

# **AGG** (*Ad Hoc* Governance Group) **Governance Strengthening Process**

## **Issue Set I - For Board Decision**

19 May, 2016

# Process & Inputs

The proposals in this report synthesize the inputs received from Partnership stakeholders through the following consultations:

- 1:1 interviews with board members, alternates, secretariat, and other stakeholders ( > 50 in total)
- Two, full partnership-wide consultations
  - o 8 - 13 April, 2016
  - o 26 April – 2 May, 2016
- The Board Retreat in Johannesburg
- The Executive Committee (EC) review on 14 April, 2016
- Multiple constituency teleconferences with EC Co-Chair and constituency representation
- Ongoing meetings of the Ad-hoc Governance Group (AGG)

From these consultations the AGG received over 200 items of feedback. These has been logged, reviewed, and considered by the AGG to build consensus and formulate recommendations

Additionally, the AGG has considered the input of multiple subject matter advisors in governance and partnerships, internal reports and strategy documentation, external research (in particular the external evaluation), and research on comparable models and alliances

# Governance Strengthening Guiding Principles

As the Ad-hoc Governance Group (AGG) evaluated opportunities to strengthen the Partnership's governance model, it sought to align design decisions consistent with the following guiding principles:

#	Guiding Principles The Partnership will...	Design Implication What we expect to see in the governance model...
1	Simplify and streamline decision making	<ul style="list-style-type: none"> <li>Existing committees and charters refined; operational vs. strategic decision making re-distributed among new and existing governance entities</li> <li>Clear responsibilities between board, committees, and secretariat with focus on "governance" rather than "management"</li> </ul>
2	Engage constituencies and encourage collaboration	<ul style="list-style-type: none"> <li>The role of countries and regions must be elevated within existing structures</li> <li>Clarity and consistency of approach across constituencies</li> <li>Structures that promote intersections of various stakeholders and constituencies</li> </ul>
3	Maintain transparency	<ul style="list-style-type: none"> <li>Established communication channels and schedule</li> <li>Clearly documented committee charters, decision rights, and processes</li> </ul>
4	Be adaptable	<ul style="list-style-type: none"> <li>Adopt mechanisms to monitor and continuously improve governance model over time</li> </ul>
5	Balance representation	<ul style="list-style-type: none"> <li>Board composition should include representation from the appropriate and inclusive group of constituents and other stakeholders</li> </ul>

# AGG Governance Strengthening | Scope Overview

The scope of the AGG Governance Strengthening process is distributed across a comprehensive set of governance elements linking directly to the recommendations emerging from the 2014 External Evaluation Report. The response to these recommendations has been sequenced and paced across three Issue Sets to allow for thoughtful and balanced consultation across constituencies.

Governance Element	Recommendation	Response		
		Issue Set 1 (For Decision at May board meeting)	Issue Set 2 (Key issues for Consultation at May board meeting)	Issue Set 3 (To follow post May board meeting)
Mandate	The board should revisit its own composition	1. Mandate of the Governing Bodies 2. High Level Governance Model 3. Sizing & Composition 4. Alternates		
Structure & Process	The board should assess the appropriateness and number of board committees		9. Committee Charters	11. Observers 12. Role Descriptions
	The board should revise its decision making processes	5. Board & Committee Nominations Process	10. Decision Making Approach	
Leadership Style	The board should revise the appropriate level of qualifications and skills of board and committee members	6. Target Profile 7. "Ways of Working"		
Comm. Mode & Frequency	The board should optimize its meeting schedule in alignment with evolving structure	8. Meeting Schedule		13. Communication & Consultation Plan
Metrics & Monitoring	The board should establish the appropriate mechanisms to sustain and elevate its performance			14. Oversight mechanisms 15. Self-reflection mechanisms

***Our Focus***

# The Mandate of the Partnership Governing Bodies (I/2)

The mandate of the Partnership board can be revised<sup>1</sup> as follows<sup>2</sup>:

