GPE Governance

A Guide for New Board Members and Alternates

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I. The Global Partnership for Education

1 Mission and Vision

The Global Partnership for Education (GPE) is a multi-stakeholder partnership and funding platform that aims to accelerate access, learning outcomes and gender equality through equitable, inclusive, and resilient education systems fit for the 21st century.

GPE brings together partner countries, donors, international organizations, civil society, teacher organizations, the private sector and foundations.

With the adoption of the GPE 2025 Strategy, GPE will accelerate efforts to reach Sustainable Development Goal 4 by accelerating access, learning outcomes and gender equality through equitable, inclusive and resilient education systems fit for the 21st century transformed education systems.

GPE's Vision: A quality education for every child.

GPE's Mission: To mobilize partnerships and investments that transform education systems in partner countries, leaving no one behind.

2 Objectives and priority areas

GPE will pursue its vision, mission, and goal through four objectives that support education transformation at scale.

At the country level, GPE aims to:

- Strengthen gender-responsive planning and policy development for system-wide impact
- Mobilize coordinated action and financing to enable transformative change
- Strengthen capacity, adapt and learn, to implement and drive results at scale

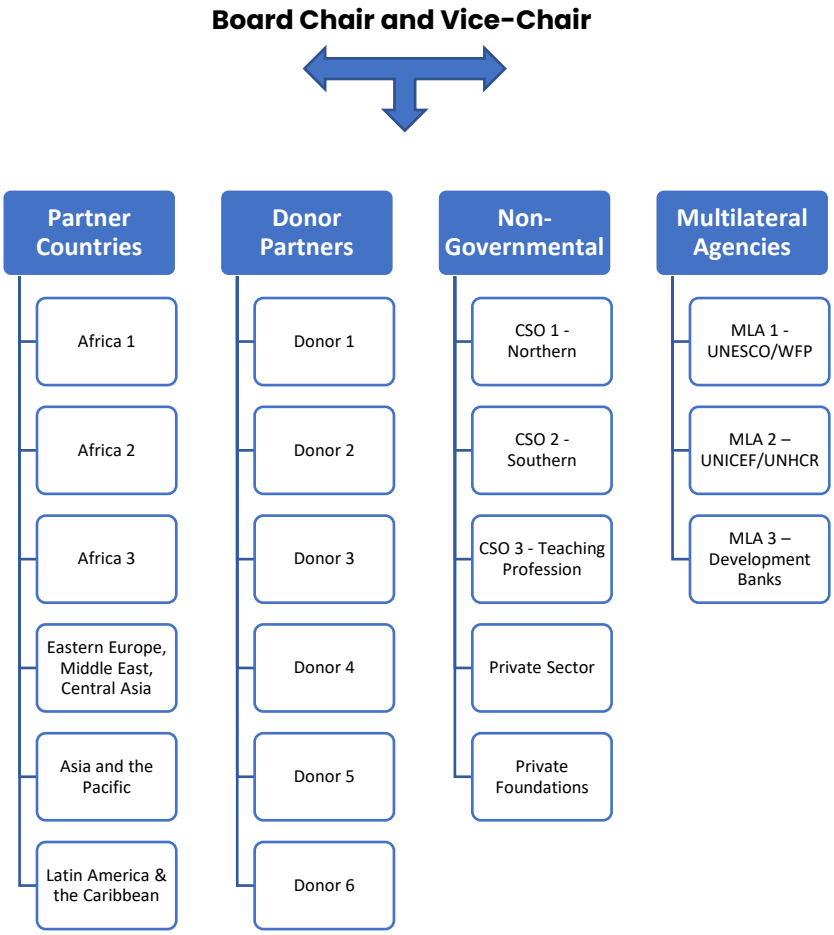
At the global level, GPE's enabling objective is to:

- Mobilize global and national partners and resources for sustainable results

GPE's vision, mission, goal and objectives together will help countries to achieve results at scale in the following priority areas: (i) learning/early learning; (ii) access (12 years plus at least 1 year of pre-primary education); (iii) gender equality and inclusion; (iv) quality teaching; (vii) strong organizational capacity; (viii) equity, efficiency and volume of domestic financing.

