

**LAND DEGRADATION NEUTRALITY (LDN) FUND and TECHNICAL ASSISTANCE FACILITY (TAF)
Strategic Board - Terms of Engagement**

Version: 06 November 2018

Foreword

This Terms of Engagement sets forth the mandate, operational modalities and relationship between the Land Degradation Neutrality (LDN) Strategic Board and the LDN Fund and Technical Assistance Facility (LDN TAF).

1. Mandate

1.1 Purpose

The purpose of the LDN Fund and TAF Strategic Board (the Strategic Board) is to provide advice and recommendations on matters related to the management of the LDN Fund and associated LDN TAF. This guidance is intended to ensure that the LDN Fund and LDN TAF remain aligned with the objectives and scientific conceptual framework of the United Nations Convention to Combat Desertification (UNCCD) LDN Programme. The Board will also facilitate networking and engagement by key LDN strategic partners, including governments. The Board Secretariat is provided by the LDN Fund Management Company in close coordination with the TAF Management Company.

1.2 Shared commitment

All members of the LDN Strategic Board are committed to this overall goal and will strive to look beyond the interests of their individual organisations or the constituencies they represent.

1.3 Role as Independent Advisory Body

As an independent advisory body, the LDN Strategic Board shall be independent from both the LDN Fund Management Company and the TAF Management Company. The Strategic Board shall not be involved in the day-to-day management of the LDN Fund or TAF Management Company.

Formal administrative and legal accountability for the LDN Fund and LDN TAF rests within the governance structures and internal control frameworks of the respective management organizations, Mirova and IDH. For the LDN Fund, Mirova is fully accountable to LDN Fund Investors, while IDH as the LDN TAF manager is fully accountable towards the LDN TAF donors for the responsible use and administration of the funds received. Recommendations provided by the Strategic Board will be of an advisory and non-binding nature.

1.4 Responsibilities and Functions

The Strategic Board shall:

- a. Provide guidance to the Advisory Committee of the LDN Fund and to the LDN Fund Manager regarding the LDN Fund’s strategy, regulatory and market-driven factors and LDN aspects. Guidance can include, but is not limited to, investment priorities, industry insights, geographic and sector portfolio balance, implementation of Environmental and Social standards and prevention and mitigation of potential reputational risk;
- b. Provide guidance to the Donor Committee of the LDN TAF regarding high level resource allocation and prioritization of LDN TAF activities and review “public goods” generated by the LDN TAF in the form of publications, toolkits, dissemination of best practices and tracking of LDN impacts;
- c. Provide guidance to enhance the continued alignment between the LDN Fund and the LDN TAF;
- d. Facilitate networking and engagement by key strategic partners, including governments of countries hosting LDN investments and governments supporting the LDN Fund and/or the LDN TAF, through:
 - i. coordination and collaboration with other global and national level relevant initiatives, processes and funding mechanisms;
 - ii. mainstreaming of LDN objectives through engagement with relevant strategic actors and institutions; and
 - iii. mobilization of networks and organizations to share key communications and outreach materials.
- e. Perform other functions that are consistent with the mandate and provisions of their Terms of Engagement.

2. Appointment of LDN Strategic Board Members

- a. It is recognized that members of the Strategic Board bring not only individual expertise but also organizational affiliation and expertise.
- b. The Strategic Board shall be chaired by the Executive Secretary of the UNCCD.
- c. The term of office for each representative member shall be three years, renewable once only for three years.

3. Meetings

- a. The presence of not less than two-thirds of the membership shall be required to constitute a quorum for the meeting of the LDN Strategic Board.
- b. The Strategic Board shall meet twice a year for the first three years, and at least once a year from the fourth year onward. Additional meetings may be scheduled as required.
- c. The aim will be to have least one meeting per year in a face to face setting, and the second meeting to take place online or by telephone conference call as agreed by the Board members.

- d. The Chairperson shall call a meeting of the Strategic Board. The Secretariat will notify Board Members at least eight weeks that a meeting has been called.
- e. The Chairperson may invite specialist experts to participate in Strategic Board meetings to provide their expertise as required. Board members may propose to invite Specialist experts, who are thought leaders and may be drawn from a variety of fields, such as sustainable agriculture and sustainable forestry.
- f. Only by exception may a Strategic Board member appoint a representative from the same organization or representative body to represent the Board member, with advance notification to be provided to the Secretariat prior to the Board meeting.

