GLOBAL PARTNERSHIP *for* EDUCATION

GOVERNANCE REVIEW

BOARD OF DIRECTORS MEETING
SIEM REAP, CAMBODIA

November 30 – December 2, 2016



PART I:
BOARD RETREAT

Recap

At the Oslo Board meeting:

- **Governance Advisory Group** (GAG) tasked to review governance arrangements
- **GERF** tasked to review skills/competencies/size of committees, as well as selection procedures based on criteria (BOD/2016/06/18)



GLOBAL PARTNERSHIP for EDUCATION

Governance Reform (GAG)

Governance Issues

→ Trust

→ Workload

→ Participation

→ Communication

Committee Structure

→ Effective support to the Board

→ Transparent and consultative

→ Consistent engagement

Governance Reform (GERF)

Governance Issues

→ Effective support to the Board

→ Transparent and consultative

→ Consistent engagement

Operationalization

→ Strengthened skills

→ Enhanced mandates

→ Nomination Process

→ Committee structure and size

Initial Step: Clarify Committee mandates and Skill Based Membership:

- Five Committees
- Skill-based selection
- Increased representation constituency categories



globalpartnership.org

GLOBAL PARTNERSHIP for EDUCATION

Next Step: Decision Framework for June

Issues:

- Board spending too much time ***redoing Committee work***
- With the committee structure and the people in place, need for committee's to have appropriate authorities

Decision Framework be completed which proposes Board delegations for:

- Committees
- Secretariat

To be presented at June 2017 Board

Seeking Guidance:

- In addition to addressing the behavioral norms, and the critical issue of a Decision Framework, the review highlighted other issues to consider

- **Committee Chair**: Board or Alternate Members
- 2017 Nomination Process
- Mechanism for Constituency Category to **replace Committee members**
- **Vice Chair**



PART III: GAG/GERF RECOMMENDATIONS

Recommended Decision 1 (GAG)

BOD/2016/12-XX–<u>Role of the Board and Committees</u>: The Board of Directors:

1. Approves revisions to the GPE Charter to further clarify the roles of the Board and the Committees as follows:

   a. <u>Role of the Board</u>: Responsible as the supreme governing body of GPE for setting strategic direction, strengthening and growing the partnership, financial oversight, establishing policies, acquitting fiduciary duties, evaluating performance, managing and mitigating risks and delivering constant improvement.

   b. <u>Role of Board Committees</u>: Undertake tasks as mandated by the Board, including maintaining oversight of GPE's fiduciary duties, risk management and performance in accordance with the strategic plan and established policies and periodically recommending changes to policies, strategic direction and performance improvements.

Recommended Decision 1 Continued (GAG)

BOD/2016/12-XX–<u>Role of the Board and Committees</u>: The Board of Directors:

2. Requests the Committee overseeing governance to further examine a proposed decision framework as a means of delineating between what is properly the role for the Board, the respective Committees, and the Secretariat for approval at its June 2017 meeting.

Recommended Decision 2 (GAG/GERF)

BOD/2016/12-XX–<u>Committee Terms of Reference</u>: The Board of Directors, recognizing the increasing demands and expectations of committees in light of GPE 2020, the heightened interest in expanding the representation of constituency groupings in committee work, and the on-going need to provide for better communications between committees to ensure that work is aligned, approves:

1. The Coordinating Committee terms of reference in Annex 1 of BOD/2016/12 DOC 15.

2. The Grants and Performance Committee terms of reference set out in Annex 2 of BOD/2016/12 DOC 15.

Recommended Decision 2 Continued (GAG/GERF)

BOD/2016/12-XX–<u>Committee Terms of Reference</u>:

3. The Strategy and Impact Committee terms of reference set out in Annex 3 of BOD/2016/12 DOC 15.

4. The Finance and Risk Committee terms of reference set out in Annex 4 of BOD/2016/12 DOC 15.

5. The Governance and Ethics Committee terms of reference set out in Annex 5 of BOD/2016/12 DOC 15.

6. Notes that pending Board approval of a decision framework in June, the Committee mandates may be adjusted in line with the decision framework.

Recommended Decision 3 (GAG/GERF)

BOD/2016/12-XX– <u>Cultural Norms for Committee Service</u>: The Board of Directors:

1. Emphasizes its expectations that Committee members will fully participate throughout their mandate and represent their Constituency category to the best of their abilities.

2. Approves revisions to the Committee Operating Procedures and Committee Terms of reference clarifying that:

a. Committee members prior to commencing their duties must acknowledge they have received and read the Committee terms of reference, completed an orientation, agree to act in the best interest of GPE and to use their best endeavors to consult within their constituency grouping before Committee meetings.

Recommended Decision 3 Continued (GAG/GERF)

BOD/2016/12-XX– <u>Cultural Norms for Committee Service</u>: The Board of Directors:

b. Recognizing the importance of ensuring constituency category views are consistently represented on the Committees, constituency categories are expected to consult with any Committee member who has not represented the constituency category in two consecutive face-to-face meetings, and if necessary propose a replacement.

c. The use of an Alternate is only permitted if a request is submitted to the Committee Chair prior to the meeting and provided that the reason for absence by the Committee member is beyond his or her control, as determined by the Committee Chair.

d. Requests the Committee Chair and Secretariat to provide new Committee members with an orientation prior to their first meeting.

