



Hydropower Sustainability Assessment Council

Charter

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1. Preamble

The Hydropower Sustainability Assessment Protocol (HSAP) is an assessment tool to measure and guide sustainable performance in the hydropower sector. The HSAP serves as a framework document informing the content of the derivative tools described below.

The Hydropower Sustainability Environmental Social and Governance Gap Analysis Tool (HESG) is an assessment tool to measure and guide sustainable performance. The HESG is based on the assessment framework of the HSAP, and provides an action plan to help project teams address any gaps against good practice.

The Hydropower Sustainability Guidelines on Good International Industry Practice (HGIIP) define the processes and outcomes that constitute good international industry practice in accordance with the HSAP definitions.

The HSAP, HESG and HGIIP constitute the suite of Hydropower Sustainability Tools. The Hydropower Sustainability Tools must remain consistent in content, and updates in each tool need to be reflected in all tools. The HSAP remains the standard-setting document for the sustainability assessment of hydropower projects.

Background

In 2004, the International Hydropower Association (IHA) produced and adopted the Hydropower Sustainability Guidelines. This work was accompanied in 2006 by a Sustainability Assessment Protocol. In 2008, a multi-stakeholder Hydropower Sustainability Assessment Forum was established to review and make recommendations to a revised version of this Protocol. The Forum comprised social and environmental NGOs (Oxfam, The Nature Conservancy, Transparency International, WWF); governments (China, Germany (observer), Iceland, Norway, Zambia); commercial and development banks (members of the Equator Principles Financial Institutions, The World Bank (observer)); and the hydropower sector, represented by IHA. The Forum process included field trials in 13 countries and included further stakeholder engagement involving 1,933 individuals in 28 countries. The Forum completed its work in 2010 and the revised version of the HSAP was subsequently adopted by IHA in November 2010.

In 2018, two derivative tools of the HSAP were developed: the HESG and HGIIP. The HESG is an assessment tool based on the framework of the HSAP, focusing on assessing basic good practice level on the environmental, social and governance topics. The HGIIP is a reference manual which expands on what is expected by the intent and basic good practice scoring statements of all topics covered in the HSAP.

With a view to encouraging the wide application of the Hydropower Sustainability Tools and reflecting the multi-stakeholder approach in their development, the Hydropower Sustainability Assessment Council (Council) was established with the mission to ensure multi-stakeholder input and confidence in the content. This document sets out the Charter for this Council.

2. Hydropower Sustainability Assessment Council (Council or HSAC)

2.1. Structure

- i) The Council is led by a governance committee – HSGC – the members of which are the chairs of the Council’s Chambers. The Chambers constitute the body of the Council. The Council also includes a Management Entity.

2.2. Objectives

- i) To encourage the wide application of the Hydropower Sustainability Tools; and,
- ii) To ensure multi-stakeholder input and confidence in the content quality and relevance.

2.3. Membership

- (i) The Council is a membership-based initiative.
- (ii) Membership of the Council is open but conditional on relevant experience, active engagement, and commitment to promoting sustainable hydropower.
- (iii) Membership is organised along voting Chambers, the composition of which is outlined in Section 4.

2.4. Modus operandi

- i) All members involved in the Council will operate with transparency, goodwill and by consensus. All members will inform themselves of and endeavour to apply basic principles of partnership, consensus building and conflict avoidance.
- ii) Members will recognise the importance of obtaining views of stakeholders beyond the Council where necessary, mindful of the need to be transparent, inclusive, balanced and non-discriminatory.
- iii) Members will recognise the importance of the diverse values, interests and knowledge of all parties involved, and accept that all members are accountable both to their constituencies and to other members of the Council.
- iv) Members will understand the healthy role that opposing viewpoints can play in moving towards agreement, and will use these as opportunities to build greater collective understanding and consensus.

2.5. Meetings

- (i) A biennial General Meeting of the Council will be held in conjunction with each IHA World Hydropower Congress.
- (ii) Should budgetary provisions and/or sponsoring be available, the Management Entity in consultation with the Governance Committee will determine whether the Council is able to meet outside the General Meeting on a more frequent basis.

