

REPORT OF THE GOVERNANCE WORKING GROUP: RECOMMENDATIONS ON BOARD STRUCTURE

For Decision

1. PURPOSE

The purpose of this paper is to:

- a. update the Board of Directors (the “Board”) on the deliberations of the Governance Working Group (the “GWG”) since the last face-to-face meeting of the Board on 21-22 May 2013; and
- b. provide to the Board the recommendations of the GWG in response to the Board’s decision at the May 2013 meeting, which states as follows:

BOD/2013/05-12 – Revised Board Structure: 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.

2. EXECUTIVE SUMMARY

Taking careful account of the feedback from Board members at the Brussels meeting, as well as the initial version of this paper which was circulated for feedback in late September 2013 (see Annex 2 for details), the GWG proposes a package of recommendations designed to establish a governance structure that equips the Global Partnership to maximize its

impact and take advantage of future opportunities. The recommendations are designed to ensure GPE is inclusive, efficient and strategic and aim to:

- ***Increase the Strategic Role of the Board:*** The GWG recommends **revising the Board's roles and responsibilities in the Charter** to emphasize the Board's core function of providing strategic direction and overseeing the performance of the partnership. The GWG proposes the Board have four core functions: set strategy and policy; approve grants and monitor their performance; monitor the management of the partnership (in relation to governance, ethics, risk and finance) and exercise global education leadership. A proposed new committee structure will focus the Board on the strategic direction and performance of the partnership, and enable it to delegate the details of policy development and operational management to Board committees and/or the Secretariat. All decision-making authority will remain with the Board, unless the Board takes a specific decision to delegate certain matters.
- ***Strengthen monitoring of financial and programmatic performance and results:*** The current governance structure does not support the Board to pay sufficient attention to the results and implementation of GPE programs. Board meeting time is limited and there is little opportunity for Board members to discuss the detail of GPE operations ahead of or during Board meetings. Given the Board's responsibility to act as an effective steward of international aid moneys and ensure value for money, this poses risks. Monitoring the impact of GPE's programs is a key Board function, particularly in the context of an upcoming replenishment and continuing resource mobilization efforts. The recommendations on the terms of reference for the **Country Grants and Performance Committee** and the **Governance, Ethics, Risk and Finance Committee** are intended to create structured and transparent opportunities for the Board, through its committees, to address these issues. It also spreads the current high workload of the Financial Advisory Committee amongst different new standing committees.
- ***Increase attention to global education issues:*** The Global Partnership is well placed, as a diverse and representative global partnership with significant expertise in education, to play a strong role in shaping and delivering the international community's approach to education, including in relation to the post-2015 agenda. However, this will require the Board to provide leadership and

guidance. Post-2015 issues have been removed from the Board agendas in the last two face-to-face meetings due to time pressures. The GWG's recommendation for the terms of reference and establishment of a **Strategy and Policy Committee** seeks to provide the Board with capacity to engage strategically on such issues.

- **Increase Efficiency, Transparency and Voice:** The current global governance structures have been in place for three years. While many things are working well, lessons have been learned. The Board requested the GWG to specifically consider issues of voice and inclusivity as the current structure needed further improvement in this area, particularly given the difficulty in making decisions between face-to-face Board meetings through phone discussions or non-objection e-mails. The GWG believes voice and inclusivity across Board constituencies can be improved through the proposed new committee structure and associated **Board and Committee Operating Procedures**. Committee membership will be reflective of the constituency composition of the Board and will operate in a transparent manner, with all committee documentation shared with the entire Board in advance of meetings, providing opportunities for constituencies that do not have committee membership to contribute views where desired. The new structure will decrease the need for *ad hoc* working groups¹ and Board consultations between face-to-face meetings. In addition, the GWG recommends the establishment of a **Coordinating Committee** to assist with coordination of the work of the technical committees and enable decisions to be taken more efficiently, transparently and inclusively between meetings. The Board will remain the supreme decision-making body, with the Coordinating Committee only having authority to make decisions that are explicitly delegated to it by the Board. This limitation on the decision-making power of the Coordinating Committee, together with the total transparency of its operations, will ensure there is no risk of it taking authority from the Board.

The GWG believes that the recommendations presented in this paper represent the best path forward. However, consistent with the Board decision in Brussels, other options for improving GPE's governance are presented in this paper for its consideration.

¹ See Annex 5 to BOD/2013/05 DOC 06 which lists the 6 working groups formed January 2011 to March 2013 in addition to the Financial Advisory Committee and Ethics Committee.

3. SUMMARY OF RECOMMENDED DECISIONS

3.1 To implement the package of recommendations described in section 2, the GWG proposes the Board adopt the following series of decisions (full language for each decision is contained in **Annex 1**):

- The adoption of a new statement of Board roles and responsibilities that emphasizes its strategic and oversight functions.
- The establishment of three new technical committees, which enable the Board to better to: (i) fulfill its functions in a strategic manner, (ii) increase the voice of the diverse Board constituencies in the work of the Global Partnership; and (iii) increase the efficiency and effectiveness of the Board's deliberations.
- The establishment of a Coordinating Committee to increase the efficiency of the partnership's operations between face-to-face Board meetings

3.2 These changes are supported by amendments and/or approval of new governance documents as follows:

- Amendments to the GPE Charter to reflect re-stated Board roles and responsibilities and to correct and update terminology where needed
- Approval of terms of reference for each of the proposed new technical committees and the Coordinating Committee
- Approval of new Board and Committee Operating Procedures which provides increased transparency and consistency to their operation
- Amendments to the GPE Fund Governance Document to update it in accordance with current trust fund procedures at the World Bank

3.3 In addition to the proposed decision language in Annex 1, the following detailed annexes are included:

Annex 2: Background and responses to Board comments made in May 2013 (Brussels Board meeting) and September 2013 (GWG consultation process)

Annex 3: Amendments to the GPE Charter (separate document)

Annex 4: Strategy and Policy Committee Terms of Reference

Annex 5: Country Grants and Performance Committee Terms of Reference

Annex 6: Governance, Ethics, Risk and Finance Committee Terms of Reference

Annex 7: Board and Committee Operating Procedures

Annex 8: Coordinating Committee Terms of Reference

Annex 9: Amendments to the GPE Fund Governance Document (separate document)

4. GWG RECOMMENDATIONS

4.1 Recommendation 1: Re-statement of the Board's Roles and Responsibilities: Amendments to the GPE Charter

4.1.1 The *Charter of the Global Partnership for Education* (the “GPE Charter”) is the “constitution” of the Global Partnership, which sets out its purpose and governance structures at the country and global levels.

4.1.2 The GWG is recommending a series of amendments to the GPE Charter, contained in **Annex 3**, which, among other things:

a. Strengthen the description of the roles and responsibilities of the Board (new amended section 4.2.5) at a strategic level, to the following:

Role 1: Strategy and Policy

- Setting the vision, mission, goals and objectives of the Global Partnership’s strategy
- Approving strategic plans and policies for the Global Partnership
- Driving and monitoring the performance of the partnership to deliver on its mission, goals and objectives at the country and at the global level

Role 2: Grants and Performance

- Approving and providing strategic oversight of all grants
- Tracking progress of the programmatic and financial performance of grants to ensure that resources are being used in line with the Global Partnership’s mission, goals, objectives and policies in order to deliver on its mission

Role 3: Governance, Ethics, Financial Oversight and Risk Management

- Ensuring that the Global Partnership is structured, governed and functioning effectively and ethically in order to deliver on its mission
- Overseeing the financial management of all GPE resources to ensure that they are being managed efficiently and effectively and consistently with Global Partnership’s mission, goals, objectives and policies
- Monitoring and assessing the overall effectiveness and risks associated with the work of the Global Partnership and implementing risk mitigation measures

Role 4: Global Leader, Advocate and Convener for Education:

- Advocating for the Global Partnership and for the delivery of quality education to all children in developing countries
- Mobilizing resources for the Global Partnership and advocating for increases to domestic and external funding for education in developing countries
- Ensuring that the Global Partnership is shaping and responding to the global debate on education

As noted in Recommendation 2a below, the first three roles map to the three new technical committees that are being recommended by the GWG (see Table 1 below). The GWG considers the fourth role to be an inherent role for all Board members and constituency members.

- b. Delete the operational aspects of the functioning of the Board (and its committees), which will be contained in the recommended Board and Committee Operating Procedures (Recommendation 2b below). The operating procedures that currently exist in the GPE Charter with regards to Board meetings, constituency operations, etc. are too detailed for a “foundational” document, which should not be subjected to frequent amendment.
- c. Update the GPE Charter using current terminology and structures reflected in other GPE documents (and were previously recommended to the Board in October 2012).

The background, details and explanations of the recommended GPE Charter amendments are contained in **Annex 3** (separate document).

