

Fund for responding to Loss and Damage

FRLD/B.4/14

15 January 2025

Fourth meeting of the Board
2–5 December 2024
Manila, Philippines

Decisions of the Board – fourth meeting of the Board, 2–5 December 2024

Summary

This document contains a compilation of the decisions of the Board of the Fund for responding to loss and damage adopted at the fourth meeting of the Board, in Manila, Philippines, from 2 to 5 December 2024.

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Agenda item 1: Opening of the meeting

1. The meeting was opened by the Co-Chairs, on Monday, 2 December 2024.

Agenda item 2: Organizational matters

(a) Adoption of the agenda

2. The Board adopted the agenda as shown below:
 1. Opening of the meeting
 2. Organizational matters
 - (a) Adoption of the agenda
 - (b) Organization of the work of the meeting
 3. Report of the third meeting of the Board
 4. Report of the interim secretariat
 - (a) Report on the activities of the interim secretariat
 - (b) Report on the execution of the administrative budget
 5. Report of the Co-Chairs
 - (a) Activities of the Co-Chairs
 - (b) Proposals from the Co-Chairs
 - (c) Co-Chairs' proposals on decision-making
 - (i) Co-Chairs' proposal on the travel policy of the Board
 - (ii) Co-Chair's proposal on options and choices for the Fund to further operationalize a bottom-up country-led approach that promotes and strengthens national responses to loss and damage
 - (iii) Co-Chair's proposal on options for early interventions by the Fund, including as early as 2025–2026
 6. Establishment of the new, dedicated and independent secretariat of the Fund
 - (a) Administrative budget for the transition from the interim to the new, dedicated, and independent secretariat
 7. Additional rules of procedure of the Board
 8. Participation of active observers in Board meetings and related proceedings
 - (a) Arrangements for the participation of active observers
 - (b) Accreditation process for observers
 - (c) Consultative forums for engaging and communicating with stakeholders
 9. Arrangements for establishing and operationalizing the annual high-level dialogue
 10. Status of resources
 11. Dialogue with civil society
 12. Dates and venues of future meetings
 13. Other matters
 14. Closure of the meeting

(b) **Organization of the work of the meeting**

3. No decision was adopted under this agenda item.

Agenda item 3: Report of the third meeting of the Board

4. Document FRLD/B.3/12, titled “Report of the third meeting of the Board of the Fund for responding to Loss and Damage” was issued to the Board under this agenda item.
5. The Board adopted the report of the third meeting of the Board.

Agenda item 4: Report of the interim secretariat

(a) **Report on the activities of the interim secretariat**

6. Document FRLD/B.4/2 titled “Report of the interim secretariat” was issued to the Board under this agenda item.
7. The Board took note of the report of the interim secretariat.

(b) **Report on the execution of the administrative budget**

2. Document FRLD/B.4/2/Add.1 titled “Report of the interim secretariat – Addendum I: Execution of the administrative budget” was issued to the Board under this agenda item.
8. The Board took note of the execution of the administrative budget as contained in document FRLD/B.4/2/Add.1.

Agenda item 5: Report of the Co-Chairs

(a) **Report on the activities of the Co-Chairs**

9. Document FRLD/B.4/3 titled “Report of the Co-Chairs of the Board” was issued to the Board under this agenda item.
10. The Board took note of the report of the Co-Chairs of the Board as contained in document FRLD/B.4/3.

(b) **Proposals from the Co-Chairs**

(i) *Co-Chairs’ proposals on decision-making*

11. Document FRLD/B.4/3/Add.1/Rev.1 titled “Report of the Co-Chairs of the Board – Addendum I: Proposal for procedures for taking decisions between meetings” was issued to the Board under this agenda item.
12. The Board adopted the following decision.

DECISION B.4/D.1: Procedures for taking decisions between meetings

The Board, having considered document FRLD/B.4/3/Add.1/Rev.1 titled “Report of the Co-Chairs of the Board – Addendum I: Proposal for procedures for taking decisions between meetings”:

- (a) *Welcomes the Co-Chair’s proposal on procedures for decision-making without a Board meeting;*
- (b) *Adopts the procedures for taking decisions between meetings, as contained in annex I to this document;*
- (c) *Requests the Co-Chairs to undertake further consultations with a view of presenting to the Board a proposal for taking decisions between meetings in other instances, including to facilitate the streamlined and rapid approval process, as described in paragraph 41 of the Governing Instrument of the Fund.*

(ii) *Co-Chairs' proposal on the travel policy of the Board*

13. Document FRLD/B.4/4 titled "Travel policy for the Board" was issued to the Board under this agenda item.

14. The Board adopted the following decision.

DECISION B.4/D.2: Travel Policy for the Board

The Board, having considered document FRLD/B.4/4, "Travel policy for the Board":

(a) Adopts the Travel Policy for the Board, as contained in annex II to this document;

(b) Notes that regular reports relating to support for travel will be provided by the interim secretariat in the context of the implementation of the administrative budget of the interim secretariat and, following the transition to the new, independent Secretariat, by the Secretariat.

(iii) *Co-Chairs' proposal on options and choices for the Fund to further operationalize a bottom-up country-led approach that promotes and strengthens national responses to loss and damage*

15. No document was issued to the Board under this agenda item.¹

16. The Co-Chairs invited the Executive Director, Mr Ibrahim Cheikh Diong, to present to the Board the propositions on the operationalization of the Fund for responding to loss and damage (FRLD).

17. The Board adopted the following decision.

DECISION B.4/D.3: Co-Chairs' proposal on options and choices for the Fund to further operationalize a bottom-up country-led approach that promotes and strengthens national responses to loss and damage and options for early interventions by the Fund as early as 2025-2026

The Board,

Recalling its decision FLD/B.2/D.10 requesting the interim secretariat, under the guidance of the Co-Chairs and drawing upon external resources, to develop a proposition outlining: (i) options and choices for the Fund to further operationalize a bottom-up country-led approach that promotes and strengthens national responses to loss and damage; and (ii) options for early interventions by the Fund as early as 2025–2026 (hereinafter referred to as the "start-up phase"),

Recognizing the need for a pragmatic and phased approach to the operationalization of the Fund,

Emphasizing the importance of establishing a functioning Secretariat for the effective operationalization of the Fund:

(a) Notes the propositions for operationalizing the Fund presented by the Executive Director at the fourth meeting of the Board;

(b) Requests the Secretariat, under the guidance of the Co-Chairs, to develop and present to the Board a range of options and propositions including but not limited to the documents listed in the workplan contained in annex III to this document;

(c) Decides that the work of the Secretariat as referred to in subparagraph (b) above will be informed by:

¹ Document FRLD/B.4/5 titled "Co-Chairs' proposal on bottom-up and access modalities" under agenda item 5 was superseded by the Executive Director's presentation to the Board on propositions on options and choices for the Fund to further operationalize a bottom-up country-led approach that promotes and strengthens national responses to loss and damage.

