REPORT OF THE GOVERNANCE WORKING GROUP
For Decision

1. PURPOSE

1.1 The purpose of this paper is to:

a. update the Board of Directors (the "Board") on the deliberations of the Governance Working Group (the "GWG") since its establishment in November 2012; and

b. provide to the Board the recommendations of the GWG in the following areas:

- Board size/composition issues (see paragraph 4.6.7);
- Improving decision-making and oversight by the Board through the establishment of new committees (see paragraph 4.7.12); and
- Rationalizing the Chair/CEO roles and launch of the new Chair selection process (see paragraph 4.8.5 and 4.8.8).

1.2 This paper contains the following annexes:

Annex 1: Terms of Reference of the GWG

Annex 2: Summary of the Board survey results (separate document)

Annex 3: Pros and Cons of Adding New Seats

Annex 4: List of Decisions Taken Outside of Face-To-Face Meetings since July 2011

Annex 5: GPE Committees and Working Groups, January 2011-March 2013

Annex 6: Preliminary Options for Committee Membership

Annex 7: Terms of Reference for the Chair

2. BACKGROUND

Establishment of the GWG

2.1 The Board requested the Chair to establish the GWG at its last face-to-face meeting on 19-20 November 2012 in Paris, France. The Board's decision to establish the GWG was the outcome of its discussion of the possibility of adding an additional developing country seat on the Board for Africa.[1]

Terms of Reference

2.2 The terms of reference of the GWG were developed on the basis of the Board decision (quoted in the final terms of reference) and were circulated to the Board for comment in mid-December 2012 with a due date of 7 January 2013. The final terms of reference (sent to the Board on 31 January 2013) are attached as **Annex 1** and include information on the membership of the GWG.

GWG Chair

2.3 The GWG Chair, Paul Fife (Norway) has served extraordinarily well in his role. Unfortunately, due to reasons previously communicated to the Board, he has been unable to serve since early April 2013. The GWG wishes Paul a speedy recovery and welcomes his return as soon as he is able. The GWG also extends its appreciation to Peter Colenso (Children's Investment Fund Foundation) for stepping in as interim chair in Paul's absence and providing excellent leadership.

GWG Meetings and Work

2.4 The first meeting of the GWG was held on 23 January 2013 via audio-conference, to review the Board's comments on the terms of reference, finalize them, and design a Board survey, as called for in the terms of reference.

2.5 The Board survey was distributed on 8 February 2013, in English and French, and closed on 22 February 2013. A summary of the results of the survey is in **Annex 2** (separate document).

[1] See paper on constituency options: http://www.globalpartnership.org/media/Board/Paris-2012/GPE_BoardofDirectors_November2012_DOC_10_ConstituenciesOptions.pdf and the Board meeting report at http://www.globalpartnership.org/media/Board/Paris-2012/Paris2012_Report.pdf (in particular, section 10).

2.6 The second meeting of the GWG was held on 11 March 2013 via audio-conference, to review the input from the Board survey and plan the agenda for the then upcoming face-to face meeting.

2.7 The third meeting of the GWG was held in London, United Kingdom, on 25-26 March 2013. The outcome of that meeting, as well as two follow-up audio-conferences held on 12 April and 23 April 2013, is included in this paper.

3. CONTEXT AND RELATED ISSUES

Context

3.1 In undertaking its work, the GWG considered the challenges and opportunities facing the Global Partnership, including:

- the success of the Global Partnership of attracting more developing country partners to join, which increases the inclusiveness of the partnership, but also imposes a challenge on their constituencies to operate effectively, and ultimately, on the possible size of the Board;
- the constituency-based model was established only two years ago, with lessons still being learned, but good progress with improving performance;
- the need for the Board to maintain its multi-stakeholder nature so that the Global Partnership can act as a coordinating and convening body of all development actors working in education — however, the role of certain actors, including the private sector and private foundations, emerging donors and middle-income countries, remains somewhat unclear;
- the need for the Board to focus on the strategic direction of the partnership in order to meet the current and post-2015 challenges: the Global Partnership should continue to raise its profile to be the pre-eminent international education partnership without challenge from new mechanisms;
- the need for the Board to pay more attention to: (i) acting as an effective steward of international aid moneys, including ensuring value for money; and (ii) the results of its programs; this needs to be addressed quickly due to the upcoming replenishment and continuing resource mobilization efforts;
- the desire for the increased use of innovation in the delivery of education services;

- the appointment of the new Chief Executive Officer, which presents an opportunity to: (i) strengthen the Secretariat; and (ii) rationalize the relationship between the Secretariat and the Chair, the Board as a whole, and the World Bank as its hosting agency; and
- the substantial workload of the Financial Advisory Committee ("FAC").

Board Survey

3.2 The GWG noted that the feedback from the Board survey (**Annex 2**) was reserved, which may suggest some governance "reform fatigue" amongst those who have been involved with the Global Partnership for a number of years. However, while the response rate to the survey was good, it was not universal. The GWG viewed the survey as an important input rather than as "instructions" from the Board. Given the context described above, the GWG believes that there is a critical opportunity to improve the governance mechanism now, which should not be missed.

Evans Report and "Status Quo Plus"

3.3 Due to the inter-linkages between the work of the GWG on the governance system in general and the hosting relationship with the World Bank, the CEO provided an update to the follow up to the Evans Review and the "Status Quo Plus" implementation plan.[2]

3.4 The CEO reported that one of her most important priorities was the improvement of the relationship between the Global Partnership and the World Bank, including, but not limited to the hosting arrangements. The CEO noted that under the leadership of its new President, the World Bank was potentially more receptive to being more flexible in its approach to working with global programs and trust funds, including the Global Partnership. A consultant has been hired to work closely with the CEO to lead the process of improving and "re-setting" the relationship, including entering into a written memorandum of understanding with the World Bank on improvements to the administrative arrangements, which is planned to be entered into by the end of 2013. The GWG emphasized the importance of this work for improving the governance of the Global Partnership and encourages the full support of the Board to the CEO in taking forward these negotiations at the highest level in the World Bank over the coming

[2]See http://www.globalpartnership.org/media/docs/board/meetings/121009_GPE_Board_of_Directors_Hosting_Review_October_12_EN.pdf

months. An update on this work will be included in the CEO's report to the Board at the face-to-face meeting on 21-22 May 2013.

