1. STRATEGIC PURPOSE

1.1 The purpose of this paper is to present the Board with the detailed deliberations and the resulting recommendations of respectively the Governance Advisory Group (GAG; Annex 1) and the Governance, Ethics, Risk and Finance Committee (GERF; Annex 2) for Board decision.

1.2 As requested by the Board at the June Board meeting, the recommendations of the GAG aim at clarifying the role of the Board and Committees, setting cultural norms on the Committees to improve performance, establishing the position of Board Vice Chair, and strengthening the mandates of the Committees. The recommendations of the GERF in turn focus on the issues of committee member skills/experience, composition, size and workload, as well as the Committee structure and the process for Committee nominations, including vacancies.

2. RECOMMENDED DECISIONS

2.1 The GAG and GERF recommends the Board approve the following decisions:

GAG Recommendation:

1. **BOD/2016/12-XX–Role of the Board and Committees**: The Board of Directors: Approves revisions to the GPE Charter to further clarify the roles of the Board and the Committees as follows:
   a. **Role of the Board**: Responsible as the supreme governing body of 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.
   b. **Role of Board 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...
changes to policies, strategic direction and performance improvements.

2. Affirms the Board’s expectations that in line with these roles, constituencies will engage fully in matters during their consideration by committees and that Board discussions will increasingly focus on strategic matters.

3. Requests the Committee overseeing governance to further examine a proposed decision framework as a means of delineating between what is properly the role for the Board, the respective Committees, and the Secretariat for approval at its June 2017 meeting.

GAG Recommendation on Mandate / GERF Recommendation on Composition and Skill Sets:

**BOD/2016/12-XX—Committee Terms of Reference:** The Board of Directors, recognizing the increasing demands and expectations of committees in light of GPE 2020, the heightened interest in expanding the representation of constituency groupings in committee work, and the on-going need to provide for better communications between committees to ensure that work is aligned, approves:

1. The revised Coordinating Committee terms of reference as presented in Annex 1 of BOD/2016/12 DOC 15 rev1, noting that on a semi-annual basis during regular Board meetings, the Board Chair, in consultation with the Coordinating Committee and the CEO, will make a recommendation to the GPE Board for the relevant Coordinating Committee delegations required for the following calendar year to be set out in the Delegation Framework considered by the Board in June 2017.


6. Notes that all Committee terms of reference and the Board and Committee Operating Procedures stipulate that “Committee members 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”,

7. Notes that pending Board approval of a decision framework in June, the Committee mandates may be adjusted in line with the decision framework.

GAG Recommendation:
BOD/2016/12-XX– Cultural Norms for Board and Committee Service: The Board of Directors:

1. Emphasizes its expectations that Board and Committee members will fully participate throughout their mandate and represent their Constituency category to the best of their abilities.

2. Approves revisions to the Committee Operating Procedures and Committee Terms of reference clarifying that:
   
a. Board and Committee members prior to commencing their duties must acknowledge they have received and read the Charter and Committee terms of reference, 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 or Committee meetings.

b. Recognizing the importance of ensuring 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.

c. The use of an Alternate is only permitted if a request is submitted to the Committee Chair prior to the meeting and provided that the reason for absence by the Committee member is beyond his or her control, as determined by the Committee Chair.

d. Requests the Committee Chair and Secretariat to provide new Committee members with an orientation prior to their first meeting.

   OPTION 2: Committee Chairs are preferably Board 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.

GAG Recommendation:

BOD/2016/12-XX–Board Vice Chair Position: The Board of Directors:

1. Recognizes the increasing demands of the position of Board Chair and agrees to establish the position of Board Vice Chair as provided in the Charter.

2. Mandates the Committee overseeing governance and ethics to develop terms of reference for the Board Vice Chair and a proposal for the nomination and selection process for Board consideration at its February 28-March 1, 2017 meeting.

GERF Recommendation:

BOD/2016/12-XX—Committee Vacancies: The Board of Directors:

1. Emphasizing the importance of ensuring partnership representation at the committee meetings, and the need to be consistent with the self-governing nature of constituency categories, approves that constituency categories adopt one of the following processes for replacing committee
members who leave before their term expires, other than from the Coordinating Committee for which Option 2 will automatically apply:

Option 1: The constituency that the member belongs to nominate 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.

2. Approves that as part of the committee nomination process, each constituency category will identify which option they will use to replace committee members.

GERF Recommendation:

BOD/2016/12-XX—Committee Nominations Process for 2017: The Board of Directors:

1. Noting the fundamental realignment of committee structures and mandates, and the refocusing of committee membership linked to a specific set of skills/knowledge as specified in the revised committee Terms of Reference (Annexes 1-5), determines that the existing committee mandates will expire at close of business on 1 March 2017, and therefore all committee positions will be open for nomination.

2. Strongly encourages constituency categories to consider the importance of continuity and knowledge transfer in choosing their committee representation.

3. Determines that any member appointed will serve a term of two years, and may serve for a maximum of one additional term if so nominated. Service prior to 1 March 2017 does not count towards the two term maximum.

3. **NEXT STEPS**

3.1 Based on the outcome of the Board deliberations, the Secretariat will update relevant policies and procedures and assist the Chair in launching the calls for Board and Committee Nominations in accordance with the Board decisions.

4. **PLEASE CONTACT** Padraig Power (ppower@globalpartnership.org) for further information.

5. **ANNEXES AND ATTACHMENTS**

Annex 1–Terms of Reference Coordinating Committee (p. 5)
Annex 2 –Terms of Reference Grants and Performance Committee (p. 9)
Annex 3 –Terms of Reference Strategy and Policy Committee (p. 15)
Annex 4 – Terms of Reference Finance and Risk Committee (p. 20)
Annex 5 – Terms of Reference Governance and Audit Committee (p. 26)
Annex 6 – Summary of Deliberations of the CGPC, GERF and SPC on Draft GAG Paper (p. 31)
Attachment 1 – Report from the Governance Advisory Group (p. 34)
Attachment 2 – Report from the Governance, Ethics, Risk and Finance Committee (p. 44)
ANNEX 1 – COORDINATING COMMITTEE TERMS OF REFERENCE

Coordinating Committee
Terms of Reference - DRAFT

A. PURPOSE

The Coordinating Committee is a standing committee established by the Board of Directors (Board) of the Global Partnership for Education (GPE) to act as a forum for routinely engaging the partnership on an informal basis on the medium term outlook and emerging opportunities which may arise between Board meetings, including, as required, facilitating the organization and the flow of arising workload for 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.

