

PROCARIBE+

**Protecting and Restoring the Ocean's
natural Capital, building Resilience and
supporting region-wide Investments for
sustainable Blue socio-Economic
development**

Caribbean and North Brazil Shelf Large Marine Ecosystems

PROJECT BOARD TERMS OF REFERENCE



TERMS OF REFERENCE

PROCARIBE+ Project Board (Project Steering Committee)

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Note:

These Terms of Reference (TORs) for the PROCARIBE+ Project Board/Project Steering Committee mostly mirror the related content of the final and signed version of the [PROCARIBE+ UNDP Project Document](#) (“PROCARIBE+ ProDoc” or “ProDoc”).

The Project Board TORs may, on certain/selected matters, enhance/fine-tune and/or expand on the content of the PROCARIBE+ ProDoc relative to the Project Board and its role in PROCARIBE+ Project Governance and Management, and/or provide a more specific interpretation -tailored to the reality of the project and the region- for some of the related “standard” (i.e.g more generically formulated) concepts and content of the UNDP ProDoc.

The PROCARIBE+ Project Board TORs will thus be deemed to be reflective of an increased understanding of what is required to optimize the PROCARIBE+ project governance and management arrangements, acquired during the PROCARIBE+ Inception (and/or Implementation) Phase, and taking into account the project’s specific context and timeframe.

In this sense, and for practical matters/for the purpose of the business of the Project Board, it will be the corresponding content of these TORs that will be considered by the Project Board as constituting its primary reference, once these TORs have been formally adopted by the PROCARIBE+ Project Board.

Any further revisions of these TORs (as applicable) that become formally adopted through a subsequent decision of the Project Board will replace any preceding version.

Additional information of relevance to the mandate and functioning of the Project Board and of the PROCARIBE+ Project Governance and Management arrangements not contained in the latest adopted version of the Project Board TORs may still be obtained from the PROCARIBE+ ProDoc.

THE PROCARIBE+ PROJECT BOARD (PROJECT STEERING COMMITTEE)

As per the PROCARIBE+ UNDP Project Document (ProDoc), [VII “Governance and Management Arrangements”, Section 4 “Roles and Responsibilities of the Project Organization Structure”](#), the UNDP/GEF PROCARIBE+ Project is to be governed by a multi-stakeholder board/committee.

Such PROCARIBE+ Project Board - also called PROCARIBE+ Project Steering Committee - is to be established by the United Nations Office for Project Services (UNOPS). UNOPS as the main PROCARIBE+ Implementing Partner is delegated with the responsibility for the execution of the PROCARIBE+ Project.

The PROCARIBE+ Project Board will thus not be expected to deal with the day-to-day management, administration and execution of the Project. Day-to-day project management, administration and execution will be handled by UNOPS and the UNOPS-established regional PROCARIBE+ Project Management and Coordinating Unit (PMCU). This will be done in coordination with and under the guidance of the Offices of the GEF Agency (UNDP), to ensure conformity with applicable GEF/UNDP/UNOPS rules and regulations, and with discretionary decision-making by the Project Manager being allowed within specified/agreed upon tolerances.

The PROCARIBE+ Project Board is to be maintained throughout the project’s lifespan and will seek to ensure

that the PROCARIBE+ Project's delivery of results remains aligned (within the allowed tolerances) with the PROCARIBE+ ProDoc, including its [Results Framework](#), the associated [Work Plans](#) and [Budgets](#), and any revisions thereof approved by the Project Board.

The PROCARIBE+ Project Board will be considered to have been formally established when a simple majority of the PROCARIBE+ participating GEF-eligible countries¹ have nominated their (main) Representative to the Project Board, and formally communicated such nomination to the PROCARIBE+ Project Management and Coordination Unit.

PROJECT BOARD MISSION STATEMENT

“To collectively and responsibly support, enable and ensure the successful delivery of the PROCARIBE+ Project, while maximizing its benefits for both the project-participating countries and the region”

The PROCARIBE+ Project Board is not intended to be used as a forum to discuss matters that do not pertain to the main roles of the Project Board specified in these TORs.

ROLES OF THE PROCARIBE+ PROJECT BOARD

The **two main roles** of the Project Board/Steering Committee are as follows:

1. *Oversight of project execution performance (“review & assess”)*

The high-level² oversight of the execution of the project conducted/led by UNOPS is the primary role of the Project Board.