4.2 Recommendation 2a: Establishment New Technical Committees: Options

4.2.1 The Board’s decision at its last face-to-face meeting requested the GWG to present a “range of options” on a new Board structure, including, but not limited to the options for standing committees which were recommended by the GWG to the Board in May 2013. The benefit of committees to the partnership include the following:

- Permitting the Board to focus on the “macro” strategic leadership of the partnership, instead of on the “micro” development of operational policies and other areas. Decision-making authority is retained by the Board, unless the Board decides otherwise.

- Carrying out the groundwork essential for the Board to fulfill its fiduciary and risk management duties in relation to GPE resources, and focus on the results of its programs.
- Developing, and assisting the Secretariat to develop, quality proposals and decisions that are more likely to secure Board approval than without a committee vetting process, which is evidenced by the success of the Financial Advisory Committee generally securing Board approval for its recommendations on a consistent basis.
- Clearly defined mandates and continued committee membership will reduce the need for establishment of *ad hoc* working groups, which suffer from a potential lack of coordination of the recommendations coming to the Board and are less transparent in terms of selection and operation².
- Decreasing the workload of the Financial Advisory Committee, which has been addressing program implementation, grant funding and policy recommendations, and financial management issues, and as a result, has a heavy workload, as evidenced by the FAC's self-assessment process.
- Enabling a better match between the committee's mandate and the skill sets required from members, as well as providing more time to address issues such as the country grant portfolio reviews and global-level education matters such as innovation and measures needed to meet the post-2015 needs.

Technical Committee Roles and Responsibilities

4.2.2 As requested by the Board, the GWG has developed terms of reference for each of the proposed new technical committees as follows:

- Strategy and Policy Committee (“SPC”) (**Annex 4**)
- Country Grants and Performance (“CGP”) Committee (**Annex 5**)
- Governance, Ethics, Risk and Finance (“GERF”) Committee (**Annex 6**)

4.2.3 The terms of reference describes each committee's roles and responsibilities in detail, and is based on the GWG's its recommended re-formulation on of the Board's roles and responsibilities in the Charter (Recommendation 1) and the existing responsibilities in the GPE Fund Governance Document (See Recommendation 4 and Annex 9). A mapping of

² Note that the Committee Operating Procedure also apply to *ad hoc* working groups, unless decided otherwise by the Board (See section 1.1 and 1.2 of Annex 7).

the proposed Board roles in the Charter to the proposed committee roles in the terms of reference is found in **Table 1** below.

Table 1: Board Role and Committee Mapping

| BOARD ROLE (Charter Amendments) | STRATEGY AND POLICY | GRANTS AND PERFORMANCE | GOVERNANCE, FINANCIAL OVERSIGHT AND RISK MANAGEMENT | GLOBAL LEADER, ADVOCATE AND CONVENER FOR EDUCATION |
|--|--|---|--|---|
| Committee (Terms of Reference) | Strategy and Policy Committee 1. Strategic Planning 2. Global Education Policy 3. GPE Funding Frameworks | Country Grants and Performance Committee 1. Program Implementation Grants 2. Country-Level Grant Portfolio Performance 3. Country-Level Policies Strategy and Policy Committee Funding Frameworks (including Global and Regional Activities ³) | Governance, Ethics, Risk and Finance Committee 1. Governance 2. Ethics 3. Risk Management 4. Financial Management | n/a (Full Board responsibility) |

“Range of Options” and GWG Preferred Option

4.2.4 Having reviewed the Board’s comments, and responding to the Board’s request for a range of options, the GWG is presenting a number of options, the pros and cons for which are presented in Table 2 below:

³ Note that the Strategy and Policy Committee appears in this column as it will oversee the Global and Regional Activities grants as well as any successor program that is global or regional (i.e. beyond country-level grants).

Table 2: Options for Committee Structure

| Option | Pros | Cons |
|---|--|---|
| <p>1. Status Quo: Continue FAC and Ethics Committee under current terms of reference (i.e. the new provisions under the proposed Committee Operating Procedures recommended below would not be part of the package.)</p> | <ul style="list-style-type: none"> • Simplicity • Continue to collect “lessons learned” • Easier to manage FAC membership replenishment process (which is required as current FAC chair and member terms expire at the end of 2013) • FAC members benefit from having a broad understanding of how the GPE works and are able to see linkages between different issues under consideration | <ul style="list-style-type: none"> • FAC continues to be have a very heavy workload, with the continued inclusion of financial management in its TOR, which is not well-defined and is missing key elements • Governance and risk management oversight by the Board would continue to be <i>ad hoc</i>, with only an Ethics Committee • Any other issues the Board wants to address will necessitate the establishment of other <i>ad hoc</i> working groups • The FAC’s wide terms of reference results in a concentration of ‘power’ in the FAC |
| <p>2. Status Quo “Plus”: Move financial management from FAC to new committee, which would expand the Ethics Committee to include governance, risk and finance, with new membership.</p> <p>(In practice: replace FAC with CGP and replace Ethics Committee with GERF).</p> <p>Includes approving the new Committee Operating Procedures.</p> | <ul style="list-style-type: none"> • Decreases FAC workload to move financial management to new GERF and allows more time for grant portfolio results oversight by CGP • Decreases number of <i>ad hoc</i> working groups needed for governance matters • Financial and risk management issues better defined in new TORs for both committees • Potentially less demand on Board constituency members’ time with only two committees | <ul style="list-style-type: none"> • A number of matters that require attention and will require Board input, including innovative financing, eligibility and other funding frameworks, (including eligibility matters) will either have to be addressed by CGP or GERF (not in current proposed terms of reference of these two committees) or by other <i>ad hoc</i> working groups |
| <p>3. Establish Strategy and Policy Committee, CGP and GERF to replace FAC and Ethics Committee</p> | <ul style="list-style-type: none"> • All of the Board’s strategic roles (other than champion/advocacy role) as described in Recommendation 1 are covered by a committee that can provide ongoing input and expertise to the Board on their fulfillment • Standing committees provide continuity in input on issues in their TOR • Demand on Board constituency members time is essentially the same as for | <ul style="list-style-type: none"> • Requires stepped-up and continuing commitment (time and expertise) from Board and constituency members • Some increased costs from the status quo for travel and meetings, and potentially the need for an additional governance staff position in the Secretariat. |

| Option | Pros | Cons |
|---|---|------|
| <p>Establish Strategy and Policy Committee, CGP and GERF to replace FAC and Ethics Committee</p> | <p>Option 2 above as that option will require more <i>ad hoc</i> working groups in which constituencies may be asked to participate.</p> <ul style="list-style-type: none"> • Greater transparency as committee members will be selected through a clear and agreed process, rather than to <i>ad hoc</i> working groups | |

4.2.5 The GWG’s preferred option is **Option 3** based on the reasoning in the table above. In addition, the GWG notes that in its benchmarking against the committee structures of the GAVI Alliance (six standing committees, an Executive Committee and three independent grant review bodies) and The Global Fund to Fight AIDS, Tuberculosis and Malaria (three standing groups, a reference group, a Technical Review Panel and a Technical Evaluation Reference Group), this structure is much simpler.

Mapping to Secretariat Teams

4.2.6 The GWG notes that based on the current structure of the Secretariat, each of the recommended new committees would be mapped to the following Secretariat teams, as follows:

- **SPC:** Chief Technical Officer (currently under recruitment)
- **CGP:** Country Support Team (Team Leader)
- **GERF:** Operations Team (governance, finance, administration) (Chief Operating Officer)

Committee Composition

4.2.7 The terms of reference in Annexes 4, 5 and 6 set out the proposed composition of each of the committees, which maintains proportionality between constituency groups, to increase the diverse voices in the partnership into the Board’s deliberations, but also allow for efficient committee functioning. The recommended composition is as reflected in **Table 3** below:

Table 3: Committee Composition

| Constituency Category | Strategy and Policy | Country Grants and Performance Committee | Governance, Ethics, Risk and Finance |
|---|---|---|---|
| Developing countries (6 total) | Up to 2 | Up to 3 | Up to 2 |
| Donor countries (6 total) | Up to 2 | Up to 3 | Up to 2 |
| Multilateral agencies (3 total) | 1 maximum | Up to 2 | 1 maximum |
| Non-governmental (4 total: CSOs north, CSOs south, private sector/private foundations; and teachers) | 1 maximum | Up to 2 | 1 maximum |
| Total | Chair (Board Member or Alternate Board Member) + up to 6 committee members | Chair (Board Member or Alternate Board Member) +up to 10 committee members | Chair (Board Member or Alternate Board Member) + up to 6 committee members |

4.28 During the consultation process on the initial version of this paper, some Board constituencies requested an increase to the size of the Strategy and Policy Committee, given its important role. While the GWG agrees that the Strategy and Policy Committee will play an important function, the proposed size of the committees attempts to balance the need for inclusivity, reflected in the diverse membership of the committees, and efficiency of operations. The proposed structure includes 26 members plus three chair positions for the technical committees, which the GWG believes strikes a good balance.