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 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 AND MEETING FREQUENCY

1. Size and Composition

The membership of the Coordinating Committee shall be composed of a maximum of ten (10) members including the following:

a. The Board Chair, who shall Chair of the CC and the Board Vice Chair, if one is appointed by the Board, who shall Chair the CC if the Board Chair is unavailable.

b. The Chairs of each of the other standing committees established by the Board.

c. Up to four (4) 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; or

If the Board determines that a Committee Chair should continue notwithstanding that the Chair is no longer a Board Member or Alternate Member then that Committee Chair
should become a non-voting observer at CC and another Board member or Alternate Board member, selected on the basis of ensuring balance between constituency categories on the Board as described in the GPE Charter should be selected by the Board.

In the event that the terms of any of the voting 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.

The committee composition shall seek balance in representation with regard to gender and the Partnership.

2. **Skills, Knowledge and Experience**

Direct knowledge of the GPE Committees proceedings would be an asset.

3. **Meetings and Transparency**

The CC meets regularly, at a minimum quarterly, via audio call or face to face meetings as determined by the Board Chair. Summaries of Coordinating Committee meetings will be made available to all Board members and Alternate Board members.

**D. ROLES AND RESPONSIBILITIES**

*Committee Member Responsibilities*

**General**: Coordinating Committee members are expected to act in the best interests of GPE. They 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. In addition, Coordinating Committee members keep their constituency category apprised and endeavor to provide the perspectives of their committee and/or constituencies as and when appropriate.

**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.

**Time Commitment**: Generally, committee members are expected to spend two days a month on average on Committee service.

*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 Coordinating Committee has the following roles and responsibilities:
1. **Prioritize Committee Work**

Facilitate the alignment of Board and Committee work plans and identify input into the Board meeting agenda.

2. **Strategic Plan**

Oversee the development of new initiatives to deliver the strategic plan, including screening potential strategic opportunities, and alliances to elevate GPE’s profile and global education.

3. **Board Delegation and Time-Sensitive Decisions**

Accept the delegation from the Board of 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. Examples include emergency and crisis-related decision-making.

On a semi-annual basis during regular Board meetings, the Board Chair, in consultation with the Coordinating Committee and the CEO, will make a recommendation to the GPE Board for the relevant Coordinating Committee delegations required for the following calendar year to be set out in the Delegation Framework considered by the Board in June 2017.

4. **Outreach and Advocacy**

Act as a forum for routinely engaging the partnership on an informal basis on the medium-term outlook and emerging opportunities which may arise between Board meetings, including, as required, facilitating the organization and the flow of arising workload for the Board’s standing committees.

5. **Sounding Board**

Act as a sounding board for the Chief Executive Officer on critical matters within the Secretariat’s roles and responsibilities.

6. **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.

7. **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. CONFLICTS OF INTEREST

It is recognized that Committee members may routinely have conflicts of interest, most often with respect to specific funding frameworks and specific grant applications, as beneficiaries of related Allocations. Committee members are required to sign the GPE Policy on Conflicts of Interest acknowledgement form.

F. SECRETARIAT ROLE

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

a. Prepare draft Board and Committee work plans based on a five-year rolling agenda.

G. KEY DOCUMENTS AND GPE POLICIES

In its work the Coordinating Committee provides input on the following key documents and GPE policies, recommending revisions to them to the Board as needed.

- Board agenda
- Board and Committee work plans
- Other as delegated by the Board
ANNEX 2 – GRANTS AND PERFORMANCE COMMITTEE TERMS OF REFERENCE

Grants and Performance Committee
Terms of Reference - DRAFT

A. PURPOSE

The Grants and Performance Committee (Committee) is a standing committee established by the Board of Directors (Board) of the Global Partnership for Education (GPE) to make decisions on grant proposals and track progress on the portfolio of grants awarded from GPE resources.

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 Grants and Performance 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 eleven (11) members, including the following:

a. A Chair.
b. No more than ten (10) representatives from the following constituencies represented on the Board:
   • Three (3) from the donor countries.
   • Three (3) from the developing countries.
   • Two (2) from the civil society constituencies (northern/international, developing country, members of the teaching profession) or the private sector/private foundations constituency.
   • Two (2) 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.
2. **Skills, Knowledge and Experience**

It is expected that all Grants and Performance 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.
- c. Knowledge of different costing tools, budget tracking, financing modalities, country systems.
- d. Experience with developing and or analyzing, making recommendations on grant applications.
- e. Knowledge of and experience in evidence-based best practices in partner developing country education.

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

- b. Developing, managing, overseeing education programs in developing countries.
- c. Experience in evaluating education policies, strategies and programs.
- d. Country-level sector experience.
- e. Knowledge of and experience working with statistical information.
- g. Knowledge of systems alignment.
- h. Experience in public expenditure analysis and/or funding civil society monitoring efforts of public expenditure.
- i. Experience serving on Board/Committee with multi-stakeholder composition.

3. **Meetings**

The Grants and Performance Committee meets face-to-face three times a year to consider ESPIG applications. 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 grouping 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 the nominations form.

**Time Commitment:** Generally, Grants and Performance Committee members are expected to spend two days a month on average on Committee service and should be available for at least 24 days annually. This includes three multi-day face-to-face meetings, travel time to those meetings, virtual meetings as needed, and preparations for Committee meetings.

**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 Grants and Performance Committee is very significant. The Chair is expected to be available for at least 60 days annually. This includes three multi-day face-to-face CGPC meetings, travel time to those meetings, virtual CGPC 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 Grants and Performance Committee has the following roles and responsibilities:
1. Grant Proposals

*Generally, the Committee ensures that grant proposals and proposed revisions to grants reflect GPE strategic priorities and are in compliance with applicable GPE policies.*

a. Education Sector Program Implementation Grants (ESPIGs)

- Review and make recommendations for approval to the Board on ESPIG applications.
- Review and make decisions on proposed material revisions to ESPIGs.
- Review and make decisions on applications for accelerated funding.
- Review and make decisions on requests for additional grant agent allocations for ESPIGs approved prior to Round 2 of 2016.  

b. Other Grants

- Review and make recommendations on grant applications other than ESPIGs, Education Sector Plan Development Grants (ESPDGs) and Program Development Grants (PDGs). Examples include grants from GPE trust funds for the Civil Society Education Fund (CSEF), the Global and Regional Activities program, and grants under the Knowledge and Good Practice Exchanges Strategy.
- Review and make decisions on proposed material revisions.

2. Grant Portfolio Performance

a. Track progress on the performance and results of all grants to ensure compliance with the Board’s approval of the grants and any applicable GPE policies.

