APRIL 2026

BOARD AND COMMITTEE OPERATING PROCEDURES[1]

Part 1: Board Operating Procedures

1. General

1.1 **Supreme Governing Body.** Pursuant to the Charter of the Global Partnership for Education (GPE Charter), the Board of Directors (Board) is the supreme governing body of the Global Partnership for Education (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 with the composition, roles and responsibilities as set out therein. This document sets out the operating procedures for the Board and its Committees.

1.2 **Limitation.** No decision taken by the Board is binding on any organization providing a member to serve on the Board. When discharging their duties, Board members are not required to take decisions that conflict with the constitution, regulations, rules, and policies of their organization. The Board only sets GPE policies and not the policies of any organization providing a Board member.

2. Composition

2.1 **Chair.** As stated in the GPE Charter, the Chair of the Global Partnership for Education is appointed by the Board and represents the Board and the Partnership as a whole. The Chair shall act without prejudice in fulfilling his/her responsibilities and does not participate in voting for decisions by the Board. In cases where the Chair is selected from among the then-current Board members or Alternate Board members, such constituency shall appoint a new Board member or Alternate Board member, as relevant, to represent the views of the constituency.

2.2 **Member Seats**. Seats on the Board are allocated pursuant to the provisions of the GPE Charter. Board members serve as the representatives of a constituency, which may be comprised of one or more countries and/or organizations. Pursuant to the GPE Charter, each Board and Alternate Board Members shall serve a term of three years.

2.3 **Constituency Selection.** Board members are selected by their constituencies and serve for the period stated in the GPE Charter. Constituencies are encouraged to appoint Board representatives with the relevant seniority level to advance strategic engagement and focus.

2.4 **Alternate Board Members.** As stated in the GPE Charter, each constituency shall appoint an Alternate Board Member to serve as an additional representative of his/her constituency. The Alternate Board Member has the same rights, privileges, and responsibilities as the Board member.

2.5 **Board Member and Alternate Board Member Vacancies**. A vacancy in Board seat representation resulting from death, resignation, disqualification, or other reason relating to a Board/or Alternate Member, shall be filled in the same manner in which the original holder of that position was appointed or selected. Individuals selected or appointed to fill a vacant position shall hold such positions for the unexpired term of their predecessor.

2.6 **Chair Vacancy.** A vacancy in the office of the GPE Chair resulting from death, resignation, disqualification, or other reason, shall be filled, on an interim basis, by the Vice-Chair, for no longer than the unexpired term of their predecessor.

2.7 **Internal Constituency Procedures.** Each constituency shall maintain and adhere to its internal procedures and guidelines for selecting the Board Members and Alternate Board Members to ensure transparent processes for such nominees. All nominees are subject to nomination and approval processes established by the Board and (a) serve as representatives and communicate the views of their constituencies to the Board during discussion and deliberation, and (b) must make decisions in the best interests of GPE intended to help achieve the GPE strategic plan, with due regard to stakeholders' interest.

3. Communication Focal Points

3.1 Constituencies may appoint a communication focal point to promote effective information flows between the Board/Alternate member, the constituency they represent, including Committee members, and the Secretariat.

3.2 In addition, the Board encourages constituency groups to put in place arrangements to support rapid and efficient consultation on urgent matters.

4. Notification of Representation and Selection Process

4.1 The authorized representative of a constituency shall confirm in writing to the Board Chair and Secretariat the appointment (including replacement) of Board Members, Alternate Board Members and/or communications focal points, including the contact information for any newly selected person.

4.2 Each constituency shall advise the Secretariat of their internal process for the selection of Board member, Alternate Board member and communications focal point. Any updates and revisions to these processes shall be submitted to the Secretariat in a timely manner.

5. Roles and Responsibilities

5.1 The roles and responsibilities of the Board are set out in the Charter and Board Terms of Reference. Board members prior to commencing their duties must acknowledge they have received and read the GPE Charter, read and understood the GPE Code of Conduct, Policy on Conflict of Interest and the Policy and Protocol on the Misuse of Trust Funds, completed an orientation, agree to act in the best interest of GPE and to use their best endeavors to consult within their constituency before Board meetings.