4.3 Recommendation 2b: Approval of the Board and Committee Operating Procedures

4.3.1 In addition to the establishment of the new technical committees, the GWG is recommending to the Board for approval, the Board and Committee Operating Procedures in **Annex 7** which complement the terms of reference of each committee by providing detail on their operations. The Board Operating Procedures (Part 1) are generally a restatement and clarification of what is currently in the Charter, as well as current practice, with more detail added based on recent experiences, including:

- A new provision on replacement of the Chair of the GPE when there is a resignation mid-term (see Part 1, para. 2.6 in Annex 7); and

- A new provision which allows a Board meeting to be called on short notice in emergency situations (see Part 1, para. 5.4 ii in Annex 7).

4.3.2 Part 2 of the operating procedures deal with functioning of committees. The GWG notes that to date, there is a perception amongst some Board constituencies of a lack of consistency and transparency with regards to the operation of committees, working groups and other *ad-hoc* groups established to address particular issues. The Committee Operating Procedures provide one set of rules for all standing committees and other Board-established groups which set out the following:

- **Board approval.** The establishment of all committees, working groups, etc. need to be approved by the Board under terms of reference that include their composition and roles responsibilities.
- **Chair and Membership Nomination Process.** Committee/working group members, including their chairs, are appointed through a nomination process wherein constituencies submit a prioritized list to the Board Chair of the standing committees they wish to participate in, the person nominated, and whether they are willing to act as committee/working group chair. In making his or her proposal to the Board, the chair must make reasonable efforts to ensure a balance between the Board's constituencies in terms of both membership and chairing, based on the committee's mandate and the skills of the candidates. The final proposed membership is then presented by the Chair to the Board for approval.
- **Term Limits.** All committee members are subject to a two-year term limit to ensure that Board constituencies that have appropriate people to sit on committees be given the opportunity to nominate their members when committees are replenished every two years. Board constituencies are free to re-nominate the same members to allow for some continuity in membership for ongoing work.
- **Transparency.** All committee/working group agendas and meeting materials will be made available to the Board email list at the same time as committee members receive them, to enable non-committee members to contribute to committee work if desired.

4.3.3 In addition, to ensure that there is a strong connection between the Board and its committees/working groups, the GWG proposes that all **technical committee chairs are required to be Board Members or Alternate Board members.** Other

committee members are not required to have Board membership, but should be selected based on their expertise on the mandate of the committee, which are described in the terms of reference of the committee approved by the Board.

4.3.4 During the consultation by the GWG of the Board on the initial version of this paper, a few Board constituencies expressed reservation about the requirement that technical committee chairs need to be Board Members or Alternate Board members as this would: (i) limit the pool of candidates available to play this role; and (ii) require a large time commitment from persons acting in both roles. The GWG believes that the requirement for technical committee chairs to Board Members or Alternate Board Members is important to ensure that there is a strong communication link between the Board and the technical committees.

4.3.5 Recognizing that particular committees and/or working groups may have special needs, these “ground rules” can be superseded by any particular committee/working group terms of reference approved by the Board.

4.4 Recommendation 3: Coordinating Committee Option

4.4.1 The GWG recommends the establishment of a Coordinating Committee to address the following:

- The work of the two standing committees (FAC and Ethics Committee), along with the *ad hoc* working groups has at times been uncoordinated with potentially inconsistent recommendations being presented to the Board by different groups.
- The Board’s decision-making has sometimes been difficult and protracted, in particular outside of face-to-face meetings, leading to delays and frustration with the frequent use of:
 - (i) audio-conferences (which do not always allow for structured discussion, are sometimes difficult to attend due to the diverse nature of Board members’ availability (in particular for Ministers), time differences and language abilities; some developing country partners have stated that they find audio-conferences to be more exclusive than inclusive); and
 - (ii) no objection decisions with insufficient background information that allow for no discussion and often result in unclear responses and results.

This was noted in the GWG's recommendations to the Board in May 2013, with a list of 20 decisions that needed to be taken outside of face-to-face meetings from July 2011 to February 2013 due to either having "unfinished business" at face to face meetings or because of their urgent nature (see Annex 4 to BOD/2013/05 DOC 06).

- Other matters that arise in between semi-annual face-to-face meetings may require structured input and consultation by the Board in a transparent and efficient manner.

Coordinating Committee Roles and Responsibilities

4.4.2 The GWG's recommendation for the establishment of a Coordinating Committee is a response to the continuing discomfort of some Board constituencies, voiced during the consultation process on the initial version of this paper, to establishment of an Executive Committee. The concerns expressed were that an Executive Committee may undermine the role of the Board. The GWG notes that the terms of reference of the Coordinating Committee provides for three essential roles:

- Assist the Board Chair in coordinating the work of the standing committees⁴.
- Be available to accept delegation from the Board such powers, duties and functions as the Board decides, in order to make time-sensitive decisions that allow the GPE to function between face-to-face meetings of the Board.
- Act as a sounding board for the Chief Executive Officer on critical matters within the Secretariat's roles and responsibilities.

The emphasis of the role of the committee has changed, in that its primary role will be a coordination role rather than a decision-making role.

4.4.3 With regards to decision-making, the Coordinating Committee's terms of reference do provide for any pre-decided decision-making power; the Coordinating Committee would only have that power if the Board decides to delegate such power in a specific Board decision, for matters such as completing "unfinished business" from a face-to-face meeting.

⁴ See Committee Operating Procedures s. 5.3.

Membership of the Coordinating Committee

4.4.4 The membership of the Coordinating committee as proposed would consist of 6 (six) Board members or Alternate Board members, which would include each of the approved standing committee chairs (who are required to be Board Members or Alternate Board Members), with the remaining members chosen in a way that balances the membership, to the extent possible, between the Board's constituencies. In that way, rather than delegating decision-making power to committee members who are not required to be Board Members or Alternate Board Members and may not be in attendance at Board meetings from which "unfinished business" arises, the Board would have the option to delegate such matters to the Coordinating Committee. This would decrease, but not eliminate the need for Board audio-conference meetings between face-to-face meetings.

4.4.5 Should the Board decide that the technical committee chairs are not required to Board members or Alternate Board members (as discussed in paragraph 4.3.4 above), the GWG recommends that technical committee chairs should be included in the Coordinating Committee membership in order to allow it to play its committee coordinating function. Since they would not be Board members or Alternate Board members, their role on the Coordinating Committee should be non-voting in circumstances where the Board has delegated decision-making to it⁵. The GWG notes that the potential consequences of this are one of the following:

- Option 1: the membership of the Coordinating Committee could be increased to nine members, six of which would be voting Board members, and three of which would be non-voting as committee chairs. This option would substantially increase the size of the Coordinating Committee to a potentially inefficient level.
- Option 2: the membership of the Coordinating Committee could remain at six members, of which only three would be voting Board members. The GWG notes that this is a very small proportion of the Board to provide delegated decision-making.

These options could be discussed by the Board at the face-to-face meeting if necessary.

⁵ The terms of reference of the Executive Committee as presented in Annex 8 would need to be amended as a result.

4.4.5 The GWG notes that as proposed in the Committee Operating Procedures (Annex 7, s. 8.1) the chairs of the technical committees will be invited to attend all face-to face Board meetings. The Board Chair would be the chair of the Coordinating Committee, although this may be delegated by the Chair to a Vice Chair, if one is appointed by the Board.

4.5 Recommendation 4: Amendments to the GPE Fund Governance Document

Background

4.5.1 The GPE Fund Governance document sets out the governance arrangements for the GPE Fund, the trust fund held at the World Bank which funds all the activities of the Global Partnership.

4.5.2 The background and explanation of the proposed amendments to the GPE Fund Governance Document are contained in **Annex 9** (separate document).

4.6 Note on the Vice Chair

4.6.1 At the time of finalization of this document, the GWG was considering, but had not yet decided, on whether there will be a need to appoint a Board Vice Chair along with the Board Chair. Its recommendation in this area will depend on the identity of the recommended Chair and his or her time availability. The GWG notes that the Board Vice Chair's role would be a subset of, and not be additional to those of the Board Chair as described in the Charter and the terms of reference approved by the Board at the Brussels meeting. The Vice Chair's role would be to act for the Board Chair when he or she is not available. It is also proposed that the Board Vice Chair, like the Board Chair, would be an unremunerated role.

4.6.2 A further update on this issue will be provided at the face-to-face meeting of the Board in November 2013 in Addis Ababa.

