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 (GPE Charter), the Board of Directors (Board) is the supreme governing body of the Global Partnership for Education (GPE) for setting strategic direction, strengthening and growing the partnership, financial oversight, establishing policies, acquitting fiduciary duties, evaluating performance, managing and mitigating risks and delivering constant improvement 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 GPE 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 for Education 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/or Alternate 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 GPE Chair 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 selecting the Board members and Alternate Board members to ensure
transparent processes for such nominees. All nominees are subject to nomination and approval processes established by the Board and (a) serve as representatives and communicate the views of their constituencies to the Board during discussion and deliberation, and (b) must make decisions in the best interests of GPE, intended to help achieve the GPE strategic plan.

3. **COMMUNICATION FOCAL POINTS**

   3.1 Constituencies may appoint a communication focal point to promote effective information flows between the Board/Alternate 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. **ROLES AND RESPONSIBILITIES**

   5.1 The roles and responsibilities of the Board are set out in the Charter. Board members prior to commencing their duties must acknowledge they have received and read the GPE Charter and completed an orientation, agree to act in the best interest of GPE and to use their best endeavors to consult within their constituency grouping before Board meetings.

6. **BOARD MEETINGS**

   6.1 **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.

   6.2 **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.

   6.3 **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.

   6.4 **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, the Chair of the committee responsible for global governance matters.
6.5 **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.

6.6 **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.

6.7 **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.

6.8 **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.

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

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

7.2 **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.

7.3 **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 GPE 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.

7.4 **Board/Alternate Member Representativeness in Board Discussions and Deliberations.** The Board Chair shall call upon Board or Alternate members (as applicable) to communicate and represent the views of their respective constituencies in contributing to Board discussion and deliberation 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.

7.5 **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 and provided that the decision relates to administrative or procedural issues and is not material, the Board may be requested to approve a decision by email using a non-objection procedure in lieu of a meeting. Board members shall be provided with sufficient background materials and proposed decision text in such requests. Board members shall be provided with no less than ten (10) calendar days to state an objection. Should an objection be received from any Board member that is not retracted before the deadline for objections, the decision will not be considered approved. Decisions on allocations for Education Sector Program Implementation and Multiplier Grants are preferably decided by Affirmative Vote. In addition, the Board Chair in consultation with the Coordinating Committee may decide to make use of the Affirmative Vote procedure for decisions beyond those related to ESPIG and Multiplier Grants, on a case-by-case, provided these decisions have been discussed at the committee level and therefore consulted prior, and for which there is a determination that no additional discussion is warranted. Constituencies cast their vote on the dedicated Affirmative Vote platform. However, votes received by email are also allowed provided that the vote is cast by the Board or Alternate Board member (or an authorized representative) within the specified deadline. An Affirmative Vote decision is considered approved if a majority of constituencies including at least three out of the four constituency groupings give their express approval, provided that any objection received is dealt with prior to the end of the voting period.

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.

7.6 **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, at the Board Chair’s discretion.
7.7 **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.

8. **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 GPE 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 shall operate under these procedures, as amended by the Board from time to time. Committees shall 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 changes to policies, strategic direction and performance improvements. These operating procedures may also apply to all working groups, reference groups, advisory panels or similar groups, if the Board so decides. In such cases, the term “GPE Committee” as used in these Committee Operating Procedures 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.** GPE 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 be sufficiently informed, briefed and empowered, so that they can:

   a. contribute to the work of the GPE committee and serve as representatives of and communicate the views of their constituency grouping, wherever reasonably practical (e.g. assuming other constituencies give timely feedback at the GPE Committee member’s request), to the Board during discussion and deliberation. All GPE Committee members must comply with the Policy on Conflicts of Interest; and

   b. in cases where the GPE Committee has delegated decision-making power from the Board, make decisions in the best interests of GPE, intended to help achieve the GPE strategic plan on behalf of their constituency.

