

Wadden Sea Board

WSB 5
14 - 15 March 2012
Leeuwarden/
The Netherlands



Agenda Item:	9
Subject:	Rules of Procedure
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Submitted by:	CWSS

The Rules of Procedure and Financial Regulations were adopted at WSB 1 and amended at WSB 3, as attached. In conjunction with the amendment it was agreed that the evaluation of the Rules of Procedure, agreed on the adoption, should be postponed until WSB 5.

In the following, a number of issues are addressed which could be subject to further discussion and evaluation:

1. Overall the Rules have worked as intended and no major difficulties have occurred. The WSB has met as frequently as intended and quorum requirements have been met (re. I). There have been some changes in membership over the past period.
2. A problem has been the time schedule for the agenda, meeting papers and reactions on the circulated draft Summary Record (re. V & VI). Members and advisors have had problems in meeting the agreed schedule but, as regards the submission of the papers, it does not seem necessary to strictly enforce such a schedule, at least not for all papers. This could e.g. be confined to decision-making papers that need to go through a strict formal process in the countries but for most of the other papers a 14-day submission limit would suffice. The signing of the chair of the Summary Record does seem a bit redundant once its approval has been recorded.
3. As regards the list of delegations (re. X, XI, XII) it would probably be recommendable to have a closer look on the basis of the current experiences such as the half-year performance reports with a view to have redundancies removed.
4. The financial regulations (re. XVII, XVIII) work as intended and so far no further amendments seem necessary.

At WSB 4, it was agreed that an internal manageable evaluation would be made of the governance and planning arrangements introduced on the occasions of the 2010

Conference and, as appropriate, be reflected in the draft Declaration 2013. An outline of the evaluation would be discussed at the WSB 5.

The cooperation was evaluated by Moser and Brown in 2007 and the findings and recommendations of the Evaluation Report largely subscribed. It would therefore be natural in a small confined evaluation of the governance arrangements and the planning aspects to go back to the original findings and evaluate whether they have been implemented as intended and work accordingly.

The objective of the evaluation is hence to look into whether the intent of evaluation has been fulfilled and whether there is a necessity for adjustments in the coming period.

It would further seem advisable to await the outcome of the brief evaluation and discuss amendments of the Rules of Procedure in conjunction with the conclusions of the evaluation.

Proposal

The meeting is proposed to comment and provide further guidance.

Attachment**RULES OF PROCEDURE AND FINANCIAL REGULATIONS**

According to § 5.3 of the Joint Declaration on the Protection of the Wadden Sea the Wadden Sea Board has adopted the following Rules of Procedure and Financial Regulations including Terms of Reference for the Common Wadden Sea Secretariat (CWSS):

RULES OF PROCEDURE**I Quorum**

Meetings will be considered quorate if a minimum of half the total appointed members plus one are present (the Chairman is included in this figure), and if there is a minimum of one member of each national delegation present. All attendees and absences will be recorded in the minutes.

Participation will usually be in person, but in exceptional circumstances individual members may also participate by telephone or video-conference. Such members shall be deemed to be present and constitute part of the Board for that meeting.

A Board member may be represented by a named alternate, provided that the Chair has received written notification from the participating Government concerned.

II Delegations of Tasks and Responsibilities

The Board may delegate tasks to Task Groups or individuals, including the Secretary, as necessary. A List of Delegations will be maintained by the Board.

III Schedule of meetings

The Board will approve in advance of each calendar year, dates and venues for its meetings the following year. The schedule will be published on the CWSS web site.

The Board will meet a minimum of twice each year, although additional meetings may be held (e.g. in advance of meetings of the Trilateral Governmental Council).

The Chair may at any time call an Extraordinary Meeting of the Board.

IV Status of CWSS Officers

The Secretary has the responsibility to advise the Board on all matters of programme and financial administration. S/he shall have the right to attend all meetings of the Board and its Task Groups, except for any part of a meeting where his/her performance or remuneration is discussed.

Other CWSS officers may attend the meetings as deemed necessary by the Secretary.

V Agenda and Papers

The Agenda for each Board meeting is prepared by the secretariat in consultation with designated focal points, approved by the Chair in consultation with the participating Governments, and placed on the CWSS web site at least five weeks prior to the meeting.

