Hydropower Sustainability Assessment Council

Charter

Final November 2012
1. Preamble

The Hydropower Sustainability Assessment Protocol (the Protocol) is an assessment tool to measure and guide sustainable performance in the hydropower sector. The current version is the culmination of a substantial period of development and review, and is supported by a growing number of institutions (see www.hydrosustainability.org).

In 2004, IHA produced and adopted the Hydropower Sustainability Guidelines. This work was accompanied in 2006 by a Sustainability Assessment Protocol. In 2008, a multi-stakeholder Hydropower Sustainability Assessment Forum was established to review and make recommendations to a revised version of this Protocol. The Forum comprised social and environmental NGOs (Oxfam, The Nature Conservancy, Transparency International, WWF); governments (China, Germany (observer), Iceland, Norway, Zambia); commercial and development banks (members of the Equator Principles Financial Institutions, The World Bank (observer)); and the hydropower sector, represented by IHA. The Forum process included field trials in 13 countries and included further stakeholder engagement involving 1,933 individuals in 28 countries. The Forum completed its work in 2010 and the revised version of the Protocol was subsequently adopted by IHA in November 2010.

With a view to encouraging the wide application of the Protocol, and reflecting the multi-stakeholder approach in the development of the current version, a Council is established, with its mission to ensure multi-stakeholder input and confidence in the Protocol content and application. This document sets out the Charter for this Council.

2. Council

2.1. Structure

The Council is led by a Governance Committee, the members of which are the chairs of the Council’s Chambers. The Chambers constitute the body of the Council. The Council also includes a Management Entity.

2.2. Objectives

2.2.1. To encourage the wide application of the Protocol; and,

2.2.2. To ensure multi-stakeholder input and confidence in the Protocol content and application.

2.3. Membership

2.3.1. The Council is a membership-based initiative.

1 The Council acknowledges the Roundtable on Sustainable Biofuels in providing the inspiration for this Charter.
2.3.2. Membership of the Council is open but conditional on relevant experience, active engagement, and commitment to promoting sustainable hydropower.

2.3.3. Membership is organised along voting Chambers, the composition of which is outlined in Section 4.

2.4. Modus operandi

2.4.1. All members involved in the Council will operate with transparency, goodwill and by consensus. All members will inform themselves of and endeavour to apply basic principles of partnership, consensus building and conflict avoidance.

2.4.2. Members will recognise the importance of obtaining views of stakeholders beyond the Council where necessary, mindful of the need to be transparent, inclusive, balanced and non-discriminatory.

2.4.3. Members will recognise the importance of the diverse values, interests and knowledge of all parties involved, and accept that all members are accountable both to their constituencies and to other members.

2.4.4. Members will understand the healthy role that opposing viewpoints can play in moving towards agreement, and will use these as opportunities to build greater collective understanding and consensus.

2.5. Meetings

2.5.1. A biennial General Meeting of the Council will be held in conjunction with each IHA World Congress.

2.5.2. Should budgetary provisions and/or sponsoring be available, the Management Entity in consultation with the Governance Committee will determine whether the Council is able to meet outside the General Meeting on a more frequent basis.

3. Governance Committee

3.1. Objective

3.1.1. The Governance Committee’s objectives are to:

   (i) Promote the wide use of the Protocol.

   (ii) Protect the integrity of and oversee any changes to the Protocol, as defined below.

3.2. Structure

3.2.1. The chairs and alternate chairs of all Chambers are the members of the Governance Committee.

3.2.2. Members of the Governance Committee hold their positions for two year renewable periods.

3.2.3. The Management Entity retains a non-voting, ex-officio seat on the Governance Committee.

3.2.4. The Governance Committee shall elect its own chair and alternate for two-year renewable terms. The chair and alternate shall be elected by way of consensus.

3.2.5. The chair and alternate are elected ad personam which implies that it is the person who is elected and not the member organisation employing the person.

3.2.6. The chair may be elected from outside the Governance Committee.

3.2.7. The Governance Committee meets at least once yearly.

3.2.8. The Governance Committee may conduct its meetings by way of teleconferences or webinars.

3.2.9. The Governance Committee may appoint a maximum of two further members, drawn from Council membership, for a maximum of two years but only until the next General Meeting.
3.2.10. The Governance Committee may furthermore appoint two further observer members, drawn from outside Council membership, for a maximum of two years but only until the next General Meeting.

