



GEF/C.63/11

November 04, 2022

63rd GEF Council Meeting
November 28 – December 2, 2022
Virtual Meeting

Agenda Item 16

**AMENDMENTS TO THE INSTRUMENT FOR THE
ESTABLISHMENT OF THE RESTRUCTURED GLOBAL ENVIRONMENT FACILITY**

Recommended Council Decision

The Council, having considered document GEF/C.63/11, *Amendments to the Instrument for the Establishment of the Restructured Global Environment Facility*, decides to recommend to the Assembly the updated text of the Instrument as contained in Annex II.

Background

1. In its Decision 8/2018, the Council established an Ad Hoc Working Group on Governance to follow up on the findings of OPS6 regarding the governance of the GEF Partnership and to make recommendations for consideration by Council to further improve efficiency, accountability and transparency.
2. In its Decision 11/2020 the Council extended the mandate of the Ad-hoc Working Group on Governance till the end of December 2020. In its Decision 22/2020 the Council agreed to pilot for one year an adjusted co-chairing arrangement, as well as to consider at its 61st Meeting proposed options for the future including but not limited to recommending to amend paragraph 18 of the governing Instrument.
3. In its Decision 23/2020, the Council extended the mandate of the Ad-hoc Working Group on Governance till June 30, 2022. It further decided the Working Group would, inter alia, make recommendations to the Council at its 61st session as may be necessary and propose any additional actions that contribute to an improved and strengthened governance of the GEF partnership including accountability, transparency in programming decisions, review criteria and selection of agencies and of projects, respective roles and functions of and interaction between the GEF Assembly, GEF Council, GEF Secretariat, GEF Agencies and GEF focal points.
4. At its 62nd Session, Ad Hoc Working Group the Council adopted Decision 16/2022 whereby it decided to consider the proposed amendments to ... the Instrument for the Establishment of the Restructured GEF contained in the Annex of GEF/C.62/09 and to request the Secretariat to commence consultations with the Implementing Agencies and the Trustee with a view to the GEF Council at its 63rd meeting: ... b) taking a decision on recommending the amendments to the Instrument to the Assembly in accordance with paragraph 34 of the Instrument.

Introduction

5. The Ad Hoc Working Group presented its report in Document GEF/C.62/09, including proposals for amendments to the GEF Instrument. The Secretariat, its legal advisor, the Trustee and the GEF coordinators of the Implementing Agencies (UNDP, UNEP and the World Bank) have reviewed the text to adjust references and have added some additional amendments that would update the text of the Instrument to the current practice. The text with track changes is included below and the explanations of those changes are included in the following paragraphs. The clean text is included in Annex II.
6. In paragraph 3 of the Instrument, the original text made reference to Agenda 21. Since this document has been superseded by the 2030 Agenda for Sustainable Development, the amended text deletes the former and includes the latter.
7. Paragraph 8 refers to paragraph 33 in the Transitional and Final Provision section. The Ad Hoc Working Group on Governance had posed the question of whether this paragraph and

paragraph 34 were still necessary. The view of the legal advisor, the Trustee and the Secretariat is that these provisions should be maintained because, even though the GET has been terminated, they set out the historical record of the genesis and development of the GEF.

8. Paragraph 11 mentions the existence of an Independent Evaluation Office that is not a part of the Secretariat as decided by the Council in 2003 and further reflected in paragraph 22.

9. In paragraph 13, the frequency of the Assembly has been updated to reflect the fact that an Assembly takes place every four years.

10. Paragraph 18 reflects the Council's decision to change the Co-chairing arrangements so that each Co-Chair is elected for a full year and therefore co-chairs two successive Council meetings. The list of issues to be chaired by the Chair and Co-Chair is defined by reference to the Council responsibilities listed in paragraph 20. In this respect, the issue referred in para 20 (e) is assigned to the Chair as in the role of CEO this person is required to carry out such responsibilities, in particular to cooperate with the Trustee to mobilize financial resources.

11. Paragraph 20 (j) expands the Council responsibilities to include the duty of appointing the Director of the Independent Evaluation Office, overseeing the IEO work and assign specific tasks to the IEO.

12. Paragraph 20 (c), (d) and (k) incorporate the concept that the Council exercises the responsibilities described therein, in respect of the 15 Council accredited agencies that have been given operational duties equivalent to those of the three Implementing Agencies.

13. Paragraph 20 (l) deletes reference to the UN Commission on Sustainable Development that no longer exists. It also mentions that the Council approves reports, in general, so as to cover all the reports that require Council approval.

14. Paragraph 21 (c), (d) and (e) incorporate the concept of Council accredited agencies to reflect the fact that these agencies have been given operational duties equivalent to the three Implementing Agencies.

15. Paragraph 21 (i) has been deleted as the concept of the Independent Evaluation Office is now reflected in paragraph 22.

16. Paragraph 29 includes the concept of Council accredited agencies to reflect the fact that these agencies have been given operational duties equivalent to the three Implementing Agencies.

17. Paragraph 32 has been amended to reflect the reports currently prepared by the GEF and approved by the Council.

18. In general, the incorporation of the concept of "Council accredited agencies" in no way alters or affects the special institutional responsibilities assigned by the Instrument to the three Implementing Agencies

**ANNEX I: UPDATED INSTRUMENT FOR THE ESTABLISHMENT OF THE RESTRUCTURED
GEF – version with track changes**

Instrument for the

**Establishment of the Restructured
Global Environment Facility**

PREAMBLE

Whereas:

- (a) The Global Environment Facility (GEF or the Facility) was established in the International Bank for Reconstruction and Development (IBRD or World Bank) as a pilot program in order to assist in the protection of the global environment and promote thereby environmentally sound and sustainable economic development, by resolution of the Executive Directors of the World Bank and related interagency arrangements between the United Nations Development Programme (UNDP), the United Nations Environment Programme (UNEP), and the World Bank;
- (b) In April 1992, Participants in the GEF agreed that its structure and modalities should be modified. Agenda 21 (the action plan of the 1992 United Nations Conference on Environment and Development), the United Nations Framework Convention on Climate Change and the Convention on Biological Diversity subsequently called for the restructuring of the Facility;
- (c) Representatives of the States participating at present in the Facility and of other States wishing to participate in it have requested that the Facility be restructured in order to take account of these developments, to establish the GEF as one of the principal mechanisms for global environment funding, to ensure a governance that is transparent and democratic in nature, to promote universality in its participation and to provide for full cooperation in its implementation among UNDP, UNEP and the World Bank (together referred to hereinafter as the Implementing Agencies), and to benefit from the evaluation of experience with the operation of the Facility since its establishment;
- (d) It is necessary to replenish the resources for these purposes under a restructured Facility which includes a new GEF Trust Fund on the basis of this Instrument;
- (e) It is desirable to terminate the existing Global Environment Trust Fund (GET) and to transfer any funds, receipts, assets and liabilities held in it upon termination to the new GEF Trust Fund;
- (f) The Implementing Agencies have reached a common understanding of principles for cooperation as set forth in the present Instrument, subject to approval of their participation by their respective governing bodies;

It is resolved as follows:

