GOVERNANCE AND ETHICS COMMITTEE

A. PURPOSE

The Governance and Ethics Committee is a standing committee established by the Board of Directors (Board) of the Global Partnership for Education (GPE) to oversee the global governance arrangements and ethical standards.

As a principle, Committee members should be able to act on a fully informed basis, in good faith, with due diligence and care and in the best interest of GPE. They must (a) serve as spokespersons and representatives and communicate the views of their constituency category to the committee during discussion and deliberation, based on prior consultation wherever reasonably practical (e.g., assuming other constituencies give timely feedback at the GPE committee member’s request), and (b) where delegated authority by the Board, make decisions in the best interest of GPE, to achieve the strategic plan adopted by the Board.

B. COMMITTEE OPERATING PROCEDURES

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

C. COMPOSITION AND MEETING FREQUENCY

1. Size and Composition

The Committee shall be composed of a maximum of nine (9) members, including the following:

a. A Chair.

b. No more than eight (8) representatives from the following constituencies represented on the Board:

   • Three (3) from the donor countries.
   • Three (3) from the developing countries.
   • One (1) from the civil society constituencies (northern/international, developing country, members of the teaching profession) or the private sector/private foundations constituency.
   • One (1) from the multilateral agencies (multilateral and regional banks, United Nations agencies).

The Committee composition shall seek balance in representation with regard to gender and the Partnership. In addition, the inclusion of Board or Alternate Board members in the composition is considered a benefit.

1Approved by the Board of Directors at its meeting in Siem Reap, Cambodia, December 1-2, 2016 (decision BOD/2016/12-12)
2. **Skills, Knowledge and Experience**

It is expected that all Governance and Ethics Committee members possess the following:

a. General knowledge of GPE’s mandate, vision and mission, global aid architecture, the education sector, issues of gender equality, as well as other matters of equity and access.

b. Knowledge of learning issues in developing country education systems.


In addition, each Governance and Ethics Committee member must have a demonstrated track record in at least one of the following:

a. A background in the legal profession.

b. Experience drafting and implementing legal frameworks.

c. Experience managing national nomination processes.

d. Experience overseeing ethics codes of conduct.

e. Experience serving on Board/Committee with multi-stakeholder composition.

3. **Meetings**

The Governance and Ethics Committee meets face-to-face two times a year. Additional virtual meetings are organized as needed.

D. **ROLES AND RESPONSIBILITIES**

**Committee Member Responsibilities**

*General:* Committee members serve as representatives of and communicate the views of their constituency category and are expected to act in the best interests of GPE. They use best endeavors to consult with the relevant constituency category before committee meetings, prepare for and attend all meetings unless there is a notified and valid reason not to do so, and actively participate and contribute during meetings.

*Attendance:* In recognition of the importance of continuous participation of Committee members appointed by name for the work of the Committee, Committee members are expected to attend all Committee meetings, including face-to-face meetings and virtual meetings. Representation by an Alternate does not constitute attendance.

Should a seat be declared vacancy by a constituency category after a Committee member has not attended two consecutive face-to-face meetings, the vacancy will be filled in the manner indicated by the constituency category on its nominations form.

*Time Commitment:* Generally, Governance and Ethics Committee members are expected to spend two days a month on average on Committee service and should be available for up to six days annually to participate in two multi-day face-to-face meetings and virtual meetings as needed.

**Committee Chair Responsibilities**

The responsibilities of Committee members apply equally to the Committee Chair. In addition, the Committee Chair:

- Chairs Committee meetings.
- Develops the Committee work plan and meeting agenda in collaboration the Coordinating Committee and with the support of the Secretariat.

- Facilitates Committee meetings.

- Makes decision on requests for meeting Observers and requests for Alternates to participate in meetings in lieu of the Committee member.

- Determines the need for the participation of an expert to advise the Committee.

- Calls for conflict of interest declarations as applicable.

- Ensures all Committee members have the opportunity to communicate and represent the views of their constituency grouping during meetings.

- Plays a key role in consensus-building.

- Uses best efforts to ensure decision are made, are duly reached by consensus if at all possible, and ensures any abstentions or objections are included in the meeting summary.

- Represents the Committee on the Coordinating Committee.

