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

Decision Set 1 (Revised) For EC Guidance

April 2016

The Partnership
for Maternal, Newborn
& Child Health

Introduction

- The content of Decision Set 1, outlined in the following slides, was explored at the Board Retreat in Johannesburg, as well as with subsequent meetings of the AGG on the 2nd and 14th of March, 2016.

- The AGG's initial recommendations were introduced to the EC on 23 March, with follow-up discussion scheduled 14 April.

- The AGG requests the EC to review and provide comment on Decision Set 1. This includes:

  - Mandate (as discussed at recent Board Retreat)
  - High Level Governance Model
  - Sizing & Composition
  - Board & Committee Nominations Processes
  - Target Profile
  - "Ways of Working"

- Comments and suggestions provided by the EC on 14 April will be reviewed by the AGG and advanced in subsequent AGG governance strengthening discussions and constituency consultations.

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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 Decision Sets to allow for thoughtful and balanced consultation across constituencies.

Governance Element	Recommendation	Response[1]		
		Decision Set 1 (For Decision at May board meeting)	**Decision Set 2** (Key issues for Consultation at May board meeting)	**Decision 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		
Structure & Process	The board should revise the appropriateness and number of board committees.		7. Committee Charters 8. Alternates & Observers	10. Role Descriptions
	The board should revise its decision making processes.	4. Board & Committee Nominations Process	9. Decision Making Approach	
Leadership Style	The board should revise the appropriate level of seniority and skills of board and committee members.	5. Target Profile 6. "Ways of Working"		
Comm. Mode & Frequency	The board should optimize its meeting schedule in alignment with evolving structure.	***Our Focus***		11. Meeting Schedule 12. Communication & Consultation Plan
Metrics & Monitoring	The board should establish the appropriate mechanisms to sustain and elevate its performance.			13. Oversight mechanisms 14. Self-reflection mechanisms

Note 1: Decision Set items numbered to reflect suggested sequence

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The Mandate of the Partnership Governing Bodies

The mandate of the Partnership governing bodies can be revised as follows[1]:

Oversee Partnership's Engagement in the EWEC Movement for the Global Strategy 2.0 (i.e. Strategic Oversight & Decision Making)

1. Give voice to multiple constituencies across the SRMNCAH sector
2. Serve as a forum to identify broad strategic priorities for the Partnership; provide a space to achieve consensus
3. Share information and perspectives on progress in implementation of the Global Strategy
4. Lead the Partnership by articulating an inspiring vision, setting strategic direction and priorities in alignment with EWEC movement and Global Strategy 2.0.
5. Monitoring the effectiveness of all sectors in achieving the goals of the Global Strategy 2.0 , and promote action for redress, through the unified accountability framework, and secretariat support to the IAP
6. Ensure and enable sector accountability:
   - 6a. Establish and oversee a committee to nominate members of the Independent Advisory Panel, for appointment by UNSG. [completed]
   - 6b. Review and prepare commentary on the IAP's annual accountability report for presentation to the UNSG and relevant bodies.
   - 6c. Dedicate a significant portion of Board proceedings to addressing the findings of the IAP report and devising actionable strategies to close identified gaps.

Govern the Partnership as an organizational entity (i.e. Operational Oversight and Decision Making)

