ranking officials, and recourse is often made to some form of confidential balloting to exhaust consensus. In this context, the Board may consider to nonetheless adopt by consensus the outcome of an otherwise confidential balloting process, to ensure the protection of sensitive information all the while maintaining the integrity of the “by consensus” outcome.

17. Consensus is both a path and a desired outcome, but it is not an absolute condition without which decisions cannot be made.

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<sup>33</sup> See UN Office of Legal Affairs' opinion on the meaning of consensus in the context of the Convention on Biological Diversity, paras. 36–39, available at [https://unfccc.int/sites/default/files/20170919\\_guideforpresidingofficers\\_final.pdf](https://unfccc.int/sites/default/files/20170919_guideforpresidingofficers_final.pdf).

#### **D. Voting is the other available decision-making modality, but a conditional one**

18. The Governing Instrument recognizes that consensus may not always be possible and provides another method for decision-making, which is voting. Further, the Governing Instrument provides conditions and a few basic rules which will regulate the vote, such as the requirement of “four-fifths majority of the members present and voting”.

19. An efficient voting process is one which is simple and clear, and which implements in a straightforward manner the mandates of the Governing Instrument and the Rules of Procedure. The Board could for instance clarify what “present and voting” means, noting that alternate members are “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” (Governing Instrument, para. 18) and that a Board member who is also elected as Co-Chair retains the right to vote even if their alternate is expressing the respective regional group’s or constituency’s viewpoint in Board deliberations (Governing Instrument, para. 23).

20. In all circumstances, a voting process should define the various roles and responsibilities for the conduct of the process (including assistance by the Secretariat or other stakeholders, such as independent observers), should rely on strict adherence and enforcement of the procedure, but could be flexible on other aspects.

21. For example, flexible use of voting facilities (from “roll call” by name to specialized voting technology) should be allowed, to take into consideration the geographical mobility of the Board and to allow it to adapt to any venue or situation when and where a vote may be required.

22. The outcome of the vote must be recorded as the decision of the Board. The Board should consider how to determine what it is voting on in case there are multiple options or variations of a decision. The Board should also provide guidance on the level of detail disclosed on the vote. Thus, the Board may wish to decide whether individual Board members can make statements before or after a vote, whether these statements would be recorded, and also whether official records of the meeting would list the individual votes of Board members or only the numerical outcome of the voting process.

#### **IV. Conclusion**

23. Effective and efficient process for decision-making by the Board in absence of consensus should provide a comprehensive framework and therefore simple and clear guidance on each of the elements above: reaching consensus, exhausting consensus, determining that consensus cannot be reached, before recourse is made to a procedure for voting.

## Appendix I

### **DRAFT DECISION B.8/XX Procedures for decision-making in the absence of consensus**

The Board, having considered the “Procedures for decision-making in absence of consensus” as contained in annex I to document FRLD/B.8/14:

(a) *Welcomes* the Co-Chairs’ proposal on procedures for decision-making in absence of consensus;

(b) *Adopts* the procedures for determining when all efforts at reaching consensus have been exhausted, as set out in appendix II as contained in annex I to document FRLD/B.8/14;

(c) *Also adopts* the procedure for voting, as set out in appendix III as contained in annex I to document FRLD/B.8/14;

(d) *Decides* that a review of the procedures shall be undertaken by the Board upon the request of no less than [xx] Board members from both developing and developed country Parties.

## Appendix II

### **Procedures for determining when all efforts to reach consensus have been exhausted**

#### **I. Introduction**

1. In accordance with the Governing Instrument and the Rules of Procedure of the Board (hereinafter referred to as the Rules of Procedure), decisions of the Board will be taken by consensus of the Board members, and the Board will develop procedures for determining when all efforts at reaching consensus have been exhausted (Governing Instrument, para. 26), taking into account the joint judgment and determination by the Co-Chairs regarding when all efforts ant reaching consensus have been exhausted (Rules of Procedure, para. 48) and including guidance on efforts to reach and exhaust consensus (Rules of Procedure, para. 29).
2. This document contains guidance and procedures, as relevant, on efforts to reach consensus, to exhaust consensus, and for making a determination that all efforts to reach consensus have been exhausted.

#### **II. Efforts to reach and/or maintain consensus**

3. Efforts to reach consensus should begin as early as possible by equal and inclusive information flow, open, transparent and inclusive consultation on documents and initiatives, regular dialogue and good faith engagements with and among all Board members.
4. Efforts to reach consensus during a Board meeting may include, but are not limited to:
  - (a) The Co-Chairs consulting with all Board members and alternate members on the relevant matter during a Board meeting;
  - (b) The Co-Chairs or the Board requesting a small group of Board members and/or Alternate members to undertake consultations between meetings of the Board on a specific matter with a view to providing inputs for the development and/or refinement of a relevant draft decision and related draft documents.
5. Board members who may have reservations regarding a particular proposal but do not wish to stand in the way of reaching or maintaining consensus may, among others:
  - (a) State their reservation with a particular decision without preventing consensus from being reached; and/or
  - (b) Require that their position on the relevant matter be recorded in the report of the relevant meeting; and/or
  - (c) Elect not to join the consensus by being absent from the Boardroom.

#### **III. Exhausting consensus for the appointment of the Executive Director: confidential balloting procedure**

6. For decisions on the appointment of the Executive Director, the following procedure for confidential balloting will apply:
  - (a) The Co-Chairs will announce the start of the balloting process, including the suspension of webcasting;
  - (b) Each Board member shall be entitled to one ballot. Co-Chairs retain their right to participate in the balloting process. Only members entitled to cast a ballot will be present in the Boardroom.