The Project Board is tasked to review evidence of project performance based on monitoring, evaluation and reporting, including financial and technical progress and implementation/delivery reports, independent evaluations, and risk logs.

This role thus also includes annual (and as-needed) assessments of:

- any major risks to, and/or issues (potentially) affecting project performance and progress, and
- any proposed recommendations/decisions/agreements on any management actions or remedial measures intended to address these risks and/or issues effectively.

¹ 19 countries have provided a GEF OFP endorsement letter for PROCARIBE+ and are consequently listed as PROCARIBE+ participating countries in the final ProDoc; a simple majority thus corresponds to a minimum of 10 nominations

² “High-level” is understood to mean here: without going into the details of the day-to-day management actions and decisions taken by the PROCARIBE+ PMCU, but rather focussing on what is required for overall project compliance and delivery (incl. strategic aspects such as impact, ownership and sustainability), in particular vis-a-vis: the Project Objective and mandatory Outcomes under the Project Results Framework, the core elements/key aspects of the Work Plan & Budget (e.g. major milestones, key/flagship project activities and outputs, and related critical inter-dependencies, essential project targets and associated metrics including GEF Core Indicator Targets, project risks, the materialization of co-financing commitments, etc.)

2. *Approval of project execution decisions (“provide/confirm direction”)*

The second main role of the Project Board is the approval of strategic project execution decisions proposed by UNOPS.

This is done with a view **(a)** to enable an adequate management of the assessed risks and performance/progress issues, **(b)** to facilitate/ensure the overall achievement of projected results and impacts and **(c)** to facilitate/ensure long term sustainability of the outcomes of UNOPS project execution decisions.

The Project Board is thus responsible for issuing/reviewing recommendations and for approving (proposed) decisions, including on corrective action(s) needed to ensure the project achieves the desired results.

RESPONSIBILITIES OF THE PROJECT BOARD

In line with the above mentioned roles, the **responsibilities** of the Project Board are:

1. *Provision of guidance and direction, and consensus³ decision-making*

The Project Board provides high-level direction and recommendations to the Project Management and Coordination Unit to help ensure that the agreed project deliverables can be/are produced satisfactorily and according to plans. More specifically:

- the Project Board provides/endorse overall management and strategic guidance and direction to the PROCARIBE+ Project, ensuring its execution and performance remain within any applicable constraints⁴
- the Project Board is responsible for formulating recommendations and making decisions by consensus⁴, and for the formal adoption of such recommendations and decisions
- in case consensus cannot be reached within the Board, the UNDP representative on the Project Board will mediate⁵ to find consensus and, if this cannot be found, will take the final decision to ensure project implementation is not unduly delayed and/or compromised
- in order to ensure UNDP’s ultimate accountability, Project Board decisions should be made in accordance with standards that shall ensure management for development results, best value for money, fairness, integrity, transparency and effective international competition

³ The specific interpretation of, and process towards achieving consensus decision-making in the context of the PROCARIBE+ Project is further detailed in the PROCARIBE+ Project Board Rules of Procedure

⁴ Such constraints may include: applicable GEF, UNDP and UNOPS rules & regulations, and the time-bound nature of the project (i.e. the limited time frame foreseen for project implementation); social and environmental safeguards; the content of the (signed) PROCARIBE+ UNDP Project Document and in particular the Results Framework, Work Plan, Budget, and any Project Board-approved revisions thereof (with deviations being allowed and at the discretion of the project manager, within the limits of the Project Board approved/endorsed “tolerances”); other relevant Project Board decisions, etc.

⁵ Facilitation versus Mediation: While the UNDP representative on the Project Board can mediate, facilitation is the responsibility of the Project Board Chair, with facilitation being “a process of guiding a group of people through a discussion, problem-solving, or decision-making session, while ensuring that everyone has a chance to participate, express their views, and reach a consensus”, and mediation being “a form of alternative dispute resolution that involves a neutral third party, called a mediator, who helps two or more parties in conflict find a mutually acceptable solution” (<https://www.linkedin.com/advice/3/how-can-you-differentiate-between-facilitation-mediation>)

- the Project Board further needs to ensure that its decisions are compatible and compliant with applicable Rules and Regulations and (mandatory) Procedures of UNOPS as the main PROCARIBE+ implementing partner, and of UNDP and the GEF as the GEF Agency and Donor respectively, as well as with the time-bound nature of the PROCARIBE+ Project and of UNOPS role as main Implementing Partner

