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# Co-Chairs proposal on increasing the efficiency and effectiveness of Board Committees

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## **Summary**

Committees play a critical role in GCF governance. Since 2019, the Co-Chairs have had an outstanding mandate to consult with the Board and propose measures to enhance their efficiency. At B39, the Co-Chairs proposed to advance a phased approach for addressing related Committee issues. In line with that approach, this document reviews the findings and recommendations of the 2019 independent review of Committees, past Board concerns and proposals on Committees, and a recent benchmarking review of Committee operations in a broad group of comparators. On that basis, this document advances the Co-Chairs proposed priority changes to better support the Committees' ability to meet and to enhance Committee transparency and Board input into Committee considerations. The Co-Chairs also propose that the Board give a continued mandate for incoming Co-Chairs to consult on measures to support continuous improvement in Committee efficiency and effectiveness, including considering issues related to Committee structure and practices.

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## I. Introduction

1. Consistent with the Green Climate Fund (GCF, or the Fund) Governing Instrument (GI/18(g)) and Rules of Procedure (RoP, paragraph 30; decisions B.01-13/01 and B.12/36), the Board has established standing and ad hoc Committees to assist its decision-making and to exercise any delegated authority under the overall authority and direction of the Board.

2. GCF Board Committees operate under the framework established by the Fund's Governing Instrument, Rules of Procedures (decisions B.01-13/01 and B.12/36), General guidelines for the operation of Committees (decision B.32/09), and Procedures for adopting decisions in the event that all efforts at reaching consensus have been exhausted (decision B.23/03, annex III), ensuring consistent and transparent operations.

3. However, the 2019 independent review of these Committees (the 2019 report)<sup>1</sup> identified areas for improvement, including those related to quorum to hold meetings, transparency, and efficiency. The report also noted that related challenges hinder the Committees' ability to effectively fulfil their mandates and support the Board's strategic objectives.

4. At B.32, the Board took initial steps to address these issues through the adoption of General guidelines for the operation of Committees (Committee guidelines; decision B.32/09). Recognizing that many of the challenges highlighted in the 2019 report had not been addressed, the Board mandated the Co-Chairs to continue to consult the Board Members, Alternates and Committees to address remaining issues of concern.

5. As reported in the Co-Chairs' report to the Board at B40, the Co-Chairs, with the support of the Secretariat, have conducted a comprehensive review of the 2019 report, past Board discussions and consultations, and a recently concluded benchmarking review against similar organizations (see annex IV).

6. Based on this review, the Co-Chairs propose a set of targeted changes to support the efficiency and effectiveness of committee operations and enhance Board input into committee deliberations. These changes seek to support the Committees' ability to: (i) reach quorum and more efficiently fulfil their mandate to assist the Board in its decision-making; (ii) enhance the transparency of Committee deliberations, enabling Committees to benefit from broader Board views and ease the Board's ability to reach consensus; and (iii) establish a procedure for addressing cases where Committees are unable to reach consensus on their recommendations to the Board. The Co-Chairs are also proposing that the Board give a continued mandate for incoming Co-Chairs to consult on measures to support continuous improvement in Committee efficiency and effectiveness, including considering issues related to Committee structure and practices.

## II. Policy Rationale

7. In its Updated Strategic Plan 2024-2027 (USP-2), the Fund committed to strengthening governance efficiency, building a governance culture based on respect and cooperation, and promoting gender balance, diversity, and inclusion to advance GCF leadership and impact among the GCF Secretariat, Independent Units, and Independent Panels, as well as the Board and Board Committees (USP2/21(a)).

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<sup>1</sup> Final report of the review of the effectiveness of committees and group (limited distribution document GCF/B.24/Inf.15/Add.01; subsequently also reissued as limited distribution document GCF/B33/Inf12)

8. GCF Board Committees play a critical role in the Fund's decision-making process. Approximately 40% of outstanding Board mandates require Committee involvement, highlighting their significance in achieving the Board's objectives.
9. Over the last several years, following the establishment of standing and ad hoc Committees from 2013 to 2023, challenges hindering committee efficiency and effectiveness have been identified through Board discussions and consultations, insights from the 2019 report, and the recently completed benchmarking study against similar organizations.
10. B.40 offers a unique opportunity to address long-standing committee issues and lay the groundwork for a more efficient and effective Board. With the conclusion of the 4th Board term, the Board has a wealth of experienced Committee Chairs and members who have firsthand knowledge of the challenges. This expertise positions them to support critical improvements to enhance committee operations.
11. By addressing these issues at B.40, the 5th Board can begin its term with well-functioning Committees better equipped to support the Board's ambitious USP-2 goals. Conversely, maintaining the status quo would be a missed opportunity and could delay the implementation of USP-2.
12. As per decision B.25/03, the Co-Chairs present, via this document, the challenges identified through Board discussions and consultations, insights from the 2019 report, and the recently completed benchmarking study against similar organizations. It also proposes targeted recommended improvements, including updating Committee guidelines (annex II), as well as other areas for improvement that could be addressed in a continued mandate for the Co-Chairs.

### III. Analysis of policy proposal

#### 3.1 Policy proposal

13. Building on the policy rationale outlined above and the mandate from decision B.25/03, the Co-Chairs, with the support of the Secretariat, conducted a comprehensive review of (i) the 2019 report on GCF Committees and past practices; (ii) Board feedback on the 2019 report and the operations of Committees; and (iii) the findings from a benchmarking review that considered the operation of GCF Committees against those of similar organizations. A summary of the findings and/or suggestions from these three sources and the proposed targeted improvements are reviewed below.

#### 3.2 Findings from the 2019 Independent Report

14. In 2019, an independent report on Committees was prepared through a review of Committees' work and discussions with stakeholders, including many Board Members. The 2019 report provided several findings and recommendations, summarized as follows:
  - (a) **Inefficient Committee operations:** Four interconnected issues affect Committees' efficiency, including: (i) difficulty achieving quorum and holding meetings, (ii) lack of transparency and limited Board input, (iii) insufficient meeting time, and (iv) consensus-based approach leading to delays and blocking of consensus which thwart the Committees' ability to meet their mandate to assist Board decision making.
  - (b) **Outdated committee structure:** The committee structure is outdated, has overlaps and gaps in coverage of its Standing Committees, and its size and related responsibilities create a significant burden for both a non-resident Board and the Secretariat.

- (c) **Suboptimal committee member selection:** The process for selecting committee members is opaque and often yields suboptimal results regarding commitment, expertise and gender balance.
- (d) **Opportunities for improvement:** Other areas for improvement were identified, including: (i) Committees could adopt a more proactive and strategic approach, (ii) the Committees could be delegated more decision-making, and (iii) Committees could undergo regular evaluation to assess their performance and ensure alignment with the Board's objectives.

