

**LAND DEGRADATION NEUTRALITY (LDN) TECHNICAL ASSISTANCE FACILITY (TAF)
Donor Committee - Terms of Engagement**

Version: 06 November 2018

Foreword

This Terms of Engagement sets forth the mandate and operational modalities for the Donor Committee of the Land Degradation Neutrality Fund's Technical Assistance Facility (LDN TAF).

1. Mandate

1.1 Purpose

The purpose of the LDN TAF Donor Committee is to provide aligned oversight for the operation of the LDN TAF. The TAF Management Company will serve as the Secretariat of the Donor Committee and as such shall call and prepare Donor Committee meetings.

1.2 Roles and Responsibilities

Roles and responsibilities of the Donor Committee shall include:

- a. Interacting with and taking into consideration recommendations received from the Strategic Board of the LDN Fund and TAF;
- b. Reviewing and approving each LDN TAF Annual Plan and Report, including where relevant a proposed regional focus or thematic focus of the LDN TAF;
- c. Reviewing the LDN TAF Project Eligibility Criteria and Project Selection Criteria as initially defined in the GEF Project Document and if necessary proposing changes and amendments to these criteria;
- d. Supporting alignment between LDN TAF donors to enhance synchronized and harmonized implementation and reporting processes;
- e. Reviewing and approving the conditions under which new donors may be invited to contribute to the LDN TAF;
- f. Approving new members of the Donor Committee;
- g. Reviewing and approving the terms of reference for a possible shared mid-term and final evaluation, as well as any subsequent material changes to those terms of references; and
- h. Inviting non-member specialist experts to participate in Donor Committee meetings to provide their expertise as required;
- i. Approve the ToR of the Project Selection Committee, as well as ToRs of its individual members.

2. Appointment of Donor Committee

- a. The Donor Committee will comprise at least two members, and may increase to up to seven members;
- b. Each donor organization to the LDN TAF may appoint one representative to the Donor Committee;
- c. In case there are more than seven donor organizations, the six main donors (ranked by financial contribution) have the right to be a member of the Donor Committee, and the remaining donor organizations may choose a representative to represent their joint interest in the Donor Committee;
- d. On an exceptional basis, another representative of the Donor organization may replace a Donor member for a specific meeting, with notification to be provided to the Secretariat in advance of the meeting; and
- e. The Donor Committee will select a Chairperson from among its members.

3. Meetings

- a. The presence of not less than two-thirds of the full membership of the Donor Committee shall be required to constitute a quorum for the meeting of the Donor Committee;
- b. During the first two years of TAF implementation, the Donor Committee will meet twice a year, of which at least once through an in-person meeting. Starting from year three, the number of meetings may be reduced to once a year as agreed among members of the Donor Committee;
- c. The LDN Fund management company and the UNCCD are invited to the Donor Committee meetings as observers;
- d. Decisions of the Donor Committee are taken on the basis of consensus. In case consensus cannot be reached, IDH and the individual donors will come to bilateral agreements on the decision to be made;
- e. Unless otherwise agreed, the first meeting is the Annual Plan meeting, which takes place in Q3, during which the Annual Plan and budget are discussed and approved, and the six month progress report is discussed and approved. The second meeting is the Annual Report meeting, which takes place in Q2. During this meeting, the Annual Report is discussed and finalized, and recommendations are provided for the coming period.
- f. The agenda and required documents for a Donor Committee meeting will be sent out by the Secretariat at least two weeks before the meeting. In the event that these reports have not been sent out at least two weeks before a meeting, the Secretariat will reschedule the meeting.

4. Secretariat and Minutes

- a. The LDN TAF management shall serve as the Secretariat of the Donor Committee, and as such shall call and prepare Donor Committee meetings.
- b. The Secretariat of the Donor Committee shall record the main issues discussed, points of view expressed and decisions made, in minutes of the meeting.
- c. Minutes will be submitted to the Donor Committee no later than six weeks after the meeting for comments and approval.
- d. The Secretariat of the Donor Committee will make the minutes of the Donor Committee meeting available to the shared Strategic Board that advises the LDN Fund and TAF.

5. Required Reporting

- a. The following reports shall be submitted by the Secretariat of the Donor Committee to the Donor Committee in advance of each meeting in a format to be agreed between the TAF Manager and the Donor Committee members:
 - i. Annual plan meeting:
 - Annual Plan and budget
 - Minutes of the Strategic Board meeting
 - 6 month progress report
 - ii. Annual Report meeting:
 - Annual Report
 - An annual audited financial report
 - Minutes of the Strategic Board meeting
- b. The Donor Committee may also consider other documents at their discretion.

5. Remuneration

- a. The members of the Donor Committee will not receive any compensation for their membership in the Donor Committee.
- b. The LDN TAF will be responsible for costs related to hosting in-person meetings of the Donor Committee.

6. Conflict of interest

- a. Being a member of the Donor Committee does not disqualify an organization from being involved in any of the LDN Fund and/or LDN TAF supported interventions or other LDN TAF activities.
- b. At the commencement of every meeting, the Chairperson will ask Donor Committee members if they have any conflicts of interest to disclose. Any member with a conflict must disclose it. The conflict of interest will be registered in the Register of Conflict of Interest, and the member will recuse him/herself when the relevant aspect is being discussed.

7. Validity of this ToE

This Terms of Engagement is valid until December 2020. At this time, the ToE will be either be re-confirmed for another year or be revised based on consensus.