I. BASIC PROVISIONS

Restructuring and Purpose of GEF

1. The restructured GEF shall be established in accordance with the present Instrument. This Instrument, having been accepted by representatives of the States participating in the GEF meeting in Geneva, Switzerland, from March 14 to 16, 1994, shall be adopted by the Implementing Agencies in accordance with their respective rules and procedural requirements.
2. The GEF shall operate, on the basis of collaboration and partnership among the Implementing Agencies, as a mechanism for international cooperation for the purpose of providing new and additional grant and concessional funding to meet the agreed incremental costs of measures to achieve agreed global environmental benefits in the following focal areas:
 - (a) biological diversity;
 - (b) climate change;
 - (c) international waters;
 - (d) land degradation, primarily desertification and deforestation; and
 - (e) chemicals and waste.
3. The agreed incremental costs of activities to achieve global environmental benefits concerning chemicals management as they relate to the above focal areas shall be eligible for funding. The agreed incremental costs of other relevant activities under [Agenda 21](#) [the 2030 Agenda for Sustainable Development](#) that may be agreed by the Council shall also be eligible for funding insofar as they achieve global environmental benefits by protecting the global environment in the focal areas.
4. The GEF shall ensure the cost-effectiveness of its activities in addressing the targeted global environmental issues, shall fund programs and projects which are country-driven and based on national priorities designed to support sustainable development and shall maintain sufficient flexibility to respond to changing circumstances in order to achieve its purposes.
5. The GEF operational policies shall be determined by the Council in accordance with paragraph 20(f) and with respect to GEF-financed projects shall provide for full disclosure of all non-confidential information, and consultation with, and participation as appropriate of, major groups and local communities throughout the project cycle.

6. In partial fulfillment of its purposes, the GEF shall:
- (a) Operate the financial mechanism for the implementation of the United Nations Framework Convention on Climate Change (UNFCCC), on an interim basis, in accordance with such cooperative arrangements or agreements as may be made pursuant to paragraphs 28~~7~~ and 32~~4~~ of this Instrument. The GEF shall also be available to meet the agreed full costs of activities described in Article 12, paragraph 1, of the UNFCCC. The GEF shall be available to continue to serve for the purposes of the financial mechanism for the implementation of the UNFCCC if it is requested to do so by the Conference of the Parties pursuant to its Article 11, paragraph 4. In such respects, the GEF shall function under the guidance of, and be accountable to, the Conference of the Parties which shall decide on policies, program priorities and eligibility criteria related to the UNFCCC pursuant to its Article 11, paragraph 1;
 - (b) Be, on an interim basis, the institutional structure which carries out the operation of the financial mechanism for the implementation of the Convention on Biological Diversity (CBD), in accordance with such cooperative arrangements or agreements as may be made pursuant to paragraphs 28~~7~~ and 32~~4~~ of this Instrument. The GEF shall be available to continue to serve for the purposes of the financial mechanism for the implementation of the CBD if it is requested to do so by the Conference of the Parties pursuant to its Article 21, paragraph 3. In such respects the GEF shall function under the guidance of, and be accountable to, the Conference of the Parties which shall decide on policies, program priorities and eligibility criteria for the purposes of the CBD pursuant to its Article 21, paragraph 1;
 - (c) Be available to serve as an entity entrusted with the operation of the financial mechanism of the Stockholm Convention on Persistent Organic Pollutants. In such respects the GEF shall function under the guidance of, and be accountable to, the Conference of the Parties which shall decide on policies, strategy, program priorities and eligibility criteria for the purposes of this Convention pursuant to its Article 13, paragraph 7(a);
 - (d) Be available to serve as a financial mechanism of the United Nations Convention to Combat Desertification in Countries Experiencing Serious Drought and/or Desertification, particularly in Africa (UNCCD), pursuant to Article 20, paragraph 2 (b), and Article 21 of the UNCCD. The Council shall consider and approve arrangements to facilitate collaboration between the GEF and the UNCCD and among countries with respect to affected countries, particularly Africa; and

- (e) Operate as one of the entities comprising the financial mechanism of the Minamata Convention on Mercury, pursuant to its Article 13, paragraphs 5, 6 and 8. In such respects, the GEF shall operate under the guidance of, and be accountable to the Conference of the Parties, which shall provide guidance on overall strategies, policies, program priorities and eligibility for access to and utilization of financial resources. In addition, the GEF shall receive guidance from the Conference of the Parties on an indicative list of categories of activities that could receive support; and shall provide resources to meet the agreed incremental costs of global environmental benefits and the agreed full costs of some enabling activities, pursuant to Article 13, paragraph 7, of the Minamata Convention on Mercury.

Participation

7. Any State member of the United Nations or of any of its specialized agencies may become a Participant in the GEF by depositing with the Secretariat an instrument of participation substantially in the form set out in Annex A. In the case of a State contributing to the GEF Trust Fund, an instrument of commitment shall be deemed to serve as an instrument of participation. Any Participant may withdraw from the GEF by depositing with the Secretariat an instrument of termination of participation substantially in the form set out in Annex A.

Establishment of GEF Trust Fund

8. The new GEF Trust Fund shall be established, and the World Bank shall be invited to serve as the Trustee of the Fund. The GEF Trust Fund shall consist of the contributions received in accordance with the present Instrument, the balance of funds transferred from the GET pursuant to paragraph 332, and any other assets and receipts of the Fund. In serving as the Trustee of the Fund, the World Bank shall serve in a fiduciary and administrative capacity, and shall be bound by its Articles of Agreement, by-laws, rules and decisions, as specified in Annex B.

Eligibility

9. GEF funding shall be made available for activities within the focal areas defined in paragraphs 2 and 3 of this Instrument in accordance with the following eligibility criteria:
 - (a) GEF grants that are made available within the framework of the financial mechanisms of the conventions referred to in paragraph 6 shall be in conformity with the eligibility criteria decided by the Conference of the Parties of each convention, as provided under the arrangements or agreements referred to in paragraph 287.

- (b) All other GEF grants shall be made available to eligible recipient countries and, where appropriate, for other activities promoting the purposes of the Facility in accordance with this paragraph and any additional eligibility criteria determined by the Council. A country shall be an eligible recipient of GEF grants if it is eligible to receive World Bank (IBRD and/or IDA) financing or if it is an eligible recipient of UNDP technical assistance through its target for resource assignments from the core (specifically TRAC-1 and/or TRAC-2). GEF grants for activities within a focal area addressed by a convention referred to in paragraph 6 but outside the framework of the financial mechanism of the convention, shall only be made available to eligible recipient countries that are party to the convention concerned.
- (c) GEF concessional financing in a form other than grants that is made available within the framework of the financial mechanism of the conventions referred to in paragraph 6 shall be in conformity with eligibility criteria decided by the Conference of the Parties of each convention, as provided under the arrangements or agreements referred to in paragraph 287. GEF concessional financing in a form other than grants may also be made available outside those frameworks on terms to be determined by the Council.

II. CONTRIBUTIONS AND OTHER FINANCIAL PROVISIONS FOR REPLENISHMENT

- 10. Contributions to the GEF Trust Fund for the first replenishment period shall be made to the Trustee by Contributing Participants in accordance with the financial provisions for replenishment as specified in Annex C. The Trustee's responsibility for mobilization of resources pursuant to paragraph 20(e) of this Instrument and paragraph 4(a) of Annex B shall be initiated for subsequent replenishments at the request of the Council.