- (i) *Virtual consultations with members and alternate members of the Board and active observers before the fifth meeting of the Board, including on the draft documents;*
- (ii) *Inputs from members and alternate members of the Board, observers and entities that form part of the funding arrangements, communities on the frontlines of climate change, as well as other relevant stakeholders;*
- (d) *Decides that the start-up phase will develop inclusive, bottom-up country-led approaches that promotes and strengthens national responses to loss and damage, drawing on the range of financial instruments set out in the Governing Instrument of the Fund, including budgetary support through direct access;*
- (e) *Also decides that the start-up phase will serve as the initial period to test and refine operational approaches that are to be developed and implemented in parallel with the longer-term operational policies and procedures, with a view to generating lessons and evidence to refine the development and implementation of such long-term strategies towards a fully fledged operating model, and enabling rapid learning while maintaining flexibility to adjust approaches based on early implementation experience;*
- (f) *Requests the Secretariat to provide the Board with the draft documents listed in the annex for review and comment 21 days prior to the relevant Board meeting;*
- (g) *Emphasizes that activities implemented during the first phase of operation of the Fund will not prejudice nor necessarily set precedent for the development of the long-term operational modalities of the Fund;*
- (h) *Requests the Secretariat to submit a progress report on this workplan at each Board meeting, including any revisions to the timelines that may be required.*
- (iv) *Co-Chairs' proposal on options for early interventions by the Fund, including as early as 2025–2026*

18. No document was issued to the Board under this agenda item.

19. Matters under this agenda item were discussed in the context of agenda item 5(b)(iii), above.

Agenda item 6: Establishment of the new, dedicated and independent secretariat of the Fund

(a) Administrative budget for the transition from the interim to the new, dedicated and independent secretariat

20. Document FRLD/B.4/6/Rev.1 titled “Workplan and administrative budget of the Fund for 1 January – 30 June 2025” was issued to the Board under this agenda item.

3. The Board adopted the following decision.

DECISION B.4/D.4: Workplan and administrative budget of the Fund for 1 January to 30 June 2025

The Board, having considered document B.4/6/Rev.1 titled “Workplan and administrative budget of the Fund for 1 January to 30 June 2025”:

- (a) *Approves the workplan for the independent secretariat for 1 January to 30 June 2025, as contained in document B.4/6/Rev.1;*
- (b) *Also approves the administrative budget for the Board for 1 January to 30 June 2025 in the amount of USD 365,422 as set out in table 2 of document B.4/6/Rev.1;*
- (c) *Further approves the administrative budget for the independent secretariat for 1 January to 30 June 2025 in the amount of USD 2,533,743 as set out in table 3 of document B.4/6/Rev.1;*

(d) Approves the administrative budget for the interim secretariat for 1 January to 30 June 2025, in the amount of USD 1,317,010 as set out in table 4 of document B.4/6/Rev.1;

(e) Also approves the budget for the interim Trustee for 1 January to 30 June 2025 in the amount of USD 479,000, as set out in table 5 of document B.4/6/Rev.1;

(f) Further approves a contingency budget of USD 168,000 for 1 January to 30 June 2025 as set out in table 6 of document B.4/6/Rev.1 for expenditures that may be incurred or planned for by the Board;

(g) Authorizes the interim secretariat, in consultation with the ad hoc subcommittee on the administrative budget, to execute the contingency budget approved in paragraph (f) without seeking approval of the Board;

(h) Requests the independent secretariat, in consultation with the ad hoc subcommittee on the administrative budget to prepare a comprehensive workplan for the Fund's Secretariat and administrative budgets for July to Dec 2025 and to present it to the Board for review and approval at the fifth meeting of the Board.

Agenda item 7: Additional rules of procedure of the Board

21. Document FRLD/B.4/7 titled "Additional rules of procedure of the Board" was issued to the Board under this agenda item.

22. The Board adopted the following decision.

DECISION B.4/D.5: Rules of Procedure of the Board

The Board, having considered document FRLD/B.4/7/Add.1 titled "Additional rules of procedure of the Board":

(a) Welcomes the work of the ad hoc subcommittee on the additional Rules of Procedure of the Board;

(b) Adopts the Rules of Procedure of the Board, as contained in annex IV to this document;

(c) Notes that the first term of the Board started on 30 April 2024;

(d) Decides that the election of the next Co-Chairs will take place during the seventh meeting of the Board;

(e) Also decides that, for pragmatic reasons and on an exceptional basis to align the Board term to a calendar year, the first term of Board membership shall be considered to end on 31 December 2027;

(f) Further decides that, with respect to the Rules of Procedure:

(i) With reference to paragraph 3 of the Rules of Procedure, the process through which the notifications from the developed countries constituency were received for the first term of the Board shall not constitute a precedent for the future;

(ii) With reference to paragraph 17 of the Rules of Procedure, the guidelines for the participation of Advisers in meetings of the Board and meetings of committees shall be developed by the Board no later than at its fifth meeting;

(iii) With reference to paragraphs 18 and 22–23 of the Rules of Procedure, for the duration of the interim period, the Board shall meet at least three times every year, excluding any extraordinary meetings, and that each regular meeting shall be held in person;

(iv) Also with reference to paragraphs 18 and 22–23 of the Rules of Procedure, at least two meetings per year shall take place in person in the host country of the Board, unless otherwise decided by the Board;

- (v) *With reference to paragraph 41 of the Rules of Procedure, the Board may decide to have certain documents, including but not limited to operational policies and procedures, translated into other languages, following an estimate of budgetary implications to be provided by the ad hoc subcommittee on budget;*
- (vi) *Pending adoption of the procedures referred to in paragraphs 48 and 49 of the Rules of Procedure no later than at the sixth meeting of the Board, the Co-Chairs shall temporarily jointly determine when all efforts at reaching consensus have been exhausted;*
- (vii) *For the purposes of paragraph 53 of the Rules of Procedure, the policy on conflicts of interest to be developed by the Board may take into account the policies regulating the same matters of similar funds, and of the institution that is expected, pursuant to relevant decisions of the Conference of the Parties and the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement, to host the Secretariat of the Fund;*
- (g) *Requests the Co-Chairs to revert with guidelines for determining the practice of absence for the purposes of paragraph 18 of the Governing Instrument of the Fund no later than at the sixth meeting of the Board.*

Agenda item 8: Participation of active observers in Board meetings and related proceedings

(a) Arrangements for the participation of active observers

23. Document FRLD/B.4/8 titled “Background paper on the participation of active observers in Board meetings and related proceedings” was issued to the Board under this agenda item.

24. The Board adopted the following decision.

DECISION B.4/D.6: Policy on the participation of active observers in Board meetings and related proceedings

The Board, having considered document FRLD/B.4/8 titled “Background paper on the participation of active observers in Board meetings and related proceedings”:

(a) *Requests the Secretariat, with the support of the interim secretariat, to further develop the draft policy on the participation of active observers in Board meetings and related proceedings based on the deliberations of the Board at its fourth meeting, and to present it for Board consideration at its sixth meeting;*

(b) *Also requests the Secretariat, with the support of the interim secretariat, to undertake consultations with the Board representatives of the nine observer constituencies of the United Nations Framework Convention on Climate Change and other relevant stakeholders in finalizing the policy referred to in paragraph (a) above.*

(b) Accreditation process for observers

25. Document FRLD/B.4/9 titled “Background paper on the accreditation of observers to the Fund for responding to Loss and Damage” was issued to the Board under this agenda item.