The  
Partnership  
Board

## **Facilitate Partnership's Engagement in support of the EWEC Movement to deliver the Global Strategy (i.e. Strategic Oversight & Decision Making)**

1. Give voice to multiple constituencies across the international community addressing the continuum of care for the health of women, children and adolescents
2. Lead the Partnership by articulating an inspiring vision, building consensus, and approving the strategic direction and priorities in alignment with EWEC movement and the Global Strategy
3. Coordinating the unified accountability framework to monitor, review and promote action for redress among all stakeholders to achieve the goals of the Global Strategy
4. Ensure and enable sector accountability:
  - 4a. Establish and oversee a committee to nominate members of the Independent Accountability Panel (IAP), for appointment by UNSG. [every two years]
  - 4b. Review and prepare commentary on the IAP's annual accountability report for presentation to the UNSG and relevant bodies, and devise actionable strategies to close identified gaps
5. Oversee and decide on the selection of Board Chair, Co-Chairs, and EC Chair
6. Engage with constituencies and key stakeholders to maintain relationships, facilitate communication, build consensus, and create stronger and more frequent linkages that catalyse cross-constituency collaboration

*Note 1: Please see appendix for previous version of Board responsibilities currently listed in the Board Manual (Jan 2014)*

*Note 2: Items are numbered to facilitate discussion. Sequence does not represent prioritization.*

# The Mandate of the Partnership Governing Bodies (2/2)

The Executive Committee (EC) will oversee operational decisions in conjunction with the secretariat; these will include approval of annual budgets and annual work plans, as well as other operational decisions in between board meetings. Multi-year business plans will be created by the EC but require board approval. The multi-year strategic planning process will continue to be driven by the board. The mandate of the EC can be summarized as follows<sup>1</sup>:

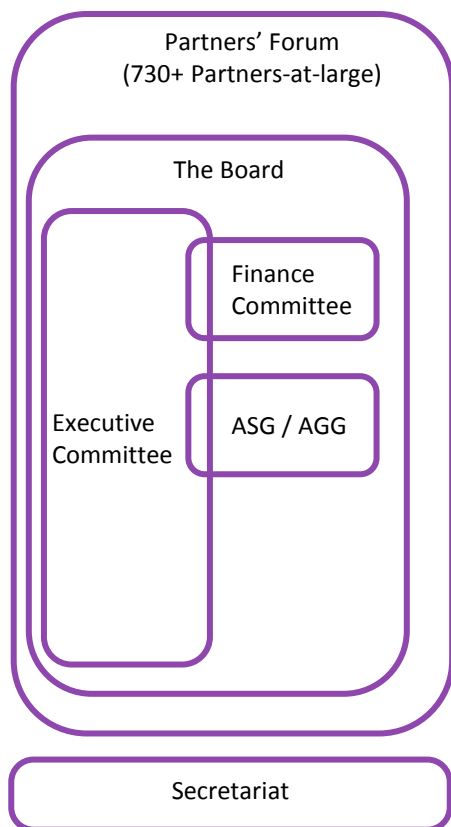


*Note 1: Items are numbered to facilitate discussion. Sequence does not represent prioritization.*

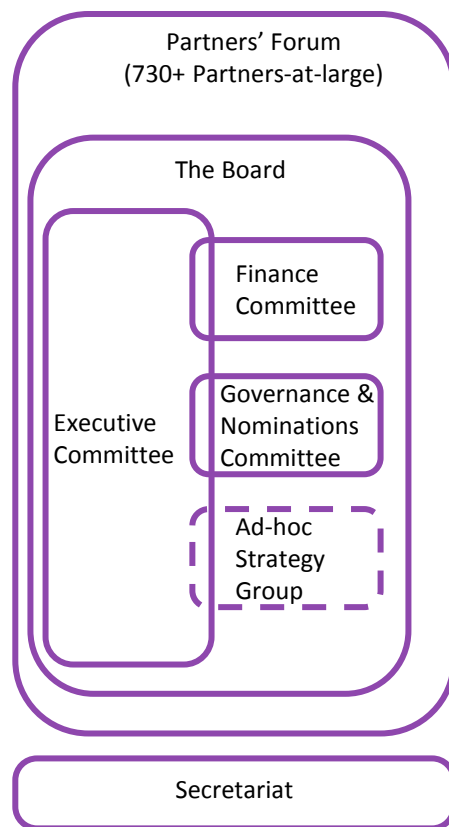
# The Partnership Governance Model (Structure)