Country-Level Governance

3.5 The GWG, prior to discussing its recommendations on global governance, noted the importance of looking at the governance of the partnership as a whole, and, in particular, at the local level. The GWG notes that the Strategic Plan Implementation Plan includes many important actions that will work towards improving the functioning of the Local Education Groups and looks forward to seeing progress in that area.

4. GWG RECOMMENDATIONS

Guiding Principles

4.1 The GWG agreed that the following principles would guide its analysis and recommendations:

- build on the successes of the existing governance model;
- protect and strengthen the existing multi-stakeholder nature of the partnership, including opportunities for participation and voice in decision-making;
- ensure that decisions can be made in a timely and effective manner, which requires:
    - the Board to be focused at the strategic level on the direction of the partnership and accountability (fiduciary and risk management); and
    - the Secretariat to have delegated authority for operational decisions and the Board committees to have the authority for reviewing policies
- clarity around the mandate, functioning and membership of each governance body within the GPE structure; and
- sustainability of the GPE governance model over the medium term, including the capacity to take advantage of opportunities.

4.2 While GWG members were in full agreement on the majority of the "package" of recommendations, there were some recommendations on which there was not full consensus.

Summary of Recommendations

4.3 The GWG's package of recommendations is based on the context and the principles described in section 3. The package comprises a series of measures to improve the effectiveness of the governance systems through:

- reducing the number of Board seats from 19 to 18;
- providing enhanced support to the Africa 2 constituency (and other developing country constituencies as requested) to improve communication within the constituencies and support for ongoing governance and policy discussions;
- ensuring the Board receives better quality papers and has more space for strategic-level discussions through the establishment of three standing committees; establishing a new committee structure would involve dividing the functions of the existing FAC, which is currently over-stretched;
- reducing the need for multiple *ad hoc* working groups, with lack of continuity in membership; and
- enabling decisions to be taken more quickly and effectively between face-to-face Board meetings through the establishment of an Executive Committee; the Executive Committee would operate transparently (with all materials available to all Board members); the Executive Committee would be "of the Board", not above it, and its authority would be limited to working within the strategic directions previously agreed by the Board.

4.4 The GWG also recommends proceeding quickly to recruit a new Chair to enable a smooth transition when the current Chair ends her term in December 2013. The GWG believes the new Chair should be a high profile champion for education, preferably from the global south.

4.5 The following sections provide the detailed rationale for each of the GWG's recommendations.

Specific Recommendations

4.6 Recommendation 1: Board Size/Composition Issues

4.6.1 The GWG discussed at length the pros and cons of adding and deleting new seats on the Board. Suggestions that had been made included the following:

- adding an extra seat for African developing country partners;
- dividing the private sector/private foundations seat into two seats;
- creating a new seat for middle-income countries and/or emerging donors; and
- combining the UNESCO and UNICEF seats into one United Nations seat

The pros and cons that were discussed are in **Annex 3**.

4.6.2 The GWG recognized the challenges faced by the large constituencies (including, in particular, Africa 2 and the non-governmental constituencies) in coordinating members for consultation purposes in the Board's deliberations. The GWG felt that this issue was best addressed by improving the support to the Board members, in particular those representing developing country partners, rather than providing them with an additional seat. The GWG reached this conclusion on the basis that:

- improving the "voice" of developing country members in the Global Partnership is more effectively addressed by providing greater support to existing constituencies than by creating new constituencies;
- the growing number of developing countries joining the Board makes it likely that in future other developing country constituencies will face the challenges currently faced by Africa 2, and adding Board seats each time such challenges are faced is not a sustainable solution; and
- any increase to the number of Board seats would potentially make the Board more unwieldy and as a consequence less efficient.

4.6.3 Recognizing the particular challenges faced by the Africa 2 constituency, that has made a request, the Secretariat will hire an additional person to take on a support role for this constituency. This position will be included in the request by the Secretariat for an increase to its budget at the face-to-face meeting on 21-22 May 2013. The GWG recognizes that other constituencies may also benefit from such support, but that providing this would require additional resources within the Secretariat. A further increase to the Secretariat's budget would be needed if other developing country partner constituencies request support similar to that requested by Africa 2. The GWG recommends using the support by the Secretariat to Africa 2 as a pilot, which, if successful, is made available to all developing country constituencies that request it.

4.6.4 The GWG discussed the possible division of the private sector and private foundation seat, as well as creating a new seat for middle-income and/or emerging donors. The GWG did not feel that this change was merited at this time, as the role of these actors in the partnership required further elaboration, as well as concrete signs of increased commitment from these actors to engage in the Global Partnership's work on a global and country level. Further consideration of this issue may be merited in the future. The CEO will start building a close connection with the business community, including with the Global Business Coalition for Education.

4.6.5 The GWG believes that the UNESCO and UNICEF seats should be combined into one seat, in line with the UN "Delivering as One" approach and are recommending this for Board approval. The GWG values the contribution of both UNESCO and UNICEF, and the recommendation that they share a Board seat in no way reflects a diminution of their importance in the partnership. This is particularly so given the fact that both the Board member and Alternate Board members are expected to attend all Board meetings and represent their constituency. The GWG believes that the Alternate Board Member in this constituency can play a strong, central and senior role, as is the case in all other constituencies.

