

# 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 RULES of PROCEDURE



**UNOPS PROCARIBE+ Project**

**Note:**

The present PROCARIBE+ Project Board / Steering Committee Rules of Procedure complement the [Terms of Reference \(TORs\) for the PROCARIBE+ Project Board/Project Steering Committee](#) and the [Terms of Reference \(TORs\) for the PROCARIBE+ Project National Focal Points \(NFPs\)](#). They should therefore be read and used in conjunction with these documents.

The Rules of Procedure (RoP) have been developed to enable an orderly conduct of the PROCARIBE+ Project Board Meetings and Activities.

The Mission, Roles, Responsibilities, Composition and Functions of the PROCARIBE+ Project Board are captured in the Project Board ToRs and are therefore not included in the present Rules of Procedure.

PROCARIBE+ is a 5-year project, having respectively as official start and end date: 5 May 2023 and 5 May 2028.

## **CONDUCT OF BUSINESS AND FREQUENCY OF MEETINGS**

### ***Regular Sessions of the Project Board***

#### **Rule 1**

It is anticipated that there will be one Regular Meeting (Session) of the PROCARIBE+ Project Board during every “Project Year”<sup>1</sup>, i.e. totalling five Regular Meetings throughout the PROCARIBE+ Project’s lifespan. These Regular Meetings will include the following three Milestone Meetings:

- Project Inception Workshop and First Project Steering Committee Meeting (*Project Year 1*)
- Project Mid-Term Steering Committee Meeting (*Project Year 3*)
- Project Final Steering Committee Meeting (*Project Year 5*)

The 3 PROCARIBE+ Milestone Meetings will be conducted using a hybrid format, i.e. with physical attendance as the preferred participation modality for Project Board Members, while offering provisions to enable remote participation.

Other Regular Sessions of the PROCARIBE+ Project Board will be held via teleconference, unless (a) a physical/hybrid meeting format is explicitly requested by the Project Board and (b) sufficient resources can be mobilized to such effect.

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<sup>1</sup> each continuous 12-months period of project implementation

## ***Inter-sessional Business***

### **Rule 2**

Calls for Inter-Sessional Business of the Project Board may be issued by the PROCARIBE+ Project Manager/Regional Coordinator, in coordination with the Project Board Chair and the Development Partner, e.g. when matters requiring (urgent) deliberations, inputs or action(s) from the Project Board Membership arise, or had been previously scheduled or anticipated to be addressed in between the Regular Sessions of the Board.

Requests from Project Board Members to schedule Inter-Sessional Business will be considered when supported at the moment of the request by at least 2 additional Members of the Board.

The conduct of Inter-Sessional Business may be pursued through additional physical or virtual meetings/teleconferences (“*Special/Ad Hoc Sessions of the Project Board*”), or other forms of electronic communication and/or engagement (the latter also further referred to as “*Project Board Activities*”).

The choice of form of conduct for such Inter-Sessional Business will take into account, among other possible considerations: (a) the matter(s) to be treated, (b) the urgency/importance of the matter(s), and (c) the availability of funds/resources.

### **Rule 3**

Formal Project Board Meetings and Inter-sessional Business will be scheduled and arranged by the PROCARIBE+ PMCU, in coordination with the Project Board Chair.

A *quorum* is required for Project Board Meetings and for Inter-sessional Business to proceed (see Rule 4).

### **Rule 4**

For Project Board Meetings to proceed, formal registration for and official representation<sup>2</sup>, either physical or virtual, at the Meeting by a simple majority of the GEF-eligible PROCARIBE+ -participating countries plus the Development Partner Representative(s) will be considered to constitute a *quorum*<sup>3</sup>.

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<sup>2</sup> by a formally designated PROCARIBE+ National Focal Point, or his/her duly appointed Meeting Delegate

<sup>3</sup> 19 GEF-eligible countries from the Wider Caribbean Region have submitted a GEF Operational Focal Point (OFF) Endorsement Letter for the PROCARIBE+ Project Identification Form (PIF) and are consequently listed as PROCARIBE+ participating countries in the final PROCARIBE+ UNDP Project Document; a simple majority for the purposes cited under Rules 3 and 4 thus corresponds to a minimum of 10 GEF-eligible PROCARIBE+ participating countries. The 19 GEF-eligible PROCARIBE+ participating countries are: Antigua and Barbuda, Bahamas, Belize, Brazil, Colombia, Costa Rica, Cuba, Dominican Republic, Guatemala, Guyana, Honduras, Jamaica, Panama, St. Kitts and Nevis, Saint Lucia, Suriname, Trinidad and Tobago, Haiti, Venezuela.

For other Project Board Activities to proceed, the receipt of a written request by the PMCU for the initiation of the activity is to be formally acknowledged by a simple majority (*quorum*) of the GEF-eligible PROCARIBE+ participating countries.

## **DECISION-MAKING AND THE FORMULATION OF RECOMMENDATIONS**

### **Rule 5**

Decisions of the Project Project Board are to be reached by consensus. Likewise, the formulation and adoption of formal Project Board Recommendations is to be based on consensus.