The Chair shall assess with the Secretary whether or not a paper should be treated as "Confidential". Unless there are strong grounds for confidentiality, all papers will be considered in open session (i.e. with Advisors present). Board papers which may be considered as confidential include:

- Papers relating to policy advice to Governments, where this is subject to further discussion or has been asked for in confidence.
- Papers containing information subject to legal proceedings and advice.
- Papers which if placed in the public domain would lead to an increased risk of damage to the environment.
- Papers about personnel or staffing issues, or containing personal information.

The Papers for each meeting of the Board shall be distributed to members no later than four weeks before the meeting. Each paper shall encompass a cover note summarizing the main issues and, as appropriate, the discussion and decision points and a proposal for the decision by the Board.

Non-confidential papers shall be placed on the CWSS web site at least 10 days prior to the meeting.

VI Summary Records of Board meetings

The Summary Record of the Board meetings shall be taken by an officer of the CWSS, with the exception of closed sessions, which shall be minuted by a member of the Board appointed by the Chair.

The Summary Record, when read in conjunction with the papers, should provide a correct record of the meeting, and be sufficiently detailed to provide an audit trail of issues discussed and decisions taken.

The draft Summary Record will be approved by the Chair for circulation to Members and Advisors no later than 14 days following the meeting. Members and Advisors will propose any amendments in writing within a further 14 days. The amended Summary Record will then be placed on the CWSS web site, and approved at the following meeting of the Board and signed by the Chair.

VII Chairing of meetings

The Chair will usually preside over each meeting. In the event that the Chair is unable to attend, the meeting shall be chaired by the most senior member of the national delegation from the country that currently holds the Chair.

VIII Decisions of the Board

Decisions of the Board shall be made by consensus of the participating Governments. There shall be no vote-taking. A member may have their dissent to a decision recorded, provided they have participated in the meeting at which the matter was considered.

The Board may delegate a decision on an agenda item to the Chairman, to be taken after the meeting. The decision to delegate, the reason, and the final decision should be recorded in the Summary Record.

Exceptionally, should an urgent decision be required, the matter may be dealt with by correspondence between the members and the Chairman. The Chairman will notify the members of the decision which will be ratified at the next meeting of the Board.

IX Advisors

The Board shall establish criteria to enable individuals with expertise and experience relevant to the Cooperation to participate as Advisors at its meetings. Advisors may offer papers and participate in discussions at the invitation of the Chair, but shall not be involved in decision-making.

Advisors will participate in the meetings of the Board in accordance with the Rules of Procedure of the Board. Advisors shall leave the meeting during consideration of confidential agenda items, at the request of the Chair.

The Board, at the discretion of the Chair, may also invite experts to attend in support of particular agenda items.

• LIST OF DELEGATIONS

The Board retains full responsibility for the operation of the Trilateral Wadden Sea Cooperation, including Strategy, Work Plans, Finances, Personnel and Communications, with the following delegated exceptions:

X Delegations from the Board to the Chair

The Chair is delegated by the Board:

- To be the spokesperson for the Board at all levels, both internally and externally
- To approve / co-sign with the Secretary, any expenditure, except for regular salary expenditures, from the CWSS bank account of between 25,000 and 50,000 Euros. Expenditure exceeding 50,000 Euros will require approval of the Board.
- To approve / co-sign with the Secretary any contract between an external donor and the CWSS of between 50,000 and 200,000 Euros. Contracts exceeding 200,000 Euros will require approval of the Board.
- To confirm any decisions of the Board that are deferred with delegated authority to the Chair.

XI Delegations from the Board to the Secretary

The Secretary is delegated by the Board to assure the effective functioning of the Common Wadden Sea Secretariat, within the terms of the Administrative Agreement. In particular, s/he is fully responsible for:

- Implementation of the CWSS annual work plan
- Internal management of the CWSS, within the laws of the host country
- Maintaining expenditure in line with the approved budget, and preparation of the annual audited accounts
- Preparing half-yearly performance reports and an annual report
- Management of the staff, including annual performance assessment
- Internal and external communications about the work of the CWSS
- Signing expenditures from the CWSS bank account up to 25,000 Euros
- Signing contracts between an external donor and the CWSS up to 50,000 Euros.

