MARCH 16, 17 AND 19, 2021

MEETING OF THE BOARD OF DIRECTORS

VIA VIDEOCONFERENCE

FINAL DECISIONS

Reference	Decisions
BOD/2021/03-01	**Behavioral Drivers for an Enhanced GPE Global Governance Function** The Board of Directors: 1. Acknowledging the need to elevate Board deliberations and agenda-setting to focus on the efficient and effective delivery of GPE's Strategic Plan at the highest levels and with utmost ambition. 2. Recognizing that enhanced behavioral drivers are required to further strengthen and inform the governance engagement of Board, Committee and Secretariat members: a) Reiterates the need for a reset in the interpretation of the role and engagement of Board members to be more strategic and strive to act in the best interests of the partnership with due regard to stakeholder interests, in accordance with the principles of duty of care, accountability and respect enshrined in the Board-approved Code of Ethical Conduct. b) Notes the critical importance of amplifying the voice, and increasing the influence of, Developing Country Partners in Board deliberations and decision-making. c) Further recognizes the imperatives of combining efficient delivery with an inclusive partnership that fosters learning and builds on the expertise and capabilities of its partners.

	3. Requests the Secretariat to explore the feasibility of related recommendations as set out in Annex 1 of BOD/2021/03 DOC 03.Rev 1, including how to better ensure the inclusion of observers at the Board level by maintaining a possibility for in-person attendance as per current practice, for report back to the Board or relevant committee in May 2021.
BOD/2021/03-02	**Configuration and Mandate of the Board Committees** The Board of Directors: 1. Affirms the importance of a clear codification of the mandates, roles, and accountability of each global governance tier in support of GPE mission delivery. 2. Recognizing the need to elevate its strategic focus, strengthen the monitoring of GPE operations and reduce overall transaction costs in the delivery of GPE core business and mandate: a) Approves the proposed committee structure, as set out in Annex 1 of BOD/2021/03 DOC 03.Rev 1 b) Affirms the upgrading of skillsets, expertise and requirements for committee service and mandate delivery, as set out in Annex 1 of BOD/2021/03 DOC 03.Rev 1 c) Requests the Secretariat to explore how equal representation of constituencies in Committees can be supported. 3. Affirms the following principles of delegated decision-making authority by the Board to its standing committees: a) The Board is the supreme governing body of the GPE. Board decisions are not open to subsequent review, re-litigation, or reinterpretation by any committee. b) Committees have only such powers as are expressly delegated to them by the Board and may not be broadened in scope at their own discretion. Amendments to Committee mandates are the sole purview of the Board. c) Where a committee seeks clarification on a Board decision point or with regard to its mandate, it should seek advice from the Executive Committee. d) Committee decisions made within a Committee's delegated authority will not be relitigated by the Board, except when deemed necessary in exceptional circumstances. 4. Requests the Secretariat to develop corresponding terms of reference for the Board and its standing committees and revise the GPE Charter and Board and Committee Operating Procedures, as required, for

	approval by the Board via non-objection decision by April 1st, 2021 and to develop the Terms of Reference of the Secretariat as a result of the governance review. 5. Further requests the Secretariat to launch the Board and Committee nominations process with an expected beginning of new Board and Committee terms on April 19, 2021.
BOD/2021/03-03	**Governance Implications of GPE's Operating Model** The Board of Directors: 1. Endorses the global-level governance arrangements for the new Board-approved Operating Model and related recommendations as set out in Annex 1 of BOD/2021/03 DOC 03.Rev 1 and BOD/2021/03 DOC 04, 2. Notes that a number of remaining applications that have been or will be submitted in 2021 under the previous operating model, and that such applications shall be processed in accordance with the relevant levels of delegated authority set out in Annex 1 of BOD/2021/03 DOC 03.Rev 1 and BOD/2021/03 DOC 04. 3. Requests the Secretariat to revise the Board and Committee Operating Procedures as required, for subsequent approval by the Board via non-objection, and initiate the implementation of stated recommendations.
BOD/2021/03-04	**Accepted Practices and Operating Procedures** The Board of Directors, recognizing the need to reinforce approved governance reforms through changes to existing GPE practices, policies, and procedures: 1. Encourages constituencies to appoint Board representatives with the relevant seniority level to advance strategic engagement and focus and reiterates the importance of compliance on the division of speaking roles as enshrined in the Board and Committee Operating Procedures. 2. Approves the extension of Board terms to three years, and the staggering of the terms of Board members and Alternates to facilitate greater continuity; and requests the Secretariat to revise the GPE Charter and the Board and Committee Operating Procedures accordingly, for subsequent approval by the Board via non-objection, and launch the Board nominations process on March 22nd, 2021. 3. While consensus decisions should remain the usual practice in the partnership spirit, the Board supports the use of voting as a more

	routine and accepted practice, as well as the continued use of Executive Sessions on sensitive or confidential matters in exceptional cases, at the discretion of the Board Chair, and requests the Secretariat to revise the Board and Committee Operating Procedures as needed. 4. Notes the recommendation to establish a process for the submission of amendments to decision language, as set out in Annex 1 of BOD/2021/03 DOC 03.Rev 1 and requests the Secretariat to elaborate a proposal for the revision of the Board and Committee Operating Procedures accordingly, based on the discussions at the 2021 March Board meeting, for approval at the May 2021 Board meeting. 5. Requests the Secretariat to revise the Conflict of Interest Policy to ensure it is fit-for-purpose and broadened in scope, for Board approval at its May 2021 meeting. 6. Supports proposed measures to strengthen efficient, open, and transparent communication, as outlined in Annex 1 of BOD/2021/03 DOC 03.Rev 1.