5. MONITORING THE NEW BOARD STRUCTURE

5.1 The GWG is aware that this new governance structure is new and untested and will require frequent monitoring on its effectiveness. This will be done in three ways:

- The Board Operating Procedures allows the Board Chair to request a committee to conduct a self-assessment and discuss the results with the Board Chair.
- Each committee terms of reference requires the committees to review its terms of reference on an annual basis and recommend any amendments to it to the Board for approval.
- The GERF committee terms of reference requires it to conduct regular “light touch” internal reviews of the Global Partnership’s global governance system.

5.2 In addition, the terms of reference of external evaluation suggests doing an external review of the governance system. It is noted that some Board members had reservations about whether this is necessary and a final decision will be made at the Board meeting in discussion with the Chair of the Independent Steering Committee.

6. EFFECT ON SECRETARIAT RESOURCES

The recommendations of the GWG, if approved by the Board, will result in an additional US\$60,000 to the Operating Expenses budget compared to what is currently budgeted for the FAC and the Ethics Committee (US\$100,00). These expenses generally encompass increased costs of holding face-to-face meetings. Please see the Operating Expenses budget document (BOD/2013/11 DOC 11 for details). The Secretariat has also flagged to the GWG the possibility of requesting in the future an additional staff position in the governance team to assist with committee support.

7. NEXT STEPS

Assuming the Board approves each of the GWG’s recommendations, the next steps would be as follows:

- Secretariat to post the new amended versions of the GPE Charter and GPE Fund Governance document on the GPE website;

- Secretariat to post the Board and Committee Operating Procedures, as well as each new committee terms of reference, on the GPE website;
- Secretariat to set up new committee password-protected websites to make committee materials transparently available to all Board members and Alternate Board Members; and
- Chair to immediately commence the process for selection of new committee chairs and members as soon as possible, so that each committee can start developing its work plan, etc. and be in place for 1 January 2014.

ANNEX 1: PROPOSED BOARD DECISIONS RECOMMENDED BY THE GWG

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

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.

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;
- 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;
- 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;
- 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, 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 thanks the chairs and members of the Financial Advisory Committee and the Ethics Committee for their excellent work and commitment to the Global Partnership; and

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

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; 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.

BOD/2013/11-XX – Amendments to the GPE Fund Governance Document: 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.

ANNEX 2: BACKGROUND AND RESPONSES TO BOARD COMMENTS MADE IN MAY 2013 (BRUSSELS BOARD MEETING) AND SEPTEMBER 2013 (GWG CONSULTATION PROCESS)

For background information on work of the GWG prior to the face-to-face meeting of the Board on 21-22 May 2013, please refer to the GWG’s last report to the Board (BOD/2013/05 DOC 06), which includes the terms of reference of the GWG⁶.

Board Meeting May 2013 (Brussels)

At its meeting on 21-22 May 2013, the Board considered the recommendations of the GWG and made the following decision with regards to a revised Board structure:

BOD/2013/05-12 – Revised Board Structure: 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.

The comments of the members of the Board on the GWG’s recommendations made are contained in the draft Report of the Board meeting⁷. The table below outlines how each of the Board’s comments on the GWG’s recommendations was addressed in the revised recommendations contained in this paper.

Responses to Board Comments Made at the Face-to-Face meeting in May 2013 (Brussels)

| Recommendation | Board comments | Response |
|--|---|--|
| 1. Consolidate the Board seats reserved for each of UNESCO and UNICEF into one Board seat. | Not supported because of the unique role that each agency plays in the partnership. | The GWG is not prioritizing this issue in its current recommendations. However, the composition of the Board should be subject to review by the proposed new Governance, |

⁶ <http://www.globalpartnership.org/media/Board/Brussels-2013/2013-05-Board-Meeting-Governance-Working-Group-Report.pdf>

⁷ <http://www.globalpartnership.org/media/Board/Brussels-2013/2013-06-GPE-Board-Meeting-Report.pdf>

| Recommendation | Board comments | Response |
|--|--|---|
| | | Ethics, Risk and Finance (“GERF”) standing committee dealing with global governance issues, which would be mandated to do an annual “light touch” review of the global governance system as a whole. |
| 2. Provide more support from the Secretariat to developing country partners, especially the Africa 2 constituency. | General support for this approach. Would like more detail on the role, where they will be located and what they will do. | A Secretariat member is serving this role from Paris. An update will be provided to the Board on the progress made. |
| 3. Establishment of new committees: General | <ul style="list-style-type: none"> - mixed -some strong support for the GWG’s proposal, noting that it would assist the Board to focus on strategic issues, enable the Board to operate in a more efficient manner and improve decision-making both at face-to-face Board meetings and in between Board meetings -some concerns expressed about certain of the aspects (see below) - the details of the committees need to be fleshed out, including the particular roles and responsibilities, as well as membership of each committee - concern that the current Board structure, with two standing committees (the FAC and the Ethics Committee) had only been in place for two years and it was premature to be proposing major changes when all the lessons learned had not yet been considered. | <p>The GWG is presenting draft terms of reference for each of the committees, setting out its roles and composition, in detail.</p> <p>Although lessons are still being learned, the FAC self-assessment confirms that FAC members believe that the workload is substantial. The GWG believes that the establishment of new committees is needed now in order to drive the partnership for the post-2015 era and the replenishment.</p> |
| 4. Splitting FAC duties into two committees: Country Grants and Performance and Knowledge, Policy and Innovation | <ul style="list-style-type: none"> -support mixed -concerns about the proposal to split FAC’s duties, noting that addressing policy issues separate from the program implementation grant proposal reviews and finance would be difficult and create overlap -noted FAC’s current large workload was temporary, due to the current high volume of proposals for program implementation grants | The GWG’s new proposal retains the country-level policy issues in the proposed Country Grants and Performance Committee terms of reference, and moves the responsibilities for overseeing the overall financial situation of the GPE to the new GERF. The GERF will have a membership that includes financial expertise. |
| 5. Adding governance and risk management to Ethics Committee TOR | Support | This is incorporated in the recommended terms of reference for the GERF. |
| 6. Establishment | -some support, as will enable better | The terms of reference for the |

| Recommendation | Board comments | Response |
|--|--|---|
| Executive Committee | decision-making between face-to-face meetings -concern that such a committee would undermine the role of the Board -its particular role and delegated powers, if any, had to be clarified | Executive Committee recommended by the GWG provides that it will take time-sensitive decisions between face-to-face meetings only when requested by the Board. It will also act as a Board-designated sounding mechanism for the Chief Executive Officer. |
| 7. Including independent members in committees | -questions raised about their identification, remuneration and their role, including voting rights - noted that there were other ways to address conflicts of interest, such as recusals from discussions and voting, rather than including independent members in the committees | The recommended terms of reference for the new standing committees do not include independent members. However, the proposed Committee Operating procedures permits all committees to utilize independent expertise for their work, based on the agenda items being discussed (which currently exists in both the FAC and Ethics Committee terms of reference). |

GWG Meetings and Work since Brussels Meeting

The GWG has met several times since the Brussels meeting. It met by audio-conference on 26 June 2013 (initial call and scoping of future work), 17 July 2013 (Interim Chair search process, status of (non-interim) Chair search, committee mapping) and 20 August 2013 (Chair search only). It then met face-to-face on 5-6 September 2013 in Washington, DC, as well as on a weekly basis thereafter by audio-conference to discuss both the chair search and the finalization of its recommendations in this paper.

The GWG's initial set of recommendations on Board structure was circulated to the Board for consultation purposes in late September 2013. The GWG's responses to feedback received from the Board following the consultation are contained in this revised document. Highlights include the following:

1. *Suggestion to not require technical chair committees to be Board members or alternate Board members.* Please see paragraph 4.3.4 and 4.4.5 in the paper for a discussion on some options being suggested in response.

2. *Suggestions for increase to the size of the Strategy and Policy Committee and the Executive Committee.* Please see paragraph 4.2.8 and 4.4.5 in response.

3. *Continuing discomfort with the role of the Executive Committee.* The emphasis of the newly proposed Coordinating Committee is on coordination of the work of the technical committees. Please see paragraph 4.4.2.

4. *Uncertainty over the role of a potential Vice-Chair.* Please see Section 4.6 in response.

ANNEX 3: See Attached DOC 03_Annex 3 GWG

ANNEX 4:

STRATEGY AND POLICY COMMITTEE TERMS OF REFERENCE

A. PURPOSE

The Strategy and Policy Committee (the “SPC”) is a standing committee established by the Board of Directors (the “Board”) of the Global Partnership for Education (“GPE”) to oversee the development of strategies and policies of the GPE to ensure that they promote best practices, including innovation in the education sector.

B. COMMITTEE OPERATING PROCEDURES

The Committee Operating Procedures (the “COPs”), as approved by the Board and amended from time to time, shall apply to the SPC. In cases of conflict between the provisions of the COPs and this document, the provisions contained in this document shall apply.

