

Rules of Procedure of the Board Committees¹

Section 12 of the By-Laws of the Asian Development Bank

The Board of Directors may, subject to these By-Laws, establish such Committees as are necessary or appropriate to facilitate the conduct of the general operations of the Bank.

Section 10 of the Rules of Procedure of the Board of Directors of the Asian Development Bank

(a) Membership of Committees established pursuant to Section 12 of the By-Laws need not be limited to Directors or their Alternates. The President, in consultation with the Board, shall appoint the members of committees and shall designate the chairmen thereof.

(b) Unless otherwise expressly provided by the Board, there shall be no formal voting in committees. Chairmen of the committees shall determine the sense of the meetings and report it to the Board with appropriate mention of any differing points of view which may exist.

RULE 1: Purpose and Scope

- (a) The Rules of Procedure of the Board Committees apply to all Committees established by the Board of Directors under Section 12 of the By-Laws of the Asian Development Bank.
- (b) In case of inconsistency between these Rules of Procedure and the terms of reference of a Committee, the terms of reference shall prevail.

RULE 2: Definitions

- (a) “ADB” or “Bank” means the Asian Development Bank;
- (b) “Board” means the Board of Directors of ADB;
- (c) “Chair” means the Chair of a Committee, as designated by the President under Section 10 of the Rules of Procedures of the Board of Directors of the ADB;
- (d) “Committee” means a committee established under section 12 of the By-Laws of the ADB;

¹ Rules of Procedure of the Board Committees, as adopted by the ADB Board of Directors on, and effective, 22 June 2021.

- (e) “Member” means a member of a Committee, as appointed by the President under Section 10 of the Rules of Procedures of the Board of Directors of the ADB;
- (f) “President” means the President of ADB;
- (g) “Rules of Procedure” means these Rules of Procedure of the Board Committees; and
- (h) “Vice-Chair” means the Vice-Chair of a Committee, as designated by the President.

RULE 3: *Membership*

- (a) A Committee shall consist of no more than six members appointed for a term corresponding to the term of the current Board.
- (b) The President, in consultation with the Board, shall appoint the Members of Committees and shall designate the Chair and a Vice-Chair thereof.²
- (c) If a Member of a Committee ceases to be a member of the Board, the President, in consultation with the Board, shall appoint a replacement for the remaining term of a Committee.

RULE 4: *Meetings*

- (a) Meetings of a Committee shall be called by the Chair or, in her/his absence or incapacity, the Vice-Chair as the business of a Committee may require. In the absence or incapacity of both the Chair and Vice-Chair, the Secretary may call a meeting upon the request of any Committee Member.
- (b) Meetings of a Committee shall normally be held with the Committee Members physically present. However, the Chair may convene a virtual meeting by electronic means (such as telephone or video conference), if the circumstances so warrant.
- (c) The quorum for meetings of a Committee shall be three of its Members. Decisions shall be taken by a simple majority of those present at a duly convened meeting.
- (d) If the Chair is not present, the Vice-Chair shall preside at the meeting. If both the Chair and the Vice-Chair are not present at the meeting, and subject to the existence of the quorum, a Committee will select one of the Members present to preside over that meeting.
- (e) Members of the Board other than Committee Members may attend meetings of a Committee and participate in its deliberations at the invitation of the Chair.

² Rule 3(b) of the Rules of Procedure restates Section 10(a) of the Rules of Procedure of the Board of Directors of the Asian Development Bank, and adds a provision on the designation of a Vice-Chair.

Directors' Advisors may also attend meetings of a Committee except as otherwise advised by the Chair.

- (f) Notwithstanding Rules 4(e) above, the Chair, in consultation with the Members of the Committee, may restrict attendance at a Committee meeting to Committee Members only, in exceptional circumstances where the interests of preserving confidentiality so require. In the case of restricted attendance at a Committee meeting, the Secretary to a Committee and other individuals whose attendance is specifically authorized by the Chair of the Committee may also attend.
- (g) Unless otherwise expressly provided by the Board, there shall be no formal voting. The Chair of a Committee shall determine the sense of the meeting and report it to the Board with appropriate mention of any differing points of view which may exist.³

RULE 5: *Reporting*

- (a) A Committee shall:
 - (i) Report to the Board as it considers necessary, normally at least once every calendar year through the Chair of the Board, on its activities and submit conclusions and/or recommendations to the Board, as a Committee deems appropriate.
 - (ii) Ensure that the Board is aware of matters that may significantly impact ADB.
- (b) In its annual report, a Committee shall assess its work and evaluate its performance relative to the Committee's responsibilities under its terms of reference.
- (c) A Committee may recommend necessary amendments to its terms of reference for consideration by the Board.

RULE 6: *Administrative and Technical Support*

- (a) The Office of the Secretary shall be responsible for providing the necessary administrative services for the functioning of a Committee, including providing a secretariat for a Committee and maintaining its records.
- (b) The channel of communication between a Committee and ADB's Management and ADB personnel is through the Secretary of ADB.

³ Rule 3(g) of the Rules of Procedure restates Section 10(b) of the Rules of Procedure of the Board of Directors of the Asian Development Bank.

- (c) To facilitate its work, a Committee may seek briefings from ADB personnel concerned on relevant matters, and may invite participation of a Vice-President and other ADB personnel, including external advisors retained by ADB departments and offices, at its meetings as the Committee considers necessary.
- (d) A Committee may request such information as is considered necessary by the Committee to discharge its responsibilities.
- (e) A Committee may adopt protocols on the preparation, content and circulation of Committee documents and records, as appropriate.