- Annually analyze, provide advice on and review the Secretariat’s portfolio review to the Board on grant performance, including, where relevant, recommendations for any action needed to address portfolio or grant-specific performance issues identified, including but not limited to canceling uncommitted allocations. Recommendations for any changes needed to GPE global level strategies, objectives or policies shall be referred to the Strategy and Impact Committee.
- At each face-to-face meeting monitor high-risk grants.

3. Education Sector Plans (ESPs)

a. Oversee GPE ESP quality assurance processes, ensuring they have been developed and appraised independently in accordance with Board decision BOD/2015/12-14.

b. Monitor the extent to which the *Operational Framework for Requirements and Incentives in the Funding Model of the Global Partnership for Education* (Funding Model) is driving sector progress in partner developing countries.

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1 Pending Board approval of a related recommendation to the Board. See BOD/2016/12 DOC 12 Delegation of Authority of Request for Additional Supervision Allocations for details.
4. **Country-Level Policies**

Analyze and review GPE country-level processes and operational model components, and make recommendations to the Board on new policies or revisions to existing policies. Please refer to section H for a complete listing of GPE country-level policies.

5. **GPE Risk Management**

a. In coordination with the Finance and Risk Committee, provide inputs on the development and implementation of the Operational Risk Framework.

b. 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. RECOMMENDATION CATEGORIES FOR GRANT APPLICATIONS**

The Grants and Performance Committee shall provide its recommendations to the Board on new 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.

c. Do not approve, with reasons, including, where appropriate, suggestions for revisions prior to re-submission.

**F. CONFLICTS OF INTEREST**

It is recognized that Committee members may routinely have conflicts of interest, most often with respect to specific funding frameworks and specific grant applications, as beneficiaries of related Allocations. Committee members are required to sign the GPE Policy on Conflicts of Interest acknowledgement form.

**G. SECRETARIAT ROLE**

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

a. During the grant application phase, work with applicant countries to facilitate the application process and enhance the quality of the application prior to submission.

b. Quality-assure submitted proposals, including verifying that the assessment of the education sector plan (ESP) on which the proposal is based has been independently conducted and recommendations discussed with the local education group prior to finalization of the ESP.
c. Make decisions on applications for education sector program development grants (ESPDGs) and program development grants (PDGs).

H. KEY DOCUMENTS AND GPE POLICIES
In its work the Grants and Performance Committee is guided by the following key documents and GPE policies, recommending revisions to them to the Board as needed.

- Policy on Education Sector Program Implementation Grants
- Operational Risk Framework (joint responsibility with Finance and Risk Committee)
- Portfolio Review
- Operational Framework for Requirements and Incentives in GPE Funding Model
- Guidelines for Accelerated Support in Emergency and Early Recovery Situations
- Operational Framework for Effective Support in Fragile and Conflict-Affected States
- Conflict Resolution Procedures
- Education Sector Plan Development Grant Guidelines
- Education Sector Program Implementation Grant Guidelines
- Standard Selection Process for Grant Agents
ANNEX 3 – STRATEGY AND IMPACT COMMITTEE TERMS OF REFERENCE

Strategy and Impact Committee
Terms of Reference - DRAFT

A. PURPOSE

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

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 Strategy and Policy 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 eleven (11) members, including the following:

   a. A Chair.
   b. No more than ten (10) representatives from the following constituencies represented on the Board:
      • Three (3) from the donor countries.
      • Three (3) from the developing countries.
      • Two (2) from the civil society constituencies (northern/international, developing country, members of the teaching profession) or the private sector/private foundations constituency.
      • Two (2) 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.
2. **Skills, Knowledge and Experience**

It is expected that all Strategy and Impact 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 Strategy and Impact Committee member must have a demonstrated track record in at least one of the following:

a. Knowledge of and experience in innovative funding mechanisms

b. Knowledge of and experience in monitoring, performance, evaluation

c. Knowledge of an experience in policy development

d. Knowledge of an experience in program development or monitoring

e. Knowledge of an experience in evidence-based best practices in partner developing country education.

f. Knowledge of an experience in public expenditure analysis and/or funding civil society monitoring efforts of public expenditure.

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

3. **Meetings**

The Strategy and Impact 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 grouping 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, Strategy and Impact Committee members are expected to spend two days a month on average on Committee service and should be available for up to eight days annually.
to participate in two multi-day face-to-face meetings (includes travel time) 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 Strategy and Impact 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 Strategy and Impact Committee has the following roles and responsibilities:

1. **Strategic Plan**
   a. Oversee the development of a new strategic plan for Board consideration.
   b. Monitor implementation of the existing strategic plan annually, providing advice to the Board on alleviating bottlenecks to facilitate implementation.
2. **Results Framework**
   a. Monitor results annually and make recommendations to the Board on significant adjustments to core indicators, specifically adjustments exceeding 10% of agreed targets for core indicators, changes of core indicators (addition or dropping of indicators).
   b. Make decisions on significant adjustments to non-core indicators or minor adjustments to core indicators, specifically adjustments to the Results Framework exceeding 10% of agreed targets for non-core indicators, changes of non-core indicators (addition or dropping of indicators), and adjustments to core indicators not exceeding 10% of agreed targets for core indicators.

3. **Results Report**
   a. Annually analyze, provide advice on and review the Results Report to the Board, including, where relevant, recommendations for any changes to GPE global-level strategies, objectives or policies. Recommendations for any action needed to address portfolio or grant-specific performance issues identified, including but not limited to canceling uncommitted allocations, shall be referred to the Grants and Performance Committee for recommendation to the Board.

4. **GPE Policies and Global-Level Strategies**
   Review and recommend changes to GPE global-level strategies (for example, the knowledge and good practice exchange strategy), objectives, and policies based on findings in the Results Report (for example, gender).

5. **Global Education Policy**
   Provide advice to the Board, and develop policies, guidelines or other measures or mechanisms for Board approval to ensure that:
   a. 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 global education agenda.
   b. GPE is responding to implications of global-level education outcomes and results.

6. **Evaluations**
   a. Oversee periodic independent evaluations of GPE.
   b. Oversee evaluations set out in the monitoring and evaluation strategy.

7. **GPE Funding Frameworks and Grants**
   In collaboration with the Finance and Risk Committee recommend to the Board:
   a. Eligibility, allocation, and prioritization frameworks and/or policies for GPE resources at the global and country level.
   b. New innovative funding mechanisms.
8. **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.

9. **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. **CONFLICTS OF INTEREST**

It is recognized that Committee members may routinely have conflicts of interest, most often with respect to specific funding frameworks and specific grant applications, as beneficiaries of related Allocations. Committee members are required to sign the GPE Policy on Conflicts of Interest acknowledgement form.

