



REPUBLIC OF VANUATU
DEPARTMENT OF CLIMATE CHANGE
Ministry of Climate Change and Natural Disasters
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All correspondents directed to the Director

Terms of Reference

Local Consultant – Loss and Damage Fund Governance Structure and Establishment of the Board.

Activity 2.6: Loss and Damage Fund Governance Structure and Establishment of the Board.

This person will be responsible for the development of the Loss and Damage Fund Governance Structure and Establishment of the Board for the Loss and Damage Fund Mechanism for Vanuatu and will work closely with the L&D Project team and the LDWG.

Project Title: Vanuatu Loss and Damage Fund Development Project

Location: Port Vila, Vanuatu

Duration: 20 days

Start Date: TBD

Reporting to: Project Manager, Department of Climate Change (DoCC), Ministry of Climate Change (MoCC), Government of Vanuatu

Funding Support from: Ministry of Foreign Affairs and Trade (MFAT), Government of New Zealand

Background

Although it contributes just 0.0016% of global greenhouse gas (GHG) emissions, Vanuatu is already experiencing the devastating effects of climate change manifested as Loss and Damage (L&D). Vanuatu suffers irrecoverable L&D from climate change events on an annual basis, both through extreme and slow-onset events. Highly exposed to damaging cyclones, such events have led to financial losses in the billions of US Dollars. Single events can result in catastrophic and sustained impacts, for example, Cyclone Pam (2015), Cyclone Harold (2020), and Cyclones Kevin and Judy (2023) each led to losses of more than 500 million USD, which equates to more than 60% of the nation's GDP. Slow-onset events such as sea level rise, ocean acidification, and salinisation of productive land are leading to further losses. These include non-economic losses and damages (NELD) such as the irretrievable loss of culture, indigenous language and identity, human rights, health and wellbeing, biodiversity, and ecosystems.

The challenge for Vanuatu, like many highly vulnerable Small Island Developing States (SIDS), is that the international recognition of L&D rapidly needs to turn into meaningful investments on the ground; talk needs to turn into action. Establishing a financial mechanism that can attract and manage L&D finance and disperse it to those most in need can play a critical role in facilitating practical projects which address L&D. Such a mechanism requires sound governance, robust systems and processes (including financial management) reinforced by enhanced capacity, increased awareness of L&D, and effective Monitoring, Evaluation, Reporting and Learning (MERL).

The Government of New Zealand has committed NZD 4 million to support the “Vanuatu Loss and Damage Fund Development Project” to enable Vanuatu to become ‘investment ready’ to most effectively absorb international L&D funding arrangements into national systems, and then programme and disperse finance in bottom-up and locally appropriate modalities. The MFAT funding will be used to design an L&D Fund Mechanism and enhance capacity, but will also provide seed funding to get projects started and thus attract further investment.

Establishing a National L&D Fund Mechanism, L&D can be addressed in locally appropriate ways; an agile and responsive financial mechanism would provide easy access to communities and institutions. The Fund will be situated within a broader national climate finance architecture, and the project will help the Government of Vanuatu to work towards a more integrated approach to community-level climate change responses. The Fund can also facilitate effective learning and the rapid scale-up of effective strategies.

About the Role

Under the leadership of the L&D Fund Project Manager, the consultant will play a key facilitating and technical support role in the development of the Loss and Damage Fund Governance Structure and Establishment of the Board for the Loss and Damage Fund by implementing Activity 2.6: Loss and Damage Fund Governance Structure and Establishment of the Board for the Loss and Damage Fund Mechanism.

The consultant will contribute local knowledge, ensure alignment with national systems, and support stakeholder engagement across all levels of government. The consultant will work closely with the project team, climate finance working group of NAB, and the L&D Technical Working Group to ensure the L&D Fund is contextually appropriate, legally sound, and operationally feasible.

The objective of this assignment is to establish the governance structure of the L&D Fund and support the formal creation and operationalisation of the Fund Board, in line with the L&D Fund Design Report and relevant legislative and policy frameworks.

