GLOBAL PARTNERSHIP *for* EDUCATION

REPORT OF THE GOVERNANCE WORKING GROUP

Meeting of the Board of the Directors
Addis Ababa, Ethiopia, 18-19 November 2013

For Decision

Charter Amendments	• Reformulate Board roles • Add possibility of Vice Chair • Update terminology
Board and Committee Operating Procedures	• Consistency between committees • Transparency in operations
3 Technical Committees	• Strategy and Policy • Country Grants and Performance • Governance, Ethics, Risk and Finance
Coordinating Committee	• Coordinate the work of standing committees • Sounding Board for CEO • Delegated decision making **when the Board decides**
GPE Fund Governance Document Amendments	• Update terminology as per Trustee practice

Background: Brussels, May 2013

BOD/2013/05-12 — <u>Revised Board Structure</u>: The Board of Directors:

a. requests the Governance Working Group ("GWG") to return to the Board at its next face-to-face meeting in November 2013 with a range of options for a revised Board structure, including but not limited to the options for revised Standing Committees presented to the Board in BOD/2013/05 DOC 06;

b. in so doing, the GWG takes into account the issues raised at the face-to-face meeting of the Board of Directors meeting in May 2013; and

c. in clarifying these options, the GWG provides full draft Terms of Reference (including objectives, functions and proposed membership) for any proposed Standing Committees or other governance structures.

Goals of Package of GWG Recommendations

1. Increase strategic role of the Board
2. Strengthen monitoring of financial and programmatic performance and results
3. Increase attention to global education issues
4. Increase efficiency, transparency and voice

Board Feedback

What We Heard	What We Did
Provide more detail	Developed terms of reference and committee operating procedures
Provide more options	Developed 3 options for technical committees and separate Coordinating committee option
Executive committee 'concentrates power'	Reformulated to Coordinating Committee Clear in ToR that has no pre-decided decision-making power
No/little support for independent membership on grants committee	No longer included; independent experts available to all committees, not as members

Board Feedback

What We Heard	What We Did
Some discomfort with committee chairs requirement to be Board members	Allow Board to decide Set out options for Coordinating Committee membership as a result NEW: changed to "preferably"
Possible overlap of committee duties	Clarity, to the extent possible, in delineation of committee roles and responsibilities Coordinating Committee role to manage Monitoring through assessments, annual terms of reference review, "light touch" governance reviews

Recommendation 1: Amendments to Charter

1. **Revising Board Roles and Responsibilities**
   - set strategy and policy
   - approve grants and monitor performance
   - monitor GPE management of GPE (governance, ethics, risk and finance)
   - exercise global education leadership
2. **Delete operational/procedural aspects** (replaced by Board Operating Procedures)
3. **Add possibility of Vice Chair**
4. **Other "clean ups"** to country and global-level governance aspects

Recommendation 2: Technical Committees

BOARD: focus on strategic direction & performance

COMMITTEES & SECRETARIAT: delegated detailed policy development & operational management

Board retains all decision-making authority unless there is specific case-by-case delegation to a committee or the Secretariat.

Opportunity for increased sustained contribution from partners: standing committee member roles increase from 18 to 26; Chairs from 2 to 3

→no or decreased ad hoc groups

Technical Committees: 3 Options

- Status Quo: no change
- Status Quo Plus: 2 technical committees + ad hoc groups
- GWG Recommendation: 3 technical committees

Recommendation 2a: Technical Committees: Status Quo Option

Financial Advisory Committee: no change

(Chair and member terms expire end 2013: needs replenishment)

Ethics Committee: no change

Ad hoc groups: governance & policy issues not within Financial Advisory Committee terms of reference

Recommendation 2a: Technical Committees Status Quo Plus Option

Country Grants and Performance (replaces Financial Advisory Committee)	**Governance, Ethics, Risk and Finance** (replaces Ethics Committee)	**ISSUE-SPECIFIC AD-HOC WORKING GROUPS**
•Program Implementation Grants • Country-Level Grant Portfolio Performance • Country-Level Policies	•Governance • Ethics •Risk Management •Financial Management	•Strategic Planning •Funding Framework (indicative allocations) •Innovation •Global education policy etc.
Chair+ 3 developing country 3 donor 2 multilateral 2 non-government	Chair+ 2 developing country 2 donor 1 multilateral 1 non-government	
Country Support Team	Operations Team	