Further, the Project Board is to:

- agree, as required, on the tolerances for discretionary project management by the Project Manager, within the parameters outlined in the PROCARIBE+ UNDP Project Document or, as applicable, as revised by the Project Board
- provide direction and advice for exceptional situations vis-a-vis the established/agreed-upon tolerances
- approve the PROCARIBE+ Responsibility & Accountability Matrix, as well as any proposed revisions thereof
- review, acknowledge and (as applicable) provide feedback on the main findings from the GEF Annual Project Implementation Reports (PIRs)
- acknowledge and approve, as applicable/appropriate, the (main findings of the) PROCARIBE+ Project Inception Report, the Mid-Term Review (MTR) and the Terminal Evaluation (TE) reports and related Management Responses.
- address any high-level project governance/management/project implementation performance issues raised by the PROCARIBE+ Project Manager and/or the Project Assurance function (*for the latter, see the description of the function in these TORs*)
- advise on, and approve (as applicable) major and minor amendments to the project within the parameters set by UNDP and the donor
- when/where and as required by applicable policies, refer proposed major and minor amendments to the UNDP BPPS Nature, Climate and Energy Executive Coordinator and the GEF

2. *Oversee project execution*

The Project Board is to:

- provide overall oversight of the project execution performance
- review project execution performance based on monitoring, evaluation and reporting, including progress reports, risk logs and the financial and technical implementation reporting
- appraise the Project's Annual (and Multi-Annual, when applicable) Work Plans prepared by the UNOPS-run Project Management Unit (PMC)
- contribute to (as applicable) the reporting on the realisation of co-financing amounts for the PROCARIBE+ Project, and appraise the related integrated tracking/monitoring/reporting conducted by the Project Management and Coordination Unit

3. *Risk Management*

The Project Board is to:

- enable/support the adequate commitment of project human resources, as required to

- achieve successful project implementation
- provide guidance on newly emerging, evolving and/or materialized project risks/issues, and agree on possible mitigation and management actions to address specific risks/issues
- appraise the project risk register and associated management plans, as prepared and periodically updated by the PROCARIBE+ PMCU⁶
- address project-level grievances, as applicable

4. Coordination

With the aim of optimizing delivery under the PROCARIBE+ Project Objective and Results Framework, the Project Board is to:

- pursue and ensure, where feasible, adequate coordination between PROCARIBE+ and other relevant donor and government-funded projects and programmes
- pursue and ensure, where feasible, adequate coordination with and among various government agencies, and pursue and enable/ensure, as deemed relevant, their participation in PROCARIBE+ Project activities.

COMPOSITION OF THE PROJECT BOARD

The PROCARIBE+ Project will seek to make a clear distinction, and separation, between decision-making that relates to project management and project governance matters, versus the much wider-ranging participation and decision-making processes that relate to the *often highly technical/specialized, and/or political* activities required to deliver specific project outputs/outcomes.

In line with the above and for the purpose of project governance and management, and thus the roles and responsibilities of the Project Board, the main project stakeholders/target groups will be: UNDP as the GEF Agency, UNOPS as the Implementing Partner, the responsible parties/co-executing partners, and the participating GEF-eligible and/or co-financing countries and entities, and the Interim/Ocean Coordination Mechanism.

The below scheme reflects the **composition of the PROCARIBE+ Project Board/Steering Committee**. The **functions** of the aforementioned parties on or vis-a-vis the Project Board are explained in what follows.

⁶ This includes risks that can be directly managed by the PROCARIBE+ Project, as well as contextual risks that may affect project delivery or continued UNDP compliance and reputation but are outside of the control of the project. For example, activities and/or events taking place in the PROCARIBE+ Project's area of influence that have implications for the project.

Project Board/Project Steering Committee		
<p><u>Development Partner (Supplier)</u></p> <p>UNDP BPPS/NCE: UNDP/GEF Regional Technical Advisor (RTA) other than the RTA exercising the Project Assurance function Eligible UNOPS representative</p>	<p><u>Project Executive</u></p> <p>Country Representative(s) Chair/co-Chair <i>elected on a rotational basis</i></p>	<p><u>Beneficiary Representatives</u></p> <p>Country Representative(s) Project National Focal Points <i>Representative of the OCM Steering Group and Executive Group</i></p>

Figure 1. Schematic representation of the composition of the PROCARIBE+ Project Board⁷

The composition of the PROCARIBE+ Project Board (see also Figure 1 above) includes the **following three functions**:

1. The Project Executive (Chair and Co-Chair)

The PROCARIBE+ Project Executive function represents the **collective ownership** of the participating countries of the PROCARIBE+ Project, and is jointly exercised by the PROCARIBE+ Project Board Chair and Co-Chair.