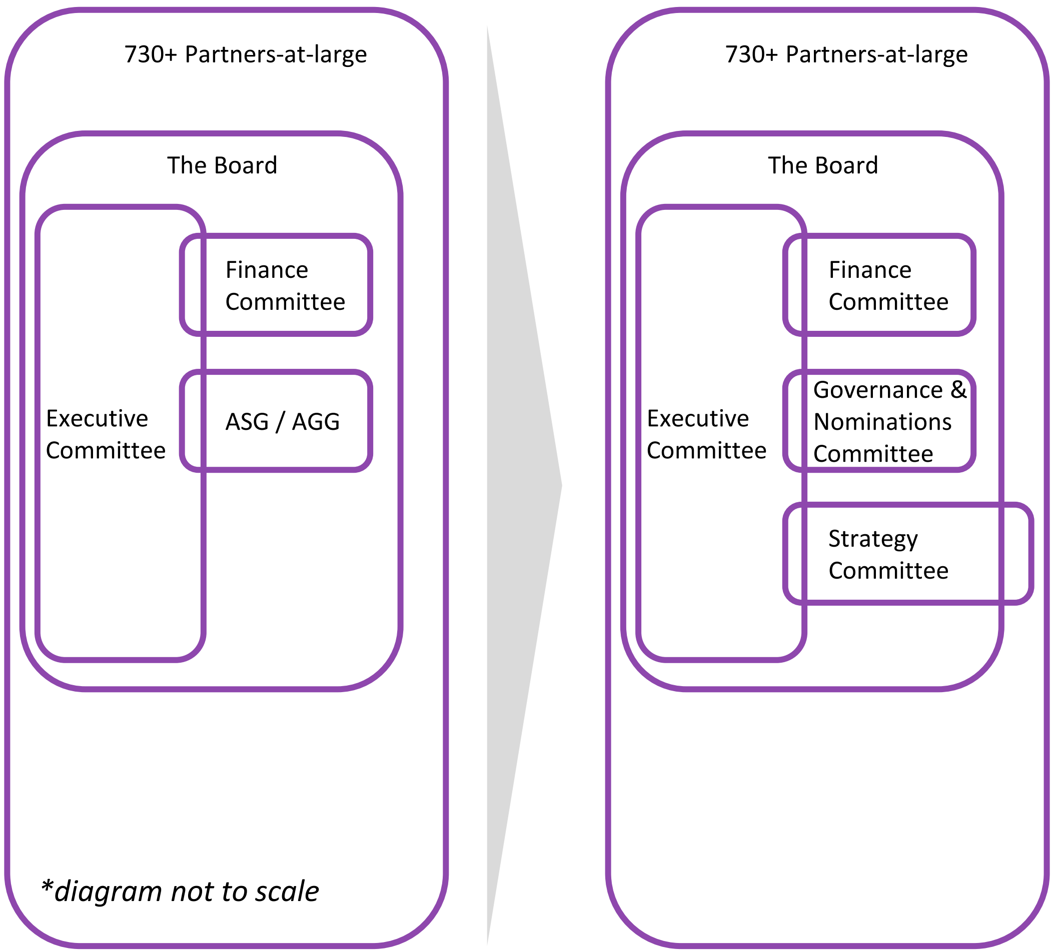
7. Monitor and oversee the creation and implementation of the Partnership's work plan and budget aligned to the core functions of Analysis, Advocacy, Accountability, and Alignment.
8. Establish the appropriate decision making structures to facilitate the effective oversight of Partnership operations (e.g. Strategy Committee, Finance Committee, etc.).
9. Secure adequate funding and ensure safeguards to monitor the effective use of funds for the operation of the Partnership.
10. Ensure effectiveness of the Board by selecting qualified and committed Board members, educating Board members to serve effectively, and engaging in regular assessments and board development.
11. 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:Items are numbered to facilitate teleconference 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:

Current Governance Model — Proposed Governance Model[1]



- **730 + Partners-at-large:** Assembled at the bi-annual Partner's Forum; consulted on major strategic initiatives; organized into constituencies with representation on the board and its committees.
- **The Board:** Oversee Partnership's Engagement in the EWEC Movement for the Global Strategy 2.0 (i.e. Strategic Oversight & Decision Making)
- **Executive Committee:** Govern the Partnership as an organizational entity (i.e. Operational Oversight and Decision Making)
- **Finance Committee:** Provide recommendations on budget, work plans, and other financial proceedings that support the overall mission and strategic objectives of The Partnership
- **Governance & Nominations Committee:** Improve governance effectiveness and provide nominations process oversight
- **Strategy Committee:** Lead the design and implementation of the partner centric strategy and work planning processes

Note 1:Please see appendix for draft straw dog responsibility matrix allocating board mandate across the different governance entities within the proposed model above.