26. The Board adopted the following decision.

DECISION B.4/D.7: Accreditation of observers

The Board, having considered document FRLD/B.4/9 titled “Background paper on the accreditation of observers to the Fund for responding to Loss and Damage”:

(a) *Decides that a “blanket approach” will be applied for an interim period of no more than three (3) years, under which observer organizations already accredited to the United Nations Framework Convention on Climate Change, other operating entities of the financial mechanism of the Convention, the Adaptation Fund, the Special Climate Change*

Fund and the Least Developed Countries Fund, may request to be considered as an accredited observer organization of the Fund by submitting the following:

- (i) *A request for accreditation, including proof of accreditation as an observer organization by another organization referred to in paragraph (a) above;*
- (ii) *Where not included in the proof of accreditation referred to in paragraph (i) above, information on its legal status, place of legal incorporation and headquarters/main office;*
- (b) *Also decides that the “blanket approach” referred to in paragraph (a) above will apply until a comprehensive framework on overall observer engagement, developed with appropriate inputs of the organizations referred to in paragraphs (a) above and (c) below, is adopted by the Board or until the end of the interim period, whichever occurs first;*
- (c) *Requests the Secretariat to undertake consultation with current and other potential observer organizations to identify non-traditional observer constituencies, including those that may be community-based, and in particular organizations that work with people who have been directly affected by climate change as well as representatives of vulnerable communities, with a view to informing future considerations of the Board on accrediting such observer organizations;*
- (d) *Also requests the Secretariat to report to the Board on the implementation of this decision at every meeting of the Board, starting at the fifth meeting of the Board, until the comprehensive framework is adopted by the Board.*

(c) Consultative forums for engaging and communicating with stakeholders

27. Document FRLD/B.4/10 titled “Background paper on consultative forums for engaging and communicating with stakeholders” was issued to the Board under this agenda item.

28. The Board adopted the following decision.

DECISION B.4/D.8: Consultative forums for engaging and communicating with stakeholders

The Board, having considered document FRLD/B.4/10 titled “Background paper on consultative forums for engaging and communicating with stakeholders”:

- (a) *Requests the Secretariat, with the support of the interim secretariat, to prepare, based on the deliberations of the Board at its fourth meeting, a proposal for guidelines on consultative forums for engaging and communicating with stakeholders, for consideration by the Board at its sixth meeting;*
- (b) *Also requests the Secretariat, with the support of the interim secretariat, to undertake consultations with the Board, representatives of the nine observer constituencies of the United Nations Framework Convention on Climate Change and other relevant stakeholders in the development of the proposal for guidelines.*

Agenda item 9: Arrangement for establishing and operationalizing the annual high-level dialogue

29. Documents FRLD/B.4/11 titled “Concept note on the high-level dialogue” and FRLD/B.4/12 titled “Report on the launch event of the high-level dialogue” were issued to the Board under this agenda item.

30. The Board adopted the following decision.

DECISION B.4/D.9: Arrangements for establishing and operationalizing the annual high-level dialogue

The Board, having considered documents FRLD/B.4/11 titled “Concept note on the high-level dialogue” and FRLD/B.4/12 titled “Report on the launch event of the high-level dialogue”:

- (a) *Takes note of the report on the launch event of the high-level dialogue;*
- (b) *Endorses the concept note on the high-level dialogue;*
- (c) *Requests the Secretariat, supported by the interim secretariat, in coordination with the Office of the United Nations Secretary-General and the Co-Chairs:*
 - (i) *To organize the first annual high-level dialogue on the basis of the concept note, on the margins of the 2025 Spring Meetings of the International Monetary Fund and the World Bank Group to be held in Washington, D.C., United States of America;*
 - (ii) *To undertake the necessary preparations for the first annual high-level dialogue;*
 - (iii) *To issue invitations to the first annual high-level dialogue to selected participants and selected speakers in accordance with decisions 1/CP.28 and 5/CMA.5, annex II, paragraph 14.*

Agenda item 10: Status of resources

- 31. Documents FRLD/B.4/13 titled “Status of resources” and FRLD/B.4/13/Add.1 titled “Status of resources – Addendum 1: Payments of contributions to the Trustee by means of promissory notes as an alternative to cash” were issued to the Board under this agenda item.
- 32. The Board took note of the status of resources as contained in document FRLD/B.4/13.
- 33. The Board adopted the following decision.

DECISION B.4/D.10: Payments of contributions to the Trustee by means of promissory notes as an alternative to cash

The Board, having considered document FRLD/B.4/13/Add.1 titled “Payments of contributions to the Trustee by means of promissory notes as an alternative to cash”:

- (a) *Endorses the use of payments of contributions delivered to the Trustee by means of promissory notes as an alternative to cash, in accordance with article III, paragraph 3.04. of the Trustee Agreement;*
- (b) *Notes the agreement of the Trustee to accept payments of contributions by means of promissory notes on the basis set forth in this decision and the Trustee Agreement;*
- (c) *Mandates the Trustee to reduce the amount of funds available for allocation by a certain percentage of the prevailing USD value of the unencashed non-USD promissory notes balances, according to its own policies and procedures, to avoid over-allocation of funds due to currency volatility.*

Agenda item 11: Dialogue with civil society

- 34. No document was issued under this item.
- 35. No decision was adopted under this item.

Agenda item 12: Dates and venues of future meetings

- 4. No document was issued under this item.
- 5. This item was not opened.

Agenda item 13: Other matters

- 36. No decision was adopted under this item.

Agenda item 14: Closure of the meeting

37. The meeting was closed on Thursday, 5 December 2024.

Annex I

Procedures for taking decisions between meetings

I. Introduction

1. According to the Governing Instrument of the Fund the Board “will adopt procedures for taking decisions between meetings”. Decisions without a meeting will occur when in the judgment of both Co-Chairs, including following a recommendation from the Executive Director, a decision could be considered and made between meetings of the Board.
2. The following procedures implement the provisions of the Governing Instrument by establishing the following procedures for taking decisions between meetings.