III. GOVERNANCE AND STRUCTURE

- 11. The GEF shall have an Assembly, a Council, and a Secretariat including and an independent Evaluation Office. In accordance with paragraph 254, a Scientific and Technical Advisory Panel (STAP) shall provide appropriate advice.
- 12. The Implementing Agencies shall establish a process for their collaboration in accordance with an interagency agreement to be concluded on the basis of the principles set forth in Annex D.

Assembly

13. The Assembly shall consist of Representatives of all Participants. The Assembly shall meet once every ~~three~~ **four** years. Each Participant may appoint one Representative and one Alternate to the Assembly in such manner as it may determine. Each Representative and each Alternate shall serve until replaced. The Assembly shall elect its Chairperson from among the Representatives.
14. The Assembly shall:
 - (a) review the general policies of the Facility;
 - (b) review and evaluate the operation of the Facility on the basis of reports submitted by the Council;
 - (c) keep under review the membership of the Facility; and
 - (d) consider, for approval by consensus, amendments to the present Instrument on the basis of recommendations by the Council.

Council

15. The Council shall be responsible for developing, adopting and evaluating the operational policies and programs for GEF-financed activities, in conformity with the present Instrument and fully taking into account reviews carried out by the Assembly. Where the GEF serves for the purposes of the financial mechanisms of the conventions referred to in paragraph 6, the Council shall act in conformity with the policies, program priorities and eligibility criteria decided by the Conference of the Parties for the purposes of the convention concerned.
16. The Council shall consist of 32 Members, representing constituency groupings formulated and distributed taking into account the need for balanced and equitable representation of all Participants and giving due weight to the funding efforts of all donors. There shall be 16 Members from developing countries, 14 Members from developed countries and 2 Members from the countries of central and eastern Europe and the former Soviet Union, in accordance with Annex E. There shall be an equal number of Alternate Members. The Member and Alternate representing a constituency shall be appointed by the Participants in each constituency. Unless the constituency decides otherwise, each Member of the Council and each Alternate shall serve for three years or until a new Member is appointed by the constituency, whichever comes first. A Member or Alternate may be reappointed by the constituency. Members and Alternates shall serve without compensation. The Alternate Member shall have full power to act for the absent Member.

17. The Council shall meet semi-annually or as frequently as necessary to enable it to discharge its responsibilities. The Council shall meet at the seat of the Secretariat unless the Council decides otherwise. Two-thirds of the Members of the Council shall constitute a quorum.

18. Council meetings shall be co-chaired by an elected Council Member (“Co-Chairperson”) and the Chief Executive Officer of the Facility (CEO) in accordance with the following: At every other meeting, the Council shall elect a Co-Chairperson from among its Members for a period of one year following the conclusion of that meeting. The elected Co-Chairperson shall act in a neutral manner. The position of Co-Chairperson shall alternate from one year to the next between recipient and non-recipient Council Members. The Co-Chairperson shall conduct deliberations of the Council at that meeting on issues related to Council responsibilities listed in paragraphs 20(b), (i), (j) and (k). The CEO shall conduct deliberations of the Council on issues related to Council responsibilities listed in paragraphs 20(c) and (e). The Co-Chairperson and the CEO shall jointly conduct deliberations of the Council related to all other issues in paragraph 20, ensuring an equal distribution of labor between the elected Co-Chairperson and the CEO. At each meeting, the Council shall elect a Chairperson from among its Members for the duration of that meeting. The elected Chairperson shall conduct deliberations of the Council at that meeting on issues related to Council responsibilities listed in paragraphs 20(b), (g), (i), (j) and (k). The position of elected Chairperson shall alternate from one meeting to another between recipient and non-recipient Council Members. The Chief Executive Officer of the Facility (CEO) shall conduct deliberations of the Council on issues related to Council responsibilities listed in paragraphs 20(c), (e), (f) and (h). The elected Chairperson and the CEO shall jointly conduct deliberations of the Council on issues related to paragraph 20(a).

~~18-19.~~ Costs of Council meetings, including travel and subsistence of Council Members from developing countries, in particular the Least Developed Countries, shall be disbursed from the administrative budget of the Secretariat as necessary.

~~19-20.~~ The Council shall:

- (a) keep under review the operation of the Facility with respect to its purposes, scope and objectives;
- (b) ensure that GEF policies, programs, operational strategies and projects are monitored and evaluated on a regular basis;
- (c) review and approve the work program referred to in paragraph ~~30~~29, monitor and evaluate progress in the implementation of the work program and provide related guidance to the Secretariat, the Implementing Agencies and the Council accredited agencies ~~other bodies referred to in~~

~~paragraph 298~~, recognizing that ~~all such the Implementing Agencies~~ will retain responsibility for the further preparation of individual projects approved in the work program;

- (d) arrange for Council Members to receive final project documents and within four weeks transmit to the CEO any concerns they may have prior to the CEO endorsing a project document for final approval by the Implementing Agency or the Council accredited agency;
- (e) direct the utilization of GEF funds, review the availability of resources from the GEF Trust Fund and cooperate with the Trustee to mobilize financial resources;
- (f) approve and periodically review operational modalities for the Facility, including operational strategies and directives for project selection, means to facilitate arrangements for project preparation and execution by organizations and entities referred to in paragraph 298, additional eligibility and other financing criteria in accordance with paragraphs 9(b) and 9(c) respectively, procedural steps to be included in the project cycle, and the mandate, composition and role of STAP;
- (g) act as the focal point for the purpose of relations with the Conferences of the Parties to the conventions referred to in paragraph 6, including consideration, approval and review of the arrangements or agreements with such Conferences, receipt of guidance and recommendations from them and compliance with requirements under these arrangements or agreements for reporting to them;
- (h) in accordance with paragraphs 276 and 287, ensure that GEF-financed activities relating to the conventions referred to in paragraph 6 conform with the policies, program priorities and eligibility criteria decided by the Conference of the Parties for the purposes of the convention concerned;
- (i) appoint the CEO in accordance with paragraph 21, oversee the work of the Secretariat, and assign specific tasks and responsibilities to the Secretariat;
- ~~(j)~~ (i) in accordance with paragraph 22, appoint the director of the ~~Independent Evaluation Office~~, oversee the work of the ~~Independent Evaluation Office~~, and assign specific tasks and responsibilities to the ~~Independent Evaluation Office~~;
- ~~(j)~~ (k) review and approve the administrative budget of the GEF and arrange for periodic financial and performance audits of the Secretariat, ~~and~~ the Implementing Agencies and the Council accredited agencies with regard to activities undertaken for the Facility;
- ~~(k)~~ (l) in accordance with paragraph 324, approve ~~an annual reports and keep the UN Commission on Sustainable Development apprised of its activities~~; and
- ~~(l)~~ (m) exercise such other operational functions as may be appropriate to fulfill the purposes of the Facility.

