ANNEX B: TERMS OF REFERENCE OF THE JOINT COMMITTEE

Section I: Scope

These Terms of Reference shall govern all meetings, and proceedings, decisions and activities of the Joint Committee under this Agreement.

Section II: Responsibilities

1. The Joint Committee shall be responsible for overseeing the administration of this Agreement and ensuring its proper implementation. To this end, the Joint Committee shall:

(a) make recommendations to the Parties and take decisions as provided for in this Agreement, including providing guidance on authorisation or approval, as appropriate, pursuant to Article 4 (Joint Authorisation or Approval, as appropriate, of Mitigation Activities and Authorisation for Mitigation Outcomes) of this Agreement, the list of eligible carbon crediting programmes and methodologies pursuant to Article 6 (Environmental Integrity) of this Agreement, and the arrangements to be undertaken by the Parties' respective registries pursuant to Article 7 (Registry) of this Agreement;

(b) review the necessary processes established in accordance with Article 4(1), Article 4(2) and Annex A of this Agreement by which project participants can obtain the Parties' authorisation or approval of the mitigation activities and Kenya's authorisation for the mitigation outcomes generated by the authorised or approved mitigation activities, and amend, as appropriate, the common document setting out these processes;

(c) establish rules and guidelines for project applicants and project participants, including on forms and templates for project applicants and project participants;

(d) review this Agreement and its Annexes for consistency with the Paris Agreement and the relevant decisions adopted by the CMA, taking into account revisions and updates to Kenya's NDC, and make recommendations to the Parties on amendments to this Agreement or take decisions on amendments to the Annexes, as provided for in Article 20 (Review and Amendments) of this Agreement;

(e) consider potential areas for the further development of this Agreement, including the written proposals by a Party for any amendment to this Agreement, and make recommendations to the Parties on amendments to this Agreement or take decisions on amendments to the Annexes, as provided for in Article 20 (Review and Amendments) of this Agreement;

(f) facilitate the exchange of information, including on documents issued pursuant to the processes established under Article 4 (Joint Authorisation or Approval, as appropriate, of Mitigation Activities and Authorisation for Mitigation Outcomes) of this Agreement and changes to domestic laws, regulations, and administrative frameworks of the respective Parties which may affect the implementation of this Agreement or any mitigation activities authorised thereunder;

(g) further develop areas of cooperation and make recommendations to the Parties, which may include regulatory matters and capacity-building;

(h) discuss any questions relating to the application or interpretation of this Agreement;

(i) constitute or appoint, as appropriate, working groups, expert(s) and expert panels to provide advice to the Joint Committee, and delegate part of its work to such working groups, expert(s) and expert panels;

(j) perform such other functions set out in this Agreement and its Annexes, including to:

a. Settle disputes as to the interpretation, application or implementation of this Agreement that have been referred by a Party to the Joint Committee for amicable settlement under Article 21 (Dispute Resolution) of this Agreement.

b. Agree upon a process to discuss issues relating to the application of corresponding adjustments under Annex C.

c. Determine the information to be published regarding the utilisation of the contributions to adaptation action made pursuant to Article 10 (Additional Contribution to Overall Mitigation and Adaptation Action) of this Agreement.

Section III: Members

1. The Joint Committee shall be co-chaired by:

(a) For Singapore, the Director, Carbon Planning Division, National Environment Agency; and

(b) For Kenya, the Director, Climate Change Directorate, Ministry of Environment, Climate Change and Forestry.

2. A Co-Chair of one Party may designate any member of the Joint Committee for that Party as an alternate to perform the functions of a Co-Chair, and shall notify the other Party of such designation in writing.

3. Each Party shall designate officials, including its Co-Chair, as members of the Joint Committee, and shall notify the other Party of such designation in writing. Each Party may remove, change or designate a member at any time, subject to the maximum number of its members and with written notice to the other Party.

Section IV: Secretariat

1. The Parties shall establish a joint Secretariat to support the Joint Committee.

2. Each Party shall nominate up to three officials to be its representatives on the joint Secretariat.

3. The Secretariat shall perform such functions set out in this Agreement and its Annexes and assigned to it by the Joint Committee.

4. In addition to paragraph 3, the Secretariat shall:

(a) record all minutes and activities carried out by the Joint Committee;

(b) promptly prepare and distribute minutes of meetings of the Joint Committee;

(c) ensure all minutes are signed, whether by electronic means or otherwise, by the two Co-Chairs before they are circulated to the Joint Committee;

(d) prepare the agendas of the meetings of the Joint Committee, for approval by the Co-Chairs;

(e) issue a notice of a meeting of the Joint Committee including the time and location at least two months before the meeting;

(f) ensure all necessary documents, correspondence and information are made available for the meetings of the Joint Committee; and

(g) maintain records of the meetings of the Joint Committee.

Section V: Meetings

1. The Joint Committee shall meet within one year of the date of entry into force of this Agreement and thereafter shall meet as and when necessary and at least once a year.

2. Either Party may at any time request the convening of a meeting of the Joint Committee.

3. The Co-Chairs of the Joint Committee (as identified in Section III, paragraph 1 of this Annex) shall take turns to chair the meetings of the Joint Committee.

4. The Joint Committee may carry out its functions through means that are appropriate and mutually agreed, which may include electronic mail and videoconferencing.

Section VI: Decisions and recommendations

1. Decisions of the Joint Committee shall be taken by the Co-Chairs and recorded in written form.

2. The Joint Committee may take decisions and recommendations as long as both Co-Chairs, or their designated alternates, are present.

3. The Joint Committee may adopt decisions by electronic means in accordance with the following procedures:

(a) The proposals for the Joint Committee's consideration are distributed by the Secretariat to all members of the Joint Committee in written form by electronic means.

(b) The proposed decisions are deemed as adopted when both Co-Chairs have assented to the proposed decision in written form by electronic means.

4. Decisions of the Joint Committee pursuant to Article 4 (Joint Authorisation or Approval, as appropriate, of Mitigation Activities and Authorisation for Mitigation Outcomes) of this Agreement shall be published in line with Article 12 (Transparency) of this Agreement, unless otherwise decided by the Joint Committee.

Section VII: Constitution of working groups, experts and expert panels

1. The Joint Committee may constitute appropriate working groups to assist them in carrying out their responsibilities under this Annex.

The Joint Committee may also appoint, on an *ad hoc* basis, experts or expert panels to carry out an enquiry or give an expert opinion on any subject.

3. The membership, mandate, terms of reference and rules of procedure of the working groups, experts and expert panels shall be decided by the Joint Committee in writing. Such working groups, experts and expert panels may comprise members from the public or private sector.

4. The Joint Committee shall oversee all matters handled by these working groups, experts and expert panels, including appeals by project applicants and project participants arising from the decisions of the working groups.