II. Tacit procedures

A. Standard tacit procedure

3. The Secretariat, with the approval of the Co-Chairs, shall transmit to members and alternate members of the Board a proposed decision with the invitation to approve the decision on a no-objection basis within a prescribed period – generally 21 calendar days and in any event no less than 7 days from and including the date of transmittal of the draft decision.
4. Copies of such proposal shall be provided to the active observers for their information, unless otherwise determined by the Co-Chairs in compliance with relevant policies on access to information and disclosure.
5. A Board member may submit a “Written Request” to (i) raise a question or request clarification, and/or (ii) record comments, and/or (iii) request the matter to be deferred to the next Board meeting (in which case the Board member(s) raising the Written Request shall provide detailed written reasons as to why a decision cannot be approved at that time). In either case, a request will be made in writing.
6. A communication, including a Written Request from a Board member in respect of the draft decision shall not be considered as an objection unless it meets the requirements of paragraph 7(b) below.
7. If a Written Request is received during the period prescribed for replies, the Co-Chairs will work through such Written Request with the relevant Board member directly. The Co-Chairs may delegate part of this responsibility to the Secretariat. A Written Request will not suspend the prescribed period for replies, unless the Written Request has been received within 3 days from the end of the prescribed period for replies, in which case the time period will be suspended.
 - (a) If the Written Request is raised pursuant to paragraph 5(i) and/or 5(ii) above, the decision shall be deemed approved at the end of the prescribed period, subject to the Co-Chairs having successfully addressed the Written Request;
 - (b) If the Written Request is raised pursuant to paragraph 5(iii) above and the relevant Board member(s) upholds their Written Request following discussion with the Co-Chairs, the draft decision will be considered by the Board at the following Board meeting. If the relevant Board member withdraws their Written Request at any time prior to the Board meeting, the proposed decision shall be deemed approved on the later of (i) the end of the period prescribed for replies, or (ii) the date on which the Written Request is withdrawn, subject to the exceptions in paragraph 8 below in respect of a Written Request that is withdrawn after the end of the period prescribed for replies.
8. If a Written Request is withdrawn after the prescribed period has expired (and no other Written Requests remain in place), then the relevant decision proposed for approval shall be

deemed approved unless the proposed decision, if approved on the date on which the Written Request is withdrawn, would:

- (a) Adversely affect third parties in a way that it would not have done had it been approved at the end of the prescribed period for replies;
- (b) No longer be appropriate in the light of facts that have emerged, or events that have occurred, in the period between the expiration of the prescribed period for replies and the date on which the Written Request is withdrawn; or
- (c) Reinstate or otherwise reapprove a decision that by such date may have lapsed.

9. If any of paragraphs 8(a)–(c) above apply, the Co-Chairs shall determine the course of action with respect to the decision.

10. The Secretariat shall, on behalf of the Co-Chairs, update the members and alternate members of the Board on the status of the draft decision (i) as soon as a Written Request has been received, (ii) at the expiry of the prescribed period and (iii) at any time as requested and/or authorized by the Co-Chairs. The Co-Chairs will provide a detailed written report to the Board on all matters regarding a proposed decision.

11. Decisions approved without a meeting shall be noted at the beginning of the following Board meeting and shall be recorded in the report of that meeting. The report will also reflect comments made through Written Requests pursuant to paragraph 5(ii), unless otherwise indicated in the Written Request.

12. The Secretariat shall circulate the Co-Chairs' report including all Written Requests to members and alternate members of the Board and notify all the members and alternate members of the Board of the action taken pursuant to this paragraph.

B. Procedure for decisions on administrative matters

13. Administrative matters include budgetary issues, staffing, audit and related financial decisions. The procedure may also be used for decisions that follow a request and a subsequent decision from the Board committee in charge of budgetary matters.

14. Approval of the Secretariat's workplan, including for the interim period, is not in the scope of this procedure.

15. The Co-Chairs may issue a proposal for a decision without a Board meeting, using the tacit procedure with the following adjustments:

- (a) The prescribed period for replies is generally 14 calendar days and, in any event, no less than 7 days from and including the date of transmittal of the draft decision;
- (b) Board members may, within the prescribed period, raise Written Requests to (i) raise a question or request clarification, and/or (ii) record comments, and/or (iii) raise an objection;
- (c) If a Written Request is raised by a Board member, the Co-Chairs (including the Secretariat upon delegation by the Co-Chairs) will promptly, and in any event within 36 hours, inform the Board on how they intend to address the Written Request. The Co-Chairs may arrange a virtual technical session on the decision, including if requested by a Board member. A Written Request will not suspend the period prescribed for replies unless it has been received two days (48 hours) or less from the end of the period prescribed for replies, in which case the Co-Chairs will determine when the period prescribed for replies resumes its course and will inform the Board accordingly.

16. At the expiration of the period prescribed for replies, the decision will be deemed approved unless there is a formal objection under paragraph 15(b)(iii) above, complete with written justification for the objection.

17. All other elements of the standard tacit procedure remain applicable to this procedure.

Annex II

Travel Policy for the Board

I. Purpose and scope

1. The provisions of this Travel Policy apply to the travel of members and alternate members of the Board from developing countries as well as one designated adviser for each member and alternate member of the Board from developing countries (collectively referred to for the purposes of this document as the “traveller”).
2. The Travel Policy sets out the basic rules and procedures governing travel for the participation of travellers, as defined above, in Board meetings, including any consultations or other meetings preceding Board meetings, meetings of committees, panels or groups, as well as travel to represent the Fund in external events (referred to for the purpose of this document as “Official Travel”).
3. This document is not intended to cover every possible situation. Instead, it provides basic rules and procedures for both the traveller and those administering travel services in the Fund.

II. Principles

4. In line with the travel-related measures outlined in decision B.2/D.14, paragraph (e), the Fund recognizes the need for safeguarding the well-being and safety of travellers, and the need for balance between Official Travel, workload and related costs.
5. The Fund will also consistently make efforts to reduce and mitigate the environmental impact and carbon footprint related to the implementation of the Travel Policy and ensure sustainability of travel, and address considerations of cost-efficiency of travel.
6. On their part, travellers accept their shared responsibility for their travel behaviour and the environmental impact, while undertaking Official Travel.
7. Travellers are expected to be prudent and cost-conscious with respect to Official Travel and should also bear in mind that travel expenses represent a significant component of the Fund’s administrative costs. Travellers are responsible for controlling travel expenses and adhering to the policies and procedures outlined in this policy.
8. This Travel Policy is based on the following considerations:
 - (a) Health, safety and security of travellers;
 - (b) Environmental impact and sustainability of travel;
 - (c) Cost-efficiency and minimization of travel costs;
 - (d) Consistency in the application of travel rules.
9. Travellers may opt out from the arrangements of funded travel.

III. Eligibility criteria for funded travel

10. The following persons are eligible for funding of travel from the administrative budget of the Fund:
 - (a) Members and alternate members of the Board from developing countries, for participation at any in-person Board meetings, including those preceding Board meetings such as consultations, and in-person meetings of committees, panels or groups of which they are members;

(b) The Co-Chair or other members or alternate members of the Board from developing countries, if designated by the Board to represent the Fund in external events;

(c) One adviser for each member and alternate member of the Board from developing countries.

IV. Travel planning and authorization

11. Travel arrangements for eligible members and alternate members of the Board shall be initiated as early as possible, following their registration to attend a Board meeting or another official engagement in their capacity as defined in paragraph 2 above, and shall be processed in connection with the dates of such official engagement.

12. Advisers eligible for funded travel shall be confirmed by their respective member or alternate member of the Board prior to the initiation of travel arrangements.

13. Relevant arrangements shall be processed as early as possible, with authorization completed preferably by 21 days to the date of departure, and ticket issuance completed at least 16 days to the date of departure.

14. All arrangements of funded travel shall be for the dates of official engagement as defined prior to the date of departure.

V. Routing

15. The Fund is committed to the environmental sustainability and cost-efficiency of its travel, which will guide the choice of routing and mode of travel as set out in this policy.