4.6.6 The GWG notes that this will reduce the Board seats to 18 rather than 19. The current provisions in the Charter for quorums at Board meetings and voting for decision-making are set at a "majority" of Board members, which will become ambiguous with an even number of Board seats. To clarify this matter, the reference to "majority" should refer to "at least ten", if the decision is approved.[3]

4.6.7 The GWG recommends that the Board approves the following decision:

> **BOD/2013/05-XX — Creation of one United Nations Board Seat**: The Board of Directors decides that, as of the adjournment of the Board meeting on 21-22 May 2013, the Board seats reserved for UNICEF and UNESCO shall be consolidated into one United Nations seat. The Board of Directors requests:
>
> a. UNICEF and UNESCO to advise the Chair and Secretariat as soon as possible on the identity of the Board Member and Alternate Board member for the one United Nations seat; and
>
> b. the Secretariat to amend the Charter to reflect this decision, including adjusting the Board meeting quorum and decision-making voting provisions to provide that both require at least ten Board members.

[3]It is further noted that if this decision is approved, there will only be two multilateral seats: one for the UN and one for multilateral and regional banks. The presence of one of these seats is required for a quorum, and the vote of one of these seats is required for a decision to be approved.

4.7 Recommendation 2: Improving Decision-Making and Oversight by the Establishment of New Committees

4.7.1 The GWG's recommendations in this area are strongly guided by the principles set out in paragraph 4.1 above. The GWG believes that in the current structure of the governance system, with only a Board and two standing committees (the FAC and the Ethics Committee), has led to a situation where:

- the Board is not sufficiently focused on the "macro" strategic leadership of the partnership, and is instead focused on the "micro" approval of operational policies and other areas that should be managed by the Secretariat or delegated to Board committees;
- the Board is not sufficiently fulfilling its fiduciary duties and risk management duties in relation to the GPE Fund, nor is it sufficiently focusing on the results of its programs — this came out strongly in the survey feedback;
- decision-making has sometimes been difficult and protracted, in particular outside of face-to-face meetings, leading to delays and frustration with the frequent use of: (i) audio-conferences (which do not always allow for structured discussion, are sometimes difficult to attend due to the diverse nature of Board members' availability (in particular for Ministers), time differences and language abilities); and (ii) no objection decisions with insufficient background information that allow for no discussion and often result in unclear responses and results (see list of decisions proposed outside of face-to-face meetings since July 2011 contained in **Annex 4**);
- proposed decisions that emanate from the Secretariat or partners with no committee vetting are more likely to have problems with quality and fail to secure Board approval;
- the Financial Advisory Committee, as the only operational committee dealing with both implementation grant and policy recommendations, may be overloaded and therefore may not have sufficient time to address issues such as innovation; and
- there has been establishment of *ad hoc* working groups, which may lead to a potential lack of coordination of the recommendations coming to the Board and a need to "educate" working group members due to a lack of continuity of membership between the groups, which is inefficient (see list of Working Groups and Committees in **Annex 5**).

4.7.2 In order to address these concerns, the GWG proposes that:

- the Board spends more of its time on its core business of leading the strategic direction of the partnership, supported by a strengthened committee structure, that ensures that papers that go to the Board are of high quality and enable delegation of minor decision-making by the Board;
- an Executive Committee be established to assist with efficient Board decision-making, in particular between face-to-face meetings; and
- the Secretariat be empowered by having more authority delegated to the CEO (*vis a vis* the Chair) and have improved efficiency through greater clarity of decision-making processes by the Board and its committees.

4.7.3 The proposed new **Executive Committee**, will be "of the Board" and chaired by the Board Chair. It will have no pre-agreed decision-making power, but will be available to take on delegated power from the Board that is given to it for particular issues. This would be particularly useful for decisions that are discussed at face-to-face meetings, but are not completely resolved due to lack of time. In this way, it would play a facilitative role for the Board and not replace it. This is aimed at allowing for more focused strategic discussions at the Board meetings, and decrease (but not completely eliminate) the need for audio-conferences and requests for no objection decisions by email between Board meetings. The Executive Committee will also serve the purpose of having a relatively small group who can serve as a "sounding board" to the CEO and the Chair.

4.7.4 The Executive Committee will include representatives from different Board constituencies and will operate with full transparency. Executive Committee members will be expected, to the extent possible, to represent the views of other Board members in their categories. All documentation considered by the Executive Committee will be available at the same time to all Board members to facilitate consultation. The decisions of the Executive Committee (that are delegated to it) will also be made transparently available on the GPE website.

4.7.5 Two other new committees are proposed, which will essentially take on the broad role currently played by the FAC:

- A **Country Grants and Performance Committee ("CGP"),** which will review and recommend program implementation grant proposals to the Board, but also focus more

on performance of the program implementation grant portfolio, the ongoing country-level processes and the results they are achieving. This will decrease the FAC's workload, with the policy elements of FAC's present work shifted to another committee and allow for more attention to performance. In order to bring more technical expertise into the committee, and to alleviate some of the inherent conflicts of interest in the partnership with regards to financial decisions, independent experts will be included in the committee.

- A **Knowledge, Policy and Innovations Committee**, which would take on the financial and country-level policy development role of the FAC and oversee the Global and Regional Activities program (likely with delegated power from the Board for a final decision, given the relatively low financial value of these grants)[4], drawing upon on the best and most innovative practices in the education sector. The CGP could refer policy development to this committee. The membership of the committee would also benefit from outside voices and expertise.

4.7.6 In addition, the GWG recommends building on the current role of the Ethics Committee, which is currently limited to dealing with conflicts of interest, to include issues of governance and risk management, including cases of misuse of funds. This **Governance, Ethics and Risk Management Committee** would decrease the need for establishment of *ad hoc* committees (many of which are focused on governance issues), and increase the focus of the partnership on risk. The membership of the Ethics Committee, which is currently only three persons who act independently of the Board's constituencies, would need to change as a result.

4.7.7 The depiction of the proposed new committee structure is as follows:

[4]The GRA manual will need to be revised to account for this new committee's role in the process.