“Consensus” in the context of the PROCARIBE+ Project Board is, in first instance, to be understood as “unanimity” - meaning no expressed opposition.

However, in the event of a case where “unanimity” cannot be achieved: (a), the objecting Board Member(s) may decide to “stand aside”, or (b) the Chair may exceptionally ask the objecting Board Member(s) to consider “standing aside”<sup>4</sup>.

Alternatively and concordant with the PROCARIBE+ Project Document, the UNDP Representative on the Project Board (“Development Partner/Supplier” Function) can mediate 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.

### **Rule 6**

The PMCU may request the Project Board to advise and/or decide on specific matters without calling for a Meeting of the Project Board.

In such cases, the Inter-Sessional consultation/decision-making will be pursued through the use of digital tools and platforms, such as through electronic communications, online discussion/polling platforms/tools, etc..

Following the acknowledgment, by a quorum, of the receipt of such request, as a standard practice Project Board Members will be provided with 25 working days to respond.

The absence of a written response to the request within the aforementioned time frame will be interpreted to correspond to consent (*vis a vis* the request or, as applicable, the Project Board decisions emanating from the request).

When reasons of urgency demand a deviation from the aforementioned standard approach, a shorter consultation period may be exceptionally adopted by the PMCU, subject to due justification and the absence of objections (to the use of such shortened consultation period) from the Project Board Membership.

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<sup>4</sup> Once all Project Board Members’ positions and concerns have been heard, understood and considered in forming a proposal and as long as all Members can “live with” the proposed Decision, Project Board Members may express their opposition and then abstain (“stand aside”) rather than object to the decision.

## **CONFLICT OF INTEREST**

### **Rule 7**

A Project Board Member is to excuse himself/herself from participation in the formulation of Project Board Recommendations and/or the making of Project Board Decisions which involve situations in which the Member has a conflict of interest or cannot participate fairly and impartially.

A conflict of interest will arise when a Member of the Project Board who has to make a decision stands to gain from the decision.

The Member who is excused from a matter before the Project Board may not participate in the discussions preceding the aforementioned processes unless (a) their participation is requested by the Project Board or (b) they are called in by the Chair and/or the Project Manager/Regional Coordinator to clarify issues on the matter or discuss the matter with other members of the Project Board.

Requests from the concerned Member to be allowed to take part in the discussions need to be cleared by the Project Board Membership (no objection).

## **AGENDA**

### ***Drawing up the provisional Project Board Meeting agendas***

#### **Rule 8**

The PMCU is to submit the Provisional Agenda to the Project Board Members for their review and comments ahead of the meeting. The PMCU will strive to do this a minimum of 6 weeks in advance of a meeting, in the case of Regular Meetings, and a minimum of 4 weeks in the case of Special/Ad Hoc (Inter-Sessional) Meetings.

A revised Provisional Agenda would then be prepared by the PMCU, by taking into consideration (as much as possible) the recommendations and requests/proposals received from Project Board Members.

A Provisional Annotated Agenda will be prepared from the provisional agenda.

### ***Distribution of the Project Board Meeting Agendas***

#### **Rule 9**

The PMCU endeavours to share the revised Provisional Agenda and Provisional Annotated Agenda of each Regular Project Board Meeting together with key background documentation to the Project Board Members and Executive at least 3 weeks (15 working days) in advance.

In the case of Inter-Sessional Meetings, the PROCARIBE+ PMCU will endeavour to transmit the revised Provisional Agenda to Project Board Members at least 2 weeks (10 working days) in advance of the meeting.

### ***Adoption of a Project Board Meeting Agenda***

#### **Rule 10**

At the commencement of each Project Board Meeting, and following the election or confirmation of Officers as may be required under Rule 11, the Project Board is to review, revise (as applicable) and adopt the final agenda for the Meeting on the basis of the revised Provisional Agenda.

Adoption of the Meeting Agenda is made formal through the corresponding announcement by the Chair.

## **OFFICERS**

### ***Elections of Officers***

#### **Rule 11**

Prior to, or at the commencement of each Regular Project Board Meeting, participating Project Board Members are to elect/confirm a Chair, Co-Chair (Deputy Chair) from among the GEF-eligible PROCARIBE+ participating countries (that will be) represented at the Meeting. Additionally, a Rapporteur is to be elected/confirmed from among the PROCARIBE+ Project Board Members participating in the Meeting.

With the exception of the First PROCARIBE+ Project Board Meeting, the outgoing Chair receives the nominations and proceeds to confirm such nominations once these have been supported by at least 2 Members of the Project Board.

For the First Project Board Meeting, it is the Project Manager/Regional Coordinator who is to request, receive and confirm the nominations of the Chair. Following the election/confirmation of the Chair, it will be the Chair who proceeds to request, receive and confirm the nominations of the other Officers.

### ***Duration of Chair, Co-Chair and Rapporteur's Position***

#### **Rule 12**

The assignment to a PROCARIBE+ Project Board Member of the responsibilities of respectively the Chair, Co-Chair (Deputy Chair) and Rapporteur outlined under Rule 16 will remain with that Member until a new Chair, Co-Chair and Rapporteur are appointed at the next Regular Project Board Meeting.