3.3. Authority and responsibilities

3.3.1. The Governance Committee:
   (i) Approves any modifications to the Protocol, and considers recommendations for changes to the Protocol;
   (ii) Ensures that assessments constitute appropriate applications of the Protocol;
   (iii) Ensures that an appropriate mechanism to address comments or complaints is in place regarding any issue relating to the Protocol or its use;
   (iv) Considers and approves any translations of the Protocol;
   (v) Considers and approves formal training material for use with the Protocol;
   (vi) Decides on any revisions to the Terms and Conditions for Use of the Protocol (T&C);
   (vii) Decides on the principles and approves the processes for accreditation of assessors (including any sanction or removal of accreditation licences);
   (viii) Ensures that the Chambers follow this Charter; and
   (ix) Reviews and comments on budget and any work plans with respect to overall strategic direction.

3.3.2. The Governance Committee receives a yearly report from the Management Entity on the implementation of the Protocol and summarising all official Protocol applications, and may request more frequent reports as needed.

3.3.3. When funds are available, Governance Committee members’ expenses will be reimbursed for activities directly related to the Protocol.

3.3.4. The Governance Committee shall have the authority to convene working groups to assist with its responsibilities, as specified under Section 6.

3.3.5. The Governance Committee shall at all times act to ensure that the principles behind the creation of the Protocol are upheld and the integrity of the Protocol is protected, and this will guide all their duties as set out in this Charter.

3.4. Meetings

3.4.1. Meetings of the Governance Committee may be called by:
   (i) Its chair; or
   (ii) 60% of its members giving such notice to the Chair.

3.4.2. Calls for meetings are to be sent out via the Management Entity at least two weeks in advance for teleconference and/or webinar meetings and at least four weeks in advance for in-person meetings. All background information is to be sent out at least one week in advance.

3.4.3. The Governance Committee shall be deemed to have a quorum if more than two thirds of its voting members are present.

3.4.4. The participants of the Governance Committee do not defend their personal or organisational opinions, but are committed to representing the recommendations and/or decisions reached in their respective Chambers and to upholding the overall objectives of the Protocol.

3.4.5. When required by the Chamber, when presenting recommendations and decisions emanating from their respective Chambers, the presenting Governance Committee members shall indicate whether the particular recommendation or decision was reached by consensus or whether an alternate approval mechanism was invoked, as provided for in Section 4.8.
3.4.6. If a Chamber has not addressed or taken action on a particular issue, then the Governance Committee member will represent the general viewpoint of the Chamber to the best of his/her ability.

3.4.7. The minutes of the meetings of the Governance Committee are made public on www.hydrosustainability.org.

3.5. Duties of the chair

3.5.1. The chair is responsible for guiding the Governance Committee in all decisions relating to the authority and responsibilities outlined in Section 3.3.1. To that end,

(i) The chair calls for a meeting of the Governance Committee at least once yearly.

(ii) The chair liaises with the Management Entity to prepare meeting agendas in respect of the issues raised by the Chambers via their respective chairs, and in respect of issues ongoing from previous meetings.

(iii) Unless a ‘force majeure’ reason so justifies, if the chair fails to attend any meeting of the Governance Committee, either in-person or by teleconference, she or he is deemed to have de facto resigned from the chair position. In this case, the alternate will automatically become interim chair until the Governance Committee elects a new chair. The alternate will be responsible for organising the election of a new chair as soon as practicable.

3.6. Decision making

3.6.1. Each Chamber chair has a single equal vote.

3.6.2. Decisions are sought to be taken by consensus within the Governance Committee, with consensus being defined as the lack of sustained objection.

3.6.3. If consensus cannot be reached during a third consecutive Governance Committee meeting regarding a particular agenda item, then the following provisions shall apply:

(i) Where the agenda item relates to changes to the Protocol, or this Charter, the matter shall remain on the agenda until agreement is achieved.

(ii) Any agenda items not falling under Section 3.6.3(i) shall be decided by a vote of two thirds of the members present at a quorate meeting.

(iii) In the case of any decision taken by non-unanimous vote, the position of the dissenting members shall be recorded.

3.6.4. Consecutive meetings to discuss the same matter in an effort to reach consensus shall be scheduled at least two weeks apart.

4. Chambers

4.1. Structure

4.1.1. The Council initially shall be composed of the following sectoral Chambers:

(i) Hydropower consultants, contractors or equipment suppliers.

(ii) Hydropower operators or developers.

(iii) Environment or conservation organisations.

(iv) Social impacts, project affected communities, and indigenous peoples organisations.

(v) Development, public or commercial banks, financial organisations, and private investors/ investment funds.

(vi) Emerging and developing economy country governments (as classified according to the most recent publicly-available International Monetary Fund World Economic Outlook).

(vii) Advanced economy country governments (as classified according to the most recent publicly-available International Monetary Fund World Economic Outlook).
This structure shall be reviewed and revised on an ongoing basis as provided in this document.