4.7.8 The GWG is aware that the "devil is in the details" and that each of these new proposed committees will need terms of reference, including their specific roles and responsibilities, *modus operandi*, and refined membership detail, including a process on how to nominate members. Ideally, all Board constituencies should be represented on at least one committee but no more than two committees, which will alleviate the time commitment expected from those constituencies that have limited capacity to participate. The GWG also believes that the chairs of the committees should be Board members or Alternate Board members in order to ensure the connection between the committees' work and the Board. The principles that the GWG believes are essential regarding membership include the following:

- each committee will consist of between six to ten members;
- membership on committees will, to the extent possible, be reflective of the composition of the broader Board (i.e. will include representatives of donors, developing country partners, multilateral agencies and non-governmental organizations);
- each committee, other than the Executive Committee, will include independent members; independent membership is designed to provide external perspectives and technical knowledge above and beyond what can be provided through Board members; independent members will form a minority on each committee; and
- ideally the chairs of the committees will be Board members or Alternate Board members in order to ensure the connection between the committees work and the Board.

Annex 6 sets out some preliminary options being discussed by the GWG applying these principles.

4.7.9 The GWG has done some benchmarking against the committee structures of the GAVI Alliance and The Global Fund to Fight AIDS, Tuberculosis and Malaria ("GFATM"). GAVI has

six standing committees (including an Executive Committee) and three different independent grant review bodies; GFATM has three standing committees, one advisory group (on Market Dynamics) and a Coordinating Group (similar to an Executive Committee), as well as a Technical Review Panel (that recommends grants for approval to the Board) and the Technical Evaluation Reference Group (that oversees evaluations). The GWG's committee proposal is considerably less "heavy" in line with the needs of the Global Partnership which is more focused on the country level than these other partnerships.

4.7.10 Before proceeding to the next step, the GWG is seeking an agreement in principle from the Board on the proposed new committee structure set out above. Should the Board agree to this structure in principle, the GWG will elaborate the detailed terms of reference of these committees over the next few months, for approval by the Board before or at the next face-to-face meeting. Given that the expiration of the terms of the FAC Chair and members is at the end of 2013, and the replenishment planned in 2014, the timing of these changes would be expedient. The FAC would be discontinued if the new committee structure is approved.

4.7.11 The GWG is also cognizant of the fact that the establishment of new committees will lead to some increased costs for supporting face-to-face meetings, as well as Secretariat support to the committees (although there would be some savings from a reduction in a need for working groups and Board audio-conferences). These will be outlined in the final proposal.

4.7.12 The GWG recommends that the Board approve the following decision:

> **BOD/2013/05-XX — <u>Establishment of New Board Committees</u>:** The Board of Directors:
>
> a. approves in principle the recommendations of the Governance Working Group ("GWG") contained in BOD/2013/05 DOC 06, relating to: the establishment of an Executive Committee; (ii) a division of the work of the Financial Advisory Committee into two committees; and (iii) the addition of governance and risk management issues to the terms of reference of the Ethics Committee (the "Committees Proposal");
>
> b. requests the GWG to:
>
> i. further elaborate on the Committees Proposal by developing terms of reference for each of the committees, including their membership, based on the following principles:
>
> · each committee will consist of between six to ten members;
>
> · membership on committees will, to the extent possible, be reflective of the Board's broad membership;

- each committee, other than the Executive Committee, will include membership from independent experts; and
- ideally the chairs of the committees will be Board members or Alternate Board members in order to ensure the connection between the committees work and the Board; and

ii. present the terms of reference for each of the committees as proposed in the Committees Proposal, for approval as soon as possible and no later than the next face-to-face meeting of the Board of Directors.

4.8 Recommendation 3: Rationalizing the Chair and CEO Roles and Launch of the Search for a New Chair for 2014

Transitional Arrangements

4.8.1 The Chair and the CEO presented to the GWG their plan for the transition of the role of the Chair in the near future.

4.8.2 At its meeting in June 2012, the Board of Directors approved the extension of the term of the Chair until the end of 2013 under the current arrangements, wherein the Chair is a full-time remunerated position, hosted by UNESCO.[5] Given the appointment of the CEO in February 2013, with roles and responsibilities as set forth in the job description previously circulated to the Board, the Chair and CEO have agreed that the Chair should revert to a voluntary, unremunerated position as of 1 July 2013, with the expectation that the person will dedicate three to seven days a month to the position (see the TOR for the new Chair in Annex 7). The Chair has advised UNESCO, and arrangements will commence following the Board decision, to terminate her employment contract pursuant to this timetable and return to the GPE Fund all unused funds as of that date. The description of the Chair's role in the Charter should be modified to delete references to the employment arrangement by a partner agency.

4.8.3 The current Chair will still need a budget going forward for travel and other reasonable expenses related to the position. For the period of 1 July to 31 December 2013, the projected amount needed is up to US$ 75,000, leading to a reduction in the amount needed from the

[5] **BOD/2012/06-12 — Extension of the Term of the Chair:** The Board of Directors:
(a) approves the extension of the term of the Chair of the Global Partnership for Education to 31 December 2013 and requests UNESCO, as the host of the Chair position, to make all necessary arrangements for such extension;
(b) recognizes that, following the appointment of the Chief Executive Officer, there may be possible changes to the description of the role of the Chair in the Charter; and
(c) requests the Chair to present a one-year budget, for the approval by the Board of Directors, at its next face-to-face meeting.

currently approved budget.[6] The GWG recommends that the Board approve this amount as an addendum/follow up to the decision on the Chair's budget, which referred to a possible change due to the appointment of the CEO. Going forward, a budget for the chair's reasonable expenses will be included in the Secretariat budget proposal for Board approval on an annual basis.

4.8.4 The Chair's role as of 1 July 2013 should be seen to include the following:

- acting as an "ambassador" for the Global Partnership, serving as one of the GPE's primary representatives to the public along with the CEO, in both advocacy for education in developing countries and resource mobilization activities;
- leading the Board of Directors and the governance system;
- chairing meetings of the Board of Directors; and
- acting as a liaison between the Board and the Secretariat and serving as a principal sounding board to the CEO.

The Chair and the CEO look forward to working in good faith as partners for the good of the partnership.