~~20-21.~~ The GEF Secretariat shall service and report to the Assembly and the Council. The Secretariat, which shall be headed by the CEO/Chairperson of the Facility, shall be support-ed administratively by the World Bank and shall operate in a functionally independent and effective manner. The CEO shall be appointed to serve for four years on a full time basis bythe Council. The CEO may be reappointed by the Council for one additional four year term.The CEO may be removed by the Council only for cause. The staff of the Secretariat shall include staff members seconded from the Implementing Agencies as well as individuals hired competitively on an as needed basis by one of the Implementing Agencies. The CEO shall be responsible for the organization, appointment and dismissal of Secretariat staff. The CEO shall be accountable for the performance of the Secretariat functions to the Council. The Secretariat shall, on behalf of the Council, exercise the following functions:

- (a) implement effectively the decisions of the Assembly and the Council;
- (b) coordinate the formulation and oversee the implementation of program activities pur-suant to the joint work program, ensuring liaison with other bodies as required, par- ticularly in the context of the cooperative arrangements or agreements referred to in paragraph ~~287~~;
- (c) in consultation with the Implementing Agencies and the Council accredited agencies, ensure the implementation of the operational policies adopted by the Council through the preparation of common guidelines on the project cycle. Such guidelines shall address project identification and development, including the proper and adequate review of project and work program proposals, consultation with and participation of local communities and other interested parties, monitoring of project implementation and evaluation of project results;
- (d) review and report to the Council on the adequacy of arrangements made by the Implementing Agencies and the Council accredited agencies in accordance with the guidelines referred to in paragraph (c) above, and if warranted, recommend to the Council, ~~and~~ the Implementing Agencies and the Council accredited agencies addi-tional arrangements for project preparation and execution under paragraphs 20(f) and ~~298~~;
- (e) chair interagency group meetings to ensure the effective execution of the Council's decisions and to facilitate coordination and collaboration among the Implementing Agencies and the Council accredited agencies;
- (f) coordinate with the Secretariats of other international bodies, in particular, the Secretariats of the conventions referred to in paragraph 6 and the Secretariats of the Montreal Protocol on Substances that Deplete the Ozone Layer and its Multilateral Fund;
- (g) report to the Assembly, the Council and other institutions as directed by the Council;
- (h) provide the Trustee with all relevant information to enable it to carry out its responsi-bilities;
- ~~(i) there shall be an independent evaluation office headed by a director, appointed by and reporting to the Council, whose responsibility it is to carry out independent evalu- ations~~

consistent with decisions of the Council; and

(j)(i) perform any other functions assigned to the Secretariat by the Council.

Independent Evaluation Office

22. There shall be an independent evaluation office co-located with the Secretariat, headed by a director, appointed by and reporting to the Council, whose responsibility it is to carry out independent evaluations consistent with decisions of the Council

Implementing Agencies

21-23. The Implementing Agencies of the GEF shall be UNDP, UNEP, and the World Bank. The Implementing Agencies shall be accountable to the Council for their GEF-financed activities, including the preparation and cost-effectiveness of GEF projects, and for the implementation of the operational policies, strategies and decisions of the Council within their respective areas of competence and in accordance with an interagency agreement to be concluded on the basis of the principles of cooperation set forth in Annex D to the present Instrument. The Implementing Agencies shall cooperate with the Participants, the Secretariat, parties receiving assistance under the GEF, and other interested parties, including local communities and non-governmental organizations, to promote the purposes of the Facility.

22-24. The CEO shall periodically convene meetings with the heads of the Implementing Agencies to promote interagency collaboration and communication, and to review operational policy issues regarding the implementation of GEF-financed activities. The CEO shall transmit their conclusions and recommendations to the Council for its consideration.

Scientific and Technical Advisory Panel (STAP)

23-25. UNEP shall establish, in consultation with UNDP and the World Bank and on the basis of guidelines and criteria established by the Council, the Scientific and Technical Advisory Panel (STAP) as an advisory body to the Facility. UNEP shall provide the STAP's Secretariat and shall operate as the liaison between the Facility and the STAP.

IV. PRINCIPLES OF DECISION-MAKING

24, 26. (a) Procedure

The Assembly and the Council shall each adopt by consensus regulations as may be necessary or appropriate to perform their respective functions transparently; in particular, they shall determine any aspect of their respective procedures, including the admission of observers and, in the case of the Council, provision for executive sessions.

(b) Consensus

Decisions of the Assembly and the Council shall be taken by consensus. In the case of the Council if, in the consideration of any matter of substance, all practicable efforts by the Council and its Chairperson have been made and no consensus appears attainable, any Member of the Council may require a formal vote.

(c) Formal Vote

- (i) Unless otherwise provided in this Instrument, decisions requiring a formal vote by the Council shall be taken by a double weighted majority; that is, an affirmative vote representing both a 60 percent majority of the total number of Participants and a 60 percent majority of the total contributions.
- (ii) Each Member of the Council shall cast the votes of the Participant or Participant she/he represents. A Member of the Council appointed by a group of Participants may cast separately the votes of each Participant in the constituency he/she represents.
- (iii) For the purpose of voting power, total contributions shall consist of the actual cumulative contributions made to the GEF Trust Fund as specified in Annex C (Attachment 1) and in subsequent replenishments of the GEF Trust Fund, contributions made to the GET, and the grant equivalent of co-financing and parallel financing made under the GEF pilot program, or agreed with the Trustee, until the effective date of the GEF Trust Fund. Until the effective date of the GEF Trust Fund, advance contributions made under paragraph 7(c) of Annex C shall be deemed to be contributions to the GET.

V. RELATIONSHIP AND COOPERATION WITH CONVENTIONS

25-27. The Council shall ensure the effective operation of the GEF as a source of funding activities under the conventions referred to in paragraph 6. The use of the GEF resources for purposes of such conventions shall be in conformity with the policies, program priorities and eligibility criteria decided by the Conference of the Parties of each of those conventions.

26-28. The Council shall consider and approve cooperative arrangements or agreements with the Conferences of the Parties to the conventions referred to in paragraph 6, including reciprocal arrangements for representation in meetings. Such arrangements or agreements shall be in conformity with the relevant provisions of the convention concerned regarding its financial mechanism and shall include procedures for determining jointly the aggregate GEF funding requirements for the purpose of the convention. With regard to each convention referred to in paragraph 6, until the first meeting of its Conference of the Parties, the Council shall consult the convention's interim body.

VI. COOPERATION WITH OTHER BODIES

~~27-29.~~ The Secretariat, ~~and~~ the Implementing Agencies and the Council accredited agencies, under the guidance of the Council, shall cooperate with other international organizations to promote achievement of the purposes of the GEF. The Implementing Agencies and the Council accredited agencies may make arrangements for GEF project preparation and execution by an other institutions or organizations, multilateral development banks, specialized agencies and programs of the United Nations, other international organizations, bilateral development agencies, national institutions, non-governmental organizations, private sector entities and academic institutions, taking into account their comparative advantages in efficient and cost-effective project execution. Such arrangements shall be made in accordance with national priorities. Pursuant to paragraph 20(f), the Council may request the Secretariat to make similar arrangements in accordance with national priorities. In the event of disagreements among the Implementing Agencies and Council accredited agencies or between such agencies an Implementing Agency and any entity concerning project preparation or execution, an Implementing Agency or any entity referred to in this paragraph may request the Secretariat to seek to resolve such disagreements.