16. The “Official Itinerary” will normally be the most direct and cost-effective route. The Official Itinerary will be determined by the travel agency based on the present policy, which may include more than one option for itinerary.

17. The determination of the most direct and cost-effective routing results from the following two-step process: (i) identifying one or more most direct routes and (ii) selecting among these routes the one with the lowest cost. Within the timeline established in paragraph 13 above, consideration may be given to the duration of the journey and the time of departure and arrival.

18. Routes are considered most direct when they have the most frequent operations, result in the least elapsed travel time, and involve the least number of stops or sectors. If there are two or more itineraries with the same number of stopovers, the one with the shortest travel time will be considered the most direct.

19. Without prejudice to paragraph 17 above, the following considerations shall apply:

(a) For an Official Itinerary eligible for the class of service immediately below the first class, as defined further in paragraph 24 below, when the most direct route is substantially more expensive than an alternative route or routes (i.e. by more than 15 per cent), the Official Itinerary shall be the less costly alternative route, provided the travel time of the alternative does not exceed the travel time for the most direct route by more than four hours each way;

(b) For an Official Itinerary in economy class, the traveller shall be provided with the most direct flight option, without consideration of the additional cost.

VI. Calculation of the duration of the journey

20. For the purposes of determining the official mode of travel (i.e. by air or by train), the route of travel, the standard of accommodation (class of service) and other entitlements where the duration of the journey is relevant, the computation of the duration shall be based on the scheduled departure and arrival times terminal-to-terminal: that is, either departure

from/arrival at airports when the official mode of travel is by air, or departure from/arrival at train stations when the official mode of travel is by train.

VII. Mode of travel

21. In keeping with the Fund's commitment to reducing the greenhouse gas emissions arising from its travel, the normal mode of travel for short distances will be by train when the travel time does not exceed six hours and if served by such services.

22. For surface travel of more than six hours, the mode of travel may be either by air or by train, based on the preference of the traveller. Travel by train is encouraged wherever it is a viable option.

VIII. Standard travel entitlements

23. The class of service for travellers will be economy class.

24. For members and alternate members of the Board, the class of service will be the class immediately below the first class (business class cabin, where available) when a single leg journey is 9 hours or more, and for multi-leg journeys if the combined travel time of the journey is 11 hours or more, including a maximum of 2 hours of connection time, provided that the journey to the next destination resumes within 12 hours. Where possible, members and alternate members of the Board are encouraged to voluntarily downgrade their entitlement from business class to premium economy cabins or economy class.

25. Travel by train will always be in the first class or equivalent, regardless of the travel time.

A. Deviations from standard travel entitlements

26. Travellers eligible for provision specified in paragraph 24 are encouraged to voluntarily downgrade their entitlement from business class to premium economy cabins or economy class, if the fare of the downgraded itinerary is lower than that of the initial Official Itinerary. In such cases, the downgraded itinerary shall be considered the effective Official Itinerary unless it differs from the initial Official Itinerary in the routing and dates at the location of an official engagement for which funded travel is provided.

27. Travellers may upgrade to a class above the official standard travel entitlements as defined in paragraph 23 with any cost difference to be covered personally by the traveller.

IX. Travel arrangements

28. The Fund will administer all travel arrangements through a designated travel agency, which will be designated by the Secretariat.

29. In exceptional cases, the traveller may be authorized to purchase their own tickets (self-ticket) for air travel or train travel, but the entitlement is limited to the actual cost of tickets not exceeding the value of the Official Itinerary. In such instances, these arrangements shall be approved by the Fund in advance, before any purchase takes place.

X. Daily subsistence allowance

30. Daily subsistence allowance (DSA) is provided to cover such charges as meals, lodging, gratuities and other payments made for services received during Official Travel.

31. DSA rates established by the International Civil Service Commission shall be applied as follows:

(a) If it involves a night away from the traveller's residence, a full day's DSA shall be paid;

(b) If it does not involve a night away from the traveller's residence:

(i) No allowance shall be paid for Official Travel of less than 10 hours;

(ii) Forty per cent of the allowance shall be paid for Official Travel of 10 hours or more.

32. For Official Travel of 24 hours or longer, DSA shall be provided as follows:

(a) DSA shall be paid from the first day of arrival at the location until the day before departure in line with the Official Itinerary;

(b) DSA shall not be paid while in flight from one location to another;

(c) Expenses for meals and other necessary items incurred during unavoidable stopover of 2 hours or longer may be reimbursed up to 30 per cent of the DSA of the location.

33. When accommodation and/or meals are provided free of charge on all occasions, including at Board meetings and other events, the rate of the DSA shall be reduced:

(a) By 50 per cent if accommodation is provided;

(b) By 10 per cent for each meal provided free of charge or included as part of the accommodation and/or meeting or event arrangements.

34. The traveller, in addition to the DSA to be paid pursuant to paragraphs 30–33 above, shall be paid one additional day's DSA in lieu of reimbursement for any and all terminal expenses, including all expenditures for transportation between the airport or other point of arrival or departure and the hotel or place of dwelling, visa fees, travel insurance and other miscellaneous expenses.

XI. Accommodation arrangements

35. The traveller is responsible for making the accommodation arrangements.

36. In case of unavoidable stopover of 9 hours or longer in the daytime and 6 hours or longer if it includes any time between 10 p.m. and 4 a.m., accommodation expenses in transit may be reimbursed up to 50 per cent of the DSA rate of the location.

XII. Carbon offset

37. The Fund will endeavour to adopt a scheme for offsetting carbon emissions for Official Travel, to be administered by the Secretariat.

XIII. General guidelines

38. Travellers will be responsible for ensuring, before departing on Official Travel, that they are in possession of their tickets, valid passports and relevant visas (including transit visas, if such are required), and other essential travel-related documents, as well as for making their own travel insurance arrangements, in connection with provisions of paragraph 34 above.

39. Travellers should ensure that they are fit to travel, based on their recent physical examination, and that the necessary measures for immunization and/or other medical requirements are administered to them accordingly.

XIV. Final provisions

40. This Travel Policy will enter into force immediately upon adoption by the Board, and shall be reviewed every four years following its adoption.