Scope of Services

The consultant will undertake the following tasks:

1. Governance Framework Finalisation
 - Review the governance arrangements proposed in the L&D Fund Design Report.
 - Validate roles, responsibilities, and reporting lines of key governance bodies, including the Board, management entity, and any advisory or technical committees.
 - Ensure alignment with national climate governance arrangements and public financial management systems.
2. Board Structure and Composition
 - Define the composition, size, and tenure of the L&D Fund Board.
 - Develop eligibility criteria, skills mix, and representation requirements (including gender and stakeholder balance).
 - Define procedures for appointment, rotation, and removal of Board members.
3. Board Roles, Functions, and Procedures
 - Develop clear roles and responsibilities for the Board, including strategic oversight, fiduciary responsibility, risk management, and accountability.
 - Establish Board decision-making processes, quorum requirements, conflict of interest provisions, and ethical standards.
 - Define Board meeting frequency, sitting fees, and allowances in line with national guidelines.
4. Governance Policies and Instruments
 - Draft or support the finalisation of key governance instruments, including:
 - Board Terms of Reference
 - Board Code of Conduct
 - Conflict of Interest Policy
 - Delegation of Authority framework
 - Ensure consistency with the Fund Design Report, Business Plan, and legislative requirements.
5. Consultation and Validation
 - Facilitate consultations with the MFAT-funded Vanuatu L&D Fund Development Project team, the National Advisory Board on Climate Change (NAB), and relevant government stakeholders.
 - Support validation of the proposed governance structure and Board arrangements.
6. Establishment and Operationalisation of the Board
 - Support the formal establishment of the L&D Fund Board, including appointment processes and induction planning.
 - Develop an initial Board workplan aligned with Fund priorities and phased operationalisation.
 - Provide guidance on Board secretariat functions and reporting arrangements.

Deliverables

The consultant will deliver:

1. Finalised L&D Fund governance structure and framework.
2. Board composition and appointment guidelines.

3. Board Terms of Reference and associated governance policies.
4. Support to the formal establishment and induction of the L&D Fund Board.
5. Brief operational note outlining Board meeting arrangements and costs from Year 2.
6. Final report of the consultation work.
7. Workshop for presenting the final report.

Selection Criteria

Essential Experience and Knowledge:

- Advanced degree in law, governance development, project management, or a related field.
- At least 7 years of experience managing complex, multi-stakeholder projects, preferably in Small Island Developing States (SIDS).
- Expertise in governance design and board establishment for public or climate finance funds.
- Knowledge of fiduciary oversight, risk management, and accountability frameworks.
- Familiarity with Vanuatu's institutional and governance context.
- Strong facilitation and stakeholder engagement skills.
- Familiarity with climate change governance and loss and damage frameworks.
- Demonstrated knowledge of international and national climate frameworks, including the Paris Agreement and the UNFCCC.
- Experience with the Multilateral Development Bank or the Multilateral Climate Fund. Management, e.g., ADB, World Bank, Fund for Responding to Loss and Damage (FRLD), Global Environment Facility, or the Green Climate Fund.
- Proven ability to integrate GEDSI principles into project design and implementation.

Desirable:

- Familiarity with Vanuatu's institutional and governance context, climate policies and governance structures.
- Experience working in the Pacific region or similar contexts.
- Ability to speak Bislama.

Duration

The duration of the contract is 20 Days, commencing in Q2 2026 and Q3 2026.

Expression of Interest (EOI) Submission Requirements

Interested applicants should submit:

- Updated Curriculum Vitae (CV)
- Cover letter outlining approach and motivation
- Copies of qualifications
- Sample of previous work (or report)
- Valid Referee contact information (3)

Submit all soft copies of your EOI to thendricks@vanuatu.gov.vu cc bmaltera@vanuatu.gov.vu. The subject line of the email should be “**L&D Fund Governance Consultant**”. Address all correspondence to the Project Manager, Ministry of Climate Change Adaptation.

Other Information

Consulting Services Budget: **VUV 2,000,000**

Date Published: **11-March-2026** Deadline of Expression of Interest: **25-March-2026, 05:00 PM**