II. The Board of Directors

Figure 1: Current membership of the GPE Board



1 Mandate, Composition and Membership

Mandate:

The full Board determines GPE's strategy and high-level policy goals. Through its inclusive membership representing the wider Partnership[1], 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.

[1] A distinction is made between the "full Board" comprising the appointed Board Members, Alternate Board Members, Chair and Vice-Chair; and the wider GPE "Partnership" comprising all organizations/entities which are formally members of the GPE constituencies.

Composition:

A distinguishing aspect of the GPE Board is its commitment to partnership with members from partner countries, donors, multilateral organizations, civil society organizations, private foundations, and the private sector.

The GPE Board is guided by the GPE Charter and Board and Committee Operating Procedures.

The Board, presented in figure 1 above, consists of a Board Chair and a Vice-Chair as well as twenty Board members and twenty Alternate Board members representing four categories:

- Twelve representatives from **partner countries**
- Twelve representatives from **donor**
- Ten representatives from **civil society organizations** (CSOs), **private foundations, the private sector** (two representatives from partner countries CSOs, two representatives from donor countries CSOs, two representatives from the teaching profession, two representatives of private foundations, and two representatives of the private sector)
- Six representatives from **multilateral organizations or regional banks**.

Membership and ways of working:

- Appointments to the Board are all senior-level individuals with prior experience of Board-level governance, ideally on boards of other international organizations
- Board terms for Board Members and Alternates are minimum of three years, and the appointments are staggered to support continuity
- Only one member of each constituency speaks on any one issue at Board meetings, and committee Chairs only speak about matters directly relevant to their committee
- Board members each affirm annually to act in the best interests of the partnership and will be pragmatic about the need for compromise, and to treat other Governance Officials and Secretariat staff with courtesy and respect

2 Responsibilities

The full 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:

A. 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

B. 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

C. 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)

D. 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)

E. 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)

F. 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

Relevant resources: GPE Board Terms of Reference, GPE 2025 Strategy, GPE 2025 Operating Model, GPE in Action, Financing 2025, Case for Investment, Code of Conduct, Conflict of Interest Policy, Misuse of Funds Policy, Transparency Policy, and Risk Management Policy.

3 Chair and Vice-Chair

The Chair and Vice-Chair of the Global Partnership for Education are appointed by the Board and represent the Board and the full partnership. The Chair and Vice-Chair shall act without prejudice in fulfilling their responsibilities and do not participate in voting for decisions by the Board.

The Chair and Vice-Chair have the following roles and responsibilities:

a. Providing political and intellectual leadership for the Global Partnership for Education, including representing the partnership and the Board in political and public fora.
b. Supporting resource mobilization efforts.
c. Convening and chairing meetings of the Board and, where necessary, other GPE meetings, including preparation of meeting agendas, facilitating agreement on decisions and monitoring their implementation.
d. Facilitating the provision of input by the Board to the annual performance review of the Chief Executive Officer.
e. Exercising other tasks as required to carry out the purposes of the Global Partnership for Education as decided by the Board.

The Chair and Vice-Chair are appointed by the Board for an initial three-year term with the option of extending for a second three-year term following a performance review process. In exceptional circumstances, the Board may extend for a third term of up to three years if it so determines that doing so is in the best interests of GPE.

4 Standing Committees

The Board relies on a robust Committee structure to support its functioning and to enable it to focus on high-level, strategic issues. In March 2021, the Board approved the proposal to reform the Committee structure establishing three standing Committees: The Executive Committee (EXCO), the Performance, Impact, and Learning Committee (PILC) and the Finance and Risk Committee (FRC). The mandate of the committees is outlined below.

A. Executive Committee (EXCO)

The EXCO is a standing committee established by GPE Board to carry out specific administrative functions and decisions as delegated by the Board, perform an advisory role to the Secretariat CEO, both on general matters and specifically about recommendations to the Board on forthcoming grant application approvals, and monitor adequacy and implementation of GPE's governance and ethics policies.

The EXCO has the following membership: it is chaired by the GPE Board Chair or Vice Chair and comprises of seven core members drawn from Board members or Alternate Board members and reflecting the following constituency balance:

- two representatives from partner countries;
- two representatives from donor countries;
- one representative from Civil Society Organizations;
- one representative from private foundations/private sector; and
- one representative from multilateral agencies and regional development banks.