6. Board Meetings

6.1 **Frequency.** The Board shall meet as needed as determined by the Board. In general, face-to-face, or virtual meetings will be convened on a semi-annual basis.

6.2 **Location of meetings.** Board meetings shall be held in accordance with the Board-approved principles and process[1].

6.3 **Modes**. Board meetings may be held face-to-face, by video (virtual meetings) or any other electronic communication medium that allows a Board member to follow and contribute to meeting discussions as they occur in real time. The Board Chair shall decide on the medium used for each meeting and may terminate a meeting if the medium does not permit clear communication between members.

6.4 **Notice.** Notice of a face-to-face or virtual Board meeting shall be provided at least eight weeks prior to the start of the meeting. Except in exceptional circumstances, as determined by the Board Chair, notice of Board meetings held by other modes shall be

[1] BOD/NO/2023/03-DOC 01, Annex A

provided at least two weeks prior to the start of the meeting. Notice of a face-to-face or virtual meeting shall include an indicative agenda for comment by Board members. The Chair has the authority to abbreviate these notice provisions and call a meeting on shorter notice in exceptional circumstances, as determined by the Chair.

6.5 **Request for a Meeting**. A meeting of the Board shall be convened:

i. within two months of the written request to the Board Chair and Secretariat by one third of the Board membership, with an indication of the agenda for the meeting and a justification for requesting the meeting; and
ii. within a reasonable amount of time, when a meeting is being called on an emergency basis, as determined by:
    - the Chair of the Board; or
    - in circumstances where the agenda item relates to the Chair of the Board and is the cause of the emergency, the Vice Chair.

6.6 **Quorum**. The Board may conduct business only when the Board Chair (or, in exceptional circumstances, his or her designee) and a majority of Board members are present, provided that such majority includes at least one Board member representing each of the following: (a) partner countries; (b) donor countries; (c) civil society organizations or the private sector/private foundations; and (d) a multilateral agency.

6.7 **Attendance.**

a. **Board Members and Alternate Board Members.**
    i. Both the Board member and the Alternate Board member shall have a right to attend meetings of the Board. If, for any reason, the Board member is not available to attend a Board meeting or part of a Board meeting, the Alternate Board member shall serve in his or her stead. If, for any reason, the Alternate Board member is not available to attend a Board meeting or part of a Board meeting in place of a Board member, the constituency may appoint a replacement Alternate Board member to represent the constituency at that meeting.
    ii. At the start of every Board meeting, all Board Members and Alternate Board Members shall commit to a set of "ground rules" as follows[2]:
        - 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.

[2] BOD/2021/03 DOC 03 Rev.1, Governance Review Recommendations, March 16, 17 and 19, 2021

- 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[3] for amending decision language and focus on the substance of the decision, not on wordsmithing.

b. **Transition.** In the event that a new Board Member or Alternate Board Member must permanently replace an incumbent, both the incoming and outgoing members may, with the written permission of the Board Chair, attend the meeting in order to facilitate the transition of membership, provided no costs are incurred. Such arrangement shall be communicated to the Board Chair and the Secretariat as soon as the constituency is aware of such transition and no later than three (3) weeks before the Board meeting.

c. **Constituency Members**. Attendance of other constituency members at face-to-face or virtual meetings is permitted. Each Board representative will be accompanied by their designated technical advisor. In addition:

i. Upon request, up to two (2) observers would be allowed per constituency for members not already represented on the Board, with the exception of the donor constituency category which would be allowed one (1) observer per non-Board sovereign donor.

ii. Observers to Board meetings will provide written confirmation that they acknowledge the GPE Code of Conduct for Governance Officials and that they will abide by the Board's rules of procedures, no later than four (4) weeks prior to each Board meeting. Any breach to the procedures and the Code of Conduct will be considered grounds for removal from the meeting and permanent loss of observer privileges.

