

Fund for responding to Loss and Damage

FRLD/B.4/15/Rev.1

2 May 2025

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

Report of the fourth meeting of the Board of the Fund for responding to Loss and Damage

Summary

This report presents a summary of the discussions and outcomes of the fourth meeting of the Board of the Fund for responding to Loss and Damage, convened from 2 to 5 December 2024 in Manila, Philippines.

Contents

	<i>Page</i>
Agenda item 1: Opening of the meeting.....	3
Agenda item 2: Organizational matters.....	3
Agenda item 3: Report of the third meeting of the Board	5
Agenda item 4: Report of the interim secretariat	5
Agenda item 5: Report of the Co-Chairs.....	5
<i>DECISION B.4/D.1: Procedures for taking decisions between meetings.....</i>	<i>6</i>
<i>DECISION B.4/D.2: Travel Policy for the Board</i>	<i>6</i>
<i>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</i>	<i>7</i>
Agenda item 6: Establishment of the new, dedicated and independent secretariat of the Fund	8
<i>DECISION B.4/D.4: Workplan and administrative budget of the Fund for 1 January to 30 June 2025.....</i>	<i>9</i>
Agenda item 7: Additional rules of procedure of the Board	9
<i>DECISION B.4/D.5: Rules of Procedure of the Board.....</i>	<i>10</i>
Agenda item 8: Participation of active observers in Board meetings and related proceedings	12
<i>DECISION B.4/D.6: Policy on the participation of active observers in Board meetings and related proceedings.....</i>	<i>12</i>
<i>DECISION B.4/D.7: Accreditation of observers</i>	<i>13</i>
<i>DECISION B.4/D.8: Consultative forums for engaging and communicating with stakeholders.....</i>	<i>13</i>
Agenda item 9: Arrangements for establishing and operationalizing the annual high-level dialogue	14
<i>DECISION B.4/D.9: Arrangements for establishing and operationalizing the annual high-level dialogue</i>	<i>14</i>
Agenda item 10: Status of resources	14
<i>DECISION B.4/D.10: Payments of contributions to the Trustee by means of promissory notes as an alternative to cash.....</i>	<i>15</i>
Agenda item 11: Dialogue with civil society	15
Agenda item 12: Dates and venues of future meetings	16
Agenda item 13: Other matters	16
Agenda item 14: Closure of the meeting.....	17
 Annexes	
Annex I. List of members and alternate members of the Board participating in the fourth meeting of the Board	18
Annex II. Procedures for taking decisions between meetings.....	20
Annex III. Travel Policy for the Board	22
Annex IV. Workplan with a view to achieving full operationalization of the Fund by 2027	26
Annex V. Additional rules of procedure	27

Agenda item 1: Opening of the meeting

1. The fourth meeting of the Board of the Fund for responding to Loss and Damage was opened at 9.55 a.m. (UTC+8), on Monday, 2 December 2024 in Manila, Philippines, by Richard Sherman, Co-Chair of the Board of the Fund.
2. In his remarks, the Co-Chair paid tribute to the late Bernarditas de Castro-Mueller, a Philippines-born diplomat whose advocacy on behalf of vulnerable developing countries laid the foundations leading to the establishment of the Fund.
3. This was followed by remarks from Co-Chair John-Christophe Donnellier who thanked the Government of the Philippines for its hard work to enable hosting of the Board as well as for the arrangements in hosting the meeting in Manila.
4. Mr. Ibrahima Cheikh Diong, the first Executive Director of the Fund, followed with his remarks. Mr. Diong outlined his commitments as Executive Director, including striving for strategic alignment with the Board; diversity and gender balance among its staff; and learning from and avoiding duplication with other funds.
5. Prior to the official opening, the Honourable Maria Antonia Yulo Loyzaga, Secretary of the Department of Environment and Natural Resources of the Philippines delivered a welcome address on behalf of the host nation. In her remarks, she highlighted the commitment of the Philippines to the mission of the Fund in strengthening cooperation, solidarity and multilateralism, underscoring the risks of loss and damage faced by the Philippines.

