



GOVERNANCE STRUCTURE

JULY 2025

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1 BACKGROUND

This Governance Structure is the result of background research on effective governing models for alliances similar to the Adaptation Research Alliance (ARA), as well as multiple working sessions of ARA members held in the initial phases of the ARA in 2021 and 2022. The structure below builds on the initial framework that was approved in earlier ARA Plenary meetings (including the first formal Plenary in April 2021). The purpose of this framework is to provide guidance and clarity on the roles and responsibilities of each of the governing bodies within the Alliance, to enable equitable and transparent decision-making processes that will uphold the Alliance’s mission. The framework as well as standing bodies described below is a “live” document that will be updated as the operational needs of the ARA evolve.

2 OVERVIEW OF GOVERNANCE STRUCTURE SUMMARY

BODY	SUMMARY
Plenary and Membership	The Plenary is the highest and largest governing body of the ARA and delegates authority to the Steering Board. It will guide the overall strategic direction of the ARA and engage in decision-making processes on matters of significant strategic weight.
Steering Board	The Steering Board is the operational decision-making body of the ARA. The Board is elected by the Plenary and is responsible for ensuring that strategic decisions speak to the mandate of the ARA. The Steering Board is made up of individuals (not organisations) and delegates authority to the Co-chairs and Secretariat when necessary. Nominations to the Steering Board are solicited from amongst the ARA’s members, in alignment with agreed criteria to ensure representativeness. The Steering Board has a joint responsibility to support fundraising by sharing contacts, networks and opportunities with the Secretariat.
Co-chairs	The Steering Board elects two Co-chairs from amongst its members for two-year terms, to provide overall strategic guidance in an agile manner to meet the needs of the ARA. Specifically, the Co-chairs hold the power to make decisions regarding ARA functions/activities within an agreed set of budgetary and resource parameters. The Co-chairs delegate authority to the Secretariat and relevant ad-hoc working groups when necessary. The Co-chairs have a joint responsibility to support fundraising by sharing contacts, networks and opportunities with the Secretariat.
Secretariat	The Secretariat is responsible for the day-to-day activities and coordination of governing bodies of the ARA and reports directly to the Co-chairs of the Steering Board. The Secretariat implements the priorities for ARA activities as decided by the Steering Board, subject to resource and budget constraints. It assesses the operational feasibility of strategic requests for change, including the time required, cost, scope, risks, benefits, and quality of outcomes. They can escalate issues to the Co-chairs or Steering Board as appropriate. The Secretariat will lead on fundraising, with the support of the Steering Board and the Co-Chairs.
Head of Secretariat	The Head of Secretariat is responsible for direction, leadership and oversight of the day-to-day activities of the ARA Secretariat and reports both to the Co-chairs of the Steering Board and the head of the organisation hosting the Secretariat. Oversight includes the responsibility to ensure the feasibility of strategic requests for change, by taking into account the human and financial resources of the Secretariat.

3 PLENARY AND MEMBERSHIP

The Plenary body is the highest governance body of the ARA. It comprises all ARA members and guides the overall strategic direction of the ARA, participating in decision-making processes on matters of significant strategic importance. Given the number of entities that make up the Plenary, it cannot partake in every strategic decision. As a result, the Plenary delegates authority to the Steering Board to provide strategic guidance for the ARA, and the Steering Board assesses which issues are of significant strategic weight and brings them to the Plenary.

3.1 SCOPE OF WORK

- 3.1.1 Provide strategic guidance to the Steering Board on the annual and long-term work of the ARA.
- 3.1.2 Deliberates on issues of strategic importance brought to the Plenary body's attention by the Co-chairs.
- 3.1.3 Consider Steering Board recommendations for changes to the governance structure or operational modalities of the ARA.
- 3.1.4 The Plenary should, with support from the Secretariat, identify under-represented constituencies and mandate the Steering Board to support the Secretariat to increase their representation in the membership of the ARA. This will be actioned through the Secretariat sharing data analytics of current membership statistics at the Plenary, with the option for discussion and feedback as to which constituencies should be increased.
- 3.1.5 Nominate individuals for selection to the ARA Steering Board, who will be screened by the Secretariat and Steering Board for eligibility (see section 4.4),¹ and vote to elect members to the Steering Board.
- 3.1.6 A valid election to the Steering Board will require voting by at least 50% of the Plenary members. Open positions will be filled in the order of total number of affirmative votes received by each nominee.
- 3.1.7 Any member of the Plenary body or observer may propose an agenda item to the Steering Board Co-chairs for consideration in a Plenary body meeting.