[3] BOD/NO/2023/03-DOC 02, Annex A

iii. Observers to Board meetings must keep information obtained within a Board meeting confidential and cannot take photographs, make use of social media channels to disseminate information on Board proceedings or make public statements on Board deliberations. If observers are participating virtually, they must assure that no one around them participates or can hear the deliberations.

iv. The role of observers during Board meetings is solely to observe the Board proceedings. Observers to Board meetings are not permitted to address the Board or actively participate in a Board meeting unless explicitly invited to do so by the Board Chair in accordance with the Board Operating Procedures.

v. The Board Chair may, at any time, request a Board meeting to move into a closed session and request observers to leave the meeting.

d. **Observers and Presenters**.

i. Observers to face-to-face or virtual Board meetings who are not a part of a constituency may be permitted at the discretion of the Board Chair.

ii. Additional attendees may be permitted to attend in order to make presentations, at the discretion of the Board Chair.

e. **Secretariat**. The Chief Executive Officer and Deputy Chief Executive Officer of the GPE Secretariat serve as non-voting ex-officio members of the Board. The Chief Executive Officer, Deputy Chief Executive Officer and the Management Team shall be invited to attend all Board meetings unless the Board Chair decides otherwise. The Chief Executive Officer, in consultation with the Board Chair, shall determine which other Secretariat members may attend any meeting.

6.8 **Delivery of Meeting Materials.** The Secretariat shall distribute meeting materials to ensure receipt by Board members at least two weeks in advance of the start of the meeting. Efforts shall be made to disseminate meeting materials in English and French concurrently. Meeting materials should contain the text of draft decisions proposed for Board consideration.

6.9 **Funding.** The Secretariat may provide funding from GPE resources for the attendance of Board Members and Alternate Board Members and observers representing partner countries constituencies, including from civil society, upon request of the relevant member. Additionally, the Secretariat will cover air travel expenses at the lowest available fare for the Board Member and Alternate Board Member representing International and Northern CSOs and education coalitions (CSO1) to attend one Board meeting per year. Funding for the attendance of all other attendees shall be the responsibility of the Board Member (including Alternate Board Member) or the observer's own organizations.

7. Board Meeting Conduct and Decision-Making

7.1 **Chairing.** The Board Chair, or such other person with a written delegation of the Board Chair, shall chair all Board meetings.

7.2 **Agenda.** Board meetings shall be conducted in accordance with the agenda previously circulated to the Board, with the decisions as presented in the Board meeting materials. In exceptional circumstances, the Board Chair may permit the discussion of a new or substantially amended decision proposed in meeting materials, provided sufficient notice is given by the proponent of the new or amended decision. A multi-year strategic agenda outline covering critical issues shall be developed at the beginning[4] of every Board term. The agenda shall center on the efficient and effective delivery of GPE's Strategic Plan, including any major risks that could derail delivery. In addition, the agenda shall include standing items on performance, impact and learning, address GPE's contribution to wider global initiatives and partnerships, and examine GPE's global role in sharing knowledge and contributing to debate on global education policy issues.

7.3 **Transparency.** Except as provided in paragraph 7.6 below, all face-to-face meetings of the Board shall be held in open plenary. A report on each face-to-face Board meeting shall be made publicly available on the GPE website as soon as possible following such meeting. Decisions made in meetings other than face-to-face meetings shall also be made transparently available to the Board. The Board, Committee and Secretariat alike shall make efforts to ensure efficient, open, and transparent communication throughout GPE.

7.4 **Board/Alternate Member Representativeness in Board Discussions and Deliberations.** The Board Chair shall call upon Board or Alternate members (as applicable) to communicate and represent the views of their respective constituencies in contributing to Board discussion and deliberation when an agenda item is tabled for discussion. Only one member from a constituency (as designated by the Board Member) may speak on any one agenda item during a meeting. Observers and other attendees have no speaking rights, except as permitted by the Board Chair.