4.1.2. Where an applicant is unable to identify an exact constituency within the Chambers listed in paragraph 4.1.1, that applicant shall either, with the support of at least 5 other existing members propose the creation of a new Chamber to the Governance Committee, or join the Chamber that most closely represents his or her functional area of expertise.

4.1.3. It is recognised that to ensure proper stakeholder representation, membership in each Chamber should exceed a minimum threshold. The minimum threshold will be determined by the Governance Committee and if necessary, the categorisation of Chambers will be reviewed.

4.1.4. All questions of Chamber structure shall fall within the sole mandate of the Governance Committee and shall be reviewed on a periodic basis.

4.1.5. Each Chamber elects a chair and one alternate. Chamber Chairs and alternates are elected for two year renewable periods.

4.1.6. Chambers are responsible for drafting their own modus operandi documents, the contents of which cannot contravene any clauses in the Council Charter. These documents must lay out procedures and rules for the election of chairs and alternates (with specific reference to Section 4.8).

4.2. Responsibilities

4.2.1. To represent their constituencies' interests in the Council.

4.2.2. To act as the source of opinions and positions for their representatives on the Governance Committee.

4.2.3. To react to discussion papers and participate in teleconferences, webinars or in-person meetings to provide guidance to their representatives on the Governance Committee.

4.3. Membership

4.3.1. To participate in a Chamber, members must be recognised as performing an activity directly relevant to their particular Chamber constituency and being engaged with hydropower.

4.3.2. Any applicant can only be a member of one particular Chamber.

4.3.3. Any applicant seeking formal membership in a Chamber shall:

(i) Apply for formal membership in a Chamber. The application for formal membership shall contain a formal application letter clearly stating support for Charter and Council and accepting all provisions related to formal participation in the Chambers;

(ii) Conduct his or her affairs in a manner suitable to support and further the objectives and systems of the Council;

4.3.4. Applications or nominations must be submitted to the Management Entity, which will then submit same to the Governance Committee for a decision as to whether or not the applicant should be accepted. The Governance Committee will have four weeks to query any suggestion of the Management Entity regarding acceptance of a candidate. Any Management Entity recommendation questioned by any member of the Governance Committee will be discussed during the next Governance Committee meeting for a formal decision.

4.3.5. The process described in Section 4.3.4 will be applied where a member wishes to change its membership from one Chamber to another.

4.3.6. Membership shall not be unduly denied to any applicant.

4.4. Membership exclusion

4.4.1. A Chamber may recommend that a member be excluded for reason of repeated and demonstrated non-adherence to the membership principles listed in Section 4.3. Such a recommendation shall be forwarded to the Governance Committee with a majority of 50% of the Chamber members.
4.4.2. The Governance Committee pronounces final membership exclusion with a vote of at least 80% of the quorum at the first meeting after receiving the recommendation.

4.5. Chamber meetings
   4.5.1. Each Chamber meets at least twice a year, but is guided in this respect by Section 4.6.1(iii).
   4.5.2. Chamber meetings:
      (i) Can be in-person or by teleconferencing or webinar.
      (ii) Are called by:
            a. the chair; or.
            b. At the request of at least 25% of the Chamber members. Such request shall be presented in writing, via electronic mail, to the chair.
      (iii) Chamber meetings are deemed to have a quorum if 50% of its members participate.
   4.5.3. A Chamber meeting is official if:
      (i) A call for a meeting has been sent to all Chamber members at least two weeks in advance and that the background information is sent out at least one week in advance;
      (ii) A quorum is reached; and,
      (iii) A summary of meeting outcomes, recommendations and decisions has been sent to all Chamber members.

4.6. Duties of the chair
   4.6.1. The chair serves as the main liaison between the Governance Committee and the Chamber members. To that end, the chair
      (i) Calls for and coordinates Chamber meetings, including developing meeting agendas.
      (ii) Attends the Governance Committee meetings as a voting member.
      (iii) Calls for a meeting of the Chamber in advance of each meeting of the Governance Committee with the purpose of preparing reactions and suggestions related to specific agenda items.
      (iv) Shares with the Chamber members all information distributed by the Management Entity in preparation of and as a result of Governance Committee meetings.
   4.6.2. Unless a ‘force majeure’ reason so justifies, if the chair fails to attend two meetings annually – any combination of Chamber meetings and/or Governance Committee meetings, either in-person or by teleconference – she or he is deemed to have de facto resigned from the chair position.

4.7. Duties of the alternate
   4.7.1. The alternate:
      (i) Attends the Chamber meetings where possible.
      (ii) Attends the Governance Committee meetings as a voting member in the absence of the chair.
      (iii) Supports the chair in his or her duties.
      (iv) Until a new chair is elected, assumes the position of interim chair if and when the chair resigns or has de facto resigned.

