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ПРОГРАММА ОРГАНИЗАЦИИ ОБЪЕДИНЕННЫХ НАЦИЙ ПО ОКРУЖАЮЩЕЙ СРЕДЕ

Finance Initiative

Innovative financing for sustainability

UNEP Finance Initiative

UNEP FI Working Group/Task Force Operational Framework Document

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Background

In 2000 UNEP FI began to create Working Groups¹ and Task Forces² (hereafter referred to as groups in this document) in order to carry out its mission and increase the level of engagement and cooperation between its signatories. Since then the development of these group processes has been significant. This growth has resulted in a series of positive achievements that have strengthened UNEP FI's credibility both internally and externally. It has also presented a series of operational and management challenges as the scale and breadth of work increases. In order for these groups to continue to function efficiently the UNEP FI Secretariat has begun to formalise a common framework that will support the activities of its various groups. The framework presents a generic group structure, clarifies the roles and procedures for individuals involved in these groups, and in so doing defines the basic infrastructure upon which they may function smoothly, and provides avenues for solving problems when they do not.

This UNEP FI Working Group/Task Force Operational Framework Document has been produced in accordance with the terms and conditions of the UNEP FI Constitution. Though UNEP FI seeks to standardise the structural and operational aspects of all of its groups, it is recognised that a certain level of flexibility may have to be applied to the implementation of these standards within diverse regional and thematic contexts. In addition, this Framework Document has also been produced in accordance with the requirements and spirit of both UNEP FI Statements on Sustainable Development and UNEP FI WSSD Recommendations.

1. Climate Change, Asset Management, Sustainability Management Reporting and Indicators (comprised of the Sustainability Management and Reporting Forum and the UNEP FI – GRI Environmental Performance Indicators Working Group) and General Insurance Working Group.
2. Africa, Asia Pacific (including Australasia), Central and Eastern Europe, Latin America and North America.

1. Steering Committee Representation

The UNEP FI Constitution specifies the rules for groups' representation to the Steering Committee as follows.

Article 4. Roles, Responsibilities and Formation of the Steering Committee and Supporting Officers:

iv. Regional Representatives: Representation from the Chair, or their nominated representative, ensuring that Regional Task Forces shall have four Steering Committee positions with the representative having an interest in the region for which he or she is appointed. The regional task forces will agree between themselves the four regional representatives to the Steering Committee on an annual basis;

v. Working Groups: Representation from the Chair, or their nominated representative, ensuring that core working groups shall have two positions. The core working groups will agree between themselves the two representatives to the Steering Committee on an annual basis;

Guidelines:

- It is proposed that the most effective process to determine which regional Task Forces and which Working Groups are represented on the Steering Committee is decided on a decentralised basis by the Chairs of the regional groups and, separately, by the Chairs of the thematic working groups. Specifically, at an appropriate time ahead of the UNEP FI Annual General Meeting (AGM) the following should take place:
 1. During 1-15 September each year, each Working Group and Task Force will hold an election for their respective group, and inform the Secretariat of their choice for Chair.
 2. The Chairs of core Working Groups convene a meeting, most probably by teleconference, to determine which Working Groups represent the two mandated positions on the global Steering Committee for the year following the AGM.
 3. The Chairs of regional groups convene a meeting, most probably by teleconference, to determine which Task Forces represent the four mandated positions on the global Steering Committee for the year following the AGM.
 4. Ideally, working by consensus the Chairs of the core Working Groups and the regional groups will decide upon and propose:
 - The two candidates to represent the core Working Groups and the four candidates to represent the regional Task Forces¹
 - The length of the representation on the Steering Committee of the selected candidates advised by and acknowledging the overall direction of the UNEP FI Constitution.
 - The process by which the core Working Group representatives and the regional Task Force representatives consult and communicate with the broader constituencies they are advising.
- Due to the limitations on the number of seats set aside for groups on the Steering Committee, a Chair or their nominated representative of a group may decide to gain admission to the Steering Committee via direct election through an “open” position, as opposed to a group position. If the Chair or their nominated representative is elected in this way they are obliged to represent the group as well as the general signatories. This creates opportunities for all groups to be represented at Steering Committee level.
- In principle, group seats on the Steering Committee should be taken up on a rotational basis. If a group is not represented at the Steering Committee in a certain year (i.e. neither represented through the group or open seats) that group will be given priority in taking up one of the group seats in the following year.
- When considering rotational order of representation, groups, which have been represented on the Steering Committee through an open position, are to be given preference in the rotational process once their term on the Steering Committee through the open position has expired.