Recommendation 2a: Technical Committees (GWG Recommended Option)

Strategy and Policy	Country Grants and Performance	Governance, Ethics, Risk and Finance
•Strategic Planning •Global Education Policy • GPE Funding Frameworks (including GRA oversight)	•Program Implementation Grants • Country-Level Grant Portfolio Performance • Country-Level Policies	•Governance • Ethics •Risk Management •Financial Management
Chair+ 2 developing country 2 donor 1 multilateral 1 non-government	Chair+ 3 developing country 3 donor 2 multilateral 2 non-government	Chair+ 2 developing country 2 donor 1 multilateral 1 non-government
Chief Technical Officer	Country Support Team	Operations Team

Budget: additional $60,000 a year in meeting costs

Committee Roles Mapped to Board Roles

Strategy & Policy	Grants & Performance	Governance, Financial Oversight & Risk Management	Global Leader, Advocate and Convener for Education
Strategy and Policy Committee	**Country Grants and Performance Committee**	**Governance, Ethics, Risk and Finance Committee**	**No committee**
Strategic Planning Global Education Policy GPE Funding Frameworks and GRA tracking	Program Implementation Grants Country-Level Portfolio Performance Country-Level Policies	Governance Ethics Risk Management Financial Management	

Recommendation 2b: Board and Committee Operating Procedures (Annex 7)

Board

- Based on current practice and Charter
- Addition: procedures for Chair resignation & other emergencies

Committees

- Board approval: terms of reference
- Nominations process: Chair & members
- All committee chairs will preferably be Board Members or Alternate Board Members: connection with Board
- Term limits: 2 years
- Adding transparency

Nomination Procedures: Committee Operating Procedures s. 4.2

- Board Chair calls for requests for nominations for members, including willingness to act as chair
- Board constituencies nominate committee chairs and members and send to Board Chair
- Chair selects committee members and chairs based on balance of membership between committees and skills of nominees
- Full package of chairs and members is sent to the Board for approval (likely by no-objection)

Monitoring the New Structure

Board Operating Procedures: Board Chair can request committee to conduct self-assessment

Each committee TOR requires TOR review on an annual basis and recommend amendments to Board

GERF TOR requires regular "light touch" internal reviews

Recommendation 1: Decision Requested

BOD/2013/11-XX – <u>Amendments to the Charter</u>: The Board of Directors approves the amendments to the GPE Charter as set out in Annex 3 to BOD/2013/11 DOC 03.

Recommendation 2a: Decision Requested

BOD/2013/11-XX – Board and Committee Operating Procedures: The Board of Directors approves the Board and Committee Operating Procedures set out in Annex 7 to BOD/2013/11 DOC 03, subject to the following amendment to Part 2, paragraph 3.1:

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; and (ii) possess the requisite skills and experience that align with the functions and responsibilities of the committee they chair.

Recommendation 2b: Decision Requested

BOD/2013/11-XX – Establishment of New Technical Committees, Commencement of Selection of Committee Chairs and Members and Discontinuation of the Financial Advisory Committee, Ethics Committee and Governance Working Group:

The Board of Directors:

a. establishes the Strategy and Policy Committee, with the roles, responsibilities and membership set out in its terms of reference contained in Annex 4 to BOD/2013/11 DOC 03, other than the requirement that the chair be a Board member or Alternate Board member;

b. establishes the Country Grants and Performance Committee, with the roles, responsibilities and membership set out in its terms of reference contained Annex 5 to BOD/2013/11 DOC 03, other than the requirement that the chair be a Board member or Alternate Board member;

c. establishes the Governance, Ethics, Risk and Finance Committee, with the roles, responsibilities and membership set out in its terms of reference contained in Annex 6 to BOD/2013/11 DOC 03, other than the requirement that the chair be a Board member or Alternate Board member;

