

CLIMATE GOVERNANCE INITIATIVE – GOVERNANCE STRUCTURE

The Climate Governance Initiative (CGI) governance structure consists of:

- I. Advisory Board
- II. Governing Board
- III. Chapters
- IV. Secretariat
- V. World Economic Forum (“the Forum”).

I. Advisory Board

The **Advisory Board** provides overall guidance for the direction of the CGI, whose core purpose is to promote the adoption of the Forum’s CGI Principles for Effective Climate Governance, by mobilising, educating and equipping their NED members with the skills and knowledge necessary to address climate change at board level.

I.i) Organisation of the Advisory Board

The Advisory Board will be supported by the Forum and managed by the Secretariat. This group will **meet in principle twice a year**, for example once alongside the World Economic Forum annual meeting and once alongside the UN General Assembly or other landmark global event. Where possible, this group will meet in person.

I.ii) Membership

The Advisory Board will include Chairpersons of corporate boards engaged in one or more of the CGI Chapters and/or Chairpersons engaged with the Forum, in addition to leading regulators, policy makers, academics and experts involved in shaping climate governance. The Advisory Board consists of 7 to 9 members, each serving a voluntary two-year term, with the possibility of one further renewal. Unfinished terms will remain open until the next cycle of nominations, provided the Advisory Board has a minimum of 7 members. The Forum will always have one representative on the Board. The Secretariat will support and attend the Advisory Board meetings but will not have voting rights.

The **Advisory Board** membership will reflect diversity of geographic region, ethnicity, age, background, gender, skills and experience.

The **Chairperson of the Governing Board** will be invited to the Advisory Board meetings. Other members of the Governing Board and other guests may be invited at the discretion of the Advisory Board Chairperson. Voting rights do not extend to guests.

The **role of the Advisory Board** is to:

- serve as **ambassadors** for the CGI
- provide **strategic guidance** and review progress of the CGI against the vision, *ethos* and strategy
- provide **high-level representation** at key meetings and events
- **support connections** between relevant climate governance and policy developments, to build and support best practice.

I.iii) Chairperson

The **Chairperson** of the Advisory Board will be selected by the members of the Advisory Board, based on voluntary nominations and a simple election process, by acclamation in case there is a single candidate, or by secret ballot managed by the Secretariat if there are two or more. The Chairperson's term of office is one year, with possibility of one further extension.

The role of the Chair is to:

- chair all Advisory Board meetings
- act as a liaison with the Governing Board
- act as a key ambassador for the Initiative.

II. Governing Board

The **Governing Board** governs the CGI and focuses on any matters that need to be addressed at the international level or that impact multiple Chapters. The central concern of the Governing Board is the best interest of the Climate Governance Initiative as a whole.

II.i) Membership

The Governing Board consists of **between 7 and 9 members, to facilitate phasing staggered appointments and allow the board flexibility to decide on the optimal size at any one time.**

The Governing Board will be composed of the following members:

- Between 4 and 6 members, **each from a different CGI Chapter;**
- 1 representative from **the World Economic Forum;**
- 1 **Senior Advisor** who will support the further development of the CGI; and,
- **1 representative from the Secretariat**, serving on an *ex officio* basis.

All members will have voting rights, with the exception of the representative from the Secretariat.

The **Chapters will be represented by between 4 and 6 members**, who have self-nominated for election **by established Chapters**, considering a best effort to reflect the diverse nature of the CGI, including:

- geographic region, ethnicity, age, background, gender, skills and experience;
- representation from Chapters constituting a range of hosting arrangements, such as established institutes of directors, academic institutions, or other relevant organisations.

Each representative from the Chapters on the Governing Board must be an acting, senior member of an established Chapter.

Whilst elected members of the Governing Board come from different Chapters, **their role on the Governing Board is to represent all the Chapters** holistically, focusing on the best interest of the Climate Governance Initiative as a whole.

Representatives from the Chapters on the Governing Board will have a voluntary two-year term and may stand for re-election for a maximum of one further term. In the event that a member of the Governing Board is not able to fulfil his/her term until its end, the Governing Board may decide to keep the vacancy open until the next cycle, or call for self-nominations and an election, actively pursuing diverse representation where possible.

