

## **Operations Manual of the Caucasus Nature Fund**

### **Explanatory Note**

This Operations Manual attempts to condense various provisions of the CNF's charter, by-laws, board decisions and operating practices, and the provisions of certain of its grant agreements, into a practical handbook of operations intended to be useful to employees and board members, donors and potential donors, and the CNF's partner countries and grantees interested in its mode of operations.

It is divided into three parts. Part I covers all matters relating to the CNF's non-grant making operations, from organization and board matters to financial management. The information on investments and investing should be read in conjunction with the CNF's Investment Policy.

Part II covers the provisions from the CNF's charter and by-laws on our grant-making activities. We do not summarize the provisions of our application documentation or the Framework Agreements governing our operations in our partner countries, which are available on our web site.

Part III is an internal document summarizing the CNF's reporting obligations under certain grant agreements. This document will not be available on the web.

The Operations Manual is subject to modification at any time by the CNF Board.

# **CNF OPERATIONS MANUAL**

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## 1. CNF'S PURPOSE

- The CNF provides grants to support essential management costs of Priority Protected Areas (“PPA”) in Armenia, Azerbaijan and Georgia, which are considered the three core countries of the Caucasus Ecoregion (Articles § 2; Bylaws § 15(1)-(2))
- It also provides grants to support PPAs in neighboring countries possible but only under certain conditions (Bylaws § 15(3))
- Grants may not be awarded to support any activities in any PPA located in a territory whose legal ownership or physical control is subject of dispute between any of three core countries, unless Ministries responsible for protected areas in each such country states in writing that it has no objection to such grants (Bylaws § 8(4))
- The CNF provides financial aid to government and non-governmental organizations for specific types of activities (Bylaws § 16(1) and (2)); it itself does not engage in management activities (Bylaws § 16(1) sent. 1)
- It has a non-profit character (Articles § 3)
- No substantial part of activities of CNF can be used for propaganda or otherwise attempting to influence legislation. The CNF will not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office (Bylaws § 8(7))

## 2. ORGANIZATION

### 2.1 Board of Directors

#### 2.1.1 Composition (Articles § 7)

- The Board is comprised of at least three members and no more than nine (Articles § 7(1))
- BMZ, CI and WWF each dispatch one member (Articles § 7(3))
- The Board can appoint further members with qualified majority if they meet certain criteria (Articles § 7(4)). No more than half of the Board members may consist of representatives of government or semi-governmental organizations (Bylaws § 3(3))
- The Chairman, Vice Chairman and Treasurer shall be elected (Articles § 7(6))
- For their terms, resignation, and dismissal—see Articles § 7(3) and (5)); see also dismissal by CNF’s supervisory authority (*Stiftungsaufsichtsbehörde*) pursuant to Hessian Foundations Act § 15(1)
- Changes in the Board must immediately be notified to the *Stiftungsaufsichtsbehörde* (Hessian Foundations Act § 7 no. 1)

#### 2.1.2 Core board tasks (Articles § 8(2))

(a) Management

The Board is responsible for:

- Administration of CNFs' endowment capital
- Grants of free funds
- The appointment and supervision of the Executive Director (ED)
- Planning and reporting (under Articles § 10)

(b) Representation

- The CNF is represented by any two of the members of the Board of Directors. One of these members must be the Chairman or the Vice-Chairman or the Treasurer. Board members authorized to represent the foundation are free to authorize one Board member to represent the foundation alone or to issue a power of attorney to the Executive Director or to other persons to represent the foundation alone (Articles § 8(3))
- A power of attorney has been granted to the ED to make all transactions necessary/useful for the regular business operations of CNF, including representing CNF in dealings with government officials. This includes entering into grant agreements, acquisitions and disposals of shares in an enterprise or other securities, and entering into rent and lease contracts. Excluded from this power of attorney are: representing the CNF in courts and before arbitral tribunals; buying, selling or encumbering real property; entering into guarantees or assuming liabilities of third parties; borrowing money.

