

Global Capacity Building Coalition – Terms of Reference

Effective from 12th August 2024

This document sets out the Terms of Reference (“ToR”) for the Global Capacity Building Coalition (or “GCBC”) and its leadership and organizational structures. The GCBC is intended to function as a collaboration of equals formed on a voluntary and independent basis.

A. Background on the Global Capacity Building Coalition (GCBC)

The GCBC is a global coalition of organizations actively addressing the challenge of accelerating and scaling the availability and effectiveness of capacity building for financial institutions, finance professionals and others in emerging markets and developing economies (EMDEs) to support the climate transition. Capacity-building itself is not the ultimate objective, but the means to an end. The GCBC ultimately aims to unlock climate finance and accelerate the climate transition in EMDEs through capacity building.

To achieve our objective, the GCBC will develop a digital platform to host high quality capacity-building and technical assistance resources, case studies and live learning opportunities.

In the long-term, the GCBC aims to catalyse and convene regional and capacity-building ecosystems, bringing together financial institutions, policymakers and regulators, multilateral organisations, professional bodies, trade associations, universities and business schools, climate NGOs and others to accelerate and scale capacity-building initiatives, institutions and programmes.

B. Goals of the Global Capacity Building Coalition

Objective 1: Grow the coalition to establish it as a world-premier body for accessing climate finance training and capacity building programs.

Objective 2: Build a world-leading and most comprehensive platform for tools and training on climate finance.

Objective 3: Improve the quality and coverage of capacity building programs through demand-driven grants.

C. Membership and Governance

i. Membership

GCBC Members (i.e., “Founding Members” and “Supporter Members” as defined below – who may take on the roles of Steering Group Members, Working Group Members and Advisory Members, as relevant – together “Members”) are organizations that voluntarily agree to participate in the GCBC to advance its objectives of supporting the climate transition by improving the collaboration, accessibility, and quality of climate finance and related capacity building resources.

Typically, Members will:

- Design and/or provide and/or fund and/or receive capacity building support for transition finance and adaptation finance
- Have programmatic focus on emerging markets and developing economies
- Have extensive experience with the GCBC’s priority topics
- Provide scope, connectivity, and reach within the global transition finance ecosystem
- Provide a diversity of perspectives, geographies, industries, and coverage of the transition finance ecosystem

In all cases, the role of Members is to:

- Advance the GCBC’s objective of supporting the net zero transition by improving collaboration e.g. through sharing priorities, information and resources as appropriate on existing capacity-building programmes, collaboration on scoping capacity-building needs based on existing expertise, use expertise and diverse reach in EMDEs to provide input and guidance on GCBC initiatives.
- Provide relevant representation to the Steering Group and/or Working Groups which will set the strategic direction and focus of the GCBC (each as discussed further below)
- Join and contribute to the annual GCBC plenary meeting (the Global Capacity Building Convention)
- Attend all relevant meetings and participate in a collaborative spirit
- Share, where appropriate, relevant resources or details of relevant programs
- Adhere at all times to the requirements of this ToR, including without limitation in connection with the sharing of sensitive, non-public and/or confidential information, and to comply with the law.
- Members will have the option to second employees to the GCBC Secretariat (the “Secretariat”)

Observers

GCBC Observers (or “Observers”) are organizations that volunteer to support the GCBC but are not expected to extensively participate in the GCBC’s activities. Observers will be invited to the same meetings as Members and are welcome to attend such meetings, participate in discussions, share resources, etc., but will not have any ability to vote in Steering Group meetings. This category may be appropriate for organizations with extensive technical assistance or climate finance expertise, but whose primary audience is not financial institutions.

Joining and Leaving the GCBC

The Members of the GCBC as of 1st January 2024 are the “Founding Members.” Additional organizations (beyond the Founding Members) can become GCBC Supporter Members. The Head of organization of a prospective Member will apply to the Secretariat, in a form prescribed by the Secretariat, confirming their desire to participate and their support for the objectives of the GCBC. New Members may be appointed to the Steering Group upon nomination by the Chair, in consultation with the Steering Group.

