

Global Shield Solutions Platform Rules of Procedure for the Thematic Steering Committee

VERSION 1.1, SEPTEMBER 2023

Versioning

Version	Authors	Amendments	Date
0.1	Annette Detken / Karsten Löffler	Creation of the GSSP Rules of Procedure for the Thematic Steering Com- mittee	May 2023
1.0	Annette Detken / Karsten Löffler	Adopted by the GSSP Strategic Committee	31 May 2023
1.1	Annette Detken / Karsten Löffler	Update Terminology of GS Personal Mandate Inclusion of optional reim- bursement for TSC mem- bers Editorial adjustments	Sep 2023

Definitions

Advisers	Individuals who can assist Members
Aid	An individual who is supporting the Secretary
CDRFI	Climate and Disaster Risk Finance and Insurance
Circular Resolutions	Resolutions that will be made in writing by circular procedures outside of meetings
Concept Note(s)	Proposal outlines received by the GSSP as a result of a call for proposals
Draft Resolutions	Resolutions that are tabled for decision making
Full Proposal	Proposals received by the GSSP from shortlisted partners
Global Shield	The body responsible for overarching technical work, global Coordination Hub coordination beyond country-specific dialogues and preparation of decisions for the Global Shield Board
Global Shield Solutions Platform (GSSP)	Financing vehicle under the Global Shield that is governed by these Rules of Procedure.
Guests	Participants in a meeting who are invited specifically for the purpose of making a technical contribution
Member(s)	Institutions that are Member(s) of the GSSP Thematic Steering Committee
Observers	Participants in a meeting who are permanently invited to follow the GSSP Thematic Steering Committee Meetings.
Quorum	The minimum attendance required to make decisions
Representative(s)	Individuals nominated by Member institutions to represent their institution on the GSSP Thematic Steering Committee
Resolutions	Decisions that the GSSP Thematic Steering Committee takes
Secretariat	The Secretariat to the GSSP Thematic Steering Committee. It is hosted by Frankfurt School of Finance & Management (FS)
Secretary	The individual who is assigned as the Secretary to the GSSP Thematic Steering Committee
Strategic Committee (SC)	Committee that governs the GSSP
Thematic Steering Committee (TSC)	Technical Committee that governs technical and operational issues of respective thematic programmes

1. **Members and Secretariat**

Members to the Thematic Steering Committee (TSC) are the institutions listed in Annex 1.

Each Member shall designate up to two Representatives. If a Member designates only one Representative, one alternate Representative should be designated.

Representatives can be assisted during the meetings by Advisers, whose names and functions are to be communicated to the Secretariat ahead of meetings.

The Secretariat function for the TSC is assigned to Frankfurt School of Finance & Management (FS). FS nominates a Representative of the FS who is in charge of the Global Shield Solutions Platform (GSSP) as Secretary of the TSC. The Secretary may assign an Aid to assist in and support the performance of his / her duties. The support is limited to the taking of minutes, organisational, and administrative assistance.

2. **Quorum, Resolutions, Voting Procedures**

All TSC Members must be represented at a meeting to constitute a Quorum. The existence of a Quorum will be verified by the Secretariat at the beginning of the meeting and at the time of the adoption of any Resolution.

For Resolutions, the Secretariat will circulate Draft Resolutions together with the draft agenda or in the case of Circular Resolutions, together with the documents concerned.

Each Member has one vote, independently of the number of Representatives assigned. Members may transfer their voting right to another Member by granting a proxy. The proxy form must be submitted to the Secretariat in advance of any Resolution.

Members may abstain from voting on Resolutions. In this case, the abstention is noted in the meeting minutes.

Decisions may also be made by Circular Resolution. In this case, Members shall cast their vote in writing by the date set by the Secretariat. The voting period shall be a minimum of five (5) and a maximum of fifteen (15) working days. Non-participation in the vote shall be counted as abstention.

Decisions should be made by consensus. Consensus does not require unanimity. A Member of the TSC who wishes to express a dissenting view without blocking a decision may abstain from voting and raise an objection which shall be recorded in the minutes of the meeting or, in the case of a Circular Resolution, by a written statement.

If no consensus is reached, the proposed Resolution shall be adjourned or withdrawn. In the event of a Resolution being adjourned and resubmitted taking into account the reasons for earlier objection, a consensus shall be reached within fifteen (15) working days. If again no consensus is reached the proposed resolutions will be submitted to the GSSP SC to decide.

The Secretariat or its designated Aid shall draw up minutes of every meeting. It will send the minutes to all TSC members for comments no later than fifteen (15) working days after the respective meeting. Silence shall be deemed as consent if TSC members have not

submitted feedback to the Secretariat within fifteen (15) working days after distribution of the draft minutes.