¹ Screening aims to ensure that individuals nominated are from entities that are part of the ARA membership, and that collectively, those selected have sufficient expertise and diversity of perspectives.

- 3.1.8 In general, decisions will be made by consensus among members, but if no consensus can be reached, a one member, one vote system will be used. Observers may not vote.
- 3.1.9 All Plenary body members (excluding observers) can vote online on a decision, whether or not they are present in a meeting for deliberation. A valid voting process requires 25% of the Plenary body membership to cast a ballot. A motion shall be deemed to have been passed when more than two-thirds (66.7%) of those members who voted support said motion.
- 3.1.10 The Co-Chairs of the ARA's Steering Board will determine if and when a vote is required.

3.2 COMPOSITION

- 3.2.1 The ARA Plenary comprises entities including, but not limited to, international non-governmental organisations (INGOs), community-based organisations (CBOs), UN agencies, researchers, bilateral funders, multilateral funders, philanthropic organisations, think tanks and government institutions.
- 3.2.2 Each ARA member entity must select one (1) person to represent it on the Plenary.
- 3.2.3 One (1) observer from any entity that has been granted ARA Observer Status by the Steering Board (as indicated in section 4.2) may attend the Plenary.

3.3 ELIGIBILITY

- 3.3.1 To be accepted as an ARA member, an entity must sign the ARA membership form, which outlines the commitments expected from members (Section 3.4).
- 3.3.2 The Secretariat will review applications for eligibility and notify the current members about new eligible applicants. Unless specific objections are received, the Steering Board will accept all eligible applicants^{3.5}.
- 3.3.3 The ARA strives for balanced representation across functional categories of entities engaged at the nexus of action and research for climate adaptation, including, but not limited to INGOs, NGOs, CBOs, CSOs, UN agencies, bilateral funders, multilateral funders, philanthropic organisations, private sector organisations, research institutions, think tanks, sub-national and local authorities², and multi-stakeholder partnerships.
- 3.3.4 The functional categories are not mutually exclusive, and ARA members may be engaged in more than one function.
- 3.3.5 Efforts will also be made to reach a balance across regional geographies and any other diversity considerations.

3.4 COMMITMENTS

The following minimum commitments are required by eligible organisations to be accepted as members of the ARA:

- 3.4.1 Endorse the Adaptation Research for Impact Principles.
- 3.4.2 Commit to adopting those Principles within the entity's activities as may be deemed best applicable and appropriate by the entity, and publicly report on their adoption and implementation.
- 3.4.3 Commit to engaging in at least one ARA activity per year and publicly report on these activities.
- 3.4.4 Commit to regular and reasonable participation in the governance of the ARA, in line with the entity's abilities and capacities.
- 3.4.5 Commit to regularly reviewing and approving updates and/or changes to the ARA's Governance Structure.
- 3.4.6 Commit to having at least one representative present at two (2) Plenary meetings per year.

3.5 EXITING THE ARA

- 3.5.1 Members that wish to exit the ARA must email the Co-chairs with the Head of the Secretariat in copy, notifying them of their exit.
- 3.5.2 Any member of the ARA or its Secretariat member can raise a request for an ARA member to be removed from the ARA membership, which will be reviewed by the Head of Secretariat who will suggest a course of action to the Steering Board for approval.
- 3.5.3 Should an ARA member be absent from two (2) Plenary meetings in one calendar year, the Secretariat shall examine the reasons for its absence and consider whether there is a rationale for the member's removal.