3. Hydropower Sustainability Governance Committee (Committee or HSGC)

3.1. Objectives

The Committee’s objectives are to:

- (i) promote the wide use of the Hydropower Sustainability Tools; and,
- (ii) protect the integrity of and oversee any changes to the Tools, as defined below

3.2. Structure

- (i) The chairs and alternate chairs of all Council Chambers are the members of the Committee.

- (ii) Members of the Committee hold their positions for two years, with possible renewable periods.
- (iii) The Management Entity retains a non-voting, ex-officio seat on the Committee.
- (iv) The Committee shall select its own chair and vice chair by way of consensus by the committee.
- (v) The term of the chair is two years. A chair can serve a maximum of two terms. The Committee reviews chair's appointment within 6 months of the end of a term against the qualifications set out below in 3.6. If the Committee unanimously agree, the Committee can agree to extend the chair's term or award a third term.
- (vi) The term of the vice chair is two years. A vice chair can serve a maximum of two terms.
- (vii) The chair and vice chair are elected ad personam which implies that it is the person who is elected and not the member organisation employing / designating the person.
- (viii) The chair may be elected from outside the Committee.
- (ix) The Committee meets at least once yearly.
- (x) The Committee may conduct its meetings by way of teleconferences or webinar.
- (xi) The Committee may furthermore appoint two observer members, drawn from outside Council membership, for a maximum of two years but only until the next General Meeting.

3.3. Authority and responsibilities

The Governance Committee:

- (i) approves any modifications to the HSAP, and considers recommendations for changes to the Hydropower Sustainability Tools including the necessary consultations with the chambers;
- (ii) ensures that an appropriate mechanism to address comments or complaints is in place regarding any issue relating to the Hydropower Sustainability Tools or their use;
- (iii) considers and approves any translations of the Hydropower Sustainability Tools;
- (iv) decides on any revisions to the Terms and Conditions for Use of the Hydropower Sustainability Tools (T&C);
- (v) decides on the principles and approves the processes for accreditation of assessors (including any sanction or removal of accreditation licences);
- (vi) oversees that the Chambers comply with this Charter;
- (vii) reviews and comments on budget and any work plans with respect to overall strategic direction;
- (viii) receives a yearly report from the Management Entity on the implementation of the Hydropower Sustainability Tools summarising all official applications, and may request more frequent reports as needed;
- (ix) When funds are available, Governance Committee members' expenses will be reimbursed for activities directly related to the HSAP and HESG;
- (x) shall have the authority to convene working groups to assist with its responsibilities, as specified under Section 6;
- (xi) shall at all times act to ensure that the principles behind the creation of the Hydropower Sustainable Tools are upheld and their integrity is protected, and this will guide all their duties as set out in this Charter.

3.4. Meetings

- (i) Meetings of the Governance Committee may be called by:
 - a. Its chair; or
 - b. 50% of its members giving such notice to the chair.

- (ii) Calls for meetings are to be sent out via the Management Entity at least two weeks in advance for teleconference and/or webinar meetings and at least four weeks in advance for in-person meetings. All background information is to be sent out at least one week in advance.
- (iii) The Committee shall be deemed to have a quorum if more than two thirds of its voting members are present in person or online.
- (iv) The participants of the Committee do not defend their personal or organisational opinions, but are committed to representing the recommendations and/or decisions reached in their respective Chambers and to upholding the overall objectives of the Hydropower Sustainability Tools.
- (v) When required by the Chamber, when presenting recommendations and decisions emanating from their respective Chambers, the presenting Committee members shall indicate whether the particular recommendation or decision was reached by consensus or whether an alternate approval mechanism was invoked, as provided for in Section 4.8.
- (vi) If a Chamber has not addressed or taken action on a particular issue, then the Committee member will represent the general viewpoint of the Chamber to the best of his/her ability.
- (vii) The minutes of the meetings of the Governance Committee are made public on www.hydrosustainability.org.

