

COPA

the Climate Ozone Protection Alliance

Governance Structure

Preamble

The Climate Ozone Protection Alliance (COPA) is a loose coalition of organisations and countries initiated by the German Federal Ministry for Economic Affairs and Climate Action (BMWK) and funded as part of the International Climate Initiative (IKI). COPA is jointly implemented by GIZ, UNIDO and UNDP. It was launched on 21 July 2022 through a virtual soft launch. The governance structure outlines working modalities of COPA. After one year at the latest, the Steering Committee shall assess the governance structure and, if necessary, propose changes, which will then be submitted for decision by the first Plenary (hard launch).

1. Objective of COPA

We (the members of COPA) promote a global shift to sustainable refrigerant management and closing the loop to a circular economy in the cooling sector. Together with partner countries and diverse actors, the alliance accelerates the GHGs emission mitigation measures urgently needed to address banks of Ozone Depleting Substances (ODSs) and Hydrofluorocarbons (HFCs). COPA devises and carries out holistic solutions that combine financing, policy making and expertise in recovery, reclamation and destruction technologies with hands-on experience in the cooling sector.

2. Membership and Advisor Status

- (1) COPA comprises members, partner countries and advisors.
- (2) Only **members** of the following six groups (member groups) are eligible to become COPA members:

a) Public Entities (Group A)

Members of this group include the German Federal Ministry for Economic Affairs and Climate Action (BMWK) and other federal ministries, states and communities as well as subordinate authorities with activities focused on reducing emissions from ODS and HFC banks and promoting the Montreal Protocol and its Kigali Amendment strategically and technologically, e.g., through environmentally sound management of refrigerants, including foams, throughout their lifecycle. Implementing organisations of official development cooperation may also be members of this group.

b) Private Sector (Group B)

Members of this group may include: Businesses such as refrigerant producers, cooling equipment manufacturers, businesses involved in recovery, reclamation and destruction of refrigerants or as end-users of cooling technologies and the circular economy along selected value chains (e.g. trade or the disposal and recycling sector). Consulting companies active in the fields of greenhouse gas emissions, ozone-depleting substances, and sustainable refrigerant management may also be members of this group.

c) Civil society (Group C)

Members of this group may include: Non-governmental organisations that have an interest in, or are already implementing, (international) activities related to mobilising and accelerating a global shift to sustainable refrigerant management, including advocacy regarding the mitigation potential of the ODS and HFC banks sector.

d) Academia (Group D)

Members of this group may include: Institutions from the academic, educational and cultural field that are actively engaged in solutions for ODS and HFC banks management.

e) Financing Institutions (Group E)

Members of this group include: International, regional and national development banks, and other interested private or public financing institutions contributing to substantial and cost-efficient GHG mitigation in the cooling sector.

f) Countries (Group F)

Members of this group may include all countries willing to commit and jointly work towards a sustainable management of ODS and HFC banks by signing the non-legally binding *COPA Declaration of Enrollment*.

(3) Only countries of meeting all the below qualifications are eligible to become COPA **Partner Countries**:

- a. Countries that receive Official Development Assistance (ODA countries), AND
- b. Government who commits to sustainable management of ODS and HFCs by signing the non-legally binding *COPA Declaration of Enrollment*, AND
- c. Government who commits to permanently reduce ODS and HFC banks by formulating corresponding national targets and required policies by signing the *COPA Statement of Undertaking*

COPA Partner Countries are eligible to apply to COPA for technical and financial support to implement concrete mitigation action or pilot projects in in the context of establishing and implementing a sustainable ODS and HFC management. COPA Partner Countries may, after duly approval from the Steering Committee, receive and appoint partner-specific support tailored to the national circumstances and, if applicable, pilot project implementation requirements.

- (4) The Steering Committee shall decide in cases in which the member assignment is unclear. This also applies if there is any doubt as to whether an applicant belongs to any of the listed member or partner groups at all.
- (5) Applicants must apply in writing using the membership application form available on the COPA Website. The Steering Committee decides on the application within a period of six weeks.
- (6) The individual parties are personally liable for any activities that take place within the framework of COPA unless explicitly agreed otherwise in writing.