4.8.5 The GWG recommends that the Board approves the following decision:

> **BOD/2013/05-XX — <u>Budget for the Chair of the Board of Directors</u>:** The Board of Directors:
>
> a. acknowledges that the role of the Chair will become an unremunerated position as of 1 July 2013;
>
> b. requests the Chair and Secretariat to work with UNESCO to return to the GPE Fund all amounts unused as of 30 June 2013 from the budget of the Chair approved in decision BOD/2012/11-13;
>
> c. approves a budget of up to US$ 75,000 for the travel and other reasonable expenses of the Chair for the period of 1 July 2013 to 31 December 2013; and
>
> d. requests the Secretariat to amend the Charter to delete the references to the employment of the Chair by a partner organization.

[6] **BOD/2012/11-13 –<u>Chair Budget</u>:** The Board of Directors approves the Chair's budget of up to US$558,220 for the period of 1 January 2013 to 31 December 2013, based on the work plan presented in BOD/2012/11 DOC 08, Annex 1, which may be modified at a later date depending on the recommendations of the Governance Working Group.

Appointment of the New Chair

4.8.6 As the current Chair's term expires at the end of 2013, a process for appointing the new Chair should be launched as soon as possible so that a new one can be found before and approved at the second face-to-face meeting of the Board of Directors in 2013. The new Chair's term would take effect 1 January 2014.

4.8.7 The GWG has developed terms of reference for the Chair to be used in the search process, which are contained in **Annex 7**. The GWG believes that the person selected should be a global champion for education, although not necessarily from the education sector, and, if possible, from the global south. The current chair is willing to lead the new chair search, working with the GWG as a reference group.

4.8.8 The GWG recommends that the following decision be approved by the Board:

BOD/2013/05-XX—Launch of the Search for a New Chair of the Board: The Board of Directors requests the current Chair, working with the Governance Working Group, to launch a process for the selection of a new Chair to take on the role as of 1 January 2014 under the terms of reference contained in Annex 7 of BOD/2013/05 DOC 06, and present one or more preferred candidates to the Board of Directors for its approval at its next face-to-face meeting.

5. NEXT STEPS

Depending on the approval of the Board of the GWG's recommendations, the next steps for the GWG until the next face-to-face meeting of the Board will include the following:

- elaborating on the new committee structure, including terms of reference for each of the new committees and a process for nominations of committee members (constituency-based and independent);
- acting as a reference group for the Chair's leadership in search for a new Chair to take on the role as of 1 January 2014; and
- recommending further amendments to the Charter in line with its recommendations, including consideration of those proposed in BOD/2012/10 DOC 03.

If time allows, the GWG will deliver the terms of reference and nomination process to the Board for approval before its next face-to-face meeting so that the nomination process can commence earlier.

ANNEX 1

BOARD OF DIRECTORS
GOVERNANCE WORKING GROUP
TERMS OF REFERENCE

(as of January 2013)

1. BACKGROUND/BOARD DECISION

The current composition and structure of the Global Partnership for Education Board of Directors (the "Board") was decided at the Board meeting in November 2010 in Madrid, Spain and is reflected in the Charter. The second two-year term of the Board Members and Alternate Board Members began on 1 January 2013.

In 2012, Ms Alison Evans conducted a review of the "hosting" arrangement of the Secretariat by the World Bank. This review raised a number of governance issues. The Chair of the Board established a working group (the "Evans Working Group") that recommended a "Status Quo Plus" implementation plan.

At its meeting in Paris, France on 19-20 November 2012, in anticipation of the new Board member selection process, the Board discussed a number of options for changes to the number and division of seats represented (see BOD/2012/11 DOC 10). As an outcome of that discussion, the following decision was taken:

BOD/2012/11-11 — Governance Review:

1. The Board of Directors requests the Chair to establish a Governance Working Group, which includes membership of at least one member from each of the constituency categories.

2. The Board of Directors requests the Governance Working Group to review the Global Partnership governance structures and provide recommendations regarding possible changes. The review shall consider, but not be limited to the following:

   i. the issues raised in the paper proposing amendments to the Charter (BOD/2012/10 DOC 03);

   ii. the representation of African partner countries, new and emerging donors, United Nations agencies, and the private sector and private foundations on the Board of Directors;

   iii. clarification of the roles and responsibilities of the Chair, the Chief Executive Officer and the Board of Directors and its committees in decision-making;

   iv. procedures for making decisions outside of face-to-face meetings;

   v. increasing the voice of developing country partners in the governance structures; and

   vi. issues arising from the Evans Working Group.

3. The Governance Working Group shall provide recommendations on representation of constituencies on the Board of Directors no later than the next face-to-face meeting of the Board of Directors.

Upon establishment of the Governance Working Group, the Chair decided to transfer certain remaining deliverables from the Evans Working Group (regarding Partnership Issue 1 and Partnership Issue 4), as well as issues on accountabilities of the Secretariat to the Board, to the Governance Working Group.

2. MEMBERSHIP

As set out in Decision BOD/2011/11-11, the Governance Working Group includes membership from each of the constituency categories, as follows:

Chair: Paul Fife (Norway)

David Archer (ActionAid)
Peter Colenso (Children's Investment Fund Foundation)
Monique Fouilhoux (Education International)
Sharon Haba (Rwanda)
Jordan Naidoo (UNICEF)
H.E. Mr. Sérigne Mbaye Thiam (Senegal)
Chris Tinning (Australia)

3. ISSUES/QUESTIONS TO BE CONSIDERED

The Governance Working Group will consider each of the issues below, some of which are inter-related, for recommendation to the Board of Directors.

a. **Roles, Responsibilities and Accountabilities in the Global Governance Structures of the Partnership:**