Annex III

Workplan with a view to achieving full operationalization of the Fund by 2027

<i>Documents to present to the Board for decision or information</i>	<i>Time frame</i>
<i>Proposal for start-up phase including:</i> A first set of interventions, in support of bottom-up, country-owned approaches, including technical support and a direct budget support system Simplified procedures and criteria for fast-tracked screening to determine functional equivalency, including for safeguards and standards in line with paragraph 50 of the Governing Instrument Support the Board's work in developing the mechanism in paragraph 22(f) of the Governing Instrument and as laid out in the workplan of the Board in the appendix to decision B.2/D.10 List of entities for fast-track screening (Governing Instrument, para. 49(b)) ^a Initial resource allocation system in line with paragraph 60 of the Governing Instrument Initial results management framework	B.5
<i>Propose a workplan, including the below elements that will lead to the establishment of a functioning Secretariat with a minimum core technical team, including:</i> Organizational structure ensuring inclusive and diverse staffing Performance management, development and evaluation system with annual objectives Results-based key performance indicators for the Executive Director	B.5
Support the Board in preparing and implementing the long-term resource mobilization strategy and plan for the Fund to mobilize financial resources Propose the following: <ul style="list-style-type: none"> • Programme and project approval cycle • Preparatory work on broader range of financial instruments • Complementarity and coherence modalities with: <ul style="list-style-type: none"> • Santiago Network • GCF, GEF, AF and CIF • Financing partnerships with the funding arrangements, harnessing the mosaic of actors, following the first high-level dialogue • Knowledge partnership with the WIM Ex-Com, informed by the ongoing review of the Warsaw International Mechanism (WIM) 	B.6–B.7
Propose the following: <ul style="list-style-type: none"> • Monitoring and evaluation plan • Communications and outreach plan • Budgeting framework 	B.6–B.7
Prepare and convene the second annual high-level dialogue and beyond	B.7–B.8
Present an updated proposal for the long-term operation of the Fund	B.8–B.9

^a Noting that activities implemented during the first phase of operation of the Fund will not be understood to prejudice or necessarily set precedent for the development of the long-term operational modalities of the Fund.

Annex IV

Additional rules of procedure

Provisions from the Governing Instrument of the Fund²

D. Rules of procedure of the Board

1. Co-chairs

23. The Board will elect two Co-Chairs from within its membership, one from a developed country and one from a developing country, who will serve a term of one year. The Co-Chairs may be re-elected. If a Board member is elected as Co-Chair, that member may request their alternate member to express the respective regional group's or constituency's viewpoint in Board deliberations. However, the Board member retains the right to vote.

2. Term of membership

24. Members and alternate members of the Board are to serve for a term of three years and are eligible to serve additional terms, as determined by their regional group or constituency, for a maximum of two consecutive terms.

3. Quorum

25. A three-fourths majority of Board members must be present at a meeting to constitute a quorum.

4. Decision-making

26. 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. The Board will adopt procedures for taking decisions between meetings.

5. Observers

27. The Fund will make arrangements to allow for the effective participation of observers in its meetings, including developing and carrying out an observer accreditation process.

6. Stakeholder input and participation

28. The Fund will establish consultative forums to engage and communicate with stakeholders. The forums will be open to a wide range of stakeholders, including representatives of civil society organizations, environmental and development nongovernmental organizations, trade unions, Indigenous Peoples, youth, women, climate induced migrants, industries and sectors impacted by climate change, community-based organizations, bilateral and multilateral development cooperation agencies, technical and research agencies, the private sector and governments. Participation in such forums should reflect a balance among United Nations geographical regions.

29. The Fund will develop mechanisms to promote the input and participation of stakeholders, including private sector actors, civil society organizations and the groups most vulnerable to the adverse effects of climate change, including women, youth and Indigenous Peoples, in the design, development and implementation of the activities financed by the Fund.

7. Expert and technical advice

30. The Board may establish expert and technical panels to support its work and to provide inputs to the Fund's activities. These panels may include representatives of relevant constituted bodies established under the Convention and the Paris Agreement.

8. Additional rules of procedure

31. The Board will develop additional rules of procedure.

Additional rules of procedure of the Board
including relevant provisions of the Governing Instrument and decisions 1/CP.28 and 5/CMA.5

Part I. Scope and applicability

1. These rules of procedure shall apply to the conduct of business of the Board of the Fund and, except as otherwise decided by the Board, mutatis mutandis to Committees, Panels and expert bodies established by the Board.

Part II. Definitions

2. For the purpose of these rules:

(a) “Active observer” means any representative invited to participate in Board meetings and related proceedings pursuant to paragraph 20 of the Governing Instrument;

(b) “Adviser” means an expert providing advice to a member and/or alternate member during or in connection with Board meetings and similar activities related to the Fund;

(c) “Alternate member” means any one of the 26 alternate members of the Board referred to in paragraph 18 of the Governing Instrument;

(d) “Board” means the Board of the Fund;

(e) “Board member” means any one of the 26 members of the Board referred to in paragraph 17 of the Governing Instrument, and includes an Alternate member serving as the Board member pursuant to paragraph 18 of the Governing Instrument;

(f) “CMA” means the Conference of the Parties serving as the meeting of the Parties to the Paris Agreement;

(g) “Co-Chair” means either one of the two Co-Chairs elected by the Board pursuant to paragraph 23 of the Governing Instrument;

(h) “Committee” means any standing or ad hoc subcommittee established by the Board pursuant to paragraph 22(h) of the Governing Instrument;

(i) “Convention” means the United Nations Framework Convention on Climate Change adopted in 1992, which entered into force on 21 March 1994;

(j) “COP” means the Conference of the Parties to the Convention;

(k) “Executive Director” means the Executive Director of the Fund referred to in paragraph 33 of the Governing Instrument;

(l) “Fund” means the fund established by decisions 2/CP.27 and 2/CMA.4 and operationalized by decisions 1/CP.28 and 5/CMA.5;

(m) “Governing Instrument” means the Governing Instrument of the Fund as contained in the annex to decisions 1/CP.28 and 5/CMA.5;

(n) “Meeting” means any formal meeting of the Board;

(o) “Observer” means any representative of a State, organization or other entity accredited to participate in Board meetings as observer(s) pursuant to paragraph 27 of the Governing Instrument;

(p) “Panel” means any panel established by the Board pursuant to paragraphs 22(h) or 30 of the Governing Instrument;

(q) “Paris Agreement” means the Paris Agreement, adopted on 12 December 2015, which entered into force on 4 November 2016;

(r) “Party” or “Parties” means party(ies) to the Convention and/or to the Paris Agreement;

(s) “Regional Groups or Constituencies” means regional groups and constituencies pursuant to paragraph 17 of the Governing Instrument;

(t) “Secretariat” means the independent secretariat referred to in paragraph 32 of the Governing Instrument and, until the establishment of the independent secretariat, the interim secretariat referred to in paragraph 26 of decisions 1/CP.28 and 5/CMA.5;

(u) “Trustee” means the trustee of the Fund.

Part III. Selection and Term of Board members and Alternate members of the Board

Relevant paragraphs of the Governing Instrument

17. The Board will comprise 26 members, as follows:
 - (a) 12 members from developed countries;
 - (b) 3 members from African States;
 - (c) 3 members from Asia-Pacific States;
 - (d) 3 members from Latin American and Caribbean States;
 - (e) 2 members from small island developing States;
 - (f) 2 members from the least developed countries;
 - (g) 1 member from a developing country not included in the regional groups and constituencies referred to in paragraph 17(b)–(f) above.
18. Each Board member will have an alternate member, with alternate members 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. During the absence of a member from all or part of a meeting of the Board, its alternate will serve as the member.
19. The relevant regional groups and constituencies will nominate representatives with the appropriate technical, finance, loss and damage, and policy expertise, with due consideration given to gender balance, to serve as Board members, including alternate members.
24. Members and alternate members of the Board are to serve for a term of three years and are eligible to serve additional terms, as determined by their regional group or constituency, for a maximum of two consecutive terms.