### 3.3 Views raised by Board members in past Board discussions

15. Through the various Board discussions, including those related to the 2019 report, several issues were raised by Board Members, including:

- (a) **Quorum issues:** Committees frequently struggle to achieve quorum, leading to delays and inefficiencies.
- (b) **Member participation:** Participation and commitment among Committee members are inconsistent, impacting the effectiveness of Committees.
- (c) **Decision-making:** Concerns were noted about the 'committee blocking' of consensus and the absence of guidance on how to proceed when consensus is not reached. There was also a debate about the appropriate level of decision-making authority to delegate to Committees.
- (d) **Lack of transparency:** Committee work is often not transparent, making it challenging for the Board to track progress and engage effectively with Committee proposals.
- (e) **Limited impact on Board consensus:** Small committee size can hinder their ability to drive Board consensus.
- (f) **Simplification of committee structure:** Many agree that the committee structure could be simplified, but there is also a need to clarify committee purposes and avoid overloading the Committees that would remain following restructuring.
- (g) **Gender balance:** Achieving and maintaining gender balance on Committees is a priority but can be challenging given the process of selecting Board Members and Committee members.
- (h) **Member restrictions:** There is a question about whether Board Members should be limited to one committee or one or two terms or if constituencies should maintain full flexibility in selecting their representatives.

### 3.4 Findings from the 2024 benchmark review

16. As reported at B.39 (GCF/B.39/Inf.09), the Co-Chairs, with the support of the Secretariat, coordinated a benchmarking review (see annex IV for the review report) of the Committees' operations and procedures against standing committees of eight (8) comparator organizations<sup>2</sup> to advance this mandate further. The review findings summarized below

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<sup>2</sup> Comparator organizations included: AIIB – Asian Infrastructure Investment Bank, AF – Adaptation Fund, EBRD – European Bank for Reconstruction and Development, EIB – European Investment Bank, GF – Global Fund to Fight AIDS, Tuberculosis and Malaria, GAVI – the Vaccine Alliance, IDB – Inter-American Development Bank, and WBG – the World Bank Group.

suggest potential measures the Board may consider for addressing the challenges identified in the 2019 report and Board consultations:

- (a) **Replacement of absent Committee members and Chairs:** All comparators allow for the replacement of absent members and Chairs to ensure quorum and continuity in most committees.
- (b) **Quorum requirements:** All comparators have Committee quorum requirements set lower than GCF's three-fourths, with most set at a simple majority or 50% threshold.
- (c) **Observer status and participation rights:** Almost all comparators allow Board Members and Alternates to observe open sessions for most Committees, and most enable observers to participate in open Committee discussions.
- (d) **Access and consultation:** Most comparators ensure that Board Members and Alternates can access non-confidential working documents.
- (e) **Committee roles and decision-making:** Most comparator organizations emphasize the advisory nature of Committees, and almost all establish a mandate for Committee Chairs to report on diverse views when Committee consensus cannot be reached. Most guidelines also ensure that any delegated decision-making authority is explicitly defined.
- (f) **Committee structure:** All comparators have fewer Committees than GCF and have higher Board member representation on most Committees. Most comparators address some issues not currently addressed in the GCF committee structure within their committee structure, including human resources policy issues, governance issues, committee/Board agenda coordination, evaluation, and policy and strategy.

### 3.5 Co-Chairs proposed targeted improvements

17. To enhance the efficiency and effectiveness of GCF Board Committees, the Co-Chairs propose that the Board agree to the targeted improvements below. These prioritized recommendations of the Co-Chairs aim to address some of the critical challenges noted above; they also take into account comments received during Board consultation. The related text is incorporated into the updated General guidelines for the operation of Board Committees (annex II) and related changes to specific provisions are highlighted in annex III. Specific references to the affected paragraphs in the Committee guidelines are included following each recommendation. These include:

- (a) **Adding Vice-Chairs to Board Committees:** In addition to agreeing on a Chair, each Committee should agree upon a Vice-Chair (*see adjustments to paragraph 11 of the Committee guidelines*). If a Committee Chair is absent, the Vice-Chair will preside as Chair (*see new paragraph 15 of the Committee guidelines*) even if a substitute for the member who is the Chair attends the meeting consistent with point (b)(i) below. These changes would enable Committees to continue to advance their work in the absence of the Chair.
- (b) **Allowing for substitutes:** Implement a mechanism for allowing substitutes for Committee members, ensuring a quorum and continuity, as follows:
  - (i) If a Committee member is unable to participate in a Committee meeting, that member may be represented by her/his Board Member or Alternate (depending on if it is the Board Member or Alternate Board member that sits on the Committee) for that meeting (*see new paragraph 15 and adjustments to paragraphs 8 and 32 of the Committee guidelines*).

- (c) **Reducing Committee quorum:** Reduce Committee quorum from the current two-thirds to one-half with representation present from both the developed and developing country constituency (*see paragraph 27 of the Committee Guidelines below*).
- (d) **Creating scope to increase the maximum size of Committees from six to eight members** (*see adjustment to paragraph 7 of the Committee guidelines below*).
- (e) **Enhancing transparency and participation by broadening access to Committee deliberations and non-confidential documents:**
- (i) Grant Board Members, Alternates and one Advisor per observer delegation the right and ability to observe open Committee meetings (*see adjustments to paragraph 30 of the Committee guidelines*).
  - (ii) Enable Board Members, Alternates and Advisors to access all non-confidential committee documents (*see adjustments to paragraph 31 of the Committee guidelines*).
  - (iii) Allow Board Members and Alternates to submit their comments on accessible committee documents to Committees through Committee members (*see new paragraph 31 of the Committee guidelines*).
- (f) **Highlighting the importance of consultations for Committee recommendations:** Emphasize the importance of consulting the Board on Committee recommendations, consistent with decision 23/03 annex III, which calls for proposals for Board decisions and related documents to be developed in an open, inclusive, consultative and transparent manner to support informed Board consideration and assist the Board in its decision making (*see new paragraph 24 of the Committee guidelines*).
- (g) **Addressing lack of consensus with an enhanced procedure:** Establish a procedure for cases where Committees cannot reach consensus, requesting the Chair to submit a report outlining the diverse views to the Board, ensuring that the absence of consensus does not hinder progress (*see adjustments to paragraph 25 of the Committee guidelines*).
18. To strengthen oversight and ensure effective implementation, an additional minor adjustment to the Committee guidelines is proposed, requiring the Co-Chairs, Committee Chairs and the Secretariat to jointly monitor the implementation of the guidelines and recommend any necessary changes or reviews to the Board (*see adjustments to paragraph 41 of the Committee guidelines*).
19. The Co-Chairs also recommend a continued mandate to review further and refine the Committees' structure and practices. This will ensure that Committees remain aligned with the GCF's evolving needs and continue contributing effectively to the Board's decision-making process.
20. Finally, while not requiring specific changes to the guidelines to implement, the Co-Chairs recommend developing best practice guidance to help support the effective operation of joint Committee meetings, which are expected to become more common.

#### IV. Implementation arrangements

21. Following the adoption of the updated committee guidelines, several actions are necessary to ensure successful implementation and achieve the intended outcomes of improving Committee efficiency and effectiveness. Orientation sessions will be organized to familiarize Board Members, Alternates, Advisors, and Committee Focal Points from the Secretariat and Independent Units with the new Committee guidelines. This will ensure that all stakeholders are aware of the updated practices and can effectively implement them.



Additionally, the Secretariat's standard operating procedures will be adjusted accordingly to support Committees.