The PROCARIBE+ Project Board Chair and Co-Chair will be national representatives from a relevant entity from 2 of the GEF-eligible PROCARIBE+ participating countries that have signed the ProDoc.

Such relevant entity will be understood to be the entity that provides the project focal point for that country (PROCARIBE+ National Focal Point, NFP; see also the [PROCARIBE+ NFP TORs](#)).

The Project Chair and Co-Chair will be selected on a rotational basis by the PROCARIBE+ Project Board Members.

Roles and responsibilities of the Chair and Co-chair are further specified in the [PROCARIBE+ Project Board Rules of Procedure](#).

The next 2 Functions jointly constitute the Project Board **Membership**:

2. The Beneficiary Representatives

It is expected that the function of “PROCARIBE+ Project Beneficiary Representatives” will be exercised by:

- the PROCARIBE+-participating GEF-eligible countries
- the regional Ocean Coordination Mechanism Steering Group
- the regional Ocean Coordination Mechanism Executive Group, or, prior and until its establishment, the CLME+ Interim Coordination Mechanism
- the PROCARIBE+ GEF Small Grants community of beneficiaries

⁷ BPPS/NCE = Bureau of Policy and Programme Support / Nature, Climate and Energy

In addition, the following entities will also be invited to nominate a representative to the PROCARIBE+ Project Board⁸:

- each additional State from or with territories in the Wider Caribbean that formally commits and reports co-financing contributions to PROCARIBE+
- each additional (Overseas) Territory from the Wider Caribbean that formally commits and reports co-financing contributions to PROCARIBE+

The Beneficiary Representatives within the board are to facilitate and ensure -through their contributions to the 2 main roles of the Project Board, and through their associated responsibilities as members of the Project Board- the realization of project results as per the specifications of the PROCARIBE+ UNDP Project Document, including its Results Framework, the associated Work Plans, Budgets and Timelines, and the Project Board-approved revisions thereof.

More specifically, the PROCARIBE+ Project Beneficiary Representatives will be expected to consist of:

- a representative⁹ for the national government of each GEF-eligible country that has signed the UNDP/GEF PROCARIBE+ Project Document (i.e. “PROCARIBE+ National Focal Point”, “PROCARIBE+ NFP”)
- a representative⁹ for the national government of each additional PROCARIBE+-cofinancing State or Territory
- a representative for the *“Interim Coordination Mechanism for the Sustainable Management, Use and Protection of shared Living Marine Resources in the Caribbean and North Brazil Shelf Large Marine Ecosystems”*, in short *“CLME+ SAP Interim Coordination Mechanism”* or *“ICM”* - until the *“Coordination Mechanism to Support Integrated Ocean Governance in the Caribbean and North Brazil Shelf Large Marine Ecosystems”*, further referred to in short as *“Ocean Coordination Mechanism”*, becomes established¹⁰
- a representative for the regional Ocean Coordination Mechanism (OCM) Steering Group - *once the latter has been established*
- a representative for the regional Ocean Coordination Mechanism (OCM) Executive Group -*once the latter has been established*
- a representative for the PROCARIBE+ GEF Small Grants community of beneficiaries

3. The Development Partner (Supplier)

The function of Development Partner on the Project Board is to represent the interests of the GEF Agency and the main Implementing Partner (the “Suppliers”).

In the case of the PROCARIBE+ Project, the function will therefore be jointly exercised by: **(1)** a UNDP/GEF

⁸ [While these additional representatives will be invited to take part in the PROCARIBE+ Project Board activities, it is to be noted that their participation in Board decision-making should not extend beyond the areas for which they are deemed to be (direct) project co-beneficiaries.]

⁹ Countries will be invited to consider nominating both a main PROCARIBE+ Project National Focal Point (NFP) and a Liaison Person, as well as an alternate NFP. The national representative to the PROCARIBE+ Project Board will be expected to be the main NFP, but the possibility remains for each national representative to delegate (part of) the responsibilities under the Beneficiary Representative function to the Liaison Person and/or alternate NFP. Reference is made in this context to the PROCARIBE+ Project National Focal Points TORS.