C. COMPOSITION

1. Size

The membership of the SPC shall be composed of a maximum of 7 (seven) members including the following:

- a. a chair, who shall, for the duration of his or her term, be a Board member or Alternate Board member;
- b. no more than 6 (six) representatives from the following constituencies represented on the Board:
 - 2 (two) from the donor countries;
 - 2 (two) from the developing countries;
 - 1 (one) from the civil society constituencies (northern/international, developing country, members of the teaching profession) or the private sector/private foundations; and
 - 1 (one) from the multilateral agencies (multilateral and regional banks, UNICEF and UNESCO).

2. Skills

Each SPC member shall have the relevant skills/experience to fulfill the SPC’s mandate, some examples of which are the following:

- a. knowledge of the Global Partnership, its vision, mission, goals, objectives and processes;
- b. experience and knowledge of evidence-based best practices in education in developing countries;
- c. experience and knowledge of innovative funding mechanisms;
- d. experience in participating in the governance structures of a funding mechanism; and

- e. experience in public expenditure analysis and/or funding civil society monitoring efforts of public expenditure.

D. ROLES AND RESPONSIBILITIES

The SPC shall have the following roles and responsibilities:

1. Strategic Planning

- a. Track progress on the current applicable strategic plan approved by the Board, and providing advice to the Board on alleviating bottlenecks to facilitate implementation of the strategic plan.
- b. Develop new strategic plans for approval by the Board.

2. Global Education Policy

Provide advice to the Board, and develop policies, guidelines or other measures or mechanisms for Board approval for:

- a. ensuring that the GPE is shaping and responding to the global debate on education by promoting evidence-based best practice, including innovation, in education programming, in particular with regards to the post-2015 agenda; and
- b. tracking global-level education outcomes and results.

3. GPE Funding Frameworks

- a. Recommend to the Board:
 - i. eligibility, allocation, and prioritization frameworks and/or policies for GPE resources at the global and country level; and
 - ii. new innovative funding mechanisms.
- b. Track progress on the Global and Regional Activities program (including the Civil Society Education Fund) and provide advice to the Board thereon.

4. Other

- a. Review its terms of reference on an annual basis and recommend any amendments to it to the Board for approval.
- b. Undertake any other responsibility or task delegated to it by a Board decision.

ANNEX 5:

COUNTRY GRANTS AND PERFORMANCE COMMITTEE TERMS OF REFERENCE

A. PURPOSE

The Country Grants and Performance Committee (the “CGP”) is a standing committee established by the Board of Directors (the “Board”) of the Global Partnership for Education (“GPE”) to make recommendations to Board and track progress on the portfolio of country-level grants awarded from GPE resources.

Unless otherwise specified in the terms of reference or similar documents of other Board committees, working groups or task teams, the CGP established under this terms of reference supersedes and replaces the Financial Advisory Committee (“FAC”) established by the Board in June 2012 (decision BOD/2012/06-03), and references to the FAC in other GPE documents⁸ and Board decisions shall be read to refer to the CGP.

B. COMMITTEE OPERATING PROCEDURES

The Committee Operating Procedures (the “COPs”), as approved by the Board and amended from time to time, shall apply to the CGP. In cases of conflict between the provisions of the COPs and this document, the provisions contained in this document shall apply.

C. COMPOSITION

1. Size

The membership of the CGP shall be composed of a maximum of 11 (eleven) members including the following:

- a. a chair, who shall, for the duration of his or her term, be a Board member or Alternate Board member;
- b. no more than 10 (ten) representatives from the following constituencies represented on the Board:
 - i. 3 (three) from the donor countries;
 - ii. 3 (three) from the developing countries;
 - iii. 2 (one) from the civil society constituencies (northern/international, developing country, members of the teaching profession) or the private sector/private foundations; and
 - iv. 2 (two from the multilateral agencies (multilateral and regional banks, UNICEF and UNESCO).

⁸e.g. Policy on Conflicts of Interest, Policy on Timeframes for Grant Agreement Signing and Implementation and Procedures for Proposed Revisions to Implementation Grant Program⁸ (“Timeframes and Revisions Policy”).

2. Skills

Each CGP member shall have the relevant skills/experience to fulfill the CGP's mandate, some examples of which are the following:

- a. knowledge of the GPE, its mission, vision and processes, as well as general policy issues in the field of education in developing countries;
- b. experience in applying for or analyzing requests for grant funding and making recommendations;
- c. experience in developing, managing or overseeing education programs in developing countries;
- d. experience in/knowledge of managing country-level processes;
- e. experience in participating in the governance structures of a funding mechanism;
- f. experience in public expenditure analysis and/or funding civil society monitoring efforts of public expenditure; and
- g. knowledge of different costing tools, budget tracking and financing modalities.

D. ROLES AND RESPONSIBILITIES

The CGP shall have the following roles and responsibilities:

1. Program Implementation Grants

- a. Analyze, assess and provide strategic-level input into applications for program implementation grants, including material revisions to such grants⁹, to ensure that GPE strategic priorities are reflected in programs supported by GPE resources.
- b. Recommend to the Board allocations for new and revised program implementation grants.

2. Country-Level Grant Portfolio Performance

- a. Track progress on the performance and results of GPE's country-level grants (including program implementation grants, education plan development grants and program development grants).
- b. Report to the Board on country-level grant performance with advice and analysis, including, where relevant:
 - i. recommendations for any changes needed to GPE global level strategies, objectives or policies, which shall be referred to the Strategy and Policy Committee; and
 - ii. recommendations for any other actions needed to address country-level portfolio or country-specific performance issues, including, but not limited to, cancelling uncommitted allocations.

⁹Applications for revisions are made pursuant to the Policy on Timeframes and Revisions:
<http://www.globalpartnership.org/media/docs/publications/timeframes-and-revisions-may-2012.pdf>

3. Country-Level Policies

Analyze GPE country-level processes, including, in particular, the functioning of Local Education Groups, and make recommendations to the Board on new policies or revisions to existing policies.

4. Other

- a. Review its terms of reference on an annual basis and recommend any amendments to it to the Board for approval.
- b. Undertake any other responsibility or task delegated to it by a Board decision.

E. RECOMMENDATION CATEGORIES FOR PROGRAM IMPLEMENTATION GRANT APPLICATIONS

The CGP shall provide its recommendations to the Board on new program implementation grants using the following categories:

- a. approve the full amount as requested;
- b. approve a reduced amount from the amount requested, with reasons for the reduction; and
- c. do not approve, with reasons, including, where appropriate, suggestions for revisions prior to re-submission.

Recommendations may include conditions for funding and other program management recommendations.

ANNEX 6: GOVERNANCE, ETHICS, RISK AND FINANCE COMMITTEE TERMS OF REFERENCE

A. PURPOSE

1. The Governance, Ethics, Risk and Finance Committee (the “GERF”) is a standing committee established by the Board of Directors (the “Board”) of the Global Partnership for Education (“GPE”) to provide oversight on the global governance mechanisms, ethical standards, risk management practices and financial management of the GPE and its resources.

2. The GERF established under these terms of reference supersedes and replaces the Ethics Committee established by the Board under terms of reference approved in February 2012 (decision BOD/2012/02-01). As such, references to the Ethics Committee in the Policy on Conflicts of Interest¹⁰ (the “COI Policy”) shall be read as the GERF.

B. COMMITTEE OPERATING PROCEDURES

The Committee Operating Procedures (the “COPs”), as approved by the Board and amended from time to time, shall apply to the GERF. In cases of conflict between the provisions of the COPs and this document, the provisions contained in this document shall apply.

C. COMPOSITION

The membership of the GERF shall be composed of a maximum of 7 (seven) members including the following:

- a. a chair, who shall be a Board member or Alternate Board member for the duration of his or her term;
- b. no more than 6 (six) representatives from the following constituencies represented on the Board:
 - i. 2 (two) from the donor countries;
 - ii. 2 (two) from the developing countries;
 - iii. 1 (one) from the civil society constituencies (northern/international, developing country, members of the teaching profession) or the private sector/private foundations; and
 - iv. 1 (one) from the multilateral agencies (multilateral and regional banks, UNICEF and UNESCO).

2. Skills

Each GERF member shall have the relevant skills/experience to fulfill the GERF’s mandate, some examples of which are the following:

- a. knowledge of the Global Partnership, its vision, mission, goals, objectives and processes;
- b. knowledge and understanding of international and/or corporate governance best practices, including ethical standards and experience in participating in the governance structures of a multilateral organization or partnership and/or funding mechanism;

¹⁰ http://www.globalpartnership.org/media/docs/publications/Conflict_of_Interest.pdf

- c. knowledge and experience of risk management systems and mitigation measures; and
- d. knowledge, understanding and experience in financial management best practices.