3. **COMMITTEE CHAIRS**

3.1 **Board Membership.** Unless specified otherwise in the Committee terms of reference, Committee Chairs shall (i) preferably be either Board members or Alternate Board members at the start of each Committee cycle, with the Board determining on a case-by-case basis whether to allow a Committee Chair who rotates off
the Board to serve out the remainder of her/his term.; and (ii) 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.** Under the GPE charter, each constituency may nominate individuals to serve on GPE standing Committees, with the required skills/competencies for Committee service. Such individuals are nominated and may serve as an additional representative of his/her constituency if the Boardalternate member from that constituency does not have the time or skills/competencies required for service in the applicable Committee. Each GPE Committee member (and any alternate representative allowed to participate under 4.4 below) has the same rights, privileges and responsibilities as a Board/alternate member serving on the committee. Board and Committee members shall fully participate throughout their mandate and represent their Constituency category to the best of their abilities.

4.2  **Nomination Procedures.** Every two years, the Board Chair will launch a call for nomination. 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. The list shall be endorsed by Board/Alternate Board members representing their constituency category. Constituencies may nominate Board/Alternate members or other constituency members to serve as Committee members, provided the nominee possesses skills/competencies required for service in the applicable Committee that align with the Committee’s mandate under its 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, and to consult with Committee Chairs, prior to submitting his or her proposal to the Board for its approval.

4.3  **Membership Term.** GPE Committee members, including chairs, shall serve a term of two years, renewable once, or until a successor has been appointed. Committee members selected as a result of a mid-term vacancy are appointed for a term in accordance with the applicable process set out in Section 4.6.

4.4  **Alternates.** Each constituency category will nominate one alternate per committee to represent their category should one of its main members be unable to attend the meeting. The alternate member will have the same rights and responsibilities as main members. Communication with the alternate representative is the responsibility of main members. Recognizing the importance of ensuring that constituency category views are consistently represented on the Committees, constituency categories are expected to consult with any Committee member who has not represented the constituency category in two consecutive face-to-face meetings, and if necessary propose a replacement in accordance with the process selected by the constituency category as described in Section 4.6.

4.5  **Committee Members Representativeness and Responsibility when Making Recommendations or in Decision-making:** 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 the Global Partnership for Education. 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 interests of GPE, to achieve the GPE strategic plan adopted by the Board.
4.6 **Vacancies.** A vacancy in any Committee membership seat with the exception of the Coordinating Committee, including Chair, resulting from death, resignation, disqualification or other reason, shall be filled in one of two ways, as adopted by the respective constituency category during the Committee nominations process every two years: Option 1. The constituency that the member belongs to nominates a replacement for that vacancy who is expected to serve for the remainder of the term. In this option the new committee member’s term is limited to the duration of the remaining term of the departing member. Option 2: The constituency category that the member belongs to nominates the replacement for that vacancy. Where a new call for committee member nominations is placed in the constituency category, the term of the committee member will be for two years. With regard to vacancies on the Coordinating Committee, Option 2 will automatically apply.

4.7 **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 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 two consecutive face-to-face meetings and participate in discussions, the Board Chair, in consultation with the Committee Chair, may request the relevant constituency category to consult with the respective Committee member, and if necessary propose a replacement in accordance with the process selected by the constituency category as described in Section 4.6.

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. Committee members prior to commencing their duties must acknowledge they have received and read the GPE Charter and respective Committee terms of reference, completed an orientation provided by the respective Committee Chair and the Secretariat, agree to act in the best interest of GPE and to use their best endeavors to consult within their constituency grouping before Committee meetings.

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 when applicable, may attend Committee meetings. 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 of expert(s) who may have specific expertise required by the Committee to perform its work. The expertise could either be provided for a specific issue/meeting or permanently. The expertise could either be provided internally by any constituency or externally by an independent individual. The Committee Chair shall request the Secretariat to proceed to a cost analysis before issuing any invitation, specifying the area of expertise needed, the timeframe and if an internal or independent expertise is preferred.

6.9 **Observers.** The attendance of observers at face-to-face Committee meetings may be permitted with the written consent of the Committee Chair. To improve information sharing Committee Chairs have the ability to invite one representative of other Committees to attend. All observers shall bear their own expenses for their attendance unless they are eligible to funding as defined per art.6.11.

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

7.2 **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.

7.3 **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/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/Alternate 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.