EXTRAORDINARY GENERAL MEETING by Webinar

2016
Extraordinary General Meeting by Webinar

Webinar 1:
17:00-18:30, Mon 9 May 2016

Webinar 2 (repeat):
10:00-11:30, Tue 10 May 2016

Central European Summer Time

All EGM meeting documents are online:
http://www.unepfi.org/extranet/
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Password: unepfi
Logistical Notes

Audio will remain on mute for participants

Use the chat function via the webinar or the internet (unepfi.org/agmchat) to post questions and comments.

Dial-in participants to log their name at unepfi.org/agmchat

For technical issues email info@unepfi.org

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Agenda 1. i. Opening remarks

Welcome by

- UNEP FI Global Steering Committee (GSC) representatives:
  
  Namita Vikas (Session 1) and David Pitt-Watson (Session 2)

- Ligia Noronha, UNEP Representative
Agenda 1. ii.
Reason for holding this EGM

Reforming the UNEP FI Governance

2015 AGM
Global Steering Committee (GSC) mandated to develop a reform proposal

2016 EGM
Proposal (draft *Governance Framework* document) presented for discussion & decision
Agenda 1. ii.
Reason for holding this EGM

Basic Reform Principles agreed at AGM

1. **Decouple** GSC composition and nomination process from operational-level governance bodies

2. **Refocus** GSC mandate on strategic planning and equip with proper decision-making tools/guidelines

3. **Leverage** relevant and strategic expertise and connections
Agenda 2. Adopting a new governance framework

i. Proposed changes to the Global Steering Committee (GSC)

ii. Proposed changes to the other governance bodies

iii. Proposed implementation and transition plan

For Explanation & Discussion
Proposed new governance structure

Annual General Meeting (AGM)

Global Steering Committee

Industry Committees

- **Banking**
  - Industry representatives
  - Regional advisors
  - Thematic advisors

- **Investment**
  - Industry representatives
  - Regional advisors
  - Thematic advisors

- **Insurance (PSI)**
  - Industry representatives
  - Regional advisors
  - Thematic advisors
  + others

Regional Advisory Boards

Thematic Advisory Boards

Initiatives (e.g. NCD, SSE, PDC), Programmes (e.g. PWG, PIWG etc.) and Projects (e.g. Fiduciary Duty, PCI)
Agenda 2. i. Proposed changes to the Global Steering Committee (GSC)

10 Elected Members
- 8 from industry-regions allocated by number of members
- 2 open to other industry-regions determined by GSC

2 GSC Appointed

GSC Composition

UNEP
### Hypothetical Illustration: Allocation of 10 Elected Members Positions to the GSC

<table>
<thead>
<tr>
<th>Region</th>
<th>Banking</th>
<th>Insurance</th>
<th>Investment</th>
</tr>
</thead>
<tbody>
<tr>
<td>A</td>
<td>30 members</td>
<td>5 members</td>
<td>0 members</td>
</tr>
<tr>
<td></td>
<td>Position #5</td>
<td>Open</td>
<td>Open</td>
</tr>
<tr>
<td>B</td>
<td>45 members</td>
<td>25 members</td>
<td>5 members</td>
</tr>
<tr>
<td></td>
<td>Position #2</td>
<td>Position #6</td>
<td>Open</td>
</tr>
<tr>
<td>C</td>
<td>50 members</td>
<td>35 members</td>
<td>20 members</td>
</tr>
<tr>
<td></td>
<td>Position #1</td>
<td>Position #4</td>
<td>Position #7</td>
</tr>
<tr>
<td>D</td>
<td>40 members</td>
<td>10 members</td>
<td>0 members</td>
</tr>
<tr>
<td></td>
<td>Position #3</td>
<td>Open</td>
<td>Open</td>
</tr>
<tr>
<td>E</td>
<td>10 members</td>
<td>5 members</td>
<td>15 members</td>
</tr>
<tr>
<td></td>
<td>Open</td>
<td>Open</td>
<td>Position #8</td>
</tr>
</tbody>
</table>

**Note:** Positions #9 and #10 are allocated to Open industry-regions with priority to non-represented regions. GSC may add more criteria to Open positions.
Intended benefits of the new GSC

1. **Independence** via decoupling from other governance bodies.