3.6 GENDER AND SOCIAL INCLUSION

- 3.6.1 To the extent possible, the Plenary should endeavour to elect a Steering Board that is diverse in terms of gender, organisational functional category and geography.
- 3.6.2 Individuals engaging in ARA activities represent their member organisation. Therefore, the Secretariat will encourage member organisations to enhance gender and social inclusion in their representation within the ARA Plenary.

² The ARA Secretariat does not expect countries to become ARA members, but instead encourages relevant whole national or sub-national ministries or agencies to join.

4 STEERING BOARD

The Steering Board is the operational decision-making body of the ARA and is responsible for ensuring that strategic decisions are aligned with the mandate of the ARA. The Steering Board delegates strategic and operational tasks to the Co-chairs, ad-hoc committees and the Secretariat as appropriate.

4.1 SCOPE OF WORK

- 4.1.1 Review and deliberate on progress made in view of the ARA's Theory of Change, and identify and plan activities in furtherance of the Theory of Change.
- 4.1.2 Set policies and strategies for the ARA, including by providing guidance to the ad-hoc Committees and Secretariat.
- 4.1.3 Review and approve the annual work plan (including budget) for the ARA.
- 4.1.4 The Steering Board will make decisions by consensus. If this cannot be achieved, decisions will be taken based on two thirds of the Steering Board members in favour.
- 4.1.5 Ensure effective resource mobilisation, including through fundraising and funder engagement, as needed, in order to deliver the annual work plan and ensure the long-term sustainability of the ARA.
- 4.1.6 Establish time-bound, agile ad-hoc committees and/or task forces as part of the ARA governance structure as appropriate.
- 4.1.7 Delegate specific strategic and operational tasks to the ad-hoc committees and to the Secretariat as appropriate.
- 4.1.8 Make recommendations for amendments to the ARA's governance structure as may be merited, for approval by the Plenary body.
- 4.1.9 Review and approve requests from the Secretariat to receive funding amounts above GBP 150,000 for a single year or the equivalent thereof. For amounts between GBP 50,000 and GBP 150,000 for a single year or the equivalent thereof, the Secretariat must receive approval from the Co-chairs. Amounts below GBP 50,000 only require the Secretariat to inform the Co-chairs.
- 4.1.10 In the event that concerns about ARA activities or decisions are raised, the Steering Board will identify an appropriate mechanism for resolution. This could include forming an ad-hoc working group to discuss and propose a solution to the Steering Board. •The Steering Board can recommend decisions be taken to the Plenary as needed.

4.2 OBSERVERS

- 4.2.1 Non-members may be admitted as observers to the ARA, and in that capacity may be invited to attend Steering Board meetings.
- 4.2.2 Parties providing funds to the ARA who are not members may apply to be observers.
- 4.2.3 Observers or those who are requesting their engagement should email the Co-chairs their request in advance of Steering Board meetings.
- 4.2.4 Observers will not be allowed to vote.

4.3 COMPOSITION

The composition of the Steering Board is as follows:

- 4.3.1 The Steering Board is made up of representatives of ARA members.
- 4.3.2 The Steering Board will comprise up to 13 members elected by the Plenary plus the Head of Secretariat, who serves as an ex-officio member without voting rights.
- 4.3.3 The Steering Board will elect two Co-chairs for two-year terms.
- 4.3.4 The Steering Board membership should reflect a balance of gender, regional representation and the organisational functional categories that are essential for the ARA's mandate.
- 4.3.5 Entities with ARA observer status may be invited to participate in the Steering Board at the discretion of the Co-chairs.
- 4.3.6 Steering Board members are elected by the Plenary to serve three-year terms. To retain institutional memory, the terms of members will be staggered, with approximately one-third of the members retiring and being replaced each year.
- 4.3.7 Steering Board members serve in an individual capacity, with the understanding that they represent their organisation on the Plenary and Steering Board. In situations where a Steering Board member expects to be absent for a sustained period, the ARA member organisation may propose another individual with a similar background to be a substitute. Such requests will need to be approved by the Steering Board.
- 4.3.8 Should the ARA member they represent permit it, these representatives may be remunerated for their service as Steering Board members. Steering Board members will indicate on a case-by-case basis whether they are to receive the remuneration or not.