The power technically gives the ED external authority to sign grants and make investments for the CNF. It is not intended, however, that the ED engage in these activities outside of the framework contemplated by the by-laws and board decisions. Accordingly, an internal board resolution has been adopted making clear the ED's authority on grant agreements and investments as follows:

*Notwithstanding the power issued to the ED, (i) the ED will enter into grant agreements on behalf of the CNF only if the Board has previously approved the related grant proposal, and (ii) the ED will only authorize investments for the CNF together with another Board member as contemplated by the CNF's Investment Policy from time to time, except if the investment action to be taken is urgent and another Board member does not respond in time.*

(c) Responsibilities

- Board members are collectively responsible for management. Board members should work together collegially and keep each other

informed of all important actions and occurrences relating to the Foundation (Bylaws § 4(1))

- The Board may not delegate its decision-making powers with respect to any matters for which Articles or Bylaws require either a decision by a qualified majority or collective action (Bylaws § 4(2)).
- If a matter assigned to an individual Board member is of special importance (in particular involving unusual risks), it should be presented to the full Board which shall decide (Bylaws § 4(4)). If a Board member has serious concerns about a matter assigned to another Board member, he should inform the Board and discuss with other Board members (Bylaws § 4(5))

### 2.1.3 Board resolutions

#### (a) Convening meetings (Articles § 9(2))

- Meetings shall be convened by the Chairman or the Vice-Chairman (Articles § 9(2); Bylaws § 5(2), (5))
- At least once a year a physical meeting must take place (Articles § 9(2); Bylaws § 7(1))—but if quorum exists, participation in meetings may also be facilitated by electronic means or by telephone (Articles § 9(6))
- Meetings must take place if a member requests a meeting (Articles § 9(2))
- Meetings shall be held at headquarters in Frankfurt/Main or at such other location as determined by the Board (Bylaws § 7(1))
- Meetings shall be convened at least two weeks in advance (Articles § 9(2))
- The agenda should be sent at least one week prior to the meeting (Articles § 9(2)), if possible also with proposals and requests (Bylaws § 7(3))
- The Board may use advisers or experts to prepare resolutions (Articles § 9(8))
- Each Board member can demand to expand the agenda (Bylaws § 7(1))
- The Chairman decides upon the order of agenda points (Bylaws § 7(2))
- The ED participates in board meetings in a non-voting capacity as determined appropriate by the Board and performs the task of Secretary of the Board (Bylaws § 5(7))
- The Chairman may invite people to advise (Bylaws § 7(2))

#### (b) Quorum for physical board meetings

- 50% of members present (Articles § 9(1))
- Absent Board members must be immediately notified of decisions (Bylaws § 7(4))

#### (c) Specified Majorities

- Simple majority of members present (Articles § 9(1))
  - Qualified majority of three quarters of all existing members is called for (Articles § 9(3))
- (d) Minutes (Articles § 9(5))
- The Chairman keeps minutes (Bylaws § 7(5))
  - The minutes are to be signed by the chairman and the minute taker
  - They are to be sent immediately to Board members
  - Board members may object to minutes (Articles § 9(5)) within four weeks after circulation (Bylaws § 7(5)). If necessary, the circulated minutes will be corrected (Bylaws § 7(5)). The final minutes should be approved in writing or at the next meeting by all participating Board members (Articles § 9(5)).
- (e) Board members can be represented on the basis of a written power of attorney (Articles § 7(7))
- (f) Adoption of resolutions in mixed proceedings (Articles § 9(6)) occurs by vote at physical board meeting plus vote by absent member electronically or by telephone
- (g) Adoption of resolutions outside physical board meeting (Articles § 9(6)) is possible by a round-robin procedure in writing, electronically or by telephone if all Board members agree and participate; resolutions so adopted must be laid down in writing and be included in minutes of next physical board meeting

2.1.4 Non-delegable matters (Bylaws § 4(2)) requiring a resolution with qualified majority include:

- (a) Pursuant to Articles (§ 9(4))
- Applications to amend the Articles, dissolution or merger of CNF with another foundation (see also Articles § 12(1)). These applications require prior consent of the tax authority (Articles § 12(2)) *Stiftungsaufsichtsbehörde* to decide upon application (see also Hessian Foundations Act § 9(1)).
  - Amendments to Bylaws
  - Spending of up to 10% of endowment capital according to Articles § 4(4)
  - Appointment/dismissal of Board member (for good cause see Articles § 7(5))
  - Establishment of annual financial statement (annual accounts with overview status of endowment's assets and report on the fulfillment of the CNF's purpose) (required by Articles § 10(2) and German Commercial Code) and annual disposition of funds
  - Other matters requiring qualified majority under Bylaws

