

CLIMATE INVESTMENT FUNDS

November, 2008

GOVERNANCE FRAMEWORK FOR THE CLEAN TECHNOLOGY FUND

Table of Contents

- A. Introduction**
- B. Purpose and Objectives**
- C. Types of Investment**
- D. Financing under the CTF**
- E. Country Access to the CTF**
- F. Engagement with Private Sector under the CTF**
- G. Monitoring and Evaluation**
- H. Governance and Organizational Structure**
- I. Contributions**
- J. Allocation of CTF Resources**
- K. Reflows**
- L. Sunset Clause**
- M. Amendments to the Governance Framework for the CTF**

A. Introduction

1. A consensus is growing that moderating and managing climate change is central to every aspect of poverty reduction, economic growth and development, and that climate change disproportionately affects the urban and rural poor worldwide. Climate change can be addressed through multilateral action involving policy incentives and deployment on a global scale of clean technologies in a number of sectors.

2. Consistent with the experience of the Clean Energy and Development Investment Framework (CEIF), and recognizing that the Bali Action Plan, adopted by the Conference of Parties to the UNFCCC in its Decision 1/CP.13, decides to launch a comprehensive process by addressing, among other things, ways to strengthen the catalytic role of the United Nations Framework Convention on Climate Change (UNFCCC) regime in encouraging multilateral bodies to support adaptation and mitigation in a coherent and integrated way, the African Development Bank, the Asian Development Bank, the European Bank for Reconstruction and Development, the Inter-American Development Bank, the International Bank for Reconstruction and Development (IBRD)/International Development Association (the World Bank), and the International Finance Corporation (collectively, the MDBs), are actively pursuing ways to increase the availability of innovative financing through existing and new instruments and to accelerate the access of developing countries to carbon finance, building on comparative advantages of the various institutions and their strong development policy dialogue with client countries.

3. Within this context, the World Bank, in consultation with the other MDBs, developed and developing countries and other development partners, proposed to establish the Clean Technology Fund (CTF) as one of two strategic Climate Investment Funds (CIF), along with the Strategic Climate Fund (SCF).

4. On May 30, 2008, in Potsdam, Germany, the MDBs, developed and developing countries and other development partners reached an agreement on the design and establishment of the CTF. Following the agreement in Potsdam, the Executive Directors of the World Bank on July 1, 2008, approved the establishment of the CTF. Based on the agreement reached in Potsdam and the approval of the Executive Directors of the World Bank, this Governance Framework for the CTF is prepared for adoption at the joint meeting of the Trust Fund Committees for the CTF and the SCF, on November 18, 2008, held in Washington, D.C., the United States of America.

B. Purpose and Objectives

5. The CTF aims to provide scaled-up financing to contribute to demonstration, deployment and transfer of low-carbon technologies with a significant potential for long-term greenhouse gas (GHG) emissions savings.

6. Recognizing that UNFCCC deliberations on the future of the climate change regime include discussions on a future financial architecture and funding strategy for climate change, the CTF will be an interim measure designed for the MDBs to fill an immediate financing gap. The CTF, therefore, includes specific sunset clauses linked to the agreement on the future of the climate change regime as set out in paragraphs 53, 54 and 55 below. Pending final agreement on the future of the climate change regime, the CTF will seek to demonstrate how financial and

other incentives can be scaled-up to accelerate deployment, diffusion and transfer of low-carbon technologies.

7. The objectives of the CTF are to finance transformational actions by:
 - (a) Providing positive incentives for the demonstration of low carbon development and mitigation of GHG emissions through public and private sector investments;
 - (b) Promoting scaled-up deployment, diffusion and transfer of clean technologies by funding low carbon programs and projects that are embedded in national plans and strategies to accelerate their implementation;
 - (c) Promoting realization of environmental and social co-benefits thus demonstrating the potential for low-carbon technologies to contribute to sustainable development and the achievement of the Millennium Development Goals;
 - (d) Promoting international cooperation on climate change and supporting agreement on the future of the climate change regime;
 - (e) Utilizing skills and capabilities of the MDBs to raise and deliver new and additional resources, including official and concessional funding, at significant scale; and
 - (f) Providing experience and lessons in responding to the challenge of climate change through learning-by-doing.