The chairs of the FRC and PILC, as well as the Secretariat CEO and Deputy CEO will participate as ex officio non-voting capacity

Relevant resources: EXCO Terms of Reference

B. Performance, Impact, and Learning Committee (PILC)

The PILC is a standing committee established by GPE Board to perform a monitoring and oversight role over the GPE's performance, impact, and learning, with a dedicated focus on results and based on data and evidence. In addition, the committee oversees the implementation of GPE's Monitoring, Evaluation and Learning framework and champion GPE's engagement in wider global education initiatives.

The PILC has the following membership: one Chair and eight to ten committee

members, including a target of three representatives from partner countries partners and with consideration of gender and constituency balance in its composition. In the case of a gap in the specialized skills, there is the option to appoint one independent member from outside the constituencies.

Relevant resources: PILC Terms of Reference

C. Finance and Risk Committee (FRC)

The FRC is a standing committee established by the GPE Board to ensure that resources are being managed efficiently, effectively, and consistently with GPE's mission, goals, objectives, and policies. The committee oversees risk management practices and financial management and audit arrangements of GPE.

The FRC has the following membership: one Chair, and eight to ten committee members with consideration of gender and constituency balance. In the case of a gap in the specialized skills, there is the option to appoint one independent member from outside the constituencies.

Relevant resources: FRC Terms of Reference

5 Ethics and Integrity

Ethical conduct is a hallmark of GPE and applies to all those involved in the operation and governance of the organization.

In particular, those involved in the governance of the GPE must embody the organization's core ethical values; as primary representatives of the GPE, they set an example for the rest of the organization. All Governance Officials (Board members, Committee Members and Secretariat) are responsible for sustaining these high standards of ethical behavior.

The guiding document, Code of Ethical Conduct for Governance Officials, describes the ethical obligations by which all are bound.

Governance Officials, including Board and Alternate Board Members are also required to abide by the Conflict of Interest Policy sign the conflict of interest form at the start of their service.

You may contact ethics@globalpartnership.org about issues that might arise. Please note that the ethics function is independent of GPE, and your queries will be dealt with in confidence.

6 Decision-making at meetings

GPE governance follows the equity principle. All members of the Board have a voice in ensuring that concerns and priorities are addressed through open dialogue, with all views respected and considered equal. However, only one member from a constituency (the Board member or the Alternate Board Member) may speak on any one agenda item during a meeting.

All Board meetings shall be conducted in English. During face-to-face Board meetings, interpretation shall be provided in French and Spanish. Other languages may be accommodated, upon request from the Board Chair, who shall decide, in consultation with the Vice-Chair and the Chief Executive Officer, taking into account the budgetary implications. Unless decided otherwise by the Board Chair, all meeting materials shall be provided in both English and French.

Most Board decisions are reached by consensus. A consensus decision is not necessarily unanimous; "consensus" is defined as a majority of opinion, or a general agreement. While consensus decisions should remain the usual practice in the partnership spirit, the Board will make use of voting as a more routine and accepted practice. If the Board Chair determines that consensus is not possible, the Board Chair may:

- Encourage amendments to the proposed decision language that meet the concerns of all sides of the debate.
- Appoint a small, informal working group to negotiate a settlement during the meeting.
- Defer the decision to a future meeting.
- Call for a vote. The Board Chair or any Board member, seconded by another Board member may call for a vote. In circumstances where a vote is taken, decisions require a positive vote from a majority of members present to be approved, provided that such majority includes at least one Board member representing each of the following: (i) partner countries; (ii) donor countries; (iii) CSOs or the private sector/private foundations; and (iv) a multilateral agency.
- At the determination of the Board Chair and the Vice-Chair, the Board may conduct business at a closed (executive) session where only the Board Chair, Vice-Chair and Board members and Alternate Board members, or their designees, may be present without the presence of the Secretariat, observers or presenters. In exceptional circumstances, the Board may conduct business at a closed session without the Board Chair present. The outcomes of closed session may be made public in open plenary, at the Board Chair's

discretion.