To effectively execute its mandate, the Partnership's governance model structure is proposed as follows (not to scale):

## Current Governance Model



## Proposed Governance Model<sup>1</sup>



- **730 + Partners-at-large:** Assembled at the bi-annual Partners' Forum; informed about major strategic initiatives; organized into constituencies with representation on the board and its committees
- **The Board:** Oversees Partnership's Engagement in the EWEC Movement
- **Executive Committee<sup>2</sup>:** Governs the Partnership as an organizational entity
- **Finance Committee:** Provide strategic recommendations on budget, work plans, and other financial proceedings in accordance with WHO rules and regulations
- **Governance & Nominations Committee:** Improve governance effectiveness and provide nominations process oversight
- **Ad-hoc Strategy Group:** Temporary working group established (as needed) to oversee the development of the Partnership's multi-year strategy

# Board Sizing & Composition (1 of 2)

To ensure cost effectiveness and decision making efficiency it is proposed the board target a maximum size of approximately 30 seats as closely as reasonably possible. Through consultations with the AGG, EC and constituencies, the Partnership's Board may evolve to ensure a balanced and equitable representation in alignment with the Partnership's role in support of the EWEK movement.

Group	Current Board Representation	Proposed Board Representation	Proposed Seats
Partner Governments	<ul style="list-style-type: none"> <li>4 seats occupied by India, Indonesia, Nigeria, and Tanzania</li> </ul>	<ul style="list-style-type: none"> <li>As board seats become available, transition to representation by high burden, partner governments as follows: 1) Western/Central/Northern Africa Region, 2) East/Southern Africa Region; 3) Asia/Pacific Region, 4) Other Regions (Latin America, Caribbean, Eastern Europe, Middle East)</li> </ul>	4
UN Agencies	<ul style="list-style-type: none"> <li>4 permanent seats (UNICEF, UNPFA, WHO, and World Bank)</li> </ul>	<ul style="list-style-type: none"> <li>UNAIDS and UN Women (as other members of the H6) to serve as alternates. Mechanics of assigning alternates to specific seats to be decided by the constituency</li> </ul>	4
NGOs	<ul style="list-style-type: none"> <li>4 seats</li> </ul>	<ul style="list-style-type: none"> <li>As board seats for the NGO constituency become available (e.g. as current board member rotate off, the NGO constituency will ensure balanced representation when identifying candidates to fill these seats (e.g. advocates, implementers and service delivery, faith based, global/regional/national level organizations, etc.))</li> </ul>	4
Donors & Foundations	<ul style="list-style-type: none"> <li>5 seats</li> <li>1 of 5 reserved for foundations</li> </ul>	<ul style="list-style-type: none"> <li>UNF will be invited to join the D&amp;F constituency</li> <li>Existing seats will not be re-allocated. The D&amp;F constituency has already established a rotational process by which constituency members rotate through board seats</li> </ul>	5
Global Financing Mechanisms	<ul style="list-style-type: none"> <li>None</li> </ul>	<ul style="list-style-type: none"> <li>New constituency to enable engagement of these critical entities in alignment with PMNCH strategic objectives and work plan</li> <li>The Global Fund, GAVI, and GFF will be invited to caucus with the D&amp;F constituency</li> <li>A board seat will be created for the global financing mechanisms</li> <li>Effectiveness of this mechanism to be assessed in 9 – 12 months</li> </ul>	1



## Board Sizing & Composition (2 of 2)

To ensure cost effectiveness and decision making efficiency it is proposed the board target a maximum size of approximately 30 seats as closely as reasonably possible. Through consultations with the AGG, EC and constituencies, the Partnership's Board can evolve to ensure a balanced and equitable representation in alignment with the Partnership's role in support of the EWEC movement.