¹⁰ The ICM is expected to cease to exist once the OCM has been formally established.

Regional Regional Technical Advisor (RTA) other than the RTA that will exercise the Project Assurance function (*for the latter: see further below*); and **(2)** a UNOPS representative not directly involved in project execution.

PROJECT BOARD AND ASSOCIATED PROJECT GOVERNANCE & MANAGEMENT FUNCTIONS

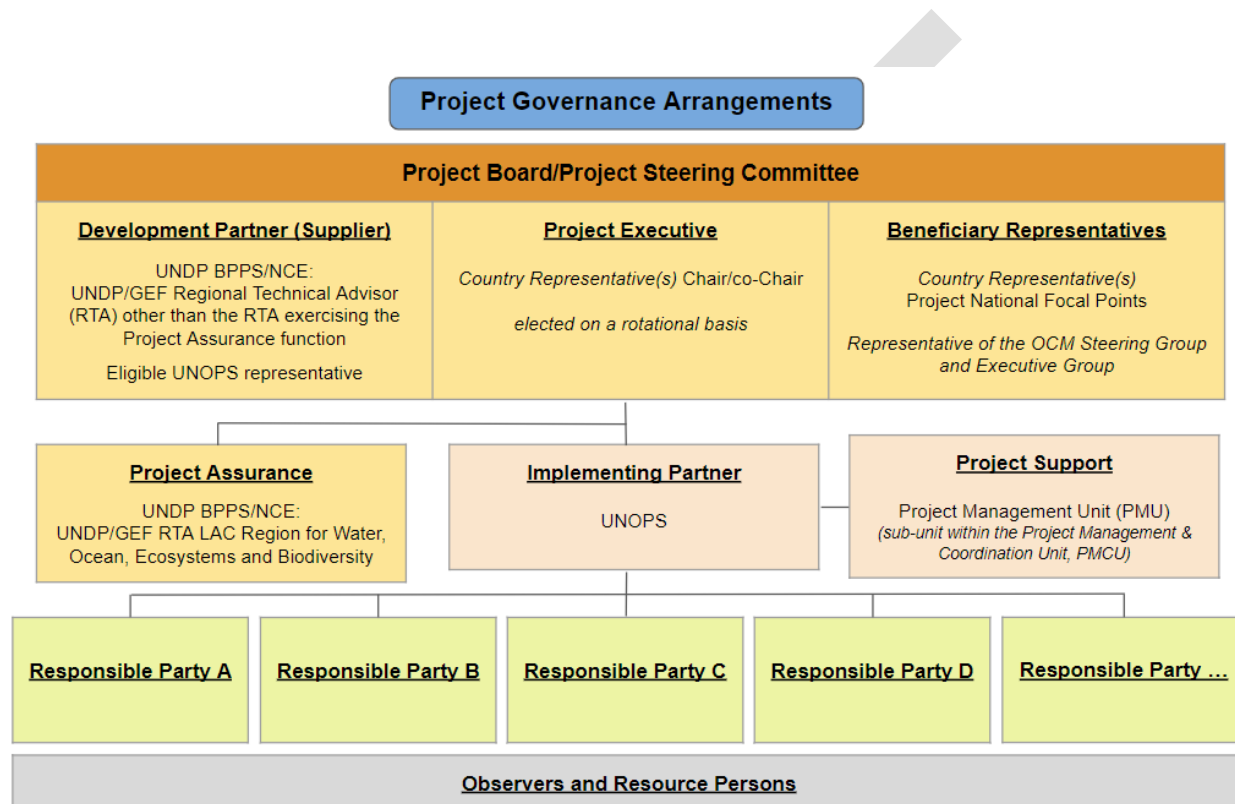


Figure 2. Schematic representation of the PROCARIBE+ Project Governance Arrangements and the PROCARIBE+ Project Board composition and membership, and supporting entities.

Project assurance by UNDP as GEF Agency

UNDP has a distinct assurance role for all UNDP projects in carrying out objective and independent project oversight and monitoring functions. UNDP performs quality assurance and supports the Project Board (and Project Management Unit) by carrying out objective and independent project oversight and monitoring functions, including compliance with the risk management and social and environmental standards of UNDP.