Agenda item 2: Organizational matters

(a) Adoption of the agenda

6. The Board adopted the agenda of the meeting, as set forth in document FRLD/B.4/1/Rev.1, as presented 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
 - (i) Co-Chairs' proposals on decision-making
 - (ii) Co-Chairs' proposal on the travel policy of the Board
 - (iii) 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
 - (iv) 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 resource
- 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

7. The Co-Chairs announced the following changes to the membership of the Board since its third meeting:

(a) Temporary replacement for the fourth meeting of the Board of Abdulla Ahmed Balalaa Al Harthi (United Arab Emirates) with Hana Al Hashimi (United Arab Emirates) as a member of the Board representing Asia-Pacific States;

(b) Temporary replacement for the fourth meeting of the Board of Muhammad Ayoub (Saudi Arabia) with Abdulrahman Rowished (Saudi Arabia) as a member of the Board representing Asia-Pacific States;

(c) Temporary replacement for the fourth meeting of the Board of Georges Gehl (Luxemburg) with Tina Kobilšek (Slovenia) as alternate member for a seat representing developed countries;

(d) Temporary replacement for the fourth meeting of the Board of Karoline Kjeldsenas (Norway) with Martin Larnemark (Norway) as alternate member for a seat representing developed countries;

(e) Temporary replacement for the fourth meeting of the Board of Hyokai Tsuyoshi (Japan) with Takuro Itoigawa (Japan) as an alternate member representing developed countries;

(f) Temporary replacement for part of the fourth meeting of the Board of David Kaluba (Zambia) with Alpha Kaloga (Guinea) as a member of the Board representing African States.

8. In accordance with paragraph 23 of the Governing Instrument, Antoine Bergerot (France) and Sumaya Zakieldean Hamdan (Sudan) as alternate members of the Co-Chairs expressed the respective regional group's or constituency's viewpoint in the deliberations of the Board during the meeting.

9. The following members or alternate members of the Board were not in attendance at the fourth meeting:

- (a) Selam Kidane Ababe;
- (b) Antonella Baldino;
- (c) Jose Delgado;
- (d) Mohamed Nasr;

- (e) Karima Oustadi;
- (f) Jaime Tramon;
- (g) Gholamhossein Darzi;
- (h) Maria Victoria Gandini.

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

- 10. The Board considered the document FRLD/B.3/12 titled “Report of the third meeting of the Board of the Fund for responding to Loss and Damage”.
- 11. The Board adopted the report of the meeting as presented.

Agenda item 4: Report of the interim secretariat

(a) Report on the activities of the interim secretariat

- 12. The Board considered document FRLD/B.4/2 titled “Report of the interim secretariat”.
- 13. A representative of the interim secretariat provided an oral report of the work of the interim secretariat during the period between the third and fourth meetings of the Board. In his remarks the representative confirmed the commitment of the interim secretariat to support a smooth transition of its functions to the new, dedicated and independent Secretariat as envisaged by the Executive Director.
- 14. The Board took note of the report.

(b) Report on the execution of the administrative budget

- 15. The Board considered document FRLD/B.4/2/Add.1 titled “Report of the interim secretariat – Addendum I: Execution of the administrative budget”.
- 16. The Board took note of the report.

Agenda item 5: Report of the Co-Chairs

(a) Activities of the Co-Chairs

- 17. The Board considered document FRLD/B.4/3 titled “Report of the Co-Chairs of the Board”.
- 18. The Board took note of the report.

(b) Proposals from the Co-Chairs

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

- 19. The Board 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”.
- 20. In considering the draft decision on the matter, one Board member sought clarification on why, in the proposal on the procedure for decisions on administrative matters, decision-making was limited in its application to budgetary decisions. The Co-Chairs clarified that the standard tacit procedure under section “A” was available in any event but that the procedure for administrative matters was applied as a test case, noting that some Board members were not yet fully comfortable with making decisions between meetings of the Board, and under the assumption that proposals coming from a committee could benefit from a more expedite consideration because they emanate from a Board committee. The Co-Chairs further explained that the procedures were not limited only to administrative matters or only to proposals coming from the budget committee specifically.

