MARCH 16, 17, AND 19, 2021

MEETING OF THE BOARD OF DIRECTORS

VIA VIDEOCONFERENCE

MEETING REPORT

INTRODUCTION

This report presents a high-level summary of key discussion points and decisions made.

The agenda and documents for the Board meeting can be found on the GPE website.

TUESDAY, MARCH 16, 2021

1. Opening of the Board Meeting

1.1 The Board Chair called the meeting to order at 6:00am Washington, D.C. time. She confirmed there was quorum and welcomed meeting participants, including new Board representatives from Donor 4, Donor 5, Donor 6, Africa 2 and Asia and Pacific.

1.2 She welcomed and thanked the team of consultants who led the governance review, Edwards Hedger and Rachel Robbins.

1.3 The Board Chair noted the objectives of the first day, including receiving an update from the CEO and a report-back from DCP Board representatives; examining the governance review process so far; and reach a decision on the priority area pertaining to behavioral changes by Board members.

1.4 The Board Chair reminded Board members of the ground rules circulated prior to the meeting, including the process for submitting amendments.

1.5 She recalled that the Board had approved the operating model and the principles of the governance review in December, and Board discussions during the current meeting should therefore build on those decisions.

2. Report from the Secretariat CEO (BOD/2021/03 DOC 02)

2.1 The CEO, Alice Albright, presented her report to the Board.

Discussion

2.2 In the context of the financing campaign, the Chair of the Strategy and Impact Committee noted the importance of the domestic financing commitments by developing country partners (DCPs), both individually and collectively and inquired on the role of both at the financing conference itself. The CEO noted that domestic financing is a vital part of the campaign and the Secretariat was in the process of formulating how to integrate domestic financing into the conference. Later in the meeting, she provided additional information on this point.

3. DCP Meeting Report-Back

3.1 The Chair invited the Board member of the Latin America and the Caribbean (LAC) constituency to report back from the DCP meeting that took place on March 4 which focused on the Governance Review proposals. The Board representative from LAC noted that there was strong support for a lighter, more efficient governance structure with reduced transaction cost that speaks to the new Board-approved strategic plan, its transformative ambition and prioritization of the needs of partner countries. Specific areas of consensus included the need to raise the DCP voice in decision-making and deliberations; to simplify, be agile and reduce transaction costs; and to focus on strategic level decisions, delegating operational matters to Committees and the Secretariat. He noted the importance of defining the efficiency of the proposed Executive Committee (ExCo) and for partner countries to be actively involved in this committee. While there is a need to be mindful of national interests, GPE governance at the global level should aimed at enhancing harmonization and emphasizing mutual accountability.

4. Process, Findings and Approach

4.1 The consultants conducting the Governance Review provided a brief overview of the approach and the process to date, including the more than 100 consultations that were conducted during the review.

4.2 They recalled the three principles agreed by the Board at its December 2020 meeting namely the elevation of the Board's strategic focus, significant behavioral changes and reconfiguration of Board and Committees, upon which the four areas of recommendation are based.

5. Priority: Behavioral Changes by Board Members (BOD/2021/03 DOC 03)

5.1 In order to contextualize the discussions, the consultants provided a brief introduction of the recommendations related to behavioral changes by Board members.

5.2 Prior to the discussion of recommendations, the Board Chair invited movers of amendments to speak to their proposals. These included amendments to consider constituency interests in decision-making and the need for observers at Board meetings.

Discussion

5.3 Board members expressed broad appreciation of, and support, for the extensive and participatory governance review process. Key points raised during the discussions included:

Strategic focus of the Board

- **Shift in perspective**. Board members supported the elevation in the focus of the Board to more strategic matters, which they expect will lead to greater transparency and accountability. In addition, Board members emphasized that an increased strategic focus of the Board would lead to greater thought leadership by GPE and strengthen its role in shaping global education policy.
- **Multi-year agenda**. Several Board members highlighted their support for multi-year strategic agendas for Board meetings, which would ensure rapid corrective actions. It was noted that a multi-year strategic agenda should consider the GPE contribution to wider global education policy coordination and reforms. The Board further noted the importance of assigning time to monitoring and evaluation, and performance, impact and learning at the Board level.
- **Role of the Secretariat**. Several Board members suggested that the proposed retreat could discuss ways in which the Secretariat can support the Board in implementing behavioral changes.
- **DCP voice and authority** A Board member noted that the call to elevate the voice and increase the influence of DCPs in Board discussions and decision-making should be subject to clarification of the decision-making authority of DCPs, rather than local education groups, for the Partnership Compact, strategic parameters, focus areas of grants and adoption of Independent Technical Advisory Panel recommendations. Clarification of the authority of DCPs in policies and procedures would ground Board discussions at the country level through increased DCP participation. A related amendment to the decision language was withdrawn in favor of inclusion of the concern in the meeting report as the spirit of the amendment was considered sufficiently reflected in the Board meeting documents and decisions.

Partnership vs stakeholder interests

- While agreeing with the overall proposal of Board members acting in the best interests of GPE, Board members broadly supported an amendment to the decision language which discussed the need for members to *strive* to act in the best interests of the partnership without renunciation of "stakeholder," instead of national, interests. This, in recognition of certain constraints faced by Board members, including the need to act in accordance with national interests and obligations. In addition, several Board members expressed concern over the restrictive nature of the term "national," and found "stakeholder" more fit for purpose.
- The consultants noted that such an amendment would essentially water down the provision of duty of care in the Charter and other foundational documents. The Board broadly agreed with the recommendation of the consultants that this topic should be a subject of a facilitated retreat later in the year.

Observers

- **Inclusion**. Several Board members supported an amendment to further address the inclusion of observers at Board meetings. The amendment related to the inclusion of observers was further examined on Day 3, and the Board decided to request the Secretariat to explore different options, including financial implications, and report back to the Board in May 2021.
- **Youth and Private Sector**. Some Board members emphasized the need to meaningfully include stakeholders such as the private sector and youth organizations to ensure the inclusion of diverse views in Board deliberations. It was noted this could be a topic of discussion at the forthcoming Board retreat.

Ombudsman

- An amendment on the creation of an ombudsman for the Board was met with diverse views. Some Board members supported the establishment of an independent ombudsman function in order to foster greater trust, with a mandate of ensuring that Board decisions are implemented, the Charter and Code of Conduct are respected, and that the behavioral changes are observed. Others suggested adding the ombudsman duties to the role of the Vice Chair, in which case it should not be called an ombudsman. The Chair highlighted that the new Board Chair and Vice-Chair are likely to bring extensive experience and interest in governance, and that the Board should carefully consider the implications of an ombudsman position, especially one that is remunerated. While many Board members acknowledged that the ombudsman proposal is important, they questioned the timing of establishment of such a role in the midst of a governance review, replenishment and incoming Board leadership. The Chair declared insufficient support for the ombudsman proposal at

this time, noting the issue could be taken up at a later stage, including during the facilitated retreat.

5.4 The Board Chair declared consensus on the following decision:

BOD/2021/03-01-Behavioral Drivers for an Enhanced GPE Global Governance Function:
The Board of Directors:

1. Acknowledging the need to elevate Board deliberations and agenda-setting to focus on the efficient and effective delivery of GPE's Strategic Plan at the highest levels and with utmost ambition.
2. Recognizing that enhanced behavioral drivers are required to further strengthen and inform the governance engagement of Board, Committee and Secretariat members:
   a) Reiterates the need for a reset in the interpretation of the role and engagement of Board members to be more strategic and strive to act in the best interests of the partnership with due regard to stakeholder interests, in accordance with the principles of duty of care, accountability and respect enshrined in the Board-approved Code of Ethical Conduct.
   b) Notes the critical importance of amplifying the voice, and increasing the influence of, Developing Country Partners in Board deliberations and decision-making.
   c) Further recognizes the imperatives of combining efficient delivery with an inclusive partnership that fosters learning and builds on the expertise and capabilities of its partners.
3. Requests the Secretariat to explore the feasibility of related recommendations as set out in Annex 1 of BOD/2021/03 DOC 03.Rev 1, including how to better ensure the inclusion of observers at the Board level by maintaining a possibility for in-person attendance as per current practice, for report back to the Board or relevant committee in May 2021.