2. **Flexibility** via open & appointed positions

3. **Elevation** via
   - Reduced burden of GSC members
   - Leveraging strategic expertise including external persons

4. **Empowerment** via refocusing mandate on strategic planning.

Action post-EGM: GSC to develop decision making guidelines for all governance bodies
Agenda 2. ii. Proposed changes to the other governance bodies

*Others = UNEP focal points, supporting institutions, additional members, etc

Slide 12
Key benefits of other governance bodies

1. **Consolidation** of regional and thematic agendas into and across the industry bodies.

2. **Streamlining** of nomination & voting processes.

3. Improved **efficiency** and **accountability**.
How members interact under the new governance framework

- Global Steering Committee Annual General Meeting
  - Global Roundtables
- Regional Advisory Board
  - Regional Roundtables
- Thematic Advisory Board (Social Issues)
- Thematic Advisory Board (Ecosystems Management)
- Thematic Advisory Board (Climate Change)
- Industry Committee
  - Cross Industry Meeting

Member
Agenda 2. iii. Proposed implementation & transition plans

Transition Principles

• Existing mandates are valid until they expire. New governance structure replaces only as they expire.

• Existing governance bodies mandated to implement the transition in consultation with other affected bodies.
Agenda 2. iii. Proposed implementation & transition plans

Immediate next steps (GSC)

1. EGM (9 & 10 May)
   For approval - new governance

2. GSC in-person meeting (12 May)
   • Allocate members positions
   • Prepare self-nomination forms

3. Self-nomination & elections (June/July)

4. New GSC fills position 11 by appointment (12 is for next election cycle)
GSC Transition Plan

<table>
<thead>
<tr>
<th>to Jun 2016</th>
<th>Extended term of 2013-2015</th>
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<tbody>
<tr>
<td>Jun – Jul 2016</td>
<td></td>
</tr>
<tr>
<td></td>
<td>– current GSC</td>
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<tr>
<td>2017</td>
<td>Transition term (3.5 years)</td>
</tr>
<tr>
<td></td>
<td>of odd positions</td>
</tr>
<tr>
<td></td>
<td>– new GSC</td>
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<tr>
<td>2018</td>
<td>Regular term (3 years) of even position</td>
</tr>
<tr>
<td>2019</td>
<td></td>
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<tr>
<td>2020</td>
<td>Regular term (3 years) of odd positions</td>
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<tr>
<td>2021</td>
<td>Regular term (3 years) of even position</td>
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<tr>
<td>2022</td>
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Agenda 3: Closing

i. *For Action*: Voting process

ii. *For Information:*
    2016 Annual General Meeting and the Global Roundtable, 25-27 October, Dubai, UAE
Agenda 3. i. Next Steps – Voting Process

- EGM voting item: Whether you “Support the adoption of the new Governance Framework document”.

- Vote online until 17:00 (CEST) 11 May 2016 http://www.unepfi.org/agmvote/

- Voting result announced 12 May 2016
• 25-26 Oct: Global Roundtable
• 25 Oct: Members’ Gala Dinner
• 27 Oct (Morning): Annual General Meeting
• Green Finance week: Other side meetings & events before & after GRT - Opportunity to propose & host side events
Key Questions addressed

• What do the new sustainable development and climate change agenda mean for the finance sector?

• What does Green Islamic finance look like?

• What leading-edge business opportunities are emerging?

• How are policy and technology innovations changing the future of sustainable finance?

• How can we better quantify emerging environmental and social risks?
Closure of the EGM by webinar

Thank you for attending.
We look forward to seeing you in Dubai, 25-27 October 2016!