BOARD AND COMMITTEE OPERATING PROCEDURES

November 2026

1. Applicability

1.1. This document sets out the operating procedures for the conduct of business of the Board of the Global Partnership for Education, and except if decided otherwise by the Board, to committees and subcommittees, panels and working groups established by the Board.

1.2. In the event of any conflict between any provision of these procedures and any provisions of the Charter of the Global Partnership for Education (GPE Charter), the provisions of the GPE Charter shall prevail.

1.3. Governance documents governed by these procedures contain Board and Committee decisions that guide GPE operations and strategy.

2. Definitions

a. "Board": Board of Directors of the Global Partnership for Education;

b. "Board member" or "Board members": One or more of the 40 members sitting on the Board;

c. "Committee" or "committees": Any standing committee(s) or any other ad hoc committee(s) or subcommittee(s) established by the Board;

d. "GPE": The Global Partnership for Education;

e. "Observer" or "observers": Any representative(s) of a country, organization, or other entity registered to attend Board meetings as observer(s);

f. "Technical adviser": A delegation member providing advice to a member during or in connection with Board meetings;

g. "Trustee": The World Bank Group entity given legal obligation to administer funds in accordance with agreed terms.

h. "Board constituency categories": The constituency categories that make up the Board, as specified in Article 4.24 of the GPE Charter.

3. Mandates

3.1. **Board**: Pursuant to the GPE Charter, the Board of Directors is GPE's supreme governing body. It is responsible for setting strategic direction, strengthening and expanding the partnership, financial oversight, establishing policies, acquitting fiduciary duties, evaluating performance, managing and mitigating risks, and delivering constant improvement.

3.2. **Committees:** The Board may establish Committees, working groups, panels and similar bodies as needed to conduct its business. Committees shall support the Board's decision-making and exercise any delegated authority under the Board's overall authority and direction, in accordance with their Terms of Reference. The Board may revoke such authority using the same procedures applied to the original delegation. Except for standing Committees, any ad hoc committee shall have a defined timeline, end date and periodic review process linked to its mandate.

3.3. There are three standing committees of the Board:

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

4. Composition, Selection, Term and Ethics

4.1 Board

4.11 **Board Chair:** Under the GPE Charter, the Board appoints the Chair to represent both the Board and the Partnership. The Chair shall act without prejudice in fulfilling his/her responsibilities and does not take part in Board decision-making. The Chair is appointed for an initial three-year term and may be reappointed for a second three-year term following a performance review process. In exceptional circumstances, the Board may approve a third term of up to three years if it determines that the extension is in GPE's best interests. The Board may appoint a Vice-Chair to assist in fulfilling their duties.

4.12 **Composition:** Under the GPE Charter, the Board consists of 40 members, who represent 20 constituencies of the Global Partnership of Education, and a Chair and Vice-Chair who are independent of all partner organizations. Each constituency will be represented by two Board members. The Chief Executive Officer and Deputy Chief Executive Officer of the GPE Secretariat serve as non-voting ex-officio members of the Board.

4.13 **Selection**: Board Members are selected by their constituencies according to their internal procedures. Constituencies must notify the Secretariat of their nominees and any subsequent changes.

4.14 **Term**: Board Members serve for a renewable term of three years, unless otherwise determined by the Board.

4.15 **Vacancies**:

a. Board Chair: In the event of a vacancy in the office of the GPE Chair due to death, resignation, disqualification or other reason, the Vice-Chair shall serve as interim Chair for the remainder of the predecessor's term.

b. Board Member. A vacancy in a Board Member seat, whether due to death, resignation, disqualification or other reason, shall be filled in the same manner as the original appointment or selection. The replacement shall serve for the remainder of the predecessor's term.

4.16 **Ethics**: Board Members are subject to GPE's code of conduct, conflicts of interest, protection from sexual abuse, exploitation and harassment, and misuse of trust funds policies. Members shall act in GPE's best interests when discharging their responsibilities.

4.2 Committees

4.21 **Chair**: Unless the applicable Committee Terms of Reference provide otherwise, a Committee Chair must be a Board Member at the start of each Committee cycle. If a Chair leaves the Board during their term, the Board shall decide on a case-by-case basis whether the Chair may complete the term.