21. The Board adopted the following decision under this agenda item:

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-Chairs’ proposal on procedures for decision-making without a Board meeting;

(b) Adopts the procedures for taking decisions between meetings, as contained in annex II 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*

22. The Board considered document FRLD/B.4/3 titled “Report of the Co-Chairs of the Board” and document FRLD/B.4/4 titled “Travel Policy for the Board”.

23. In considering the information presented, Board members highlighted their key considerations in making a decision on the matter. These included cost-effectiveness and environmental considerations.

24. The Board adopted the following decision under this agenda item:

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 III 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.

25. Following the adoption of this decision, the Board member from the European Union and Ireland seat read out the following statement for the record, with which the Board member from the Denmark and Finland seat asked to be associated:

“We regret that there was no possibility to meaningfully discuss the travel policy of the Board before its adoption. However, in order to proceed with the crucial work of this Fund, we did not want to stand in the way of consensus and were willing to adopt it. We underline the importance of this Board constantly being mindful of its administrative spending, of which travel is the largest component. The more we spend on our board’s proceedings, the less money will be available for impact on the ground for those most vulnerable that this Fund was created to support. We look forward to future opportunities to discuss openly and respectfully, as one board, the ways in which we can limit our spending and climate footprint, including in four years’ time when we have committed to review our travel policy.”

(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*

26. No document was issued under this item.

27. The Executive Director presented propositions on the operationalization of the Fund for responding to Loss and Damage in its initial phase. In his presentation, the Executive Director outlined the necessary preconditions for the initial phase, including options for priority areas comprising inclusive, country-led and country-owned processes, rapid

disbursement for climate-related extreme events and preparing modalities for climate-induced slow onset events. The Executive Director further outlined the proposed initial access modalities and process to develop an initial allocation framework. He further outlined the proposal that the Secretariat would prepare for the fifth meeting of the Board (B.5) on the basis of the deliberations of the Board under this mandate.

28. In the ensuing discussion, Board members expressed support for the proposed phased approach. Board members highlighted key considerations including operationalizing a country-led approach, implementing a small grants programme, direct budget support, rapid disbursement, addressing slow onset events and resource mobilization to match the scale of needs.

29. Some Board members highlighted technical assistance and readiness support as a priority area for the Fund, while others saw a need to avoid duplication with the functions of the Santiago Network.

30. Board members also shared their views on whether or not to prioritize certain groups of countries in the allocation of resources, including how to operationalize paragraph 60 of the Governing Instrument of the Fund for responding to Loss and Damage.

31. Some Board members highlighted the need for consideration of a wide range of financial instruments, for further understanding of the relationship between the initial phase and the long-term arrangements of the Fund, as well as plans for accreditation of recipients not included in the initial fast track accreditation process and determination of functional equivalency.

32. The Board concurred with the proposed next steps in the Secretariat preparing a proposal on the start-up phase for B.5.

33. The Board adopted the following decision under this agenda item:

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 IV to this document;

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

(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 promote and strengthen 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 annex IV 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*
34. No document was issued under this item.
35. 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

36. The Executive Director presented his proposed work programme and administrative budget for the Fund as outlined in document FRLD/B.4/6/Rev.1 titled “Workplan and administrative budget of the Fund for 1 January to 30 June 2025”.

37. The proposal on the workplan was guided by three principles: build, continue and operationalize. On the basis of these principles, the Executive Director presented a three-phase strategy on the way forward, namely setting up, scaling up and expansion.

38. Several Board members highlighted the importance of initiating action on the ground as early as possible, and expressed support for the proposal from the Executive Director to operationalize early interventions in 2025.