[4] BOD/2021/03 DOC 03 Rev.1, Governance Review Recommendations, March 16, 17 and 19, 2021

7.5 **Decision-Making.**

a. **General principles**.
   i. 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.
   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.

b. **Decisions at Meetings: Exception.** All decisions by the Board shall be taken at a meeting held in accordance with the provisions of these operating procedures (including notice and quorum), except in exceptional circumstances as determined by the Board Chair. In such instances, the Board may be requested to approve a decision via non-objection or via affirmative vote.
   i. **Non-objection decisions**. 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.

   ii. **Affirmative vote decisions**. Affirmative vote decisions include but are not limited to Stage 1 and Stage 3 decisions on system transformation grants. In addition, the Board Chair may decide to make use of the Affirmative Vote procedure. Constituencies will cast their vote within those ten days and by the specified deadline. A Board conference call for discussion of a specific matter will 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. A decision is considered approved if a majority of constituencies, including at least three out of the four constituency categories, give their express approval by means of a vote by the specified deadline.

c. **Consensus.** The Board Chair shall use all practical efforts to achieve a consensus on all decisions such that:
   i. if the Board Chair believes there is a clear consensus, she or he shall restate the decision and declare that the Board has reached consensus and a decision has been made;
   ii. the Board Chair may encourage amendments to proposed decision language in line with the established process[5] and that meet the concerns of all sides of the debate and/or consider the establishment of small working groups of interested Board members or their designees to negotiate a proposal to present to the Board for decision;
   iii. if the Board Chair believes that the option in ii. above will not lead to consensus, she or he may decide to defer the matter until a later meeting; and
   iv. if all practical efforts have not led to consensus within the time allotted in the meeting agenda, (i) the Board Chair; or (ii) any Board member, seconded by another Board member, may call for a vote.

d. **Voting.**
   i. While consensus decisions should remain the usual practice in the partnership spirit, the Board shall support the use of voting as a more routine and accepted practice.
   ii. 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.

7.6 **Closed Sessions.** At the determination of the Board Chair, the Board may conduct business on sensitive or confidential matters in exceptional cases, at a closed (executive)

[5] BOD/NO/2023/03-DOC 02, Annex A

session where only the Board Chair and Board members and Alternate Board members, or their designees, may be present without the presence of the Secretariat or 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.

7.7 **Language.** All Board meetings shall be conducted in English. During face-to-face or virtual Board meetings, interpretation shall be provided in French. Other languages may be accommodated, upon request from the Board Chair, who shall make a determination, in consultation with 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.

8. GPE Policies

8.1 Board members and Alternate Board members are subject to the GPE Code of Ethical Conduct, Policy on Conflicts of Interest and the Policy and Communications Protocol on Misuse of GPE Trust Funds.

Part 2: Committee Operating Procedures

1. General

1.1 **Establishment of Committees**. The Board may establish GPE Committees, working groups, advisory panels, and similar groups it deems necessary to carry out the business of the Board. There are three standing committees of the Board:

- Executive Committee (EXCO)
- Performance, Impact and Learning Committee (PILC)
- Finance and Risk Committee (FRC)

1.2 **Application of Procedures**. Each of the standing Committees shall operate under these procedures as well as their respective Terms of Reference, as amended by the Board from time to time. Committees shall 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. These operating procedures may also apply to all working groups, reference groups,

advisory panels, or similar groups, if the Board so decides. In such cases, the term "GPE Committee" as used in these Committee Operating Procedures shall be read to refer to the working group, reference group, advisory panel or other similar group and the "Committee terms of reference" shall refer to the terms of reference, or other similar document, of the working group, advisory panel or other similar group.

1.3 **Committee Terms of Reference**. GPE Committees shall be established under the terms of reference that outline: (i) membership of the Committee; (ii) roles and responsibilities of the Committee, including the decision-making, advisory and oversight authority delegated by the Board; and (iii) relevant procedures in addition to or in place of these Committee Operating Procedures. Where a committee seeks clarification on a Board decision point or regarding its mandate, it should seek advice from the Executive Committee.