Any Member wishing to leave the GCBC can do so by giving 3 months’ written notice to the Chair, via the GCBC Secretariat.

ii. Governance

Steering Group

The GCBC will be led by a Steering Group. All Founding Members of the coalition are members of the Steering Group. Members of the Steering Group will serve for a two-year term, renewable for additional two-year terms as determined by the Chair. The Steering Group will oversee the strategy and direction of the GCBC. It is the policy of the GCBC to determine overall strategy by consensus. When a consensus cannot be reached on any matter, action may be taken when supported by a two thirds majority vote of the Steering Group Members. The GCBC Chair, in consultation with the Steering Group may, but is not required to, appoint additional Members (other than Founding Members) to join the Steering Group.

The Steering Group will be Chaired by a representative of one Founding Member (the “GCBC Chair”) and shall serve for a two-year term, renewable for additional two-year terms as determined by the Steering Group. The GCBC Chair shall be elected by the Founding Members comprising the Steering Group.

The Steering Group will meet at least three times per year and can be convened more frequently and on an ad-hoc basis as appropriate, as determined by the GCBC Chair.

Each individual serving as a Member representative to the Steering Group (the “Steering Group Representative”) will be a senior executive of such Member (Head of organization or Deputy Head of organization). The primary role of the Steering Group is to:

- Provide steering on the direction and objectives of the GCBC, and climate finance capacity-building overall
- Support connectivity within the international climate finance community to further the goals and actions of the GCBC
- Champion the goals of the GCBC with public support and promotion

Working Group

The Steering Group will organize a Working Group (the “Working Group”), composed of working-level staff from Steering Group Members under the management and control of their respective Steering Group Representative. Working Groups will support the preparations for Steering Group meetings and drive forward work between meetings. In addition, the Working Group will:

- Provide substantial inputs to the GCBC’s workplan and operations
- Drive forward the objectives and directions at working level as set by the Steering Group
- Consider issues that may be discussed by the Steering Group, and provide advice on these as appropriate
- Where appropriate, support specific workstreams or collaborations to drive forward relevant activities within the coalition

The Working Group will be Chaired by the GCBC’s CEO or Managing Director.

The Working Group will meet not less than four times per year and can be convened more frequently and on an ad-hoc basis as appropriate, as determined by the Working Group Chair.

Advisory Group

Under the guidance of the GCBC Chair and Steering Group, the GCBC Secretariat can convene an Advisory Group (the “Advisory Group”) comprising individuals representing organizational end users of the GCBC’s activities (“Advisory Group Members”). Advisory Group Members will provide insight and feedback to the Chair and Steering Group on the GCBC’s direction, priorities and activities, reflecting the views of end users. They should, therefore, have an appropriate level of seniority and expertise to participate in Advisory Group meetings.

Advisory Group Members will include, but will not be limited to, individuals representing EMDE FIs, taking into account as far as possible the need for broad geographical, sectoral and organization-type representation.

The Advisory Group will be chaired by the GCBC Chief Executive or Managing Director.

A Co-Chair, drawn from among the Advisory Group Members, may also be appointed. They shall serve for a two-year term, renewable for additional two-year terms.

The Advisory Group will meet not less than two times per year and can be convened more frequently and on an ad-hoc basis as appropriate, as determined by the Chair.

The Secretariat

The GCBC Secretariat will be responsible for day to day running of the coalition. The Secretariat will report to, and take direction from, the Steering Group and its Chair. The Secretariat will be funded philanthropically and be run by a CEO and Managing Director appointed by the Chair. Members may second staff to the Secretariat, as may other supporting organizations (e.g., professional service companies).

The role of the Secretariat is to:

- Ensure the smooth and effective functioning of the GCBC and its governance structures
- Support development and management of the GCBC's objectives and workplan
- Drive administrative functions related to membership, participation, scheduling, and events as applicable

Decision Making

Decisions regarding strategy and objectives are made by the Steering Group and substantive decisions about workplan or deliverables are made by the Working Group. The day-to-day operations of the GCBC will be led by the Managing Director.

The CEO and the Working Group will inform the Chair of all substantive decisions and will afford the Chair and the Steering Group reasonable time to comment or object (at least one week) before implementation of any material action. Where no objections are timely raised on matters presented in this manner, the proposed action or decision is considered approved by the Coalition on the basis of negative consent. The CEO will determine when such consent is required. In the case of objections timely raised, the Steering Group or Working Group, as appropriate, will work collaboratively with the CEO to respond to all objections and to develop appropriate alternatives in furtherance of the Coalition's overall preference for action by consensus.