2 Taskforce/Working Group

(2.1) Mission Statement/Objectives for Working Group or Taskforce

- **To be filled in by TF/WG representative**

(2.2) Structure

(i) General Membership

- In order to become a member of a UNEP FI group a firm must be a signatory to either the UNEP Financial Institutions Initiative or Insurance Industry Initiative Statements. Additionally, in the

¹ Group representatives must be from a financial organization.

case of the regional task forces, members should ideally represent signatories that are headquartered in the region covered by the task force.

- If a group member is not a UNEP FI signatory upon commencement of membership, certain provisions may be made for them to remain as members until they do become signatories, the expectation being that they become signatories within 18 months of commencement of their membership of a UNEP FI group.
- Potential members can also have the option to initially become an “observer member”. This can last up to 3 months, and allows the potential members to “observe” the working group or taskforce i.e. get a feel for the group and an idea of the work and time commitment involved. The observer member can participate in meetings and conference calls, but cannot vote on official matters. Once the observer member feels they can make a contribution to the group and allocate the necessary time, their membership is made official.
- Members join the UNEP FI groups under the auspices of their financial firm i.e. it is the firm as a body that becomes the Working Group or Task Force member and not the individual. Up to three individuals may represent a signatory in a group at any one time, but will only have one vote in the name of their signatory firm for all purposes of the group.
- Signatories may be members in more than one group.
- Members make a minimum yearly commitment to be involved in a group and can review this commitment at the group’s AGM.
- Members must be dedicated and willing to devote the necessary time to a group to work towards achieving its work programme. This includes attending all activities of the group and commenting in a timely manner on issues presented to them.
- If an individual representative of a member firm must leave a group unexpectedly they must:
 1. Notify the UNEP FI Secretariat and relevant group Chair of their departure.
 2. Submit written documentation of their reasons for doing so for review by the UNEP FI secretariat, relevant group Chair and the UNEP FI Steering Committee where appropriate.
 3. Appoint a successor to represent their firm in the group. *Failure to do so will result in the removal of their firm from membership in a group.*Points one and two above would also apply if a firm decides to leave a group.

UNEP FI Secretariat have the discretionary right to annul the membership of a signatory within a group if it is found to be in violation or in serious breach of this framework document, and thus the UNEP FI Constitution, two months following receipt of written notice from the Steering Committee.

(ii) Specific Constituents / Roles and Responsibilities

Group Chairperson

- Each group will have a single Chairperson.
- Chairs will be voted in by members of a group at the group’s AGM, or two calendar years after the last election, except in the case of the creation of a group, in which case, the Head of the Initiative and Chair of UNEP FI have the option to propose a Chair. Chairs can serve up to two consecutive terms, but then must step down.
- The Chair makes a two-year commitment to a group and may seek re-election one time only.
- The Chair will coordinate the development and implementation of the group work programme in association with the Co-Chair (should one be required), UNEP FI Secretariat and the group members.
- The Chair must be dedicated and willing to devote the necessary time to a group in order to achieve its work programme.

- The Chair and UNEP FI Secretariat will play a consultative role in-group budgetary issues and an active role in any external fundraising activities for the group.
- Chairs must attend the group's AGM. They must also attend UNEP FI Steering Committee Meetings and the Initiative's AGM when required.
- If a Chair must unexpectedly leave a group, they must comply with the general membership rules as noted above, with the exception being that the member firm will also forfeit the Chair position and the group will immediately vote on a new Chair.