Rule 13

Powers and duties of the Officers will be the same for the Regular and Inter-Sessional Project Board Meetings.

**SECRETARIAT*****Secretariat***Rule 14

The PROCARIBE+ PMCU, under the direction of the PROCARIBE+ Project Manager/Regional Coordinator (PM/RC), is to act as Secretariat to the PROCARIBE+ Project Board.

The Secretariat is to:

1. prepare and/or receive, and circulate the documents for the Project Board meetings, and for any inter-sessional Project Board activities, as applicable; this includes the Project Work Plans and Budgets, substantial and high Risks and Issues, and Project Progress Reports, for consideration and approval by the Project Board;
2. publish/circulate the Recommendations and Decisions, Reports and other relevant documentation from Project Board Meetings, and as applicable, of Inter-Sessional Project Board Activities;
3. have the custody of the documents in the archives of the PROCARIBE+ PMCU.

***Role of the PROCARIBE+ Project Manager/Regional Coordinator***Rule 15

The PROCARIBE+ Project Manager/Regional Coordinator is to:

1. act as Secretary to all Meetings and Activities of the PROCARIBE+ Project Board;
2. designate when appropriate any officer of the PROCARIBE+ PMCU to act as his/her representative;
3. provide oral and written inputs in support of the PROCARIBE+ Project Board processes;
4. be responsible for the necessary Project Board Meetings/Activities arrangements, including the preparation and distribution of working documents in accordance with these Rules of Procedure;

**CONDUCT OF BUSINESS****Powers and responsibilities of the PROCARIBE+ Chair, co-Chair and Rapporteur**Rule 16

A Project Board Meeting is to be formally opened and closed by the Chair. The Chair is further to ensure the orderly conduct of the Meeting, including through the application of due time management.

He/she is to present and formally adopt the Meeting Agenda, and to guide the Meeting through the different Agenda Items. He/She opens and directs the discussions, ensures the observance of applicable rules and procedures, and accords the right to speak/present.

It is the Chair who announces the formal adoption of the Meeting Decisions and Recommendations.

The Chair may also call a Meeting Participant to order (e.g. when interventions are not relevant to the subject under discussion ), in the pursuit of a timely conclusion of the Agenda and of the achievement of the Meeting's objectives.

Notwithstanding the aforementioned and following the opening of a discussion, the Chair may delegate the responsibility to further direct the discussion, including the according of the right to speak, to a professional Facilitator, in cases where such Facilitator has been mobilized for such purposes by the PMCU (see Rule 18).

The Vice-Chair takes on the responsibilities of the Chair if he/she is unable to perform his/her duties.

The Rapporteur is responsible, with the assistance of the Secretariat, for recording the Meeting Proceedings and adopted Decisions and Recommendations, and for presenting, with the support of the Secretariat, the draft Meeting Decisions to the Committee for their review and approval.

### **Supporting role of a Facilitator**

#### **Rule 17**

A professional Facilitator may be engaged by the PMCU in order to support Project Board discussions and decision-making processes, and to promote the active engagement of Board Members.

### **Decisions and Amendments**

#### **Rule 18**

Draft decisions and substantial amendments or motions, are to be presented in writing and circulated/made available by the Secretariat to Project Board members before they are discussed and decided upon, unless the Project Board decides otherwise.

### **Working Languages**

#### **Rule 19**



Participation of Project Board Members in Project Board Meetings/Activities is to be facilitated in (at least) English and Spanish, with the corresponding translation services being provided by the PMCU. Subject to the availability of funds and logistics, and upon the request of a Project Board Member, participation may also be facilitated in additional languages spoken in the Wider Caribbean Region. Project Board Meeting/Activity documents are to be made available in both English and Spanish, as a minimum, subject to the availability of resources to produce the required translations.

## **Records of the meetings**

### **Rule 20**

Records of the Project Board Meetings/Activities are to be kept by the Secretariat. Subject to no objection from the Project Board Membership, these may include (as applicable) audiovisual recordings of Project Board Meeting Sessions/Activities.

A written Project Board Meeting/Activity Report and, when applicable, associated "Recommendations and Decisions" document is to be prepared by the Secretariat in collaboration with the Rapporteur, and presented in the form of (a) draft document(s) to the Members of the Project Board no later than [six] [eight] weeks after the concerned Meeting/Activity.

Following the circulation of the draft document(s), any requests for changes and amendments should be communicated to the PROCARIBE+ PMCU and shared with the Project Board Members as soon as possible, but no later than [two] [three] weeks after circulation.

A revised version of the document(s) which include(s) (as applicable) all proposed and agreed upon changes and amendments will be considered the final official version of the document(s).

## **Distribution and availability of Reports and of adopted Recommendations & Decisions**

### **Rule 21**

The final versions of the Project Board Meeting Reports and/or other Project Board Activities Reports, and of the associated, adopted Project Board Recommendations and Decisions are to be shared with/made available to all Project Board Members within ten weeks following the closure of the concerned Project Board Meeting/Activity.

They are to be kept permanently available online to the Project Board Membership by the PROCARIBE+ PMCU, for (at least) the duration of the Project.