

# EXECUTIVE COMMITTEE

## TERMS OF REFERENCE

### A. PURPOSE

The Executive Committee (EXCO) is a standing committee established by GPE Board of Directors (the “Board”) to carry out specific administrative functions and decisions as delegated by the Board, perform an advisory role to the Secretariat CEO, both on general matters and specifically about recommendations to the Board on forthcoming grant application approvals, and monitor adequacy and implementation of GPE’s governance and ethics policies.

### B. FUNCTIONS

The Board has delegated its authority to the Executive Committee to exercise the following powers and perform the following functions:

#### *Delegated decision-making authorities*

- Approve the annual workplan and key performance indicators for the Secretariat.
- Approve the annual workplans of the other standing Committees to ensure appropriate linkages to the Board, to avoid duplication of activities, and to ensure no gaps in Committee oversight.
- Provide administrative approvals (e.g. lease agreements) where authorization is needed above the Secretariat, but the decisions are not strategic or high risk.
- Make time-sensitive decisions that allow GPE to function between Board meetings, such as emergency and crisis-related decision making.

- Other matters as expressly delegated by the full Board (especially decisions on routine operational and administrative matters).

*Monitoring and oversight (with recommendations to the Board for any major changes)*

- Serve as a sounding board for the Secretariat CEO.
- Work with the Secretariat on preparing Board meeting agendas to advance the strategic priorities set by the Board.
- Upon request of the Secretariat, provide guidance on grant applications deviating from the Board-approved strategic parameters.
- Monitor the Secretariat annual workplan against key performance indicators (to ensure it remains within the parameters set by the Board).
- Commission periodic (e.g., every three years) independent reviews to check that assessments by the Secretariat of grant applications were duly and properly undertaken, and to capture any lessons.
- Oversee the nomination process for all the other standing Committees and their terms of reference.
- Oversee the implementation and updating of GPE policies, within clear parameters approved by the Board.
- Coordinate actions decided by the Board, including changing the date of a Board deliverable, in order to ensure smooth and efficient progress in line with Board interests.
- Monitor GPE's institutional arrangements on behalf of the Board, including coordinating periodic reviews of the hosting agreement with the World Bank.
- Coordinate the Board process for performance assessment of the Chair, Vice Chair, Committee Chairs and CEO (on behalf of the Board).
- Oversee the work of any *ad hoc* committees appointed by the Board on a time-limited basis to address specific issues.

*Reporting to the Board*

- Written summary report to the Board within a week of each meeting (prepared by the Secretariat).

**C. ROLES OF THE COMMITTEE CHAIR AND MEMBERS**

As a principle, Committee Chair and members should be able to act on a fully informed basis, in good faith, with due diligence and care and in the best interest of GPE. They must

(a) serve as spokespersons and representatives of and communicate the views of their constituency category to the Committee during discussion and deliberation, and (b) where delegated by the Board, make decisions in the best interest of GPE, to achieve the strategic plan adopted by the Board.

As applicable, they use their best endeavors to consult with their relevant constituency grouping in advance of Committee meetings, prepare for and attend all meetings unless there is a notified and valid reason not to do so, and actively participate and contribute during meetings.

Information on committee operations can be found in the [Board and Committee Operating Procedures](#).<sup>1</sup>

## **D. COMPOSITION, SKILLS AND RULES OF PROCEDURES**

### **1. Size and Composition**

The Committee will be composed of a maximum of twelve (12) members, including the following:

- a. A Chair: The Executive Committee will be chaired by the GPE Board Chair or Vice Chair.
- b. Seven (7) core Committee members, drawn from Board Members or Alternate Board Members and reflecting the following constituency balance:
  - Two (2) representatives from partner countries
  - Two (2) representatives from donor countries
  - One (1) representative from Civil Society Organizations
  - One (1) representative from private foundations/private sector
  - One (1) representative from multilateral agencies and regional development banks.
- c. The Chairs of the two (2) other standing committees, in ex officio non-voting capacity.
- d. The Secretariat CEO and Deputy CEO in ex officio non-voting capacity.

In addition, there will be a consideration of gender balance in Committee composition.

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<sup>1</sup> Note: This document has been updated to include the link to the revised Board and Committee Operating Procedures, as approved by the Board of Directors in April 2021 (decision [BOD/2021/04-04](#)). This document also includes a January 2023 non-material revision reflecting the change in terminology from “developing country partners” to “partner countries”.

Nominations and appointment of Committee Chair and members shall be in accordance with the [Board and Committee Operating Procedures](#).

## **2. Skills, Knowledge and Experience**

Committee members shall possess the following:

- a. General knowledge of GPE’s mandate, vision and mission, global aid architecture, the education sector, issues of gender equality, as well as other matters of equity and access.
- b. Knowledge of learning issues in partner countries education systems.

In addition,

- a. Knowledge of governance/ethics best practices would be an asset.
- b. Direct knowledge of GPE Governance would be an asset.

## **3. Rules of Procedure, Member Roles and Responsibilities**

The rules of procedure of the Committee, including procedures for quorum, and the roles and responsibilities of Committee members shall be as set forth under the [Board and Committee Operating Procedures](#). The Committee is expected to meet approximately monthly in virtual session, and additionally as needed.

Prior to service, Committee members must acknowledge the [GPE Conflict of Interest Policy](#) and [Code of Conduct](#).

### **E. TRANSPARENCY**

Committee discussions are part of the deliberative process of the Board. They are therefore considered confidential and Committee documents and meeting summaries are not considered to be public documents. It is expected that Committee members will circulate meeting documents and meeting summaries to the constituency categories they represent for consultation and report-back purposes. Committee meeting documents and summaries are also made available to Board constituencies via the GPE Governance Portal.

### **F. EXCEPTION TO TRANSPARENCY FOR ETHICS MATTERS AND MISUSE OF FUNDS**

It is recognized that Committee members may routinely have conflicts of interest, most often with respect to specific funding frameworks and specific grant applications, as

beneficiaries of related allocations. Conflicts of interest for matters discussed at the Executive Committee will be handled in accordance with the [Policy on Conflicts of Interest](#).

Due to the sensitivity of the matters delegated by the Board in the Policy on Conflicts of Interest and confidentiality of information related to misuse of funds:

- a. Members of the Executive Committee shall sign the Misuse of Trust Funds – confidentiality statement and the Conflict of Interest Policy acknowledgment.
- b. Members of the Executive Committee shall not consult with their constituencies or constituency categories and should maintain the confidentiality of the Committee's deliberations on such matters as appropriate and as directed by the Chair of the Executive Committee.