Group Co-Chair (Optional)

- Each group will have a single Co-Chair, if deemed necessary by the group.
- All rules relating to the Chairperson above shall also relate to the Co-Chair.

Group Members

- Members of a group other than the Chair and Co-Chair fall under the designation of group members.
- In the case of regional Task Forces, group members can be divided between core group members from financial institutions and associate members (see below) made up of broader stakeholders.
- In the case of UNEP FI Working Groups, provision can be made for a core group and associate member/and or advisor structure or for a combined multistakeholder group structure as per specific work programme requirements.
- The group members will enact the work programme of the group under the guidance of the Chair, Co-Chair and the UNEP FI Secretariat.
- Decision making by the group will follow voting requirements described in section 2.3 (i)

Group Associate Members

- On consent from the Chair, Co-Chair and UNEP FI Secretariat a non-financial sector representative may become an associate member of the group.
- Group associate members are non-financial members and may be from an unlimited list of multistakeholder groupings related to the world of finance and sustainability.
- All of the same conditions for the core group membership (see above) apply for associate members in terms of work programme obligations and commitments.
- It is up to the discretion of the group Chair, Co-Chair and UNEP FI Secretariat to decide whether the same voting rights for core group members will apply to associate members. However, associate member opinions will be regarded as being just as valid as core group members' in decision-making and work programme processes.
- It is up to the discretion of the group Chair, Co-Chair and UNEP FI Secretariat to determine the official status of the associate members within the group, as per the conditions of the UNEP FI Constitution.

Secretariat

- One/two members of the Secretariat will be allocated responsibility for facilitating the group.

The responsibilities of the group Secretariat include:

- Organise, schedule, facilitate and maintain essential group functions.
- Assist with the preparation and approval of group documentation.
- Facilitate the development and implementation of the group work programme.
- Coordinate group budgets with Chair, Co-Chair and UNEP FI Secretariat.
- Assist the Chair and Co-Chair as requested.
- Ensure member contact details are up to date and inputted into the centralized UNEP FI database.

- Disseminate information on UNEP FI and other information of relevance to the group to members and help ensure compliance with UNEP FI group requirements.

(iii) Size

- The recommended maximum number of core members of a group is 15.
- The maximum number of associate members that can be involved in a group is 6.
- The minimum number of members that are required to maintain a group is 6.

(iv) Geographic Balance

- It is preferred that members from no one nation are over-represented in a group in order to minimize the possible impact of national bias. The UNEP FI realizes this may not always be possible due to the nature of the group, and therefore leaves the resolution of this issue to the discretion of the Chair of the group, in consultation with his/her group members.

(v) Voting Rights / Decision-making

- Chairs will strive to achieve a consensus based decision-making group.
- In cases where this is not deemed possible the Chair may call a vote on a specific decision at his or her discretion. The group may force a vote on a particular issue if at least half of the group members call on the Chair for a vote.
- Each member of a group will have one vote (Associate member votes awarded as per above).
- In the case of a tie the Chair will make a final decision.
- The majority of members must give their consent for the following decisions:
 1. The admittance of new members
 2. The approval of the annual group budget.
 3. The choice of an external contractor/consultant.
 4. The recommendation to propose the expulsion of a member.
 5. The approval of a work programme.
- In the case that consensus is not possible, the group will go to a vote.

(vi) Reporting

Working Groups and taskforces, via the Chair or Co-Chair, will report to the UNEP FI Steering Committee during scheduled face-to-face meetings and conference calls. If for some reason the Chair is unable to participate, the Secretariat or Chair will nominate someone else.

(2.3) Documentation

(i) Annual Work Programme Report

A work programme document will be submitted to the group for review and comment at each AGM/ or emailed in advance to the group for approval, usually a couple of months prior to the UNEP FI AGM, when the work programme and budget will be voted upon .