4.4 ELIGIBILITY

- 4.4.1 Nominees to the Steering Board must be representatives of ARA members and must be nominated by ARA members for consideration and selection at the Plenary.
- 4.4.2 Nominees to the Steering Board should be leaders in shaping the nexus of action and research for climate adaptation as envisioned by the ARA.

4.5 COMMITMENTS

- 4.5.1 4.6 Steering Board members will participate in at least three (3) meetings per year.
- 4.5.2 Steering Board members must be willing to participate in ad-hoc working groups and committees when needed.

4.6 EXITING AS A STEERING BOARD MEMBER

- 4.6.1 When Steering Board members wish to step down for any reason, they must notify the Co-chairs and Head of Secretariat via email as soon as possible.
- 4.6.2 If a Steering Board member fails to attend at least two (2) meetings over the course of twelve (12) months without adequate explanation, they will be deemed to be disengaged and be served a “show cause” notice, with one month to respond. After this time, the Secretariat will be entitled to seek a new Steering Board member for approval by the Plenary.
- 4.6.3 When a member of the Steering Board is elected as a Co-chair, the two-year term as Co-chair will be added to their regular term on the Board, meaning that they may serve for a maximum period of five (5) years on the Board.

4.7 GENDER AND SOCIAL INCLUSION

- 4.7.1 A concerted effort should be made to support the Secretariat to connect with diverse types of organisations to become ARA members, per the eligibility articles outlined in Section 3. Similarly, the Steering Board should represent a membership with diverse types of knowledge and priorities.
- 4.7.2 As a reflection of the ARA’s values to promote leadership from the Global South, gender equality and social inclusion, at least fifty percent (50%) of the Steering Board should be representatives of Southern entities, and at least fifty percent (50%) of the Steering Board will be women and/or representatives of entities that promote gender equality as a core mandate.

5 CO-CHAIRS

The Co-chairs provide overall strategic guidance based on the ARA's mission and theory of change. The Co-chairs will be delegated authority by the Steering Board to make decisions regarding ARA functions and activities with an agreed set of budgetary and resource parameters, so as to enable adaptive and agile management of the ARA.

5.1 SCOPE OF WORK

- 5.1.1 The Co-chairs will be delegated authority from the Steering Board for the ARA programme in relation to expenditure and resource allocation decisions. This means they will advise on and approve strategic changes to ARA functions/activities within an agreed set of budgetary and resource parameters.
- 5.1.2 The Co-chairs will advise the Secretariat on strategic stakeholder engagement.
- 5.1.3 The Co-chairs will review and sign off on key ARA outputs, delegating where necessary to the Head of Secretariat.
- 5.1.4 The Co-chairs will advise on the adaptive management of the ARA programme and ensure that ARA activities adhere to the ARA mission.

5.2 COMPOSITION

- 5.2.1 The Steering Board will solicit nominations for new Co-chairs from amongst current Steering Board members.
- 5.2.2 The Co-Chairs will be elected by the Steering Board.

5.3 ELIGIBILITY

- 5.3.1 Existing Steering Board members can self-nominate or nominate another Steering Board member to become Co-chair of the Steering Board.
- 5.3.2 A serving Steering Board member may be elected as Co-chair. In this case, their total tenure on the Board shall be limited to five (5) years: three (3) years as Steering Board member and two (2) years as Co-chair.

5.4 COMMITMENTS

The Co-chairs will be expected to be available for ARA activities and to engage with the ARA Secretariat on a weekly basis in order to provide all the necessary strategic guidance (approximately 1 day per week), in addition to the time outlined in the Steering Board's Scope of Work. This time will include the following commitments:

- 5.4.1 Serve as Co-Chair for a two (2) year period.
- 5.4.2 Support preparation of agendas and co-chairing of quarterly Steering Board meetings and biannual Plenary meetings, inclusive of the review of the record-of-meeting.
- 5.4.3 Support the Secretariat in governance and decision-making by reviewing and signing off on relevant documents within prescribed time limits.

