JUNE 3-5, 2025 – MEETING OF THE BOARD OF DIRECTORS
PARIS, FRANCE - BOD-2025-06-DOC 03 – FOR DECISION

GPE NON-PROFIT LEGAL ENTITY: FOUNDATION TO SUPPORT GPE

Please note: In accordance with the GPE Transparency Policy, documents are public only after their appraisal by the relevant governance instance. Governance officials may circulate documents to their constituency for consultation purposes, except for documents of a confidential nature.

Key issues for consideration:

- Following the Board decision (BOD/2024/12-01), the Ad Hoc Working Group and Government of Switzerland under the oversight of the Executive Committee (EXCO), took the necessary steps to facilitate the establishment of the non-profit legal entity in Geneva.
- At its April 16 meeting, Committee members expressed broad support for the creation of the entity as a "catalyst" for expanding GPE's fundraising potential. Members inquired about the entity's alignment with GPE, the timing for it to be operational and suggested amending the name to broaden its appeal.
- The Secretariat noted that the sole purpose of the entity is to support GPE's mission and objectives as enshrined in the Statutes which are particularly difficult to amend under Swiss Law. Regarding timing, the non-profit legal entity is expected to be operational by early September. The Secretariat also confirmed that further work will be carried out on finalizing its name.

Objective

1. This document sets out an Executive Committee recommendation on the Memorandum of Understanding Regarding Coordination between the GPE Board and the [Foundation to support GPE], for Board decision. It also provides an update on the actions taken to facilitate the establishment of the non-profit legal entity i.e. [Foundation to support GPE].

Recommended decision

BOD/2025/06-XX— GPE Non-profit legal entity: Foundation to support GPE: The Board of Directors:

1. Refers to its decision on GPE's non-profit legal entity from December 2024 (BOD/2024/12-01) and welcomes the progress made by the Ad Hoc Working Group under the oversight of the Executive Committee, in advancing the establishment of the non-profit legal entity in Geneva, Switzerland.
2. Expresses its appreciation for the efforts of the Ad Hoc Working Group, the Executive Committee, the Government of Switzerland as well as the contribution and support from other partners including the Jacobs Foundation, UBS Optimus

Foundation, Aga Khan Foundation and members of the 'Friends of Education - Switzerland'. Acknowledges the collaboration with external legal advice, the advice provided by the Secretariat and the World Bank (to the extent the entity impacts the roles which the World Bank plays for GPE), and the cooperation of relevant and interested GPE partners.

3. Determines its support for the Memorandum of Understanding Regarding Collaboration between the GPE Board and the [Foundation to support GPE] as set out in Annex A and acknowledges the Statutes as a founding document as set out in Annex B which will facilitate the formal establishment of the [Foundation to support GPE] in Geneva, Switzerland, with the sole purpose to support GPE's mission and objectives, particularly around resource mobilization.
4. Requests the GPE Board Chair to sign the Memorandum of Understanding Regarding the Coordination between the GPE Board and the [Foundation to support GPE] on behalf of the GPE Board as set out in Annex A.

Background and overview

1. In December 2024, the Board determined its support for the creation of a non-profit legal entity in Geneva, Switzerland (BOD/2024/12-DOC 05) with the sole purpose to support GPE's mission and objectives, particularly around resource mobilization. The Board also requested the Ad Hoc Working Group and Government of Switzerland under the oversight of the Executive Committee, to take the necessary actions to support the establishment of the non-profit legal entity (BOD/2024/12-01).
2. Since the Board decision in December 2024, the Ad Hoc Working Group under the oversight of the Executive Committee, met monthly to work towards the establishment of the Foundation including its operationalization, governance arrangements, and input into its Founding Documents and Memorandum of Understanding Regarding the Coordination between the GPE Board and the [Foundation to support GPE] drafted by an external legal expert. The Ad Hoc Working Group's composition and Terms of Reference (ToR) were adjusted to reflect the Board decision in December. Substantial progress has been made to operationalize the Foundation, including through a provisional administrative hosting in the offices of the Geneva Global Hub for Education in Emergencies (EiE Hub) and scope of work of two secondees, from the Jacobs Foundation (effective already from February 1, 2025) and Swiss government.
3. The **Statutes** as set out in Annex B are the founding document that will legally establish the Foundation in Switzerland. In compliance with Swiss laws and

regulations, the Statutes stipulate that the initial Foundation Board of Directors shall be composed of at least three (3) individuals, including its Chair. An Inception Board will therefore be established to support the registration of the Foundation before the Board is progressively increased by co-optation, i.e. through the appointment by the Board in office, of additional Board members up to a maximum of nine (9) individuals per the Statutes. The terms of reference for the Board of Directors of the Foundation are the duties described in the Statutes.

4. The **Memorandum of Understanding Regarding the Coordination between the GPE Board and the [Foundation to support GPE]** establishes the collaboration framework between the two entities to coordinate functions and activities to support the GPE's mission and objectives. The Board is asked to consider and decide on the signature of the Memorandum of Understanding Regarding the Coordination between the GPE Board and the [Foundation to support GPE]. It would be signed by the GPE Board Chair on behalf of the GPE Board and the Inception Board Chair on behalf of the [Foundation to support GPE].
5. The December 2024 Board decision has generated significant momentum amongst partners in Switzerland, and the operationalization is well under way. Foundations, in particular, have shown strong support for the opportunity to co-create or tailor their support, with several actively engaged in concrete areas of support including secondments, and partnership explorations. Further details on the entity's operationalization can be found in Annex C – Frequently Asked Questions (FAQ).

Annex A – Memorandum of Understanding Regarding Coordination between the GPE Board and the [Foundation to support GPE]
Annex B - Statutes of the [Foundation to support GPE]
Annex C – Frequently Asked Questions