



CHARTER FOR THE WORKING GROUP OF THE SIGNATORIES TO THE CORPORATE GOVERNANCE DEVELOPMENT FRAMEWORK

1. Purpose and Scope

- 1.1 This Charter establishes the mandate, governance structure, roles, and operating procedures of the Working Group of the Signatories to the Corporate Governance Development Framework (the “Working Group”).
- 1.2 The Charter applies to all Working Group members, Committees, and any individuals participating in Working Group activities.
- 1.3 The Charter aims to ensure clarity, transparency, and consistency in how the Working Group supports Signatories and implements the Framework.

2. Definitions

For the purposes of this Charter:

“Annual Conference” refers to the yearly gathering of Signatories and invited stakeholders.

“Committee” refers to any standing or ad-hoc group established by the Working Group to carry out specific tasks.

“Key Signatory Institution” refers to a Signatory recognized by the Working Group for significant contributions to the Framework.

“Signatories” refers to Development Finance Institutions (“DFI”) that, as defined in the Corporate Governance Development Framework (the “Framework”), are expected to implement the Framework at their own pace and depth, and work together to advance the cause of good corporate governance.

“Working Group” refers to the body established by Signatories to coordinate implementation of the Framework.

3. Background

- 3.1 On September 23, 2011, a group of DFIs adopted the Framework, establishing a shared approach to promoting sound corporate governance in emerging markets.
- 3.2 Prior to this, DFIs endorsed the 2007 Approach Statement on Corporate Governance (the “Approach Statement”) and created a Working Group to support its implementation, develop the Framework, and organize an annual conference.

3.3 Over time, the Working Group has served as the operational body supporting both the Approach Statement and the Framework.

3.4 This Charter formalizes the Working Group's mandate, responsibilities, and operating procedures.

4. Mandate of the Working Group

4.1 The Working Group facilitates the implementation of the Framework and any future agreements adopted by Signatories relating to corporate governance cooperation.

4.2 The Working Group is responsible for:

- Reviewing the Framework periodically and updating it as needed;
- Promoting the Framework among the group of Signatories and non-signatories;
- Organizing the Annual Conference;
- Coordinating annual reporting on Framework implementation;
- Developing tools, guidance, and knowledge products;
- Supporting collaboration among Signatories; and
- Carrying out assignments delegated by Signatories.

4.3 The Working Group does not represent Signatories individually or collectively.

5. Governance Structure

5.1 Composition

- The Working Group consists of a minimum of five and up to ten representatives from Signatory institutions.
- Membership should reflect geographical diversity and the range of Signatories.
- A rotation mechanism ensures continuity. The Working Group strives to have a periodical rotation, subject to availability, typically at the Annual Conference.
- The Working Group may, by simple majority vote, extend the term of a representative of a Key Signatory Institution that has made significant contributions (e.g., leadership in the Working Group committees, contributions to tool's development, organization of Annual Conference(s), thought leadership initiatives) to the Framework without any term limitation. The representative in question is not allowed to vote on its own extension.

5.2 Appointment Process

- Signatories that wish to become members of the Working Group may submit a written expression of interest to the Chairperson.
- The Working Group will review the application for Working Group membership in accordance with the “*Principles for WG Membership Selection*”. The Chairperson will communicate the decision to the applicant in writing and will kick-off the Onboarding process in accordance with the “*Onboarding Steps for WG Members*”.

5.3 Leadership Roles

- The Working Group elects a Chairperson, ideally serving from one Annual Conference to the next.
- Terms of Reference for the Chairperson are provided in **Annex A**.
- Each Signatory institution serving on the Working Group is encouraged, at least once during its tenure, to either host or co-host an Annual Conference or stand for election as Chairperson.

5.4 Institutional Representation

- Each Signatory may nominate one permanent representative to the Working Group.
- Each institution holds one vote. In case of absence, the Signatory can nominate a proxy, who will have the voting rights for that institution.

6. Operating Procedures and Decision-Making

6.1 Operational Responsibilities

- The Working Group meets at least every two months, with additional meetings as needed.
- One in-person meeting is held annually, typically one day prior to the Annual Conference.

6.2 Meeting Management

- The Chairperson prepares and circulates agendas in advance.
- Minutes are recorded, approved, and made available to the Working Group.
- Relevant records are transferred to the incoming Chairperson at the end of the term.

6.3 Decision-Making

- The Working Group strives to decide unanimously over the Working Group’s Charter matters and Framework products (tools, articles, guidance, etc.).
- The Working Group seeks consensus on all other major decisions.

- If consensus cannot be reached, decisions are made by majority vote of members present.
- A quorum of 50% of members is required.

7. Committees

7.1 Purpose of Committees

Committees support the Working Group by carrying out specific tasks, producing deliverables, and advancing thematic or operational priorities.

7.2 Types of Committees

Committees may be standing (ongoing mandate) or ad-hoc (task-specific). Examples include Committees for:

- Communications (standing);
- Annual Conference planning;
- Annual reporting design;
- Corporate governance tools and guidance.

7.3 Membership

- Committees may include representatives from Signatories who are not Working Group members.
- Committees consist of 3–5 members, including at least one Working Group representative.

7.4 Reporting

Each Committee reports regularly to the Working Group through its designated Working Group representative.

8. Documentation and recordkeeping

8.1 Recordkeeping Responsibilities

The Chairperson maintains all Working Group records, including agendas, minutes, notices, and official correspondence.