## **V. Budgetary implications**

22. No staffing and budgeting implications are expected from the updated Committee guidelines.

## **VI. Research & consultation**

23. To inform the development of these recommendations, the Co-Chairs enlisted the Secretariat's support to conduct the comprehensive review, including the recently conducted benchmarking study. This review incorporated insights from several Board meetings over recent years, particularly since 2019, when the independent review was completed. A technical session with Board Members, Alternates and Advisors also took place in September 2024 to support this proposal.

## **VII. Monitoring and review**

24. The Co-Chairs, Committee Chairs, and the Secretariat will jointly monitor the implementation of the updated Committee guidelines and may recommend necessary adjustments to the Board as needed.

## **VIII. Recommended action by the Board**

25. It is recommended that the Board adopts the decision contained in annex I.



## Annex I: Draft decision of the Board

The Board, having considered document GCF/B.40/13 titled “Co-Chairs proposal on increasing the efficiency and effectiveness of Board Committees”:

- (a) Adopts the updated General guidelines for the operation of Board committees, as set out in annex II;
- (b) Requests the incoming Co-Chairs, with the support of the Secretariat, to continue to consult with the Board and present proposals to increase the efficiency and effectiveness of Board Committees, including through consideration of issues related to Committee structure; and
- (c) Requests the Secretariat to update the terms of reference of Board Committees as may be necessary to reflect the updated guidelines referred to in paragraph (a).

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## Annex II: General guidelines for the operation of Board committees<sup>1</sup>

### 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.

### 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 eight committee members.
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.

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<sup>1</sup> 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 and a Vice Chair from amongst its members.
12. Committee Chairs and Vice Chairs will serve for a term of 18 months aligned with the term of Board membership.
13. The Chair and Vice 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. In the absence of the Chair from a scheduled meeting, the Vice-Chair will preside as Chair even if a substitute for the member who is the Chair attends the meeting in accordance with paragraph 8 above.
16. 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.

## 2.3 Accountability

17. Committees operate under the overall authority and direction of the Board.
18. 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.
19. The Board may in its guidance to Committees delegate authority to committees, in accordance with paragraph 31 of the Rules of Procedure.

## 2.4 Terms of reference

20. 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.
21. The Board, in adopting Committee terms of reference, shall specify whether the committee is a standing committee or an ad hoc committee.
22. 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

23. 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.

24. Committees will seek to develop their recommendations in an open, inclusive, consultative and transparent manner consistent with decision 23/03 and its annex III.
25. 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, ensuring that the absence of consensus does not hinder progress.
26. 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.
27. One-half of Committee members with representation from both the developed and developing country constituency 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.
28. 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.
29. 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.
30. 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 advisor per delegation 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 advisor(s) that have signed the ethics Declaration of Impartiality and Confidentiality, and essential Secretariat staff, only.
31. 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 advisors, 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.
32. 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.

## 2.6 Role of the Secretariat

33. 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.

34. The Secretariat will appoint one qualified officer per committee as Secretariat focal point for that committee.
35. 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.
36. 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.
37. 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**

38. These guidelines will come into effect upon adoption by the Board.
39. 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.
40. 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**

41. The Co-Chairs, Committee Chairs, and the Secretariat will jointly monitor the implementation of the updated Committee guidelines and may recommend necessary adjustments or a review of the guidelines to the Board as needed.

## Annex III: Comparison of current Committee Guideline text and proposed text

Note: Changes to comparable existing text are highlighted in bold.

Current provision text	Proposed provision text
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.	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 <b>eight</b> committee members.
No comparable provision	8. If a Committee member is unable to participate in a Committee meeting, that member may be represented by her/his Board member or Alternate Board member (depending on the status of the corresponding Committee member) for that meeting.
12. Committee Chairs will serve for a term of 18 months.	12. Committee Chairs <b>and Vice Chairs</b> will serve for a term of 18 months, <b>aligned with the term of Board membership.</b>
13. The Chairmanship of a Committee shall alternate between Developed and Developing country members.	13. The <b>Chair and Vice Chair</b> of a Committee shall alternate between Developed and Developing country members
No comparable Provision	24. Committees will seek to develop their recommendations in an open, inclusive, consultative and transparent manner consistent with decision 23/03 and its annex III.
No comparable provision	25. 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, ensuring that the absence of consensus does not hinder progress.
27. A two-thirds majority of Committee members must be present at a Committee meeting to constitute a quorum.	<b>27. One-half of Committee members with representation from both the developed and developing country constituency</b> must be present at a Committee meeting to constitute a quorum
28. 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, up to two advisers per committee member, essential	30. Committee members, <b>alternate Committee members and</b> up to two advisors per Committee member <b>may attend Committee meetings. In addition,</b> essential Secretariat staff and, upon invitation by the committee Chair and on a case-by-case basis, members of the Independent Units,

Current provision text	Proposed provision text
<p>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 attend Committee meetings.</p>	<p>or other stakeholders may attend Committee meetings. <b>All Committee meetings, are also open to all Board members, all alternate Board members and one advisor per delegation 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 advisor(s) that have signed the ethics Declaration of Impartiality and Confidentiality, and essential Secretariat staff, only.</b></p>
<p>No comparable provision</p>	<p>31. All Board members, alternate Board members and advisors shall have access to all Committee documents and information except for <b>information of a confidential nature</b>, such as that related to individual employees, Board members, alternate members and advisors, and confidential information related to other Secretariat personnel or third parties. All Board Members and Alternate Board members may provide comments on Committee documents through a Committee member for the consideration of the Committee.</p>
<p>29. A committee member who is unable to participate in committee meetings more than two times consecutively will cease to be a Committee member.</p>	<p>32. A committee member who is unable to participate in committee meetings, <b>including virtual meetings</b>, more than two times consecutively <b>and was not represented by their Board Member or Alternate (depending on the status of the corresponding Committee members)</b> will cease to be a Committee member.</p>
<p>38. 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.</p>	<p><b>41. The Co-Chairs, Committee Chairs, and the Secretariat will jointly monitor the implementation of the updated Committee guidelines and may recommend necessary adjustments or a review of the guidelines to the Board as needed.</b></p>



## Annex IV: Benchmarking review of the operations and procedures of standing committees from comparator organizations

### I. Introduction

1. To assist the Board in considering improvements to increase the efficiency and effectiveness of Board Committees, the Secretariat, under the oversight of Co-Chairs, conducted a benchmarking review of the operations and procedures of standing committees from other comparator organizations. The comparators reviewed were:

- (a) AIIB – Asian Infrastructure Investment Bank;
- (b) AF – Adaptation Fund;
- (c) EBRD – European Bank for Reconstruction and Development;
- (d) EIB – European Investment Bank;
- (e) GF – Global Fund to Fight AIDS, Tuberculosis and Malaria;
- (f) GAVI – the Vaccine Alliance;
- (g) IDB – Inter-American Development Bank; and,
- (h) WBG: the World Bank Group.

2. The benchmarking review included a diverse group of comparators organizations, varying in factors such as residency (resident vs. non-resident boards), focus (broad vs narrow), and composition (including non-governmental representatives). These comparators also differed in their decision-making processes, with some using weighted voting and others striving for consensus. Given these differences, the term 'comparator' does not imply complete equivalence.

3. The factors used for this review were selected based on the recommendations from the 2019 independent report of the review of the effectiveness of committees and groups<sup>1</sup> and the challenges identified from the Board feedback.

