ANNEX 1
TERMS OF REFERENCE (TOR) FOR RIALA ESTABLISHMENT

REGIONAL INDUSTRY ALLIANCE IN LATIN AMERICA FOR MARITIME DECARBONIZATION (RIALA)

Terms of Reference (ToR)

1. Background and Context

The Regional Industry Alliance for Latin America (RIALA) is established as a regional, industry-driven collaboration platform designed to support the decarbonization of maritime transport and the transition toward low-emission shipping across Latin America. The Alliance brings together key stakeholders from the maritime sector, including maritime administrations, port authorities, shipowners, energy providers, technology developers, academia, financial institutions, shipyards, and industry associations, to strengthen technical coordination, accelerate pilot initiatives, facilitate access to financing pathways, and promote applied research and innovation. Anchored institutionally by MTCC-LA in its role as Secretariat, RIALA contributes to advancing regional implementation of the International Maritime Organization (IMO) 2023 GHG Strategy, supporting National Action Plans, and fostering structured cooperation aligned with global climate commitments and the Sustainable Development Goals.

2. Objectives of RIALA

- Promote the uptake of energy efficiency technologies and operational measures in the maritime sector.
- Foster the adoption and development of alternative fuels in Latin America.
- Strengthen cooperation among ports, shipowners, fuel suppliers, academia, and technology providers.
- Facilitate knowledge-sharing, capacity building, and joint actions in support of 2023 IMO GHG Strategy goals and other global regulatory frameworks.
- Act as a platform for public-private collaboration and regional dialogue on sustainable maritime practices.

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3. Structure and Governance

The governance and institutional structure presented in this section is intended as a proposed reference model to guide the initial establishment of RIALA. Final governance arrangements, including institutional bodies, membership composition, roles, decision-making procedures, workstreams, reporting mechanisms, and funding approaches will be

reviewed, endorsed, and adopted by RIALA members through the Steering Committee once the Alliance is formally constituted. During the GMN Phase II establishment period, MTCC-LA will act as Secretariat, facilitating coordination and administrative support; however, strategic direction, decision-making, and implementation leadership will rest with the RIALA membership.

RIALA will operate under a structured, transparent, and multi-tier governance framework designed to ensure strategic coherence, technical credibility, operational efficiency.

The governance architecture is composed of four interrelated layers: Secretariat – MTCC-LA, Steering Committee, Technical Advisory Board and Thematic Workstreams and Workstream Leads. This layered structure ensures balanced representation between public and private sector actors while preserving technical rigor and accountability.

GOVERNANCE BODY	CORE RESPONSIBILITIES	ACCOUNTABILITY
Secretariat (MTCC-LA)	Establishment phase: convening & administration; strategic coordination; stakeholder engagement & communications; meeting scheduling & records; IMO (GMN) liaison.	Reports to IMO (GMN II) on establishment outputs; operationally accountable to the SC for process delivery.
Steering Committee	Member-elected governing body; sets strategic direction & prioritiess; adopts/updates ToR; approves the annual workplan and any member-contribution budget; establishes/closes workstreams; endorses/recognizes member-led pilots and publications; approves the annual progress summary. Accountable to the RIALA membership; instructs and oversees the Secretariat.	Accountable to the RIALA membership; instructs and oversees the Secretariat.
Technical Advisory Board (TAB)	Independent advisory panel providing technical validation and quality assurance; Reviews pilot concepts, and methodologies; recommends KPIs, data and reporting standards; identifies risks (safety, environmental, social) and mitigation options; IMO alignment; advisory input to the Steering Committee.	Advisory to the Steering Committee
Workstream Leads	Implementation of thematic priorities; co-designs the workstream plan and deliverables; mobilizes partners and resources; designs and implements activities and pilots; manages schedule/scope/risks; ensures compliance with data, reporting, and	Reports to Steering Committee (via Secretariat)

	safety standards; Submits KPI data and outputs; coordinates with the Secretariat (process) and TAB (technical review). Reports to the Steering Committee (via the Secretariat) on progress, risks, and results.	

Proposed Workstreams Governance

RIALA would operate through five (5) thematic Workstreams focused on priority shipping decarbonization areas: Energy Efficiency Technologies, Alternative Fuels, Ship-Port Interface Optimization, Digital Innovation & Data, and Sustainable Finance Mechanisms. Each Workstream will have:

- A designated Lead Organization (Active Member)
- Defined annual objectives
- Measurable deliverables
- Reporting obligations to the Secretariat

This decentralized but coordinated approach ensures operational agility while maintaining strategic coherence.