5.5 Following the Board meeting, the Board member from Norway (Donor 4) noted that, after further internal discussions, it was unable to support the agreed decision language in 2a and requested the following statement to be recorded in the meeting report:

> *"In the GPE Board meeting 16 March decision language for "Behavioral Drivers for an Enhanced GPE Global Governance Function" point 2 a was adopted. As explained during the discussion, it is an important principle that Board decisions may not override existing national regulations, laws, obligations or interests. In our opinion the wording "with due regard to stakeholder interests" in the adopted decision language does not sufficiently capture and protect stakeholders' interest, should there be a conflict of interest.*

Norway would therefore request for it to be included in the minutes to the Board meeting that we do not align ourselves with this decision language, and we reserve the right to base our future actions on the interpretation that our interests take precedence should there be a conflict of interest."

WEDNESDAY, MARCH 17, 2021

6. Opening of the Meeting

6.1 The Chair summarized the discussions of Day 1 and reviewed the objectives for Day 2. These included decisions on the role, structure and mandates of the different governance tiers, and on the governance implications of the operating model.

7. Area: Roles, Structure and Mandates of Board, Committees and Secretariat (BOD/2021/03 DOC 03 Rev.1 Annex 2)

7.1 Building on the consultant's presentation from day 1, constituencies who submitted amendments to this priority area were requested to present their proposals. The amendments related to the structure, mandate and composition of the Committees; delegated decision-making authority; terms of reference for the Board, the Committees and the Secretariat; and the Board and Committee nominations process timeline. The amendments ranged from clarifications to substantive differences from the consultants' proposal.

7.2 The consultants urged the Board to look at the proposed reforms as a whole and not as discrete, unrelated topics.

Discussion

7.3 The following key points were raised:

Structure, mandates and composition of the governance tiers

- **Committee structure and mandates:** Board members expressed broad support for codifying the mandates of the Board, Committees and the Secretariat, and for reducing the number of Committees from five (5) to three (3). There were mixed views on the mandates and balance between the Committees. Some expressed concern over a high workload of the ExCo, others called for Committees to be put on equal footing with similar representation. However, Board members broadly supported the Committee configuration and mandates as proposed by the

consultants, with many expressing support for the review of the performance of the ExCo after one year.

- Board members asked various clarifying questions on the responsibilities of the PILC, and the roles of the ExCo and Board in relation to the Secretariat budget and workplan. The consultants explained that the FRC would make recommendations to the Board on the Secretariat budget, based on the Secretariat workplan, while the ExCo would be responsible for the monitoring of Secretariat operations and performance.
- **Committee Composition.** Some Board members highlighted the need to ensure constituency representation on the Committees. The consultants noted that the ExCo has the same constituency balance as the Board and that the proposed seats on the FRC and PILC had increased from earlier proposals, with DCP representation on the PILC proportionately higher. They further indicated that a committee with more than 10 members, in addition to the Chair, could be challenging to operate. They highlighted the need to prioritize skillsets when selecting FRC and PILC members to ensure effectiveness. Referencing the Board discussion, the Chair declared that equal, or at least balanced, constituency representation in the Committees was supported and that the issues of equal representation, size and rotation, and the separation of roles on the Secretariat workplan and budget could be further reviewed during the review of the ExCo in one year.
- **ExCo transparency.** A few Board members stressed the need for ExCo documents and decisions to be available to the whole Board for transparency. The Secretariat clarified that ExCo documents would be shared with the full Board no later than five days ahead of meetings. The consultants further noted that agendas and documents for ExCo meetings should be made available to the Board on the Governance Portal with ExCo meeting summaries available within a week of the meeting. The Board Chair reaffirmed the concurrent provision of ExCo documents to the ExCo and the full Board, with the aspiration of this being no later than 5 days ahead of the meeting, except in exceptional circumstances.

Delegated decision-making authority

- While there was general support for delegating authority to Committees, several Board members stressed that the Board, as the supreme governing body, must have the option to seek clarification and overturn Committee decisions at will. The consultants stressed the need to empower the Committees and ensure the Board is accountable to its delegation principles.
- On Day 3, the Board considered revised amendments to the decision language. There were mixed views with regards to the circumstances when the Board could relitigate Committee decisions. The Board agreed that Committee decisions made in their

delegated authority will not be relitigated by the Board, except when deemed necessary in exceptional circumstances.