F. **SECRETARIAT ROLE**

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

   a. Propose adjustments to the Results Framework.
   b. Identify emerging trends/innovations in funding frameworks and/or mechanisms.
   c. Identify global trends/opportunities which may impact the GPE value proposition.

G. **KEY DOCUMENTS AND GPE POLICIES**

In its work the Strategy and Policy Committee is guided by the following key document and GPE policies, recommending revisions to the GPE policies to the Board as needed.

Key Document:

- *Sustainable Development Goal 4 on Education*

GPE Policies

- *Strategic Plan*
- *Results Framework*
- *Results Report*
- *Knowledge and Good Practice Exchange Strategy*
- *Financing and Funding Framework (joint responsibility with Finance and Risk Committee)*
- *Gender Equality Policy, Strategy and Action Plan*
ANNEX 4 – FINANCE AND RISK COMMITTEE TERMS OF REFERENCE

Finance and Risk Committee
Terms of Reference - DRAFT

A. PURPOSE

The Finance and Risk Committee is a standing committee established by the Board of Directors (Board) of the Global Partnership for Education (GPE) to oversee risk management practices and financial management and audit arrangements of the GPE and its resources.

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 Finance and Risk 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.
2. **Skills, Knowledge and Experience**

It is expected that all Finance and Risk 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.
d. Significant knowledge and experience in financial management, risk management and systems of internal control, and audit.

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

a. Experience developing and overseeing complex budgets or work plans.
b. Knowledge of donor or grant agent legal and administrative agreements.
c. Knowledge of and experience in innovative funding mechanisms.
e. Knowledge of trust fund issues.
f. Experience serving on a comparable body.
g. Competency in accounting and finance, including development finance.
h. Competency in assurance processes, including internal and external audit.
i. Experience of risk management policies and frameworks
j. Experience serving on Board/Committee with multi-stakeholder composition.

3. **Meetings**

The Finance and Risk 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 grouping 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 the nominations form.
Time Commitment: Generally, Finance and Risk Committee members are expected to spend two days a month on average on Committee service and should be available for eight days annually (including travel time) 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 Finance and Risk 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 Finance and Risk Committee has the following roles and responsibilities:

1. Financial Management

Provide advice to the Board with the goal of ensuring that GPE resources are being managed efficiently, effectively and consistent with GPE’s mission, goals, objectives and policies, which includes, but is not limited to:
a. Recommending new financial management policies and practices and revisions to existing ones, including, but not limited to, fiduciary standards for grant agents.
b. Forecasting available resources and monitoring GPE’s financial position in close consultation with the Strategy and Policy Committee on eligibility, allocation and prioritization frameworks and/or policies for GPE resources at the global and country level.
c. Based on the available resources and financial forecast make recommendations to the Board for maximum country allocations.
d. Overseeing budgets and costs including:
   - Developing and monitoring the implementation of policies on grant agent roles and responsibilities and associated fees and costs for grants.
   - Providing guidance to the Secretariat on the operating expenses budget.
e. Making decisions on all changes to the standard Financial Procedures Agreement that impact contributors’ rights, provided that:
   - The Board receives two weeks’ advance notice of the proposed modification.
   - No requests have been received prior to the Finance and Risk Committee meeting from any Board or alternate Board members requesting that the issue be considered formally by the Board.
   - The trustee has been consulted and is in agreement with the change.

2. Targeted Financing Arrangements

Oversee the Contributions and Safeguards Policy

a. Oversee and monitor the Contributions and Safeguards Policy in light of approved funding and financing options, ensure implementation and recommend revisions to the policy as needed.
b. Review targeted financing proposals and make recommendations to the Board.
c. Make decisions on proposed revisions to targeted financing arrangements.

3. Risk Management and Misuse of Funds

a. In coordination with other standing Committees, oversee, through review, the development and the monitoring of the implementation of:
   - The Risk Management Policy, Risk Management Matrix and the Operational Risk Framework and/or other risk management and mitigation measures.
   - Policies and other measures on fraud, corruption and other misuse of GPE resources, including recommending action to the Board based on information communicated semi-annually by the Secretariat to the Committee or when it arises.
b. Recommend new risk policies and risk appetite statements and revisions to existing ones.

4. Audits

a. Oversee the audit arrangements of the GPE Fund and make recommendations for changes if necessary, in consultation with the Trustee
b. Oversee GPE processes for reviewing and follow up on issues arising on audits of GPE grant funds.

5. 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 Finance and Risk Committee are required to sign the Misuse of Trust Funds – confidentiality statement and the Conflict of Interest Policy acknowledgment.

b. Members of the Finance and Risk 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 Finance and Risk Committee.

c. The Chair of the Finance and Risk 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 Finance and Risk 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:

d. Prepare financial forecast based on assessment of available resources and recommend maximum country allocations.

e. Populate Operational Risk Framework on an annual basis.

f. Review relevant audits, including grant audits and fund audits.

g. Review Risk Management Matrix (Corporate Risk Framework) semi-annually.

G. KEY DOCUMENTS AND GPE POLICIES

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

- Communications Protocol on Misuse of GPE Funds (case level)
- Financial Procedures Agreement
- GPE Fund Governance Document
- Risk Management Policy
• Operational Risk Framework (joint responsibility with Grants and Performance Committee)
• Financing and Funding Framework (joint responsibility with Strategy and Policy Committee)
• Secretariat Budget
• Financial Forecast
• Contributions and Safeguards Policy
ANNEX 5 – GOVERNANCE AND ETHICS COMMITTEE TERMS OF REFERENCE

Governance and Ethics Committee
Terms of Reference - DRAFT

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.
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
ANNEX 6 – SUMMARY OF DELIBERATIONS OF CGPC, GERF, SPC ON DRAFT GAG PAPER

Summary of CGPC Deliberations

The CGPC met on October 25-27, 2016 in Washington, D.C. and discussed the GAG recommendations and draft terms of reference for the Grants and Performance Committee. Key points raised included:

- **Delegation of grant approvals.** While recognizing the benefits of delegating grant approvals to the CGPC, it is important to understand the risks and implications. For example, what would it mean in terms of Committee/Secretariat responsibilities and workloads respectively, and the required skills set on the CGPC. The required skills set would need to factor in delegation since there will be political considerations in addition to technical considerations. With that, how will appointments be operationalized? In addition, were the CGPC to approve grants, the celebration of grants at the Board platform as core business and the value add Board discussions on grants from a partnership perspective may be compromised. At the same time, it was noted that the Board could play a more strategic role around grant approvals by having structured discussions around overarching issues related to the funding model requirements and provide guidance to the CGPC.

