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**Global Green Growth Institute**

Eighth Session of the Council and Fourth Session of the Assembly (Joint Session)

18-19 November 2015, Seoul

**Decision on the Terms of Reference of the  
Management and Program Sub-Committee (MPSC) for FY 2016**

The Council,

*Recalling* Articles 2 and 4 of the Agreement on the Establishment of the Global Green Growth Institute (GGGI), regarding the objectives and activities of the GGGI;

*Recalling* Article 8(12) of the Agreement on the Establishment of the GGGI, regarding the authority of the Council to establish sub-committees to support its effective coordination and operation;

*Recalling* the Decision on Governance Reforms [C/6/DC/6] adopted at the Sixth Session of the Council on 18 November 2014, merging the functions of the Audit and Finance Sub-Committee, the Program Sub-Committee and the Facilitative Sub-Committee into the Management and Program Sub-committee (MPSC);

*Recalling* Rule 15 of the Rule of Procedure of the Council [C/8/DC/2/FINAL] adopted at the Eighth Session of the Council and Fourth Session of the Assembly on 18-19 November 2015, providing that Council shall agree on sub-committee's terms of reference, number of members and tenure, and that the Council should review sub-committees annually to determine whether they should be continued or their terms of reference modified;

*Recalling* Rule 16 of the Rules of Procedure of the Council mandating that each Council sub-committee be comprised of at least one contributing member, one participating member, and one expert or non-state actor member of Council, unless the Council decides otherwise, and that If a sub-committee that primarily focuses on audit and finance matters is established, it shall be chaired by a Contributing Member;

*Recalling* the Financial Regulations of the Global Green Growth Institute [A/4/DC/1 - C/8/DC/5] adopted by written procedure on 19 September 2015, conferring to the MPSC certain responsibilities in relation to the internal oversight mechanism;

*Recalling* Article 13 of the Agreement on the Establishment of the GGGI, regarding disclosure and transparency of the work of GGGI, and the Council Decision on the Disclosure Policy adopted at the Fifth Session of the Council on 19-20 June 2014 [C/5/DC/3];

1. *Approves* the Terms of Reference for the MPSC for 2016, as attached in Annex 1; and
2.  *Cancels and replaces in its entirety* the MPSC Terms of Reference for 2015 contained in Council Decision on Governance Reforms.

Consistent with GGGI's Disclosure Policy, this document will be disclosed in the public domain upon approval.
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**Terms of Reference for the Management and Program Sub-Committee for FY 2016**

**1. Functions**

- 1.1. The MPSC will assist the Council in carrying out its responsibilities in overseeing the Global Green Growth Institute's (GGGI's):
  - a. financial reporting and audit procedures and outcomes;
  - b. programmatic activities in the areas of green growth planning and implementation, knowledge solutions; and
  - c. internal oversight mechanism.
- 1.2. The MPSC will also facilitate matters that require coordination of the Council with the Director-General in between sessions of the Council.
- 1.3. In assisting the Council in carrying out its responsibilities to oversee GGGI's finance, audit and management activities, the MPSC is authorized to:
  - a. Periodically review GGGI's budget, financial statements and audit policies and findings in cooperation with GGGI, all of which as referred to in the Financial Regulations. The MPSC shall satisfy itself that GGGI's financial reporting and external and internal auditing plans and procedures are adequate and efficient; and
  - b. Advise the Council on decisions pertaining the approval of the strategy, the work program and budget and the audited financial statements, and review of the results, monitoring and evaluation framework, in accordance with the Council's responsibilities in Articles 8.5(c) and (d) of the Agreement on the Establishment of GGGI (the "Establishment Agreement").
- 1.4. In assisting the Council in carrying out its responsibilities for overseeing the programmatic activities of the GGGI, the MPSC is authorized to:
  - a. Consider the progress of programs and projects in line with GGGI's work program and strategy, based on regular reporting by GGGI on progress and results; and
  - b. Advise the Council in decisions pertaining to the results, monitoring and evaluation framework as presented under Article 8.5(b) of the Establishment Agreement, as well as decisions pertaining to the approval of GGGI's strategy as well as criteria for country program selection, in accordance with Article 8.5(c) and (f) of the Establishment Agreement.

**2. Composition and Tenure**

- 2.1. The MPSC shall consist of those members of the Council who express interest by 31 December of each year in participating in the MPSC the following year.

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- 2.2. The MPSC shall be comprised of at least one contributing member, one participating member and one expert or non-state actor member, unless the Council decides otherwise, pursuant to Rule 18 of the Rule of Procedure of the Council.
- 2.3. MPSC members shall serve for a term of one (1) year. They may serve an unlimited number of consecutive terms on the MPSC while a member of the Council.

***Audit Contact Points***

- 2.4. Two (2) members of the MPSC shall serve as audit contact points. The audit contact points may be contributing members, participating members and/or non-state actors/experts or any combination of the same.
- 2.5. The audit contact points shall review and clear certain categories of internal audit reports and undertake other responsibilities, as provided for in the Financial Regulations of GGGI then in effect.

***Chair***

- 2.6. The MPSC shall be chaired by a contributing member.
- 2.7. The MPSC chair shall preside over meetings of the MPSC. If the MPSC Chair is unable to be present at a meeting, the Chair shall designate a present member of the MPSC to preside.

**3. Meetings**

- 3.1. The MPSC shall meet formally at least once every year.
- 3.2. The quorum of formal MPSC meetings is a simple majority.
- 3.3. The MPSC may hold informal consultations, as often as deemed necessary by the Chair or by the Director-General, via videoconference, via teleconference, and via other web-based solutions.
- 3.4. The MPSC may meet with the external auditor without GGGI management or staff present if requested by the MPSC or by the external auditor, as and when considered desirable.
- 3.5. The MPSC shall seek consensus in deciding on its conclusions and recommendations. If consensus cannot be reached, the MPSC's dissenting views shall be conveyed to the Council.
- 3.6. GGGI shall support travel and accommodation for MPSC members from participating non-OECD members and non-state actor/expert members of the Council in accordance with the Travel Policy for Members of the Governance Organs.

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- 3.7. Other members of the Council and Assembly that are not members of the MPSC may attend meetings as observers, but GGGI shall not support travel and accommodation for observers.

#### **4. Administrative Arrangements**

- 4.1. The Director of Strategy, Policy and Communications shall serve as the secretary to the Council and to the MPSC, in accordance with Rule 48 of the Rules of Procedure of the Council.
- 4.2. The Secretariat shall be responsible for:
- a. Notifying members of the dates for meetings of the MPSC;
  - b. Distributing the documents in relation to the meetings of the MPSC; and
  - c. Assisting the Council in fulfilling tasks related to the maintenance of MPSC files.
- 4.3. The Secretariat shall inform the members of the MPSC and Council of the dates of official meetings of the MPSC at least thirty (30) calendar days in advance.
- 4.4. The Secretariat shall distribute meeting documents to members at least ten (10) working days ahead of official meetings of the MPSC.
- 4.5. For informal consultations of the MPSC, the Secretariat shall provide notice of date and proposed agenda items at least five (5) working days in advance.
- 4.6. The Secretariat shall submit summaries of the MPSC discussions, conclusions or recommendations to the Council at least fifteen (15) working days in advance of the relevant session of the Council.
- 4.7. Summaries and records of MPSC discussions shall not be publicly disclosed, unless received, reviewed and adopted by the Council, pursuant to Sections II(1)(1), III(2) and III(6) of the GGGI Disclosure Policy [C/5/DC/3].