Board and Committee nominations process

- A few Board members suggested that discussion and decisions on the Board and Committee terms of reference should take place at the May Board meeting and that the current Board and Committee terms should be extended until after July, noting potential new donors and/or membership requests after the Financing Conference.
- The CEO recalled that the terms had already been extended from December 31, 2020 to April 19, 2021 by decision from the Board itself. The CEO noted that the replenishment process had not been linked to the governance review and that the overall composition of the Board would likely not change much, while constituencies could change their representation at a later stage. The Chair requested the Secretariat present a timeline with implications on Day 3.
- On Day 3, the Secretariat provided an overview of the timeline. It noted that further delaying the launch of the nominations process would signify postponing the rollout of the Board-approved governance structure and would have implications for May Board meeting preparations. The Secretariat added that the launch of the nominations process would not preclude replacing Board and ExCo members following the Financing Conference.

Terms of Reference of Secretariat and Hosting Memorandum

- A few Board Members suggested to develop terms of reference for the Secretariat. The CEO clarified that existing language in the Charter, language of the consultants' proposals, and lessons to be learned from the operating model pilots could form the basis of the terms of reference.
- The Board member from the World Bank called for alignment in the roles of the Committees and the Board regarding the provisions of the Hosting Memorandum between GPE and the World Bank, in particular in relation to Secretariat budget and staffing. The Chair requested to minute that GPE will act in compliance with the Hosting Memorandum and ensure that matters relevant to the Hosting Memorandum are kept within the authority of the Board, not the ExCo.

7.3 The Board Chair declared consensus on the following decision:

BOD/2021/03-02 - <u>Configuration and Mandate of the Board Committees</u>: The Board of Directors:

1. Affirms the importance of a clear codification of the mandates, roles, and accountability of each global governance tier in support of GPE mission delivery.

2. Recognizing the need to elevate its strategic focus, strengthen the monitoring of GPE operations and reduce overall transaction costs in the delivery of GPE core business and mandate:

   a) Approves the proposed committee structure, as set out in Annex 1 of BOD/2021/03 DOC 03 Rev. 1

   b) Affirms the upgrading of skillsets, expertise and requirements for committee service and mandate delivery, as set out in as set out in Annex 1 of BOD/2021/03 DOC 03 Rev.1

   c) Requests the Secretariat to explore how equal representation of constituencies in Committees can be supported.

3. Affirms the following principles of delegated decision-making authority by the Board to its standing committees:

   a) 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.

   b) 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.

   c) Where a committee seeks clarification on a Board decision point or with regard to its mandate, it should seek advice from the Executive Committee.

   d) Committee decisions made within a Committee's delegated authority will not be relitigated by the Board, except when deemed necessary in exceptional circumstances.

4. Requests the Secretariat to develop corresponding terms of reference for the Board and its standing committees and revise the GPE Charter and Board and Committee Operating Procedures, as required, for approval by the Board via non-objection decision by April 1st, 2021 and to develop the Terms of Reference of the Secretariat as a result of the governance review.

5. Further requests the Secretariat to launch the Board and Committee nominations process with an expected beginning of new Board and Committee terms on April 19, 2021.

7.4 Given the time constraints, the Chair noted the Board would discuss governance implications of operating model on Day 3.

FRIDAY, MARCH 19, 2021

9. Opening of the Meeting

9.1 The Board Chair recalled the good progress made on Day 2 on the area related to roles, structure and mandates of Board, committees, and secretariat. She advised that the objective of Day 3 was to discuss the area of Accepted Practices and Operating Procedures. The Board would also finalize outstanding decision language related to the areas discussed on Day 1 and Day 2.[1]

8. Area: Governance Implications of the New Operating Model (BOD/2021/03 DOC 03 and BOD/2021/03 DOC 04)

8.1 The consultants reviewed their recommendations on governance implications set out in DOC 03 and DOC 04, including revised language on Stage 2 decision-making circulated to the Board the previous day[2]. The consultants' revised language on Stage 2 addressed proposed amendments received from constituencies prior to the Board meeting and Board discussions on Day 1 and 2.