VII. OPERATIONAL MODALITIES

~~28-30.~~ The Secretariat shall coordinate the preparation of and determine the content of a joint work program for the GEF among the Implementing Agencies, including an indication of the financial resources required for the program, for approval by the Council. The work program shall be prepared in accordance with paragraph 4 and in cooperation with eligible recipients and any executing agency referred to in paragraph ~~29~~8.

~~29-31.~~ GEF projects shall be subject to endorsement by the CEO before final project approval. If at least four Council Members request that a project be reviewed at a Council meeting because in their view the project is not consistent with the Instrument or GEF policies and procedures, the CEO shall submit the project document to the next Council meeting, and shall only endorse the project for final approval by the Implementing Agency if the Council finds that the project is consistent with the Instrument and GEF policies and procedures.

VIII. REPORTING

~~30-32.~~ The Council shall approve an annual periodic reports, including reports from the GEF to the Conference of the Parties to the Conventions referred to in paragraph 6 on the activities of the GEF. The reports shall be prepared by the Secretariat and circulated made available to all Participants. These reports shall contain information on the activities carried out under the GEF, including the GEF's response to the respective Conference of the Parties guidance, the status of portfolio implementation, achievements in the programming of resources, portfolio monitoring, and

~~evaluations, a list of project ideas submitted for consideration and a review of the project activities funded by the Facility and their outcomes.~~ The reports shall contain all the information necessary to meet the principles of accountability and transparency that shall characterize the Facility as well as the requirements arising from the reporting arrangements agreed with each Conference of the Parties to the conventions referred to in paragraph 6. The reports shall be conveyed to each of these Conferences of the Parties, ~~the United Nations Commission on Sustainable Development~~ and any other international organization deemed appropriate by the Council.

IX. TRANSITIONAL AND FINAL PROVISIONS

Termination of the GET

~~31-33.~~ The World Bank shall be invited to terminate the existing Global Environment Trust Fund (GET) on the effective date of the establishment of the new GEF Trust Fund, and any funds, receipts, assets and liabilities held in the GET upon termination, including the administration of any cofinancing by the Trustee in accordance with the provisions of Resolution No. 91-5 of the Executive Directors of the World Bank, shall be transferred to the new GEF Trust Fund. Pending the termination of the GET under this provision, projects financed from the GET resources shall continue to be processed and approved subject to the rules and procedures applicable to the GET.

Interim Period

~~32-34.~~ The Council may, pursuant to the provisions of this Instrument, be convened during the period from the adoption of this Instrument and its annexes by the Implementing Agencies until the effective date of the establishment of the new GEF Trust Fund: (a) to appoint, by consensus, the CEO in order to enable him/her to assume the work of the Secretariat; and (b) to prepare the Council's rules of procedure and the operational modalities for the Facility. The first meeting of the Council shall be organized by the secretariat of the GEF pilot program. Administrative expenses during this interim period shall be covered by the existing GET.

Amendment and Termination

~~33-35.~~ Amendment or termination of the present Instrument may be approved by consensus by the Assembly upon the recommendation of the Council, after taking into account the views of the Implementing Agencies and the Trustee, and shall become effective after adoption by the Implementing Agencies and the Trustee in accordance with their respective rules and procedural requirements. This paragraph shall apply to the amendment of any annex to this Instrument unless the annex concerned provides otherwise.

~~34-36.~~ The Trustee may at any time terminate its role as trustee in accordance with paragraph 14 of Annex B, and an Implementing Agency may at any time terminate its role as implementing agency, after consultation with the other Implementing Agencies and after giving the Council six months' notice in writing

**ANNEX II: UPDATED INSTRUMENT FOR THE ESTABLISHMENT OF THE RESTRUCTURED
GEF – Clean version without track changes**

Instrument for the

**Establishment of the Restructured
Global Environment Facility**

PREAMBLE

Whereas:

- (g) The Global Environment Facility (GEF or the Facility) was established in the International Bank for Reconstruction and Development (IBRD or World Bank) as a pilot program in order to assist in the protection of the global environment and promote thereby environmentally sound and sustainable economic development, by resolution of the Executive Directors of the World Bank and related interagency arrangements between the United Nations Development Programme (UNDP), the United Nations Environment Programme (UNEP), and the World Bank;
- (h) In April 1992, Participants in the GEF agreed that its structure and modalities should be modified. Agenda 21 (the action plan of the 1992 United Nations Conference on Environment and Development), the United Nations Framework Convention on Climate Change and the Convention on Biological Diversity subsequently called for the restructuring of the Facility;
- (i) Representatives of the States participating at present in the Facility and of other States wishing to participate in it have requested that the Facility be restructured in order to take account of these developments, to establish the GEF as one of the principal mechanisms for global environment funding, to ensure a governance that is transparent and democratic in nature, to promote universality in its participation and to provide for full cooperation in its implementation among UNDP, UNEP and the World Bank (together referred to hereinafter as the Implementing Agencies), and to benefit from the evaluation of experience with the operation of the Facility since its establishment;
- (j) It is necessary to replenish the resources for these purposes under a restructured Facility which includes a new GEF Trust Fund on the basis of this Instrument;
- (k) It is desirable to terminate the existing Global Environment Trust Fund (GET) and to transfer any funds, receipts, assets and liabilities held in it upon termination to the new GEF Trust Fund;
- (l) The Implementing Agencies have reached a common understanding of principles for cooperation as set forth in the present Instrument, subject to approval of their participation by their respective governing bodies;

It is resolved as follows:

I. BASIC PROVISIONS

Restructuring and Purpose of GEF

1. The restructured GEF shall be established in accordance with the present Instrument. This Instrument, having been accepted by representatives of the States participating in the GEFat their meeting in Geneva, Switzerland, from March 14 to 16, 1994, shall be adopted by the Implementing Agencies in accordance with their respective rules and procedural requirements.
2. The GEF shall operate, on the basis of collaboration and partnership among the Implementing Agencies, as a mechanism for international cooperation for the purpose of providing new and additional grant and concessional funding to meet the agreed incremental costs of measures to achieve agreed global environmental benefits in the following focal areas:
 - (a) biological diversity;
 - (b) climate change;
 - (c) international waters;
 - (d) land degradation, primarily desertification and deforestation; and
 - (e) chemicals and waste.
3. The agreed incremental costs of activities to achieve global environmental benefits concerning chemicals management as they relate to the above focal areas shall be eligible for funding. The agreed incremental costs of other relevant activities under the 2030 Agenda for Sustainable Development that may be agreed by the Council shall also be eligible for funding insofar as they achieve global environmental benefits by protecting the global environment in the focal areas.
4. The GEF shall ensure the cost-effectiveness of its activities in addressing the targeted global environmental issues, shall fund programs and projects which are country-driven and based on national priorities designed to support sustainable development and shall maintain sufficient flexibility to respond to changing circumstances in order to achieve its purposes.
5. The GEF operational policies shall be determined by the Council in accordance with paragraph 20(f) and with respect to GEF-financed projects shall provide for full disclosure of all non-confidential information, and consultation with, and participation as appropriate of, major groups and local communities throughout the project cycle.