(b) Pursuant to Bylaws

- Change of CNF’s purposes (Bylaws § 6(1))—if the change affects the purpose as stated in the articles, it would require an amendment of the Articles with the consequences described above 2.1.4(a)
- Grants to neighboring countries of the three core countries (Bylaws § 6(1))
- Change of the definition of “essential PA management costs” (Bylaws § 6(1), § 16)
- Adoption or revision of investment policy for the endowment capital (Bylaws § 6(1)); hiring and termination of investment advisor or investment manager (Bylaws § 6(1), § 13(1), § 14(2))
- Adoption of organizational plan to allocate responsibilities for conducting the CNF’s business (Bylaws § 3(1))

2.1.5 Non-delegable matters (Bylaws § 6(2)) requiring board resolution with simple majority (Bylaws § 6(2)) include:

- Hiring, compensating and supervising ED
- Principles and decisions relating to spending the CNF’s available financial resources
- Creating/revising Operations Manual
- Establishing/closing CNF’s offices in countries of Caucasus Ecoregion (Bylaws § 1(2) and 6(2))
- Real estate transactions (buy/sell/lease/encumber) not provided for in budget
- Issuing guarantees/assuming third party liabilities
- Acquiring/selling shares
- Settling disputes and resolving conflicts of interests
- Annual budget, to be adopted by end of March
- Establishment of annual financial statements
- Appointment of auditor
- Matters of fundamental or extraordinary significance or extraordinary risk
- Matters where Bylaws contemplate collective, non-delegable Board decision
- Matters for which responsibility not assigned to a particular Board member

2.1.6 Decisions on matters assigned to particular Board member

- Should only be made in his presence except in exceptional cases (Bylaws § 7(4))

2.1.7 Other tasks/competences

- The Board *may*, by qualified majority (and not subject to delegation), adopt an organizational plan to allocate responsibilities for conducting the CNF's business (Bylaws § 3(1)).
- The Board *may* adopt an Operations Manual for regulating administrative procedures of the CNF. It *should* be adopted once an ED and supporting staff have been hired (Bylaws § 3(2)).
- The Board must hire an internationally recognized investment advisor in a transparent and competitive public tender process, subject to the consent of a qualified majority (Bylaws § 13(1)).

### 2.1.8 Internal organization

- The Chairman coordinates activities (Bylaws § 5(2)); otherwise the duty falls to the Vice-Chairman
- The Treasurer is responsible for reporting to the Board about the management of the endowment (Bylaws § 5(6))

## **2.2 Committees (Articles § 9(8); Bylaws § 7(6))**

- The Board may establish Committees
- Each Committee of the Board shall be presided over by a member of the Board who reports to the Chairman of the Board
- The Board may delegate particular tasks to perform instead of the Board if it consists either of Board members only or of at least one Board member and one other person, e.g. ED or outside experts
- Persons not being Board members have no voting right in decision-making committees
- The Board may request that the Finance Committee propose an investment policy, review and recommend potential outside investment advisors and asset managers to hire, and oversee performance of outside asset managers, and to implement investment decisions taken by the Board (Bylaws § 12(5))
- The Board may establish a Scientific and Technical Committee that includes Board members and outside experts, and then request that the Committee:
  - Review the technical, scientific and administrative aspects of grant proposals, and recommend whether the Board should adopt or reject such proposals, or require them to be modified; and
  - Advise the Board on other scientific, technical or administrative matters (Bylaws § 18(2))

## **2.3 Executive Director**

- (a) The ED is to be appointed by the Board and is subject to directives of the Board
- (b) Core responsibilities of ED (Bylaws § 8(1))

- Prime responsibility during the first three years after CNF is established: to raise additional capital for CNF
- Efficient and cost effective day-to-day management, including proper maintenance of CNF’s financial books and records
- Coordinating internal and external review of grant proposals, and ensuring that all grant proposals are submitted to Board in proper form
- Administering and monitoring grants
- Representing and promoting the CNF in dealings with government officials and the media
- Serving as effective team leader of CNF’s staff
- Participate in Board meetings in a non-voting capacity and perform the task of a Secretary of Board (Bylaws § 5(7))
- Otherwise assisting Board