8.2 The Board next reviewed the recommended decision language in DOC 03, considering the proposed revised language from the consultants on Stage 2 decision-making, along with amendments proposed by constituencies prior to the meeting. Amendments related to decision mechanisms and thresholds for grant approvals (Stage 2) and voting procedures.

Discussion

8.3 The following key points were raised:

- All but one of the proposed amendments were withdrawn at the start of the discussion in acceptance of the revised language from the consultants.
- The amendment that was not withdrawn, put forth by several constituencies, included affirmative vote decision-making for Stage 2, whereby decisions would be carried if a majority of constituencies vote in favor, including three out of the four constituency categories, with a 10 business-day voting period.
- Rationale for this amendment included the view that decision-making via affirmative vote allows for the highest level of transparency and inclusiveness, and active participation from Board representatives. The longer voting period (10 business days rather than calendar days) would provide constituencies more time for review and

[1] The full discussion and decision on the operating model is set out under Day 1.

[2] The revised proposal is attached in Annex 1.

consultation, which is especially critical in the context of a pandemic. Board members in favor of the consultants' proposal for a non-objection decision in Stage 2 cited reasons of efficiency and relying on country-level partners to review grant proposals.

- The Secretariat noted that the transaction costs for the Secretariat in administering an affirmative vote are double when compared to a non-objection. The consultants emphasized that Stage 2 did not include any funding decision so did not warrant an affirmative vote. They noted that 10 business days would not be workable as which days are considered business days varies in different parts of the world.

The Chair proposed to solicit views on the remaining Stage 2 amendment. Twelve constituencies expressed a preference for the revised proposal from the consultants.

8.4 The Board Chair declared consensus on the following decision:

BOD/2021/03-03-Governance Implications of GPE's Operating Model: The Board of Directors:

1. Endorses the global-level governance arrangements for the new Board-approved Operating Model and related recommendations as set out in Annex 1 of BOD/2021/03 DOC 03. Rev 1 and BOD/2021/03 DOC 04,
2. Notes that a number of remaining applications that have been or will be submitted in 2021 under the previous operating model, and that such applications shall be processed in accordance with the relevant levels of delegated authority set out in Annex 1 of BOD/2021/03 DOC 03.Rev 1 and BOD/2021/03 DOC 04.
3. Requests the Secretariat to revise the Board and Committee Operating Procedures as required, for subsequent approval by the Board via non-objection, and initiate the implementation of stated recommendations.

10. Area: Accepted practices and operating procedures (BOD/2021/03 DOC 03)

10.1 The consultants conducting the Governance Review provided a brief introduction of the recommendations related to the accepted practices and operating procedures.

10.2 Prior to the discussion of the recommendations, movers presented their proposed amendments. These included amendments on the seniority of Board members, the timing of the nominations process, the use of voting, and revising the Board and Committee terms of reference, timelines for the arrival of Board documents and processes for the amendments to decision language,

Discussion

10.3 The following points were raised:

- **Seniority.** Most Board members agreed with an amendment that constituencies should appoint Board members at the relevant seniority level rather than the highest level, citing the principle of self-governance. Decision language was consequentially amended to reflect this consensus.
- **Voting.** Several Board members noted that the principle of consensus-based decision-making should be maintained in the spirit of partnership, with voting used only if needed.
- **Executive session.** Mixed views were expressed on whether executive sessions should be routinely held. Those in favor of limited use of executive sessions noted the importance of transparency. Those in favor of more routine use of executive sessions noted the need for a framework around acceptable cases.
- **Amendments.** There were mixed views about whether a process for amendments should be defined. Those against noted that strict rules about amendments can hinder strategic discussion of issues. Those in favor noted the principle of efficiency during Board meetings and that a process for amendments ensures engagement from all constituencies.