Decisions 1/CP.28 and 5/CMA.5, common paragraph 9

9. The alternate member for the seat on the Board of the Fund referred to in paragraph 17(g) of annex I will rotate among the developing country Parties in the regional groups and constituencies listed in paragraph 17(b–f) of annex I.

3.1. Nominations for each new Board term

3. For each new term, each Regional Group or Constituency pursuant to paragraph 17 of the Governing Instrument shall submit the nomination of their respective Board members and Alternate members, representing Parties, to the Secretariat. The nomination shall confirm that it is being made with the agreement of all members of the Regional Group or Constituency in accordance with their own respective consultation processes. Nominations shall be notified to the Secretariat by (i) the Regional Group or Constituency that selected the Board member or Alternate member in the case of developing countries and (ii) by the Co-Chair of the developed countries constituency that selected the Board member or Alternate member from a developed country.

3.2. Board member and Alternate member vacancies during a term

4. Any replacement of the Board member or Alternate member within a term shall be made and notified to the Secretariat by (i) the Regional Group or Constituency that selected the Board member or Alternate member in the case of a replacement of a Board member or Alternate member from the developing countries and (ii) by the Co-Chair of the developed countries constituency in the case of replacement of a Board member or Alternate member from the developed countries.

5. Any replacement Board member or Alternate member notified to the Secretariat pursuant to paragraph 4 above shall hold the position for the remainder of the unexpired term and shall, unless otherwise notified to the Secretariat, assume the position of the outgoing Board member or Alternate member on any Committees.

3.3. *Term of membership*

6. The term of the Board members and Alternate members shall start on 1 January of the calendar year in which the term of the Board started. Board members and Alternate members continue their functions until their successors have been nominated and their terms have commenced.

7. For each new term of Board membership, the term of the relevant Board members and Alternate members shall be considered to have begun on 1 January, notwithstanding delays in the nomination process.

3.4. *Secretariat acknowledgement*

8. Nominations under paragraphs 3 and 4 above shall contain the names and contacts details of the Board member or Alternate Member, as the case may be, as well as the effective date of any replacement under paragraph 4 above. Any such communications shall be acknowledged by the Secretariat, and copied to all Board members and Alternate members.

Part IV. Co-Chairs

Relevant paragraph of the Governing Instrument

- 23 The Board will elect two Co-Chairs from within its membership, one from a developed country and one from a developing country, who will serve a term of one year. The Co-Chairs may be re-elected. If a Board member is elected as Co-Chair, that member may request their alternate member to express the respective regional group's or constituency's viewpoint in Board deliberations. However, the Board member retains the right to vote.

4.1. Co-Chair replacement

9. In the event that one Co-Chair or both Co-Chairs are unable to attend a meeting, the Board shall elect (an)other Board member(s) to assume the functions of Co-Chair(s) for the duration of the meeting.
10. Where one Co-Chair or both Co-Chairs are unable to attend two consecutive meetings, the Board shall elect (a) new Co-Chair(s) for the remainder of the term of the predecessor(s).

4.2. Co-Chair duties in the conduct of meetings

11. In the conduct of Board meetings, the Co-Chairs, alongside Board members and Alternate members, shall be guided by the Governing Instrument and the best interest of the Fund.
12. The Co-Chairs shall share and allocate between themselves responsibility for chairing meetings.
13. The Co-Chairs shall be responsible for the opening, conduct, suspension and adjournment of the meeting and 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, and according the right to speak. They are responsible for ensuring the observance of the rules of procedure of the Board and adherence to the agenda. The Co-Chairs shall rule on points of order and any such determination shall be final unless a majority of Board members object. In that case, the Board shall consider the course of action to be taken.

4.3. Co-Chair external duties

14. The Co-Chairs may represent the Board at external meetings and shall report back to the Board on those meetings. They may delegate that function acting jointly.

4.4. Co-Chair transition

15. Co-Chairs shall continue their functions until the term of their successors has commenced or, if later, once they have been elected.
16. For proper knowledge transfer, the Secretariat shall prepare briefing materials and arrange regular engagement with incoming Co-Chairs, including engagements with the current Co-Chairs.

Part V. Participation of alternates and advisers

5.1. *Participation of Alternate members*

Relevant paragraph of the Governing Instrument

18. Each Board member will have an alternate member, with alternate members 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. During the absence of a member from all or part of a meeting of the Board, its alternate will serve as the member.

5.2. *Participation of Advisers*

17. The Board shall develop guidelines for the participation of Advisers in meetings and meetings of Committees.

Part VI. Meetings

6.1. Meeting frequency

18. The Board shall meet as frequently as it deems necessary, at least twice a year in person, unless otherwise decided by the Board.

6.2. Meeting dates and notification

19. No later than 30 September each year, the Board shall decide upon dates for regular meetings of the Board for the subsequent year, while retaining flexibility to amend dates, as appropriate.

20. The Secretariat shall notify all Board members, Alternate members, Advisers and Observers of the dates and venue of the meetings and circulate a formal invitation for any regular meeting at least six weeks before the first day of each meeting. A notification shall also be posted on the Fund's website.

6.3. Extraordinary meetings

21. In the case of an extraordinary meeting, the Co-Chairs, acting jointly, shall determine the date by which notification to the Board members and Alternate members has to be made, taking into account the urgency of the matter, and the format of the meeting. The Board shall develop guidelines for convening extraordinary meetings that shall be annexed to these additional rules of procedure. Such meetings may be held in person, virtually, or with virtual participation in hybrid format.

6.4. Format of meetings

22. The Board shall decide on the format of each meeting.

23. If the number of meetings in a given calendar year exceeds two, the Board shall decide on the format for such other meeting(s).

24. If a meeting, or part thereof, scheduled to be held in person cannot in the light of the circumstances be held in person, the Co-Chairs in consultation with the Board may decide to hold the meeting, or part thereof, virtually.

25. Meetings that are held virtually shall be deemed to have been held in the host country of the Board.

6.5. Meeting agenda

26. The Secretariat shall, in consultation with the Co-Chairs, prepare and distribute the provisional agenda for each regular meeting at least 30 calendar days before the first day of each meeting.

27. The Board shall, at the beginning of each meeting, adopt the agenda for the meeting.

6.6. Meeting documents

28. The Secretariat, in coordination with the Co-Chairs, is responsible for preparing meeting documents and shall transmit to Board members and Alternate members, copying all Advisers, the documentation relating to items on the provisional agenda at least 21 calendar days before the first scheduled day of the meeting, except in the case of extraordinary meetings and in exceptional circumstances where, in the view of the Co-Chairs, a shorter period for the transmission of documentation is warranted. In any such cases, the Secretariat shall inform the Board at least 21 calendar days before the meeting of the date by which the said documentation shall be transmitted.

29. Meeting documents shall be posted on the website of the Fund on the same day they are released to Board members, except for Board documents classified as confidential.

30. Comments of Board members on meeting documents shall be transmitted promptly by the Secretariat to all Board members and Alternate members.