Group	Current Board Representation	Proposed Board Representation	Proposed Seats
A&Y	<ul style="list-style-type: none"> <li>No representation</li> </ul>	<ul style="list-style-type: none"> <li>Add 2 new board seats</li> <li>The constituency will balance representation across relevant factors when identifying candidates to fill the board and alternate seats</li> </ul>	2
ART	<ul style="list-style-type: none"> <li>3 seats</li> </ul>	<ul style="list-style-type: none"> <li>No change</li> </ul>	3
HCPA	<ul style="list-style-type: none"> <li>3 seats (ICM, FIGO, and IPA)</li> </ul>	<ul style="list-style-type: none"> <li>Maintain 3 permanent board seats currently held by ICM, FIGO, and IPA</li> <li>At least 1-2 of the current 3 alternate seats will be from different global HCPA organizations</li> </ul>	3
Private Sector	<ul style="list-style-type: none"> <li>2 seats</li> </ul>	<ul style="list-style-type: none"> <li>No change</li> </ul>	2
Inter-Governmental Bodies	<ul style="list-style-type: none"> <li>No representation</li> </ul>	<ul style="list-style-type: none"> <li>Inter-Governmental Bodies (e.g. IPU, African Union)) will be invited to join the partnership, and a new constituency and board seat will be created</li> </ul>	1
EOSG	<ul style="list-style-type: none"> <li>No representation</li> </ul>	<ul style="list-style-type: none"> <li>EOSG will be invited to join the partnership and a new board seat created. It will sit independent of constituencies</li> </ul>	1
		<b>Total</b>	<b>30</b>

# Managing Overlapping Constituency Membership

## Designating Primary and Secondary Constituencies

- Any partner that is currently a member of more than one constituency is requested to identify a primary constituency
- Partner organizations are also invited, if they deem it appropriate, to designate a secondary constituency
  - Partner organizations can be encouraged to participate in discussions with both primary and secondary constituencies
  - Partner organizations would only serve representational roles (such as board seats, committee members, etc.) and cast votes when necessary within the primary constituency
- Potential Examples<sup>1</sup>:
  - India is both a donor and partner government
  - Private sector partners may donate funding and in-kind contributions to the Partnership and sector
  - Youth groups may be members of the A&Y constituency as well as the NGO constituency

Note 1: It was decided at Oct 2015 board meeting that members of the A&Y constituency will be incorporated within other constituencies where appropriate. Once the A&Y board representation has been confirmed (as part of this Issue Set 1), the A&Y constituency will deepen its work to identify and implement suitable mechanism(s) to integrate across constituencies.

# Meeting Schedule

The Partnership's governance meeting schedule is proposed as follows:

Governance Forum	Timing & Frequency
Partner's Forum	<ul style="list-style-type: none"> <li>▪ Every other year</li> </ul>
The Board	<ul style="list-style-type: none"> <li>▪ Twice per year, every 6 months (one in person, one virtual)</li> <li>▪ Additional ad-hoc meetings may be called at the request of the chair</li> </ul>
Executive Committee	<ul style="list-style-type: none"> <li>▪ Every other month (Virtual, 1-2 in person per year)</li> <li>▪ Additional ad-hoc meetings may be called at the request of the chair</li> </ul>
Finance Committee	<ul style="list-style-type: none"> <li>▪ Twice per year</li> <li>▪ Additional ad-hoc meetings may be called at the request of the chair</li> </ul>
Governance & Nominations Committee	<ul style="list-style-type: none"> <li>▪ Once per year</li> <li>▪ Additional ad-hoc meetings may be called at the request of the chair, for example, to participate in the Nomination and Selection Process of new members or to review and revise manuals and procedures</li> </ul>
Ad-hoc Strategy Group	<ul style="list-style-type: none"> <li>▪ TBD - Schedule to be determined at the onset of the Partner's next strategic planning process</li> </ul>

# Alternates

The Alternate seats should to the extent possible maximize opportunities for a diverse range of partners to be represented on the Board. Each constituency may choose its own unique mechanism for assigning alternates. The designated Alternate must be from within the same constituency.