4. The review investigated and cited provisions from available comparator Rules of Procedures (RoP), guidance, and/or guidelines related to committee operations. A list of source documents is provided in Appendix I. It is important to note that not all comparator authorities explicitly addressed all factors considered in this study.

5. The review report is structured as follows: Section II - Review of GCF's use of Committees; Section III – Executive summary of findings; Section IV – Review of comparator organizations on key factors; and Appendix 1 – List of source documents.

### II. Review of GCF's use of Committees

6. **GCF Rules of Procedure (RoP), paragraphs 30 and 31**, state:

- (a) (30) “The Board may establish such committees from among its members and/or alternate members, and such panels as may be required for the conduct of its business.”
- (b) (31) “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

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<sup>1</sup> Final report of the review of the effectiveness of committees and groups (limited distribution document GCF/B.24/Inf.15/Add.01)

delegation of authority. Except for standing committees, all committees established ad hoc should have a clearly defined timeline and end date, related to the execution of its functions and should be subject to review at regular intervals.”

7. GCF Board has established six standing Committees and one ad hoc Committee (i.e., the Human Resources Committee (HRC)) to assist in its decision-making. These Committees were created at various stages of GCF's development, with the majority established during the early years when the Board's membership exceeded the number of Secretariat staff members.
8. GCF Committees receive mandates through their terms of reference (ToRs) and Board decisions, strategic plans, policies, or work plans.
9. **Committee TORs** - With very limited exception, Committee TORs do not delegate authority for specific action to Committees but instead allocate the responsibility to oversee, review, consider, monitor, provide guidance or advice and/or develop and recommend approval of different deliverables. In this context, related deliverables will eventually have to be approved by the Board. As noted in the 2019 report, the committees have addressed these broad TOR responsibilities only when the Board requests action.
10. **Decisions/Strategic Plans/Policies/Work Plans:** Beyond their ToRs, the Committees periodically receive mandates from the Board through Board decisions, strategic plans, policies and/or Board work plans. These mandates often request the committees to oversee, review, consider, monitor, provide guidance or advice and/or develop and recommend approval of different deliverables that the board assigns to the Secretariat or the Independent Units (IUs). In limited instances, the Board has requested the Committees to develop a deliverable with the support of the Secretariat and/or the IUs. In addition, a small number of decisions and/or related policies task the Committees with reoccurring responsibilities, this being particularly prevalent as regards the need to oversee, evaluate and recommend the hiring of new panel members or other Board Appointed Officials. Beyond these tasks, in a handful of cases, the Board has delegated directly to the committees the authority to make decisions within a broadly approved Board framework or the ability to review and take decisions not to recommend change.

### III. Executive summary of findings

11. This benchmarking review focused on committee-related concerns raised in the 2019 report by GCF Board members. From those, the following evaluative factors were derived: (a) Transparency of Committee operations; (b) Efficiency of Committee meetings and related factors; (c) Role of Committees and their processes for concluding issues and submitting their recommendations to the Board; (d) Committee Coordination; (e) Committee structure and coverage; and (f) Role and selection/onboarding of Committee members and Committee Chairs.
  - (a) **Regarding transparency of Committee operations**, the review found that, unlike GCF Committees, virtually all comparator Committees had provisions allowing all BMs to observe all open Committee proceedings, and several had provisions allowing all BMs to participate in some way in Committee proceedings. Further, virtually all comparators had provisions calling for BMs to get all non-confidential Committee documents, and some comparators had provisions aimed at facilitating early consultation of those documents with the Board.
  - (b) **Regarding the efficiency of Committee meetings**, the benchmarking review found that, unlike GCF, all comparators had provisions to allow for the substitution of absent Committee members and Committee chairs, and all had Committee quorums that, on their face, were set below those of GCF's two-thirds Committee quorum requirement. That said, when applied to GCF six-person Committees, the “simple majority” quorum requirement used by some comparators would be equivalent to a two-thirds member

quorum. The benchmarking review also found that GCF Committees had a lower level of Board member representation on Committees than comparators in most cases. In the absence of robust consultation, this factor can make it harder for even consensus Committee proposals to garner Board consensus.

- (c) **Regarding the role of Committees and their process for concluding issues and submitting their recommendations to the Board**, the review found that, like GCF, most Committees in most comparators play an advisory role with a mandate to assist the Board in its decision-making. That said, unlike GCF Committees, which have operated to reach consensus before forwarding recommendations to the Board, virtually all comparators have provisions calling on Committees to assist Board decision-making by reporting to the Board on either consensus or the different points of view on the topics they had considered.
- (d) **Regarding Committee Coordination**, the review found that, unlike GCF, most comparators had committees or groups managing the coordination of Committee work and its alignment with Board work.
- (e) **Regarding Committee Structure**, an attempt was made to review the issues covered by all standing Committees in comparators to identify areas that might be considered as possible gaps in the coverage of GCF's current committee structure. In general, the review found comparable issue coverage across comparators. That said, the review identified potential gaps in the areas of HR, Policies and Strategies, Evaluation, Governance and, as noted above, Committee Coordination. In that regard, unlike GCF, most comparators had these issues covered within their committee structure.
- (f) **Regarding the Role, Selection and induction of Committee members and Chairs**, the review found that several comparators have some information explaining the roles and/or duties of Committee members and Chairs, and some others have specific competency-based criteria that could be used to select members and Chairs. Some other comparators had restrictions on service as a Committee person or a Chair, and some had selection guided or directed by a Governance Committee or a key Governance figure(s). Finally, some had specific provisions in their Board authorities requiring and/or overseeing the induction of new Committee members and Chairs.

12. The table below reviews the prevalence of specific listed actions related to the evaluative factors on Transparency of Committee operations; Efficiency of Committee meetings; Committee processes for submitting their recommendations to the Board; and Committee Coordination. A yes in the table denotes cases where provisions advancing the noted factor were found in accessible Board authorities; related provisions are further explained in the body of this review. An empty cell in the table denotes cases in which no provisions were found in accessible Board authorities to indicate that the provision is applicable or inapplicable to Committee operations in the related institution. The abbreviation BM in the table is meant to encompass Board members and, where relevant, alternates and/or advisors, and in the case of other institutions, Executive Directors and alternates.

Factor	AF	AIIB	EBRD	EIB	GAVI	GCF	GF	IDB	WBG
Consensus needed before proposals forwarded to Board	No	No	No	Some cases	Some cases	Yes	Some cases	No	No
Chair to send diverse views to the board if no	Yes	Yes	Yes	Yes	Most comm ittees	No provis ion		Yes	Yes

Factor	AF	AIIB	EBRD	EIB	GAVI	GCF	GF	IDB	WBG
consensus on recommendations									
BMs can observe open Committee proceedings	Yes	Yes	Yes	Yes	Most Committees	No	Yes	Yes	Yes
BMs can speak or speak if permitted by the Chair, or if constituency not represented	Yes	Yes	Yes		Most Committees	No	No	Yes	Yes
BMs can access non-confidential Committee working documents	Yes	Yes	Yes			No		Yes	Yes
Committee Documents consulted with BMs	Yes	Yes				Rarely	Yes		
Substitutions for absent Committee members allowed	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes
Substitutions for absent Committee chairs provided for	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes	Yes
Provisions for coordination of Committee work			Yes		Yes	No	Yes	Yes	Yes

## IV. Review of comparator organizations on key factors

### 4.1 Role of committees and their process for concluding issues and submitting their recommendations to the Board

13. **Introduction:** In prior GCF Board discussions, some Board members have urged that before considering changes to committee operations or the committee structure, the Board should more clearly articulate the purpose and role of committees in working on tasks assigned to them.