4.22 **Composition:** Each Committee's Terms of Reference shall set its maximum membership and, where applicable, define the distribution across Board constituency categories and the required skills.

4.23 **Selection**: Committee members represent their constituency category and are selected under that category's internal procedures. Constituencies shall notify the Secretariat of nominees and any subsequent changes. If the required expertise is unavailable within the constituencies, an independent external member may be appointed. The Committee Chair shall consult the Board Chair before exercising this option.

4.24 **Term**: Committee members serve for a renewable term of three years, unless otherwise determined by the Board.

4.25 **Vacancies**: A vacancy in any Committee membership seat, including Chair, except for the Chair of the Executive Committee, shall be filled by a nominee from the relevant constituency category, who will serve for the remainder of the term.

4.26 **Ethics**: Committee members are subject to GPE's code of conduct, conflicts of interest, protection from sexual abuse, exploitation and harassment, and, where

applicable, the misuse of trust funds policy. Members shall act in GPE's best interests when discharging their responsibilities.

5. Meetings

5.1 Board

5.11 **Chairing:** The Board Chair shall preside over all Board meetings or may delegate this role to the Vice-Chair. In performing their duties, the Chair and Vice-Chair shall act in the Partnership's best interests. They shall open, conduct, suspend and adjourn meetings; address procedural matters; manage formal decision-making; call a vote when consensus cannot be reached; announce voting results; grant speaking rights; and ensure compliance with the Board's rules of procedure and agenda. The Board Chair may amend the agenda when necessary to facilitate the conduct of Board business.

5.12 **Frequency and Location**: The Board shall meet in person at least twice a year at the seat of the Secretariat or another location. If a regular Board meeting cannot be held in person as scheduled, or if exceptional circumstances warrant an extraordinary meeting, the meeting may be held by videoconference.

5.13 **Notice**: The Chair shall notify the Board by email of the meeting dates and venue at least eight weeks before the meeting begins.

5.14 **Transmittal of documents:** The Secretariat shall distribute meeting materials to Board members at least three weeks before the meeting, aiming to provide English and French versions concurrently. Meeting materials should contain the text of draft decisions proposed for Board consideration, when applicable.

5.15 **Quorum:** A quorum requires the presence of at least two-thirds of Board members, including at least one member from each Board constituency category defined in the GPE Charter.

5.16 **Attendance:** Board members are expected to attend all Board meetings. If a member cannot attend all or part of a meeting, they must notify the Secretariat in writing before the meeting begins and identify their substitute. Designated technical advisers, guests of the Chair, Secretariat staff, Trustee and GPE Foundation representatives, observers and other registered participants may also attend.

5.17 **Speaking rights**: Board members shall represent and convey their constituencies' views during meetings. Only one member from each constituency may speak on a given agenda item.

5.18 **Languages**: The working languages of Board will be English and French. The

Board Chair may authorize interpretation in additional languages, as needed.

5.19 **Funding.** The Secretariat will fund the participation of Board Members and technical advisers representing partner countries and Southern civil society. It will also cover the lowest available airfare for Board Members representing International Northern CSOs to attend one Board meeting per year. All other attendees are responsible for securing funding from their own organizations.

5.2 Committees

5.21 **Frequency:** Committees meet as needed in accordance with their terms of reference.

5.22 **Modality and Notice:** Committee meetings are held in virtual format, unless determined otherwise by the Board. The Chair shall notify the committee by email of the meeting dates at least eight weeks before the meeting begins, unless an exceptional meeting is required.

5.23 **Transmittal of documents:** The Secretariat shall distribute meeting materials to committee members at least two weeks before the meeting, aiming to provide English and French versions concurrently. Meeting materials should contain the text of draft Board recommendations or committee decisions, as applicable.

5.24 **Quorum.** Two-thirds of committee members must be present at a meeting to constitute a quorum.

5.25 **Attendance**. Committee members are expected to attend every meeting. A member unable to attend all or part of a meeting must notify the Secretariat in writing beforehand and designate a substitute. Observers and Secretariat staff may also attend.

5.26 **Languages**: The working language of Committees will be English and French.