(c) ED Power of Attorney—see 2.1.2(b) above

(d) Board to supervise ED

## **2.4 Duty of Confidentiality (Bylaws § 9)**

- It is the duty of the CNF Board and employees not to disclose non-public information, even after leaving the CNF (Bylaws § 9(1))
- It is their duty not to use non-public information for their own benefit or the benefit of a third party (Bylaws § 9(1))
- The CNF’s documents have to be returned if requested (Bylaws § 9(2))

## **2.5 Conflict of Interest (Articles § 9(7); Bylaws § 10)**

### 2.5.1 Definition (Bylaws § 10(1))

- (a) A “conflict of interest” exists whenever a CNF Board member or officer, directly or indirectly, is in a position to approve or influence decisions or actions of the CNF from which such Board member or officer would derive an individual economic benefit, or is affiliated with someone who would derive an economic benefit. For these purposes only, “Officers“ of the CNF includes all CNF employees.
- (b) A Board member or officer is deemed to be “affiliated” with an entity if such Board member or officer:
- Serves as a member of a governing body of the entity
  - Serves as an officer or employee of the entity
  - Has a material economic relationship with the entity or
  - If the person’s spouse, parent, sibling, child, or member of the immediate household, holds such a position or has such a relationship.

- (c) Service on the board of another not-for-profit entity does not constitute a conflict of interest.
- (d) A Board member or officer is deemed to be affiliated with an individual if such individual is a spouse, parent, sibling, child, or member of the immediate household of such individual or has a material economic relationship with such individual.

### 2.5.2 Proceeding

- (a) If a conflict of interest exists, immediate disclosure is necessary (Bylaws § 10(2))
- (b) The Board will decide as to the existence of a conflict of interest or an affiliation; the affected Board member will abide by the decision (Bylaws § 10(2))
- (c) If a conflict exists, the affected Board member or officer shall not participate in the decision-making or in any voting. The affected Board member may participate in any discussion regarding the Board member's exclusion.

No individual or entity with which a Board member or officer is affiliated shall receive any special consideration by the Board, and no Board member or officer shall attempt to influence other Board members or officers regarding matters before the Board in which they are interested, without first disclosing that interest to the full Board.

If any contract or grant is presented to the Board in which a Board member or officer has an interest, or is affiliated with a contract party, a committee composed of the non-interested Board members shall be formed to review, and approve or reject such contract or grant (Bylaws § 10(3)).

- (d) The Board may adopt additional policies on conflict of interest (Bylaws § 10(4))

## **3. FINANCIAL MANAGEMENT**

### **3.1 Administration of CNF's Assets (Articles § 4 and Bylaws § 12)**

#### 3.1.1 Duties of a prudent businessman apply (Articles § 4(2))

#### 3.1.2 Endowment capital

- The endowment capital is to be preserved (Civil Code § 80(2); Hessian Foundations Act § 5, 6(1); Articles § 4(3))
- Up to 10% can be used if necessary, and replenishment is possible within six years (Articles § 4(4))
- Apart from this, only income and capital appreciation can be used, including, consistent with a steady, market-oriented development of

the foundation's funding, in whole or in part, capital gains that it earns from investing the capital (Articles § 4(3), Bylaws § 12(1)a))

### 3.1.3 Assets in general

- Unless otherwise restricted or specified by a donor, CNF assets are to be administered as:
  - Endowment Fund
  - Sinking Fund (§ 4(5) sentence 2 Articles)
  - Revolving Fund
  - Pass-Through Fund
- The entire amount of any current use gifts (*Spenden*) must be spent promptly (within the year following the donation) and may not be reinvested

## **3.2 Investment of Capital**

### 3.2.1 Generally accepted principles:

- Endowment capital to be preserved (see above)
- Safe investment (diversification and avoidance of speculation)
- Proper and efficient administration
- Investments to yield returns