C. Types of Investment

8. The CTF will invest in projects and programs that contribute to demonstration, deployment and transfer of low carbon technologies with a significant potential for long term GHG emissions savings. As country circumstances differ, investment programs will be developed on a country-specific basis to achieve nationally-defined objectives. The range of options include:

- (a) programs and large-scaled projects;
- (b) at the sectoral or sub-sectoral level in a given country;
- (c) sub-nationally, by focusing activity on a particular province/state/municipality;
- (d) regionally, particularly where regional cooperation is required; and
- (e) through the private sector or public-private partnerships.

9. Investment selection criteria and priorities for the CTF will be recommended by the Administrative Unit, in consultation with the MDB Committee, and approved by the CTF Trust Fund Committee, so as to assess the potential for GHG reductions, demonstration potential, development impact and implementation potential. Investments may include, among others, low carbon actions addressing the power sector (renewable energy, as well as increased efficiency in generation, transmission and distribution); transportation (modal shifts to public transportation, improved fuel economy, and fuel switching); and large scale adoption of energy efficient technologies and other demand management techniques in the industrial and commercial and residential building sectors.

D. Financing under the CTF

10. The CTF will seek, through the MDBs, to:

- (a) finance at scale in the near-to-medium term to meet investment needs to support rapid deployment of low carbon technologies and increase energy efficiency;
- (b) optimize blending with MDB financing, as well as with bilateral and other sources of finance, to provide incentives for low carbon development;
- (c) provide a range of financial products to leverage greater private sector investments; and
- (d) provide financial instruments integrated into mainstream development finance and policy dialogue.

11. CTF financing will provide a grant element tailored to cover the identifiable additional costs of the investment necessary to make the project viable, thereby providing the appropriate incentive to facilitate deployment of low carbon technologies at scale. The CTF will utilize a range of concessional financing instruments, such as grants and concessional loans, and risk mitigation instruments, such as guarantees and equity.

12. The share of funding allocated to an MDB will be based on country requests, the quality of proposals, the comparative advantage of the MDB and experience in a region/country. The MDBs will rely on their own policies and procedures in developing and managing activities that the CTF will finance, and report directly to the CTF Trust Fund Committee on operational matters. The MDBs will be invited to present their views on items under consideration by the CTF Trust Fund Committee.

E. Country Access to the CTF

13. Country access to the CTF will be based on:

- (a) Official Development Assistance (ODA)-eligibility (according to the Organization for Economic Co-operation and Development/Development Assistance Committee (OECD/DAC) guidelines); and
- (b) an active MDB country program. For this purpose, an “active” program means where an MDB has a lending program and/or on-going policy dialogue with the country.

14. When a country expresses interest in accessing CTF financing, the MDBs concerned will conduct a joint mission, involving other relevant development partners, to discuss with the government, private industry and other stakeholders how the CTF may help finance scaled-up low carbon activities. The CTF Trust Fund Committee will be kept informed of country expressions of interest and planned joint missions. The outcome of the joint exercise will be an investment plan, developed under the leadership of the recipient country, for the use of CTF resources in major sectors of the economy through a joint MDB program. Investment plans will be submitted to the CTF Trust Fund Committee to endorse further development of activities for CTF financing and to facilitate prioritization of the pipeline of projects.

15. A proposed program or project, developed pursuant to the investment plan, will be submitted by the relevant MDBs, prior to its appraisal, to the CTF Trust Fund Committee for approval of allocation of the CTF resources. The further processing of a program or project will follow the MDB’s policies and procedures for appraisal, MDB Board approval and supervision.

F. Engagement with Private Sector under the CTF

16. As the foundation of economic growth, the private sector has a significant role to play in climate change mitigation and adaptation. In pursuing a strategy that will combine public sector reform and private sector action, the CTF will seek to provide incentives necessary to engage private sector actions in achieving the objectives of the CTF. It is recognized that funding structures for engaging the private sector will need to be different to the structures applied for public sector proposal financing.