Documents and reports from past Board Meetings can be found at the following link: GPE Board Meetings

7 Decision-making between meetings

When Board decisions are required between scheduled in-person meetings of the Board, the Board Chair may make use of two different Board decision-making mechanisms, depending on the nature of the decision requested from the Board. In addition:

I. Board decisions are not open to subsequent review, re-litigation, or reinterpretation by any committee.
II. 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.
III. Committee decisions made within a committee's delegated authority will not be relitigated by the Board, except when deemed necessary in exceptional circumstances.
IV. The Secretariat is responsible for managing the satisfactory implementation of any decisions by the Board, with oversight provided by the Executive Committee.

Non-objection– For decisions via non-objection that include but are not limited to Stage 2 decisions on system transformation grant (STG) applications. The Board will receive a decision memo from the Secretariat and any supporting documents will be posted on the governance portal. Board members will have ten (10) calendar days to post questions through the governance portal or to register objections, and the Secretariat will provide responses and clarifications throughout that period. At the end of the ten calendar days, the decision will be treated as approved by the Board unless a majority of constituencies, including at least three out of the four constituency categories, registered objections that were not withdrawn. A Board conference call for discussion may be scheduled if requested by Board members from at least three different constituency categories or if deemed necessary by the Board Chair. Once a Board conference call is confirmed by the Board Chair, the ten-day clock will be paused until the Board call has taken place.

Affirmative vote – Decisions on the approval of the final funding allocation, and of the strategic parameters for GPE support are decided by Affirmative Vote. In addition, the Board Chair in consultation with the Executive Committee may decide to make use of the Affirmative Vote procedure for other decisions allocations, on a case-by-case,

provided these decisions have been discussed at the committee level and therefore consulted prior, and for which there is a determination that no additional discussion is warranted. Constituencies cast their vote on the dedicated Affirmative Vote platform. However, votes received by email are also allowed provided that the vote is cast by the Board or Alternate Board member (or an authorized representative) within the specified deadline. An Affirmative Vote decision is considered approved if a majority of constituencies including at least three out of the four constituency groupings give their express approval, provided that any objection received is dealt with prior to the end of the voting period.

Board decision procedures for the GPE Operating Model

Board decisions shall be taken rapidly, and on a rolling (or 'as needed') basis, in order to abide by timelines for the efficient delivery of GPE support. In accordance with the emphasis in the GPE Operating Model for strategic decisions to be taken upfront by the Board, different procedures apply at each stage.

- **Stage 1 - Approval of the final funding allocation, and of the strategic parameters for GPE support (based on the Partnership Compact endorsed by the Local Education Group):** These decisions are handled through the affirmative vote procedure in accordance with existing Board and Committee Operating Procedures for virtual decision-making. Board members can provide comments about the recommendations through the voting platform no later than 24 hours before the closing deadline to allow sufficient time for the Secretariat to respond. A Board conference call for discussion of a specific matter would be scheduled if deemed necessary by the Board Chair and only if specifically requested.
- **Stage 2 - Approval of the System Transformation Grant application, based on approved strategic parameters:** With the exception of those that fall under the CEO delegation, these decisions are handled through a non-objection procedure. The Board will receive a short decision memo from the Secretariat and will have ten business days to post questions through the governance portal or to register objections. The Secretariat would provide responses and clarifications throughout that period. At the end of the ten business days, the decision would be treated as approved by the Board unless a majority of the twenty Board constituencies had registered objections that were not withdrawn.
- **Stage 3 - Release of any System Transformation Grant top-up funding, and approval of any mid-term adjustments to the approved strategic parameters for GPE support.** Decisions, when required, would be handled

through the affirmative vote procedure as for the Stage 1 decisions.

8 What is expected of Board Members and Alternates

As a Board Member or Alternate you now hold a seat in the governing body of the Global Partnership for Education. In your capacity as representative of your constituency, you have been tasked to act in good faith and in the best interests of the GPE, in furtherance of its mission.