- **Consolidation of all grants in CGPC.** The proposal to consolidate all grants in the CGPC is welcome while the Committee notes it adds to the Committee mandate and may result in the need for more meetings.

- **Added value of strengthened skills.** There is a need to understand how the new skills set will strengthen the Committees and subsequently increase trust in the CGPC since the proposed skills already exist on the current committee.

- **Selection of committee members.** With regard to the selection of committee members, it is important to ensure trust between the different constituencies regarding how prioritized lists of nominees are finalized.

- **Committee members/Chairs must be Board members.** The Committee agrees with the GAG that it may not be desirable that Committee members must be Board or Alternate Board members when the Board aspires to having higher-level Board members. These senior officials will likely not have adequate time to represent their constituency category sufficiently on the Committee, and may not have the necessary technical skills. For similar reasons, it may not be desirable to stipulate that Committee Chairs must be Board or Alternate Board members.

- **Alternates.** While alternates are not desirable, it would be preferred to have designated alternates who would stay up to date with the work of the Committee.
• **Continuity.** Continuity in membership is important on the CGPC in particular since there is a very high learning curve. For this reason, the Board may consider prioritizing existing committee members for service, should they be renominated by their constituency categories.

**Summary of GERF Deliberations**

The GERF met on November 2-3, 2016 in Washington, D.C. and discussed the GAG recommendations and draft terms of reference for all Committees. Key points raised included:

• **Consultation.** The Committee noted that whereas consultation of the respective constituency grouping by a Committee member is highly desirable, it is not always practically feasible, especially in the case of the developing country partner constituency grouping with 65 countries currently represented. As a partial solution, it was suggested Committee members representing the same constituency category divide which constituencies each will consult.

• **Committee member attendance requirement.** While understanding stricter requirements, it was noted that it should be clarified that attendance of two consecutive face-to-face meetings would lead to a resignation, to be submitted by the relevant constituency. While Committee members are also expected to participate in all virtual meetings, it was recognized that technology does not always make that possible depending on the location of the Committee member. Finally, Committee members should receive notice of meetings well in advance and receive regular reminders about upcoming meetings.

• **Alternates.** The Committee acknowledged the rationale behind the proposal to limit the use of alternates on the Committees. However, it was not convinced that the proposal would lead to its intended goal of encouraging Committee members to participate in meetings in person. At times, there may be compelling reasons why Committee members fail to participate in meetings.

• **Committee members/Chairs must be Board members.** The views of the Committee in this regard were similar to those of the CGPC set out above. The Committee further noted the need to clarify the roles and responsibilities of the Committee Chairs.

• **Board Vice Chair position.** While acknowledging the Chair’s request for a Vice Chair in order to decrease the significant workload, it was noted that a well-functioning Coordinating Committee could further unburden the Chair. It was deemed important that the Board Vice Chair be selected from the developing country partner constituency grouping to ensure balance in Board leadership in this regard. One Committee member voiced opposition to the creation of a position for a Board Vice Chair as an administrative burden. The Committee member instead advocated for the status quo in the Board Operating Procedures which include a defacto Vice Chair in the Committee Chair overseeing governance.
• Coordinating Committee. The key role of the Committee should be coordinating the work of the Board committees, as originally intended. It was also noted that the terms of reference should clarify what is meant by medium-term.

• Trust. The Committee noted it would remain to be seen whether the GAG and GERF recommendations would lead to increased trust in the Committees with the prospect of increased delegation. The Committee acknowledged that the overall issue of trust rested with the partnership in that the different constituency categories and different constituency groupings have differing interests in GPE. At time this results in a political lack of trust in the partnership.

The GERF further considered the suggestions of the GAG with regard to skills sets and attributes of Committee members, and restructuring the Committees. The outcome of these deliberations are set out in Annex 2.

**Summary of SPC Deliberations**

The SPC met on October 19, 2016 via audio and received an update on the governance review process. The draft GAG paper and draft terms of reference for the SPC was circulated to the SPC for comment. None were received.
ATTACHMENT 1 – REPORT OF THE GOVERNANCE ADVISORY GROUP

1. EXECUTIVE SUMMARY

1.1 At the June Board meeting, the Board mandated the Board Chair to convene a working group of the Board to examine options for strengthening governance arrangements. It further requested the GERF in consultation with the Committee chairs to look at Committee skills/competencies, size, and composition, workload and representativeness and to take into account the inputs from the working group as part of their deliberations. The GERF was also asked to develop clear selection procedures based on commonly agreed criteria. (BOD/2016/06-18)

1.2 The Board Governance Advisory Group (GAG) received inputs from a number of members focused on identifying the key challenges and opportunities to strengthen GPE’s governance arrangements. It convened on September 14 in Washington, D.C. to consider these issues in detail and to formulate recommendations.

1.3 The GAG recognized that its mandate was linked with that of the GERF and in addition to discussing the governance arrangements, spent some time considering related issues reserved for GERF recommendation to the Board, specifically the need to delineate the skills sets and attributes for members of each Committee, and the need to consider the uneven workload of the Committees.

1.4 The GAG concluded that the Board has not maximized the opportunity of having the Committees absorb the work of the Board and support the Board in its governance and-decision-making role. The Board instead has been spending considerable time duplicating Committee discussions and has only delegated limited decision-making authority to the Committees.

1.5 Areas identified for strengthening the effectiveness of Committees included increased Board engagement in Committee meetings, more consistent and active participation by Committee members, increased consultation by Committee members of their constituency grouping, and the need for a clearer definition of the skillsets required to serve.

1.6 Additional issues with the Committee structure identified by the GAG included: the need to ensure gender diversity on the committees, the need to consider the workload of the Board Chair and the Committees, the need for an efficient mechanism to deal with such matters as approving strategic financing proposals, the need for a mechanism that allows urgent decisions to be made in a more timely manner, and the need to clarify the role and responsibilities of the Coordinating Committee.
2. BACKGROUND OF GOVERNANCE REVIEW

2.1 At the November 2013 Board meeting, four committees were established to absorb the work of the then Financial Advisory Committee and the Ethics Committee, as well as to take on additional responsibilities to support the Board in its governance and decision making. The Committees included the four we have today: the Coordinating Committee (CC) and three technical committees: the Country Grants and Performance Committee (CGPC), the Governance, Ethics, Risk and Finance Committee (GERF), and the Strategy and Policy Committee (SPC).

