

**OPERATIONS MANUAL
POLICIES AND PROCEDURES**

These policies and procedures were prepared for use by ADB staff and are not necessarily a complete treatment of the subject. This *Operations Manual* is issued by the Strategy, Policy and Review Department with the approval of the President. Questions may be directed to the Director, Strategy, Policy, and Business Processes Division, Strategy, Policy and Review Department.

NO-OBJECTION PROCEDURE

A. Scope

1. Loans, Guarantees and Equity Investments

1. Proposals for a loan,¹ guarantee and equity investment from Asian Development Bank (ADB) resources will be circulated to the Board for approval (endnote i) through Board discussion, except for those proposals that meet all of the following criteria to be eligible for Board consideration under the no-objection procedure (endnote ii):

- (i) The amount of ADB financial assistance does not exceed
 - (a) \$50 million for policy-based loans or sector development programs, and \$200 million for other sovereign operations; and
 - (b) \$100 million for nonsovereign operations
- (ii) The operation does not
 - (a) require any major exception to an existing ADB policy, as determined by Management;
 - (b) have the potential for significant adverse environmental, economic, and/or social impacts, particularly on vulnerable groups that may be unable to absorb such impacts;²
 - (c) involve the use of a novel financing arrangement;³ and
 - (d) involve significant financial assistance relative to the size of the developing member country in question, as determined by Management.

2. The approval of administration of cofinancing under a loan-financed project is discussed in paras. 5(ii) and 6.

2. Technical Assistance⁴

3. Proposals for technical assistance (TA) operations financed on a grant basis from ADB resources will be circulated to the Board for consideration (endnote i) under the no-objection procedure (endnote iii), except that the President approves any TA proposal where

- (i) the amount of financing from ADB resources does not exceed \$5 million (endnote ii); and

¹ The terms "lending" and "loan(s)" include ADF grants(s).

² Management may apply a liberal interpretation of these criteria in determining whether to submit a project proposal to the Board for discussion.

³ A novel financing arrangement means (i) an innovative approach in resource mobilization or (ii) an innovative financing modality for which a policy paper has not yet been prepared.

⁴ "Technical assistance operations" refers to those provided under technical assistance (TA) framework agreements or TA agreements. TA loans are treated as loans.

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- (ii) the operation is consistent with the ADB's TA policies (unless the application of the relevant policy provision(s) has been waived) and does not involve any unusual obligations for ADB and the recipient (endnote iv).
4. The approval of administration of cofinancing under a TA operation is discussed in para. 5(ii).

3. Financing Partnerships

5. Financing partnership proposals involving any of the following features will require Board approval (endnote ii) and, unless otherwise decided by the President, will be circulated to the Board for consideration under the no-objection procedure:⁵

- (i) any proposal for establishment of a trust fund, financial partnership facility, framework arrangement, and/or participation in a global funding initiative that
 - (a) requires an exception to an existing ADB policy (unless the application of the relevant policy provision(s) has been waived);
 - (b) presents a novel design or complexity, or requires ADB to assume a significant risk and/or an unusual legal obligation,⁶ which in the President's judgment warrants consideration by the Board; or
 - (c) involves acceptance of contributions by ADB from financing partners exceeding \$200 million in the aggregate;⁷ and
- (ii) the administration of cofinancing for any operation that
 - (a) requires an exception to an existing ADB policy (unless the application of the relevant policy has been waived);
 - (b) involves an unusual legal obligation (footnote 6) on ADB under a cofinancing agreement;
 - (c) involves an innovative financing modality for which a policy paper has not yet been prepared; or
 - (d) involves the potential for significant adverse environmental, economic, and/or social impacts, particularly on vulnerable groups that may be unable to absorb such impacts,⁸ unless such cofinancing is for a project whose loan has already been approved by ADB's Board and no new significant adverse impacts are envisaged.

