



## TERMS OF REFERENCE

# Funders' Council

1 January 2022

7 AFFORDABLE AND  
CLEAN ENERGY



## 1 PURPOSE

The Sustainable Energy for All (SEforALL) Funders' Council ('the Funders' Council') is established by the Governance Board for the purpose of ensuring active dialogue and collaboration among SEforALL's donors and between donors and SEforALL's Governance Board. The Funders' Council is consultative and as such provides advice and recommendations to the Governance Board and the CEO.

The Funders' Council exists for the purpose set out in these Terms of Reference.

## 2 OBJECTIVES AND RESPONSIBILITIES

The Funders' Council facilitates dialogue and exchange among SEforALL's donors and between the donors and the Governance Board, in particular with regard to:

- The strategic direction and positioning of SEforALL
- Resource mobilization strategy for SEforALL
- Reviewing the annual audited accounts of SEforALL, as well as annual work plans, and recommending action to the Governance Board
- Building a shared understanding of the political environment and priorities of SEforALL's donors.

## 3 MEMBERSHIP

The membership of the Funders' Council and participation in regular Funders' Council meetings shall include the organization's major donors as further defined in Annex A.

- Participation shall entail one seat for a representative of each Member
  - Each Member shall determine its own process for selecting its representative. Each representative holds the allocated seat until the member designates a successor. If a Member fails to designate a representative, the seat shall remain vacant until a representative is designated.

- Members shall be entitled to designate alternate representatives. Alternate representatives shall have the same rights and responsibilities as representatives when acting in that capacity.
- Members with the exception of the Chair (Section 4) shall be entitled to hold their allocated seats for the duration of their funding support, up to the Funders' Council annual meeting for the calendar year that follows the end of their support. The Chair may hold a Funders' Council seat for the duration of their term (two years) regardless of the status of funding support.

The Chair of the Governance Board, may designate a member of the Governance Board to attend Funders' Council meetings and to act as a liaison.

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#### **4 CHAIR AND THE RESPONSIBILITIES OF THE CHAIR**

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Funders' Council Members shall from among themselves nominate a Chair. The Chair shall be appointed with two-thirds majority and shall serve for two years.

- The Chair shall preside at all meetings of the Funders' Council and will be responsible for providing leadership to the Funders' Council (e.g., convening meetings; developing agendas) with support from the Executive Office of SEforALL.

The Chair appointed by the Funders' Council shall automatically be appointed by the Governance Board as a member of the Governance Board and shall serve on the Governance Board in accordance with the [SEforALL Statutes](#) and [Rules of Procedure of the Governance Board](#).

- In serving on the Governance Board, the Chair of the Funders' Council acts in the capacity of an agent of the Funders' Council and therefore represents the interests of the Funders' Council. In such capacity, the Chair of the Funders' Council shall not be held accountable or liable for Governance Board deliberations. When he/she has a conflict of interest with respect to a proposed Governance Board decision, he/she should immediately report this to the Chair of the Governance Board.
- In the event that a Funders' Council Member that holds the Chair of the Funders' Council designates a successor, the new representative shall succeed his/her predecessor on the Governance Board for the remaining term.

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#### **5 SCHEDULE OF MEETINGS**

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- The Funders' Council will meet at least quarterly by video (with audio as a back-up). The schedule of meetings shall be determined a year in advance. The Annual Meeting will be conducted in person when possible in the second quarter of each year.
- The Funders' Council will meet once a year with the Governance Board, in person when possible.

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#### **6 REPORTING**

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- Members will receive summaries of Governance Board meetings as well as all key documents of management and administration for activities of SEforALL.
- The Chair of the Funders' Council, with support from the SEforALL team, shall make a summary of their meetings and recommendations available to the Governance Board.

## ANNEX A: DEFINING "MEMBERS OF THE FUNDERS' COUNCIL"

- Organizations and individuals providing financial support to Sustainable Energy for All will automatically be designated Funders' Council Members and invited by the CEO to join the Funders' Council according to the following criterion ('the threshold'):
  - Grant funding support formally committed to SEforALL by one or more current written agreements (directly, or via UNOPS or UN Foundation) of at least USD 1,000,000 of programme (a.k.a. restricted or earmarked) funding or USD 500,000 of core (a.k.a. unrestricted or voluntary contribution) funding. Valuation of non-USD support will be determined on the basis of the prevailing interbank rate at the time of signing each grant agreement.
- The host country government to SEforALL's Headquarters will automatically be invited as a Member of the Funders' Council.
- The following organizations and individuals may also be invited by the CEO to join the Funders' Council as Members at the discretion of the Funders' Council:
  - Organizations and individuals providing current support below the threshold, cumulative support above the threshold, and where this support is deemed significant in relation to the donor's capacity.
  - Organizations and individuals providing identifiable support above the threshold but indirectly via an intermediary third party, re-granting facility or other pooled funding mechanism (in such cases only one of the entities in question—the original donor or the intermediary—shall be invited to participate, by agreement with the entities involved).
- In exceptional circumstances, donors exploring new funding commitments to SEforALL may be invited to attend Funders' Council meetings as Observers, with such invitations extended on a meeting-by-meeting basis at the discretion of the CEO. Observers will not be entitled to participate in decisions of the Funders' Council (for example, the selection of the Chair).
- The following types of support are welcomed by SEforALL but will not be considered towards the threshold for automatic Funders' Council Membership:
  - Commercial sponsorship of events, reports or similar projects;
  - In kind support, non-financial partnerships and provision of staff secondments;
  - Funding received from organizations formally appointed by SEforALL for the purposes of fund management (e.g. UNOPS and UN Foundation).
- Where SEforALL is acting as a direct manager or convenor of a pooled funding platform or facility ('facility') where the Governance Board has established a separate governance or advisory structure for donors, such donors to this facility at levels above the threshold will also be invited to join the Funders' Council as Members. Invitations in this case will be made by agreement between SEforALL's CEO and the donor in question, with consideration for the most effective use of each donor's time and resources.
- When updates are made to these Terms of Reference, current Members will continue their tenure according to the Terms of Reference in force at the time of their most recent funding commitment to SEforALL. For the avoidance of doubt, no Member will be asked to step down because of an update to these Terms of Reference.