39. The proposals to ensure diversity within the Secretariat team and to create a position for Deputy Executive Director received support from the Board, while some Board members requested further clarity on the roles and responsibilities of this position. Board members highlighted the need to ensure diversity in terms of gender, culture and region as well as diversity of background experiences in staffing the Secretariat. In order to address temporary capacity gaps, the Executive Director proposed recruitment of short-term consultants and secondment of staff from external institutions and clarified that a full organizational structure would be presented to the Board at B.5.

40. Several Board members expressed support for the proposal to enhance coordination with other comparable funds.

41. A representative of the interim secretariat presented to the Board on the proposed administrative budget of the Fund for 1 January to 30 June 2025. Following the presentation, the co-chair of the ad hoc subcommittee on the administrative budget, Peter Abraham Jr, remarked that the ad hoc subcommittee undertook due diligence to its satisfaction that the proposed budget was in line with the workplan presented by the Executive Director.

42. Following this, Board members requested clarification on some of the budgetary proposals presented, including clarification on the proposed independent expert panel; justification on why consultancies were split among several budget lines; the amount allocated for travel costs; and allocation for legal services in the interim Trustee budget request. A Board member requested clarification on the process for recruiting experts. Clarification was also sought on the role of the Executive Director in supporting the Board in the conversion of pledges to mobilize resources for the Fund.

43. Following clarifications regarding Board members' queries, the Board adopted the following decision under this agenda item:

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

44. The Board considered document FRLD/B.4/7, titled "Additional rules of procedure of the Board".

45. The Co-Chairs thanked the ad hoc subcommittee on additional rules of procedure for their active engagement and all the work put into this process. In considering the report of the ad hoc subcommittee on the additional rules of the procedure of the Board, the Co-Chairs referred to discussions that had taken place during the informal day and consultations within the two constituencies, and highlighted a few clusters of the main remaining issues that needed Board resolution, including in relation to the term of Board membership, and the frequency and format of meetings.

46. Board members discussed the benefits and disadvantages in conducting Board meetings in virtual format. Although some Board members strongly supported virtual meetings, others highlighted weak internet connectivity in their home countries as well as challenges related to time zone differences as significant hindrances to effective participation. Several Board members emphasized the links between the discussions on the travel policy and format of Board meetings and one Board member expressed regret at the lack of nuance in considering all options and solutions available to those who take part in meetings. Others emphasized the need to consider types of meetings and decisions which would be made in a virtual setting. Board members also discussed the expectations of the Host Country of the Board including in the light of existing Board decisions on meeting locations for 2025 and discussed the need to remain agile in deciding the format, frequency and location of the meetings as a matter of rules.

47. The Board also discussed agreeing on a rule or letting practice develop with respect to certain aspects of Board meetings such as in the area of participation of alternate members in Board meetings and the meaning of “absence”, with the Co-Chairs proposing to revert to the Board with more reflection on this matter to guide the development of such practice.

48. Board members discussed options to deal with some matters by clarifying the rules and/or by agreeing on a certain application of a rule for a given period of time, for instance to conduct meetings in person for the next three years, to develop further procedures regarding the application of the rules of procedure, and to deal with the alignment of the first term of membership with the calendar year.

49. With respect to clarifying the dates of its first term of membership, the Co-Chair further clarified that it would be up to the respective constituencies or regional groups to decide on the term of Board membership for individual Board members in multi-country seats.

50. In adopting the decision, one Board member stated their position on paragraph (f)(iv) whereby “at least two meetings per year shall take place in person in the host country of the Board, unless otherwise decided by the Board” in which “*unless otherwise decided by the Board*” would mean unless the Board decides to have more than two meetings in the Philippines.

51. Various Board members expressed concerns with the process, with one Board member expressing their discontent towards the proposed decision being presented as a “take it or leave it” option, setting a bad precedent for future decision-making. Another Board member expressed dissatisfaction with the limited time provided for discussion on the text of the decision, hindering sufficient consideration of input received from observers. Several Board members expressed their wish to see full inclusion of active observers and observer engagement policies in the rules of procedure of the Board.

