



ADAPTATION FUND

AFB/B.34/12
30 September 2019

Adaptation Fund Board
Thirty-fourth meeting
Bonn, Germany, 10-11 October 2019

Agenda item 15

OPTIONS TO ADDRESS THE ISSUE OF AN ABSENCE OF A QUORUM

Background

1. Regarding a quorum, the Rules of Procedure of the Adaptation Fund Board (the Board) stipulate that: “[a] simple majority of the members of the Board must be present at a meeting to constitute a quorum. A quorum shall be verified by the Chair at the beginning of the meeting and at the time of the adoption of the decision” (paragraph 23 of Section VI (Meetings)); “[b]efore the end of each meeting, the Chair shall present a draft report of the meeting, containing draft conclusions and decisions of the meeting, for consideration and approval by the Board. The Chair shall ascertain the existence of a quorum before adopting the draft report of the meeting on the understanding that the Chair will finalize the text, taking into account the amendments proposed during the meeting” (paragraph 24 of Section VI); and “[a]fter ascertaining the existence of a quorum, the Chair shall announce the start of voting, after which no one shall be permitted to intervene until the results of the vote have been announced, unless an issue is raised in connection with the process of voting (paragraph 48 of the Section XIII” (Decision-Making and Voting)).

2. Regarding the Committees, the Fund’s General Guidelines for Committees stipulates that “[t]he Committee shall be bound by their terms of reference as adopted by the Board, and these General Guidelines” (paragraph 9 of Section IV (Operating procedures); “[t]he Rules of Procedure of the Adaptation Fund Board (the Rules of Procedure) shall apply *mutatis mutandi* to the meetings of the Committees” (paragraph 10 of Section IV); and “[t]he Committees shall convene their meetings as decided by the Board, and shall meet simultaneously and back to back to the Board meetings” (paragraph 11 of Section IV).

3. At the thirty-third meeting of the Board the Chair of the Project and Programme Review Committee (PPRC) reported to the Board, during the Report of the twenty-fourth meeting of PPRC that one Board member who is the member of the Ethics and Finance Committee (EFC) joined the PPRC to ensure the quorum is established.¹ In response to query about how the rules on quorum affected the work of the Board’s committees, the manager of the secretariat explained that the Board’s rules of procedure applied to its committees as well.

4. At its thirty-third meeting, the Board decided to request the secretariat:

- a) *To explore options to address the issue of an absence of a quorum, including other climate funds’ relevant practices; and*
- b) *To present a document which contains an analysis of the explored options to the Board for consideration at its thirty-fourth meeting.*

(Decision B.33/55)

¹ Document AFB/B.33/15, paragraph 38.

5. This document is prepared in line with decision B.33/55 to present the Board for consideration with potential options for the Board to address the issue of an absence of a quorum, including other climate funds' relevant practices.

Relevant practices of other climate funds

6. The secretariat undertook a comparative analysis on practices related to quorum of other climate funds, namely the Global Environment Facility (GEF), Green Climate Fund (GCF) and the Climate Investment Funds (CIFs).

Global Environment Facility (GEF)

7. The Instrument for the Establishment of the Restructured Global Environment Facility (GEF), adopted in March 2015, provides for the Council to be responsible for developing, adopting and evaluating the operational policies and programs for GEF-financed activities. Pursuant to paragraph 17 of the Instrument, “[**t**]wo-thirds of the Members of the Council shall constitute a quorum.” It also stipulates that the Council “shall consist of 32 Members, [...]. There shall be an equal number of Alternate Members. [...] The Alternate Member shall have full power to act for the absent Member” (paragraph 16).

8. The Rules of Procedure for the GEF Council, as adopted in October 2007, state that “[i]n the event that both a Member and his/her Alternate are unable to attend a Council meeting, the Member may designate a temporary Alternate to act for him/her” (paragraph 3), and that “[e]xcept as may be expressly provided otherwise in these rules, any reference in these rules to a Member shall be deemed to include his/her Alternate or temporary Alternate when such Alternate acts for such Member” (paragraph 4).

9. To date, the GEF has not experienced any cases of absence of quorum in GEF Council meetings. The GEF Council does not make use of Board committees or groups that would be subject to rules related to quorum.²

Green Climate Fund (GCF)

10. The Governing Instrument for the Green Climate Fund (GCF)³, approved by the Conference of the Parties to the United Nations Framework Convention on Climate Change (UNFCCC) in December 2011, stipulates that “[a] **two-thirds majority of Board members** must be present at a meeting to constitute a quorum” (paragraph 15).

² Email exchange with GEF secretariat representative.

³ Available at https://www.greenclimate.fund/documents/20182/1246728/Governing_Instrument.pdf/caa6ce45-cd54-4ab0-9e37-fb637a9c6235.

11. Regarding the composition of the Board, the Governing Instrument provides that “[t]he Board will have 24 members, [...]. 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 the member from all or part of a meeting of the Board, his or her alternate will serve as the member (paragraphs 9 – 10).