### 3.2.2 Requirements of organizational documents

- The CNF shall, through a transparent and competitive tender process and with the approval of a qualified majority of the Board, engage an internationally recognized investment advisor to advise and assist the Foundation in connection with its investments and the further engagement of investment managers (Bylaws § 13(1)).
- Investment objectives are to preserve capital and to earn a net total annual return of 5% over the long term (Bylaws § 14(1)).
- Investment policy to be adopted by Board to follow diversification (asset class [stocks, bonds, real estate etc.], country or geographical region, currency, industry or company) (Bylaws § 14(3))
- The investment advisor and investment managers must ensure risk control (Bylaws § 14(2))
- The calculation of the amount of investment return that can be spent each year is to be based on the average total annual rate of return earned over the last three years, unless otherwise determined by a qualified majority of the Board in consultation with the investment advisor (Bylaws § 13(2)).

### 3.2.3 Investment policy

The Board has adopted an investment policy which contains more detailed guidance on investments. Among other things it clarifies that the investment return objective of 5% as stated in the by-laws should be interpreted as 4% after inflation.

### **3.3 Budgeting**

- The ED will prepare an annual budget for submission to the Board. The budget will include a grants budget and budget for administrative expenses, as well as a budget for expected income. The grants budget will take account of earmarking and the hierarchy described below under 4.1(d).
- The Board, together with the ED and with input from the investment manager, is responsible for ensuring budget sustainability, taking into account the rates of return on the CNF's assets, global economic conditions, current and predicted rates of inflation, the CNF's committed and expected grants, and donations committed to the CNF. Bylaws § 8(2)
- The annual budget (financial plan) is to be adopted by Board by the end of March with a simple majority (Articles § 10(1); Bylaws § 6(2)(b)). Until the adoption of the new budget, the ED may authorize spending for administrative expenses on the basis of the amounts approved in the previous year's budget. Grant spending may proceed on the basis of approved grants.

### **3.4 Administrative Expenses**

All Euro amounts in this Section are stated in 2009 Euros and will be adjusted if necessary taking into account inflation or deflation. All provisions governing procedures for acquiring goods and services are subject to any more strict procedures agreed to by the CNF in any grant agreement with a CNF donor.

#### 3.4.1 Total administrative costs

- Principles of thrifty management should govern administrative costs (Articles § 10(1))
- The CNF's administrative costs may not exceed 15% of its total annual budget (grants plus administrative expenses), commencing at latest in the fourth year after it has been legally established (Bylaws § 8(5)).
- The ED is entitled to re-allocate cost items among budgeted administrative costs, subject to the specific limitations set forth below. Overall, the ED will not, without prior approval of the Board, permit spending for administrative costs in excess of the budget plus a contingency of 5%.

#### 3.4.2 Expenditures for equipment, supplies etc.

- To be contracted for by the ED or his delegate and can be authorized by the ED within the limit of the greater of (i) EUR 5,000 and (ii) the annual budget for equipment and supplies plus a contingency of 15%.
- The ED is to seek two or more offers for all expenditures for equipment and supplies in excess of EUR 2,000, and three or more offers for all such expenditures in excess of EUR 5,000. If possible, the offers shall be in writing and a record of such offers shall be kept.

### 3.4.3 Travel by ED

- The ED may engage expenses for his travel in accordance with his contract.
- The ED will seek to schedule his travel efficiently and prudently and will notify and seek approval of the Board if his travel expenses exceed budgeted amount by more than 15%.

### 3.4.4 Travel by staff other than ED

- Travel by other employees is to be approved by the ED
- This will include train and airplane travel in coach (second) class

### 3.4.5 Consulting services

- The ED is authorized to engage consultants.
- To the extent practicable, the ED will seek to identify annual consulting needs in advance and include budget for same as part of annual budget.
- The ED will not spend in excess of greater of (i) EUR 20,000 and (ii) 115% of the amount set forth in the annual budget for consultants without prior Board approval.
- If the amount to be paid in fees for the services in question in any given year exceeds EUR 5,000, the ED will develop terms of reference for such services and seek to ensure that the consultant operates within those terms of reference.
- For services where a competitive market exists (e.g., homepage development, legal services other than those offered on a pro bono basis, accounting and similar services), if the amount to be paid in fees for the services exceeds EUR 10,000 in any given year, the ED will seek more than one offer for such services to the extent practicable.
- If consulting fees paid to any single consultant in any given year are expected to exceed EUR 20,000, the terms of reference for such services shall be submitted to the Board prior to engagement of such consultant.
- The ED is authorized to reimburse the reasonable out-of-pocket expenditures of consultants.