- What should be the respective roles, responsibilities and accountabilities for each of the Board, its committees, the CEO and the Secretariat and how should these be reflected in governance documents?
- **Board:** Is the Board intended to be a forum for all stakeholders to have a voice in the partnership, or should its role be more focused? Should it be limited to setting overall strategies and an oversight/fiduciary role over the work of the Secretariat and the finances from the GPE Fund?
- **Committees:** There are currently two standing committees of the Board (Financial Advisory Committee (FAC) and Ethics Committee). Are these committees sufficient to ensure oversight by the Board of the work of the partnership and the Secretariat? Is the mandate of the FAC too broad and its workload too heavy? Should a technical body be established for proposal review? Is the establishment of new committees necessary, and if so, what areas should they cover?
- **Chair and CEO:** What kind of changes need to be made to their roles and responsibilities as reflected in the Charter, given the appointment of the CEO and the anticipated changes to the role of the Chair from a full-time remunerated position to a voluntary part-time position? How does this affect the relationship with the World Bank as the host of the Secretariat?

b. **Size, Composition and Representation of the Board and Constituency Operations:**

- What is the right size, composition and representation on the Board?
- Is the distribution of representation of various stakeholders appropriate, in particular for African countries, United Nations agencies, new and emerging donors, and the

private sector and private foundations? How should the principle of equity/balance be addressed in the division of Board seats? Is it possible for equity/balance to be maintained given the increase to the numbers of partners? Are there other ways to engage all stakeholders without Board representation?

- How well is the current constituency model working? Are Board Members and Alternate Board Members aware of their responsibilities and fulfilling their role? If not, why is that so? What are the specific challenges and bottlenecks that hamper constituency communication and proceedings, in particular for developing country partners? Is more support (logistical, financial, orientation, other) required from the Secretariat or elsewhere? What other methods are needed to increase participation of all partners in the governance structures? What are the financial implications?

c. **Procedures for Board Decision-Making:** Decision-making at face-to-face meetings of the Board is generally perceived to be working well. However, making decisions outside face-to-face meetings, which only occur twice a year, has been challenging. Audio-conferences are difficult given the medium and time differences and decisions being sent for no objection have generally been unsuccessful. Given that there will be a continuing need for decisions to be made between face-to-face meetings, what are the options? Are prescriptive rules/guidelines needed to determine how decisions are made in different contexts, or should this be left to the discretion of the Chair? The Evans Report raised the possibility of an executive committee, which has not to date received wide support, but may still be a viable option. In addition, more delegation of decision-making authority to the existing or new committees is also an option. There may also be other ways to improve communication and decision-making.

d. **Amendments to the Charter:** The Secretariat and Chair circulated some proposed amendments to the Charter in October 2012. The Governance Working Group should consider these amendments.

4. WORKING METHODS AND TIMELINE

The issues before the Governance Working Group are diverse and complex. However, the Board requested that some of the issues, in particular dealing with constituency representation, be brought forward quicker than others so that recommendations may be made to the Board at its next face-to-face meeting in May 2013. The Working Group's mandate will continue until all the issues in paragraph 3 are considered.

Given that the Board should lead the direction of this work, the first task of the Governance Working Group will be to develop a survey to be distributed to the Board's constituencies to obtain their input and experiences, which will be included in the Governance Working Group's consideration of the issues.

The Governance Working Group will generally meet via audio-conference, but will hold one face-to-face meeting in March 2013 in order to work intensely on its first set of recommendations to the Board.

Date	**Event**
23 January 2013	First audio-conference meeting for Governance Working Group to discuss finalization of terms of reference (including the timeline), survey questions and survey distribution plan.
28 January 2013	Send survey to Working Group for input.
Week of 4 February	Send final survey to the Board.

2013	
Week of 18 February 2013	Due date for survey.
Week of 25 February 2013	Compilation of survey answers distributed to Governance Working Group and the Board.
Week of 4 March 2013	Second audio-conference meeting of Governance Working Group to review survey input.
Week of 18 March 2013	Secretariat paper/think piece (based on Board and Working Group inputs) distributed to Governance Working Group.
Week of 25 March 2013	Face-to-face meeting of Governance Working Group (location TBD) to consider options and finalize initial recommendations.
Week of 8 April 2013	Paper finalized and circulated to the Board for update and input.
Week of 22 April 2013	Due date for comments from Board members (after consultation with their constituencies) on paper; Summary of Board comments on issues provided to Working Group.
Week of 29 April 2013	Third audio-conference meeting of Governance Working Group to finalize Board paper and send for translation.
Week of 6 or 13 May 2013	Governance documents sent to the Board.
Week of 20 or 27 May 2013	Face-to-face meeting of the Board.

ANNEX 3: INCREASING BOARD SEATS: PROS AND CONS

Action	Pros	Cons
Any increase	• Increases representation/ points of view in Board discussions; GPE is the broadest existing platform for education and its Board should be reflective of that • Many "lessons learned" from actors that GPE has not engaged to date (e.g. middle income countries) • Increased participation/ engagement in implementation of Strategic Plan • The potential decrease in efficiency could be mitigated by the establishment of an Executive Committee	• Decreases the efficiency of Board decision-making and more difficult to obtain a quorum when needed, in particular for decisions outside face-to-face meetings • Increase in costs of holding face-to-face Board meetings and Secretariat Board support staff • May open arguments about the "balance" of the Board which result in a push for more Board members
	THE PROS AND CONS ABOVE APPLY TO ALL CATEGORIES BELOW	
Divide Africa 2 constituency into two	• Increases the voice of the region, which is the largest country-based constituency, in decision-making • The constituency, with 18 countries, has vast experiences to share with the Board that should not be limited to only one member and Alternate to express • Spreads the work of the Africa 2 Board member and Alternate, each with fewer countries to consult • It is difficult to justify combining the other non-African constituencies, due to their vast language and time differences, making it extremely difficult to consult and communicate	• Board membership is generally at the ministerial or Permanent Secretary level, who have particular time constraints, especially in-between face-to-face meetings • No current desire from donors expressed to increase their seats, so potentially jeopardizes the balance/equity principle • Added costs of supporting travel for meetings • "Slippery slope" as the number of developing country members will continue to increase—at what point does one stop adding seats? • Constituency operations can be improved by increased support

