GLOBAL PARTNERSHIP *for* EDUCATION

Report of Governance Working Group (Board Session)

Meeting of the Board of the Directors
Brussels, Belgium, 21-22 May 2013

Background:
Governance Working Group (GWG) Membership

Chair: Paul Fife (Norway)
David Archer (ActionAid)
Peter Colenso (CIFF) (Interim Chair)
Monique Fouilhoux (Education International)
Sharon Haba (Rwanda)
Jordan Naidoo (UNICEF)
H.E. Mr. Sérigne Mbaye Thiam (Senegal)
Chris Tinning (Australia)

Background: GWG Deliberations

November 2012: Governance Working Group (GWG) established at Board meeting

- Emanated from discussions on adding seat for Africa

December 2012/January 2013: Terms of Reference developed with Board input

February 2013: Board survey distributed

March/April 2013: GWG met by audio and face-to-face, developed recommendations

Recommendations to Board in 3 areas

1. Board Composition & support to constituencies to improve the efficiency & effectiveness of the Board:
   - bring together UNICEF & UNESCO into a single UN seat
   - no expansion of Board seats, but greater Secretariat support to constituencies (starting with Africa 2) to enable more efficient & effective working
   - amendments to Charter as appropriate (meeting quorum and decision-making)

2. New Committee structure to improve decision-making & oversight by the Board:
   - Executive Committee of the Board
   - 3 additional Committees:
     i. Country Grants & Performance Committee
     ii. Knowledge, Policy & Innovation Committee
     iii. Governance, Ethics & Risk Management Committee
   - GWG to further develop TORs for Committees, including their membership, based on certain principles

3. Rationalising Chair / CEO roles & launch of the new Chair selection process to accommodate new CEO role:
   - as from July 2013, Chair to become an unrenumerated part-time position
   - UNESCO return unused funds; Board approves $75,000 budget for Chair July-December 2013; Charter amended
   - Chair launches search for new Chair, supported by GWG
   - ToR for new Chair position

Recommendation 1: Board Size/Composition Rationale

- No new Board seats
- Increasing the 'voice' of developing country members more effectively addressed by providing greater support to existing constituencies
- Growing number of developing countries joining makes adding seats not sustainable solution
- Any increase to Board seats potentially makes Board more unwieldy and less efficient

Recommendation 1: Board Size/Composition Creation of one UN Seat

- Inefficient to have 2 UN seats for UNICEF and UNESCO
- UN "Deliver as One" approach
- Provides formal structure for other UN agencies (e.g. UNHCR, UNDP, UNFPA)
- UNESCO and UNICEF important partners; many Board seats are shared
- Continue to have both Board member and Alternate Board member at high level
- Quorum and Voting: from "majority" to 10

Recommendation 1: Decision Requested

BOD/2013/05-XX—<u>Creation of one United Nations Board Seat</u>: The Board of Directors decides that, as of the adjournment of the Board meeting on 21-22 May 2013, the Board seats reserved for UNICEF and UNESCO shall be consolidated into one United Nations seat. The Board of Directors requests:

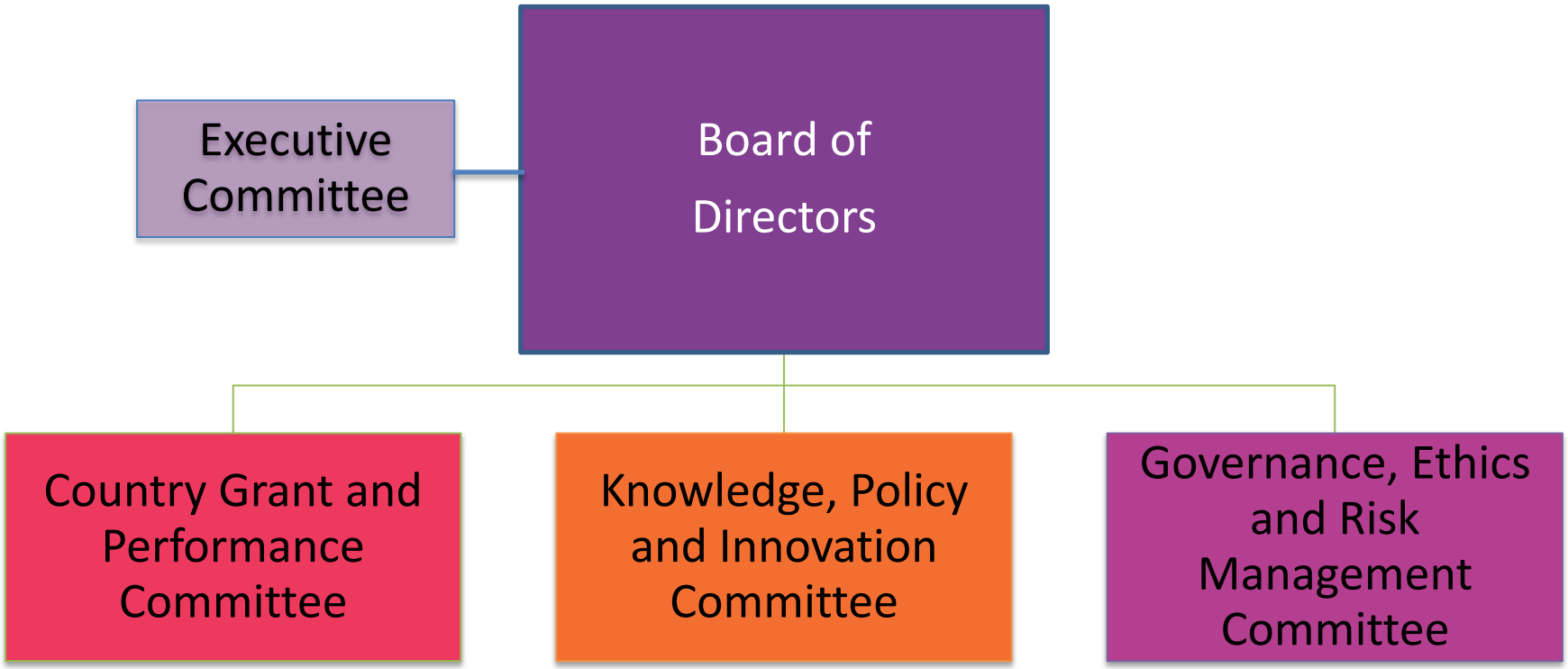
a. UNICEF and UNESCO to advise the Chair and Secretariat as soon as possible on the identity of the Board Member and Alternate Board member for the one United Nations seat; and

b. the Secretariat to amend the Charter to reflect this decision, including adjusting the Board meeting quorum and decision-making voting provisions to provide that both require at least ten Board members

Recommendation 2: Decision-Making: Challenges and Solutions

Issue	Solution
Board not focused enough on "macro" strategic issues	More delegation, where appropriate, to Board committees
Insufficient focus on fiduciary duties (risk management; results)	Add/repurpose these duties into Board committees
FAC workload is high	Divide FAC workload into two
Decision-making between Board meetings many & difficult	Delegate decision-making to Executive Committee, where appropriate
Many ad hoc working groups (especially for governance issues) with lack of continuity of membership	Establish a standing committee for Governance
Proportionality: funding the most effective & efficient committee structure; including benchmarking against GAVI (9) & GFATM (7)	Executive Committee + 3 other Committees

Recommendation 2: Proposed New Committee Structure



Executive Committee

- ‘of the Board’, not above the Board
- chaired by Board Chair
- membership representative of Board
- no decision-making powers unless authorised by the Board
- 2 core functions:
  i. complete ‘unfinished business’ between Boards (e.g. 17 decisions in 2012)
  ii. ‘sounding board’ for CEO + Chair (e.g. Hosting, Replenishment, New Chair); i.e. a ‘sanctioned conversation’

Country Grants and Performance Committee

- reviews and recommends programme implementation grants
- …and other corresponding functions currently done by the FAC
- more focus on grant performance & associated country-level processes
- reduce the FAC's workload
- include independent experts to (i) add technical expertise, (ii) reduce inherent conflict of interest