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The Partnership Governance Model (Major Implications)

The current governance model can be re-balanced to better align decision making forums to the new 2016-2020 Strategic Plan and 2016-2018 Business Plan. The following potential changes were discussed at the Board Retreat and are being further explored by the AGG and constituencies:

Entity	Major Implications
The Board	1. Shift focus towards alignment, catalyzing joint actions, and facilitating the engagement of Partners in the EWEC movement 2. Maintain oversight of strategic planning and decision making 3. Delegate operational decision making to the Executive Committee (The Executive Committee may also delegate to and oversee other sub-committees as indicated below) 4. Expand size and composition to align to SDGs and the Partnerships' role in the EWEC movement
Executive Committee	5. Focus mandate and increase responsibility for the governance of the Partnership as an organization. For example, future work plans and business plans may be approved without requiring final approval by the Board (please see Decision Set 2 for proposed committee charter) 6. Membership derived from the board; includes all committee chairs and representation from all constituencies
Finance Committee	7. Refresh charter to include activities to ensure the effective and catalytic allocation of budget (please see Decision Set 2 for proposed committee charter) 8. Revise membership to include finance and accounting expertise
Governance & Nominations Committee	9. Establish new committee to improve governance effectiveness and provide nominations process oversight (please see Decision Set 2 for proposed committee charter)
Strategy Committee	10. Establish new committee to lead design and implementation of partner centric strategy and work planning processes (please see Decision Set 2 and SO Partner Co-Convener TOR)

Board Sizing & Composition (1 of 3)

The size of an organization's board is often proportional to complexity of the work and diversity of its stakeholders it is accountable to and serves. The current board profile and size is also reflective of the Partnership's origins – when the three founding organizations merged in 2005 at the onset of the MDGs, all founding board members retained board positions.

In 2015, the adoption of the SDGs and the EWEC Global Strategy 2.0 represent a paradigm shift. The board may need to evolve to ensure it is representative of the Partnership's position in the EWEC framework.

There is a substantial amount of upward pressure on the size of the Partnership's board as it is expected to represent an expanding sector and membership base. Additional upward pressures include an expanding target board profile required to execute its strategy, the potential addition of new committees and ad hoc working groups to drive decisions and action, the need for new and expanded forums to engage members across constituencies, and the ongoing evolution of the constituency structure.

Looking at patterns in board composition across sectors, we find larger, more mature organizations also tend to have larger boards. Research indicates that operationally minded corporate boards, on average, have 7-9 directors, and non-profit organizations approximately 15 directors. Established financial institutions may have over 20 board members, and membership based representationally oriented boards (perhaps our strongest comparison) across both private and social sectors have even larger boards.

The diversity of the Partnership's board was determined to be a valuable strength in the 2014 External Evaluation Report. Referring back to the Partnership's values of inclusiveness and the strategic objective to catalyse more multi-stakeholder action, as well as the need to expand the role of the Partner Country constituency, at this particular juncture in the Partnership's history reducing the diversity and representation on the board may not be appropriate.

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Board Sizing & Composition (2 of 3)

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 supporting the EWEC movement. As of March 2016 not all constituencies have yet provided feedback, however, based on input received thus far, a work-in-progress straw dog summary of how the current board may evolve can be summarized as follows (Further consultations required through April and May 2016 to refine further):

Representation	Current Board Representation	Proposed Board Representation (Work in Progress)
Partner Countries	▪ 4 seats currently occupied by India, Indonesia, Nigeria, and Tanzania	▪ Add 2 seats and adopt the WHO regional model of country representation (6 seats total) ▪ WHO aligned regions would be as follows = Africa, Americas, South-East Asia, Europe, Eastern Mediterranean, Western Pacific
Multilateral Organizations	▪ 4 permanent seats (UNICEF, UNPFA, WHO, and World Bank)	▪ Add 1 new, rotating seat for Non-UN Multilaterals (Global Fund, GAVI) ▪ World Bank alternate will be GFF
NGOs	▪ 4 seats	▪ No change yet identified (constituency consultations currently in process)
Donors & Foundations	▪ 4 seats ▪ 1 of 4 reserved for foundations	▪ Potential proposal to integrate government agencies with Partner Country constituency while maintaining a separate constituency for Partnership funders and foundations. Change not yet reflected, further consultations pending.
Adolescent &Youth	▪ No formal representation	▪ Add at least 2 seats
ART	▪ 3 seats	▪ No change yet identified (constituency consultations currently in process)
HCPA	▪ 3 seats (ICM, FIGO, and IPA)	▪ Add 1 seat for other professional associations, to be filled on a rotating basis)
Private Sector	▪ 2 seats	▪ No change yet identified (constituency consultations currently in process)
EWEC UNSG	▪ No representation	▪ Add 1 seat for EWEC UNSG ▪ UNF as alternate
Relevant Initiatives	▪ No representation	▪ Add 1 set for a relevant initiative (e.g. FP2020)
Inter-Parliamentary Institutions	▪ No representation	▪ Add 1 seat, to be filled on rational basis (e.g. IPU, APA, etc.)