5.5 EXITING AS CO-CHAIR

- 5.5.1 Where a Co-chair wishes to exit their role for any reason, they must notify the Steering Board and Head of Secretariat as soon as possible and at least 30 days in advance of their last intended working day.
- 5.5.2 The Steering Board reserves the right to recall Co-chairs for non-performance. Where a Co-chair is seen to disengage from their role as Co-chair, they will be served a “show cause” notice and have one month to respond. After this time, the Secretariat will be entitled to seek a new Co-chair from the Steering Board.
- 5.5.3 As noted in Section 4.2, provisions will be made for outgoing Co-chairs to remain on the Steering Board as observers for one (1) quarter after their term is completed.

5.6 GENDER AND SOCIAL INCLUSION

- 5.6.1 The Steering Board is mandated to prioritise diversity and social inclusion in terms of gender, geography, and expertise when selecting new Co-chairs.

6 SECRETARIAT

The Secretariat is responsible for the day-to-day activities of the ARA, reporting directly to the Head of Secretariat and Co-chairs of the Steering Board. It is hosted by a member organisation based on a Memorandum of Understanding (MoU) between the ARA and the host organisation, signed off by the Co-Chairs. The Secretariat is responsible for ensuring the feasibility of strategic requests for change, including assessing quality, the time required, cost, scope, risks and benefits. It can escalate requests for resource reallocation to the Co-chairs or Steering Board as appropriate. Members of the Secretariat are paid for their time with the ARA as professional staff.

6.1 SCOPE OF WORK

- 6.1.1 Conduct the full range of substantive programmatic, administrative and coordination activities necessary to carry out the ARA's annual work plan and ensure the smooth functioning of its governance structure.
- 6.1.2 Coordinate the participation of ARA members in thematic and strategic areas of decision-making via working groups.
- 6.1.3 Document and make public, through meeting reports, summaries of discussions and decisions made within Steering Board meetings and on the Plenary, taking care to exclude private or other attributable information.
- 6.1.4 Oversee resource reallocation within relevant change authorities (Plenary, Steering Board and Co-chairs) to ensure feasibility and manage risk, compliance and due diligence with funders.
- 6.1.5 The Secretariat must receive approval from the Steering Board for new funding for the ARA according to the thresholds and guidance provided in Section 4.1.
- 6.1.6 In the event that a Steering Board member is unable to attend a meeting to discuss the acceptance of funds, an email from the absent Steering Board member will suffice to indicate approval.
- 6.1.7 The Secretariat should explore barriers and obstacles which prevent ARA members from actively participating in the Alliance, and provide support and examples of how members of the ARA can engage with one another.
- 6.1.8 The Secretariat must ensure that ARA members are able to scrutinise the Alliance's work and to determine whether progress on the agreed Theory of Change is being made. The Plenary meetings are an important platform for enabling this process.

6.2 COMPOSITION

- 6.2.1 The composition of the Secretariat is determined by the overall purpose of the ARA and long-term needs articulated in the Theory of Change, as well as by the short-term needs detailed in the annual work plans.
- 6.2.2 To maximise effectiveness, the Secretariat should be staffed by fully dedicated professionals.
- 6.2.3 Whilst the Secretariat is housed within one organisation, the option exists to create a distributed Secretariat, which may enable the Secretariat to benefit from wider expertise.
- 6.2.4 Even if its functions are distributed, it is essential that the Secretariat operate as one cohesive unit, with one Head of the Secretariat, to whom ultimately all Secretariat staff members are accountable.

6.3 GENDER AND SOCIAL INCLUSION

- 6.3.1 The Secretariat should have a gender and social inclusion strategy, which should be integrated into ARA activities and within leadership.
- 6.3.2 Should the Secretariat diversify into geographically or thematically separate hubs, the host organisations should embrace and promote diversity within the Secretariat and have a documented policy on gender and social inclusion.