2. Composition

2.1 **Size, Representation and Skills.** Each Committee terms of reference shall specify the maximum number of Committee members, and, where appropriate, the distribution between the Board's constituency categories and the skills required.

2.2 **Member Duty.** Committee members shall be sufficiently informed, briefed, and empowered, so that they can:

a. act on a fully informed basis, in good faith, with due diligence and care;
b. contribute to the work of the GPE committee and serve as spokespersons and representatives of and communicate the views of their constituency category to the Committee during discussion and deliberation, based on prior consultation wherever reasonably practical (e.g. assuming other constituencies give timely feedback at the GPE Committee member's request);
c. in cases where the GPE Committee has delegated decision-making power from the Board, make decisions in the best interests of GPE, intended to help achieve the GPE strategic plan adopted by the Board; and
d. commit to a subset of the "ground rules" for participation in Committee meetings as mentioned in Part 1, Section 6.6., as applicable.

3. Committee Chairs

3.1 **Board Membership.** Unless specified otherwise in the Committee terms of reference, Committee Chairs shall (i) preferably be either Board members 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; and (ii) possess the requisite skills and experience that align with the functions and responsibilities of the Committee they chair.

3.2 **Non-voting.** Unless specified otherwise in the applicable Committee terms of reference, Committee Chairs are non-voting Committee members, which enables them to chair without prejudice.

3.3 **Accountability and Removal.** Each Committee Chair shall remain engaged and diligent in the performance of his/her responsibilities. Accordingly, each individual serving in such a role shall be subject to assessments by the Board Chair in accordance with these procedures and relevant Committee terms of reference. If such assessments determine that the individual has not fulfilled his/her responsibilities, the Board Chair may make the necessary changes to the Committee chair position.

4. Selection of Committee Chairs, Members, Terms of Service and Removal

4.1 **Selection and Appointment.** Under the GPE Charter, each constituency may nominate individuals to serve on GPE standing Committees, with the required skills, knowledge, and experience for Committee service per the Committee Terms of Reference. There shall be consideration for gender balance in Committee composition. Each GPE Committee member has the same rights, privileges and responsibilities as a Board/Alternate Board Member serving on the committee. Committee members shall fully participate throughout their mandate and represent their Constituency category to the best of their abilities.

4.2 **Nomination Procedures.**

Every three years, the Board Chair will launch a call for nomination. Executive Committee members are selected by their constituencies. The Executive Committee shall oversee the nomination process for all the other standing Committees. Constituencies are encouraged to nominate more than one individual for each FRC and PILC seat and ensure that the individuals nominated have the appropriate specialized skills and experience required. Committee Chairs shall ensure the requirements are clearly specified, and they should be empowered to insist on suitable candidates. Nominees shall confirm their availability to commit the time required to serve on a Committee. In the case of a gap in the specialized skills available on the PILC or the FRC, there should be the option to appoint one independent member from outside the constituencies. The Committee Chair will liaise with the Board Chair about the need to invoke this option.

4.3 **Membership Term.** GPE Committee members, including chairs, shall serve a renewable term of three years. Committee members selected as a result of a mid-term vacancy are appointed for a term in accordance with the applicable process set out in Section 4.4.

4.4 **Vacancies**. A vacancy in any Committee membership seat including Chair, with the exception of the Chair of the Executive Committee, resulting from death, resignation, disqualification or other reason, will require the constituency category to nominate a replacement who is expected to serve for the remainder of the term.

4.5 **Member Accountability and Removal.** Each Committee member shall remain engaged and diligent in the performance of his/her responsibilities. Accordingly, each individual serving in such a role shall be subject to assessments by the Board Chair and relevant Committee Chair. If such assessments determine that the individual has not fulfilled his/her responsibilities, including, without limitation, failing to attend two consecutive meetings and participate in discussions, the Board Chair, in consultation with the Committee Chair, may request the relevant constituency category to consult with the respective Committee member, and if necessary propose a replacement in accordance with the process selected by the constituency category as described in Section 4.4.