Recommended Decision 3 Continued (GAG/GERF)

BOD/2016/12-XX– <u>Cultural Norms for Committee Service</u>: The Board of Directors:

OPTION 1: Limits eligibility to be nominated and appointed as Committee Chair to Board and Alternate Board members at the start of each committee cycle, with the Board determining on a case-by-case basis whether to allow a Committee Chair who rotates off the Board to serve out the remainder of her/his term.

OPTION 2: Committee Chairs are *preferably* Board or Alternate Board members at the start of each committee cycle, with the Board determining on a case-by-case basis whether to allow a Committee Chair who rotates off the Board to serve out the remainder of her/his term.

Recommended Decision 4 (GAG)

BOD/2016/12-XX–<u>Board Vice Chair Position</u>: The Board of Directors:

1. Recognizes the increasing demands of the position of Board Chair and agrees to establish the position of Board Vice Chair as provided in the Charter.

2. The Vice Chair is to be selected from current or former Board Members or Alternate Members and with due consideration of constituency category balance in Board leadership.

3. Mandates the Committee overseeing governance and ethics to develop terms of reference for the Board Vice Chair and a proposal for the nomination and selection process for Board consideration at its February 28-March 1, 2017 meeting.

Recommended Decision 5 (GERF)

BOD/2016/12-XX—Committee Vacancies: The Board of Directors:

1. Emphasizing the importance of ensuring partnership representation at the committee meetings, and the need to be consistent with the self-governing nature of constituency categories, approves that constituency categories adopt one of the following processes for replacing committee members, other than from the Coordinating Committee for which Option 2 will automatically apply:

Option 1: The *constituency* that the member belongs to nominates the replacement for that vacancy. In this option the new committee member's term is limited to the duration of the remaining term of the departing member.

Recommended Decision 5 Continued (GERF)

BOD/2016/12-XX—Committee Vacancies: The Board of Directors:

Option 2: The *constituency category* that the member belongs to nominates the replacement for that vacancy. Where a new call for committee member nominations is placed in the constituency category, the term of the committee member will be for two years.

2. Approves that as part of the committee nomination process, each constituency category will identify which option they will use to replace committee members.

Recommended Decision 6 (GERF)

BOD/2016/12-XX—Committee Nominations Process for 2017: The Board of Directors:

1. Noting the fundamental realignment of committee structures and mandates, and the refocusing of committee membership linked to a specific set of skills/knowledge as specified in the revised committee Terms of Reference (Annexes 1-5), determines that all existing member terms will expire at close of business on 1 March 2017, and therefore all committee positions will be open for nomination.

2. Encourages constituency categories to consider the importance of continuity and knowledge transfer in choosing their committee representation.

Recommended Decision 6 Continued (GERF)

BOD/2016/12-XX—Committee Nominations Process for 2017: The Board of Directors:

3. Determines that any member appointed will serve a term of two years, and may serve for a maximum of one additional term if so nominated. Service prior to 1 March 2017 does not count towards the two term maximum.



PART II: DECISIONS

Clarifying roles of Board and Committees

Board role:

supreme governing body for

- setting strategic direction,
- Strengthening/growing partnership,
- financial oversight
- establishing policies,
- acquitting fiduciary duties,
- evaluating performance,
- managing and mitigating risks
- delivering constant improvement.

Committees role:

undertaking **tasks mandated by Board**

Decision-making framework

To clarify the decision making responsibilities of the Board, Committees, and Secretariat for Board approval in **June 2017**

Restructured Board Committees

Objectives:

- Adapt to respond to increasing demands and expectations in light of GPE 2020
- Interest in expanding the representation of constituency groupings in committee work
- Need to provide better communication between committees

Board requested to:

- Approve Committees TOR (including general and specific skills/requirements) (DEC 2016)
- Approve revisions to Committee/Board procedures
- Review a decision framework and adjusted TOR if needed (JUNE 2017)

Five Board Committees established

CGPC → **Grants and Performance** (11 members)

- ✓ only Committee overseeing any other forms of financing
- ✓ more time to focus on performance question.