4. Recommendations by the LDN Strategic Board

- a. In preparing its advice and recommendations, the LDN Strategic Board will consult reports to be provided by the LDN Fund and TAF Managers based on a format to be agreed with the Managers.
- b. Recommendations made by the LDN Strategic Board will generally be based on consensus within the Board.
- c. In rare situations when consensus on a recommendation can not be achieved within the Board, a recommendation can be provided, with the option of having the minority position reflected in the minutes. Minutes would not attribute statements to individual Board members except in cases where the Board member(s) expressing a minority position asks that it be attributed.

5. Minutes

- a. The Chairperson will ensure that minutes are kept by the Secretariat to record the proceedings of meetings and and recommendations made by the LDN Strategic Board.
- b. The minutes will be approved by the Chairperson and distributed to members of the the LDN Fund Board within one month of the concerned Board meeting.
- c. The approved minutes of each LDN Strategic Board meeting will be shared with the LDN Fund Advisory Committee and TAF Donor Board, to inform their decision-making.
- d. A summary version of the approved minutes of each LDN Strategic Board meeting will be made publicly available on the LDN Fund and LDN TAF websites, indicating main topics discussed and recommendations provided. This summary version will be shared with all Strategic Board members at least one week prior to making it public.

6. Secretariat

- a. The LDN Strategic Board Secretariat is provided by the LDN Fund Management Company, in close coordination with the LDN TAF management. The Secretariat will be responsible for support including:
 - b. Scheduling, organizing and hosting Board meetings
 - c. Setting the Board meeting agenda in consultation with the Chairperson

- d. Taking and distributing Board meeting minutes to members of the LDN Strategic Board and posting the summary version on the LDN Fund and TAF websites
- e. Approving and reimbursing expenses

7. Reimbursement

- a. The members of the LDN Strategic Board will not receive any compensation for their membership on the LDN Strategic Board. Members of the Board may be reimbursed for reasonable travel expenses and other out-of-pocket expenses incurred to attend meetings in person by the LDN Fund management company, conditional to prior approval by the Secretariat.
- b. Specialist experts participating in Board meetings may be reimbursed for reasonable travel expenses and other out-of-pocket expenses incurred to attend meetings in person by the LDN Fund management company, conditional to prior approval by the Secretariat.

8. Conflict of interest

- a. Being a member of the Strategic Board does not disqualify an organization from being involved in any of the LDN Fund and/or LDN TAF supported interventions or other activities.
- b. At the commencement of every meeting, the Chairperson shall ask members if they have any conflicts of interest to disclose. Any member with a conflict must disclose it. The conflict of interest will be registered in the Register of Conflict of Interest, and the member will recuse him/herself when the relevant aspect is being discussed.

9. Confidentiality clause

- a. Since one of the key goals of the program is to facilitate learning, the LDN Strategic Board seeks to share information publicly whenever possible. However, in exceptional cases, some information that is shared with the Board members can be labeled as “confidential”.
- b. Confidential Information shall not be made use of, nor made public to third parties, without the prior written permission of the other Party concerned. The confidentiality obligation shall remain applicable for a period of five years after the termination of the LDN Strategic Board.
- c. The duty to maintain confidentiality shall not be applicable to information or knowledge of which a Strategic Board member can clearly demonstrate that:
 - i. It had access to the information or knowledge prior to the effective date of distribution in the Strategic Board;
 - ii. It was public knowledge or has, without any action on the part of the Strategic Board member involved, become public knowledge since the distribution in the Strategic Board;
 - iii. The information or knowledge has been developed independently of any information received from one of the other Parties;

- iv. The information was supplied by a third party and to the best of its knowledge the Party could assume that the information had not been obtained from any one of the other Parties in an illegal way;
- v. The information was generated with the intention to make it public, e.g. research methodology and results.

10. Validity of this ToE

This Terms of Engagement is valid until December 2025. At this time, the ToE will be either be re-confirmed for another five years or be revised.