52. In response to a query from one Board member, the Co-Chair clarified that the interim period referred to in the draft decision text was defined in the COP/CMA decision in Dubai¹ as starting from the confirmation that the World Bank can meet the hosting conditions.

53. The Board adopted the following decision under this agenda item:

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 V to this document;*
- (c) *Notes that the first term of the Board started on 30 April 2024;*

¹ United Nations Framework Convention on Climate Change (UNFCCC) decisions 1/CP.28 and 5/CMA.5, para. 17.

(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.*

54. Following the adoption of the decision the Co-Chairs expressed their thanks and appreciation to the co-chairs of the subcommittee for their extremely hard work and dedication.

55. In addition, following adoption of the decision, Board member Ms. Elena Pereira read out the following statement for the record, on behalf of all Board members representing developing countries:

“In accordance with the Governing Instrument, the principle of consensus is the primary tool for decision-making of the Board. It is our view that in the development of the procedures for determining when all efforts at reaching consensus have been exhausted, the following decisions shall always be taken by consensus:

1. Amendments to the Governing Instrument;
2. Amendments to the rules of procedures;
3. Changing the host country of the Board;
4. Termination of the Fund.

This list is non-exhaustive and without prejudice to other decisions that shall also only be taken by consensus.”

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

(a) Arrangements for the participation of active observers

56. The Board considered document FRLD/B.4/8 titled “Background paper on the participation of active observers in Board meetings and related proceedings” under this item.

57. The Board concurred that further consultation with stakeholders is required in order to make a decision under this item.

58. Accordingly, the Board requested that the Secretariat continue developing the draft policy and conduct consultations with the Board representatives of the nine observer constituencies of the UNFCCC, as well as other relevant stakeholders, to finalize the policy.

59. It was agreed that the paper will be brought back for Board consideration at the sixth meeting of the Board.

60. The Board adopted the following decision under this agenda item:

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

61. The Board considered document FRLD/B.4/9 titled “Background paper on the accreditation of observers to the Fund for responding to Loss and Damage” under this item.

62. The Board agreed to adopt a “blanket approach” for accrediting observer organizations. Under this approach, accreditation of observer organizations would require a simple proof of accreditation by a relevant multilateral climate fund or UNFCCC and when such information is not included in that proof, information on the entity’s legal status, place of legal incorporation and headquarters. This interim approach will remain in effect for no more than three (3) years, and until a comprehensive framework for overall observer engagement, developed with appropriate inputs from the aforementioned and below constituencies, is finalized, whichever comes first.

63. The Board further requested that the Secretariat consult with both current and other potential non-traditional observer constituencies, in particular organizations that work with people who have been directly affected by climate change, to inform the Board’s decision on accrediting these non-traditional constituencies, either through a blanket approach or within the future comprehensive framework.

64. The Board agreed to request that the Executive Director include an update on the progress of consultations undertaken in each report of the Secretariat submitted to the Board for its consideration at each of its meetings.

65. In response to a query from a Board member, the Co-Chair confirmed that the decision would become effective immediately upon adoption of the decision at B.4.

66. The Board adopted the following decision under this agenda item:

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.*

67. Following the adoption of the decision, an observer representative highlighted the importance of ensuring that observers from affected communities, including those from climate-affected groups and other non-traditional backgrounds not covered by the blanket approach are able to contribute to discussions, without administrative barriers, and as promptly as possible, rather than having to wait until the end of the three-year interim period.

(c) Consultative forums for engaging and communicating with stakeholders

68. The Board considered document FRLD/B.4/10 titled “Background paper on consultative forums for engaging and communicating with stakeholders” under this item.

69. The Board agreed that further consultation with stakeholders was required in order to make a decision on the matter and requested the Co-Chairs to undertake further consultations during the period between meetings of the Board.