2.2 In the summer of 2015 the GERF conducted a light-touch governance review to assess whether the Committees were effective in meeting the needs of the Board. The review included a survey of Board members on the governance arrangements. The GERF also considered the governance recommendations in the Report of the Independent Evaluation of GPE released around the same time.

2.3 Based on the resulting recommendations from the GERF that followed, the Board at its December 2015 meeting approved some updates and minimal changes to the Board and Committee Operating Procedures that were aimed at strengthening the deliberative and participatory process at the Board and Committee level, and established staggered terms for the Committees. It also asked the Coordinating Committee to consider any outstanding issues including potential overlaps in Committee terms of reference. Finally, the Board agreed that the Secretariat with the support of an independent expert further examine the governance issues identified by the GERF. These include the role of the Committees in decision-making processes; the need for a process for a periodic review of constituency groupings and conducting a review of the current composition of constituencies; explore the pros and cons of establishing criteria for serving on the Board; and criteria for GPE membership.

2.4 At its next meeting in June of 2016, the GERF presented a number of recommendations:
1. clarifying in governance documents that while Board and Committee members may represent the views of their constituencies, they should act in accordance with the best interest of GPE;
2. delegation of decision-making to the CC to appoint Board and Committee members, and to review the Committee terms of reference in terms of skills/competencies, size and constituency representation; 3. a phased approach for considering outstanding issues, including, in order, an in-depth review of Committee skills, size and seat allocation; the GPE membership process and constituency groupings; and delegation of authority to committees.

2.5 After a lengthy discussion in June, the Board agreed only to the first recommendation.
In addition, it mandated the Board Chair to convene a working group of the Board to examine options for strengthening governance arrangements, and requested the GERF in consultation with the Committee chairs to look at Committee skills/competencies, size, and composition, workload and representativeness (BOD/2016/06-18).

3. **DEFINITION OF THE PROBLEM**

3.1 The ongoing Governance Review has surfaced a number of areas for improvement with regard to the current committee arrangements. The primary area for improvement is optimizing the use of Committees in absorbing the work of the Board and supporting the Board in its governance and decision-making.

3.2 While the committees meet regularly and receive a significant amount of support and resources from the Secretariat in terms of preparing papers, arranging translations, organizing meetings and arranging travel, they have not been sufficiently effective in gaining the confidence of the Board. The Board has only delegated decisions to the Committees in a piecemeal way. Moreover, it has also become a pattern for the Board to spend considerable time discussing the same issues and recommendations that have already been discussed in detail during Committee meetings.

3.3 The result of the lack of reliance on the Committees, is that the Board spends much of its limited time on operational issues and not nearly enough time on critical strategic issues. The GAG discussed the following as examples of strategic issues the Board should spend more time on:

- **Scanning the horizon.** For example, at the December 2014 Board Retreat, the Board spent extensive focused time looking outwards. At that meeting, facilitated by Homi Kharas, the Board assessed and grappled with the implications of the new SDGs for GPE and the then global dialogue about the need for a global fund for education. That led to two years of determined work on improving the GPE operational model and fed into the strategic planning process.

- **Focusing on major change agendas.** For example, the Board needs significant discussion to determine whether GPE should become the host of Education Cannot Wait and deeply consider all implications and necessary reforms to GPE.

- **Reviewing GPE performance at all levels – country level, grant agent-level, Secretariat-level, and global level.** The first Results Framework will provide us with more information than ever and the Board needs time for full discussions and agree lessons learned.

- **Monitoring Risk.** GPE has been improving its understanding of risk but this work needs further development and constant consideration to ensure that all fiduciary, operational
and reputation risks are understood, managed and mitigated.

4. **ANALYZING WHY THE BOARD CURRENTLY FEELS THE NEED TO RE-DISCUS
COMMITTEE WORK**

4.1 In an effort to explain why the Board currently feels the need to duplicate committee work, the GAG identified the following causes:

- *Insufficient Board engagement/leaning in at the Committee stage.* The Board’s current culture is that there will always be the opportunity to re-address issues at the Board meeting that have been discussed at the Committee level. Therefore, Committee meetings are not seen as an important stage to lean in on issues that will eventually come to the Board.

- *Frequent use of Alternates at Committee Level.* While the Board appoints Committee members in name on the basis of their skills and competencies, for some of the Committees, it has become routine for Committee members to send changing Alternates to represent them during meetings. This may lead to the perception that the quality of Committee discussions may not be consistent as meeting participants vary. Because there is no set minimum requirement for meeting attendance or other sanction for not attending meetings, there is no real incentive for Committee members to attend all meetings, and/or actively participate.

- *Lack of skills assessment in Committee member nomination process.* While the current terms of reference for the Committees list desirable skills, knowledge and competencies, these are basic in nature and listed as examples, rather than requirements. In addition, the current nomination materials do not ask constituency categories to specify whether their candidate possesses those skills, knowledge and competencies. Often, the Secretariat only receives a short bio for the candidate. This may lead to the perception that Committee members may not have the requisite skills.

5. **ADDITIONAL PROBLEMS IDENTIFIED**

5.1 In addition to the main problem identified earlier in this paper, the GAG also recognized the following problems:

- *Lack of a satisfactory mechanism for considering decisions for which the Board has already approved the framework and regulations.* With the approval of the Knowledge and Good Practice Exchange Strategy, the door was opened to receive targeted funding. However, the safeguard procedures in place for approving these types of funding is not
efficient. The GERF is currently tasked with reviewing proposals via audio call and then make a recommendation to the Board. Three such proposal have come before the GERF and then the Board over the course of some six weeks. In addition to taking both Board and Committee time, it also means an unnecessary amount of transaction cost for the Secretariat in preparing both Board and Committee papers and facilitating multiple meetings to discuss the proposals twice.

- **Lack of satisfactory mechanism for resolving urgent issues.** There are currently only two methods available to the Board for making decisions in between face-to-face meetings.

- The first is the non-objection procedure or decision via email. The problem with this method is that it is only productive when it involves entirely non-controversial matters that can be described as a simple yes or no choice: if the matter is even slightly more complicated or needing even the slightest working through, this approach cannot be used. The other is an audio call, which is cumbersome from both a logistics and participatory perspective and tends to have low DCP engagement often due to technical challenges with IT and interpretation.

- **Risk of gender imbalance.** There is currently no gender diversity assessment of committee members. Therefore, it is possible to end up with a committee that has no women on it, as is currently the case with the SPC. The gender imbalance may be resolved relatively easily by adding language to the Committee terms of reference on composition and being mindful and deliberate during the nomination and selection process about ensuring gender balance.