5. Roles, Responsibilities and Annual Workplans

5.1 **Roles and Responsibilities.** The roles and responsibilities of each Committee shall be set out in the relevant Committee terms of reference. Committees shall decide, recommend, and oversee matters in accordance with the authority delegated by the Board and outlined in each Committee terms of reference and the Board's decisions. Committee members prior to commencing their duties must acknowledge they have received and read the GPE Charter and respective Committee terms of reference, read and understood the GPE Code of Conduct and Policy on Conflict of Interest, completed an orientation provided by the Secretariat, agree to act in the best interest of GPE and to use their best endeavors to consult within their constituency category before Committee meetings.

5.2 **Annual Work Plans.** The Secretariat shall develop Committee work plans and agendas during and between Board and Committee meetings to address pending issues related to the Committee's functions and responsibilities. Such work plans will be approved by the Executive Committee at the start of each term and shall be updated as necessary and shared with the Board on a regular basis to update any responsibilities assigned by the Board at its meetings.

5.3 **Committee Coordination.** The Board Chair, working with each of the Committee Chairs, shall specify which Committee shall bear primary responsibility for a particular issue,

in cases where more than one Committee may be reasonably expected to have a joint interest in a policy or area of work. The Board decision and subsequent work plan should clearly state which Committee is the lead on the area of work. Where appropriate, Committee meetings will be scheduled to facilitate collaboration between Committees with a common interest.

6. Meetings

6.1 **Frequency.** Committees shall meet as needed in accordance with their Committee terms of reference, work plan and the decisions made by the Board to refer issues to Committees. Committee terms of reference may specify, as appropriate, the expected meeting frequency.

6.2 **Modes.** Committee meetings shall be held in a virtual format as per the frequency defined by each Committee's Terms of Reference.

6.3 **Notice.** Except in exceptional circumstances, as determined by the Committee Chair, notice of Committee meetings shall be provided at least four weeks prior to the start of the meeting.

6.4 **Quorum.** Committees may conduct business only when the Committee Chair (or, in exceptional circumstances, his or her designee) and a majority of voting Committee members are present.

6.5 **Member Attendance**. Only the Committee member may attend Committee meetings (or, in exceptional circumstances, his or her designee).

6.6 **Secretariat Attendance.** The Chief Executive Officer, the Secretariat technical lead and governance officers for respective committees shall be invited to attend all meetings of Committee.

6.7 **Board Chair Attendance.** The Board Chair shall be invited to attend all Committee meetings, unless the Committee Chair decides otherwise in exceptional circumstances, including, but not limited to, a meeting on the Board Chair's performance review.

6.8 **Experts.** The Committee Chair may decide on additional participation of expert(s) who may have specific expertise required by the Committee to perform its work. The expertise could either be provided for a specific issue/meeting or permanently. The expertise could either be provided internally by any constituency or externally by an independent individual. The Committee Chair shall request the Secretariat to proceed to a cost analysis before issuing any invitation, specifying the area of expertise needed, the timeframe and if an internal or independent expertise is preferred.

6.9 **Observers.** The attendance of observers at Committee meetings may be permitted with the written consent of the Committee Chair provided the request for observer status has been submitted at least two weeks ahead of the meeting. To improve information sharing Committee Chairs may invite one representative of other Committees to attend. All observers shall bear their own expenses for their attendance unless they are eligible to funding as defined per art.6.11.

6.10 **Delivery of Meeting Materials.** The Secretariat shall distribute meeting materials, in both English and French concurrently, to ensure receipt by Committee members at least two weeks in advance of the start of the meeting and shall ensure that materials contain the text of draft decisions proposed for Committee consideration.

6.11 **Funding.** The Secretariat may provide funding from GPE resources for the attendance of Committee members representing partner countries constituencies, including from civil society, at Committee meetings (where applicable), upon request of the relevant member. All other committee members are expected to fund their own participation at the meeting.