3. Organisation and Structure

COPA is made up of:

- a) The Steering Committee
- b) the Plenary;
- c) Thematic Working Groups;
- d) the Advisory Board;
- e) the Secretariat.

4. The Steering Committee

- (1) The Steering Committee shall comprise minimum 6 (six) up to 12 (twelve) members who act as representatives of their respective organisations and member group in COPA.
- (2) The BMWK is a permanent member of the Steering Committee. A second public representative and his/her alternate (Group A) may additionally be elected to the Steering Committee if required or desired.
- (3) Any member providing funding to COPA shall have the right to be a member of the Steering Committee.
- (4) In addition, maximum
 - a) one representative of members in Group B and their respective alternates;
 - b) one representative of members in Group C and their respective alternates;
 - c) one representative of members in Group D and their respective alternates;
 - d) one representative of members in Group E and their respective alternates;
 - e) one representative of members in Group F and their respective alternatesshall also be elected in separate ballots. Only representatives from the respective member group are eligible to vote in the respective ballots.
- (5) Steering Committee representatives and their alternates are elected for a period of 2 years and can be elected for several terms. If Steering Committee representatives cannot complete their term, they shall be substituted by their alternates. If this is not possible, the first runner up of the last election and their alternate will take over the position for the remaining term.
- (6) The Steering Committee is responsible for all matters related to COPA, unless explicitly assigned to the Plenary by this governance structure. In particular, the Steering Committee is responsible for the following tasks:
 - a) Convening the Plenary and its own meetings, including the approval of the agenda;
 - b) Executing resolutions passed by the Plenary;
 - c) Passing resolutions on the strategic direction of COPA, including the design, function and authority of the COPA Financing Mechanism, and manage Alliance budget.
 - d) Passing resolutions on the admission and/or expulsion of members and appointing Advisory Board members;
 - e) Accepting and approving proposals for (pilot) projects, measures and activities; including eligibility for and priority of COPA funding.
 - f) Supervising the Secretariat;
 - g) Making public statements on behalf of COPA and representing it vis-à-vis external stakeholders;
 - h) Deciding the use of the COPA logo and branding;
 - i) In case of conflicts between members of COPA, the Steering Committee is responsible for addressing these timely. If a solution cannot be found by the Steering Committee, external advisors may be called consulted;

- j) Preparing resolution proposals for the Plenary, for example regarding the creation of Thematic Working Groups and changes to the governance structure.
- (7) One representative from each of the six member groups must be present at the meeting to constitute a quorum. Steering Committee members are responsible for keeping their alternated updated and informing them to attend meeting in case of their absence.
- The following provisions apply to the Steering Committee when passing resolutions:
- a) Steering Committee members shall strive to achieve a unanimous decision wherever possible.
 - b) Resolutions require the majority of valid votes cast.
 - c) Resolutions may also be passed by means of written circulation with the majority ratios set out in this paragraph.
- (8) The Steering Committee shall be convened at least twice a year by its elected Chair or, in their absence, by the elected Deputy Chair. Meetings may also be held as video or telephone conferences. The agreements of the Steering Committee shall be documented by the Secretariat.
- (9) Limited to the time-period between February 2022 and the first COPA Plenary (COPA hard launch), the COPA Core Group, appointed by BMWK, UNDP, UNIDO and GIZ, will act as an interim body in COPA and provide the combined duties and representations of the COPA Steering Committee and the COPA Advisory Board (see 7. Advisory Board), assisted and supported by the COPA Secretariat (see 8. Secretariat). Following on the election of the first COPA Steering Committee, the Core Group and its responsibilities will be dissolved with immediate effect.

5. Plenary

- (1) All members of COPA are part of the Plenary. The Advisory Board may attend meetings of the Plenary.
- (2) In particular, the Plenary is responsible for the following tasks:
 - a) Adopting the work plan drawn up annually by the Steering Committee as well as passing the proposed resolutions submitted by the Steering Committee regarding the creation of Thematic Working Groups and changes to the governance structure;
 - b) Receiving the results of the Thematic Working Groups;
 - c) Discussion and recommendations to the Steering Committee about further steps to be undertaken by COPA.
- (3) Every full member and partner have **one vote** in the Plenary. Abstentions shall be considered invalid votes. The Advisory Board members have the right to speak at the Plenary, but do not have any voting rights.
- (4) During every duly convened Plenary, decisions are made by general consensus or by simple majority of votes of the Members present in favor of the proposal. If the Plenary does not have a quorum, the Chair of the Steering Committee, or, in their absence, the Deputy Chair, shall convene a new Plenary that will have a quorum regardless of the number or affiliation of attending members.
- (5) Resolutions passed by the Plenary require the approval of at least one member from every member group represented in COPA (see 2. Membership and Advisor Status). The Plenary shall decide
 - a) on changes to the governance structure with a majority of $\frac{3}{4}$ of valid votes cast;
 - b) on the dissolution of COPA with a majority of $\frac{3}{4}$ of of valid votes cast;