3. Meetings, agenda, observers, and guests

The TSC shall hold meetings as is required in the process of incorporating climate and disaster risk finance and insurance solutions under the Thematic Window, but at least one annual meeting. If some or all Members are unable to attend in person, the Secretariat will provide options to join meetings by telephone or video conference.

Meetings of the TSC shall be convened by the Secretariat. Additional meetings may be set up by the Secretariat with fifteen (15) working days' notice.

A draft agenda will be circulated by the Secretariat ten (10) working days in advance. Additions to the agenda are possible up to five (5) working days before a meeting. Unless one Member objects, the TSC is free to put additional topics on the agenda at a Meeting.

The TSC can decide to invite Observers and Guests to attend TSC meetings in whole or in part. At short notice, Voting-members can request additional Observers and Guests, subject to non-objection by other Members within two (2) working days.

Members of the GSSP Strategic Committee (SC) may participate as Observers at their own wish.

The Head and the Co-Head of the GSSP management are standing Guests to the TSC unless TSC members vote with simple majority to conduct the meeting or parts of it in the absence of the Head and the Co-Head of the GSSP management. Further GSSP management team members can participate as required.

The participation of Observers and Guests, with the exception of the GSSP SC members and the Head and the Co-Head of the GSSP management, shall be limited to those agenda items that do not relate to:

- a. engagements of the TSC with commercial and personal data or information shared by public or private entities with the GSSP management prior to the submission of Concept Notes and Full Proposals;
- b. engagements of the TSC with commercial and personal data or information shared by public or private entities with the GSSP management prior to the submission of binding quotations, bids or offers for delivery of goods and / or the performance of services.

4. Competencies and Responsibilities of the Thematic Steering Committee

The committee shall decide on the scope of the technical and operational details of support under the Thematic Window;

- i) (GSSP Component 1: Research & Education)
provide no-objection to grants above a volume of EUR 200,000;

- ii) (GSSP Component 2: Concept and Solutions Development, and Component 3: Implementation support)

Proposals for CDRFI support under Component 2 and 3 may be selected either by way of direct commissioning, limited competitive bidding or Call for Proposals

The committee shall

- a. In case of direct awards give its approval to implementation support based on GSSP management's recommendation
- b. In all other cases
 - give its no-objection to Concept Notes¹ in form of Circular Procedure, after being shortlisted based on the assessment of GSSP Management. Silence shall be deemed as no-objection of the respective Concept Note(s) if Members do not submit feedback to the GSSP management within fifteen (15) working days after having received the documents, counting from the day the documents were received;
 - give its approval to Full Proposals submitted by partners that were invited to do so after their respective Concept Notes had been granted no-objection from the GSSP SC. Silence shall be deemed as no-objection of the respective Full Proposal(s) if Members do not submit feedback to the GSSP management within fifteen (15) working days after having received the documents, counting from the day the documents were received.

5. Confidentiality

TSC meetings are confidential. TSC members, advisors, Observers, and Guests are obliged to treat information relating to matters dealt with by the TSC as confidential, unless the TSC agrees otherwise. This includes TSC meeting minutes, agendas, reports to the TSC and associated documents and information contained in those documents.

The obligation to maintain confidentiality continues to apply after a member has left the TSC for a duration of one year. This provision does not prevent TSC members from seeking confidential legal, accounting, financial or other professional advice from independent experts to assist the TSC in the performance of its duties or to provide information that is already in the public domain or required to be disclosed to meet legal obligations.

Prior to their first participation in a TSC meeting, participants are obliged to sign a confidentiality declaration.

6. Conflicts of Interest

¹ Concept Notes that were filed with the GSSP management as a result of a call for proposals.

All TSC members are required to report to the TSC any actual or potential conflicts of interest and must report promptly any conflicts of interest that have not been previously disclosed.

TSC members are obliged to disclose to the TSC the name of each business or non-profit organisation in which he / she, his / her spouse, or any close family member is a beneficiary who has or who can reasonably be expected to have a material interest in any proposed or existing contract, transaction, or arrangement with the GSSP as soon as the fact becomes relevant.

For proposals involving a conflict of interest of any TSC Member, the approval shall be given by the GSSP SC

7. Remuneration

TSC Members and Observers may be eligible for reimbursement of incurred costs according to the GSSP Reimbursement Policy.

8. Revisions of and amendments to the Rules of Procedure

Revisions of and amendments to these Rules of Procedure may be proposed by any member of the TSC. They are to be submitted to the Strategic Committee for deliberation and final decision, which should be made only by consensus.

9. Entry into force

These Rules of Procedure shall enter into force on 26 September 2023.

Annex 1 – List of members

Members are the representatives nominated formally by:

- The Global Shield Coordination Hub (technical expert in the designated area)
- Frankfurt School of Finance & Management gGmbH