7. Recommendation and Decision-Making

7.1 **Decisions at Meetings**.

a. **General principles**. The principles listed in Part 1; paragraph 7.5 shall also apply to Committees.
b. **Exception**. All decisions by Committees shall be taken at a meeting held in accordance with the provisions of these operating procedures (including notice and quorum), except in exceptional circumstances as determined by the Committee Chair. In such circumstances, a Committee may be requested to approve a decision by email using a non- objection procedure in lieu of a meeting. Committee members shall be provided with sufficient background materials and proposed decision text in such requests. Committee members shall be provided with no less than ten (10) calendar days to state an objection, except in time-sensitive circumstances where a shorter non-objection period might be required.

7.2 **Consensus.** Committee Chairs shall use their best efforts to ensure that the Committee reaches all decisions, including decisions to recommend a matter to the Board, by consensus. If the Committee Chair believes there is a clear consensus, he or she shall restate the decision/recommendation and declare that the Committee has reached consensus. If the Committee Chair believes the debate is too close to reach a consensus, he or she may decide to defer the matter to a later date. The Committee Chair will use all practical efforts to achieve a consensus by encouraging amendments that meet the concerns of all sides of the debate.

7.3 **Voting.** For matters for which a Committee has decision-making powers delegated by the Board, a vote may be taken at the request of any Committee member. To pass, a decision requires a positive vote from a majority of Committee members present (excluding the Committee Chair, who is non-voting).

8. Reporting to the Board

8.1 **Attendance at Face-to-Face or Virtual Board Meetings.** The Chair of each standing Committee shall be invited to attend all face-to-face meetings of the Board. The Board Chair shall decide whether to invite Committee Chairs to attend other Board meetings, virtual or face-or-face, based on the meeting agenda.

8.2 **Reporting Format.** Committees shall follow standard reporting formats when submitting reports to the Board of deliberations, recommendations, and decisions of Committees between meetings of the Board. All recommendations to the Board should include associated costs and budgetary implications.

9. Sub-Committees and Working Groups

9.1 Committee Chairs may establish sub-Committees, working groups and other advisory groups with the consent of the Board Chair. Such groups established by a Committee shall report to the full Committee and fulfill a specific function for a fixed duration under terms of reference approved by the Committee.

10. Role of the Secretariat

10.1 **Role.** In accordance with the GPE Charter and the Secretariat Terms of Reference, the Secretariat will coordinate and facilitate the work of the Committees, providing support to the Committee Chairs relating to, among other matters, efficiency, continuity and management of cross-cutting issues.

11. Transparency

11.1 The agenda and meeting materials for Committee meetings shall be made available to the Board at the same time as Committee members through the Governance Portal. A Board/Alternate Board member from a constituency not represented on a Committee that has a specific issue to raise on the agenda or meeting materials may submit in writing to the Committee Chair his or her comments. In such circumstances, the Committee Chair

may, in his or her discretion, invite that Board/Alternate member to attend and participate in the meeting to speak to that specific topic.

11.2 The minutes and/or report of each Committee meeting shall be circulated via the Governance Portal to the Board as soon as possible following each Committee meeting, and within a week of Executive Committee meetings. The Committee Chair may make exceptions to this provision in his or her discretion based on the issues being discussed by the Committee.

12. Assessments

12.1 The Executive Committee shall coordinate the Board process for performance assessment of the Committees and their Chairs, on behalf of the Board.

13. GPE Policies

13.1 Committee members are subject to the GPE Code of Ethical Conduct and Policy on Conflicts of Interest.

14. Amendment

14.1 This document may be amended from time to time upon approval by the Board.

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[i] Approved by the Board of Directors on November 18-19, 2013 and revised in March 2021 (decision BOD/2021/04-04), May 2022 (decision BOD/NO/2022/05-02 and BOD/NO/2022/05-03), March 2023 decision BOD/NO/2023/03-01) and April 2023 (decision BOD/NO/2023/04-01). This document also includes a January 2023 non-material revision reflecting the change in terminology from "developing country partners" to "partner countries".