### 3.4.6 Hiring of employees

The ED may hire employees consistent with the budget plus a contingency of 15%. The Board must approve the budget for any proposed new hire. If the total annual remuneration of an individual employee exceeds EUR 35,000, the terms of the agreement and the qualifications of the individual shall be submitted to the Board prior to signing.

#### **4. ACCOUNTING**

##### **4.1 The fiscal year is the calendar year (Bylaws § 1(3))**

##### **4.2 Maintenance and Content of Books**

Proper books shall be maintained as necessary to properly record and account for:

- (a) CNF assets, including:
  - Endowment capital, sinking funds and other contributions classified appropriately as unrestricted or dedicated to a particular country;
  - Gift commitments; and
  - Any tangible assets (equipment, etc.) owned by the CNF
- (b) CNF liabilities, including a schedule of committed grants showing in reasonable detail the scheduled date of disbursement
- (c) CNF revenues, including income on investments and gift commitments to cover operating expenses; and
- (d) CNF expenditures for grants under the following earmarking of funds hierarchy:
  - (1) Sinking Funds (Country Specific) (Articles § 4(5))
  - (2) Sinking Fund (Unrestricted) (Articles § 4(5))
  - (3) Endowment Earnings (Country Specific)
  - (4) Endowment Earnings (Unrestricted)
  - (5) Up to 10% of endowment (Articles § 4 (4))

On appropriate occasions (i.e. existence of other upcoming known uses for sinking fund monies), funds from source (3) or (4) can be used ahead of funds from sources (1) or (2).
- (e) CNF expenditures, including for salaries, travel, rent, consulting fees and other administrative expenses and similar operating items.

##### **4.3 Accounting Function**

For as long as the CNF does not employ an internal accountant for such purposes, it shall outsource its bookkeeping to an external service provider.

## **5. BANKING AND BANK ACCOUNTS**

### **5.1 Endowment/Investment Account(s)**

The CNF maintains one or more separate accounts for its endowment assets, sinking funds and other assets that are invested on a medium- to long-term basis (Endowment/Investment Account(s)). Assets available for expenditures for grants and administrative expenses are booked on different accounts (Operating Account and Disbursements Account). The signature of any two of the Chairman, the Vice Chairman, the Treasurer and the ED is required to transfer funds from the Endowment/Investment Account to the Operating Account or the Disbursements Account.

### **5.2. Operating Account**

The CNF maintains two different kinds of accounts for its operational expenses. One of such accounts is the so-called Operating Account. Grant funds provided to CNF to cover administrative expenses, income from endowment earnings or sinking funds allocated by the Board to cover such expenses or to be used for grants in the current period, and other funds intended to be available for current expenditure are held in CNF's Operating Account or sub-operating accounts. The Operating Account(s) hold(s) and invest(s) available funds on a short-term, money market basis pending expenditure.

Funds may be transferred from the Operating Account to the account of a grantee, to a sub-operating account in one of the core countries or to the Disbursements Account (see below) upon the signature of any two of the Chairman, the Vice Chairman, the Treasurer and the ED. Funds may also be transferred from the Operating Account to the Disbursements Account upon the signature of the ED, acting by his signature or telephonic order alone, in the amount of up to Euro 30,000 per month. Funds may be transferred from a sub-operating account in a core country to a grantee upon signature authority of the ED.

### **5.3. Disbursements Account**

The CNF maintains a second account for its operational expenses intended to be used for payment of its day to day expenditures, its so-called Disbursements Account.

The CNF's bookkeeper and tax advisor has authority to make transfers from the Disbursements Account to cover payroll and other administrative expenses previously authorized in writing by the ED. The ED has signature authority over the Disbursements Account (acting alone) for the purpose of doing so.

### **5.4. Petty Cash**

The CNF currently does not advance petty cash to its employees. Employees who advance personal funds for CNF expenditures are reimbursed against submission of appropriate documentation.