G. Monitoring and Evaluation

17. Each MDB will report annually to the CTF Trust Fund Committee for monitoring and evaluation conducted by the MDB in accordance with its procedures. An independent evaluation of the operations of the CTF and the impacts of its activities will be carried out jointly after three years of operations by the independent evaluation departments of the MDBs. Such evaluation will be based on the scope and reporting criteria agreed with the CTF Trust Fund Committee.

H. Governance and Organizational Structure

18. The governance and organizational structure of the CTF includes a CTF Trust Fund Committee, an MDB Committee, a Partnership Forum, an Administrative Unit and a Trustee.

CTF Trust Fund Committee

19. The CTF Trust Fund Committee will be established to oversee the operations and activities of the CTF, and will consist of the following members (the Members):

- (a) eight representatives from contributor countries (or groups of such countries) making the minimum contributions to the CTF pursuant to paragraph 23 below, identified through a consultation among such contributors (or potential contributors in respect of the first year of the CTF operations);
- (b) eight representatives from eligible recipient countries (or groups of such countries), identified through a consultation among interested eligible recipient countries. For the purpose of this paragraph, an eligible recipient country means any country which meets the criteria set out in paragraph 13 above;
- (c) when the CTF Trust Fund Committee considers an investment plan, program or project for a country, a representative of such recipient country, during deliberations of the Trust Fund Committee on the investment plan, program or project;
- (d) a senior representative of the World Bank, recognizing the role of the World Bank as the overall coordinator of the CIF partnership;
- (e) a representative of the MDBs, identified by the MDB Committee for each meeting of the CTF Trust Fund Committee on the basis of rotation among the MDBs.

20. Members referred to in paragraphs 19(a) and (b) will be the decision making Members, and Members referred to in paragraphs 19(c), (d) and (e) will be the non-decision making Members.

21. Members referred to in paragraphs 19(a) and (b) above will serve for a two year term, except that such representatives may serve for a one year term for the first year of the CTF

operations if so determined by the countries of the group that has identified them, and terms will be staggered so that not all Members are replaced each year. Retiring Members may be reappointed. Not more than one Member will be a representative of the same country at any given time.

22. In order to be selected as a Member representing a contributor country or countries on the CTF Trust Fund Committee pursuant to paragraph 19(a) above, a contributor country (or group of contributor countries) will be required to make a commitment, by way of entering into a Contribution Agreement (as defined in paragraph 38 below) with the Trustee, to contribute to the CTF in no less than the minimum amount determined through a consultation among contributor countries. Such minimum amount determined will be notified to the Administrative Unit and the Trustee.

23. In the event that a part of the contributor's contribution is subject to legislative approval, the contributor may enter into the Contribution Agreement with the Trustee for the total amount of the contribution, but qualify the portion of the contribution, which is subject to legislative approval; provided that if that contributor has not unqualified the portion of its contribution in an amount no less than the minimum contribution within eighteen (18) months of the effectiveness of the Contribution Agreement, that contributor country will not be eligible to apply for a seat at the CTF Trust Fund Committee for the subsequent term until and unless the minimum contribution is unqualified. In no case will a contributor country that has not unqualified an amount equal to or exceeding the minimum contribution serve as a Member of the CTF Trust Fund Committee for a period exceeding two years.

24. If any country, whose representative is identified under paragraphs 19(a) or (b) above to serve as a Member, should no longer be able to serve for its term due to paragraph 23 above or such other reasons, the matter will be submitted to the CTF Trust Fund Committee. The CTF Trust Fund Committee may determine if any action should be taken to reconstitute the number of the Members present under paragraphs 19(a) and (b) after the cessation of the representation by that country, in view of the objective of having equal representation of both groups under paragraphs 19(a) and (b).