Recommendation 2a and 2b Decision Requested (Cont'd)

d. requests the Chair of the Board to commence as soon as possible the process for selection of the chairs and members of each of the new committees, as set out in the Committee Operating Procedures;

e. decides to discontinue the Financial Advisory Committee ~~and the~~ Ethics Committee, and Governance Working Group, which will take effect upon the latter of:

   i. 31 December 2013; and

   ii. the Board's approval of the chair and membership of the Country Grants and Performance Committee and Governance, Ethics, Risk and Finance Committee and:

-extends the term of the chair and the members of the Financial Advisory Committee until that occurs; and

- thanks the chairs and members of the Financial Advisory Committee ~~and the~~ Ethics Committee**, and Governance Working Group** for their excellent work and commitment to the Global Partnership.~~; and~~

Recommendation 2a and 2b Decision Requested (Cont'd)

f. ~~decides to discontinue the Governance Working Group and transfer any remaining deliverables to the Governance, Ethics, Risk and Finance Committee.~~

Discussion

- Charter Amendments
- Board and Committee Operating Procedures
- Establish Technical Committees
  - status quo
  - status quo plus
  - GWG recommended package

Recommendation 3: Coordinating Committee: Roles and Responsibilities

Assist Chair coordinating committee work

CEO sounding board

Available for delegation of time-sensitive decisions between face-to-face Board meetings

→ No pre-decided decision-making power

Recommendation 3: Coordinating Committee Membership

TYPE	
CHAIR	Board Chair or Vice Chair
COMMITTEE CHAIRS	3 technical committee chairs who are preferably Board Members or Alternate Board Members If not Board members or Alternate Board members, they are non-voting
OTHER MEMBERS	Between 3 and 6 additional Board members or Alternate Members (balanced) -Depends on whether committee chairs are Board members or Alternate Board members—total not to exceed 6
TOTAL	UP TO 9

Recommendation 3: Decision Requested

BOD/2013/11-XX – **Establishment of Coordinating Committee:** The Board of Directors:

a. establishes the Coordinating Committee, with the roles, responsibilities and membership set out in its terms of reference contained Annex 8 to BOD/2013/11 DOC 03, subject to the following amendments in Section C:

C. COMPOSITION

The membership of the Coordinating Committee shall be composed of a maximum of 10 ~~7~~ (ten ~~seven~~) members including the following:

a. the Board Chair, or at the discretion of the Board Chair, the Board Vice Chair, if one is appointed by the Board, who shall chair the Coordinating Committee;

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Recommendation 3: Decision Requested

b. the chairs of each of the other standing committees established by the Board, **who, if they are not Board members or Alternate Board members, shall be non-voting members**; and

c. no ~~more~~ **less** than three **and no more than six** other Board members or Alternate Board members, selected on the basis of ensuring balance between constituency categories on the Board as described in the GPE Charter.

In the event that the terms of any **of the voting** Coordinating Committee member as Board members or Alternate Board members and/or committee chairs expires before their term as Coordinating Committee members, their terms as Coordinating Committee members shall end and their replacement shall be subject to the procedures set out in the COPs.

; and

b. requests the Chair of the Board to commence as soon as possible the process for selection of the members of Coordinating Committee, as set out in the Committee Operating Procedures.

Recommendation 4: Decision Requested

BOD/2013/11-XX – <u>Amendments to the GPE Fund Governance Document</u>: The Board of Directors approves the amendments to the GPE Fund Governance Document as set out in Annex 9 to BOD/2013/11 DOC 03.

Next Steps

- Post revised Charter, Operating Procedures, and revised GPE Fund Governance document on website
- Commence nomination process
- Post terms of reference on website
- Establish committee site for Board members



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Coordinating Committee Membership: Options

TYPE	Option 1	Option 2	Option 3
CHAIR	Board Chair or Vice Chair	Board Chair or Vice Chair	Board Chair or Vice Chair
COMMITTEE CHAIRS	3 technical committee chairs required to be Board Members or Alternate Board Members (voting)	3 technical committee chairs **NOT** required to be Board Members or Alternate Board Members (non-voting)	3 technical committee chairs **NOT** required to be Board Members or Alternate Board Members (non-voting)
OTHER MEMBERS	3 additional Board Members (balanced)	3 Board Members (voting)	6 Board Members (voting)
TOTAL	Chair + 6	Chair + 6	Chair + 9