70. The Board adopted the following decision under this agenda item:

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: Arrangements for establishing and operationalizing the annual high-level dialogue

71. The Board considered documents FRLD/B.4/11/Rev.1 titled “Concept note: First annual high-level dialogue on complementarity and coherence” and document FRLD/B.4/12 titled, “Report on the launch event of the high-level dialogue”.

72. In considering the proposed concept note, Board members concurred on the need to avoid the event being a “talking shop”, and the importance of focusing its programme on delivering concrete outcomes such as sharing information and recommendations to enhance support for responding to loss and damage.

73. The Board adopted the following decision under this agenda item:

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

The Board, having considered documents FRLD/B.4/11/Rev.1 titled “Concept note: First annual high-level dialogue on complementarity and coherence” 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

74. The Board considered documents FRLD/B.4/13/Rev.1 titled “Status of resources” and FRLD/B.4/13/Add.1 titled “Status of resources – Addendum I: Payments of contributions to the Trustee by means of promissory notes as an alternative to cash”.

75. A representative of the World Bank as interim Trustee of the Fund presented an update on the status of resources in the Fund, including progress on converting pledges into contributions. In addition to USD 10 million received from Japan by the interim secretariat, as at the date of the report the interim Trustee had received USD 69 million from the Governments of Ireland, the Netherlands, Norway, the United States of America and the Walloon Region of Belgium.

76. The Board member from Japan sought clarification from the interim Trustee on the process to transfer the balance of its contribution from the secretariat of the United Nations Framework Convention on Climate Change as interim secretariat, to the interim Trustee. The interim Trustee clarified that once the work of the interim secretariat was concluded, a contribution agreement would be signed between the Trustee and Japan for the remaining funds.

77. Board members highlighted that, as the arrangements between the Board and the interim Trustee were formalized very recently, it should be noted that several pledges were

still outstanding, but that this was not owing to lack of effort to convert; rather it was a result of the bureaucratic processes in many countries that require lengthy procedures for transforming pledges into contributions.

78. The alternate Board member from Slovenia announced that the Government of Austria has made an additional pledge to the Fund amounting to EUR 15 million, in addition to its previously pledged amount of EUR 10 million.

79. The Board considered ways to allow for contributions to the Fund for countries for whom treasury rules may prohibit the issue of cash to a fund when there is no pipeline of fundable projects. To facilitate contributions from such donors, the Board decided to make arrangements to enable the interim Trustee to receive payments of contributions by means of promissory notes as an alternative to cash.

80. The Board adopted the following decision under this agenda item:

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

81. No document was issued under this item.

82. The representative from the environmental non-governmental organizations (ENGOs) expressed concern over the organization of process. While recognizing the Board's commitment to transparency and inclusivity in the work of the Board, they expressed concern that consultation processes promised had not been fully realized as insufficient time had been given to review documents and consult with constituencies, demonstrating that engagement was not integrated into the planning process. The representative called for a dedicated team focused on substantive stakeholder engagement because the trust of the communities could be eroded if not properly consulted. The ENGO representative urged the Board to consider committing to timely sharing of documents, at least two weeks in advance; to plan structural consultations, not in an ad hoc or informal manner; and to ensure inclusivity in process design.

83. The representative from Indigenous Peoples organizations (IPO) raised their deep concerns about the inclusion of private sector representatives as active observers. They stressed the need for alternates to active observers to ensure balance, and for adequate integration of active observer interventions in meeting reports without the need for active observers to submit separate reports of their interventions or contributions to the Board. They further highlighted the need to respect self-selection and self-organization of active observers.