25. The CTF Trust Fund Committee will be responsible for:

- (a) approving programming and pipeline priorities, operational criteria and financing modalities;
- (b) ensuring that the strategic orientation of the CTF is guided by the principles of the UNFCCC;
- (c) endorsing further development of activities in investment plans for CTF financing;
- (d) approving allocation of CTF resources for programs and projects;
- (e) approving allocation of CTF resources for administrative budgets;
- (f) providing guidance on the convening of the Partnership Forum;
- (g) ensuring monitoring and periodic independent evaluation of performance and financial accountability of the MDBs;
- (h) approving annual reports of the CTF;
- (i) ensuring that annual reports and evaluations, including lessons learned, are transmitted to the UNFCCC;
- (j) reviewing reports from the Trustee on the financial status of the CTF; and

- (k) exercising such other functions as the CTF Trust Fund Committee may deem appropriate to fulfill the purposes of the CTF.

26. The CTF Trust Fund Committee will elect two co-chairs from among its Members to serve for a six-month term. One co-chair will be a representative of a recipient country and the other co-chair will be a representative of a contributor country.

27. Decision by the CTF Trust Fund Committee will be made by consensus of its decision making Members. Consensus is a procedure for adopting a decision when no participant in the decision-making process blocks a proposed decision. For the purposes of the CTF, consensus does not necessarily imply unanimity. A dissenting decision maker, who does not wish to block a decision, may state an objection by attaching a statement or note to the decision. If consensus is not possible, then a proposed decision will be postponed or withdrawn.

28. The CTF Trust Fund Committee will meet at such frequency as it may decide, but at least once a year. Further, the CTF Trust Fund Committee may, without meeting, review and approve CTF financing for programs and projects and any other matters as needed, at a level and through means and procedures appropriate to such review.

29. Members of the MDB Committee and the Trustee may attend the CTF Trust Fund Committee meetings as observers.

30. To ensure good linkages with key partners so as to promote the efficient use of resources and complementarity with other sources of financing, the CTF Trust Fund Committee will invite to its meetings the Global Environment Facility (GEF) as an observer. A representative of concerned United Nations (UN) organizations will be invited as observers at CTF Trust Fund Committee meetings for broad strategic discussion. Representatives of other institutions with a mandate to promote investments in clean technology to address climate change may also be invited as observers at the CTF Trust Fund Committee meetings.

Partnership Forum

31. The Partnership Forum is a broad-based meeting of stakeholders of the CIF, including contributor and eligible recipient countries, MDBs, UN organizations, GEF, UNFCCC, the Adaptation Fund, bilateral development agencies, Non-Governmental Organizations (NGOs), private sector entities, and scientific and technical experts. The Partnership Forum will be convened annually to provide a forum for dialogue on the strategic directions, results and impacts of the CIF. The Partnership Forum will be co-chaired by the World Bank Vice President for the Sustainable Development Network and a country representative elected by countries participating in the Partnership Forum. The Partnership Forum will serve as a primary venue to identify representatives from contributor and recipient countries to serve at the CTF Trust Fund Committee pursuant to paragraphs 19 (a) and (b) above.

32. The Partnership Forum will provide an opportunity for independent scientific, technical and other advice on major issues of implementation in integrating climate change and development and for sharing cutting edge knowledge concerning climate change challenges. The United Nations Environment Programme will be invited to collaborate with the Administrative Unit in proposing to the CTF Trust Fund Committee ways to ensure scientific

and expert input, based on personal qualifications and experience of experts and a balance of developed and developing country expertise, into the Partnership Forum.

33. The Partnership Forum will be a meeting for dialogue and consultation and will not lead to written outcomes, such as agreed texts or declarations, which could be used as a basis for discussions in the UNFCCC.

MDB Committee

34. To facilitate collaboration, coordination and information exchange among the MDBs, the MDB Committee comprising representatives of the MDBs will be established. The MDB Committee will be responsible for:

- (a) identifying specific areas of MDB cooperation to harmonize their climate change programs and actions, linking their initiatives with CTF programs and projects;
- (b) prior to each meeting of the CTF Trust Fund Committee, reviewing a provisional agenda and documentation prepared by the Administrative Unit;
- (c) reviewing recommendations proposed by the Administrative Unit on program criteria and priorities and the activity cycle for approval by the CTF Trust Fund Committee;
- (d) monitoring progress in implementing programs and reporting to the CTF Trust Fund Committee on compliance with approved policies on the use of CTF resources;
- (e) reviewing a draft annual consolidated report on the CTF activities, performance, and lessons, including details of the CTF's portfolio, status of implementation, funding allocations for the previous period, pipeline of projects and funding projections, administrative costs incurred, and other pertinent information;
- (f) serving as a forum to ensure effective operational coordination, exchange of information and experience among the MDBs;
- (g) liaising with other development partners, including bilateral development agencies/banks, for purposes of promoting co-financing of activities through an annual consultation between the MDBs and development partners, including bilateral development banks;
- (h) advising the Administrative Unit on its work program, including the implementation of a comprehensive knowledge management system, results measurement system and learning program, taking into account opportunities for synergies with the activities of the MDBs;
- (i) performing any other functions assigned to it by the CTF Trust Fund Committee.

35. The MDB Committee will meet at such frequency as it may deem necessary, but at least once a year.

Administrative Unit

36. The Administrative Unit will be established to support the work of the CIF, including the CTF, and to support the CTF Trust Fund Committee and other bodies of the CIF. The Administrative Unit will be housed in the Washington, DC offices of the World Bank and comprised of a small team of professional and administrative staff employed by the World Bank.

37. The Administrative Unit will be responsible for:
- (a) preparing, in consultation with the MDB Committee, all documentation required for review by the CTF Trust Fund Committee, including developing an agenda for the CTF Trust Fund Committee meeting;
 - (b) making recommendations, in consultation with the MDB Committee, on program criteria and priorities and the activity cycle for approval by the CTF Trust Fund Committee;
 - (c) conducting background research and analyses as requested by the CTF Trust Fund Committee;
 - (d) preparing an annual consolidated report on the CTF's activities, performance, and lessons, including details of the CTF's portfolio, status of implementation, funding allocations for the previous period, pipeline of projects and funding projections, administrative costs incurred, and other pertinent information;
 - (e) managing a comprehensive database of the CTF's activities, knowledge management system, result measurements system and learning program;
 - (f) servicing the meetings of the CTF Trust Fund Committee;
 - (g) managing partnerships and external relations, including convening meetings of the MDB Committee and the Partnership Forum;
 - (h) collaborating with the Trustee to ensure that the Trustee receives all the information necessary to carry out its responsibilities; and
 - (i) performing any other functions assigned to it by the CTF Trust Fund Committee.

Trustee

38. The IBRD will serve as Trustee for the CTF. IBRD, in its capacity as the Trustee, will establish a trust fund for the CTF (the Trust Fund) to receive contributions from contributors to the CTF, and will hold in trust, as a legal owner, and administer the funds, assets and receipts that constitute the Trust Fund, pursuant to the terms of the agreements entered into with the contributors in respect of their contributions to the CTF (the Contribution Agreements).

39. The Trustee will, subject to the availability of applicable resources in the Trust Fund and to the terms of the Contribution Agreements, make commitments and transfers of the CTF resources, in accordance with the approvals of the CTF Trust Fund Committee for allocation of the CTF resources. Commitments and transfers of the CTF resources to the MDBs will be made in the manner agreed between the Trustee and the MDBs.

40. Upon the transfer of funds to the MDBs, the Trustee will have no responsibility for the use of the CTF resources transferred and activities carried out therewith. The Trustee will require, and accept from, the MDBs certain periodic financial reports, as agreed between the Trustee and the CTF Trust Fund Committee. Each MDB will be responsible for the use of funds transferred by the Trustee and activities carried out therewith in accordance with i) its own policies, guidelines, and procedures and ii) the applicable decisions of the CTF Trust Fund Committee, including the purpose for which the allocations of the funds have been approved.

41. The Trustee will provide to the CTF Trust Fund Committee regular reports on the financial status of the Trust Fund, as agreed between the Trustee and the CTF Trust Fund Committee.

42. The Trustee will be accountable to the CTF Trust Fund Committee for the performance of its functions.

I. Contributions

43. In making a contribution to the CTF, each contributor will enter into a Contribution Agreement with the Trustee. The contributions will be administered by the Trustee in accordance with the terms of the Contribution Agreements.