4.8. Chamber decision making
   4.8.1. Decisions are taken by consensus within each Chamber, with consensus being defined as the lack of sustained opposition. If consensus is not reached after the first meeting, the chair shall create a document explaining the point of discussion and circulate this document to all members to request feedback.
4.8.2. If a consensus cannot be reached during a third consecutive Chamber meeting regarding a particular agenda item, a decision may be reached, during the meeting, by a vote of two thirds of the quorum of the meeting. If a quorum is not reached during the third consecutive Chamber meeting to discuss a particular agenda item, a decision may be reached by way of email poll sent out to all Chamber members.

4.8.3. Consecutive meetings to discuss the same matter in an effort to reach consensus shall be scheduled at least two weeks apart.

4.8.4. Written comments provided by members on an agenda item to their respective chair prior to a Chamber meeting shall be shared with the entire Chamber.

4.8.5. Members who believe that their opinions have not been sufficiently heard or heeded, may use the Direct Consultation Process as outlined below.

5. **Management Entity**

5.1. **Structure**

5.1.1. The Management Entity is organised under the auspices of the International Hydropower Association and is led by the Executive Director of the International Hydropower Association. Regular staff members of the Management Entity are members of the staff of the International Hydropower Association.

5.1.2. The Management Entity function will be contained within the International Hydropower Association’s Central Office.

5.1.3. This shall remain the case for the first three years after the adoption of this Charter, after which the situation shall be reviewed.

5.2. **Authority and responsibilities**

5.2.1. The Management Entity:

   (i) Serves the function of secretariat for the Governance Committee;
   
   (ii) Ensures implementation of the Protocol;
   
   (iii) Manages the day-to-day operations relating to the Protocol;
   
   (iv) Is responsible for the financial aspects of the Protocol, and all risk associated with its management;
   
   (v) Re-invests any and all surpluses to encourage the wide application of the Protocol through the vehicle of IHA;
   
   (vi) Ensures compliance with the T&C;
   
   (vii) Oversees all training and accreditation in the use of the Protocol and ensures that all training materials are developed and implemented in accordance with the Protocol;
   
   (viii) Manages translations of the Protocol;
   
   (ix) Fulfils all the functions and duties assigned to it in this Charter and in the Protocol in an impartial manner;
   
   (x) Prepares and executes decisions by the Governance Committee in accordance with this Charter; and,
   
   (xi) Proposes Governance Committee meetings if it deems it necessary.

5.2.2. Reporting responsibility on any matters falling under the ambit of Section 5.2.1 is from the Management Entity directly to the Governance Committee.

5.2.3. The Governance Committee may consult with the Management Entity from time to time with regard to its function as secretariat for the Governance Committee.

6. **Working Groups**

6.1. As occasionally proposed by the Governance Committee, the Management Entity shall create Working Groups (WGs) to address topics of specific interest.
6.2. The Governance Committee will also determine the structure and characteristics of the WGs and individuals to serve in them.

6.3. Participation in a WG is on an 'ad persona' basis and does not require or imply the organisation employing the individual to be a member of a Chamber.

6.4. A WG is active as long as required to complete its agreed-upon task. Upon completion of the agreed-upon task, the WG is dissolved.

6.5. Participation in a WG does not imply any right to financial compensation.

7. Direct Consultation Process

7.1. Any member of any Chamber may invoke the Direct Consultation Process if he or she believes that his or her opinions have not been sufficiently heard or heeded.

7.2. In such situations, any member may bring the matter to the attention of the Governance Committee Chair. In doing so, the member shall provide a written statement as to the problem at hand, along with a proposal as to a reasonable and constructive resolution of the matter.

7.3. In turn, the Governance Committee Chair will consult with the Chamber chair to seek a resolution of the matter compatible with the Chamber decision making process. If this is not possible, the Governance Committee Chair will bring the matter to the attention of the Governance Committee for its consideration during its next meeting.

7.4. The Governance Committee may furthermore in the event of a dispute under paragraph 5.2.3, consult with the IHA Board, with a view to resolving the dispute.

8. Transition arrangements

8.1. Recognising that the function of the Chambers will take time to enact, the Interim Governance Committee, on adoption of this Charter, will become the transitional Governance Committee and will be responsible for carrying out the provisions of paragraph 3.3.

8.2. The transitional Governance Committee may select additional members in order to assist in fulfilling its functions in this Charter.

8.3. The transitional Governance Committee is tasked with populating the Chambers before the first General Meeting and with designing the elections of the Chamber Chairs (which should take place before the first General Meeting).

8.4. The transitional Governance Committee shall hand over its authorities and responsibilities to the permanent Governance Committee at the first General Meeting.

8.5. The first General Meeting will take place at the IHA 2013 Congress in Malaysia.