

### **CEPF Donor Council Terms of Reference**

The powers and duties of the Donor Council shall include:

- a) Providing general guidance to Conservation International (CI) on the operations of the Fund;
- b) Reviewing and approving each Annual Spending Plan of the Fund;
- c) Reviewing and approving a priority list of Ecosystem Profiles to be prepared;
- d) Reviewing and approving each Ecosystem Profile;
- e) Reviewing and approving amendments to the Operational Manual;
- f) Reviewing and approving the procedures for procurement of goods and services, above the threshold amount set forth in the Operational Manual;
- g) Reviewing and approving the conditions under which new donors may be invited to take part in the Fund and approving additional members of the Donor Council;
- h) Reviewing and approving the fund-raising strategy for the Fund;
- i) Electing the chairperson of the Donor Council;
- j) Reviewing and approving the selection of each Regional Implementation Team in accordance with the procedure established in the Operational Manual. Whenever CI applies to become the Regional Implementation Team, the CI Donor Council member shall recuse him or her self from the selection process;
- k) Reviewing and approving proposed grants for award to CI. In such cases, the CI Donor Council member shall recuse him or her self from the review and approval process;
- l) Reviewing and approving the terms of reference for a midterm evaluation, the external audit, and a CEPF program audit conducted by internal auditors or consultants acceptable to the Donor Council, as well as any subsequent material changes to those terms of reference; and
- m) Approving terms of reference for the CEPF Working Group and, whenever it deems necessary, delegating specific powers and duties to the CEPF Working Group.

\* These Terms of Reference were approved by the CEPF Donor Council in July 2007.