The Alternate serving in the place of a board member shall have the same rights, privileges, and responsibilities as the Board Member while representing the constituency. (e.g., Board member is absent). The individual should have a comparable level of skill and experience.

Each constituency where Board member seats are permanently occupied by certain members, 1-2 alternate seats will be open for other members of the constituency not represented on the Board to occupy.

The default position is for alternates to be from a different organization, except for the following constituencies:

- Partner Government alternates will be a different focal government from the same region
- UN Agency alternates a dual approach:
  - Two of the four alternates will be from UNAIDS and UN Women
  - Two of the four alternates will be from the same organization
- HCPA alternates, at least 1-2 of the current 3 alternate seats will be from different global HCPA organizations

During Board proceedings, only one of either the Board Member or the Alternate may speak and vote per agenda item.

This same approach will apply to each committee.

# Board and Committee Nomination Processes

- Current nomination and selection processes are not consistent or transparent. The proposed straw dog draft approach clarifies the nomination and selection processes while at the same time maintaining decision rights with the appropriate stakeholder groups
- Once appointed to the board, members can then in turn be appointed to one or more of the various committees. The one exception is the SO Steering Groups & Co-Conveners, where composition is both Board and non-board members
- The sequence of decision processes is summarized in two parts:
  - Part 1: Members are appointed to the Board with the support of their respective constituencies
  - Part 2: Board members are in turn appointed to one or more of the various committees and working groups
- Both sets of decision processes propose the Governance and Nominations Committee vet the list of nominees before constituencies make final decisions

# Board Member Nomination Process

Constituencies should retain the liberty to nominate their own representatives, however, the Governance and Nominations Committee should manage the process to purposefully evolve and maintain membership criteria to elevate the board profile, adopting the following consistent approach across constituencies when proposing board members:

	1	2	3	4
<b>Action</b>	Identify vacancy (member and/or alternate) and establish selection criteria (as informed by board profile, constituency specific criteria, and schedule for rotation of Board seats)	Identify and select candidate (member or alternate position) from within constituency aligned to board membership criteria and role description	Review candidate against target profile and decide to endorse or reject candidate	Review endorsed candidate and decide to approve or reject candidate
<b>Actor</b>	Governance and Nominations Committee	Constituency Chair and Constituency Board Members	Governance and Nominations Committee	Executive Committee
<b>Input</b>	Board profile matrix	Role description for role requiring nominations	Nominated candidate	Endorsed candidate
<b>Output</b>	Potential board member profiles  Role description for role requiring nominations	Nominated candidate	Endorsed candidate  (if candidate rejected, repeat step #2)	Approved candidate  (if candidate rejected, repeat step #2-4)

# Committee Nominations Process

The process for selecting Executive Committee, Finance Committee, and Governance & Nominations Committee members from the pool of Board members is proposed as follows:



	1	2	3	4
<b>Action</b>	Identify vacancy (member and/or alternate) and establish selection criteria (as informed by board profile, constituency specific criteria, and schedule for rotation of Board seats)	Identify and select candidate (member or alternate position) from within constituency aligned to EC membership criteria and role description	Review candidate against target profile and decide to endorse or reject candidate	Review endorsed candidate and decide to approve or reject candidate
<b>Actor</b>	Governance & Nominations Committee (G&N)	For the EC, Constituency Chair and Constituency Board Members - Or - For the FC and G&N, the committee chair person in consultation with committee members	Governance & Nominations Committee	Executive Committee
<b>Input</b>	Board Profile Matrix	Role description for role requiring nominations	Nominated candidate	Endorsed candidate
<b>Output</b>	Potential committee member profile  Role description for role requiring nominations	Nominated candidate	Endorsed candidate  (if candidate rejected, repeat step #2)	Approved candidate  (if candidate rejected, repeat step #2-4)