14. As noted above, paragraph 31 of the ROPs states: As mentioned above, to date, Committees have largely been requested by the Board to present recommendations, and the grant of decision-making authority to GCF Committees has been extremely rare.

15. **Comparators:** The purpose and role of Committees in most comparator institutions is stated as assisting the Board in its decision-making by recommending action for Board consideration. As with GCF, delegation of sole decision-making authority to Committees by comparator Boards is rare, and when granted, it is given explicitly.

16. What is different is that, unlike GCF, many comparators make it clear that the role of Committees is only to consider issues and transmit their views to the Board, whether they be consensus views or diverse views (AF, WBG, IDB, EBRD, EIB). In addition, some comparators provide specific Committees with specific decision-making authority (EIB, GF, GAVI). A breakout summary review of the text of specific related provisions in comparator authorities is reviewed below.

17. **Adaptation Fund General Guidelines for Committees:** Para 8. The Committees shall forward any issues related to their mandate to the Board for discussion and decision-making. Para 15: The Chairs of the Committees shall endeavor to reach a consensus regarding proposed recommendations to the Board. In circumstances where a Committee cannot reach consensus, it shall forward the members' different views to the Board.

18. **WBG Consolidated Committee guidelines and Terms of Reference for Standing Committees:** 1. The Standing Committees of the Boards are established to assist the Boards in exercising their powers and responsibilities under the Articles of Agreement of the Bank, the Association and the Corporation, respectively. The Standing Committees may exercise decision-making authority only with respect to committee procedural and administrative matters to the extent provided in paragraph 12(c)(ii) below. To preserve the voting and decision-making requirements under the Articles, the Boards do not otherwise delegate legal authority to the Standing Committees. Para 12(c)(ii): [Other than procedural or administrative matters,] the committee shall report to the Board and indicate the majority and minority views.

19. **IDB Consolidated Procedures for the Operation of Committees:** Point 5.5 Documents that require Board approval will be distributed for discussion by the Committee and subsequently sent to the Committee of the Whole for consideration and to the Board for approval. The Chairperson will submit the corresponding report to the respective Board. Point 8.1 The Committees shall have no decision-making powers and shall not settle any issue through any voting procedure. Point 9.1: When necessary, the Chairperson of each Committee shall present a report to its respective Committee of the Whole reflecting the relevant issues, the different points of view expressed by Directors, and supporting arguments outlined in the Committee's deliberations, and shall present recommendations and options to be considered by the Board.

20. **EBRD procedures and terms of Reference of Board Committees:** 1.1 Committees report to the Board and facilitate the Board's decision-making by reporting their conclusions and the committee's consensus view to the Board or are used as a forum to exchange views on matters of interest to the Board. Board Committees cannot vote on matters discussed by its members or formally adopt decisions. 3.11 There is no formal voting in Committees. Committee Chairs determine and summarize the sense of the meeting and make, where appropriate, a report to the Board (the "Chair's Report"). The report should reflect the views of Committee members, with separate mention being made of any differing or minority views whenever appropriate; it should also take into account the views of non-members.

21. **EIB Rules of Procedure:** 3. The Board of Directors may decide to create a Risk Policy Committee and an Equity Participation Policy Committee. These Committees shall give non-binding opinions to the Board of Directors to facilitate decision-making.

22. **AIIB Committee TOR for the Audit and Risk Committee,** for example, Para 1: the function of the Audit and Risk Committee is to assist the Board in carrying out its responsibilities related to the AIIB's financial reporting and audits. Para 27: The committee is not a decision-making body but provides advice to the Board and guidance to management. There is no formal voting in the Committee on matters under consideration. The Chair shall ascertain the sense of the meeting to be included in the summary record. Reports to the Board shall reflect the views of Committee members, including minority reports.

23. In contrast to the above, and as follows below, some comparators grant some specific committees with some specific decision-making authority.
24. **EIB Rules of Procedure:** 4. An Ethics and Compliance Committee shall be established within the Board of Directors. [It] shall rule on any potential conflict of interest of a member or former member of the Board of Directors or the Management Committee. 20. The Management Committee shall be the Bank's permanent representative and decision-making body. Decisions shall be taken by a simple majority of the *votes cast* by members present. The Management Committee shall be competent to adopt and implement the administrative rules relating to the organization and operation of the Bank's departments. It shall inform the Board of Directors thereof. The Management Committee shall also be competent, under the same terms and conditions, to conclude all agreements with the Bank's staff. 24. An Audit Committee (hereinafter referred to as 'the Committee') shall annually verify that the operations of the Bank have been conducted and its books kept in a proper manner. It shall be responsible for the auditing of the Bank's accounts. It shall verify that the activities of the Bank conform to the best banking practices applicable to it.
25. **Global Fund Operating Procedures of the Board and Committees:** 41.1 Each standing committee of the board must be established under a charter approved by the Board that outlines its decision-making, advisory and oversight authority delegated by the Board. 47.1 Committees shall decide, recommend and oversee matters in accordance with the authority delegated by the board and outlined in the charter 17. [Even when decision-making is given to the Committees, however, it appears that related decisions are given to the Board for action]: "In general, there should be minimum changes of decisions that have been prepared by committees on the understanding that committees have considered options in line with their expertise and mandate in preparing appropriate decisions for the Board." If a constituency wishes to submit an amendment, it is reviewed by the committee. If found inconsistent with the Committee's intent, the constituency may introduce a motion to have it considered by the Board. It can be considered by the Board only if the motion passes.
26. **GAVI:** 18.12: Apart from the market-sensitive decisions committee, which is delegated certain decisional authority, all committees serve in an advisory capacity to the Board.

## 4.2 Transparency of committee operations

27. **Introduction:** In GCF Board deliberations and consultations, several Board members pointed out that the high level of transparency afforded to BMs and ABMs (and in many cases advisors) in most GCF work is not mirrored in the work and work products of the committees – and that the lack of transparency of the working documents and deliberations of Committees seems out of place and creates inefficiencies.
28. In considering this issue, the benchmarking review looked at the level of accessibility that BMs and ABMs in other institutions have to committee documents and deliberations, considering specifically whether those institutions allowed BMs and ABMs who were not Committee members to: (a) attend Committee meetings as observers; (b) access to committee documents; and (c) participate in committee deliberations. It also considered GCF provisions and some other institutions related to consultation on committee documents. In summary, the review found that virtually all comparators had specific provisions in their guidelines allowing all BMs and ABMs (or equivalents) to attend open committee meetings as observers and access all Committee working documents. In addition, many had provisions allowing BMs and ABMs to participate in Committee deliberations, and some had explicit provisions to facilitate consultation of Committee proposals. A breakout summary review of the related Committee provisions follows:

### 4.2.1 Attendance by other than committee members (observers)



29. **EBRD procedures and terms of Reference of board committees:** 3.6 Directors and alternates who are not committee members and their advisors can attend.
30. **GF para 45.1** The BM or ABM of each constituency may attend a committee meeting as an observer.
31. **IDB:** 3.1 Members of the Standing Committees will consist of all the Executive Directors of the respective Board. 6.4 Any Executive Director or Alternate Executive Director may attend any meeting of any Committee of the Board.
32. **AF:** (From main ROPs for Board: 10. The ROPs of the Adaptation Fund Board shall apply mutates mutandes to the meetings of the Committees. 19. Unless the Board decides otherwise in accordance with para 20 [to close a meeting], meetings shall be open to members, alternates and observers. 20. Closed meetings shall be open to members and alternates. From the Committee guidelines para 12: The Committee meetings will be closed unless otherwise decided by the Board.
33. **WBG:** 12(d)(i) Attendance at meetings of a committee shall be open to any Executive Director or Alternate, or authorized representative, except as provided in subparagraph (iii) below (covering closed sessions). 12(e)(iii) Advanced notice of committee meetings shall be provided to all Executive Directors.
34. **GAVI:** Apart from the market-sensitive decisions committee, all BMs and ABMs have the right to attend committee meetings as observers (in the charter of individual committees).
35. **AIIB Committee TOR for the Audit and Risk Committee,** for example, Para 19: A director or his designated alternative temporary alternative or adviser may attend a committee meeting as an observer with the approval of the Chair.

#### 4.2.2. **Participation by non-committee members in committee deliberations**

36. **IADB: 6.4** Any Executive Director or Alternate Executive Director may attend and participate in any meeting of any Committee of the Board.
37. **IBRD:** 12(d (ii) Non-member Executive Directors attending meetings of committees shall be entitled to participate in discussions without a vote.
38. **EBRD:** 3.6 Directors and alternates who are not committee members and their advisors can attend. However, if several individuals from the same constituency office are present, interventions on each agenda item should be made by one person only unless otherwise agreed by the Chair (meaning they can intervene if the constituency is not represented).
39. **Global Fund para 45.1** The BM or ABM of each constituency may attend a committee meeting as an observer. However, observers shall not speak or vote during committee meetings.
40. **GAVI:** Apart from the market-sensitive decisions committee, **all Board Members and Alternate Board Members can attend (pursuant to para 13.1 of the statute) and speak or participate only at the invitation of the PPC chair.**
41. **IIB: Committee TOR for the Audit and Risk Committee,** for example, **para 19:** Observers will not normally have speaking rights unless permitted by the Chair.

#### 4.2.3. **Access to committee documents**

42. **IDB:** 6.6 All Executive Directors, Alternate Executive Directors, Counselors, and Temporary Executive Directors will be provided with all documentation distributed in connection with the work of any Committee of their respective institution, including notices of meetings, agendas, policy documents, background papers, and minutes.



43. **Global Fund – 47.4:** Committees will consult broadly on major policy issues by welcoming and considering substantive comments from constituencies through the constituencies' designated representatives. The secretariat will establish a password-secured platform for each committee to facilitate this consultation and to provide BMs access to the working documents of all committees.
44. **Adaptation Fund:** 14. The Secretariat will establish a secure link for each Committee on the Fund website to facilitate the above consultations and to provide Board members with access to the working documents of the Committees.
45. **WBG 12ei:** Documents of a committee shall be distributed to all EDs and alternates, except documents for executive sessions may be restricted. 12(e)(iii) Advanced notice of committee meetings shall be provided to all Executive Directors.
46. **EBRD:** 4.3 All Board members, whether or not members of particular Committees, shall have access to the information that the Committees consider necessary to discharge their responsibilities and functions, except for information related to individual employees and confidential information related to Bank personnel or third parties Where required to protect the sensitive nature of information, documents shall be made available on request for the period necessary for their discussion and shall be returned thereafter. Board and Committee members must fully respect and observe the confidentiality of any information provided to them.
47. **AIIB: Committee TOR for the Audit and Risk Committee,** Para 22, for example: Unless a particular matter is required to be treated on a confidential basis, Committee agendas, documents and summary records shall also be copied to directors who are not committee members at the same time they are circulated to the Committees.

### 4.3 Committee efficiency

48. **Introduction:** In the 2019 report and Board consultations and discussions on Committees, several operational practices were noted as impinging on Committee efficiency. One important issue raised was the difficulties most committees have in getting sufficient participation of Board members to join committees and then getting sufficient committee members to meet quorum requirements and enable the Committees to hold meetings. In addition, the different workloads and sometimes overlapping jurisdictions of different committees were highlighted. Also noted was the importance of trying to support the selection of Committee members with the most significant interest and expertise in the areas covered by the Committees to enhance participation on committees and enhance the value of the Committees' support to Board decision-making. In reviewing the committee guidelines of other institutions, several procedures were identified that related to the GCF challenges raised. This section reviews provisions in other institutions related to: (a) Substitution for committee members who are absent from a meeting; (b) Substitution for a Committee chair in the event the Chair would not be available for a meeting; (c) Quorum requirements; (d) coordination of committee work; and (e) delineation of skills/criteria for the identification of members who would have an interest and could best contribute to the work of relevant committees. This section reviews related provisions in comparator guidance.

49. In summary, it found that virtually all comparators had provisions that enabled substitution for absent Board members and absent Committee chairs with alternates or members selected by the Board or Committee. It also found that all comparators had Committee quorum requirements lower than the GCF requirements. Finally, many comparators had guidance on the types of skills that would best support the operations of committees.

#### 4.3.1. Substitution for committee member when that person is absent

50. **WBG:** If a member of a committee or other Executive Director cannot attend a meeting, her/his Alternate or authorized representative may attend in her/his place.
51. **Global Fund – 43.9:** An alternate from the same constituency of the Board can be identified to represent a committee member at a specific committee meeting in the exceptional case that a committee member cannot attend the meeting...provided that the constituency receives the written consent of the committee chair...the request includes the name and title of the alternate representative and the appropriate delegation of authority by the constituency to the alternate representative to speak and vote on behalf of the constituency. The appointment and delegated authority are temporary and expires at the end of the Committee meeting, which the committee member cannot attend.
52. **EBRD:** 3.5 The Alternate Director may represent any Committee member who cannot attend a Committee meeting. If neither can attend, a Director's Adviser appointed as Temporary Alternate Director may represent the Committee member.
53. **Adaptation Fund:** From ROP, which apply mudades mutandes to committees: 6. In the absence of a member or when requested by a member in writing, her/his alternate will act for the member, including by voting in the member's stead.
54. **IDB:** 6.4 Any Executive Director or Alternate Executive Director may attend and participate in any meeting of any Committee of the Board. It shall be up to each Executive Director's office to decide on attendance by Counselors or Temporary Executive Directors, as the case may be. 6.5 Members of the Board seated at the table represent the position of the corresponding Executive Director. Other accompanying members may only speak if recognized by the member seated at the table.
55. **EIB Risk Policy Committee and Committee on Equity Participation Policy:** 3.3 of the Terms of reference of each committee: Each committee member is entitled to appoint an alternate member to be chosen among Board Directors or Alternate Directors... This alternate member of the committee replaces the member of the committee in the absence of the latter (check if the standing committee uses the same ROP as EIB generally).
56. **AIIB: Committee TOR for Audit and Risk Committee – for example, para 12:** Each director may be represented in his or her absence by his designated alternate director or temporary alternate director.
- 4.3.2. Substitution for Chair in the event the chair is absent**
57. **IDB: 4.1** Each standing committee will have a chairperson, a first Vice-chairperson and a second Vice-chairperson. 6.8 If unable to call or chair a meeting, the Chairperson will ask the First Vice-Chairperson, or, if unavailable, the Second Vice Chairperson to call or chair the meeting. In the absence of the Chairperson and the two Vice-Chairpersons of a Committee, the Chairperson may ask the Executive Director placed highest on the Executive Directors' order of precedence of the respective institution to chair a meeting. 6.9 Committee meetings will not be suspended due to a Chairperson's absence. They may be suspended only in the absence of the Chairperson and Vice-Chairpersons.
58. **WBG 12(b)(ii):** Each Committee shall elect a Chairperson and Vice-Chairperson among its members. In the absence of the Chairperson and Vice-Chairperson at a meeting, a committee shall elect one of its members, who shall be an executive director, to preside at the meeting.
59. **EBRD 3.3:** The Chair or, in their absence, the Vice Chair presides at committee meetings. In the absence of both, the committee selects one of its members to preside.
60. **Global Fund:** Each Committee shall have one Chair and one Vice Chair.
61. **AF 5:** The Board shall elect a Chair and Vice Chair for each committee.