- **Uneven workloads.** The uneven workloads of committees means that an overburdened committee like the GERF has insufficient time to deal adequately with all the important issues within its mandate, finance, risk, audit, governance, and ethics.

- **Duplication of Secretariat work.** In the CGPC, it has become routine for the Committee to act as an extension of the Secretariat and effectively do the same work again with regard to assessing grant applications. As a result, there is insufficient time to monitor the impact of GPE’s work at country-level and developing recommendations for improving impact there.

- **What does the Coordinating Committee do?** While the Coordinating Committee has terms of reference that include coordination of committee work as a main task – hence the name – it has in practice become an information sharing session rather than playing a clear and defined role in GPE governance.

- **Chair Capacity.** The GAG recognized that the workload of the Chair is heavy and likely to
grow, for example due to the replenishment campaign, and the GPE potentially hosting Education Cannot Wait. The GAG agreed to recommend establishing the position of Board Vice Chair could to alleviate the Chair and provide support as needed.

6. GAG RECOMMENDATIONS AND SUGGESTIONS

6.1 The full recommendations of the GAG set out in paragraph 2.1 of BOD/2016/12 DOC 15 and suggestion to the GERF as presented below aim at a Committee structure that effectively supports the Board in its work, is transparent and consultative, and includes the necessarily skills, competencies, and consistent engagement. The intended end goal is for the Board to utilize the Committees to their fullest extent and enable the Board to fully engage in strategic matters. Specifically, the GAG recommendations include:

Recommendation on Role of Board and Committees

a. Clarifying the role of the Board in the Charter as follows:

“Having responsibility as the supreme governing body of GPE for setting strategic direction, providing financial oversight, strengthening and growing the partnership, establishing policies, acquitting fiduciary duties, evaluating performance, managing and mitigating risks and delivering constant improvement.”

b. Clarifying the role of the Board Committees in the Charter as follows:

“Undertaking 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.”

c. Removing all references to the CGPC, SPC and GERF as technical committees. The title “Technical Committees” is not assisting with understanding the role of the Committees. A purpose of the Committees is drawing in skills and expertise, including technical skills, but it is only one facet of Committee work.

d. Developing a decision-making framework to clarify the decision making responsibilities of the Board, Committees, and Secretariat.

Recommendation on Change Cultural Norms about Serving on a Committee

a. Requiring Committee members to formally acknowledge their duties, including the requirement to act in the best interests of GPE, use best endeavors to consult with the relevant constituency grouping before committee meetings, prepare for and attend all meetings unless there is a notified and valid reason to do so. Committee members are also expected to actively
participate and contribute during meetings and to have completed an orientation prior to service.

b. Requiring Committee members to explain any unavoidable absence prior to the meeting to the Committee Chair.

c. In due consideration of the attendance requirement and in recognition that both Committees and constituency categories need consistent engagement, non-attendance of two face-to-face committee meetings will result in the position being declared vacant by the constituency category and filled by a new nominee. For similar reasons, the use of Alternates does not constitute attendance.

d. Ensure that Committee Chairs and the Secretariat provide new Committee members with an orientation on their obligations.

e. Require Committee Chairs to be elected by the Board from Board members and alternate members at the start of each committee term. Should a Committee Chair cease to be a Board Member during the committee term the Board will consider on a case-by-case basis whether it is in the best interest of GPE that the Committee Chair serve out the balance of the term.

**Recommendation on Board Vice Chair**

a. The GAG is recommending the creation of the position of a Board Vice Chair, to be selected from current or former Board Members or Alternate Members. If the Vice Chair selected is a current Board or Alternate member, he or she would need to step down from representing that particular constituency and the constituency would have to identify a new Board or Alternate Board member.

b. The GAG recommends the Committee overseeing governance and ethics is mandated to develop terms of reference for a Board Vice Chair and develop a proposal to fill the position for consideration by the Board at its February 28-March 1 meeting. The selection would need to consider balance in Board leadership in terms of constituency groupings. For example, given that the Chair is from a donor partner, the Vice Chair would need to come from a developing country partner.

**Recommendation on Committee Mandates**

a. The GAG is recommending the mandate of the Coordinating Committee be strengthened to include that the Coordinating Committee act as a forum for routinely engaging the partnership on an informal basis on the medium-term outlook and emerging opportunities which may arise between Board meetings, including, as required, facilitating the organization and
the flow of arising workload for the Board’s standing committees. On a semi-annual basis during regular Board meetings, the Board Chair, in consultation with the Coordinating Committee and the CEO, will make a recommendation to the GPE Board for the relevant Coordinating Committee delegations required for the following calendar year. These delegations will be consistent with the decision-making framework in line with the recommendation on clarifying the role of the Board.

b. The GAG recommends to divide the current GERF into two committees, one to be called the Finance, Risk and Audit committee and the second to be called the Governance and Ethics Committee.

c. Every committee should consider risk questions but the Finance, Risk and Audit committee would be charged with the responsibility of consolidating risk assessment, management and mitigation strategies across GPE.

d. The Governance and Ethics Committee would have responsibility for recommending specific revisions to Board and Committee member terms of reference, expectations, orientation, and alternate-related matters such as providing guidelines to committee chairs on granting leaves of absence and proxies.

e. The GAG also recommends that the CGPC be renamed the Country Plans, Programs and Performance Committee (subsequently revised to Grants and Performance) with a new line to be drawn between what is properly its role and what is the role of the Secretariat. The Committee’s focus would be on establishing guidelines for education sector program implementation grant (ESPIG) assessment and monitoring Secretariat compliance with those guidelines. The Committee would, through this approach, be relieved of some of the very detailed work it currently undertakes, giving more time to focus on performance question. The Committee would also be the only Committee overseeing any other forms of financing by GPE.

f. The Strategy and Policy Committee would stay in its current form with the exception that the oversight of all grants would be consolidated in the reformed CGPC. (subsequently revised to be renamed Strategy and Impact)

**Suggestion from the GAG to the GERF**

**Define skill sets and attributes for committee members**

a. The constituency representative structure of committees should be retained with committee size around 8 to 10 members plus the Chair.

b. As previously agreed by the Board the skill sets required for each committee will be defined to ensure each committee has the members with the requisite skill sets will guide decisions about
who serves.

c. The GAG considered but rejected the idea that only Board Members or Alternate Members should serve on committees. This was seen as contrary to the aspiration to have senior representatives (such as Ministers for Education) serve on the Board.

d. The GAG considered but is not recommending that external experts from outside the partnership serve on Committees. The GAG was of the view this should be considered in the future after there has been experience with appointing people based on skill sets and other attributes needed for a balanced partnership perspective. If the track record shows that there is a persistent difficulty in getting committee members with all the required skills then the idea about looking outside the partnership should be considered.