# Implementation of Issue Set 1

Pending board endorsement of Issue Set 1, immediate tactical next steps for board consideration are as follows:

## 1. Governance & Nominations Committee

- Re-constitute the current AGG as the Governance & Nominations (G&N) Committee
- G&N committee to continue with consultations and facilitation of remaining Issue Sets 2 and 3
- Current AGG members invited to stay on as G&N Committee members, term ending Dec 2016
  - If any current AGG member should opt out, committee will undergo nominations process to fill seat

## 2. Meeting Schedule

- Revise board/committee meeting and consultation with partners as soon as possible to begin operating within the new governance model

## 3. New Partner Organizations

- Partnership chair and executive director to reach out to new partner organizations who, pending endorsement of Issue Set 1, will be invited to join the board
  - (e.g. UNWOMEN, UNAIDS, The Global Fund, GAVI, GFF, EOSG, UNF, IPU, etc.)

## 4. Board & Committee Nominations

- G&N Committee, with secretariat support, will kick-off and oversee next round of board and committee nominations process for expired, soon to be expired, and newly created board and committee seats

## 5. Board Manual

- Begin revising board manual with Issue Set 1 outputs, as well as other assets and standard operating procedures in consultation with the G&N Committee (as necessary)



# Appendix

# Board Responsibilities (Current Manual, Jan 2014)

The responsibilities of the board in the current manual were last drafted January 2014, and are currently stated as indicated below:

1. Endorses the Partnership's mandate and institutional framework;
2. Sets policy, establishes goals, priorities and strategies for the Partnership in line with internationally agreed frameworks;
3. Approves the Partnership's work plan and budget and monitors progress in their implementation;
4. Mobilizes adequate funds for the effective operation of the Partnership and its strategic framework;
5. Supports the PMNCH strategic priorities, i.e., political advocacy for MNC health, harmonization and accountability;
6. Establishes committees of the Board and time-limited task forces and approves their terms of reference;
7. Represents the Partnership to donors, countries, institutions and other appropriate fora;
8. Presents a consensus recommendation to the hosting agency concerning the appointment of the Executive Director of the Partnership Secretariat, as per due process described in the host-agency Memorandum of Understanding;
9. Assumes management responsibility for the Secretariat through the Executive Director and monitors his/her performance through regular reports and budget statements.

## Cost Implications

By redistributing the work of the board and committees to streamline decision making and leveraging teleconferencing technologies to reduce travel expenses, the overall cost to support the proposed governance model is expected to be impacted as follows:

Change Item	Current	Proposed	Financial Impact
Frequency and mode of board meetings	<ul style="list-style-type: none"> <li>2 mtgs / year (in person)</li> <li>Additional ad-hoc meetings may be held virtually as needed</li> </ul>	<ul style="list-style-type: none"> <li>2 mtgs / year (one in person, and one virtually)</li> <li>Ad-hoc virtual meetings as needed</li> </ul>	<ul style="list-style-type: none"> <li>Potential cost savings of USD\$300 – 450k over 5 years</li> </ul>
Board seats for the A&Y constituency	<ul style="list-style-type: none"> <li>The cost to attend board meetings is funded for the Partner Government, NGO, ART, and HCPA constituency board members</li> <li>14 funded board seats total</li> </ul>	<ul style="list-style-type: none"> <li>No change to the number of funded board seats for Partner Government, NGO, ART, and HCPA constituencies</li> <li>Add two new funded board seats for A&amp;Y constituency</li> <li>16 funded board seats total</li> </ul>	<ul style="list-style-type: none"> <li>Negligible increase – A&amp;Y represents approximately 6% of total boards seats</li> </ul>
New sub-committees: <ul style="list-style-type: none"> <li>Governance &amp; Nominations (G&amp;N) Committee</li> </ul>	<ul style="list-style-type: none"> <li>Temporary working groups established to lead strategic planning and governance related activities (ASG/AGG)</li> <li>Finance Committee oversees Business Planning process</li> </ul>	<ul style="list-style-type: none"> <li>Permanent G&amp;N-committee established to lead oversight of major processes</li> <li>Meeting frequency will be adjusted up or down depending on planning cycles</li> <li>G&amp;N Committee to meet once annually, (please see committee charters for additional information)</li> </ul>	<ul style="list-style-type: none"> <li>Neutral – majority of committee meetings will be virtual to avoid travel costs</li> <li>New committee will redistribute decision makings to bring balance to the overloaded EC agenda, potentially reducing the number of additional ad-hoc EC meetings required</li> </ul>