## **6. FINANCIAL STATEMENTS AND REPORTING**

### **6.1 Annual Financial Statements and Board's Annual Report**

- The ED is to assist the Board in preparing the annual financial statement (annual accounts with an overview of CNF's assets (*Jahresabrechnung*) with an asset statement and separated depiction of the reserves and a report on the fulfillment of the CNF's purpose (*Bericht über die Erfüllung des Stiftungszwecks*) (Hessian Foundations Act § 7 no. 2; Articles § 10(2)). The accounts shall be drawn up pursuant to the regulations set forth in the third volume of the German Commercial Code (*Handelsgesetzbuch*) for large corporations (§ 267(3) HGB), including explanatory notes (*Anhang*) except that no management report (*Lagebericht*) (§ 289 HGB) shall be required (Bylaws § 6(2)(c)). As such the accounts will include a balance sheet and an income statement and related notes.
- The Board is to approve the disposition of funds annually by resolution at a meeting following approval of the audit, with qualified majority (Articles § 9(4)).
- Financial Statements should accordingly be approved at a physical meeting of the Board by a Qualified Majority (Articles § 9(4)) to permit reporting as described below under "Reporting", by a resolution along the following lines:  
*Resolved, that the financial statements of the CNF for the year XXXX and the accompanying Bericht ueber die Erfuellung des Stiftungszwecks are hereby approved and the Executive Director is hereby directed to submit such documents to the foundation authority no later than May 31. The Board hereby approves the disposition of funds for the year XXXX reflected in the financial statements.*

### **6.2 Audit**

- (a) An external audit is to be undertaken by internationally recognized independent accountant (Articles § 10(3)). The audit is to cover:
- Audit of the annual accounts;
  - Continuing sustainability of the CNF's assets (Hessian Foundations Act § 12(3));
  - Conformity of CNF expenditures with the Articles (Hessian Foundations Act § 12(3)); and
- (b) External audits of the CNF's own offices and operations will be paid by the CNF as an administrative expense. Copies of the external auditors' report will be sent to appropriate German Government authorities, to donors to the CNF, and to the governments of the three core countries (Bylaws § 8(6)).

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### 6.3 Reporting

- On completion of the audit, the audited annual accounts and the report on the fulfillment of the CNF's purpose will be provided to the *Stiftungsaufsichtsbehörde* (Articles § 10(4)) within the applicable statutory time limit from time to time in force (Articles § 10(4)) (note: Hessian Foundations Act § 7 no. 2: requires submission by end September)
- The audited accounts (but not the auditors' report, unless agreed by the auditor) and the report on the fulfillment of CNF's purpose will also be made available on the CNF's homepage
- Tax filings are to be made with tax authority in accordance with the schedule set by the tax authority
- Approved grant applications will be published on the CNF's homepage

# **CNF OPERATIONS MANUAL**

## **Part II--Grant Making Operations**

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## **1. GENERAL PRINCIPLES GOVERNING GRANTSMAKING ACTIVITY**

### **1.1. CNF Purpose**

- The CNF provides grants to support essential management costs of Priority Protected Areas (“PPA”) in Armenia, Azerbaijan and Georgia, which are considered the three core countries of the Caucasus Ecoregion (Articles § 2; Bylaws § 15(1)-(2))
- It may also provide grants to neighboring countries possible but only under certain conditions (Bylaws § 15(3))
- Grants may not be awarded to support any activities in any PPA located in territory whose legal ownership or physical control is subject of dispute between any of three core countries, unless Ministries responsible for protected areas in each such country states in writing that it has no objection to such grants (Bylaws § 8(4))
- The CNF provides financial aid to government and non-governmental organizations for specific types of activities (Bylaws § 16(2)); it itself does not engage in management activities (Bylaws § 16)
- The CNF has a non-profit character (Articles § 3)
- No substantial part of the CNF’s activities shall be for propaganda or otherwise attempt to influence legislation. The CNF shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office (Bylaws § 8(7))

### **1.2. Grant Eligibility Criteria (Bylaws § 17)**

- The grant proposal must meet the general criteria specified by the Board and must be submitted by the Ministry responsible for environment and nature conservation in the country where the PPA is located;
- The PPA must have completed (or must be requesting a grant to complete) a management plan which satisfies all of the criteria established by the Board; and
- The Government of the country where the PPA is located (and/or other funding sources) must agree to provide at least 50% of the Essential Management Costs or PA Management Plan Development Costs of the PPA for which a grant is being requested. However, in cases of “*force majeure*” - unforeseeable events beyond the control of a government (such as a major earthquake or other emergency which severely depletes the government’s financial resources) - the Board may decide to reduce the required level of co-financing to less than 50%, upon approval by a qualified majority of the Board.