WORKSTREAM	FOCUS AREA	LEAD ORGANIZATION (TBC)
WS1	Energy Efficiency Technologies	Industry Member
WS2	Alternative Fuels	Industry Member
WS3	Ship-Port Interface Optimization	Industry Member
WS4	Digital Innovation & Data	Technology Partner
WS5	Finance & Investment Mechanisms	Financial Institution

To ensure targeted technical focus and foster active Member participation, Workstreams will be established around specific areas of maritime decarbonization, such as energy efficiency technologies, alternative fuels, ship-port interface improvements, and digital innovation. Each Workstream will be coordinated by a Lead Member Organization, which will be selected based on technical expertise, leadership capacity, and commitment to the objectives of RIALA. Workstreams will be open to all interested Members and will operate in a collaborative manner, with joint planning and co-development of tools, studies, and initiatives. Decisions on activities and deliverables within each Workstream will be made collectively by participating Members, under the facilitation of the Secretariat.

RIALA will implement a structured programme of collaborative activities to support the transition toward low-carbon and energy-efficient maritime operations across Latin America. These activities will be organized through thematic workstreams established and prioritized by the Membership in accordance with the Alliance's Terms of Reference.

Within this framework, RIALA will facilitate technical dialogue through expert roundtables, workshops, and stakeholder consultations aimed at promoting knowledge exchange, identifying regional priorities, and supporting the uptake of emerging technologies and operational practices relevant to maritime decarbonization.

The Alliance will also support the development of guidance materials, technical studies, and regional assessments on alternative fuels, energy-efficiency solutions, and enabling infrastructure, contributing to evidence-based decision-making and coordinated regional action.

Where appropriate, Members may identify and promote pilot initiatives and demonstration activities to advance practical implementation and replicable solutions across the region.

RIALA will further promote engagement with maritime administrations, industry stakeholders, financial institutions, and international partners to strengthen policy alignment, mobilize technical cooperation, and support the integration of decarbonization priorities into national and regional maritime strategies.

The scope, prioritization, and implementation of activities will be determined by the Membership through the Steering Committee, with the Secretariat supporting coordination, facilitation, and delivery in accordance with the agreed governance framework.

4. Role of the RIALA Secretariat

The RIALA Secretariat, hosted by MTCC-LA, serves as the coordinating and facilitating body of the RIALA. In line with member-driven governance principles, decision-making authority rests with the Alliance membership through the Steering Committee or other governance bodies established under the Terms of Reference (ToR). Within this framework, the Secretariat supports the effective functioning, continuity, and implementation of the Alliance's activities by coordinating processes, facilitating stakeholder engagement, and ensuring alignment with the strategic objectives agreed by Members.

The Secretariat ensures that RIALA initiatives are implemented in a structured and transparent manner and contribute to the Alliance's core objective: fostering regional collaboration among maritime stakeholders to accelerate the adoption of energy-efficient practices and support the decarbonization of maritime transport in Latin America.

The Secretariat will assume the following core responsibilities:

- Facilitate the identification and formulation of strategic priorities for consideration by Members.
- Coordinate the preparation and consolidation of draft annual work plans and project proposals for Member review and endorsement.
- Support the implementation and monitoring of approved activities and deliverables.

- Serve as liaison with the IMO and other relevant international and regional organizations.
- Coordinate stakeholder engagement and communications across the Alliance.
- Provide administrative and technical support for meetings, events, and capacity-building activities.
- Maintain records, reporting processes, and documentation related to RIALA operations.
- Support the operationalization of governance arrangements as defined and endorsed by Members through the ToR.

5. Membership

Membership is open to maritime industry stakeholders operating in or serving the Latin American region, including:

- Shipowners and operators.
- Port authorities and terminal operators.
- Fuel suppliers and bunkering companies.
- Maritime technology developers and service providers.
- Classification societies and consultants.
- Financial institutions and investment funds
- Shipyards and maritime equipment manufacturers
- Academia / Research Centers
- Technology providers

Member Commitments and Contributions

RIALA's sustainability model integrates diversified revenue streams including membership fees, technical consultancy services, project-based grants, multilateral funding, and strategic partnerships.