3.5. Duties of the chair

- (i) The chair is responsible for guiding the Governance Committee in all decisions relating to the authority and responsibilities outlined in Section 3.3.(i). To that end,
 - a. The chair calls for a meeting of the Committee at least once yearly.
 - b. The chair liaises with the Management Entity to prepare meeting agendas in respect of the issues raised by the Chambers via their respective chairs, and in respect of issues ongoing from previous meetings.
 Unless a 'force majeure' reason so justifies, if the chair fails to attend any meeting of the Committee, either in-person or by teleconference, she or he is deemed to have de facto resigned from the chair position. In this case, the vice chair will automatically become interim chair until the Committee elects a new chair. The vice chair will be responsible for organising the selection of a new chair as soon as practicable.

3.6. Required qualifications

The Chair is expected to have the following background and skills:

- (i) significant international standing, ability to expand implementation and support for the Hydropower Sustainability Tools;
- (ii) understanding of the role of hydropower to deliver clean energy to limit the effects of climate change and meet people's basic needs for safely managed / clean water and affordable energy.
- (iii) commitment to the principle of achieving international good practice in hydropower sector as defined in the Tools – thus contributing to the achievement of SDG 6 and 7 and the Paris agreement 2015;
- (iv) experienced public speaker;
- (v) ability to carry the trust of all Chambers and HSGC members and liaise with a diverse group of stakeholders;
- (vi) ability to moderate meetings effectively and build consensus between Chambers;
- (vii) ability to act as mediator if necessary;
- (viii) no potential conflicts of interest;
- (ix) sufficient time to dedicate to the HSGC and liaise with the ME, and ability to respond quickly (around 1 day per month) through participation in up to three face-to-face meetings annually plus audio meetings (4-5 times a year);
- (x) fluent English (speaking and writing);

- (xi) easy, regular access to ICT tools.

3.7. Decision making

- (i) Each Chamber chair has a single equal vote.
- (ii) Decisions are sought to be taken by consensus within the Committee, with consensus being defined as the lack of sustained objection.
- (iii) If consensus cannot be reached during a third consecutive Committee meeting regarding a particular agenda item, then the following provisions shall apply:
 - a. Where the agenda item relates to changes to the Hydropower Sustainability Tools, or this Charter, the matter shall remain on the agenda until agreement is achieved.
 - b. Any agenda items not falling under Section 3.7.(iii) a. shall be decided by a vote of two thirds of the members present at a quorate meeting.
 - c. In the case of any decision taken by non-unanimous vote, the position of the dissenting members shall be recorded.
- (iv) Consecutive meetings to discuss the same matter in an effort to reach consensus shall be scheduled at least two weeks apart.

4. Chambers

4.1. Structure

- (i) The Council initially shall be composed of the following sectoral Chambers:
 - a. Hydropower consultants, contractors or equipment suppliers.
 - b. Hydropower operators or developers.
 - c. Environment or conservation organisations.
 - d. Social impacts, project affected communities, and indigenous peoples organisations.
 - e. Development, public or commercial banks, financial organisations, and private investors/ investment funds.
 - f. Emerging and developing economy country governments (as classified according to the most recent publicly-available International Monetary Fund World Economic Outlook).
 - g. Advanced economy country governments (as classified according to the most recent publicly-available International Monetary Fund World Economic Outlook).
 - h. This structure shall be reviewed and revised on an ongoing basis as provided in this document.
- (ii) Where an applicant is unable to identify an exact constituency within the Chambers listed in paragraph 4.1.(i), that applicant shall either, with the support of at least 5 other existing members, propose the creation of a new Chamber to the Governance Committee, or join the Chamber that most closely represents his or her functional area of expertise.
- (iii) It is recognised that to ensure proper stakeholder representation, membership in each Chamber should exceed a minimum threshold. The minimum threshold will be determined by the Committee and if necessary, the categorisation of Chambers will be reviewed.
- (iv) All questions of Chamber structure shall fall within the sole mandate of the Committee and shall be reviewed on a periodic basis.
- (v) Each Chamber elects a chair and an alternate. Chamber Chairs and alternates are elected for two-year renewable periods.
- (vi) Chambers are responsible for drafting their own *modus operandi* documents, the contents of which cannot contravene any clauses in the Council Charter. These documents must lay out procedures and rules for the election of chairs and alternates (with specific reference to Section 4.8).