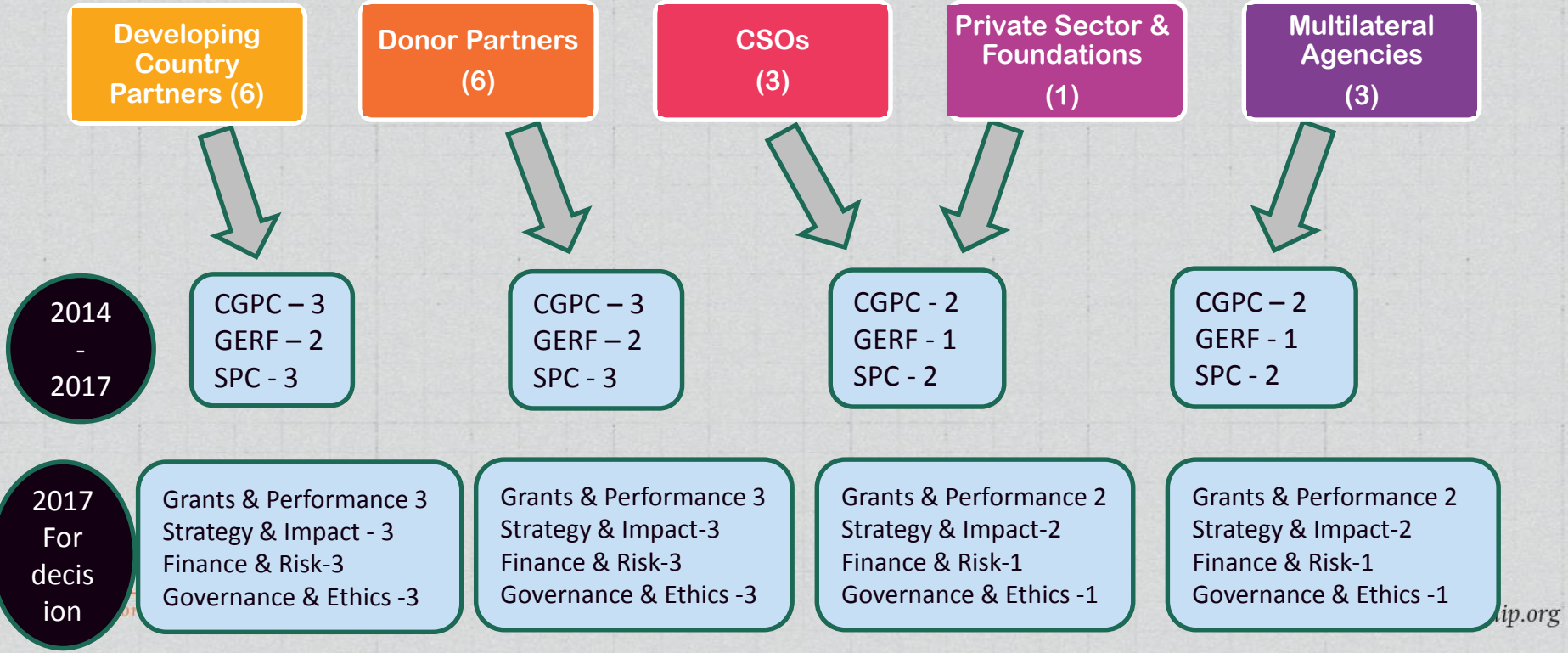
SPC → **Strategy and impact** (11 members)

GERF → **Finance and Risk** (9 members)

GERF → **Governance and Ethics** (9 members)

Coordinating Committee (FOR DISCUSSION – 10 members)

Constituency categories Based Committees
(except CC)



How to strengthen the Coordinating Committee?

A forum for engaging partnership :

- **informally on medium-term outlook and emerging opportunities** (between Board meetings)
- **formally**, based on Board delegation of authority (to be decide on **semi-annual basis** during regular Board meetings)
- facilitating the **workload for the Board's standing committees**.



GLOBAL PARTNERSHIP for EDUCATION

globalpartnership.org

Changing cultural norms about serving on a Committee

Committee members:

Acknowledge:

- received/read the Committee TOR
- Participated in an orientation
- act in the best interest of GPE
- consult with constituency grouping
- attend meetings in person (Alternates permitted with prior notice to Chair)

Committee Chair nomination:

OPTION 1: Limits eligibility to Board/ Alternate Board members

OPTION 2: Committee Chairs are *preferably* Board or Alternate Board members

Creation of a Board Vice Chair position

Creation of the position of Board Vice Chair

- selected from current or former Board Members or Alternate Members
- with due consideration of constituency category balance

Governance and ethics Committee to develop:

- TOR
- a proposal for Board consideration during February 28-March 1 2017 meeting.

Options for Committee vacancies

Replacement:

- constituency categories have the option of replacing committee members who have not been able to attend regularly

Automatic resignation:

- failure to attend 2 consecutive meetings

Options to fill vacancy :

1. The **constituency** selects a replacement for **remaining term**

1. The **constituency category** selects a replacement for a **new 2 years term**

A renewed committee nomination process and timeline

Process:

- Constituency Categories submit a **ranked list of nominees and alternates per committee**
- **importance of continuity**. GERF **encourages newly appointed committee members to be re-nominated**
- A **two years term** (could be nominated for an additional term). Service prior to 1 March 2017 does not count towards the two term maximum.

Timeline

- 1 March 2017 : all existing member terms expire
- 1 February 2017: Constituency categories submit nomination and choose option for vacancies
- 28 Feb – 1 March: Board approves new Committee membership



GLOBAL PARTNERSHIP *for* EDUCATION

Visit our website
globalpartnership.org