- ✓ Minimum 20–24 in-kind technical expertise days/year
- ✓ Voluntary financial contribution (USD 1,000 up to 20,000 per year)
- ✓ Participation in workstreams
- ✓ Contribution to pilot initiatives

CATEGORY	ELIGIBLE ENTITIES	COMMITMENTS
Founding Members	Shipowners, Port Operators, Energy Providers, Technology Providers, Shipyards, Financial Institutions	Participation in governance; Technical contribution; Pilot engagement
General Members	Maritime Administrations, Port Authorities, Academia, Classification Societies	Workstream participation; Reporting cooperation
Associate Members	NGOs, International Organizations	Technical collaboration; Knowledge exchange

Members are expected to demonstrate a strong commitment to maritime decarbonization and contribute both technically and, where feasible, financially to RIALA activities. Member contributions may include provision of expertise, participation in meetings and working groups, and support for pilot projects.

Academic institutions and public-sector entities may be invited to participate in specific workstreams but are not eligible for formal membership.

Potential Additional Funding source:

- Grants and External Funding:
  - Seek funding from government agencies, foundations, and other funding sources.
- Project-based funding:
  - Secure funding for specific projects and initiatives from members or external sources.

6. Reporting and Communication

RIALA is committed to maintaining transparent, consistent, and impactful communication with its members. Periodic updates on RIALA activities, outcomes, and progress will be channeled through the MTCC-LA (Secretariat) and reported to relevant bodies such as IMO, including the Technical Cooperation Committee (TC) and Marine Environment Protection Committee (MEPC), (as part of the broader framework of the GMN Phase II Project).

At the regional level, RIALA will disseminate outcomes and knowledge products through newsletters, thematic bulletins, industry conferences, and the GMN digital platforms, ensuring broad visibility and stakeholder engagement. These channels will be used not only to showcase achievements but also to promote upcoming opportunities for collaboration and participation.

In addition, the Secretariat will compile and circulate an Annual Report, highlighting key deliverables, lessons learned, milestones reached, and strategic priorities for the coming year. This report will serve as an accountability tool and a reference point for Members, partners, and external audiences, reinforcing RIALA's role as a leading platform for low-carbon maritime innovation in Latin America.

7. Implementation and Review

These ToR will be formally adopted during the inaugural meeting of RIALA Members and will serve as the guiding framework for the governance, operations, and collaborative efforts of the Alliance. To ensure their continued relevance and effectiveness, the ToR will be reviewed on an annual basis by the Secretariat, in consultation with Members.

Revisions or updates may be proposed to reflect emerging technologies, shifting regional and global priorities, industry developments, or lessons learned from the implementation of RIALA's activities. Any amendments will be discussed and validated through a

consensus-based approach, ensuring that the evolving needs of the maritime sector in Latin America are consistently addressed.

8. Proposed Legal Structure – Long-Term Consideration

While RIALA will initially operate under the governance and administrative framework of MTCC-LA during 2026 and 2027, a future legal institutionalization may be considered based on preliminary consultations regarding the establishment of a Non-Profit Organization (NPO) or Foundation model.
The creation of a dedicated legal entity may:

- Enable broader fundraising and grant eligibility
- Facilitate multi-donor project management
- Enhance contractual autonomy
- Strengthen long-term institutional sustainability
- Increase eligibility for climate finance instruments

An assessment and consultation will be conducted during the 2026 and 2027, evaluating governance implications, fiduciary requirements, and financial sustainability scenarios. Until such institutional transition is formally approved, RIALA will remain under MTCC-LA governance, ensuring full compliance with GMN Phase II Project reporting and accountability standards.

9. Proposed Accountability and Transparency Framework

RIALA will implement:

- Annual external financial review (where applicable)
- Performance-based KPI tracking
- Transparent membership contribution registry
- Public summary reports
- Conflict-of-interest policies
- Endorse pilot project selection
- Validate budget frameworks
- Monitor performance and impact

10. Risk Management and Mitigation

RIALA will implement a structured risk matrix addressing financial risks, regulatory changes, stakeholder misalignment, and implementation delays. Quarterly monitoring mechanisms will ensure adaptive management.

RISK	IMPACT	MITIGATION STRATEGY
Stakeholder disengagement	Medium	Clear value proposition; structured communication; visible pilot results
Funding gaps	High	Diversified revenue model; blended finance; membership contributions
Regulatory fragmentation	Medium	Policy dialogue through Workstreams
Data/reporting inconsistency	Medium	Harmonized templates; digital tools
Governance disputes	Low–Medium	Clear ToR and structured decision mechanisms