4.2. Responsibilities

- (i) To represent their constituencies' interests in the Council.
- (ii) To act as the source of opinions and positions for their representatives on the Committee.
- (iii) To react to discussion papers and participate in teleconferences, webinars or in-person meetings to provide guidance to their representatives on the Committee.

4.3. Membership

- (i) To participate in a Chamber, members must be recognised as performing an activity directly relevant to their particular Chamber constituency and being engaged with hydropower.
- (ii) Any applicant can only be a member of one particular Chamber.
- (iii) Any applicant seeking formal membership in a Chamber shall:
 - a. Apply for formal membership in a Chamber. The application for formal membership shall contain a formal application letter clearly stating support for Charter and Council and accepting all provisions related to formal participation in the Chambers;
 - b. Conduct his or her affairs in a manner suitable to support and further the objectives and systems of the Council;
- (iv) Applications or nominations must be submitted to the Management Entity, which will then submit same to the Committee for a decision as to whether or not the applicant should be accepted. The Committee will have four weeks to query any suggestion of the Management Entity regarding acceptance of a candidate. Any Management Entity recommendation questioned by any member of the Committee will be discussed during the next Committee meeting for a formal decision.
- (v) The process described in Section 4.3.4 will be applied where a member wishes to change its membership from one Chamber to another.
- (vi) Membership shall not be unduly denied to any applicant but chamber chairs may suggest other affiliations.

4.4. Membership exclusion

- (i) A Chamber chair may recommend that a member be excluded for reason of repeated and demonstrated non-adherence to the membership principles listed in Section 4.3. Such a recommendation shall be forwarded to the Governance Committee with a majority of 50% of the Chamber members.
- (ii) The Governance Committee pronounces final membership exclusion with a vote of at least 80% of the quorum at the first meeting after receiving the recommendation.

4.5. Chamber meetings

- (i) Each Chamber meets at least twice a year, but is guided in this respect by Section 4.6.1(i) c.
- (ii) Chamber meetings can be in-person or by teleconferencing or webinar.
- (iii) Chamber meetings are called by the chair; or at the request of at least 25% of the Chamber members. Such requests shall be presented in writing, via email, to the chair.
- (iv) Chamber meetings are deemed to have a quorum if 50% of its members participate.
- (v) A Chamber meeting is official if:
 - a. a call for a meeting has been sent to all Chamber members at least two weeks in advance and that the background information is sent out at least one week in advance;
 - b. a quorum is reached; and,
 - c. a summary of meeting outcomes, recommendations and decisions has been sent to all Chamber members.

4.6. Duties of the Chamber chair

- (i) The chair serves as the main liaison between the Committee and the Chamber members. To that end, the chair:
 - a. Has the duty to actively engage, and timely inform and seek consultation with all chamber members on any issue relating to the Hydropower Sustainability Tools or their use;
 - b. Calls for and coordinates Chamber meetings, including developing meeting agendas;
 - c. Attends the Committee meetings as a voting member;
 - d. Calls for a meeting of the Chamber in advance of each meeting of the Governance Committee with the purpose of preparing reactions and suggestions related to specific agenda items;
 - e. Shares with the Chamber members all information distributed by the Management Entity in preparation of and as a result of Governance Committee meetings.
- (ii) Unless a 'force majeure' reason so justifies, if the chair fails to attend two meetings annually – any combination of Chamber meetings and/or Governance Committee meetings, either in-person or by teleconference – she or he is deemed to have de facto resigned from the chair position.

4.7. Duties of the alternate

- (i) The alternate:
 - a. Attends the Chamber meetings where possible.
 - b. Attends the Governance Committee meetings as a voting member in the absence of the chair.
 - c. Supports the chair in his or her duties.
 - d. Until a new chair is elected, assumes the position of interim chair if and when the chair resigns or has de facto resigned.