6. In partial fulfillment of its purposes, the GEF shall:
- (a) Operate the financial mechanism for the implementation of the United Nations Framework Convention on Climate Change (UNFCCC), on an interim basis, in accordance with such cooperative arrangements or agreements as may be made pursuant to paragraphs 28 and 32 of this Instrument. The GEF shall also be available to meet the agreed full costs of activities described in Article 12, paragraph 1, of the UNFCCC. The GEF shall be available to continue to serve for the purposes of the financial mechanism for the implementation of the UNFCCC if it is requested to do so by the Conference of the Parties pursuant to its Article 11, paragraph 4. In such respects, the GEF shall function under the guidance of, and be accountable to, the Conference of the Parties which shall decide on policies, program priorities and eligibility criteria related to the UNFCCC pursuant to its Article 11, paragraph 1;
 - (b) Be, on an interim basis, the institutional structure which carries out the operation of the financial mechanism for the implementation of the Convention on Biological Diversity (CBD), in accordance with such cooperative arrangements or agreements as may be made pursuant to paragraphs 28 and 32 of this Instrument. The GEF shall be available to continue to serve for the purposes of the financial mechanism for the implementation of the CBD if it is requested to do so by the Conference of the Parties pursuant to its Article 21, paragraph 3. In such respects the GEF shall function under the guidance of, and be accountable to, the Conference of the Parties which shall decide on policies, program priorities and eligibility criteria for the purposes of the CBD pursuant to its Article 21, paragraph 1;
 - (c) Be available to serve as an entity entrusted with the operation of the financial mechanism of the Stockholm Convention on Persistent Organic Pollutants. In such respects the GEF shall function under the guidance of, and be accountable to, the Conference of the Parties which shall decide on policies, strategy, program priorities and eligibility criteria for the purposes of this Convention pursuant to its Article 13, paragraph 7(a);
 - (d) Be available to serve as a financial mechanism of the United Nations Convention to Combat Desertification in Countries Experiencing Serious Drought and/or Desertification, particularly in Africa (UNCCD), pursuant to Article 20, paragraph 2 (b), and Article 21 of the UNCCD. The Council shall consider and approve arrangements to facilitate collaboration between the GEF and the UNCCD and among countries with respect to affected countries, particularly Africa; and

- (e) Operate as one of the entities comprising the financial mechanism of the Minamata Convention on Mercury, pursuant to its Article 13, paragraphs 5, 6 and 8. In such respects, the GEF shall operate under the guidance of, and be accountable to the Conference of the Parties, which shall provide guidance on overall strategies, policies, program priorities and eligibility for access to and utilization of financial resources. In addition, the GEF shall receive guidance from the Conference of the Parties on an indicative list of categories of activities that could receive support; and shall provide resources to meet the agreed incremental costs of global environmental benefits and the agreed full costs of some enabling activities, pursuant to Article 13, paragraph 7, of the Minamata Convention on Mercury.

Participation

7. Any State member of the United Nations or of any of its specialized agencies may become a Participant in the GEF by depositing with the Secretariat an instrument of participation substantially in the form set out in Annex A. In the case of a State contributing to the GEF Trust Fund, an instrument of commitment shall be deemed to serve as an instrument of participation. Any Participant may withdraw from the GEF by depositing with the Secretariat an instrument of termination of participation substantially in the form set out in Annex A.

Establishment of GEF Trust Fund

8. The new GEF Trust Fund shall be established, and the World Bank shall be invited to serve as the Trustee of the Fund. The GEF Trust Fund shall consist of the contributions received in accordance with the present Instrument, the balance of funds transferred from the GET pursuant to paragraph 33, and any other assets and receipts of the Fund. In serving as the Trustee of the Fund, the World Bank shall serve in a fiduciary and administrative capacity, and shall be bound by its Articles of Agreement, by-laws, rules and decisions, as specified in Annex B.

Eligibility

9. GEF funding shall be made available for activities within the focal areas defined in paragraphs 2 and 3 of this Instrument in accordance with the following eligibility criteria:
 - (a) GEF grants that are made available within the framework of the financial mechanisms of the conventions referred to in paragraph 6 shall be in conformity with the eligibility criteria decided by the Conference of the Parties of each convention, as provided under the arrangements or agreements referred to in paragraph 28.

- (b) All other GEF grants shall be made available to eligible recipient countries and, where appropriate, for other activities promoting the purposes of the Facility in accordance with this paragraph and any additional eligibility criteria determined by the Council. A country shall be an eligible recipient of GEF grants if it is eligible to receive World Bank (IBRD and/or IDA) financing or if it is an eligible recipient of UNDP technical assistance through its target for resource assignments from the core (specifically TRAC-1 and/or TRAC-2). GEF grants for activities within a focal area addressed by a convention referred to in paragraph 6 but outside the framework of the financial mechanism of the convention, shall only be made available to eligible recipient countries that are party to the convention concerned.
- (c) GEF concessional financing in a form other than grants that is made available within the framework of the financial mechanism of the conventions referred to in paragraph 6 shall be in conformity with eligibility criteria decided by the Conference of the Parties of each convention, as provided under the arrangements or agreements referred to in paragraph 28. GEF concessional financing in a form other than grants may also be made available outside those frameworks on terms to be determined by the Council.

II. CONTRIBUTIONS AND OTHER FINANCIAL PROVISIONS FOR REPLENISHMENT

- 10. Contributions to the GEF Trust Fund for the first replenishment period shall be made to the Trustee by Contributing Participants in accordance with the financial provisions for replenishment as specified in Annex C. The Trustee's responsibility for mobilization of resources pursuant to paragraph 20(e) of this Instrument and paragraph 4(a) of Annex B shall be initiated for subsequent replenishments at the request of the Council.

III. GOVERNANCE AND STRUCTURE

- 11. The GEF shall have an Assembly, a Council, a Secretariat and an Independent Evaluation Office. In accordance with paragraph 25, a Scientific and Technical Advisory Panel (STAP) shall provide appropriate advice.
- 12. The Implementing Agencies shall establish a process for their collaboration in accordance with an interagency agreement to be concluded on the basis of the principles set forth in Annex D.

Assembly

13. The Assembly shall consist of Representatives of all Participants. The Assembly shall meet once every four years. Each Participant may appoint one Representative and one Alternate to the Assembly in such manner as it may determine. Each Representative and each Alternate shall serve until replaced. The Assembly shall elect its Chairperson from among the Representatives.
14. The Assembly shall:
 - (a) review the general policies of the Facility;
 - (b) review and evaluate the operation of the Facility on the basis of reports submitted by the Council;
 - (c) keep under review the membership of the Facility; and
 - (d) consider, for approval by consensus, amendments to the present Instrument on the basis of recommendations by the Council.

