

# Global Shield Solutions Platform Rules of Procedure for the Strategic Committee

VERSION 1.1, OCTOBER 2023

# Versioning

<b>Version</b>	<b>Authors</b>	<b>Amendments</b>	<b>Date</b>
<b>0.1</b>	Annette Detken / Karsten Löffler	Creation of the GSSP Rules of Procedure for the Strategic Committee	January 2023
<b>0.2</b>	Annette Detken / Karsten Löffler	Amendments as sug- gested by (future) Contrib- utors after Introductory Strategic Committee Meet- ing Jan 24, 2023	March 2023
<b>0.3</b>	Annette Detken / Karsten Löffler	Amendments as dis- cussed in meeting on Mar 21, 2023. Added defini- tions and relations to CSC and TSC.	May 2023
<b>1.0</b>	Annette Detken / Karsten Löffler	Adopted by the GSSP Strategic Committee	31 May 2023
<b>1.1</b>	Annette Detken / Karsten Löffler	Amendments as dis- cussed in meeting on Sep 26, 2023. Added SC no- objection on earmarked contributions.	October 2023

## Definitions

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

## 1. **Members and Secretariat**

Voting-members and Non-voting members to the Strategic Committee (SC) are the institutions listed in Annex 1.

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

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

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

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

At least 50% of the SC Members must be represented at a meeting to constitute a Quorum. The existence of a Quorum will be verified by the Secretariat at the beginning of the meeting and at the time of the adoption of any Resolution.

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

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

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

Decisions may also be made by Circular Resolution. In this case, Voting-members shall cast their vote in writing by the date set by the Secretariat. The voting period shall be a minimum of five (5) and a maximum of ten (10) working days. Non-participation in the vote shall be counted as abstention.

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

If no consensus is reached, the proposed Resolution shall be adjourned or withdrawn. In the event of a Resolution being adjourned, a vote by simple majority may take place at the earliest after fifteen (15) working days.

### **3. Meetings, agenda, observers, and guests**

The SC shall hold at least one annual meeting. If some or all Members are unable to attend in person, the Secretariat will provide options to join meetings by telephone or video conference.

Meetings of the SC shall be convened by the Secretariat. The Secretariat will share an annual meeting plan. Additional meetings may be set up by the Secretariat with fifteen (15) working days' notice.

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

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

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

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

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

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

#### 4. Competencies and Responsibilities of the Strategic Committee

The committee shall ultimately

- i. oversee and approve GSSP principles, policies, and implementation standards as outlined in the Inception Report and in line with Global Shield principles; adopt the annual report;
- ii. decide on any matter that is of strategic importance to the operation of the further development of the GSSP. This includes but is not limited to actions that substantively alter or modify the scope, scale, or mode of its operation and targets;
- iii. decide on the scope of country support;
- iv. decide on the focus and launch of Thematic Windows in line with the framework conditions set by the Global Shield Coordination Hub;
- v. provide no-objection on earmarked contributions to Regional Programmes under Thematic Windows (while being kept informed about all planned measures);
- vi. (GSSP Component 1: Research & Education)
  - provide no-objection to grants above a volume of EUR 200,000 (while being kept informed about all supported decisions);
- vii. (GSSP Component 2: Concept and Solutions Development, and Component 3: Implementation support)
  - give its no-objection to the shortlisted Concept Notes<sup>1</sup> in form of Circular Procedure based on the assessment and recommendation by the GSSP management and the respective Country / Thematic Steering Committee. Silence shall be deemed as no-objection of the respective Concept Note(s) if Voting-members do not submit feedback to the GSSP management within fifteen (15) working days after having received the documents, counting from the day the documents were received.
  - SC Members or designated representatives of their institution will be given the opportunity to take part in a non-decision-making technical preparatory meeting before Concept Notes are submitted to SC Voting-members for no-objection. Additionally, SC Members will be kept informed about the selection process and receive a project update after final approval by the respective Country / Technical Steering Committee;
  - give its approval to Full Proposals submitted by partners that were invited to do so in case no consensus is reached on a Resolution in the respective Country / Thematic Steering Committee. In this case, the SC shall give its approval to Full Proposals in form of Circular Procedure based on the assessment of GSSP Management. For LCB / Direct Commissioning, the same governance applies as under Calls for Proposals. Silence shall be deemed as approval of the respective Full Proposal if Voting-members do not submit

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

feedback to the GSSP management within fifteen (15) working days after having received the documents, counting from the day the documents were received;

- viii. (Additionally for Component 3: Implementation support)
  - give its final approval to all implementation support based on GSSP management's and the respective Country / Thematic Steering Committee's recommendation.
- ix. SC members may at any time opt to become Observers to Country / Thematic Steering Committee meetings.

## **5. Confidentiality**

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

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

Prior to their first participation in an SC meeting, technical preparatory meeting, CSC or TSC meeting, participants are obliged to sign a confidentiality declaration.

## **6. Conflicts of Interest**

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

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

The SC may approve transactions involving a conflict of interest with the approval of an impartial majority of the SC, provided that such vote is made in good faith and after full disclosure as described above.

## **7. Revisions of and amendments to the Rules of Procedure**

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

## **8. Entry into force**

These Rules of Procedure shall enter into force on 1 November 2023.



# Annex – List of voting and non-voting members

Voting-members are the representatives of the contributing partners including the V20, subject to a minimum financial contribution in the amount of three (3) million euros for partners that contribute financially. Contributing partners only contributing to a Regional Programme under a Thematic Window will not be voting-members. As of May 31<sup>st</sup>, 2023, voting members are the representatives nominated formally by the following institutions (in alphabetical order):

- Danish Ministry of Foreign Affairs
- French Government
- German Federal Ministry for Economic Cooperation and Development
- V20 Secretariat

As of May 31<sup>st</sup>, 2023, non-voting members are the representatives nominated formally by the following institution(s) (in alphabetical order):

- Frankfurt School of Finance & Management gGmbH
- Global Shield Secretariat