10.4 The Board Chair declared consensus on the following decision:

BOD/2021/03-04-Accepted Practices and Operating Procedures: The Board of Directors, recognizing the need to reinforce approved governance reforms through changes to existing GPE practices, policies, and procedures:

1. Encourages constituencies to appoint Board representatives with the relevant seniority level to advance strategic engagement and focus and reiterates the importance of compliance on the division of speaking roles as enshrined in the Board and Committee Operating Procedures.
2. Approves the extension of Board terms to three years, and the staggering of the terms of Board members and Alternates to facilitate greater continuity; and requests the Secretariat to revise the GPE Charter and the Board and Committee Operating Procedures accordingly, for subsequent approval by the Board via non-objection, and launch the Board nominations process on March 22nd, 2021.
3. While consensus decisions should remain the usual practice in the partnership spirit, the Board supports the use of voting as a more routine and accepted practice, as well as the continued use of Executive Sessions on sensitive or confidential matters in exceptional cases, at the discretion of the Board Chair, and requests the Secretariat to revise the Board and Committee Operating Procedures as needed.

4. Notes the recommendation to establish a process for the submission of amendments to decision language, as set out in Annex 1 of BOD/2021/03 DOC 03 Rev 1 and requests the Secretariat to elaborate a proposal for the revision of the Board and Committee Operating Procedures accordingly, based on the discussions at the 2021 March Board meeting, for approval at the May 2021 Board meeting.
5. Requests the Secretariat to revise the Conflict of Interest Policy to ensure it is fit-for-purpose and broadened in scope, for Board approval at its May 2021 meeting.
6. Supports proposed measures to strengthen efficient, open, and transparent communication, as outlined in Annex 1 of BOD/2021/03 DOC 03 Rev 1.

11. Any Other Business

11.1 The Board Chair noted the Board would next convene May 25, 26 and 28.

11.2 There was no other item for discussion. The meeting was adjourned at 9am.

Annex 1: Consultants Revised Proposal on Stage 2 Decision-Making (March 18)

Annex 2: List of Board Participants

Annex 1: Consultants Revised Proposal on Stage 2 Decision-Making (March 18)

B. Establish decision procedures for each approval stage

- Board decisions should be taken rapidly, and on a rolling (or 'as needed') basis, in order to stick to timelines for the efficient delivery of GPE support. In accordance with the emphasis in the new Operating Model for strategic decisions to be taken upfront by the Board, different procedures would apply at each stage.
- **[Stage 1]** Decisions would be handled through the *affirmative vote procedure* in accordance with existing Board and Committee Operating Procedures for virtual decision-making. o The Board would receive from the Secretariat a decision memo (translated) and all accompanying background materials (including the Independent Technical Advisory Panel assessment of 'requirement areas').[3]
    - Board members would have ten calendar days to state an objection and to request clarifications by the Secretariat, using the governance portal.
    - Constituencies would cast their vote within those ten days and by the specified deadline.
    - A Board conference call for discussion of a specific matter would be scheduled if requested by Board members from at least three different constituency categories *or* if deemed necessary by the Board Chair.[4] Once a Board conference call is confirmed by the Board Chair, the ten-day clock would be paused until the Board call has taken place. o A decision would be considered approved if a majority of constituencies, including at least three out of the four constituency categories[5], give their express approval by means of a vote by the specified deadline.
    - The Secretariat would be responsible for managing the satisfactory implementation of any decisions by the Board, with oversight provided by

[3] The Secretariat would provide a monthly notice of any compacts coming to the Board in the next three months, as well as any grant applications coming to the Board within the next six weeks. This would be a rolling forecast, updated based on best information, with the understanding that projections, especially those farther out, are subject to change.

[4] Given that the establishment of strategic parameters is a new process for the Board, the Board Chair may choose to call for a Board discussion in some of the initial strategic parameter decisions so that the Board becomes familiar with this particularly important dimension of the new Operating Model.

[5] "Constituency categories" are (1) DCPs, (2) Donors, (3) CSOs, Private Foundations and Private Sector, (4) MLAs.

the Executive Committee. o If the requisite approval by Board members is not obtained, the

Secretariat would formally notify the relevant DCP and LEG that the GPE Board had decided not to proceed with a System Transformation Grant for that country. The Secretariat would also relay any comments from the Board. The DCP and LEG could then decide whether to revise the Partnership Compact and resubmit it for consideration.