Council

15. The Council shall be responsible for developing, adopting and evaluating the operational policies and programs for GEF-financed activities, in conformity with the present Instrument and fully taking into account reviews carried out by the Assembly. Where the GEF serves for the purposes of the financial mechanisms of the conventions referred to in paragraph 6, the Council shall act in conformity with the policies, program priorities and eligibility criteria decided by the Conference of the Parties for the purposes of the convention concerned.
16. The Council shall consist of 32 Members, representing constituency groupings formulated and distributed taking into account the need for balanced and equitable representation of all Participants and giving due weight to the funding efforts of all donors. There shall be 16 Members from developing countries, 14 Members from developed countries and 2 Members from the countries of central and eastern Europe and the former Soviet Union, in accordance with Annex E. There shall be an equal number of Alternate Members. The Member and Alternate representing a constituency shall be appointed by the Participants in each constituency. Unless the constituency decides otherwise, each Member of the Council and each Alternate shall serve for three years or until a new Member is appointed by the constituency, whichever comes first. A Member or Alternate may be reappointed by the constituency. Members and Alternates shall serve without compensation. The Alternate Member shall have full power to act for the absent Member.

17. The Council shall meet semi-annually or as frequently as necessary to enable it to discharge its responsibilities. The Council shall meet at the seat of the Secretariat unless the Council decides otherwise. Two-thirds of the Members of the Council shall constitute a quorum.
18. Council meetings shall be co-chaired by an elected Council Member (“Co-Chairperson”) and the Chief Executive Officer of the Facility (CEO) in accordance with the following: At every other meeting, the Council shall elect a Co-Chairperson from among its Members for a period of one year following the conclusion of that meeting. The elected Co-Chairperson shall act in a neutral manner. The position of Co-Chairperson shall alternate from one year to the next between recipient and non-recipient Council Members. The Co-Chairperson shall conduct deliberations of the Council at that meeting on issues related to Council responsibilities listed in paragraphs 20(b), (i), (j) and (k). The CEO shall conduct deliberations of the Council on issues related to Council responsibilities listed in paragraphs 20(c) and (e). The Co-Chairperson and the CEO shall jointly conduct deliberations of the Council related to all other issues in paragraph 20, ensuring an equal distribution of labor between the elected Co-Chairperson and the CEO.
19. Costs of Council meetings, including travel and subsistence of Council Members from developing countries, in particular the Least Developed Countries, shall be disbursed from the administrative budget of the Secretariat as necessary.
20. The Council shall:
 - (a) keep under review the operation of the Facility with respect to its purposes, scope and objectives;
 - (b) ensure that GEF policies, programs, operational strategies and projects are monitored and evaluated on a regular basis;
 - (c) review and approve the work program referred to in paragraph 30, monitor and evaluate progress in the implementation of the work program and provide related guidance to the Secretariat, the Implementing Agencies and the Council accredited agencies, recognizing that all such Agencies will retain responsibility for the further preparation of individual projects approved in the work program;
 - (d) arrange for Council Members to receive final project documents and within four weeks transmit to the CEO any concerns they may have prior to the CEO endorsing a project document for final approval by the Implementing Agency or the Council accredited agency;

- (e) direct the utilization of GEF funds, review the availability of resources from the GEFTrust Fund and cooperate with the Trustee to mobilize financial resources;
- (f) approve and periodically review operational modalities for the Facility, including operational strategies and directives for project selection, means to facilitate arrangements for project preparation and execution by organizations and entities referred to in paragraph 29, additional eligibility and other financing criteria in accordance with paragraphs 9(b) and 9(c) respectively, procedural steps to be included in the project cycle, and the mandate, composition and role of STAP;
- (g) act as the focal point for the purpose of relations with the Conferences of the Parties to the conventions referred to in paragraph 6, including consideration, approval and review of the arrangements or agreements with such Conferences, receipt of guidance and recommendations from them and compliance with requirements under these arrangements or agreements for reporting to them;
- (h) in accordance with paragraphs 27 and 28, ensure that GEF-financed activities relating to the conventions referred to in paragraph 6 conform with the policies, program priorities and eligibility criteria decided by the Conference of the Parties for the purposes of the convention concerned;
- (i) appoint the CEO in accordance with paragraph 21, oversee the work of the Secretariat, and assign specific tasks and responsibilities to the Secretariat;
- (j) in accordance with paragraph 22, appoint the director of the Independent Evaluation Office, oversee the work of the Independent Evaluation Office, and assign specific tasks and responsibilities to the Independent Evaluation Office;
- (k) review and approve the administrative budget of the GEF and arrange for periodic financial and performance audits of the Secretariat, the Implementing Agencies and the Council accredited agencies with regard to activities undertaken for the Facility;
- (l) in accordance with paragraph 32, approve reports; and
- (m) exercise such other operational functions as may be appropriate to fulfill the purposes of the Facility.

Secretariat

21. The GEF Secretariat shall service and report to the Assembly and the Council. The Secretariat, which shall be headed by the CEO/Chairperson of the Facility, shall be supported administratively by the World Bank and shall operate in a functionally independent and effective manner. The CEO shall be appointed to serve for four years on a full time basis by the Council. The CEO may be reappointed by the Council for one additional four year term. The CEO may be removed by the Council only for cause. The staff of the Secretariat shall include staff members seconded from the Implementing Agencies as well as individuals hired competitively on an as needed basis by one of the Implementing Agencies.

The CEO shall be responsible for the organization, appointment and dismissal of Secretariat staff. The CEO shall be accountable for the performance of the Secretariat functions to the Council. The Secretariat shall, on behalf of the Council, exercise the following functions:

- (a) implement effectively the decisions of the Assembly and the Council;
- (b) coordinate the formulation and oversee the implementation of program activities pursuant to the joint work program, ensuring liaison with other bodies as required, particularly in the context of the cooperative arrangements or agreements referred to in paragraph 28;
- (c) in consultation with the Implementing Agencies and the Council accredited agencies, ensure the implementation of the operational policies adopted by the Council through the preparation of common guidelines on the project cycle. Such guidelines shall address project identification and development, including the proper and adequate review of project and work program proposals, consultation with and participation of local communities and other interested parties, monitoring of project implementation and evaluation of project results;
- (d) review and report to the Council on the adequacy of arrangements made by the Implementing Agencies and the Council accredited agencies in accordance with the guidelines referred to in paragraph (c) above, and if warranted, recommend to the Council, the Implementing Agencies and the Council accredited agencies additional arrangements for project preparation and execution under paragraphs 20(f) and 29;
- (e) chair interagency group meetings to ensure the effective execution of the Council's decisions and to facilitate coordination and collaboration among the Implementing Agencies and the Council accredited agencies;
- (f) coordinate with the Secretariats of other international bodies, in particular, the Secretariats of the conventions referred to in paragraph 6 and the Secretariats of the Montreal Protocol on Substances that Deplete the Ozone Layer and its Multilateral Fund;
- (g) report to the Assembly, the Council and other institutions as directed by the Council;
- (h) provide the Trustee with all relevant information to enable it to carry out its responsibilities;
- (i) perform any other functions assigned to the Secretariat by the Council.

Independent Evaluation Office

22. There shall be an independent evaluation office co-located with the Secretariat, headed by a director, appointed by and reporting to the Council, whose responsibility it is to carry out independent evaluations consistent with decisions of the Council

Implementing Agencies

23. The Implementing Agencies of the GEF shall be UNDP, UNEP, and the World Bank. The Implementing Agencies shall be accountable to the Council for their GEF-financed activities, including the preparation and cost-effectiveness of GEF projects, and for the implementation of the operational policies, strategies and decisions of the Council within their respective areas of competence and in accordance with an interagency agreement to be concluded on the basis of the principles of cooperation set forth in Annex D to the present Instrument. The Implementing Agencies shall cooperate with the Participants, the Secretariat, parties receiving assistance under the GEF, and other interested parties, including local communities and non-governmental organizations, to promote the purposes of the Facility.
24. The CEO shall periodically convene meetings with the heads of the Implementing Agencies to promote interagency collaboration and communication, and to review operational policy issues regarding the implementation of GEF-financed activities. The CEO shall transmit their conclusions and recommendations to the Council for its consideration.