### **1.3. Funding Prioritization Criteria (Bylaws § 18(1))**

If the CNF does not have enough financial resources to support all of the PPAs for which qualifying proposals are submitted in a particular year, the Board will choose which PPAs to support based on the following criteria:

- (a) Irreplaceability - PPAs that contain globally threatened and restricted-range species. The most irreplaceable PPAs are those that contain the single most viable population and/or greatest genetic diversity of a target species (i.e., a species classified by IUCN's Red Book)
- (b) Representativity - PPAs that serve to ensure there is representation of the full spectrum of endemic species and habitats across the protected areas system of the ecoregion;
- (c) Urgency - PPAs that represent an immediate conservation opportunity and/or are experiencing severe threats to endemic and/or threatened species and their habitats;
- (d) Feasibility - PPAs that exist within a supportive local and regional context, i.e. that can demonstrate local community support; and
- (e) Regional importance - PPAs that promote and enhance overall implementation and effectiveness of the Ecoregional Conservation Plan.

## **2. GRANT PROPOSAL/APPROVAL PROCESS**

The Executive Director will:

- Consult with governments and local NGOs and other bodies to identify priority projects, apprising Board annually as part of budget process (see below), and more frequently if appropriate, of his recommendations.
- Solicit specific proposals from governments for the recommended projects, working with the governments as necessary to ensure conformity of proposal with Framework Agreement.
- Coordinate internal and external review of grant proposals and ensure submission to Board in proper form (Bylaws § 8(1))
- Include in annual budget submission to Board a grant-making budget including (i) a summary of any approved projects and projected grant-making under such projects in current and future years (ii) a summary of any projects likely to be proposed to Board in the coming year that are likely to require grant expenditure in the budget year or, to the extent foreseeable, in the following year.
- Present specific grant proposals to Board, either as part of the annual or a special meeting, for approval by simple majority. (Bylaws § 6(2))
- On approval the ED will notify the relevant government.

### **3. GRANT EXPENDITURE AUTHORIZATION**

- The ED is to administer grants (Bylaws § 8(1))
- The ED is to certify that:
  - (i) disbursement is pursuant to a grant approved by the Board, and
  - (ii) to his best knowledge, the disbursement conditions (included proper use of previously provided funds) contemplated by the relevant grant proposal and Framework Agreement are satisfied or have been waived by the Board.
- If the Board or ED determines this may not be the case, the Board or the ED may suspend further funding until corrective measures have been taken.
- Any grant funds unspent at the end of the grant period must be returned to the CNF (Bylaws § 8(3)d).
- If the Board or the ED determines that the funds have been misused, the grant recipient will be barred from receiving further funds from the CNF. The Board is obligated to claim any misused funds (Bylaws § 8(3)e)).

### **4. GRANT MONITORING AND REPORTING**

The ED will report on compliance with the terms of individual grants with the Board as part of the regular reporting process.

Grants will be made in principle on the basis of applications containing a management plan, an operational plan and a budget. Under the Framework Agreement (Annex E) and the individual Grant Agreements, the Ministry and/or the PA will provide annually:

- Updated operational plans and budgets,
- A progress report on the achievement operational, conservation and other goal contained in the management plan and the current year's operational plan
- Annual financial accounts

The ED shall be responsible for monitoring the grants for the CNF (Bylaws §8(1)). The Framework Agreement gives the CNF the right to monitor the use of funds provided by the grant as well as co-funding by the relevant government. As part of its monitoring process, the individual Grant Agreements will provide that the CNF may appoint:

- Independent auditor to audit the PA's annual financial accounts, and
- Technical auditors to monitor operational performance.