Guests may be invited to join Governing Board meetings, if agreed by the Governing Board members in advance, but will not have voting rights.

II.ii) Role of the Governing Board

The **role of the Governing Board** is to:

- act in the **best interests** of the Climate Governance Initiative
- **approve the vision, ethos, strategy** and any activities that need to be carried out by the CGI at the international level
- **monitor and review progress** of the Climate Governance Initiative and its **impact**
- **represent all Chapters** and respond to matters raised by the Chapters at meetings or via the Secretariat
- **approve new Chapters** and support their establishments if required
- **review any outputs and potential guidance from the Advisory Board**, and agree on any actions needed as a result of this
- **be responsible for overall quality control of the CGI**, by ensuring that all Chapters adhere to the Mission of the CGI and fulfil their obligations under the Charter and undertake the necessary remedial actions in the event of a consistent failure by any Chapter to fulfil its commitments
- **discuss proposals and agree activities** that should be carried out at an international level; proposals which may be put forward by any Chapter

irrespective of representation on the Governing Board, with the following considerations:

- Resourcing should be established before moving ahead with any agreed activities
- It is recognised that Chapters will have their own activities which will not require approval or be discussed by the Governing Board, unless they have a potential conflict with the CGI Charter
- oversee, co-ordinate and supervise international advocacy activities carried out on behalf of the CGI
- approve any formal **partnerships** that may be needed at an international level
- **approve deliverables** from activities that have been agreed need to be coordinated at an international level
- provide **guidance and support to the Secretariat**
- review and sign off the **Annual Report**
- review relevant CGI documents as required.

II.iii) Chairperson

The Governing Board will be **chaired by a Chairperson** who will be determined by the Governing Board from amongst its members, based on voluntary nominations and a simple election process, by acclamation in case there is a single candidate, or by secret ballot managed by the Secretariat if there are two or more. The Chairperson's term of office is one year, with possibility of one further extension.

The role of the Chairperson is to:

- ensure the effective functioning of the board, with support from the Secretariat
- give the board clear leadership and direction, keeping it focused on its core strategic functions
- set the highest of expectations for professional standards of governance

Eligibility

All **voting** members of the Governing Board are eligible to stand for election as Chairperson, with the exception of the representative of the Forum.

II.iv) The Role of the Senior Adviser

The Senior Adviser plays an important role supporting the further development of the Climate Governance Initiative, during its set up phase:

- on-boarding and supporting new Chapters
- setting out what the CGI seeks to achieve *and*
- explaining what is required to start a new Chapter.

The term of office for the Senior Adviser is for a 2 year period during this set up phase of the Initiative, subject to annual review by the Governing Board to decide whether it continues to be necessary and/or what expertise will be required for the next phase of the CGI's development. The Senior Adviser will bring the relevant skills and professional

expertise as identified by the Board when evaluating the current and future needs of the Climate Governance Initiative.

Should the Governing Board decide there is no longer a need for a Senior Adviser role, it will also decide whether the position on the Governing Board should be opened for an additional representative from the wider network of established Chapters.

II.v) Governing Board Meetings

The Governing Board typically **meets every two months** either in person or via teleconference. Extraordinary meetings may be called as required.

Decision-Making

Decision-making by consensus will be prioritised. Decision-making by majority vote of the Governing Board is reserved for when consensus proves elusive and time constraints prevent further discussion, or when a time-sensitive decision needs to be taken between Board meetings, with opportunity for Board Members to comment in writing.

Each member of the Governing Board has one vote, unless an even number of members or an abstention result in a tie, in which case the Chairperson of the Governing Board will hold a casting vote. Decisions are taken by a majority agreement of members via voting of those attending a meeting or call. An abstention is not a negative vote, and participation in Governing Board voting is not mandatory. Decisions may be taken without a meeting by circulation in writing of the proposed decision. Decisions taken by the Governing Board will be recorded and circulated to all members via email. A quorum of 50% plus one member will be required for any vote to be effective. If the Governing Board is not able to reach decision on any matter, the Chairperson of the Governing Board may decide whether to take the matter to all Chapters for consultation.

Regular attendance at meetings is essential.

Should the Forum representative not be present at a meeting, the Forum will be given one week from the circulation of the draft minutes from that meeting in which to comment.

