GOVERNING BOARD
OF THE RISK-INFORMED EARLY ACTION PARTNERSHIP (REAP)

Terms of Reference

1 Mandate and role of the Governing Board

The Governing Board is REAP's principal strategic decision-making body, providing inclusive leadership, oversight and accountability to ensure the Partnership delivers on its mandate and lives by its values: needs-led, collaborative, diverse and inclusive, complementary and coherent.

In practice, the Board sets REAP's strategic direction, safeguards balanced representation and ensures coherence across all governance bodies. It focuses on high-level priorities and policy, while delegating day-to-day operations to the Secretariat. The Board also plays a critical role in mobilizing resources, amplifying the voices of climate-vulnerable governments and regional bodies and ensuring REAP maintains legitimacy and credibility in global forums. Its authority lies not in determining individual partner projects or budgets, but in shaping collective priorities, strengthening accountability and ensuring REAP's work remains relevant, inclusive, and strategically aligned.

2 Authority and functions of the Governing Board

The Governing Board will:

- **Set strategic direction**: Define and guide REAP's strategy, policies and priorities, ensuring alignment with Strategy 2030.
- **Provide oversight and accountability**: Monitor delivery, review progress, and ensure transparent reporting across all governance bodies.
- **Safeguard inclusivity and representation**: Guarantee diverse participation, emphasizing climate-vulnerable governments, regional organizations, and underrepresented groups.
- **Ensure governance coherence**: Ensure complementarity of roles across all governance bodies.
- **Mobilize resources**: Lead resource mobilization efforts to secure sustainable and diversified financing, ensuring resourcing supports inclusivity, independence and long-term impact.
- **Approve structural and policy decisions**: Authorize governance structures, major initiatives, mandates or dissolution of bodies, and policy positions.
- **Oversee risk management**: Identify and monitor strategic, operational, financial, and reputational risks faced by the Partnership.
- **Promote decision transparency**: Ensure all decisions are logged, summarized publicly, and followed up systematically.

3 Composition

The Governing Board will balance inclusivity with effectiveness.

- Voting members:
    - Minimum three climate-vulnerable states.

- Minimum two regional organizations.
- Minimum two donor governments.
- Minimum three international organizations.
- Minimum two civil society organizations.
- Minimum two private sector organizations.
- Minimum one academic institution.
- Minimum one international financial institution.
- Minimum one philanthropic organization.
- Permanent seat for the host of the REAP Secretariat.

- Non-voting members: Head of Secretariat.
- Observers: May be invited by Co-Chairs.

Members are selected to represent the perspectives of their constituency (e.g., climate-vulnerable states, regional organizations, and so on) rather than their individual institutions, and are expected to place REAP's collective mission above institutional interests and manage conflicts of interest transparently.

Members will engage regularly with their constituency and ensure their perspectives systematically inform REAP's decisions.

The Governing Board will designate champions from among its members to act as focal points, for example for engaging regional organizations and ensuring regional perspectives systematically inform REAP decisions. Engagement will leverage existing regional mechanisms rather than create new ones.

4 Membership and rotation

4.1 Term length

- Governing Board members serve three-year terms, renewable once (maximum six consecutive years).
- After completing two terms, members must take a minimum two-year break before being eligible again.

4.2 Staggered rotation

- Seats will rotate on a staggered basis to ensure continuity, with roughly one-third of members changing each cycle.
- A rotation calendar will be maintained by the Secretariat, approved by the Board when a new voting member joins.

4.3 Stakeholder-based representation

- Each voting member is responsible for nominating a replacement when their seat rotates.
- Nominees should demonstrate the ability to contribute strategically and represent stakeholders' perspectives.

4.4 Diversity safeguards

- Every rotation cycle will be assessed against diversity safeguards:
    - Diverse gender representation, with no less than 40 per cent male or female.
    - Balanced geographical spread.
    - Constituency minimums (section 3).
- If a constituency nomination does not meet diversity benchmarks, the Co-Chairs and Secretariat may request an alternative nominee.

4.5 Succession and induction

- Outgoing members are expected to mentor and brief successors for a smooth transition.
- The Secretariat will provide an induction package and orientation for all new members.

4.6 Vacancies

- If a seat becomes vacant mid-term, the constituency will nominate a replacement to serve the remainder of the term.
- If a replacement serves more than 12 months, it counts as a full three-year term.

5 Leadership and co-chairs

5.1 Election and nomination

- The Governing Board will elect two Co-Chairs from different constituencies:
    - One from a climate-vulnerable country or regional body.
    - One from a donor government or other constituency.
- Constituencies are responsible for nominating candidates for Co-Chair. Nominations may be made through internal stakeholder processes or via self-nomination with constituency endorsement.
- The Secretariat will circulate information on which Co-Chair positions are rotating at least 2-3 months in advance, allowing time for constituencies to nominate candidates.
- Elections will normally be conducted by consensus; if consensus cannot be reached, a simple majority vote will decide.

5.2 Term and succession

- Co-Chairs serve a three-year term, renewable once.
- If a Co-Chair steps down mid-term, the Board will elect a replacement within the same constituency to serve the remainder of the term.
- Outgoing Co-Chairs are expected to provide a structured handover to successors.

5.3 Responsibilities

- Chair Governing Board meetings and guide strategic focus.
- Represent REAP externally and ensure decisions are transparent, inclusive and tracked.
- Lead Board self-assessments and support member rotation.
- May appoint champions from among Board members to support delivery of REAP's strategic priorities.

6 Meetings and decision-making

- **Frequency:** At least three meetings annually, with at least one in-person where feasible. Extraordinary meetings may be convened as needed.
- **Agenda:** Set by Co-Chairs in consultation with Secretariat; informed by other governance bodies.
- **Preparation:** Papers circulated at least 10 working days in advance.
- **Quorum:** Simple majority of voting members, with at least three constituencies represented.
- **Decision-making:** By consensus where possible; otherwise by two-thirds majority of those present.
- **Transparency:** Minutes published on REAP's website following Board approval and within 20 working days after each meeting.
- **Time zones:** Meeting times will rotate across regions to enable equitable participation.
- **Action tracking:** The Board maintains a decision and action register, updated after each meeting and reviewed as a standing agenda item at the next meeting.

7 Linkages to other governance and advisory/working bodies

- Strategic Advisory Group (SAG): Provides technical advice; Governing Board integrates into strategic decisions.
- Working groups/task forces: Governing Board ensures working groups and task forces are aligned with REAP's priorities and considers their outputs as inputs to strategic decision-making.
- Secretariat: Governing Board provides strategic oversight; Secretariat manages delivery.

8 Accountability and review

- The Governing Board will ensure structured partner engagement before major decisions (e.g., on governance reforms, new initiatives). This will be operationalized through a public decision log, updates in monthly partnership meetings, and streamlined consultation processes coordinated by the Secretariat. Partner inputs will be documented and formally considered in Board deliberations.
- Annual board performance review assessing effectiveness, inclusivity, impact and clarity of roles.
- ToR Review: Every two years to remain agile and relevant.