D. ROLES AND RESPONSIBILITIES

The GERN shall have the following roles and responsibilities:

1. Governance

Provide advice to the Board and recommend policies, practices, procedures and/or other measures or actions that ensure that the Global Partnership is structured, governed and functioning effectively and ethically at the global level in order to deliver on its mission based on:

- a. regular “light touch” internal reviews of the Global Partnership’s global governance system;
- b. annual performance reviews of the Board Chair and Chief Executive Officer; and
- c. regular reports on institutional arrangements for GPE, including hosting issues.

2. Ethics and Conflicts of Interest

The GERN shall have the decision-making and advisory roles delegated by the Board to the Ethics Committee in the COI Policy.

3. Risk Management

Oversee the development and implementation of:

- a. a risk management framework and/or other risk management and mitigation measures; and
- b. policies and other measures on fraud, corruption and other misuse of GPE resources, including recommending action to the Board when it arises.

4. Financial Management

Provide advice to the Board with the goal of ensuring that GPE resources are being managed efficiently, effectively and consistent with Global Partnership’s mission, goals, objectives and policies, which includes, but is not limited to:

- a. recommending new and revisions to financial management policies and practices, including, but not limited to, fiduciary standards for Supervising and Managing Entities;
- b. forecasting available resources and monitoring the Global Partnership’s financial position;
- c. Overseeing budgets and costs including:
 - i. developing and monitoring the implementation of policies on Supervising and Managing Entity roles and responsibilities and associated fees and costs for grants; and
 - ii. providing guidance to the Secretariat the operating expenses budget.

5. Other

- a. Review its terms of reference on an annual basis and recommend any amendments to it to the Board for approval.
- b. Undertake any other responsibility or task delegated to it by a Board decision.

E. EXCEPTION TO TRANSPARENCY FOR ETHICS MATTERS

Due to the sensitivity of the matters delegated by the Board in the COI Policy,

- a. GERF members are not expected to consult with their constituencies and shall maintain the confidentiality of the GERF's deliberations on such matters as appropriate and as directed by the GERF Chair; and
- b. the GERF Chair may make exceptions to the transparency provisions in the COPs with respect to issues in this area.

In the event that a matter arises under the COI Policy in which a GERF member is implicated, the GERF shall meet without the presence of the implicated GERF member. In addition, any observers may also be excluded from GERF discussions under this heading.

ANNEX 7: BOARD AND COMMITTEE OPERATING PROCEDURES

PART 1: BOARD OPERATING PROCEDURES

1. GENERAL

1.1 **Supreme Governing Body.** Pursuant to the Charter of the Global Partnership for Education (the “GPE Charter”), the Board of Directors (the “Board”) is the supreme governing body of the Global Partnership for Education (the “Global Partnership” or “GPE”) with the composition, roles and responsibilities as set out therein. This document sets out the operating procedures for the Board and its committees.

1.2 **Limitation.** No decision taken by the Board is binding on any organization providing a member to serve on the Board. When discharging their duties, Board members are not required to take decisions that conflict with the constitution, regulations, rules and policies of their organization. The Board only sets the Global Partnership’s policies and not the policies of any organization providing a Board member.

2. COMPOSITION

2.1 **Chair.** As stated in the GPE Charter, the Chair of the Global Partnership is appointed by the Board and represents the Board and the Partnership as a whole. The Chair shall act without prejudice in fulfilling his/her responsibilities and does not participate in voting for decisions by the Board. In cases where the Chair is selected from among the then-current Board members or Alternate Board members, such constituency shall appoint a new Board member or Alternate Board member, as relevant, to represent the views of the constituency.

2.2 **Member Seats.** Seats on the Board are allocated pursuant to the provisions of the GPE Charter. Board Members serve as the representatives of a constituency, which may be comprised of one or more countries and/or organizations.

2.3 **Constituency Selection.** Board Members are selected by their constituencies and serve for the period stated in the GPE Charter.

2.4 **Alternate Board Members.** As stated in the GPE Charter, each constituency shall appoint an Alternate Board Member to serve as an additional representative of his/her constituency. The Alternate Board Member has the same rights, privileges and responsibilities as the Board Member.

2.5 **Board Member and Alternate Board Member Vacancies.** A vacancy in Board seat representation resulting from death, resignation, disqualification or other reason relating to a Board Member or Alternate Board Member, shall be filled in the same manner in which the original holder of that position was appointed or selected. Individuals selected or appointed to fill a vacant position shall hold such positions for the unexpired term of their predecessor.

2.6 **Chair Vacancy.** A vacancy in the office of the Chair of the Global Partnership resulting from death, resignation, disqualification or other reason, shall be filled, on an interim basis, by the Vice-Chair, if one is appointed by the Board or, in the absence of a Vice Chair, the chair of the committee responsible for governance matters, for no longer than the unexpired term of their predecessor.

2.7 **Internal Constituency Procedures.** Each constituency shall maintain and adhere to its internal procedures and guidelines for ensuring that the Board Member and Alternate Board Member possess the appropriate delegation of authority to speak and vote on behalf of the constituency on matters before the Board.

3. COMMUNICATION FOCAL POINTS

Constituencies may appoint a Communication Focal Point to promote effective information flows between the Board Member and Alternate Board Member, the constituency they represent, including committee members, and the Secretariat.

4. NOTIFICATION OF REPRESENTATION AND SELECTION PROCESS

4.1 The authorized representative of a constituency shall confirm in writing to the Board Chair and Secretariat the appointment (including replacement) of Board Members, Alternate Board members and/or Communications Focal Points, including the contact information for any newly selected person.

4.2 Each constituency shall advise the Secretariat of their internal process for the selection of Board Member, Alternate Board Member and Communications Focal Point. Any updates and revisions to these processes shall be submitted to the Secretariat in a timely manner.

5. BOARD MEETINGS

5.1 **Frequency.** The Board shall meet as needed as determined by the Board. In general, face-to-face meetings will be convened on a semi-annual basis.

5.2 **Modes.** Board meetings may be held face-to-face, by video or audio-conference or any other electronic communication medium that allows a Board member to follow and contribute to meeting discussions as they occur in real time. The Board Chair shall decide on the medium used for each meeting and may terminate a meeting if the medium does not permit clear communication between members.

5.3 **Notice.** Notice of a face-to-face Board meeting shall be provided at least eight weeks prior to the start of the meeting. Except in exceptional circumstances, as determined by the Board Chair, notice of Board meetings held by other modes shall be provided at least two weeks prior to the start of the meeting. Notice of a face-to-face meeting shall include an indicative agenda for comment by Board Members. The Chair has the authority to abbreviate these notice provisions and call a meeting on shorter notice in exceptional circumstances, as determined by the Chair.

5.4 **Request for a Meeting.** A meeting of the Board shall be convened:

i. within two months of the written request to the Board Chair and Secretariat by one third of the Board membership, with an indication of the agenda for the meeting and a justification for requesting the meeting; and

ii. within a reasonable amount of time, when a meeting is being called on an emergency basis, as determined by:

- the Chair of the Board; or
- in circumstances where the agenda item relates to the Chair of the Board and is the cause of the emergency, the Vice Chair, if one is appointed by the Board or, in the absence of a Vice, Chair, and the Chair of the committee responsible for global governance matters.

5.5 **Quorum.** The Board may conduct business only when the Board Chair (or, in exceptional circumstances, his or her designee) and a majority of Board Members are present, provided that such majority includes at least one Board member representing each of the following: (a) developing countries; (b) donor countries; (c) civil society organizations or the private sector/private foundations; and (d) a multilateral agency.

5.6 **Attendance.**

a. **Board Members and Alternate Board Members.** Both the Board Member and the Alternate Board Member shall have a right to attend meetings of the Board. If, for any reason, the Board Member is not available to attend a Board meeting or part of a Board meeting, the Alternate Board Member shall serve in his or her stead. If, for any reason, the Alternate Board Member is not available to attend a Board meeting or part of a Board meeting in place of a Board Member, the constituency may appoint a replacement Alternate Board Member to represent the constituency at that meeting.

b. **Transition.** In the event that a new Board Member or Alternate Board Member must permanently replace an incumbent, both the incoming and outgoing members may, with the written permission of the Board Chair, attend one meeting together in order to facilitate the transition of membership. Such arrangement shall be communicated to the Board Chair and the Secretariat as soon as the constituency is aware of such transition.

c. **Constituency Members.** Attendance of other constituency members at face-to-face meetings is permitted. However, the Board Chair may limit the number of attendees from a constituency after consultation with the given constituency.

d. **Observers and Presenters.** Observers to face-to-face Board meetings who are not a part of a constituency may be permitted at the discretion of the Board Chair. Additional attendees may be permitted to attend in order to make presentations, at the discretion of the Board Chair.

e. **Secretariat.** The Chief Executive Officer shall be invited to attend all Board meetings, unless the Board Chair decides otherwise. The Chief Executive Officer, in consultation with the Board Chair, shall determine which Secretariat members may attend any particular meeting.