As a rule, meetings shall take place remotely, with the option, if and when desired, to hold an in-person meeting, which would be most likely to coincide with a significant event.

Any changes to this governance structure or the CGI Charter cannot be taken without majority approval by a quorum of 50% plus one of **all** established Chapters – **these are not decisions that can be taken by the Governing Board alone.**

III. Chapters

Chapters of the Climate Governance Initiative operate autonomously, following the **vision, roles and responsibilities outlined in the CGI Charter**.

Meetings for all Chapter representatives will typically be held on alternative months to the Governing Board meetings. The purpose of these meetings is to foster collaboration between the CGI Chapters; consult on key issues, strategy and planning; share knowledge and exchange best practice. These meetings will allow Chapters to identify matters that need further discussion by the Governing Board. They will also enable the Governing Board to communicate information to all Chapters and provide the opportunity for established Chapters to vote on any matters arising that require input from all Chapters.

The main points of contact of the Chapters are encouraged to participate in regular member meetings to stay informed about progress of the CGI; connect with and learn from other Chapters; to identify matters that need further discussion by the Governing Board and to feed into any proposals from the Governing Board that require a decision from all members.

Additional all Chapter meetings may be called as required.

In the event that one third of established Chapters or more disagree with a decision taken by the Governing Board, an extraordinary meeting may be called by the Chapters, in which decision making will be by consensus, reserving majority vote for when consensus proves elusive and time constraints prevent further discussion.

IV. Secretariat

The Secretariat will manage the day-to-day operations of the CGI.

The **role of the Secretariat** is to:

- **support the development and strengthening of Chapters** and encourage exchange, sharing of best practice and knowledge-building
- **support the Advisory Board meetings** in liaison with the Forum, develop the agenda for the Advisory Board meetings with guidance from the Governing Board members, take minutes of the meetings and ensure all Advisory Board members are aware of the agenda of the meetings and the outcomes
- **support the Governing Board meetings**, ensure members are informed of the content and outcomes of the Advisory Board Meetings, develop the agenda for the Governing Board meetings with guidance from its members, take minutes of the meetings and ensure all CGI members are kept informed of key outcomes and decisions
- **support and coordinate international activities** agreed by the Governing Board where necessary

- **support the Governing Board to consult and engage with all Chapters**, to ensure the voices and views of all Chapters are considered in the development of the CGI
- act as the **central co-ordination point** between the Chapters of the CGI and providing clear communication within the CGI community, between the Chapters, the CGI's governance bodies and the Forum
- respond to requests for **information about the CGI**, ensuring a high level of transparency
- **manage the CGI community** to support information sharing in between meetings and events
- **support the Forum** to encourage knowledge sharing and networking via TopLink
- **maintain a central website** with information on the CGI to provide information for external stakeholders in addition to useful information for members and those considering joining the network
- provide **support for meetings and core events**
- develop regular **progress reports**, an annual report and communicate this to the CGI members and other stakeholders
- **coordinate collaborative efforts among Chapters** to advance the Initiative's strategy and overall workplan
- regularly engage and **convene the main points of contact of Chapters**, this will involve a meeting every other month (alternating with the Governing Board)
- coordinate, with the support of the Chapters and the Governing Board, an **annual meeting of the CGI**
- organize **regular communications** to the CGI's community in collaboration with the Governing Board and Chapters.

V. World Economic Forum

The Forum will **support the strengthening and development of the CGI**.

The **role of the Forum** is to:

- support the **Advisory Board**, in collaboration with the Secretariat
- appoint a representative to the **Advisory Board** and the **Governing Board**
- provide **support and guidance** for the strengthening of existing CGI Chapters and establishment of new CGI Chapters
- support **awareness-raising** of the Climate Governance Principles and the CGI at an international level through its established channels and platforms
- maintain the Climate Governance Initiative Community on **TopLink**
- **grant access to a limited number of Members of CGI Chapters to Toplink**, in accordance with the TopLink Terms of Use and Privacy Policy
- **review the role of the Secretariat** every three years or sooner if requested by the Governing Board

- in selected circumstances, invite a representative of the Secretariat, Chapters or wider CGI Community to **activities of the World Economic Forum**
- the **Forum will have veto rights on decisions of the Governing Board** that might conflict with the overall mission of the Forum.