The time commitment of the Chair of the Governance and Ethics Committee is significant. The Chair is expected to be available for at least 40 days annually. This includes two multi-day face-to-face meetings, travel time to those meetings, virtual meetings as needed, preparations for Committee meetings, and consultations with the Secretariat leading up to and in between meetings. It also includes participation in and preparations for Coordinating Committee meetings.

Committee Responsibilities

Committees are accountable for serving in accordance with their Board approved terms of reference. Generally, GPE Committees undertake tasks as mandated by the Board, including maintaining oversight of GPE’s fiduciary duties, risk management and performance in accordance with the strategic plan and established policies and periodically recommending change to policies, strategic direction and performance improvements.

The Governance and Ethics Committee has 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 GPE is structured, governed and functioning effectively and ethically at the global level in order to deliver on its mission based on:

a. Conducting regular “light touch” internal reviews of GPE’s global governance system.

b. Setting the terms for the annual performance reviews of the Board Chair, Board Vice Chair, Board and Committees and Chief Executive Officer.

c. Recommend changes for effective constituency representation and participation in GPE governance structures, as well as monitor and oversee Committee terms of reference as needed.

d. Regulate Alternate-related matters with respect to Committees such as providing guidelines to Committee Chairs on granting leaves of absence and proxies.

2. Ethics

a. Oversee the Conflict of Interest Policy:
Monitor and review annually the implementation of the code of ethics adopted by the Board in the Conflict of Interest Policy.

Assume the decision-making and advisory roles delegated by the Board in the Conflict of Interest Policy.

Ensure the effective investigation and resolution of issues arising in connection with the Conflict of Interest Policy.

b. Recommend new ethics policies and revisions to existing ones as needed to enhance GPE ethical standards based on global standards.

c. Monitor and advise the Board where matters arising under the Policy and Communications Protocol on Misuse of GPE Funds or allegations of misconduct impact Board or Committee members, or members of the Secretariat.

d. Oversee the Transparency Policy

- Review an annual basis the circumstances of any requests for information to the Secretariat that were denied.

3. **GPE Institutional Arrangements**

Monitor and provide regular reports on institutional arrangements, including hosting issues

4. **Committee Nominations Process**

Oversee nomination process with view of balanced representation of Board constituencies, including balance in representation with regard to gender and the Partnership, and Committee needs.

5. **GPE Risk Management**

In accordance with the Risk Management Policy, review and assess and provide input on the status of those GPE risks in the risk management matrix for which the Committee has been assigned ownership or which it helps mitigate and report any resulting recommendations to the Finance and Risk Committee for consideration in its semi-annual Risk Management Report and recommendations to the Board.

6. **Other**

a. Participate in performance review of the Committees conducted by the Governance and Ethics Committee, including commenting on the effectiveness of their respective terms of reference.

b. Undertake any other responsibility or task delegated to it by a Board decision.

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

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

a. Members of the Governance and Ethics Committee are required to sign the Misuse of Trust Funds – confidentiality statement and the Conflict of Interest Policy acknowledgment.

b. Members of the Governance and Ethics Committee are not expected to consult with their constituencies and shall maintain the confidentiality of the Committee’s deliberations on such matters as appropriate and as directed by the Chair of the Governance and Ethics Committee.

c. The Chair of the Governance and Ethics Committee may make exceptions to the transparency provisions in the Committee Operating Procedures with respect to issues in this area.
In the event that a matter arises under the Conflict of Interest Policy in which a member of the Governance and Ethics Committee is implicated, the Committee shall meet without the presence of the implicated member. In addition, any observers may also be excluded from the Committee's discussions under this heading.

F. SECRETARIAT ROLE

The Secretariat supports the work of the Committee in the following ways:

a. Provide orientation to new Board and Committee members to fully familiarize them with the expectations of the positions in terms of time commitment, attendance, confidentiality, and representation of the constituency category.

G. KEY DOCUMENTS AND GPE POLICIES

In its work the Governance and Ethics Committee is guided by the following key documents and GPE policies, recommending revisions to them to the Board as needed.

- Global Partnership for Education Charter
- Board and Committee Operating Procedures
- Terms of Reference for Committees, Chair, Board Vice Chair
- Conflict of Interest Policy
- Communications Protocol on Misuse of GPE Funds
- Policy on Transparency
- Corporate Engagement Guidelines
- Membership Policy
- Board and Committee nomination materials and procedures
- GPE Decision Framework