XII Delegations from the Board to Task Groups and individuals

The Board may establish and delegate work to permanent and time-limited Task Groups or individuals. The nature or the work to be undertaken will be clearly specified in a detailed Terms of Reference, which includes:

- Task of the Task Group
- Composition of the Task Group, including chairing arrangements
- Start and Finish Dates
- Outputs expected
- Budget
- Reporting Schedule

TERMS OF REFERENCE COMMON WADDEN SEA SECRETARIAT

The Common Wadden Sea Secretariat (CWSS) was established in 1987 by decision of the Trilateral Governmental Conference in order to support closer collaboration between the participating governments. This arrangement has worked well, and through the expertise and institutional knowledge of its staff, the CWSS provides a stable focal point for coordination of activities, and is an important catalyst for the work of the Cooperation.

§ 5.4 of the 2010 Joint Declaration states that “[T]he Common Wadden Sea Secretariat (CWSS) will be supervised by the Board and will support the Council and the Board and the implementation of the policies and projects agreed by them in accordance with the Administrative Agreement on a Common Secretariat for the Cooperation on the Protection of the Wadden Sea.”

XIII Legal status and responsibilities

The “Administrative Agreement 2010 on a Common Secretariat for the Cooperation on the Protection of the Wadden Sea between the Ministry of the Environment of Denmark, the Federal Ministry for the Environment, Nature Conservation and Nuclear Safety of the Federal Republic of Germany and the Ministry of Agriculture, Nature and Food Quality of the Netherlands”, signed on 18 March 2010 stipulates the legal status and responsibilities of the CWSS, including that of its personnel.

According to Article 3 of the Administrative Agreement, the CWSS is headed by a Secretary who is appointed by the Board. The Secretary is accountable to the Board through the Chair and shall report directly and regularly to the Chair. The Board is responsible for reviewing the performance of the Secretary, annually.

XIV Role

The CWSS facilitates the implementation of the Joint Declaration and the Strategy of the Cooperation. It provides a focal point for support and coordination of all activities, and helps the Cooperation to achieve a common conservation, management, research and outreach agenda.

XV Functions

Under the guidance of the Board, and in accordance with Article 2 of the Administrative Agreement, the CWSS shall:

1. Provide high quality Secretariat services to the Board
 - Support the organisation of Council meetings
 - Assist the Chair of the Board by preparing draft Board meeting schedules, agendas, papers and minutes
 - Support inter-governmental consultations
 - Support organisation of the triennial Wadden Sea Conference
 - Maintain a register, and support the work, of Board Task Groups
2. Communicate the work of the Cooperation
 - Maintain the Cooperation's web site
 - Distribute materials to the press

- Prepare brochures, newsletters, posters, and other communications products
 - Support trilateral education activities
 - Promote the Cooperation to international networks and conferences
3. Maintain and enhance partnerships on behalf of the Board
 - Support implementation of the MOU with the Wadden Sea Forum
 - Ensure Cooperation with relevant international convention Secretariats, NGOs and committees of the European Commission
 4. Support the implementation of the Wadden Sea Plan
 - Promote and support technical workshops
 - Promote and support integrated data management
 - Collect information on activities that have or may have significant effects on the Wadden Sea ecosystem or cultural heritage, and make recommendations to the Board
 - Coordinate applications for external project funding
 - Support preparation of publications, particularly the Quality Status Reports and reports serving as a basis for that.
 5. Prepare plans and reports for consideration and approval by the Board
 - Support drafting of the Cooperation's Strategy and triennial reports
 - Prepare the Cooperation's triennial business plan
 - Prepare annual CWSS work plans and performance reports
 6. Manage the budget of the Cooperation
 - Prepare budgets
 - Maintain accounts
 - Organise audits
 - Prepare financial reports
 7. Undertake any other work on behalf of the Cooperation, as assigned by the Board.

XVI Staffing

The Terms of Reference for the CWSS also constitutes the Terms of Reference for the Secretary.

The Secretary is responsible for determining the number, structure and terms of reference of the CWSS staff, within the triennial budgets available, and with guidance from the Board. The Secretary will manage the work of the staff and will ensure that annual performance appraisals of all staff are undertaken.