12. The GCF’s Additional Rules of Procedure of the Board, adopted in March 2013 and amended in March 2016, further define that “[t]he existence of a quorum will be verified by the Co-Chairs at the beginning of the meeting and at the time of the adoption of any decision at the meeting, as well as at the time of adoption of the meeting report, and at the request of a Board member” (paragraph 27). These rules of procedure also apply to committees and subcommittees, panels and working groups established by the Board (paragraph 1).⁴

13. In its Reports from committees, panels and groups of the Board of the GCF to the twenty-first meeting of the Board, the Accreditation Committee reported that it “has not been able to convene formal meetings in the reporting period due to lack of quorum” (page 1). Various practices have been used at the discretion of the relevant committee chair, with the common practice being to postpone the formal meeting and/or the decision-making until quorum. This includes holding informal sessions, while ensuring that no decisions/recommendations are taken in the absence of quorum.⁵

14. The GCF is currently reviewing the effectiveness of the committees, panels and group established by the Board, which will make recommendations for how to improve the effectiveness and efficiency of their work.

Climate Investment Funds (CIFs)

15. The two trust funds that comprise the CIF: the Clean Technology Fund (CTF) established under the framework of the CIF and Strategic Climate Fund (SCF) established in accordance with, and for the purpose set forth in, the SCF Governance Framework Document, which are governed by the SCT Trust Fund Committee⁶ and the CTF Trust Fund Committee, respectively that oversees and decides on operations and activities. Pursuant to paragraphs 19 and 20 of the CTF Governance Framework Document⁷ and paragraphs 14 and 15 of the SCF Governance Framework Document⁸, the Committees each consist of eight representatives from contributor

⁴ For committees, panels and groups, see paragraphs 30-32 of the Additional Rules of Procedure of the GCF which is available at https://www.greenclimate.fund/documents/20182/1246728/Rules_of_Procedure.pdf/9d55fae7-f4df-45fe-a3f3-754bc0d98e67.

⁵ Email exchange with GCF secretariat representative.

⁶ SCF Trust Fund Committee is the trust fund committee of the SCF, established in accordance with paragraphs 14 through 25 of the SCF Governance Framework Document. Rules of Procedure for Meetings of the Trust Fund Committee of the Strategic Climate Fund, paragraph 2.

⁷ Available at https://www.climateinvestmentfunds.org/sites/cif_enc/files/meeting-documents/ctf_governance_framework_revised_2014_0.pdf

⁸ https://www.climateinvestmentfunds.org/sites/cif_enc/files/meeting-documents/scf_governance_framework-final.pdf.

countries and eight representatives from eligible recipient countries, which will be the decision-making Members.

16. The CTF Rules of Procedure for Meetings of the Trust Fund Committee (adopted in November 2008 and amended in November 2011) and SCF Rules of Procedure for Meetings of the Trust Fund Committee (adopted in November 2008 and amended in June 2014) establish that “[a] quorum for any Meeting shall be **two-thirds of Decision-Making Members**. A quorum shall be verified by the Secretary at the beginning of the Meeting and at the time of the adoption of the decision. Any Meeting at which a quorum shall not be present may be adjourned from time to time by the Co-Chairs. Notice of any such adjourned Meeting need not be given” (paragraphs 16 – 17 and 17 – 18 respectively).

17. The CTF/ SCF’s Rules of Procedure for Meetings of the Trust Fund Committee also provide that “[a]ny Member may appoint its Alternate, if such Member is temporarily not reasonably able to attend any Meeting or to perform any other functions as Member, including due to its service as a Co-Chair under paragraphs 24 and 25/ 25 and 26 below. Except as otherwise expressly provided in these Rules, any reference in these Rules to a Member shall be deemed to include his/her Alternate when such Alternate acts for such Member” (paragraph 12).

Limited Actions in the Absence of a Quorum under Robert’s Rules of Order

18. As complementary information, the secretariat referred to the Robert’s Rules of Order which has been used as a manual for facilitating discussions and group decision-making and has been found in the bylaws or other governing documents of an organization in certain jurisdictions. The Robert’s Rules of Order indicates the purpose or objective of the requirement for a quorum is to protect against totally unrepresentative action in the name of the body by an unduly small number of persons.⁹ It suggests a few procedural steps which can be taken in the absence of a quorum, including: fix the time to which to adjourn, recess the meeting in efforts to obtain a quorum, or take measures to obtain a quorum, such as a motion that absent members be contacted during a recess. It also provides that any other business that is conducted is not valid unless it is ratified at a later meeting where a quorum is present, and that there is no obligation to ratify action and those responsible may be punished for their actions.¹⁰ The secretariat’s analysis found that the practices of other climate funds and the Adaptation Fund related to absence of a quorum have been in line with the suggested actions to be taken in the absence of a quorum under the Robert’s Rules of Order.

Next step

19. As listed above, the GCF as the climate fund that also makes use of Board committees to support its decision-making has employed working practices at the discretion of the relevant committee chair such as informal sessions and postponing formal decision-making until quorum. The effectiveness of GCF Board committees is currently under review.

⁹ Robert, Henry M.; et al.(2011). Robert’s Rules of Order Newly Released (11th ed).

¹⁰ Ibid (Roberts, 2011, p.348).

Recommendation

20. The Board may wish to consider the information presented in this document and decide on any necessary action to be taken.