62. **GAVI:** Each standing committee shall have a presiding chair (article 18 of both statute and procedures) who is a committee member and is appointed by the Board on the recommendation of the governance committee. For most committees, there is a provision in their charter saying that if the Chair cannot attend a scheduled meeting, the Chair will, after consultation with the committee, nominate a suitable substitute to chair the session. The Market Sensitive Decisions Committee is chaired by the Board Chair, who has a Vice Chair. If the Chair is absent, the VC takes over, and if both are absent, the Chair consults and nominates a suitable substitute from membership.

63. **AIIB:** Paras 8 and 9 of Committee TOR for Audit and Risk Committee, for example: The Committee shall have a Chair and Vice Chair selected by the Committee from among its director members. In the absence of the Chair, the Vice Chair shall serve as Chair of the Committee.

#### 4.3.3. **Quorum and related committee membership**

64. **GCF:** Committees shall have a maximum of six members and a minimum of 4 members, and a 2/3 majority must be present to constitute a quorum.

65. **WBG: 12 (c)(i) Quorum:** A quorum for committee meetings shall be four of its members, either the Executive Director or his/her Alternate. Since committees have eight members – a quorum is 50%.

66. **EBRD 3.4:** Four committee members (or their representatives) constitute a quorum for any committee meeting.

67. **AF:** From ROP, which apply mutades mutandes to committees – Para 23: A simple majority of members of the Board must be present at a meeting to constitute a quorum.

68. **Global Fund – 48.1:** The committee may conduct business only when a simple majority of the voting members of the committee is present by any means that allows the member to follow and contribute to meeting discussions as they occur in real-time.

69. **GAVI:** Quorum for all standing committees is a simple majority.

#### 4.3.4. **Coordination of committee work (also relevant to the issue of committee structure addressed below)**

70. **Introduction:** The 2019 report found a general lack of coordination among the work of GCFs Committees and the lack of a coordinating structure. In summary, the benchmarking found that many groups have a group or committee that coordinates the work of Committees or a provision that addresses how coordination should take place.

71. **WBG: 7.** The Chairperson of each Standing Committee shall consult with the Chairmen of other Standing Committees when matters falling within the responsibilities of two or more Standing Committees are taken up. Each Standing Committee may conduct joint meetings with other Standing Committees on matters of overlapping responsibilities. If there is a difference of view with respect to such matters or joint meetings among the Standing Committees, the Chairmen concerned shall seek the assistance of the Dean of the Board to reach a resolution (in consultation with the Chairperson of the Boards); failing that, the matter shall be brought to the Board or Boards concerned for resolution.

72. **Global Fund: 46.4:** The [Global Fund] Coordinating Group shall specify which committee shall bear primary responsibility for a particular issue and in accordance with the respective committee mandates, in cases where more than one Committee may be reasonably expected to have a joint interest in a policy or area of work. (46.1 (p) The Coordinating Group, in line with its TOE, will ensure coordination and collaboration between the Board and its Committees regarding the Board's mandate around governance, risk, administrative functions

and make appropriate recommendations regarding their membership, annual work plans and mandates as priorities arise.

73. **EBRD:** has a Board Steering Group (BSG) composed of two Directors serving as Chair and Vice Chair, the Chairs and Vice Chairs of the three Committees, the Secretary General and the Director of Board and Institutional Affairs. The BSG is open to all Directors who may express their views on issues under discussion. The meetings of the BSG are convened and chaired by the Chair or, in their absence, the Vice Chair. 2.2 The BSG reviews the work programmes of the Committees monthly to prioritize the overall work of the Committees, Workshops, Board Information Sessions and other Board-related meetings. The BSG should ensure that the necessary attention and time are available for items of the highest priority, ensure the completeness of the work programmes, and avoid overlaps. The BSG also considers handling cross-cutting topics and processes, which would impact the work of several Committees and/or other Board-related meetings.

74. **IDB:** The steering committee is an advisory body to the Board of the IDB. Its functions include reviewing and conferring with the management on all matters relating to the preparation and follow-up on the Board's work programs and other relevant matters. Their duties include coordinating the scope, nature and timing of the handling of items within the various committees, and coordinating and following up on the work program of the Boards committees. The steering committee will consist of the chairpersons of the standing committee, the ED of the Banks largest shareholder, the dean and vice dean.

75. **GAVI:** An all-chairs group has been established to support the Chair in efficiently fulfilling their duties and responsibilities. Structured to provide a visible and transparent mechanism to enable discussions on cross-cutting issues that do not belong exclusively to any one committee and to coordinate work between the board and committees, including, among other things, providing a sounding board for the board chair and the CEO and a forum where emerging strategic and operational issues can be considered that are not yet sufficiently well formed to be presented to the Board and to shape issues ahead of board closed sessions and/or Board meetings and prepare for the discussion of such issues by the Board. The primary role is consultative and strictly advisory, with no power of decision-making or execution (annex 10). Only board members by virtue of their office may attend, except observers under exceptional circumstances and contingent upon the ACG chair. Quorum majority, but the chair has the discretion to proceed without a quorum.

#### 4.3.5. **Criteria for selection on a committee – appointment and service – also for the chair**

76. **Global Fund:** The GF has competency-based nominations of 43.1.-2: Committee members should possess the requisite skills and experience that align with the functions and responsibilities of their committee. Constituencies shall carry out an initial evaluation according to the following key factors; How a nominee's skills and experience match the mandate of the committee according to the Committee charters and competencies and responsibilities set out in the operating procedures, balance representation among board consistencies, and an individuals experience with the global fund. Annex I states: While constituencies have clear ownership of their internal process for selecting ...nominees for committee membership, the selection process should involve broad constituency consultation and be based on competency to serve in the relevant role. Minimum key competencies and responsibilities are listed – and in addition to competency, the Fund strongly encourages constituencies to look to diversity in gender, and direct experience in implementing related programs. The selection process should aim for gender balance and high competence in its leadership. It should also be considered in the selection of committee members.