Knowledge, Policy and Innovation Committee

- financial and country-level policy development work
- oversee Global and Regional Activities program
- identify, package, advance innovative practices in the sector, and new frontiers (e.g. Innovation Fund; Innovative Financing)
- reduces FAC workload
- include independent experts

Governance, Ethics and Risk Management Committee

- expand TOR and membership of Ethics Committee (not just conflicts of interest)
- increase focus of partnership on risk management, including misuse of funds (suspensions, terminations etc.)
- decrease need for *ad hoc* committees for Governance issues (e.g. hosting, Chair recruitment)
- include outside experts

“Devil is in the Detail”: In Principle Decision

- Seeking an ‘in principle’ decision (“on track”)
- Ready to receive comments/ inputs
- Further details elaborated in full terms of reference, including membership based on principles

Recommendation 2: Decision (1)

BOD/2013/05-XX — <u>Establishment of New Board Committees</u>: The Board of Directors:

a. approves in principle the recommendations of the Governance Working Group ("GWG") contained in BOD/2013/05 DOC 06, relating to:

(i) the establishment of an Executive Committee;

(ii) a division of the work of the Financial Advisory Committee into two committees; and

(iii) the addition of governance and risk management issues to the terms of reference of the Ethics Committee

(the "Committees Proposal");

Recommendation 2: Decision (2)

...

b. requests the GWG to:

i. further elaborate on the Committees Proposal by developing terms of reference for each of the committees, including their membership,based on the following principles:

- each committee will consist of between six to ten members;
- membership on committees will, to the extent possible, be reflective of the Board's broad membership;
- each committee, other than the Executive Committee, will include membership from independent experts; and
- ideally the chairs of the committees will be Board members or Alternate Board members in order to ensure the connection between the committees work and the Board; and

ii. present the terms of reference for each of the committees as proposed in the Committees Proposal, for approval as soon as possible and no later than the next face-to-face meeting of the Board of Directors.

Recommendation 3: Rationalizing Role of Chair and CEO

- CEO recruited in February 2013
- CEO's authority increased: both internal management and external profile
- Chair's position approved to end of 2013 as full-time, remunerated, hosted by UNESCO
- Recommendation to revert to voluntary unremunerated as of 1 July 2013

Recommendation 3: Decision Requested (1)

BOD/2013/05-XX—<u>Budget for the Chair of the Board of Directors</u>: The Board of Directors:

a. acknowledges that the role of the Chair will become an unremunerated position as of 1 July 2013;

b. requests the Chair and Secretariat to work with UNESCO to return to the GPE Fund all amounts unused as of 30 June 2013 from the budget of the Chair approved in decision BOD/2012/11-13;

c. approves a budget of up to US$75,000 for the travel and other reasonable expenses of the Chair for the period of 1 July 2013 to 31 December 2013; and

d. requests the Secretariat to amend the Charter to delete the references to the employment of the Chair by a partner organization.

Recommendation 3: New Chair Recruitment

- Current chair approved until end of 2013
- New recruitment process must be launched
- Terms of reference developed (Annex 7); “champion for education”, preferably from global south
- Current chair willing to lead the search, with GWG acting as reference group
- Selection will be presented to Board for approval at next face-to-face meeting

Recommendation 3: Role of Chair (as of 1 July 2013)

Ambassador	• One of GPE's primary representatives to public with CEO • Advocacy for education and resource mobilization
Leader	• Overseeing entire global governance system
Chair	• Board meetings • Other meetings, as requested
Liaison	• Between CEO/Secretariat and Board • Primary "sounding board" for CEO

Recommendation 3: Decision Requested (2)

BOD/2013/05-XX—<u>Launch of the Search for a New Chair of the Board</u>: The Board of Directors requests the current Chair, working with the Governance Working Group, to launch a process for the selection of a new Chair to take on the role as of 1 January 2014 under the terms of reference contained in Annex 7 of BOD/2013/05 DOC 06, and present one or more preferred candidates to the Board of Directors for its approval at its next face-to-face meeting.



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