8.2 Handover

Relevant records are transferred to the incoming Chairperson at the end of each term.

8.3 Confidentiality, Use and Access

- Records are stored securely. Access is limited to Working Group members unless otherwise agreed.



- Framework products developed by the Working Group may be shared externally with attribution to the Corporate Governance Development Framework, subject to Working Group agreement.

8.4 Digital Tools

The Working Group may use shared digital platforms for collaboration, provided they ensure secure storage and controlled access.

9. Budget and Resources

9.1 Cost Responsibilities

The Working Group operates without a central budget. Each Signatory institution covers the costs associated with its representative's participation.

9.2 In-Kind Contributions

Signatories may provide in-kind support, such as hosting meetings, providing digital tools, funding third-party consultancy, or contributing staff time.

9.3 Additional Resources

Any proposal to establish shared funding or pooled resources requires approval by all Working Group members.

10. Review and Amendments

10.1 Review Cycle

This Charter may be reviewed annually at the discretion of the Chairperson and the Working Group.

10.2 Amendments

Amendments to the Charter require consensus of the Working Group or, if consensus cannot be reached, a two-thirds majority vote.

10.3 Version Control

All approved amendments are recorded and communicated to all Signatories.

ANNEX A: TERMS OF REFERENCE FOR THE CHAIRPERSON OF THE WORKING GROUP

1. Introduction

1.1 The Working Group of the Signatories of the DFI Corporate Governance Development Framework will appoint a Chairperson among its members on an annual basis. In case that consent on a certain person cannot be reached, the Working Group members will cast a vote.

1.2 The tenure of the Chairperson will last for one year. The Working Group may reappoint the Chairperson as per 1.1 above and if the Chairperson so wishes.

1.3 The role of the Chairperson is to provide leadership to the Working Group members and to strive for the Working Group's overall effectiveness. Under the discretion of the Working Group, the Chairperson's role is also to liaise with the Signatories.

1.4 The Working Group will review bi-annually these Terms of Reference and recommend any changes that it considers appropriate. The Terms of Reference for the Chairperson will be approved annually by the Working Group.

2. Ensuring the Effectiveness of the Working Group

2.1 The Chairperson will perform the following duties:

- a) Ensure that the Working Group satisfies its duties and responsibilities as set forth in its Charter;
- b) Provide leadership, foster effectiveness and develop teamwork within the Working Group;
- c) Guide the Working Group in establishing a consensus on important issues and decisions, while allowing full and open debate;
- d) Oversee the delegation of responsibilities to Working Group Committees¹ (aka 'sub-committees');
- e) Ensure that Committees perform effectively and efficiently and report key developments regularly to the Working Group;
- f) Provide advice and guidance to Committee chairs;
- g) Assist and orientate new Working Group members;
- h) Be the focal point for individual concerns expressed by Working Group members.

¹ Representative of Signatories who are not Working Group Members are encouraged to participate in Working Group Committees

2.2 The Chairperson will perform the following duties and may be supported by a SteerCo consisting of one to two additional Working Group members, including the immediate past Chairperson, unless that individual is unable to serve.

- a) Propose the frequency for regular Working Group meetings—usually via conference call—and determine special meetings to be called;
- b) Determine matters that should be addressed by the Working Group and develop the agenda for meetings;
- c) Be vigilant that the Working Group has adequate resources, in particular that the agenda and all necessary documents are distributed well in advance of the meetings;
- d) Arrange for a decision-making process including at times voting and the administration of a ballot;
- e) Provide for an adequate induction of new Signatory members in the Working Group
- f) Perform other duties as specified in the Charter for the Working Group.

2.3 The Chairperson is entitled to:

- a) Chair all meetings of the Working Group and appoint an alternate for cases of his/her absence;
- b) Attend all Committee meetings upon his/her discretion;
- c) Initiate an annual evaluation on the effectiveness of the Working Group upon his/her discretion.

3. Liaising with Signatories

3.1 The Chairperson will be the main point of contact for new Signatories during their admission process and onboarding.

3.2 The Chairperson will send periodic updates to the Signatories on matters such as upcoming conferences or training events, availability of communication resources, and activities as well as finalized projects of the Working Group;

3.3 In coordination with the hosting institution, the Chairperson will represent the Working Group at the annual conference of Signatories.

3.4 The role of the Chairperson can be passed on to a representative of a higher echelon within the Institution (for example to the CEO of the Signatory from which the Chairperson as a member of the Working Group has been appointed) if a special occasion so requires and as agreed by the Working Group.

4. Personal Characteristics of the Chairperson

4.1 Leadership: The ability of the Chairperson to influence, motivate and enable other Working Group Members and Signatories to contribute toward the effectiveness and success of the DFI Corporate Governance Framework Agreement.

4.2 Experience: The Chairperson should have been a member of the Working Group for at least two years.

4.2 Communication: The Chairperson should be able to communicate and work effectively with members of the Working Group in a supportive and cohesive manner, initiating, guiding, and overseeing activities.

4.3 Integrity: The Chairperson should be honest, of moral soundness and consistently upright in character.

4.4 Maturity: The Chairperson should be able to intellectually develop and work out complex matters, and present these in a clear and concise manner.

4.5 Open-minded and non- judgmental: The Chairperson should have the ability to listen and respect other viewpoints expressed during Working Group meetings and discussions.

4.6 Commitment and time: The Chairperson should be fully committed to the task at hand and should have the necessary time to fulfill his or her duties.