84. The representative from the women and gender constituency (WGC) called for the Board to prioritize the meaningful participation of marginalized groups such as Indigenous Peoples, women, youth and rural communities. They highlighted that the proposed eligibility criteria for accreditation of active observers required proof which appeared to be overly legalistic and burdensome, and would discourage engagement. The proposed criteria also appeared to have a stronger focus on accrediting observers for those who will be allowed to follow Board proceedings from an overflow room, rather than deeming them as potential implementation partners. They also highlighted that the requirements for contributing to

climate finance may be problematic, because the requirements seem akin to annual reaccreditation and burdensome reporting requirements, especially for those operating in contexts where English is not the working language. Overall, they highlighted the need for further consultation prior to making a decision on the matter.

85. The representative from the children and youth constituency (YOUNGO) appreciated that the papers on observer engagement and consultative forums are taking a principle-based approach. They emphasized the importance of diverse stakeholder engagement mechanisms, including consultative forums and observer networks. The need for policies and guidelines to ensure fair and equitable participation of all constituencies was highlighted.

86. The representative from the research and independent constituency (RINGO) spoke on the proposed additional rules of procedure of the Board, noting that, owing to the lack of meaningful engagement, it was not advisable to adopt the decision at B.4. They requested changes such as explicit references to the inclusion of active observers, as the conduit to share information with and gather the inputs of their respective constituencies on matters related to Board meetings and related proceedings. In particular, they requested for notifications and participation on extraordinary meetings to include active observers. They further remarked that executive sessions should be open to active observers who have signed confidentiality and conflict of interest statements and that active observers should be given the opportunity to submit comments on proposed decisions outside of Board meetings to be shared with Board members.

87. The representative from the trade unions constituency (TUNGO) spoke on technical assistance, highlighting that this can delay disbursement of funds if not done well. They also noted that technical assistance for early action overlaps with the mandate of the Santiago Network and therefore it was necessary to assess the need for it. They summarized that the Fund should focus on three things – scale, speed and access – so that it supports activities that can be funded and implemented rapidly, creating tangible impacts on the ground while not merely being reduced to a “gap-filler”.

88. Board members reflected on the various points raised by the observers and shared their views, concurring on the need for further consultation with observers on key issues and on the timely delivery of documents. One Board member noted the need for improving logistical arrangements for observers in the Board room, including ensuring table microphones for the seats designated for active observers.

89. Active observers represented by the WGC, ENGOs, RINGO, TUNGO, YOUNGO, the local government and municipal authorities (LGMA), IPO and the Director for League of Provinces of the Philippines and President of the Union of Local Authorities presented to the Board on their vision on how the Board could operationalize community access.²

90. Following the presentation, the Co-Chairs highlighted the need for improving responsiveness to local governments in operationalizing the Fund.

Agenda item 12: Dates and venues of future meetings

91. The Co-Chairs noted that following the adoption of the Rules of Procedure of the Board, there was no requirement for the Board to confirm the dates of its following meeting, which had been agreed at its third meeting.

92. The Co-Chairs noted an offer from the government of Armenia to host a meeting of the Board, which would be recorded along with the offers referred to in decision B.3/D.9, paragraph (h).

Agenda item 13: Other matters

93. The Co-Chairs noted that Board members did not raise any matters under this agenda item.

² Available at <https://unfccc.int/documents/645511>.

Agenda item 14: Closure of the meeting

94. In closing, the Executive Director thanked the Board for the warm welcome, and the feedback and input provided. He highlighted his plan to translate the workplan into an action plan and reaffirmed his commitment on delivery. He further thanked the interim secretariat for the support rendered.

95. The Co-Chairs summarized the milestones achieved by the Board at its fourth meeting, highlighting the outcomes and decisions taken. This was the first meeting of the Board in its host country, and the Board was honoured to have made a courtesy call on the President of the Philippines. This was also the first meeting with an Executive Director in place, who was highly welcomed. At this fourth meeting, the Board adopted its first budget and six-month workplan to transition from the interim secretariat to the new, independent and dedicated Secretariat. The Board adopted a road map which would enable it to support developing countries soon. The Board also continued its dialogue with civil society and adopted three decisions pertaining to engagement of observers in the work of the Fund. The Board further approved the provision of contributions using promissory notes to support its resource mobilization efforts. The Board adopted its Rules of Procedure, as well as a series of procedures for taking decisions between meetings. The Board also adopted a Travel Policy.