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Board Sizing & Composition (3 of 3)

Applying the changes proposed thus far on the preceding page, the Board size and composition would evolve as indicated in the table below. (Further consultations required through April and May 2016 to refine further):

#	Seat
1	Partner Countries (Africa Region)
2	Partner Countries (The Americas Region)
3	Partner Countries (South-East Asia Region)
4	Partner Countries (Europe Region)
5	Partner Countries (Eastern Mediterranean Region)
6	Partner Countries (Western Pacific Region)
7	UN Multilateral (UNICEF, permanent)
8	UN Multilateral (UNFPA, permanent)
9	UN Multilateral (WHO, permanent)
10	UN Multilateral (World Bank, GFF alternate, permanent)
11	Non-UN Multilateral (Global Fund, GAVI, rotating)
12	EWEC UNSG (UNF as alternate)
13	NGO (consultations in process)
14	NGO (consultations in process)
15	NGO (consultations in process)
16	NGO (consultations in process)

#	Seat
17	D&F (consultations in process)
18	D&F (consultations in process)
19	D&F (consultations in process)
20	D&F (consultations in process)
21	Adolescent and Youth (consultations in process)
22	Adolescent and Youth (consultations in process)
23	ART (consultations in process)
24	ART (consultations in process)
25	ART (consultations in process)
26	HCPA (ICM)
27	HCPA (FIGO)
28	HCPA (IPA)
29	HCPA (other professional associations, rotating)
30	Private Sector (consultations in process)
31	Private Sector (consultations in process)
32	Initiatives (e.g. FP2020)
33	Inter-Parliamentary Institutions (e.g. IPU, APA)

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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 SRMNCAH 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
1. Leadership within the SRMNCAH community[1]	9. Geographic mix
2. SRMNCAH related expertise (e.g. technical, managerial, etc.) [1]	10. Demographic mix (age, gender, etc.)
	11. National and international institutions
3. Strategic Thinking[1]	12. ART
4. Advocacy	13. D&F
5. Governance and accountability	14. HCPA
6. Negotiation	15. NGO
7. Cultural dexterity	16. Multilaterals
8. Resource mobilization	17. Private Sector
	18. Government
	19. Adolescents and Youth

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

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

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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

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"

Inclusive

4. We use a mix of methodologies, tools, and techniques that allow for broad participation of partners
5. We first seek to understand
6. We build consensus
7. We share power and actively address barriers
8. We build bridges and collaborate across constituencies
9. We readily share information and documents

Accountable

10. We come to prepared and with a point of view
11. We consult with and represent our constituencies
12. We follow-through
13. We challenge assumptions

Evidence Led

14. We explore the options before forming a hypothesis
15. We make decisions based on the facts
16. We acknowledge the gaps in our knowledge

Learning Continuously

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

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

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Board & Committee Nomination Processes (1 of 3)

- 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, 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 (2 of 3)

Constituencies should retain the liberty to nominate their own representatives, however, the Board (via 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	5
Action	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 candidates (member and/or alternate position) from within constituency to nominate, aligned to board membership criteria and role description	Review list of nominees against target profile and endorse nominees with appropriate profile	Confirm the vetted list of nominees is acceptable by the constituency	Select candidate by means agreeable within the constituency
Actor	Governance and Nominations Committee	Constituency	Governance and Nominations Committee	Constituency	Constituency
Input	Board Profile Matrix	Role description for role requiring nominations	List of nominees	Refined and endorsed list of nominees	Refined and endorsed list of nominees confirmed
Output	Potential Board Member Profiles Role description for role requiring nominations	List of board member nominees	Refined and endorsed list of nominees	Refined and endorsed list of nominees confirmed	Candidate selected