A **designated representative of UNDP** exercising the project assurance role is expected to attend all PROCARIBE+ Project Board meetings and support Project Board processes as a **non-voting representative**.

It should be noted that while in certain cases UNDP's project assurance role across the project may encompass activities happening at several levels (e.g. global, regional), at least one UNDP representative exercising that function must, as part of their duties, specifically attend PROCARIBE+ Project Board meeting and provide Project Board Members with the documentation required to perform their duties.

The UNDP representative exercising the main Project Assurance function for PROCARIBE+ is the **UNDP BPPS/NCE Regional Technical Advisor (RTA) for the Latin America and Caribbean (LAC) region, responsible for the LAC portfolio of Water and Oceans.**

UNOPS Project Management Unit and Project Manager

As the primary representative of the **PROCARIBE+ Project Management Unit (PMU)** established and managed by UNOPS, the **PROCARIBE+ Project Manager (PM)** is expected to attend all the PROCARIBE+ Project Board meetings and support PROCARIBE+ Project Board processes as a **non-voting representative**.

The **PROCARIBE+ Project Manager (PM)** is the senior most PMU representative and is responsible for the overall day-to-day management of the PROCARIBE+ Project on behalf of UNOPS, including the mobilization of all project inputs, supervision over project staff, responsible parties, consultants and sub-contractors.

The PM typically presents key deliverables and documents to the Project Board for their review and, as applicable, acknowledgment¹¹, endorsement and/or approval. This includes the presentation of Progress Reports, Annual Work Plans, (proposed) adjustments to Tolerance Levels and Risk and Issue Registers.

Note: The PROCARIBE+ Project Management Unit (PMU) is embedded within and a part of the "PROCARIBE+ Project Management and Coordination Unit" ("PROCARIBE+ PMCU" or "PMCU"). The PROCARIBE+ Project introduced this concept of the Project Management and Coordination Unit (PMCU) to clarify and more clearly separate between the project management and project management support functions of the Unit and its staff, and the role of the PMCU and its staff in providing solid advocacy and technical advisory and coordination services for the project.

The PROCARIBE+ PMCU will deploy an adaptive management approach, supported by regular stock-taking and early risk detection based on solid (online, collaborative) progress monitoring & evaluation approaches, following established best practice from the predecessor UNDP/GEF CLME and CLME+ Projects.

Co-Executing Partners

PROCARIBE+ Responsible Parties engaged by UNOPS/the PROCARIBE+ PMU to carry out PROCARIBE+ Project activities and/or produce specific/selected PROCARIBE+ Project Outputs using the PROCARIBE+ Project GEF budget will constitute PROCARIBE+ **"Co-Executing Partners"**.

UNOPS as the main PROCARIBE+ Implementing Partner will enter into a separate written agreement with each such PROCARIBE+ Co-Executing Partner, in accordance with its internal rules & procedures.

¹¹ *Given the wide array of technical/thematic fields covered by the different PROCARIBE+ project deliverables (and considering also the political nature of some of these), Beneficiary Representatives on the Project Board may or may not be in a position to adequately evaluate/comment on the quality of certain project deliverables; the PMCU may therefore strive to obtain approval/endorsement of such project deliverables by relevant external instances (e.g. IGO's with a formal mandate related to the deliverable), and subsequently report on such approvals/endorsements to the Project Board.*

Given that PROCARIBE+ Co-Executing Partners play a project execution role and are directly accountable to UNOPS in accordance with the terms of their agreement or contract with UNOPS, it is to be noted that they should not serve on the Project Board to avoid a conflict of interest.

PROCARIBE+ Co-Executing Partners may however be invited and/or requested by the Project Manager or the Project Board to participate in the activities of the Project Board as either “observers” or “resource persons”.

Additional Contributors of Project Co-Financing/“Parallel Financing”

Entities other than countries from or with territories in the region that have committed and report co-financing to the PROCARIBE+ Project acquire Observer status on the PROCARIBE+ Project Board and may be invited by the Project Manager or the Project Board to act as resource person on matters under the PROCARIBE+ Results Framework that relate to their co-financing contributions.

Intergovernmental Organizations (IGO’s) with an oceans-relevant mandate

IGO’s listed in Annex 1 to the Ocean Coordination Mechanism MOU may be invited by the Project Manager or the Project Board to participate as Observers and/or Resource Persons in the activities of the PROCARIBE+ Project Board

Observers and “Resource Persons”¹²

Additional entities and/or individuals that are not already represented on the Project Board can be invited to observe and/or participate in the discussions and activities of the Project Board, but without decision-making power.