- (c) All Board members present in the Boardroom shall participate in the balloting process and be entitled to one ballot in each round of balloting.
- 7. For Board seats where the Board member is absent, pursuant to paragraph 18 of the Governing Instrument, the alternate member shall be entitled to take part in the balloting process.
- 8. Board members will be requested to leave any electronic devices at a designated place, as specified by the Co-Chairs. No interruption will be allowed during the balloting process.
- 9. The balloting process will be supported by a limited but sufficient number of Secretariat staff, as determined by the Co-Chairs, and the ballots cast will be counted by two members of the Secretariat designated jointly by the Co-Chairs. “Empty” ballots will not count for determining the outcome of the process.
- 10. The following formula will be applied:
  - (a) The selection of the candidate who receives two-thirds of the ballots cast in a single round will be put forth for decision by the Board by consensus as referred to in paragraph [13] below;
  - (b) If no candidate receives two-thirds of the ballots cast in the first three rounds, the candidate with the least number of ballots will be dropped from the fourth round;
  - (c) The balloting will resume with the remaining candidates for no more than a further three rounds;
  - (d) At the outcome of these three rounds (the fourth, fifth, and sixth), if no candidate has received two-thirds of the ballots, the Co-Chairs may decide to suspend the balloting process for further consultations and propose a way forward to the Board, including to resume the balloting process.
- 11. The Co-Chairs will announce the number of ballots received [for each candidate] after each round of balloting.
- 12. After the final outcome of the confidential balloting has been announced, Board members may make a brief statement should they wish to. Statements made at this stage of the process are for the benefit of the Board and will not be recorded in the report of the meeting, unless the Board member requests otherwise.
- 13. The final outcome of the balloting process will be confirmed in a Board decision adopted by consensus, and which shall be made public.

#### **IV. Determination procedure**

- 14. The Co-Chairs, acting jointly and in good faith, shall determine whether all efforts at reaching consensus in respect of a particular draft decision have been exhausted[, following consultations with all Board members and alternate members].
- 15. In making such a determination the Co-Chairs shall take into consideration, as relevant:
  - (a) Whether consultations on the relevant matter have occurred during and/or between Board meetings, including between the Co-Chairs and/or relevant members and, as appropriate, the Secretariat, and/or relevant committee or group, without consensus being reached, and the extent of those consultations;
  - (b) Whether the subject matter of the proposal/draft decision has been considered at prior Board meetings without consensus being reached;
  - (c) Whether, and how many, members of the Board have indicated that they cannot join consensus on an issue, notwithstanding other means of registering their position without preventing consensus from being reached;
  - (d) Whether a decision on the relevant matter is urgent or necessary to safeguard the interests or reputation of the Fund, or to ensure the continued operations of the Fund.

16. If a question arises as to whether all efforts at reaching consensus in respect of a particular draft decision have been exhausted, the Co-Chairs shall, acting jointly, make a determination. If there is an objection to such determination, the determination as to whether all efforts at reaching consensus have been exhausted shall be put to a vote in accordance with the voting procedure.

17. If at least four-fifths of the Board members present and voting vote in favour of a determination that all efforts to reach consensus have been exhausted, the determination shall be deemed confirmed and the Board shall proceed to a vote on the relevant draft decision. If at least four-fifths of the Board members present and voting vote against a determination that all efforts to reach consensus have been exhausted, then the Co-Chairs shall determine the appropriate next steps [towards exhaustion of efforts to reach consensus].

## Appendix III

### Procedure for voting

1. The voting procedure shall apply in case the Co-Chairs have determined that all efforts to reach consensus have been exhausted, in accordance with the procedures for determining when all efforts to reach consensus have been exhausted.
  2. Promptly following the determination that all efforts to reach consensus have been exhausted, the Co-Chairs shall announce the start of the formal voting procedure.
  3. Prior to any votes being cast, the Co-Chairs shall provide a hard copy to each Board member or otherwise display the text of the draft decision which is being put to vote. Such draft decision shall be the version of the decision (including annexes, if any) that, in the Co-Chairs' judgment, was supported by the greatest number of Board members.
  4. In accordance with paragraph 23 of the Governing Instrument, the Co-Chairs retain their right to vote when the voting procedure is being used, and the alternate members of the Co-Chairs shall not be entitled to vote.
  5. Each Board member shall be entitled to one vote.
  6. Votes shall be cast by each Board member simultaneously using voting facilities installed or made available in the Boardroom. In the absence of voting facilities, voting shall be by roll call, which shall be taken in alphabetical order of the names of Board members or as decided by the Co-Chairs.
  7. Board members shall vote in favour or against the draft decision or indicate that they are abstaining from the vote.
  8. While votes are being cast, no one shall be permitted to intervene until the results of the vote have been announced, unless an issue is raised by a Board member in connection with the process of voting.
  9. Votes cast shall be tallied by the Secretariat and announced by the Co-Chairs.
  10. If at least a four-fifths majority of Board members present and voting vote in favour of the draft decision, the draft decision shall be considered adopted. Abstentions shall not count towards determining the number of Board members "present and voting".
  11. Board members may, after the results of a vote have been announced, make a brief statement to explain their vote.
  12. Votes cast by each Board member participating in a vote shall, unless otherwise agreed by the Board on a case-by case basis, be recorded in the report of the meeting, together with any statements they may have made prior to or after the vote.
  13. Decisions adopted by the Board pursuant to these Procedures shall be reflected in the compendium of decisions as decisions adopted pursuant to a vote, indicating the final tally of votes, but not the associated Board member(s).
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