

Terms of Reference: Climate and Environment Charter Board

The role of the Board

The board is established to govern, advise, provide oversight, and facilitate the work of the Charter Secretariat.

Composition and term

The board consists of six positions: three permanent board members and three rotating board members (two humanitarian organizations and one representative of Government or EU supporters).

The three permanent board positions are assigned to ICVA, the IFRC, and the ICRC.

The two rotating board positions rotate among signatories of the Charter for two-year terms. Rotating members are drawn from across the diverse signatory constituencies, with the aim of representing different constituencies (international organizations, international NGOs, national NGOs, Red Cross Red Crescent National Societies and local organizations). At least one of the rotating members must represent a local or national organization.

The representation of the Red Cross Red Crescent Movement on the board will be limited to two seats at all times. Should a Red Cross Red Crescent National Society be elected by Charter signatories to a rotating board seat, the IFRC or the ICRC (in alternating order) will give up their seat to the elected National Society, thus allowing two signatories from outside the Red Cross Red Crescent Movement to take up the rotating seats.

The third rotating board position rotates among Government/EU supporters of the Charter for two-years term.

Responsibilities

- Sets the overall scope, deliverables and requirements for the Charter Secretariat's outcomes and activities.
- Validates the Charter Secretariat's workplan, budget and use of human resources.
- Helps identify potential sources of funding to support the Charter Secretariat's activities.
- Identifies and monitors potential risks associated with the Charter Secretariat's operations and proposes viable solutions.
- Monitors timelines and the quality of outcomes, in line with approved workplan and budget.
- Represents the Charter in collaboration with the Charter Secretariat.
- Ensures the rotation of three board positions among the signatories and supporters.
- Oversees and validates the election process for rotating members in accordance with the established timelines.
- Provides timely feedback by email to questions that require a swift answer and for decisions that cannot wait for the convening of the board.

Ways of working

Adopted, 12 September 2024

- The board meets virtually four times per year. Meetings are held in English.
- Four members of the board must be present to constitute a quorum for decisions, which are taken by consensus. Decisions are taken by majority vote if consensus cannot be reached.
- One board member is appointed by **consensus** to the board to act as the Chair for a one-year term. One board member cannot hold two consecutive terms. The Chair is responsible for convening meetings, and ensuring that decisions are taken and documented. The Chair is also responsible for consulting other board members in a timely manner and providing a response to the Secretariat in the case of urgent questions arising from the Secretariat.
- Minutes of the board meetings are taken by the Secretariat and endorsed by the attending board members.

Electing rotating board members

Nomination of prospective board members are accepted at least four months before the commencement of their term. Any Charter signatory can nominate a board member by submitting their nomination to the Charter Secretariat.

If more than one nomination is received for either of the two rotating signatory seats, the Secretariat will hold an online vote open to all Charter signatories, where appointments will be made by majority vote. If more than one nomination is received for the support seat, the supporter will be appointed by majority vote between the supporters. Elections for rotating members occur four months before the term begins, with results announced within 30 days.

For the first series of rotating board members, the nomination process will be launched at the same time that a communication is sent to signatories and supporters to inform them of the establishment of the Secretariat. Elections will be held two months later.

Approved by the permanent members of the Board of the Charter Secretariat

12 September 2024

Annex

Inaugural Permanent Board Members:

- ICVA Chief Operating Officer, Susan Wilding, susan.wilding@icvanetwork.org
- IFRC Climate Lead, Ninni Ikkala Nyman, Ninni.Ikkala-Nyman@ifrc.org
- ICRC Head of Policy, Catherine-Lune Grayson, cgrayson@icrc.org

Inaugural Rotating Board Members:

- AIDMI Director, Mihir Bhat
- CARE Climate Justice Centre Interim Director & Program Quality Lead, Thuy-Binh Nguyen
- BHA/USAID, Deputy Director Office of Global Policy, Partnerships, Programs and Communications, Elizabeth Bellardo

Inaugural Board Chair: ICVA