# Board Member Target Profile

To lead The Partnership in its new strategic plan, the Board (and its committees) must evolve and elevate its profile to ensure appropriate representation, as well as the appropriate skills and experience, are in place to effectively execute on its activities and make decisions.

Individual members do not need to embody all factors, however, all Board members should be leaders within their field, knowledgeable about the continuum of care for the health of women, children, and adolescent issues, and committed to engaging strategically at the global, regional, and country level to advance The Partnership's goals and objectives.

Future assessments, nomination/selection, and succession planning processes should continue to evolve the Board to an optimal profile. The following matrix suggests a potential optimal mix for The Partnership to deliver on its responsibilities:

Skills & Experience	Representational Factors
<ol style="list-style-type: none"> <li>1. Advocacy</li> <li>2. Continuum of care for the health of women, children, and adolescents related expertise (e.g. technical, managerial, etc.) <sup>1</sup></li> <li>3. Cultural dexterity</li> <li>4. Governance and accountability</li> <li>5. Human rights frameworks</li> <li>6. Leadership within the continuum of care for the health of women, children, and adolescents<sup>1</sup></li> <li>7. Negotiation</li> <li>8. Resource mobilization</li> <li>9. Financial management expertise</li> <li>10. Strategic Thinking<sup>1</sup></li> </ol>	<ol style="list-style-type: none"> <li>11. Geographic mix</li> <li>12. Demographic mix (age, gender, etc.)</li> <li>13. National / regional / global institutions</li> <li>14. Member of one of the existing constituencies</li> </ol>

*Note 1: Required skills & experience for all board members.*

*Note 2: Items are numbered to facilitate discussion. Sequence does not represent prioritization.*

# Partnership “Ways of Working”

The Partnership's overall performance is largely linked to the behaviour of its people. Whereas manuals, terms of reference, and other standard governance artefacts clearly define the explicit structures and rules of how The Partnership's governance bodies will lead and govern, it is equally important that the implicit “ways of working” are also understood and adhered to. These norms define of how individuals and teams interact with one another, communicate, make decisions, and carry out the work of The Partnership.

The following summarizes the values and behaviours we wish to instil across The Partnership:

## **Results Focused and Value Added**

1. We prioritize resources and actions to maximize impact
2. We communicate succinctly and get to the point
3. We articulate clearly the “so what”
4. We clearly define what results look like
5. We will work together to accomplish more than what each one of us can accomplish on our own

## **Inclusive**

6. We build bridges and collaborate across constituencies
7. We readily share information and documents
8. We use a mix of methodologies, tools, and techniques that allow for broad participation of partners
9. We first seek to understand
10. We build consensus
11. We share power and actively address barriers
12. We respect different beliefs, cultures, and human rights.

## **Accountable**

13. We come prepared and with a point of view
14. We consult with and represent our constituencies
15. We follow-through and deliver on commitments
16. We challenge assumptions

## **Evidence Led**

17. We explore the options before forming a hypothesis
18. We make decisions based on the facts
19. We acknowledge the gaps in our knowledge

## **Learning Continuously**

20. We build flexibility into our plans to adapt to new knowledge
21. We learn by doing
22. We incorporate multiple kinds of knowledge and sources
23. We may fail sometimes, but that's when we learn

*Please Note: Items are numbered to facilitate discussion. Sequence does not represent prioritization.*