5.7 **Delivery of Meeting Materials.** The Secretariat shall distribute meeting materials to ensure receipt by Board Members at least two weeks in advance of the start of the meeting. Meeting materials should contain the text of draft decisions proposed for Board consideration.

5.8 **Funding.** The Secretariat may provide funding from GPE resources for the attendance of Board Members and Alternate Board members representing developing country partner constituencies, including from civil society, upon request of the relevant member. In cases where both the outgoing and incoming members are attending a meeting as outlined in paragraph 5.6b above, both participants may be funded upon request. Funding for the attendance of all other attendees shall be the responsibility of the Board Member (including Alternate Board Members) or his or her organization.

6. **BOARD MEETING CONDUCT AND DECISION-MAKING**

6.1 **Chairing.** The Board Chair, or such other person with a written delegation of the Board Chair, shall chair all Board meetings.

6.2 **Agenda.** Board meetings shall be conducted in accordance with the agenda previously circulated to the Board, with the decisions as presented in the Board meeting materials. In exceptional circumstances, the Board Chair may permit the discussion of a new or substantially amended decision proposed in meeting materials, provided sufficient notice is given by the proponent of the new or amended decision.

6.3 **Transparency.** Except as provided in paragraph 6.6 below, all face-to-face meetings of the Board shall be held in open plenary. A report on each face-to-face Board meeting shall be made publicly available on the Global Partnership's website as soon as possible following such meeting, for

approval by the full Board at the subsequent face-to-face meeting. Decisions made in meetings other than face-to-face meetings shall also be made transparently available to the Board.

6.4 **Board Discussions.** The Board Chair shall call upon constituencies to contribute to the discussion when an agenda item is tabled for discussion. Only one member from a constituency (as designated by the Board Member) may speak on any one agenda item during a meeting. Observers and other attendees have no speaking rights, except as permitted by the Board Chair.

6.5 **Decision-Making.**

a. **Decisions at Meetings; Exception.** All decisions by the Board shall be taken at a meeting held in accordance with the provisions of these operating procedures (including notice and quorum), except in exceptional circumstances as determined by the Board Chair. In such circumstances, the Board may be requested to approve a decision by email using a no 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.

b. **Consensus.** The Board Chair shall use all practical efforts to achieve a consensus on all decisions such that:

i. if the Board Chair believes there is a clear consensus, she or he shall restate the decision and declare that the Board has reached consensus and a decision has been made;

ii. the Board Chair may encourage amendments to proposed decision language that meet the concerns of all sides of the debate and/or consider the establishment of small working groups of interested Board members or their designees to negotiate a proposal to present to the Board for decision;

iii. if the Board Chair believes that the option in ii. above will not lead to consensus, she or he may decide to defer the matter until a later meeting; and

iv. if all practical efforts have not led to consensus within the time allotted in the meeting agenda, (i) the Board Chair; or (ii) any Board member, seconded by another Board Member, may call for a vote.

c. **Voting.** In circumstances where a vote is taken, decisions require a positive vote from a majority of members present to be approved, provided that such majority includes at least one Board member representing each of the following: (i) developing countries; (ii) donor countries; (iii) CSOs or the private sector/private foundations; and (iv) a multilateral agency.

6.6 **Closed Sessions.** At the determination of the Board Chair, the Board may conduct business at a closed (executive) session where only the Board Chair and Board Members and Alternate Board Members, or their designees, may be present without the presence of the Secretariat or observers or presenters. In exceptional circumstances, the Board may conduct business at a closed session without the Board Chair present. The outcomes of closed session may be made public in open plenary, in the Board Chair's discretion.

6.7 **Language.** All Board meetings shall be conducted in English. During face-to-face Board meetings, interpretation shall be provided in French. Other languages may be accommodated, upon request from the Board Chair, who shall make a determination, in consultation with the Chief Executive Officer, taking into account the budgetary implications. Unless decided otherwise by the Board Chair, all meeting materials shall be provided in both English and French.

7. CONFLICT OF INTEREST

Board Members and Alternate Board Members are subject to the Policy on Conflicts of Interest.

PART 2: COMMITTEE OPERATING PROCEDURES

1. GENERAL

1.1 **Establishment of Committees.** The Board may establish such committees, working groups, advisory panels and similar groups it deems necessary to carry out the business of the Board.

1.2 **Application of Procedures.** Each of the standing committees of the Board shall operate under these procedures, as amended by the Board from time to time. These operating procedures shall also apply to all working groups, reference groups, advisory panels or similar groups, unless the Board decides otherwise. In such cases, the term “committee” shall be read to refer to the working group, reference group, advisory panel or other similar group and the “committee terms of reference” shall refer to the terms of reference, or other similar document, of the working group, advisory panel or other similar group.

1.3 **Committee Terms of Reference.** Committees shall be established under terms of reference that outline: (i) membership of the committee; (ii) roles and responsibilities of the committee, including the decision-making, advisory and oversight authority delegated by the Board; and (iii) relevant procedures in addition to or in place of these Committee Operating Procedures. The Board approves committee terms of reference under the decision-making procedures outlined in Part 1 of this document.

2. COMPOSITION

2.1 **Size, Representation and Skills.** Each committee terms of reference shall specify the maximum number of committee members, and, where appropriate, the distribution between the Board’s constituency categories and the skills required.

2.2 **Member Duty.** Committee members shall have be sufficiently informed, briefed and empowered, so that they can:

a. contribute to the work of the committee and act in the interest of the partnership as a whole, as set out in the Policy on Conflicts of Interest; and

b. in cases where the committee has delegated decision-making power from the Board, vote on behalf of their constituency.

3. COMMITTEE CHAIRS

3.1 **Board Membership.** Unless specified otherwise in the committee terms of reference, committee chairs shall be either Board members or Alternate Board members and possess the requisite skills and experience that align with the functions and responsibilities of the committee they chair.

3.2 **Non-voting.** Unless specified otherwise in the applicable committee terms of reference, committee chairs are non-voting committee members, which enables them to chair without prejudice.

3.3 **Accountability and Removal.** Each committee chair shall remain engaged and diligent in the performance of his/her responsibilities. Accordingly, each individual serving in such a role shall be subject to assessments by the Board Chair in accordance with these procedures and relevant

committee terms of reference. If such assessments determine that the individual has not fulfilled his/her responsibilities, the Board Chair may make the necessary changes to the committee chair position.

4. SELECTION OF COMMITTEE CHAIRS, MEMBERS, TERMS OF SERVICE AND REMOVAL

4.1 **Selection and Appointment.** The Board Chair will propose the chair and membership of each committee, based on the committee terms of reference and nominations made by constituencies, for Board approval.

4.2 **Nomination Procedures.** Board constituencies shall submit to the Board Chair and Secretariat a prioritized list of the names of individuals they wish to nominate for standing committee membership, along with the specific committee on which they prefer their nominees to serve and whether the nominees are willing to serve as chair. Constituencies may nominate Board members, Alternate Board members or other constituency members to serve as committee members, provided the nominee possesses skills and experience that align with the committee's mandate under its committee terms of reference. The Board Chair shall make all reasonable efforts to ensure that there is an appropriate balance between each of the constituency categories (as set out in the GPE Charter) in the membership of committees and in the persons serving as chair across each of the committees, prior to submitting his or her proposal to the Board for its approval.

4.3 **Membership Term.** Committee members, including chairs, shall serve a term of two years or until a successor as been appointed.

4.4 **Alternates.** Each constituency shall maintain internal procedures for appointing an alternate to represent the constituency at a specific committee meeting in the exceptional case that a committee member cannot attend the meeting. In such exceptional cases, the constituency may send an alternate representative, provided that notice to the committee chair and Secretariat is provided no later than one week prior to the committee meeting. This appointment is temporary and expires at the end of the meeting that the committee member cannot attend. Communication with the alternate representative is the responsibility of the committee member.

4.5 **Vacancies.** A vacancy in any committee membership seat, including chair, resulting from death, resignation, disqualification or other reason, shall be filled in the same manner in which the original holder of that office or position was appointed or selected. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.

4.6 **Member Accountability and Removal.** Each committee member shall remain engaged and diligent in the performance of his/her responsibilities. Accordingly, each individual serving in such a role shall be subject to the assessments by the Board Chair and relevant committee chair. If such assessments determine that the individual has not fulfilled his/her responsibilities, including, without limitation, failing to attend meetings and participate in discussions, the Board Chair, in consultation with the committee chair, may request the relevant constituency to put forward a permanent replacement to complete the individual's term or remove the constituency from the committee and seek a replacement for the vacant committee seat in accordance with these procedures.