6.7. *Meeting attendees*

31. In addition to Board members and Alternate members, meetings, other than executive sessions referred to in paragraph 33, shall be open to attendance by designated Advisers of Board members and Alternate members, Secretariat staff, representatives of the Trustee, Active observers and other Observers pursuant to the procedures to be developed by the Board pursuant to paragraphs 20 and 27 of the Governing Instrument, and such other persons as the Board may authorize from time to time.

32. At the invitation of the Board, representatives of relevant thematic or constituted bodies under and/or serving the Convention and the Paris Agreement and/or other relevant organizations, bodies, funds or funding arrangements, may be invited to speak by the Co-Chairs.

6.8. *Executive sessions*

33. In exceptional circumstances, the Board may decide to hold all or part of its meeting in executive session. Unless otherwise decided by the Board, executive sessions shall be open only to Board members, Alternate members, Advisers, necessary representatives of the Secretariat, and such other persons or institutions and organizations authorized or requested by the Board to attend, including the Trustee.

6.9. *Quorum*

<u>Relevant paragraph of the Governing Instrument</u>

25. A three-fourths majority of Board members must be present at a meeting to constitute a quorum.
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34. Board members participating virtually shall be considered to be present at a meeting.

35. The existence of a quorum shall be verified by the Co-Chairs at the beginning of a meeting and at the time of the adoption of any decision at a meeting, as well as at the time of adoption of the meeting report, and at the request of a Board member.

6.10. *Meeting report*

36. The Co-Chairs shall present a report of the main discussions and conclusions of the meeting after the meeting. Any decision approved by the Board at a meeting shall be appended to the report. The report and the decisions, other than those classified as confidential, shall be a public document.

6.11. *Webcasting and maintaining permanent records of meetings*

37. Meetings of the Board, other than any executive sessions, shall be webcast.

38. The Secretariat shall keep meeting records and arrange for the preservation and custody of documents for the meetings on behalf of the Board in accordance with applicable policies and relevant rules and procedures.

6.12. *Languages*

39. The working language for the Board shall be English. The Board may authorize or facilitate the interpretation of meetings in one or more of the six United Nations languages for Board members and Alternate members in individual cases, if requested by a Board member in advance of a meeting.

40. Documents for the meetings shall be provided in English.

41. The Board may decide to have certain documents, including but not limited to operational policies and procedures, translated into other languages, supporting a multilinguistic approach.

6.13. *Arrangements for meetings*

42. The Secretariat shall make the necessary arrangements for meetings, including by providing secretariat services for the Board, and managing relevant support services and logistics.

Part VII. Committees, panels and expert bodies

Relevant paragraphs of the Governing Instrument

- 22 The Board will:
[...]
(h) Establish subcommittees, panels and expert bodies, as appropriate, and define their terms of reference;
- 30 The Board may establish expert and technical panels to support its work and to provide inputs to the Fund's activities. These panels may include representatives of relevant constituted bodies established under the Convention and the Paris Agreement.

43. The Board may establish Committees from among its Board members and/or Alternate members as may be required for the conduct of its business. Committees generally shall have advisory functions only and shall not have any decision-making authority unless the Board decides otherwise.

44. Committees shall assist the Board in its decision-making, and shall exercise any authority delegated to them by the Board, subject to revocation at the Board's discretion.

45. Except for standing Committees, all Committees established *ad hoc* should have a clearly defined timeline and end date related to the execution of their functions. All Committees should be subject to review at regular intervals.

46. The Board may establish, on a permanent or temporary basis, panels and/or expert bodies to assist it in the performance of its functions. Panels and expert bodies may include but need not be limited to Board members and Alternate members. They generally shall have advisory functions only and shall not have any decision-making authority.

Part VIII. Observers, Active observers

Relevant paragraphs of the Governing Instrument

- 20 The Board will enhance the engagement of stakeholders by inviting active observers, including youth, women, Indigenous Peoples and environmental non-governmental organizations, to participate in its meetings and related proceedings.
- 27 The Fund will make arrangements to allow for the effective participation of observers in its meetings, including developing and carrying out an observer accreditation process.
- 28 The Fund will establish consultative forums to engage and communicate with stakeholders. The forums will be open to a wide range of stakeholders, including representatives of civil society organizations, environmental and development nongovernmental organizations, trade unions, Indigenous Peoples, youth, women, climate induced migrants, industries and sectors impacted by climate change, community-based organizations, bilateral and multilateral development cooperation agencies, technical and research agencies, the private sector and governments. Participation in such forums should reflect a balance among United Nations geographical regions.
- 29 The Fund will develop mechanisms to promote the input and participation of stakeholders, including private sector actors, civil society organizations and the groups most vulnerable to the adverse effects of climate change, including women, youth and Indigenous Peoples, in the design, development and implementation of the activities financed by the Fund.

47. The participation of Active observers and other Observers in meetings shall be set out in the procedures to be developed by the Board pursuant to paragraphs 20 and 27 of the Governing Instrument. Such procedures shall aim at ensuring wide participation of stakeholders from developing countries while considering geographical balance between stakeholders.

Part IX. Decision-making and voting**Relevant paragraph of the Governing Instrument**

26. 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. The Board will adopt procedures for taking decisions between meetings.

9.1. *Determining when all efforts to reach consensus have been exhausted*

48. The Board shall develop procedures for determining when all efforts at reaching consensus have been exhausted, which shall take into account the joint judgment and determination by the Co-Chairs regarding when all efforts at reaching consensus have been exhausted.

9.2. *Decision-making in the absence of consensus*

49. Procedures for determining when all efforts at reaching consensus have been exhausted shall include guidance on efforts to reach and exhaust consensus.

9.3. *Decisions between meetings*

50. Decisions without a meeting will occur when in the judgment of both Co-Chairs, including following a recommendation from the Executive Director, a decision could be considered and made between meetings.

51. Pursuant to paragraph 26 of the Governing Instrument, the Board will adopt procedures for taking decisions between meetings. Prior to the adoption of such procedures, the Co-Chairs shall determine on a case-by-case basis which decisions may be requested without a Board meeting.

52. Decisions approved between meetings shall be recorded in the report of the following Board meeting.

Part X. Conflicts of interest

53. The Board shall develop a conflicts of interest policy to safeguard against conflicts of interest in fulfilling its duties. Board members, Alternate members, Advisers, and Active observers are required to adhere to the Fund's conflict of interest policy as adopted by the Board.

54. At each meeting, Board members and Alternate members shall disclose any conflict of interest they may have in relation to any items on the agenda.

55. Board members and Alternate members shall recuse themselves by withdrawing from participation in deliberations or decision-making connected with a matter with respect to which they have a conflict of interest.

56. Active observers who participate in Board meetings shall also disclose any conflict of interest they may have in relation to any items on the agenda and recuse themselves from participating in the proceedings of that item.

Part XI. Amendments to the rules of procedure

57. The additional rules of procedure, except for those that reproduce provisions from the Governing Instrument or COP or CMA decisions, may be amended by the Board.

Part XII. Overriding authority of the Governing Instrument

58. In the event of any conflict between any provision of these rules and any provisions of the Governing Instrument, the provisions of the Governing Instrument shall prevail.