As deemed necessary or useful/beneficial for the mission of the PROCARIBE+ Project Board and/or for the purposes of the Board activity(s) under consideration, individual experts and/or representatives from countries, entities, sectors, projects or initiatives deemed to pertain to the wider range of project stakeholders/beneficiaries, and/or with similar or related goals and objectives, and not already represented on the Project Board, **(a)** can be invited by the Project Manager, in coordination with (once appointed and when applicable) the Chair of the Project Board, and/or **(b)** can request to be admitted to participate as “Resource Persons” and/or Observers in the activities of the PROCARIBE+ Project Board, but without decision-making power and subject to agreement (no objection) from the Project Board Members.

On a case by case basis, permanent Observer¹² and/or “Resource Person” status may be issued by the Project

¹² “Resource person” is defined here as a person who is acknowledged to have expertise and/or to hold knowledge on a particular topic or matter of relevance to the Board, and who may therefore be engaged by the PROCARIBE+ Project Board, either in his personal capacity or in representation of an entity, but without decision-making powers, in the Board’s activities.

Board for selected entities and/or individuals, if this is deemed to be in the interest of the project.

BOARD MEMBERS: REQUIREMENTS & RECOMMENDATIONS

All Board Members

Board Members will be expected to:

- Agree to the PROCARIBE+ **Project Board Terms of Reference (TORs)** and **Rules of Procedure**
- Familiarize themselves with the core aspects¹³ of the UNDP PROCARIBE+ Project and the core sections of the PROCARIBE+ Project Document, with special attention to the aspects/sections that are of particular relevance for the Mission and Roles of the Board, and the Function and Responsibilities of the Board Members
- Familiarize themselves with the documents and products prepared for, and generated through the PROCARIBE+ Project Board processes
- Commitment to adequately prepare for, and participate in the (core) activities of the PROCARIBE+ Project Board'; this includes: attending the Meetings of the Project Board
- Disclose any conflict of interest in performing the corresponding Function and Responsibilities as a Project Board Member and take all measures to avoid any real or perceived conflicts of interest. Such disclosure(s) must be documented and kept on record by UNDP
- Discharge the Function of PROCARIBE+ Project Board Beneficiary Representative in accordance with the Project Board Terms of Reference.
- Ensure highest levels of transparency and ensure PROCARIBE+ Project Board Recommendations and Decisions, and Meeting Minutes are kept on record and shared¹⁴ with the Beneficiary's relevant group of PROCARIBE+ stakeholders.

Beneficiary Representatives

Any PROCARIBE+ Beneficiary, in selecting and nominating its representative to the PROCARIBE+ Project Board, should give due consideration to the Project Board Mission and the dual role of the Project Board, and, more specifically, to the "Beneficiary Representatives" Function as well as all associated responsibilities listed under these TORs.

The focus of the Board on supporting project governance and project management oversight, and related decision-making, is to be noted in this context.

A nominee's familiarity with, and basic understanding of (GEF) project management processes and best practice would therefore constitute an asset, in addition to a broad, higher-level (rather than sector-specific) understanding of national/organizational actions and priorities relative to the marine environment and its linkages with the national, regional and global sustainable development agendas.

Throughout the project's implementation, the Project Board may decide to modify the membership under the Beneficiary Representatives Function through a Project Board-approved revision of the Project Board Terms of Reference (ToRs).

¹³ These include but are not necessarily limited to: the project objective, strategy and limited implementation time frame, the expected results, outputs and associated core targets, key expected stakeholders and (main) risks

¹⁴This being a shared but differentiated responsibility of all PROCARIBE+ Project Board members and the PROCARIBE+ PMCU; see e.g. also the PROCARIBE+ National Focal Points TORs

IMPORTANT: For those countries where a government entity acts as a **PROCARIBE+ Responsible Party**, a national representative from an entity other than the national entity engaged as Responsible Party should be appointed as Beneficiary Representative, this in order to avoid potential conflicts of interest in Project Board decision-making processes. [Should this not be possible, or deemed otherwise detrimental to the overall purposes and functioning of the Board, then the requirement of “disclosure of conflict” must be strictly adhered to by such Beneficiary Representative, and the Representative must refrain from participating in decision-making processes on matters linked to the source of such conflict of interest.]

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