5. ROLES, RESPONSIBILITIES AND ANNUAL WORKPLANS

5.1 **Roles and Responsibilities.** The roles and responsibilities of each committee shall be set out in the relevant committee terms of reference. Committees shall decide, recommend and oversee matters in accordance with the authority delegated by the Board and outlined in each committee terms of reference and the Board's decisions.

5.2 **Annual Work Plans.** Committee chairs, working with the Secretariat, shall develop committee work plans and agendas during and between Board and committee meetings to address pending issues related to the committee's functions and responsibilities. Such work plans shall be updated and shared with the Board on a regular basis to update any responsibilities assigned by the Board at its meetings.

5.3 **Committee Coordination.** The Board Chair, working with each of the committee chairs, shall specify which committee shall bear primary responsibility for a particular issue, in cases where more than one committee may be reasonably expected to have a joint interest in a policy or area of work. The Board decision and subsequent work plan should clearly state which committee is the lead on the area of work. Where appropriate, committee meetings will be scheduled to facilitate collaboration between committees with a common interest.

6. MEETINGS

6.1 **Frequency.** Committees shall meet as needed in accordance with their committee terms of reference, work plan and the decisions made by the Board to refer issues to committees. Committee terms of reference may specify, as appropriate, the expected meeting frequency.

6.2 **Modes.** Committee meetings may be held face-to-face, by video or audio-conference or any other electronic communication medium that allows a committee member to follow and contribute to meeting discussions as they occur in real time. The committee chair shall decide on the medium used for each meeting.

6.3 **Notice.** Except in exceptional circumstances, as determined by the committee chair, notice of face-to-face committee meetings shall be provided at least four weeks prior to the start of the meeting. Notice of committee meetings held by other modes shall be provided at least ten calendar days prior to the start of the meeting.

6.4 **Quorum.** Committees may conduct business only when the committee chair (or, in exceptional circumstances, his or her designee) and a majority of committee members are present.

6.5 **Member Attendance.** Only the committee member, or alternate representative in exceptional circumstances, may attend committee meeting. In the event that a new committee member must permanently replace a committee member, both the incoming and outgoing members may, with the written permission of the committee chair, attend one meeting together in order to facilitate the transition of membership. Such arrangement shall be communicated to the committee chair and the Secretariat as soon as the constituency is aware of such transition.

6.6 **Secretariat Attendance.** The Chief Executive Officer and the Secretariat member designated to act as the focal point of the committee shall be invited to attend all meetings of committees, unless the committee chair decides otherwise. Attendance by other Secretariat members shall be decided by the Chief Executive Officer, in consultation with the committee chair.

6.7 **Board Chair Attendance.** The Board Chair shall be invited to attend all committee meetings, unless the committee chair decides otherwise in exceptional circumstances, including, but not limited to, a meeting on the Board Chair's performance review.

6.8 **Experts.** The committee chair may decide on additional participation to a committee meeting, but this will be limited to independent individuals who may have specific independent expertise required by the committee to perform its work. The committee chair will take the cost implications into account in issuing an invitation.

6.9 **Observers.** The attendance of observers at face-to-face committee meetings may be permitted with the written consent of the committee chair. All observers shall bear their own expenses for their attendance.

6.10 **Delivery of Meeting Materials.** The Secretariat shall distribute meeting materials to ensure receipt by committee members at least two weeks in advance of the start of the meeting and shall ensure that materials contain the text of draft decisions proposed for committee consideration.

6.11 **Funding.** The Secretariat may provide funding from GPE resources for the attendance of committee members representing developing country partner constituencies, including from civil society, at face-to-face committee meetings, upon request of the relevant member. In cases where both the outgoing and incoming members are attending a meeting as outlined in paragraph 7.5 above, both participants may be funded upon request. Funding for the attendance of all other committee members shall be the responsibility of the committee member.

7. RECOMMENDATION AND DECISION-MAKING

7.1 **Consensus.** Committee chairs shall use their best efforts to ensure that the committee reaches all decisions, including decisions to recommend a matter to the Board, by consensus. If the committee chair believes there is a clear consensus, he or she shall restate the decision/recommendation and declare that the committee has reached consensus. If the committee chair believes the debate is too close to reach a consensus, he or she may decide to defer the matter to a later date. The committee chair will use all practical efforts to achieve a consensus by encouraging amendments that meet the concerns of all sides of the debate.

7.2 **Voting.** For matters for which a committee has decision-making powers delegated by the Board, a vote may be taken at the request of any committee member. In order to pass, a decision requires a positive vote from a majority of committee members present (excluding the committee chair, who is non-voting).

8. REPORTING TO THE BOARD

8.1 **Attendance at Face-to-Face Board Meetings.** The chair of each standing committee shall be invited to attend all face-to-face meetings of the Board. The Board Chair shall decide whether to invite committee chairs to attend other Board meetings based on the meeting agenda.

8.2 **Reporting Format.** Committees shall follow standard reporting formats when submitting reports to the Board of deliberations, recommendations and decisions of committees between face-to-face meetings of the Board. All recommendations to the Board should include associated costs and budgetary implications.

9. SUB-COMMITTEES AND WORKING GROUPS

Committee chairs may establish sub-committees, working groups and other advisory groups with the consent of the Board Chair. Such groups established by a committee shall report to the full committee and fulfill a specific function for a fixed duration under terms of reference approved by the committee.

10. ROLE OF THE SECRETARIAT

10.1 **Role.** The Secretariat will coordinate and facilitate the work of the committees, providing support to the committee chairs relating to, among other matters, efficiency, continuity and management of cross-cutting issues.

10.2 **Secretariat Focal Point.** The Chief Executive Officer will appoint one individual from the Secretariat to act as the focal point for each committee. The Secretariat's committee focal point will:

- a. be accountable on a long-term basis to the appointed committee;
- b. provide secretarial assistance and support to the work of the committees;
- c. attend committee meetings;

- d. assist the committee chair in order to prepare, facilitate and coordinate the work plan and meetings of the committee;
- e. maintain a list of the committee and their contact information; and
- f. be subject to the guidance of the committee chair and will be responsive to the tasks assigned to them by the committee.

11. TRANSPARENCY

11.1 The agenda and meeting materials for committee meetings shall be made available to the Board at the same time as committee members. A Board Member or Alternate Board member from a constituency not represented on a committee that has a specific issue to raise on the agenda or meeting materials may submit in writing to the committee chair his or her comments. In such circumstances, the committee chair may, in his or her discretion, invite that Board Member or Alternate Board member to attend and participate in the meeting to speak to that specific topic.

11.2 The minutes and/or report of each committee meeting shall be circulated to the Board as soon as possible following each committee meeting. The committee chair may make exceptions to this provision in his or her discretion based on the issues being discussed by the committee.

12. ASSESSMENTS

The Board Chair may request a committee to conduct a self-assessment (including meeting attendance, performance against work plans and effectiveness) and discuss the results with the Board Chair.

13. CONFLICT OF INTEREST

Committee members, including individuals acting as alternates, are subject to the Policy on Conflicts of Interest.

14. AMENDMENT

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

ANNEX 8: COORDINATING COMMITTEE TERMS OF REFERENCE

A. PURPOSE

The Coordinating Committee is a standing committee established by the Board of Directors (the “Board”) of the Global Partnership for Education (“GPE”) to assist the Chair in coordinating the work of the Board’s standing committees, make time-sensitive decisions between face-to-face meetings of the Board as requested by the Board, and act as a “sounding board” for the Chief Executive Officer.

B. COMMITTEE OPERATING PROCEDURES

The Committee Operating Procedures (the “COPs”), as approved by the Board and amended from time to time, shall apply to the Coordinating Committee. In cases of conflict between the provisions of the COPs and this document, the provisions contained in this document shall apply.

C. COMPOSITION

The membership of the Coordinating Committee shall be composed of a maximum of 7 (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;
- b. the chairs of each of the other standing committees established by the Board; and
- c. no more than three 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 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.

D. ROLES AND RESPONSIBILITIES

The Coordinating Committee shall have the following roles and responsibilities:

1. Assist the Chair in coordinating the work of the Board’s standing committees, as set out in the Committee Operating Procedures.
2. Be available to accept delegation from the Board such powers, duties and functions as the Board decides in accordance with the decision-making procedures of the GPE Charter and the Board and Committee Operating Procedures, in order to make time-sensitive decisions that allow the GPE to function between face-to-face meetings of the Board.
3. Act as a sounding board for the Chief Executive Officer on critical matters within the Secretariat’s roles and responsibilities.
4. Review its terms of reference on an annual basis and recommend any amendments to it to the Board for approval.
5. Undertake any other responsibility or task delegated to it by a Board decision.

ANNEX 9: See Attached DOC 03_Annex 9 GWG