7 HEAD OF SECRETARIAT

The Head of Secretariat is responsible for strategic direction, leadership and oversight of the day-to-day activities of the ARA Secretariat and reports directly to the Co-chairs of the Steering Board and to the head of the host organisation. Oversight includes the responsibility to ensure the feasibility of strategic requests for change, by taking into account the human and financial resources of the Secretariat. The Head of Secretariat is paid for their time with the ARA as professional staff. Management authority over this staff position rests with the host organisation. If the Co-chairs and the host organisation differ on their assessment of the Head of Secretariat's performance, a 360-degree review shall be conducted, to be initiated by the Co-chairs.

7.1 SCOPE OF WORK

- 7.1.1 Lead and oversee the full range of substantive programmatic, administrative and coordination activities necessary for the ARA Secretariat to deliver the ARA's annual work plan and ensure the smooth functioning of its governance structure.
- 7.1.2 Provide overall strategic management of the ARA Secretariat in its role to support and enable delivery of the mission and goals of the ARA.
- 7.1.3 Support the Steering Board in developing plans to achieve the ARA's mission and Theory of Change
- 7.1.4 Conduct regular meetings with the ARA Secretariat team and ARA Co-Chairs and ensure that the actions prioritised are completed by the Secretariat, Co-chairs and/or Steering Board, as appropriate.
- 7.1.5 Develop and maintain strong relationships with high-profile adaptation stakeholders and encourage them to engage with ARA. Build strong relationships and working closely with the ARA Steering Board and Co-chairs to inform them on upcoming decisions and seeking strategic input and steers.
- 7.1.6 Provide clear, succinct and timely briefings and relevant supporting material to the Steering Board and facilitate effective communication within the Steering Board.

- 7.1.7 Ensure that Secretariat-led activities are implemented to meet the Steering Board's expectations, and that output and outcomes from these activities are made available to the ARA Steering Board and Plenary to assess the Alliance's progress and to define future priorities.
- 7.1.8 Ensuring the implementation of these actions by mobilising resources, including fundraising and funder engagement as needed, with support from the Secretariat staff.
- 7.1.9 Lead discussions with the Steering Board and the Secretariat host organisation to approve incoming funds according to the thresholds and guidance provided in Section 4.1.
- 7.1.10 Support the Steering Board to make strategic decisions and agree on priorities for the ARA; support and enable the strategic engagement of the Plenary; and drive the implementation of the ARA governance structure.
- 7.1.11 Lead the preparations of the Plenary meetings, with an aim to ensure that ARA members are able to scrutinise the Alliance's work and to determine whether progress on the agreed Theory of Change is being made.
- 7.1.12 Review requests for an ARA member to be removed from the ARA and suggest a course of action to the Steering Board for approval.
- 7.1.13 Hold periodic one-on-one meetings with each Steering Board member to support Board members and enhance the overall effectiveness of the Board.
- 7.1.14 Serve as an ex-officio member of the Steering Board.
- 7.1.15 Engage in Secretariat, Co-chair and other meetings with the Secretariat host organisation and ensure alignment of the ARA processes and activities with the Secretariat host organisation's policies and procedures.
- 7.1.16 Provide strategic oversight of all ARA activities (both Secretariat- and member-led) to ensure that they are in line with the ARA Theory of Change and of sufficient quality to merit ARA branding.
- 7.1.17 Oversee and align Secretariat core functions, including (but not limited to) fundraising, communications and knowledge management, member engagement, meeting and event management, and financial and risk management.

7.2 COMPOSITION

- 7.2.1 The Head of Secretariat consists of one individual (i.e., not an entity).
- 7.2.2 To maximise effectiveness, a fully dedicated professional should staff the Head of Secretariat position.

7.3 GENDER AND SOCIAL INCLUSION

- 7.3.1 The appointment of the Head of Secretariat should prioritise diversity and social inclusion in terms of gender, geography and expertise.