FINANCIAL REGULATIONS

XVII Budget

1. A three-year financial plan for the CWSS shall be prepared by the Secretary at the start of each triennium, marked by the Triennial Governmental Conferences, and confirmed in annual budgets.
2. The budget year of the CWSS shall be from 1 January to 31 December (calendar year), determined by the date of invoice. Invoices for a budget year must be paid latest by 28 February of the following year otherwise the expense have to be covered by next year's budget.
3. The participating governments each fund one third of the entire budget for each budget year of the CWSS as stipulated in Article 5.3 of the Joint Declaration on the Protection of the Wadden Sea 2010. Projects may be funded on a unilateral, bilateral or trilateral basis.
4. By the end of each current financial year at the latest, the Secretary shall circulate the draft budget for the year after the next financial year in accordance with the triennial budget which is to be adjusted accordingly.
5. The draft budget shall be prepared in Euro and be broken down into individual items according to origin of income and purpose of expenditures. Personnel expenditures and material expenditures shall be described separately and in detail. Justification for each item shall be stated. The draft budget shall contain a list of the contributions from the Parties. Income and expenditures in the draft budget must be in balance.
6. After approval of the three-year financial plan and the annual budget through the Wadden Sea Board, the CWSS Secretary shall communicate to each Party the contribution payable by that Party. The contributions shall be transferred to the Secretariat's bank account by 31 January each year at the latest.
7. Economic use shall be made of the budget funds. Expenditures shall be charged to the financial year in which they are payable. The estimated sum total provided for in the budget must not be exceeded. Individual budgetary items may be exceeded by up to 20 per cent if the necessary means are saved on other items. Covering expenditures on materials from the personnel budget is not permitted. Further deviations require the prior consent of the Parties.
8. In order to maintain its solvency at the beginning of the financial year the CWSS may establish a reserve fund amounting to a maximum of ten percent of the current budget. The reserve fund shall be made up of expenditure not appropriated at the end of the year (expenditure shortfall) and any income exceeding the budget estimates (additional income).
9. Parties shall be informed of any surplus remaining after the replenishment of the reserve fund in due time before the date mentioned under Art. XVII, 6, and together with the annual accounts if possible. The surplus shall be deducted from the next payable contribution on a pro-rata basis. If the annual financial statement is not presented until a later date, any overpayments shall be reimbursed immediately.
10. If it appears that new or higher expenditures are to be expected in the course of the financial year due to circumstances that were not known when the draft budget was prepared, a supplementary budget shall be prepared that replaces the existing budget. Any additional expenditure shall primarily be covered from the reserve fund.
11. The CWSS may establish special budgets for earmarked funds. Special budgets consist of contributions by Parties, either paid according to an agreed scale of assessment or voluntary contributions, in some cases by sponsors. Any interest incurred on these special budgets or any surplus remaining after obligations have

been paid will be reimbursed to Parties according to their contributions to these special budgets, if the Parties have not decided otherwise.

12. The Secretary shall be consulted before any decision with financial impact on the budget is taken. This shall similarly apply to decisions with considerable administrative impact on the CWSS. If the Secretary provides a substantiated explanation that the impacts of the intended decision are not covered by the financial means available to the Secretariat, the Parties shall not take any decision before ensuring the availability of the necessary means.

XVIII Auditing of Accounts

1. The CWSS financial statements (annual accounts) shall be drawn up by the CWSS and audited by two external auditors elected by the Wadden Sea Board for a two-year term of office. The audit shall be submitted for this purpose to the Wadden Sea Board by 31 March of the following year and be carried out by 30 June.
2. The Secretary can commission an external institution to draw up the financial statements, the costs for which shall be borne by the CWSS budget.
3. The auditors shall check that the budgetary funds have been used economically and for the intended purposes, that the accounts have been adequately and properly entered and that the budgetary funds have been managed effectively.
4. The auditors shall submit the results of audit to the Wadden Sea Board by 30 September of the year in which the audit has taken place.
5. Parties can, after prior appointment with the Secretariat, have access, at the headquarters of the secretariat, to all books of account as well as accounting records, and substantiating documents.
6. Based on the proposal of the Parties on the auditing results, the Wadden Sea Board shall approve the financial statements and take a decision concerning formal approval of the Secretary's action.
7. If surplus arises from the financial statements and/or after the audit of the financial statements, this shall immediately be reimbursed to the Parties proportionally.

XIX Coming into Effect and Amendments

These Rules of Procedure and Financial Regulations shall come into force after the Wadden Sea Board has approved their content.

They may be amended by the Board according to the decision-making procedure described in section VIII.