⁵ The President approves all other cases, and has delegated to the head of the Office of Cofinancing Operations the authority to approve the establishment of trust funds and financial partnership facilities, and participation in global funding initiatives, and acceptance of contributions from any financing partner. The head of the Office of Cofinancing Operations will continue to approve framework arrangements. The Board will be informed of (i) each new trust fund, financing partnership facility, framework arrangement, or global funding initiatives upon its approval; and (ii) the acceptance of contributions and the administration of cofinancing semiannually.

⁶ For example, arrangements that require ADB to accept a higher standard of liability than is customary or that concern ADB's privileges and immunities.

⁷ To the extent the original proposal does not envisage the size of the fund or contributions in aggregate to exceed \$200 million, the President approves the proposal (provided that para. 5(i)(a) and (b) do not apply).

⁸ Management may apply a liberal interpretation of these criteria in determining whether to submit a project proposal to the Board for discussion if such impacts can be sufficiently mitigated.

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4. B loans

6. Board approval for the provision of B loans and subsequent increases in B loan amounts will be sought under the no-objection procedure, except that the President approves (endnote ii)

- (i) B loans up to \$20 million when complementing ADB financial assistance under the Faster Approach to Small Nonsovereign Transactions,⁹ and
- (ii) a subsequent increase in the B loan amount for any operation where such increase does not exceed 20% of the B loan amount originally approved by the Board.

5. Equity Investments

7. Board approval for equity investments will be sought in accordance with para. 1, except that the President approves supplementary equity investments not exceeding \$2 million each in existing client companies that are performing and are expected to perform satisfactorily, subject to prompt reporting to the Board (footnote 9).

6. Loan Restructuring and Investment Recovery

8. Board approval for nonsovereign loan restructuring proposals involving additional ADB funding, and/or funding of costs and expenses related to investment recovery operations, will be sought under the no-objection procedure, except that the President approves (endnote v)

- (i) loan restructuring proposals involving no additional ADB funding and only revisions and amendments of the existing financing arrangements, and where all other alternatives are less attractive to ADB, and
- (ii) funding of costs and expenses related to investment recovery operations where the outlay improves the prospects of recovery and the borrower cannot currently cover such expenses, up to a cumulative amount not exceeding \$2 million.

7. Changes to Loan-Financed Projects

9. Any proposal for a change in project scope or project implementation arrangements, which requires Board consideration, is also eligible for the no-objection procedure (endnote vi).¹⁰

B. Procedure

10. The no-objection procedure is as follows (endnote ii):

- (i) The President makes the final decision on whether the no-objection procedure should be adopted for Board consideration of a proposal.¹¹

⁹ OM section D10 (Nonsovereign Operations).

¹⁰ Refer to the applicable Project Administration Instruction to determine which changes require Board consideration.

¹¹ For proposals for a loan, guarantee and equity investment (para. 1), the Chair of quality assurance meeting or investment committee meeting, if held, endorses use of the no-objection procedure.

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- (ii) In the absence of a request by a Board member for discussion of the document and a sufficient number of abstentions or oppositions, the proposal is deemed to have been approved on the expiry of the relevant circulation period, and a no-objection procedure item appears on the agenda of a subsequent Board meeting only to record approval.
- (iii) Any Board member may formally request a Board discussion of a document submitted under the no-objection procedure. The Board meeting is scheduled on or after the deadline for no-objection to provide time for Board members and staff to prepare for the meeting.
- (iv) If a request for a Board discussion is subsequently withdrawn by the Board member who had requested it, the no-objection period is extended for an additional 2 working days, during which time any Board member may request a Board discussion.

Basis

- i ADB. 1966. *Agreement Establishing the Asian Development Bank*. Manila (Article 31).
- ii ADB. 2015. *Enhancing Operational Efficiency of the Asian Development Bank*. Manila (R167-15).
- iii ADB. 1997. *Review of the Bank's Technical Assistance Operations*. Manila (R119-97).
- iv ADB. 1977. *Technical Assistance Operations*. Manila (R51-77).
- v ADB. 2001. *Private Sector Operations Strategic Directions and Review*. Manila (R122-01).
- vi ADB. 1983. *Streamlining of Loan Administration*. Manila (R30-83).