96. The Co-Chairs expressed gratitude to the Government of the Philippines for the hospitality, as well as the Secretariat, the interim secretariat, the volunteers and the Board members for their hard work.

97. The Co-Chairs closed the fourth meeting of the Board of the Fund for responding to Loss and Damage at 6.35 p.m. (UTC+8), on Thursday, 5 December 2024, in Manila, Philippines.

Annex I

List of members and alternate members of the Board participating in the fourth meeting of the Board

I. Board members

<i>Constituency</i>	<i>Board member</i>
Developed countries	Laurence Ahoussou (Canada)
Developed countries	Georg Børsting (Norway)
Developed countries	Jean-Christophe Donnellier (France) (Co-Chair)
Developed countries	Jens Fugl (Denmark)
Developed countries	Gerard Howe (United Kingdom)
Developed countries	Jan Dusik (European Union)
Developed countries	Hiroki Matsui (Japan)
Developed countries	Rebecca Lawlor (United States)
Developed countries	Sebastian Lesch (Germany)
Developed countries	Ana Paula Rodrigues (Portugal)
Asia-Pacific States	Hana AlHashimi (United Arab Emirates)
Asia-Pacific States	Abdulrahman Rowished (Saudi Arabia)
Asia-Pacific States	Mark Dennis Y.C. Joven (Philippines)
African States	David Kaluba (Zambia)
	Replaced by Alpha Kaloga (Guinea)
African States	Richard Sherman (South Africa) (Co-Chair)
Latin American and Caribbean States	Liliam Beatris Chagas de Moura (Brazil)
Latin American and Caribbean States	Elena Pereira (Honduras)
Latin American and Caribbean States	Henrietta Elizabeth Thompson (Barbados)
Small island developing States	Peter Abraham Jr (Antigua and Barbuda)
Small island developing States	Daniel Lund (Fiji)
Least developed countries	Djibril Ibila (Benin)
Least developed countries	Adao Soares Barbosa (Timor Leste)
Developing countries not included in the regional groups and constituencies referred to in paragraph 17(b–f) of the Governing Instrument	Nona Budoyan (Armenia)

II. Alternate Board members

<i>Constituency</i>	<i>Board member</i>
Developed countries	Ben Abraham (New Zealand)
Developed countries	Tina Kobilšek (Slovenia)
Developed countries	Claire Holzer Fleming (United Kingdom)
Developed countries	Takuro Itoigawa (Japan)
Developed countries	Martin Larnemark (Norway)
Developed countries	Antoine Bergerot (France)
Developed countries	Anna Merrifield (Finland)
Developed countries	Alexandria Miskho (United States)
Asia-Pacific States	Ali Tauqeer Sheikh (Pakistan)
Asia-Pacific States	Didar Temenov (Kazakhstan)
African States	Tosi Mpanu Mpanu (Democratic Republic of the Congo)
African States	Sumaya Zakieldean Hamdan (Sudan)
Latin American and Caribbean States	Anthony Ferguson (Bahamas)
Small island developing States	Laura Elizabeth Agathine (Seychelles)
Small island developing States	Ahmed Waheed (Maldives)
Least developed countries	Maheshwar Dhakal (Nepal)
Least developed countries	Madeleine Diouf Sarr (Senegal)

Annex II

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 III

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:
Health, safety and security of travellers;
 - (a) Environmental impact and sustainability of travel;
 - (b) Cost-efficiency and minimization of travel costs;
 - (c) 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;

- (a) 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;
- (b) 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 IV

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 V

Additional rules of procedure

Provisions from the Governing Instrument of the Fund

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.

2. Quorum

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

3. 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.

4. 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.

5. 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.

6. 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.

7. 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*

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

- | |
|---|
| <p>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.</p> |
|---|

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.
--

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.