- **[Stage 2]** Decisions would be handled through a *non-objection procedure*.
  - The Board would receive the decision memo (envisaged as a 3-5 pages translated document) from the Secretariat, and all supporting documents (including the full grant application) would be posted on the governance portal.[6]
  - Board members would have ten calendar days to post questions through the governance portal or to register objections, and the Secretariat would provide responses and clarifications throughout that period.
  - A Board conference call for discussion of a specific matter would 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 would be paused until the Board call has taken place. At the end of the ten calendar days, the decision would be treated as approved by the Board unless a majority of constituencies, including at least three out of the four constituency categories, had registered objections that were not withdrawn. o The Secretariat would be responsible for managing the satisfactory implementation of any decisions by the Board, with oversight provided by the Executive Committee.
  - If the requisite approval by Board members is not obtained, the Secretariat would formally notify the relevant DCP, LEG and Grant Agent that the GPE Board had decided not to approve the System

    Transformation Grant application. The Secretariat would also relay any comments from the Board. The DCP, LEG and Grant Agent would then decide whether to revise the application and resubmit it for approval.

[6] All applications would be posted to the governance portal as soon as submitted. Board members would access the applications directly and would consult with their constituents as needed.

- **[Stage 3]** Board decisions, when required (i.e., major changes to STG design or cancellation of a grant)[7], would be handled through the *affirmative vote procedure* as for the Stage 1 decisions.

Board and Committee Operating Procedures

7.5 Decision-Making.

a. Decisions at Meetings; Exception.

…the Board may be requested to approve a decision by email using a **non-objection procedure** in lieu of a meeting. Board members shall be provided with sufficient background materials and proposed decision text in such requests. Board members shall be provided with no less than ten (10) calendar days to state an objection. Should an objection be received from any Board member that is not retracted before the deadline for objections, the decision will not be considered approved.

…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.

[7] Guidance on what constitutes a "major" change will be developed during the piloting of the new Operating Model.

Annex 2: List of Board Participants

Name	Constituency	Role
Board Members		
Elyas Abdi Jillaow	Africa 1	BM
Edgar Moyo	Africa 1	ABM
Titora Tawuim *(Represented Komla Kokoroko on March 16)*	Africa 2	ABM
Awut Deng Achuil	Africa 3	BM
David Moinina Sengeh	Africa 3	ABM
Ram Thapaliya	Asia and Pacific	ABM
Rangina Hamidi	EEMECA	BM
Usman Sharifxodjayev	EEMECA	ABM
Attaullah Wahidyar	EEMECA	BM
Luis Hernandez Cruz	LAC	BM
Didacus Jules	LAC	ABM
Donatienne Hissard	Donor 1	BM
Sabina Handschin	Donor 1	ABM
Anna Rosendahl *(Replaced by Per Magnusson on March 19)*	Donor 2	BM
Line Baagø-Rasmussen	Donor 2	ABM
Alicia Herbert	Donor 3	BM
Louise Holt	Donor 3	ABM
Camilla Fossberg	Donor 4	BM
Martin Seychell	Donor 5	BM
Heike Kuhn	Donor 5	ABM
LeAnna Marr	Donor 6	BM
Sarah Lendon	Donor 6	ABM
Kira Boe	CSO 1	BM
Yona Nestel *(Replaced by Tony Baker on March 19)*	CSO 1	ABM
Laura Giannecchini	CSO 2	BM
Helen Dabu	CSO 2	ABM
Gifty Apanbil	CSO 3	BM
Haldis Holst	CSO 3	ABM
David Boutcher	Private Sector	BM
Emily Friedman	Private Sector	ABM
Randa Grob-Zakhary	Private Foundations	BM
Imad Sabi	Private Foundations	ABM
Stefania Giannini	MLA 1	BM
Maki Katsuno-Hayashikawa	MLA 1	ABM

Robert Jenkins	MLA 2	BM
Becky Telford	MLA 2	ABM
Luis Benveniste	MLA 3	BM
Amadou Thierno Diallo	MLA 3	ABM
Board and Committee Chairs		
Julia Gillard	Board	Chair
Serigne Mbaye Thiam	Board	Vice Chair
Frédéric Depetris	FRC	Chair
Nesmy Manigat	GEC	Chair
David Archer	SIC	Chair
Sally Gear	GPC	Chair