Action	Pros	Cons
Divide private sector and private foundation seats into two	• Potential increased engagement of both kinds of actors to contribute valuable input from the private sector • Companies and foundations have very different viewpoints/ goals/incentives, which must be reconciled and potentially "watered down" by sharing the seat • Possible incentive for financial contributions from both/either if given their own seat • A private sector donor would not fit well with government donor seats	• Argument of different actors having to reconcile applies to many constituencies which are shared • Possibility of increase in financial contributions has not yet been proven; incentive of potential Board seat should be retained to encourage future contributions • Private sector donor can theoretically be incorporated into existing government donor seats
Add a middle-income/emerging donor seat	• A totally new perspective on the Board: many would have "lessons learned" as former developing countries • Possible incentive for financial contributions from both/either if given their own seat	• Possibility of increase in financial contributions has not yet been proven; incentive of potential Board seat should be retained to encourage future contributions • No clearly agreed view on what the partnership wants from this group • Possibility of emerging donors being incorporated through a reshuffle of existing government donor seats • New views can be brought into other fora (Partnership Meeting, communities of practice, etc.)
Combine UNICEF and UNESCO seat into one UN seat	• Consistent with UN "Deliver as One" principle • Creates an obvious seat in which other relevant UN actors can participate • World Bank shares their seat with other development banks	• UNICEF and UNESCO play different roles in the partnership

ANNEX 4: LIST OF DECISIONS TAKEN OUTSIDE OF FACE-TO-FACE MEETINGS SINCE JULY 2011

Topic	Recommending Body	Date	Method	Result
Revisions to the External Quality Review Process (to become the Quality Assurance Review Process)	FAC	July 2011	Email no objection	Approved
Renaming of the Partnership and Trust Fund	Secretariat	August 2011	Audio-conference	Approved
Strategic Directions of the EFA FTI	Secretariat	Sept 2011	Audio-conference	Approved
Allocations for Program Implementation Grants	FAC	Dec 2011	Audio-conference	Approved
Revised Needs and Performance Framework and Indicative Allocations	FAC FAC	November 2011	Presented at Board meeting	Not approved
		January 2012	Audio-conference	Approved
Ethics Committee Terms of Reference	Board Chair	Feb 2012	Email no objection	Approved
Policy on Timeframes and Revisions to Programs	FAC	May 2012	Email no objection	Approved
Chair Budget	Board Chair	June 2012	Presented at Board meeting	Not approved

Topic	Recommending Body	Date	Method	Result
			Email no objection after revision	Approved
Secretariat Budget	Secretariat	June 2012	Presented at Board meeting	Not approved
		June 2012	Email no objection after revision (temporary decision with follow-up required)	Approved
		September 2012	Audio-conference	Approved
Final Strategic Plan	Strategic Plan Working Group	July 2012	Audio-conference	Approved
Allocations for Program Implementation Grants, Agency Fees and Supervision Allocations	FAC	July 2012	Audio-conference	Approved
Guinea Bissau Program Implementation Grant Revisions	Secretariat	September 2012	Email no objection	Approved
Global and Regional Activities Process/Manual	Secretariat	April 2012	Email no objection	Not approved
		October 2012	Email no objection	Approved
Communications Strategy	Secretariat	September 2012	Audio conference	Not approved

Topic	Recommending Body	Date	Method	Result
		October 2012	Email no objection (after revision)	Not approved
Evans Review Status Quo Plus Implementation plan	Evans Working Group	October 2012	Audio conference	Approved
Amendments to Charter and GPE Fund Document	Secretariat	October 2012	Email no objection	Not approved
Civil Society Education Fund	Secretariat	December 2012	Audio-conference (following temporary approval at November 2012 Board meeting)	Approved
GRA Concept Notes (first round)	Secretariat	February 2013	Audio-conference	Approved
Program Implementation Grant in Mali	Secretariat	February 2013	Audio-conference	Approved
Exceptions for UNICEF in Financial Procedures Agreement	Secretariat	February 2013	Audio-conference	Not approved

ANNEX 5: GPE COMMITTEES AND WORKING GROUPS, JANUARY 2011-MARCH 2013

Committee / Working Group	Established	Completed	Task	Membership				
				Total	Donors	Developing Countries	Non-governmental	Multilateral
Financial Advisory Committee	Ad hoc: November 2010 Permanent: November 2011	Ongoing (standing)	Reviewing and recommending implementation grant proposals. Developing policies on grant-making, including country eligibility and Supervising/Managing Entity eligibility	14 members +Chair	5	5	2	2
CEO Recruitment Working Group	September 2011	December 2012	Develop terms of reference for CEO Negotiate recruitment process with WB	8	4	2	1	1
Strategic Plan Working Group	January 2012	Planned: May 2013	Developing Strategic Plan 2012-2015 Developing implementation plan	10 (including 2 co-Chairs)	3	2	3	2
Hosting Reference Group	March 2012	June 2012	Working with Alison Evans (consultant) on developing recommendations for hosting	4	2	1	1	0

Committee / Working Group	Established	Completed	Task	Membership				
				Total	Donors	Developing Countries	Non-governmental	Multilateral
			arrangements					
Evans Working Group	June 2012	TBD	Working on "Status Quo Plus" implementation plan	5	2	1	1	1
Ethics Committee	March 2012	Ongoing (standing)	Addressing conflicts of interest in governance processes.	Up to 5[7] (including Chair)	n/a (Membership is on individual basis, not constituency)			
Fragile States Reference Group	November 2012	Planned: May 2013	Working with Secretariat to develop a fragile states guidance document	8[8]	4	1	1	2
Governance Working Group	November 2012	Ongoing	Recommendations on changes to governance arrangements, including possibly adding new Board seat(s)	8 (including Chair)	2	2	3	1

[7]Only 3 nominations made.
[8]Informal on voluntary basis.