As outlined in the GPE Charter and Board and Committee Operating Procedures, during your term as a steward of GPE's core values, you will be asked to:

- Serve as Board or Alternate Board member for a term of three years.
- Commit some of your working time to the GPE which includes participation at least two Board meetings each year. These meetings will take place in three days, comprising of two days for formal Board sessions and one day for a "seminar style" partnership exchange or forum. Read all relevant documents and understand the topics presented prior to a Board Meeting to ensure effective input into the decision-making process.
- Participate fully in all meetings and discussions of the GPE Board, including Board Member retreats, teleconferences and other virtual means of communication among Board Members.
- Seek and ensure input from your constituency on issues being considered by the Board prior to its meetings as well as during the Board's inter-sessional work and consultations.
- Take the initiative to convene cross-constituency and regional meetings more regularly.
- Communicate constituency views at Board meetings and report key issues back to the constituency after Board meetings, with the support of your communications focal point. In addition, constituencies are encouraged, under your leadership, to put in place arrangements to support rapid and efficient consultation on urgent matters.
- Consult with your constituency and vote on all necessary electronic Board decisions.
- Act as an advocate on behalf of the GPE within the constituency and to external stakeholders.
- Provide leadership and strategic vision for your constituency.
- Maintain a focus on issues of interest and importance to the constituency.
- Abide by the Code of Conduct for Governance Officials and GPE's Conflict of Interest Policy.

- Act as the custodian of the constituency functioning rules as established (or self-determined) by constituencies.
- Contribute to the ongoing and continuous improvement efforts of your constituency.
- Ensure efficient, open, and transparent communication throughout GPE.

At the start of every Board meeting, all Board members and Alternates shall commit to a set of "ground rules" as follows:

- Stay focused on strategic issues, major policy issues and major risk issues important for the delivery of GPE's strategic plan, not operational detail.
- Represent constituency views and then make decisions in the best interests of GPE, understanding that compromise is necessary in a partnership of diverse interests.
- Treat other GPE Governance Officials, as well as Secretariat staff, with courtesy and respect at all times.
- Assume positive intent of other GPE Governance Officials and Secretariat staff, rather than improper motives and strive to build trust through open and transparent communication.
- Avoid reopening issues that have already been duly decided by the Board or by a committee.
- Refrain from speaking on an issue if the other constituency Board representative has already done so.
- Request Committee Chairs to speak only on matters relating to the mandates of their committees.
- Follow the agreed procedure for amending decision language and focus on the substance of the decision, not on wordsmithing.

9 Role of the Secretariat

GPE Secretariat: The Secretariat is responsible for managing the day-to-day operations of GPE, and is headed by a Chief Executive Officer, who is selected based on merit, in a non-political, open and competitive manner.

The Chief Executive Officer serves a five-year term. The Board may decide to renew the term for an additional five years or any shorter period. Any such renewal would require a performance review. In addition, the Chief Executive Officer is subject to an annual performance evaluation.

S/he is responsible to the Board for the day-to-day management of GPE, and for specific duties and responsibilities assigned to him/her by the Board.

Ms. Laura Frigenti took office as Chief Executive Officer on December 1, 2022. Mr. Charles North is the current Deputy Chief Executive Officer and joined GPE in March 2019.

GPE Governance Team: The Governance Team was established to support, guide, and advise the GPE Board, its committees and the Secretariat to fulfil its role in strategic decision-making and the development of sound policies, to better enable GPE to fulfil its mission. The Governance Team serves as a first point of contact for all governance matters. The Governance Team can be reached at the following address: GPE_Governance_Team@globalpartnership.org

10 The GPE Governance Portal

To facilitate and inform decision-making throughout your term as a Board or Alternate Board member, you will be provided access to the Governance Portal where all the documents and information relevant to committee meetings are posted and archived. Please note that documents for Board meetings are posted on a dedicated meeting site that opens at the time of registration for the meeting. Once a meeting has passed, all Board meeting materials for public distribution are posted on the GPE website.

The Governance Portal platform is also used for voting using the Affirmative vote procedure, as described above. Only Board and Alternate Board Members can cast a vote and register comments, unless a request for a single or standing delegation has been made to the Governance Team (GPE_Governance_Team@globalpartnership.org) via email. The request must be copied to the Board and Alternate Board Members for it to be actioned.

11 What's Next?

The Governance Team will be contacting you shortly to schedule an orientation, which will further explain a Board Member or Alternate's role and responsibilities, as well as provide an overview of GPE's work and could answer any questions you may have. In preparation for this call, we would like to direct you to the GPE website where you can find relevant policies and documents that relate to the governance of the GPE.