The work programme must include, but is not restricted to, the following points:

- The strategy, mission and goals of the group.
- Summary of group activities in the previous year including work programme points achieved/not achieved with explanation.
- General group challenges that need to be addressed and suggested appropriate actions.
- Status report on membership during the past year and suggested appropriate actions for the year ahead.
- Status report on new and existing external partnerships and on sponsorship and fundraising.
- Status on group relations with UNEP the UNEP FI Steering Committee.

- Proposed programme activities for the next year and a timeline for completion of each activity.
- The overall expected cost of each activity as noted in the corresponding annual budget.
- Strategic recommendations for the year ahead.
- The secretariat for the group will provide minutes of each conference call – including a bullet list of captured actions - to the participants within five days.
- The secretariat will work with the Chair, Co-Chair and group members to ensure all action points are addressed before the next call. The UNEP FI Secretariat will archive and maintain the group list serve as well as supervising membership and use.

(ii) Annual Budget / Financial Support

- A budget for group activities will be prepared by the UNEP FI Secretariat, in association with the Chair and Co-Chair, on a yearly basis (at a time as instructed by the Secretariat) and include all of the expected expenses for the group work programme for the following year (in accordance with UNEP FI budgetary cycles from Jan-Dec. of each year).
- It will then be sent to group members for review and following this will be submitted to the UNEP FI Steering Committee for final review and onward submission to the Initiatives AGM for amendment and/or approval.
- Members are expected to attend meetings relating to the taskforce at their own cost.

(iii) Meetings

Annual General Meeting:

- Groups will hold a face-to-face meeting on a yearly basis.
- Attendance of all group members is mandatory at their annual meeting. *Members will need to ensure they budget for and or notify their firm of their travel requirements for the group well in advance.*
- If a member cannot attend a face-to-face meeting he or she will be excused if they have shown an appropriate level of commitment to the group and/or has participated in the majority of conference calls. However, it is expected that member will participate in the next face-to-face meeting.
- Conference calls will be held as needed, but at a minimum, once per quarter.

The group's annual meeting must cover, but is not limited to, the following points:

- Review of the proposed work programme activities and budget for the year ahead.
- The election of a Chair and/or Co-Chair for the coming year (if election year).
- Discussion of group member entry or removal when appropriate.
- Each member and the secretariat will provide a one-page self-evaluation of their performance over the past year covering both their achievements and challenges, and the role they plan to play in achieving the coming year's work programme.
- An overall assessment of the state of the group that highlights the key achievements and challenges during the past year.
- The secretariat will draft an agenda for, organize, ensure the participation of members, and rapporteur at group meetings.

(2.4) Miscellaneous Operations

(i) Approvals Processes

Approval from the Initiative's AGM are necessary before the following can be implemented:

- Annual budget.
- Annual work programme.

In most general issues related to the groups, the Chair of the group shall work in liaison with the Secretariat to carry all tasks to ensure the smooth running of the group.

(ii) Dispute Resolution

In the case of a tie vote or intractable dispute the group Chair will have final decision-making powers. The Chair has the right to defer this power to the UNEP FI Steering Committee.

(2.5) Conclusions and Recommendations

Quite importantly, this document does not seek to hinder the functioning of UNEP FI Working Groups and Task Forces. It is recognised that some existing groups may need to be restructured in order to comply with this framework document, or, that a certain level of flexibility has to be applied to the implementation of the proposed structure within certain groups considering regional or specific thematic working group contexts. Should the latter arise, it is recommended that the group(s) in question proceed at the discretion of their Chair, and relevant UNEP FI representatives, to produce a modified set of structures and guidelines to suit their particular group so as not to interfere with the completion of any existing work. It is envisaged that this document will be a live document that is updated and modified to assist the needs of the various groups. The Secretariat will take the lead in liaison with the Chairs of the various groups in maintaining this document to ensure the required flexibility.