ANNEX 6: PRELIMINARY OPTIONS FOR COMMITTEE MEMBERSHIP

NB: This structure assumes that the UN seats are combined into one, leaving only 2 multilateral seats

Option 1 (Preferred):

Executive Committee (7)	**Country Grants and Performance (10)**	**Knowledge, Policy and Innovation (10)**	**Governance, Ethics and Risk Management (9)**
2 donors 2 developing country 1 multilateral 2 CSO/PS/PF	2 donors 2 developing country 1 multilateral 2 CSO/PS/PF + 3 independent	2 donors 2 developing country 1 multilateral 2 CSO/PS/PF + 3 independent	2 donors 2 developing country 1 multilateral 2 CSO/PS/PF +2 independent

Option 2:

Executive Committee (9)	**Country Grants and Performance (12)**	**Knowledge, Policy and Innovation (12)**	**Governance, Ethics and Risk Management (11)**
3 donors 3 developing country 1 multilateral 2 CSO/PS/PF	3 donors 3 developing country 1 multilateral 2 CSO/PS/PF + 3 independent	3 donors 3 developing country 1 multilateral 2 CSO/PS/PF + 3 independent	3 donors 3 developing country 1 multilateral 2 CSO/PS/PF +2 independent

Option 3:

Executive Committee (7)	**Country Grants and Performance (9)**	**Knowledge, Policy and Innovation (6)**	**Governance, Ethics and Risk Management (8)**
2 donors 2 developing country 1 multilateral	2 donors 2 developing country 2 CSO/PS/PF	2 donors 2 developing country 1 multilateral	2 donors 2 developing country 1 multilateral

2 CSO/PS/PF	(no multilateral) + 3 independent	1 CSO/PS/PF + 3 independent	1 CSO/PS/PF +2 independent

ANNEX 7: CHAIR TERMS OF REFERENCE

The Chair of the Board of Directors (the "Board") of the Global Partnership for Education (the "Global Partnership" or "GPE") is a high profile position of global stature, providing leadership to the Global Partnership, which was launched in 2002. The Global Partnership brings together developing and donor countries, multilateral agencies, civil society organizations and the private sector and private foundations supporting the education sector in developing countries, with a particular focus on accelerating progress toward the Education for All goals.

The Chair manages the affairs of the Board, including ensuring the Board functions effectively, and meets its obligations and responsibilities. The Chair, along with the Chief Executive Officer ("CEO"), is a key public representative and spokesperson for the Global Partnership and maintains on-going communication with and among the Board members, the CEO, and the Global Partnership's key stakeholders.

Duties and Responsibilities

- **An Ambassador for the Global Partnership:** The Chair serves as one of the primary representatives of the Global Partnership to the public along with the CEO. As an "ambassador" for the Global Partnership and its mission, the Chair may deliver speeches and/or presentations at major conferences, perform high-level outreach to donor and developing country governments, civil society organizations (including the teaching profession), private sector companies and foundations and partner agencies. The Chair also has a critical responsibility in the Global Partnership's resource mobilization efforts, advocating that investing in education through the Global Partnership and otherwise is essential to meeting the Millennium Development Goals, in both the pre and post 2015 era.

- **Leadership of the Board and the Governance System:** This may include establishing procedures to govern the Board's work, ensuring the Board's full discharge of its duties, ensuring the proper flow of information to the Board, and reviewing the adequacy and timing of documentary materials in support of the Board's deliberations. The Chair also sets the Board's dynamic and culture and works to build productive relationships among board members.

- **Board Meetings:** The Chair approves the calendar, collaborates with the Secretariat on the agendas, enforces the Charter's provisions on Board member attendance, presides over meetings, and summarises all decisions for recording in the meeting minutes.

- **Relationship with the CEO and the Secretariat:** The Chair acts as liaison between the Board and the Secretariat and serves as a principal sounding board, counsellor, and confidante to the CEO. At an appropriate level, the Chair may provide advice on reviewing strategies, defining issues, maintaining accountabilities, and building relationships between the Board and the Secretariat. The Chair also ensures there is a proper Board-led performance management process for the CEO.

Term

The Chair is selected for a two-year period or such other term that the Board may determine and may be reselected for a single term.

Time Commitment and Minimum Criteria

The Board normally meets face-to-face twice a year in locations throughout the world. It may also meet by audio-conference at different times during the year, depending on needs. Committees meet more frequently, normally between main meetings of the Board. The Chair may be asked to chair one of the committees, in particular an executive committee if established. The time commitment for the Chair is approximately three to seven days per month.

Along with making the appropriate time commitment, the Chair will be expected to demonstrate:

- commitment to the Global Partnership's mission: a global champion for education;
- seniority – senior executives or sufficiently expert in their field to provide meaningful guidance and oversight to an organization of the Global Partnership's size, scope, and responsibility; and
- ability to work in the English language.

Behavioral Competencies

- **Strategy skills**, including strong intellectual, management and analytical skills, a broad-based and long-term view of strategic and organizational goals and an ability to evaluate courses of action facing a complex international organization.
- **Advocacy, Influencing and Communicating Skills**, including an ability to develop an effective and constructive relationship with Board members, Committee Chairs and CEO as well as key external influencers. This includes a high emotional intelligence – namely, to be perceptive to people issues, a good listener and to win "hearts and minds".
- **Intercultural Skills,** including a strongly international perspective, an understanding for the issues and perspectives of a wide range of developing countries, and the ability to operate effectively in both developed and developing country settings.
- **Collaborating and Teamwork**, including a willingness to participate in robust, rigorous debate and then work with others to derive and implement new solutions; an ability to encourage partnerships between others; openness to be challenged on assumptions, beliefs or viewpoints, and a willingness to re-examine these where necessary.
- **Independence and Integrity,** including an ability to formulate a balanced and impartial view independently of organizational positions; an ability to articulate and defend his/her own position objectively and persuasively; and a commitment to speaking openly and respectfully in defense of a position or principle.

Remuneration and Support

GPE Board members, including the Chair, are not compensated, but travel and other reasonable expenses connected with their service are reimbursed.