c) on other issues with a simple majority of valid votes cast.

- (6) The Plenary shall be convened by the Steering Committee once a year by a simple letter or email, giving a **period of notice of four weeks**. The Plenary is chaired by the Chair of the Steering Committee, or, in their absence, the Deputy Chair, and documented by the Secretariat.

6. Thematic Working Groups (TWGs)

- (1) COPA members may come together for collaboration in Thematic Working Groups (TWGs) dedicated to specific topics related to COPA. The Advisory Board members may participate in the working groups and have access to the COPA member-restricted area. Non-members are not allowed to join working group sessions or access developed materials, unless they are explicitly invited.
- (2) Every TWG is supervised by 2 elected and rotating co-leads with support from the Secretariat. Initially, during COPA set-up phase, the TWGs co-leads will be provided by UNIDO, UNDP and GIZ.
- (3) TWGs define their specific goals, detailed work plans and implementation activities together. They may also form sub-groups.
- (4) The TWGs meet on a regular basis (in person or online), ca 2-3 times per year, and report annually to the Plenary.
- (5) Publications and public communication from the TWGs must be approved by the Steering Committee.
- (6) TWGs may apply for a budget to finance a suitable technical consultant who supports in drafting the knowledge products and guidelines in a publishable format. The application for a TWG budget must be submitted to the Secretariat, who will forward it for review and approval process to the COPA Steering Committee.

7. Advisory Board

- (1) The Advisory Board shall comprise up to 20 (twenty) people who act as representatives of their respective organizations.
- (2) Renowned experts and stakeholders, in particular representatives of international initiatives and organisations, provide advice within the framework of an Advisory Board. The members of this panel are appointed by the Steering Committee. Members may submit proposal for advisory board members to the Steering Committee. The members of the interim Core Group will all be proposed (if available) to the Steering Committee to be considered as potential Advisory Board members.
- (3) The Advisory Board provides technical inputs and ensures that the COPA activities align with other international initiatives, helping the Steering Committee to make informed decision. It does this through:
 - a) Networking with renowned international initiatives;
 - b) Incorporating the needs and interests of emerging and developing countries;
 - c) Promoting coordination and collaboration with relevant partners.

8. Secretariat

- (1) The Secretariat is currently hosted by the Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH on behalf of the BMWK.

- (2) In particular, the Secretariat is responsible for the following tasks:
 - a) Preparing and documenting meetings of the Steering Committee, the Plenary and the working groups, including proposals for the agenda;
 - b) Providing the working groups with guidance on content and organisational issues and supporting the co-leads of the working groups;
 - c) Coordinating the implementation of joint activities and providing technical assistance;
 - d) Public communication on behalf of COPA;
 - e) Operational and administrative management of COPA,
- (3) The Secretariat shall be funded by the BMWK for an interim period; in the long term, COPA will need to secure funding from other financing sources for the continuation of the Secretariat services.

9. Using the COPA Logo

- (1) The logo is used to mark publications, advertising material and other media for events and projects that are directly linked to COPA goals and activities.
- (2) All members are entitled to use the logo exclusively for the purposes listed under (1). If a member wishes to use the logo for other purposes, a request for use must be submitted to the Steering Committee.
- (3) Third parties must apply in writing to obtain authorisation to use the logo in any way. This permission is granted by the Steering Committee.
- (4) The request for use of the COPA logo is to be sent in an informal email to the Secretariat and must contain information about the user, the way in which the logo will be used and the expected duration of use.
- (5) COPA members and third parties shall report on the use of the logo in an informal email sent to the Secretariat.

10. Overview of the Governance Structure

