MARCH 2021

BOARD OF DIRECTORS

TERMS OF REFERENCE

A. PURPOSE

Pursuant to the Charter, the Board of Directors ("the Board") is the supreme governing body of the Global Partnership for Education (GPE). Through its inclusive membership representing the wider Partnership, the Board ensures that diverse views are represented and can be expressed. The Board reviews performance of key strategic initiatives that are core to those goals, considers the key risks that can derail those goals, and adapts and adjusts its business model and platforms as warranted. In line with the GPE Charter, the Board also serves as a global leader, advocate and convenor for education.

B. FUNCTIONS

The Board is accountable for the effectiveness and impact of GPE, and specifically for fulfilment of the five-year GPE Strategic Plan. This accountability requires proper consultation with constituencies to ensure the voice of the full Partnership is expressed through the GPE Board.

The role of the Board entails:

Strategy and high-level policy

- Development of strategy (including consideration of emerging issues and future trends in the sector, and GPE's role), and approval of the five-year Strategic Plan.
- Discussion of major policy issues for the Partnership (such as human rights), and approval of priority themes for GPE (such as gender equity).
- Development of a multi-year strategic Board agenda covering strategic and policy issues.

- Approval of major policies and initiatives related to GPE's strategic mandate (such as MEL framework; Knowledge and Innovation Exchange–KIX; and Education Out Loud–EOL).
- Approval of major governance and ethics policies (including Sexual Exploitation, Abuse, and Sexual Harassment (SEAH) policy, and Conflicts of Interest policy).
- Consideration of major strategic risks that could derail achievement of GPE's mission, and decisions on risk mitigation measures.
- Approval of Secretariat annual budget (based on recommendation by the FRC).
- Approval of any significant changes to GPE's institutional arrangements, including legal status and the hosting agreement with the World Bank.

Country allocations and grants

- Approval of GPE funding allocation model, and the overall funding allocations to partner countries (based on recommendation by the FRC).
- Approval of the strategic parameters for GPE funding under Partnership Compacts, approval of grants applications by non-objection (based on recommendations by the ITAP on requirements areas and by the Secretariat).
- Approval of major changes to the strategic parameters at the mid-term review or cancellations of grants.

Performance, impact and learning

- Review and adoption of an annual report on GPE results and impact (submitted with recommendations by the PILC).
- Review and adoption of an annual report on GPE funding, financing and risk (submitted with recommendations by the FRC).
- Review and adoption of recommendations for high-level change arising from major evaluations of GPE's impact (i.e., what works, what does not, and areas for change) (submitted with recommendations by the PILC) .

Institutional and business model

- Oversight of GPE's overall business model and comparative advantage, and considering its medium-term evolution (e.g., options for impact beyond a funding platform with grant agent implementation).

Global leadership

- Contributions as a global leader, advocate and convenor for education (e.g., on delivery of quality education to all children in partner countries, and on mobilizing resources for education in partner countries).

Appointments and performance review

- Appointment of the Chair, Vice Chair, Committee Chairs, and Secretariat CEO
- Performance assessments of the Chair, Vice Chair, CEO and Committee Chairs

C. ROLE OF THE BOARD CHAIR, VICE-CHAIR AND MEMBERS

As a principle, the Board Chair, Vice-Chair, and members (main and alternates) should be able to act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of GPE. The Board Chair and Vice-Chair will act solely in the best interests of the GPE without any constituency representation status or obligation. Board members and Alternate Board Members will use their best endeavors to consult with their constituencies before Board meetings, prepare for and attend all meetings unless there is a notified and valid reason not to do so, and actively participate and contribute during meetings.

Information on Board operations can be found in the Board and Committee Operating Procedures.

D. COMPOSITION AND RULES OF PROCEDURES

1. Composition

Pursuant to the GPE Charter, the Board is composed of up to 40 members (one Board Member and one Alternate Board Member per constituency) who represent the 20 constituencies of the Global Partnership for Education, and a Chair independent of all partner organizations.

The 40 members shall consist of the following:

a) Twelve representatives from the partner countries constituency category, divided on a geographical basis, including at least three from Africa.

b) Twelve representatives from the donor constituency category contributing financial and other support to the Global Partnership for Education.

c) Six representatives from multilateral agencies or regional banks constituency categories: four representative of United Nations agencies, and two representatives of multilateral and regional development banks.

d) Six representatives from civil society organizations partners (CSOs) constituency category: two representing international/northern CSOs; two representing CSOs from country partners; and two representing members of the teaching profession. and

e) Four representatives from the private sector/foundations constituency categories.

2. Rules of Procedure, Member Roles and Responsibilities

The rules of procedure of the Board, including procedures for quorum, and the roles and responsibilities of Board members shall be as set forth under the Board and Committee Operating Procedures. The Board is expected to meet bi-annually in virtual or in-person session, and additionally as needed.

Prior to service, Board members must acknowledge the GPE Conflict of Interest Policy and the Code of Conduct. Board Members must also sign the Misuse of Funds Confidentiality Statement.

E. TRANSPARENCY

Board discussions are part of the deliberative process of the Board. They are therefore considered confidential. Board documents are considered to be public documents only after the conclusion of the meeting, while meeting reports are considered to be public documents only after the Board has formally approved the report. It is expected that Board members will circulate meeting documents and meeting summaries to the constituencies they represent for consultation and report-back purposes. Board meeting documents and reports are also made available to Board constituencies via the GPE Governance Portal.

F. EXCEPTION TO TRANSPARENCY FOR ETHICS MATTERS AND MISUSE OF FUNDS

It is recognized that Board members may routinely have conflicts of interest, most often with respect to specific funding frameworks and specific grant applications, as beneficiaries of related allocations. Conflicts of interest for matters discussed at the Board will be handled in accordance with the Conflicts of Interest Policy.

Due to the sensitivity of the matters in the Policy on Conflicts of Interest and confidentiality of information related to misuse of funds:

a. Members of Board shall sign the Misuse of Trust Funds – confidentiality statement and the Conflict of Interest Policy acknowledgment.

b. Members of the Board should maintain the confidentiality of deliberations on such matters, as appropriate and as directed by the Chair, except where required in order to comply with the rules and procedures of their own organizations.

Note: This document has been updated to include the link to the revised Board and Committee Operating Procedures, as approved by the Board of Directors in April 2021 (decision BOD/2021/04-04) This document also includes a January 2023 non-material revision reflecting the change in terminology from "developing country partners" to "partner countries".