44. Contributors will have beneficiary interests in the Trust Fund resources, including reflows of funds returned to the Trust Fund, in accordance with and as specified in the Contribution Agreements.

45. Contributor countries will ensure that their contributions to the CTF are new and additional resources supplementing existing ODA flows otherwise available for developing countries.

46. Bilateral development agencies/banks are encouraged to contribute to the achievement of the objectives of the CTF through bilateral projects or co-financing of projects funded by the CTF. Contributors may report on this bilateral financing to the CTF Trust Fund Committee for its review and confirmation that such bilateral financing conforms to the objectives of the CTF. Activities confirmed by the CTF Trust Fund Committee will be included in the annual report on the CTF.

J. Allocation of CTF Resources

47. The CTF Trust Fund Committee may approve allocation of CTF resources for programs, projects and other activities and costs, subject to the amount of applicable resources made available in the Trust Fund through deposits of cash, promissory notes or similar obligations in a form acceptable to the Trustee in accordance with the Contribution Agreements.

Programs and Projects

48. In approving financing for programs and projects, the CTF Trust Fund Committee will seek to achieve an allocation of resources so that no one country receives more than approximately fifteen (15) percent of the CTF resources.

Administrative Costs

49. The Administrative Unit, the MDBs and the Trustee will perform specific administrative services and project related activities. Consistent with MDB policies on management of trust funds, compensation for administrative services and project related activities will be on the basis of full cost recovery for the entities but should be guided by the principles of value for money, reasonableness, and transparency.

50. Each of the Administrative Unit, the MDBs and the Trustee will submit to the CTF Trust Fund Committee, for approval, a proposal for compensation for the administrative services and other activities agreed to be provided for the upcoming fiscal year. Upon approval, the Trustee may transfer such amounts to the MDBs from the applicable Trust Fund resources; provided that

the amounts of compensation will be subject to an end of year adjustment based on actual costs incurred.

51. In the event that the CTF Trust Fund Committee decides, under paragraph 53 below, to cease making allocations of funding prior to termination of the Trust Fund, each of the Administrative Unit, the MDBs and the Trustee may submit to the CTF Trust Fund Committee, for approval, a proposal for compensation for the administrative services and other activities to be provided until the termination of the Trust Fund.

K. Reflows

52. Each MDB is responsible for returning to the Trustee any reflow of funds received by it on any financing instrument provided with the CTF resources in accordance with the approval of the CTF Trust Fund Committee. The credit risk of defaults by borrowers of the CTF financing will be borne by the Trust Fund.

L. Sunset Clause

53. Recognizing that the establishment of the CTF is not to prejudice the on-going UNFCCC deliberations regarding the future of the climate change regime, including its financial architecture, the CTF will take necessary steps to conclude its operations once a new financial architecture is effective. The Trustee will not enter into any new agreement with contributors for contributions to the CTF once the agreement providing for the new financial architecture is effective. The CTF Trust Fund Committee will decide the date on which it will cease making allocations from the outstanding balance of the CTF.

54. The Trustee will, in accordance with the Contribution Agreements, continue to administer the Trust Fund after the cessation of allocation by the CTF Trust Fund Committee until such date specified in the Contribution Agreements, in order to receive in the Trust Fund scheduled reflows of funds from outstanding CTF financing. Following the date so specified in the Contribution Agreement, the Trustee, on behalf of each contributor, will endeavour to transfer the contributor's share to another fund, which has a similar objective as the CTF as determined by the CTF Trust Fund Committee, or otherwise transfer or return the share to such other place, as agreed between the contributor and the Trustee under the Contribution Agreement.

55. Notwithstanding paragraph 53 above, if the outcome of the UNFCCC negotiations so indicates, the CTF Trust Fund Committee, with the consent of the Trustee, may take necessary steps to continue the operations of the CTF, with modifications as appropriate.

M. Amendments to the Governance Framework for the CTF

56. The CTF Trust Fund Committee may recommend amendments to any terms of this Governance Framework, which will become effective with the agreement of all current contributor countries to the CTF, all current recipient countries that have been allocated funding from the CTF, and the Trustee.