77. **WBG 11 (a)** Members of both existing and new Standing Committees shall be appointed by the Executive Directors on the nomination of the Chairperson of the Board following

informal consultation with the Executive Directors, and in particular with the Dean, by the Chairperson or on his/her behalf by the Vice President and Corporate Secretary. B. Membership of committees should reflect: (i) the economic and geographic diversity of the Bank's member countries; and (ii) balanced representation between borrowing and non-borrowing member countries (g) Minimum experience as an Executive Director shall not be required for service on a committee. Each Executive Director should expect to serve on at least one, but no more than two, Standing Committees, except that the Dean of the Board should not serve on a Standing Committee, and the Chairperson of each Standing Committee should serve only on that committee. (e) Each constituency represented at the Board by either an elected or appointed Executive Director should be on a given committee for no more than two full consecutive terms, including any period during which the member representing the constituency has served as Chairperson. Notwithstanding this two-term guideline, and to promote continuity of ken and experience, the Chairperson and Vice Chairperson of a committee at the close of a committee term may, subject to their respective agreement, be appointed to the same committee for one additional committee term, and may be selected as Chairperson or Vice Chairperson in accordance with paragraph 12(b) of this Resolution. In addition, **70:** Each committee shall select its Chairperson and Vice Chairperson from among those of its members who expect to complete a two-year term, with a view towards balanced representation, among the Chairmen of the Standing Committees of the Board, of borrowing and non-borrowing member countries.

78. **EIB: Article 23.a Members of the Management Committee** shall be persons of independence, competence and have experience, particularly in financial, banking and/or European Union matters. They shall, at all times: be of high integrity and enjoy a high reputation, possess sufficient knowledge, skills and expertise and be fit and proper to perform their duties. The overall composition of the Management Committee shall aim to reflect an adequately broad range of expertise as well as gender diversity. **Members of the Audit Committee** Article 27: Members shall be chosen from persons having independence, competence and integrity. Members shall possess financial, audit or banking supervisory expertise in the private or public sector, and among themselves should cover the whole range of expertise.

79. **IDB:** 4.2 Only Executive Directors with at least nine (9) months of full-time service on one of the Boards may serve as Chairperson of a Standing Committee of such Board unless otherwise approved by such Board. 4.3 Service time as an Alternate Executive Director on one of the Boards will count towards eligibility for Standing Committee Chairpersonship on such Board. 4.6 In consultation with the Vice Dean and the Executive Directors of the corresponding Board, the Dean will submit the list of proposed Chairpersons and Vice-Chairpersons of the Standing Committees to the respective Boards for approval. If the term of the Dean is within the last 30 calendar days of his or her mandate, the incoming Dean shall be included in the consultations. All Committee Chairpersonships of each Board are open to all eligible Executive Directors of the respective Board. 4.7 In the nomination of Committee Chairpersons, preference should be given to those eligible candidates who have not served the previous year while ensuring, whenever possible, a balance in representation from Regional Developing and other member countries. Expertise and gender balance shall also be taken into account. 4.8 Chairpersons and Vice Chairpersons will serve for one year; exceptionally, if approved by the respective Board, service may be extended by one year. To ensure a smooth transition, new Committee Chairpersons should be selected in early June for appointment on 1 July. **D. Interim appointment** 4.9 If a Director resigns from the position of Chairperson, the First Vice Chairperson will substitute as Chairperson until the end of the original term. The Second Vice Chairperson will become First Vice Chairperson, and a new Second Vice Chairperson shall be appointed.

80. **GAVI:** The criteria for Board committee membership shall be consistent with the guidance principles on gender for board and committee nominations (18.9). Each committee



charter includes a competencies and skills section. Each new member is required to participate in induction training.

#### 4.3.6. Committee structure and coverage

81. The 2019 report spent considerable time reviewing scenarios for eliminating some committees in the context of possible Committee consolidation, and/or, creating new committees. Some of these proposals were based on Committee utilization and workloads at a particular time, and looking back, it is clear the workload and importance of specific committees have tended to shift over time.

82. In terms of coverage, an attempt was made to review the coverage of each of the comparators' Committees to identify potential gaps in coverage. In general, GCF's Committee coverage seems similar to most comparators, with the exception of GCF having an accreditation Committee, which is unique to its needs. As in the 2019 report, gaps were identified in GCF coverage, including in the areas of Coordination of Committee work, Board Governance, Committee coverage of evaluation work, and Committee coverage of HR work. The following section includes the standing Committee structure in the comparators considered. This is followed by a table which provides a broad initial summary of topic coverage across the GCF and comparators.

83. **Global Fund Committees:** The three Committees are a Strategy Committee, an Audit and Finance Committee, and an Ethics and Governance Committee.

84. **IDB Committees:** The five standing Committees are the Audit Committee, the Budget and Financial Policies Committee, the Organization, Human Resources, and Board Matters Committee (OHRA); the Policy and Evaluation Committee (PEC); and the Programming Committee. In addition, a steering Committee is a joint IDB/IIC committee.

85. **World Bank Group (IBRD) (IDA) (IFC) (MIGA) standing committees:** the five standing Committees are the Audit Committee, the Budget Committee, the Committee on Development Effectiveness (CODE), Governance and Executive Directors Administrative matters Committee (COGAM), and the Human Resources Committee.

86. **EIB Committees. The EIB** has a management committee (permanent and representative decision-making body of the Bank) and an audit committee. It also has committees on staff remuneration, risk policy and equity participation, which can give non-binding opinions to facilitate the board's decision-making process. It has an Ethics and Compliance Committee, which will rule on potential conflicts of interest – and shall inform the Board of the decisions adopted.

87. **EBRD Committees:** The Board of Directors has established three Committees: the Audit and Risk Committee, the Budget and Administrative Affairs Committee (BAAC) and the Financial and Operations Policies Committee (FOPC) (together “the Committees”).

88. **AF Committees:** The two standing Committees are an Ethics and Finance Committee, and a Project and Programme Review Committee, which reviews both submissions of projects/programme proposals on the front end, and the performance of projects during implementation.

89. **GAVI Committees:** The five standing committees are a Market Sensitive Decisions Committee, a Governance Committee, an Audit and Finance Committee, a Programme Policy Committee and an Investment Committee. Three or more members serve on each Committee. Save for the Governance Committee, Chairs don't express viewpoints in deliberations or participate in voting. Each BM, together with their alternate BM or any committee delegate, shall be part of a committee. 18.12: Apart from the Market Sensitive Decisions Committee, all committees serve in an advisory capacity to the Board.

90. **AIIB:** The three standing Committees are an Audit and Risk Committee, a Budget and Human Resources Committee, a Policy and Strategy Committee and an Ethics Committee



## **Appendix 1 – List of source documents**

1. AIIB Committee Terms of Reference for the Audit and Risk Committee
  2. Adaptation Fund General Guidelines for Committees
  3. EBRD procedures and terms of Reference of Board Committees
  4. EIB Rules of Procedure:
  5. IDB Consolidated Procedures for the Operation of Committees
  6. Global Fund Operating Procedures of the Board and Committees
  7. WBG Consolidated Committee Guidelines
  8. WBG Terms of Reference for Standing Committees
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