6. Observers

6.1 Board

6.11 **Meeting participation**: Each Board constituency may register two observers to attend Board meetings. Non-Board sovereign donors may register as additional observers for their respective constituencies.

6.12 **Transmittal of documents**: Each constituency shall provide its observers with the meeting documents, except for confidential documents (see art. 8.12)

6.13 **Speaking rights**: Board observers may address the Board on a specific matter, provided they have no conflict of interest and a Board member from their constituency yields the floor to them.

6.14 **Ethics**: Board observers are subject to GPE's Code of Conduct policy.

6.2 Committees

6.21 **Meeting participation**: Constituency observers seeking to attend a committee meeting should submit a written notification to the Secretariat at least two weeks in advance. The Secretariat will notify the Chair for visibility.

6.22 **Transmittal of documents**: Each constituency shall provide its observers with the meeting documents, except those designated as confidential (see art. 8.22)

6.23 **Ethics**: Observers are subject to GPE's Code of Conduct policy.

7. Decision-Making and Voting

7.1 Board

7.11 **Limitation:** Board decisions do not bind the organizations represented by Board members. In carrying out their duties, Board members are not required to support decisions that conflict with their organization's constitution, regulations, rules or policies.

7.12 **Supreme governing body**: Board decisions are not open to subsequent review, re-litigation, or reinterpretation by any committee.

7.13 **Voting:** The Board shall make decisions by consensus. If all reasonable efforts to reach consensus within the time allocated on the meeting agenda are unsuccessful, the Board Chair may call for a vote. When a vote is held, a decision requires the approval of a majority of members present, including at least one Board member representing each of the Board constituency categories.

7.14 **Intersessional decisions**: As necessary, the Chair shall circulate a proposed decision to Board members for approval by affirmative vote or non-objection. Members shall have ten days to respond, although the Chair may shorten this period in exceptional and urgent circumstances. An affirmative vote passes if approved by a majority of members from at least three of the four constituency categories by the stated deadline. A non-objection decision is approved unless, by the deadline, a majority of members from at least three of the four constituency categories submit objections that are not withdrawn. A Board member may abstain from voting when the matter clearly conflicts with their country's overall foreign policy.

7.2 Committees

7.21 **Voting:** Committees shall make decisions by consensus. If all reasonable efforts to reach consensus within the time allocated on the meeting agenda are unsuccessful, the Committee Chair may call for a vote. When a vote is held, a decision requires the approval of a majority of members present, including at least one member representing each of the Board constituency categories.

8. Transparency

8.1 Board

8.11 **Closed sessions:** At the determination of the Chair, the Board may convene in a closed (executive) session to discuss sensitive or confidential matters, including discussions on human resources and ethics cases. Attendance shall be limited to Board and GPE leadership, Board members and, for matters involving financial oversight, non-Board sovereign donors. At the Chair's discretion, the outcomes may be reported publicly during an open plenary session.

8.12 **Documentation:** Board documents will be made available to all Board members and technical advisors on the dedicated meeting portal. Documents that are of a confidential nature will be distributed to Board members via email communication. Donor Board members may circulate documents deemed confidential in nature that deal with matters involving financial oversight to non-Board sovereign donors who are part of their constituency.

8.13 **Board meeting decisions and report**: Board decisions shall be circulated at the close of each meeting. The meeting report shall be published on the GPE website and the governance portal as soon as practicable.

8.2 Committees

8.21 **Closed sessions:** In exceptional circumstances, including discussions of human resources or ethics matters, a Committee Chair may convene a closed executive session to address sensitive or confidential matters. Attendance shall be limited to Committee members and designated Secretariat staff. At the Chair's discretion, the outcomes may be reported publicly during an open plenary session.

8.22 **Documentation:** Committee documents will be made available to all Committee members on the governance portal. Documents that are of a confidential nature will be distributed to Committee members via email communication.

8.23 **Committee meeting decisions and report**: As applicable, Committee decisions shall be circulated at the close of each meeting. The meeting report shall be circulated and posted on the governance portal as soon as practicable.

9. Amendment

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

Version control	
Version number	**Date of Board approval**
1	November 16, 2026