7. **DRAFT TERMS OF REFERENCE**

7.1 Following the GAG meeting, revised terms of reference for the Committees, including strengthened mandates, were circulated to the GAG and the Committees and are included in Annexes 1-5 of BOD/2016/12 DOC 15 for consideration by the Board. Highlights include:

- Coordinating Committee: renewed focus on coordinating the work of the Committees, outreach and advocacy, and semi-annual proposals to the Board from the Board Chair in coordination with the Committee and CEO for relevant delegations to the Committee required for the following calendar year.

- Grants and Performance Committee: oversight of all grants, focus on education sector plans.

- Finance and Risk Committee: oversight of audit arrangements, targeted financing arrangements, including **making decisions on proposed revisions to targeted financing arrangements**. While this is a new standing delegation, the Board is reminded that it delegated authority to the GERF in this regard for two recent targeted financing proposals.

- Strategy and Impact Committee: oversight of results framework, results report, evaluations

- Governance and Ethics Committee: oversight of GPE decision framework.

8. **NEXT STEPS**

8.1 As noted in its progress report to the Board discussed during the October 18 Board call, following endorsement by the GAG, the draft GAG paper was shared with the Committees for information late October, along with indicative terms of reference for the Committees. With respect to the GERF, the draft paper also served as input into its deliberations of Committee
skills/competencies, composition, size, and workload. The summary of the Committee deliberations are included in Attachment 6. Both the GAG and GERF recommendations are considered by the Board during one session at the December Board meeting.

8.2 The Board agreed on the October 18 call to make a decision on extending Board and Committee terms expiring on December 31, 2016 by two months to the conclusion of the Special Board meeting on March 1, 2017. The primary purpose of the extension is to allow the current Board to finalize its detailed and complex work on the Financing and Funding Framework during that meeting.

8.3 That decision also allows for a thoughtful nominations process. It gives the Secretariat time to make sure all the nomination materials reference the Board decisions before launching the call. It also gives constituencies time to come to an agreement on prioritized lists of nominees for submission under any new requirements.

8.4 Further, postponing the details of the Board Vice Chair position to the February 2017 Board meeting will allow some deeper thinking about the candidate profile and subsequent development of corresponding terms of reference.

9. **PLEASE CONTACT** Padraig Power ([ppower@globalpartnership.org](mailto:ppower@globalpartnership.org)) for further information.
1. EXECUTIVE SUMMARY

1.1 At the June Board meeting, the Board requested the Governance, Ethics, Risk and Finance Committee (GERF) in consultation with the Committee chairs to look at Committee skills/competencies, size, and composition, workload and representativeness and to take into account the inputs from the working group as part of their deliberations. The GERF was also asked to develop clear selection procedures based on commonly agreed criteria. (BOD/2016/06-18)

1.2 The GERF convened on November 2-3 in Washington, D.C. to consider these issues in detail and to formulate recommendations.

1.3 The GERF recognized that its mandate was linked with that of the Governance Advisory Group (GAG) and in addition to discussing the governance arrangements, spent a significant amount of time considering related issues reserved for GAG recommendations to the Board, specifically the issue of how to engender more Board trust in work completed by committees.

1.4 With respect to the skills/competencies required for each committee, the GERF noted that with the exception of the detailed financial or audit skills, which are in high demand at the constituency grouping level, the required skills could be identified and filled for committee positions.

1.5 The GERF discussed the optimal size of committees, noting that participation on committees was driven in some cases by individual constituency groupings interest in the subject matter, and therefore the need to balance effective committee size with the need to represent all aspects of the partnership.

1.6 The GERF discussed at length the options for filling committee vacancies and the need to respect the self-governing nature of the constituency categories. At the same time the committee's interest in addressing an earlier governance recommendation as to the benefit of having staggered committee member terms was acknowledged. In providing constituency categories the option of choosing a vacancy replacement model which aligned with their self-governing practice, while at the same time provide for some staggered terms over time was considered to be an appropriate balance for the partnership.

1.7 The practicality of running a comprehensive committee nomination process for all the committees for the mandates beginning March 1, 2017 was acknowledged, especially given the
restructuring of the committees and the need to address specific skill sets for each committee nomination.

2. **RECOMMENDED DECISIONS**

2.1 The GERF recommends the Board approve the three broad categories of recommendation including: the terms of reference, a process for filling committee vacancies, and the committee nomination process for 2017, as presented in paragraph 2.1 of BOD/2016/12 DOC 15.

**Committee Size**

2.2 The focus of the GERF discussion reflected the need to balance the appetite for increased opportunities for participation on committees and ensuring the deliberations of the committee were effective. In this regard, the GERF acknowledged the advantage to have a larger representation on the Grants and Performance Committee and the Strategy and impact committee. The GERF recommends:

- Coordinating Committee: Chairs of all four committees, Board Chair, Vice Chair, other Board members as required to ensure partnership representation
- Grants and Performance Committee: 10 committee members and Chair
- Finance and Risk Committee: 8 committee members and Chair
- Strategy and Impact Committee: 10 committee members and Chair
- Governance and Ethics Committee: 8 committee members and Chair

**Skills and Competencies**

2.3 The draft terms of reference set out in annexes 1-5 of BOD/2016/12 DOC 15 include enhanced skills requirements. These include general skills that all Committee members are expected to have, and additional skills of which Committee members must possess at least one. In the nominations process, constituency categories will be asked to confirm their nominees have all the general skills, and which of the additional skills. In this way, any skills gaps on the Committee can be identified and may be addressed in the process for filling vacancies.

**Committee Vacancies**

2.4 While noting the conflicting messages with respect to having more senior Board members, and the expectations that these same Board members would serve on working committees, the GERF acknowledged the serious issue of committee vacancies. Moreover, given the GPE partnership is based on the expectation of effective constituency category representation, the need to provide for full participation at committees was recognized.
2.5 The GERF noted the need to provide options which aligned with the self-governing practices in the constituency categories which differ across the various constituencies.

2.6 Finally the potential to implement a system which over time would lead to a staggering of committee member terms was seen by the GERF as worthwhile.

**Committee nomination process for 2017**

2.7 The GERF acknowledged the justification for providing constituency categories the opportunity to consider the full range of committee nominations for the 2017 process, given the significant restructuring of committees and mandates.

3. **PLEASE CONTACT** Padraig Power (ppower@globalpartnership.org) for further information.