D. Confidentiality, antitrust law and conflicts of interest

Confidentiality

The GCBC is designed to achieve its objective on the basis of public information, including policy, scholarship and reporting. Members, Observers and their representatives should not disclose, or solicit the disclosure of, non-public information in connection with GCBC activities. Any non-public information that is, nevertheless, disclosed, as well as all opinions expressed during meetings, should be treated as confidential unless and until the GCBC has authorized public release.

Recognizing that Members' and Observers' staff may require access to GCBC meeting materials and logistical information, the GCBC strongly discourages unnecessary involvement of excessive staff or third parties in handling GCBC material. Members and Observers are reminded of their legal obligations in relation to material non-public information, including under relevant market abuse regulations.

In all cases where third parties are provided access to documents relating to meetings (e.g., assistants or advisors), individual Member and Observer representatives are responsible for

ensuring that all such persons are aware of and agree to respect the confidentiality and sensitivity which attaches to the discussions and documents in question.

Antitrust law

Members, Observers and all other participants must fully comply with antitrust laws of relevant jurisdictions. To that end, the GCBC has adopted, and expects all Members and Observers to comply with, the Antitrust Guiding Principles attached hereto.

The Antitrust Guiding Principles are not a substitute for legal advice. Members and Observers are responsible for reviewing their own conduct and compliance with laws, including antitrust laws, and are required to obtain their own independent legal counsel for matters relating to GCBC participation and capacity building activities in all jurisdictions. To the extent that any Member or Observer is unsure of its responsibilities under this ToR (including the Antitrust Guiding Principles), such Member or Observer should consult their own legal counsel. All Members and Observers must share contact details for their legal counsel (and all updates thereto) with the Secretariat.

Without limiting the foregoing, no GCBC activity requires the disclosure or discussion of competitively sensitive information between Members and/or Observers. All Members and Observers should consult their respective legal counsel to familiarize themselves with the concept of competitively sensitive information and, where necessary, appropriate mitigants they can utilize (e.g., aggregation / anonymization) to address any potential concerns. If any Member or Observer is unsure about their obligations with respect to any contemplated sharing of information, they should refrain from disclosing the relevant information to other Members and/or Observers and consult their legal counsel for advice.

Conflicts of Interest

Any actual or potential conflicts of interest by Members (or their representatives) should be noted by the relevant individual and communicated to the Chair, via the Secretariat.

Global Capacity Building Coalition Antitrust Guiding Principles

(Effective Date: 1st December 2023)

1 Purpose

Members and Observers are committed to fully complying with antitrust laws of relevant jurisdictions. To that end the GCBC has adopted, and expects all Members and Observers to comply with, the following Antitrust Guiding Principles.

2 Individual Legal Advice

These Antitrust Guiding Principles are not a substitute for legal advice. Members and Observers are responsible for reviewing their own conduct and compliance with laws, including antitrust laws, and are encouraged to obtain their own independent legal counsel for matters relating to the GCBC in all relevant jurisdictions. To the extent that any Member or Observer is unsure of their responsibilities under these Antitrust Guiding Principles, they should consult their own legal counsel.

3 Guiding Principles

3.1 Information handling

No GCBC activity should require the disclosure or discussion of competitively sensitive information between Members and/or Observers. All Members and Observers should consult their respective legal counsel to familiarize themselves with the concept of competitively sensitive information and, where necessary, appropriate mitigants that can be utilized (e.g., aggregation / anonymization) to address any potential concerns. If any Member or Observer is unsure about their obligations with respect to any contemplated sharing of information, they should refrain from disclosing the relevant information to other Members and/or Observers and consult their legal counsel for advice.

3.2 Voluntary recommendations

Any industry-facing recommendations issued by the GCBC are voluntary and non-binding in nature. Organizations are encouraged to follow such recommendations wherever possible and relevant, but each organization should unilaterally determine whether, and the extent to which, it will adopt any recommendation consistent with its fiduciary and contractual duties and applicable laws and regulations. For the avoidance of doubt, Members and Observers must continue to conduct their commercial activities independently at all times.

Members and Observers commit to ensuring that the following principles are observed in relation to the provision of any voluntary / non-binding recommendation: that participation in formulating such recommendation is open (e.g., by way of public consultation), the procedure for adopting the recommendation is transparent, and the final recommendation is made widely known.

3.3 Independent conduct of commercial activities

For the avoidance of any doubt, Members and Observers continue to conduct their commercial activities independently at all times.