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Committee Member Nomination Process (3 of 3)

The process for selecting committee and working group members from the list of Board members is proposed to follow a similar flow as the above Board member selection process, with some specific modifications:

	1	2	3	4	5
Action	Identify the vacant role (e.g. committee chair, co-chair, committee member at large) and update committee membership criteria (as informed by board profile and succession plan).	Identify potential candidate(s) from within the Board membership If a working group, candidates do not necessarily have to be board members.	Review list of nominees against target profiles and endorse nominees with appropriate profiles.	Confirm the vetted list of nominees is acceptable by the Board members of the relevant constituency.	Select Candidate according to Board decision making process (as outlined above)
Actor	Governance and Nominations Committee	Board	Governance and Nominations Committee	Board	Board
Input	Board Profile Matrix	Role description for role requiring nominations	List of nominees	Refined and endorsed list of nominees	Refined and endorsed list of nominees confirmed
Output	Committee Profile Matrix Role description for role requiring nominations	List of committee member nominees	Refined and endorsed list of nominee	Refined and endorsed list of nominees confirmed	Candidate selected

Appendix

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Board Mandate and RACI Responsibility Matrix

To further clarify roles and decision making authority of the board and its committees, a responsibility matrix can be overlaid across the different activities outlined as part of the overall mandate.

For each governance related activity line item, a specific role is assigned to each entity:

R	Responsible - those who do the work
A	Accountable - ultimately answerable for the work; will provide approval; and may delegate to those “Responsible”
C	Consulted - those whose opinions are sought; two way communication
I	Informed - kept up to date on progress; one way communication

Additional notes on the use of the “RACI” responsibility matrix:

- Multiple entities can be “Responsible” for the completion of an activity, but only one entity can be “accountable”
- For the purpose of this comparison, “Informed” has been omitted – it is assumed broadly that all necessary entities will be informed appropriately.
- The secretariat serve the Partners across almost all activities, independent of the “RACI” assignment – for the purpose of understanding governance model, the secretariat are not explicitly referenced and are assumed integrated in a supporting role.

Governance Responsibility Matrix

#	Activity	Board	Exec Committee	Finance Comm.	Strategy Comm.	Gov & Nom Comm.
Oversee Partnership's Engagement in the EWEC Movement for the Global Strategy 2.0 (i.e. Strategic Oversight & Decision Making)						
1	Give voice to multiple constituencies across the SRMNCAH sector	A, R	R	C	C	C
2	Serve as a forum to identify broad strategic priorities for the Partnership; provide a space to achieve consensus	A, R	R			
3	Share information and perspectives on progress in implementation of the Global Strategy	A, R	R		R	
4	Lead the Partnership by articulating an inspiring vision, setting strategic direction and priorities in alignment with EWEC movement and Global Strategy 2.0.	A, R	R			
5	Monitoring the effectiveness of all sectors in achieving the goals of the Global Strategy 2.0 , and promote action for redress, through the unified accountability framework, and secretariat support to the IAP	A, R	R			
6a	Establish and oversee a committee to nominate members of the Independent Advisory Panel, for appointment by UNSG. [completed];	A, R				
6b	IAP Review and prepare commentary on the IAP's annual accountability report for presentation to the UNSG and relevant bodies.	A, R	R			
6c	Dedicate a significant portion of Board proceedings to addressing the findings of the IAP report and devising actionable strategies to close identified gaps.	A, R	R			
Govern the Partnership as an organizational entity (i.e. Operational Oversight and Decision Making)						
7	Monitor and oversee the creation and implementation of the Partnership's work plan and budget aligned to the core functions of Analysis, Advocacy, Accountability, and Alignment.	A	R	R	R	
8	Establish the appropriate decision making structures to facilitate the effective oversight of Partnership operations (e.g. Strategy Committee, Finance Committee, etc.).	A	C	C	C	R
9	Secure adequate funding and ensure safeguards to monitor the effective use of funds for the operation of the Partnership.	C	C	C	C	
10	Ensure effectiveness of the Board by selecting qualified and committed Board members, educating Board members to serve effectively, and engaging in regular assessments and board development.	A, R	C			R
11	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.	A, R	R		R	C