Scientific and Technical Advisory Panel (STAP)

25. UNEP shall establish, in consultation with UNDP and the World Bank and on the basis of guidelines and criteria established by the Council, the Scientific and Technical Advisory Panel (STAP) as an advisory body to the Facility. UNEP shall provide the STAP's Secretariat and shall operate as the liaison between the Facility and the STAP.

IV. PRINCIPLES OF DECISION-MAKING

26. (a) Procedure

The Assembly and the Council shall each adopt by consensus regulations as may be necessary or appropriate to perform their respective functions transparently; in particular, they shall determine any aspect of their respective procedures, including the admission of observers and, in the case of the Council, provision for executive sessions.

(d) Consensus

Decisions of the Assembly and the Council shall be taken by consensus. In the case of the Council if, in the consideration of any matter of substance, all practicable efforts by the Council and its Chairperson have been made and no consensus appears attainable, any Member of the Council may require a formal vote.

(e) Formal Vote

- (i) Unless otherwise provided in this Instrument, decisions requiring a formal vote by the Council shall be taken by a double weighted majority; that is, an affirmative vote

representing both a 60 percent majority of the total number of Participants and a 60 percent majority of the total contributions.

- (ii) Each Member of the Council shall cast the votes of the Participant or Participant she/he represents. A Member of the Council appointed by a group of Participants may cast separately the votes of each Participant in the constituency he/she represents.
- (iii) For the purpose of voting power, total contributions shall consist of the actual cumulative contributions made to the GEF Trust Fund as specified in Annex C (Attachment 1) and in subsequent replenishments of the GEF Trust Fund, contributions made to the GET, and the grant equivalent of co-financing and parallel financing made under the GEF pilot program, or agreed with the Trustee, until the effective date of the GEF Trust Fund. Until the effective date of the GEF Trust Fund, advance contributions made under paragraph 7(c) of Annex C shall be deemed to be contributions to the GET.

V. RELATIONSHIP AND COOPERATION WITH CONVENTIONS

- 27. The Council shall ensure the effective operation of the GEF as a source of funding activities under the conventions referred to in paragraph 6. The use of the GEF resources for purposes of such conventions shall be in conformity with the policies, program priorities and eligibility criteria decided by the Conference of the Parties of each of those conventions.
- 28. The Council shall consider and approve cooperative arrangements or agreements with the Conferences of the Parties to the conventions referred to in paragraph 6, including reciprocal arrangements for representation in meetings. Such arrangements or agreements shall be in conformity with the relevant provisions of the convention concerned regarding its financial mechanism and shall include procedures for determining jointly the aggregate GEF funding requirements for the purpose of the convention. With regard to each convention referred to in paragraph 6, until the first meeting of its Conference of the Parties, the Council shall consult the convention's interim body.

VI. COOPERATION WITH OTHER BODIES

29. The Secretariat, the Implementing Agencies and the Council accredited agencies, under the guidance of the Council, shall cooperate with other international organizations to promote achievement of the purposes of the GEF. The Implementing Agencies and the Council accredited agencies may make arrangements for GEF project preparation and execution by other institutions or organizations, taking into account their comparative advantages in efficient and cost-effective project execution. Such arrangements shall be made in accordance with national priorities. Pursuant to paragraph 20(f), the Council may request the Secretariat to make similar arrangements in accordance with national priorities. In the event of disagreements among the Implementing Agencies and Council accredited agencies or between such agencies and any entity concerning project preparation or execution, an Implementing Agency or any entity referred to in this paragraph may request the Secretariat to seek to resolve such disagreements.

VII. OPERATIONAL MODALITIES

30. The Secretariat shall coordinate the preparation of and determine the content of a joint work program for the GEF among the Implementing Agencies, including an indication of the financial resources required for the program, for approval by the Council. The work program shall be prepared in accordance with paragraph 4 and in cooperation with eligible recipients and any executing agency referred to in paragraph 29.
31. GEF projects shall be subject to endorsement by the CEO before final project approval. If at least four Council Members request that a project be reviewed at a Council meeting because in their view the project is not consistent with the Instrument or GEF policies and procedures, the CEO shall submit the project document to the next Council meeting, and shall only endorse the project for final approval by the Implementing Agency if the Council finds that the project is consistent with the Instrument and GEF policies and procedures.

VIII. REPORTING

32. The Council shall approve periodic reports, including reports from the GEF to the Conference of the Parties to the Conventions referred to in paragraph 6. The reports shall be prepared by the Secretariat and made available to all Participants. These reports shall contain information on the activities carried out under the GEF, including the GEF's response to the respective Conference of the Parties guidance, the status of portfolio implementation, achievements in the programming of resources, portfolio monitoring, and evaluations. The reports shall contain all the information necessary to meet the principles of accountability and transparency that shall characterize the Facility as well as the requirements arising from the reporting arrangements agreed with each Conference of the Parties to the conventions referred to in paragraph 6. The reports shall be conveyed to each of these Conferences of the Parties and any other international organization deemed appropriate by the Council.

IX. TRANSITIONAL AND FINAL PROVISIONS

Termination of the GET

33. The World Bank shall be invited to terminate the existing Global Environment Trust Fund (GET) on the effective date of the establishment of the new GEF Trust Fund, and any funds, receipts, assets and liabilities held in the GET upon termination, including the administration of any cofinancing by the Trustee in accordance with the provisions of Resolution No. 91-5 of the Executive Directors of the World Bank, shall be transferred to the new GEF Trust Fund. Pending the termination of the GET

under this provision, projects financed from the GET resources shall continue to be processed and approved subject to the rules and procedures applicable to the GET.

Interim Period

34. The Council may, pursuant to the provisions of this Instrument, be convened during the period from the adoption of this Instrument and its annexes by the Implementing Agencies until the effective date of the establishment of the new GEF Trust Fund: (a) to appoint, by consensus, the CEO in order to enable him/her to assume the work of the Secretariat; and (b) to prepare the Council's rules of procedure and the operational modalities for the Facility. The first meeting of the Council shall be organized by the secretariat of the GEF pilot program. Administrative expenses during this interim period shall be covered by the existing GET.

Amendment and Termination

35. Amendment or termination of the present Instrument may be approved by consensus by the Assembly upon the recommendation of the Council, after taking into account the views of the Implementing Agencies and the Trustee, and shall become effective after adoption by the Implementing Agencies and the Trustee in accordance with their respective rules and procedural requirements. This paragraph shall apply to the amendment of any annex to this Instrument unless the annex concerned provides otherwise.
36. The Trustee may at any time terminate its role as trustee in accordance with paragraph 14 of Annex B, and an Implementing Agency may at any time terminate its role as implementing agency, after consultation with the other Implementing Agencies and after giving the Council six months' notice in writing.