4.8. Chamber decision making

- (i) Decisions are taken by consensus within each Chamber, with consensus being defined as the lack of sustained opposition. If consensus is not reached after the first meeting, the chair shall create a document explaining the point of discussion and circulate this document to all members to request feedback.
- (ii) If a consensus cannot be reached during a third consecutive Chamber meeting regarding a particular agenda item, a decision may be reached, during the meeting, by a vote of two thirds of the quorum of the meeting. If a quorum is not reached during the third consecutive Chamber meeting to discuss a particular agenda item, a decision may be reached by way of email poll sent out to all Chamber members.
- (iii) Consecutive meetings to discuss the same matter in an effort to reach consensus shall be scheduled at least two weeks apart.
- (iv) Written comments provided by members on an agenda item to their respective chair prior to a Chamber meeting shall be shared with the entire Chamber.
- (v) Members who believe that their opinions have not been sufficiently heard or heeded, may use the Direct Consultation Process as outlined below.

5. Management Entity

5.1. Structure

- (i) The Management Entity is organised under the auspices of IHA Sustainability Ltd and is led by the Chief Executive Officer of IHA Sustainability Ltd.
- (ii) Regular staff members of the Management Entity are members of the staff of IHA Sustainability Ltd.
- (iii) The Management Entity function will be contained within the offices of IHA Sustainability Ltd.
- (iv) The situation shall be reviewed every four years.

5.2. Authority and responsibilities

- (i) The Management Entity:
 - a. serves the function of secretariat for the Committee;
 - b. ensures implementation of the Hydropower Sustainability Tools;
 - c. ensures that assessments constitute appropriate applications of the HSAP and HESG;
 - d. manages the day-to-day operations relating to the Hydropower Sustainability Tools;
 - e. is responsible for the financial aspects of the Hydropower Sustainability Tools, and all risk associated with their management;
 - f. re-invests surpluses to encourage the wide application of the Hydropower Sustainability Tools through the vehicle of IHA Sustainability Ltd;
 - g. ensures compliance with the Terms and Conditions;
 - h. oversees all training and accreditation in the use of the Hydropower Sustainability Tools and ensures that all training materials are developed and implemented in accordance with the Tools.
 - i. manages translations of the Hydropower Sustainability Tools.
 - j. fulfils all the functions and duties assigned to it in this Charter and in the Hydropower Sustainability Tools in an impartial manner;
 - k. prepares and executes decisions by the Committee in accordance with this Charter; and,
 - l. proposes Committee meetings if it deems it necessary.
- (ii) Reporting responsibility on any matters falling under the ambit of Section 5.2.(i) is from the Management Entity directly to the Committee.
- (iii) On significant issues such as changes to the HSAP, the Management Entity will consult the Council.
- (iv) The Committee may consult with the Management Entity from time to time with regard to its function as secretariat.

6. Working Groups

- 6.1. As occasionally proposed by the Committee, the Management Entity shall create Working Groups (WGs) to address topics of specific interest.
- 6.2. The Committee will also determine the structure and characteristics of the WGs and individuals to serve in them.
- 6.3. Participation in a WG is on an 'ad persona' basis and does not require or imply the organisation employing the individual to be a member of a Chamber.
- 6.4. A WG is active as long as required to complete its agreed-upon task. Upon completion of the agreed-upon task, the WG is dissolved.
- 6.5. Participation in a WG does not imply any right to financial compensation.

7. Direct Consultation Process

- 7.1. Any member of any Chamber may invoke the Direct Consultation Process if he or she believes that his or her opinions have not been sufficiently heard or heeded.
- 7.2. In such situations, any member may bring the matter to the attention of the Governance Committee Chair. In doing so, the member shall provide a written statement as to the problem at hand, along with a proposal as to a reasonable and constructive resolution of the matter.
- 7.3. In turn, the Committee Chair will consult with the Chamber chair to seek a resolution of the matter compatible with the Chamber decision making process. If this is not possible, the Committee Chair will bring the matter to the attention of the Committee for its consideration during its next meeting
- 7.4. The Committee may furthermore in the event of a dispute under paragraph 5.2.3, consult with the IHA Board, with a view to resolving the dispute.