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

Decision Set 2 For EC Guidance

April 2016

The Partnership
for Maternal, Newborn
& Child Health

Introduction

- The content of Decision Set 2 is directly linked to and is dependent on Decision Set 1.
  - Advancing both decision sets in parallel requires an iterative approach to the development of recommendations.
- The following preliminary content has undergone cursory review but has not been consulted on extensively with constituencies.
- The AGG requests the EC to review and provide comment on the initial draft of Decision Set 2. This includes:
  - Committee Charters
  - Decision making approach
  - Alternates and Observers
- 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.
- Once constituency consultations are completed, this Decision Set 2 will go to the May Board meeting for discussion.

WIP DRAFT v4

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[1]	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

The Partnership for Maternal, Newborn & Child Health

WIP DRAFT v4

Executive Committee Charter

Mission	Provide operational oversight to govern the Partnership as an organizational entity.
Responsibilities	▪ **Strategy:** Translate broad strategic directions approved by the Board to concrete strategies & areas for action. ▪ **Operations:** Monitor and oversee the creation and implementation of the business plan and annual work plans and budget aligned to the strategic objectives. ▪ **Committee Oversight:** Establish the appropriate decision making structures to facilitate the effective oversight of Partnership operations (Finance Committee, Strategy Committee, Governance and Nominations Committee, etc.). ▪ **Resource Mobilization:** Secure adequate funding and ensure safeguards to monitor the effective use of funds for the operation of the Partnership. ▪ **Governance:** Ensure Board effectiveness by selecting qualified and committed Board members, educating Board members to serve effectively, and engaging in regular assessments and board development. ▪ **Membership Engagement:** Engage with constituencies and key stakeholders to maintain relationships, facilitate communication, build consensus, and create stronger and more frequent linkages that catalyze cross-constituency collaboration.
Meetings	▪ Every other month (Virtual, 1 in person per year) ▪ Additional ad-hoc meetings may be called at the request of the chair ▪ Rolling schedule set one year in advance
Membership	▪ Chair ▪ Co-Chair x2 ▪ Chair from Finance Committee (Finance Committee Co-Chair serves as alternate) ▪ Chair from Governance & Nominations Committee (Governance & Nominations Committee Co-Chair serves as alternate) ▪ Chair from Strategy Committee (Strategy Committee Co-Chair serves as alternate) ▪ One member from each of the Partner Country regions (6 in total) ▪ One member from each constituency that is not represented by the above members ▪ The host organization serves as a permanent ex-officio member of the EC ▪ A two-year term, renewable once; renewal to be staggered to maximize learning and consistency.
Reports & Other Assets	▪ **Strategic Plan:** Definition of the Partnership's strategic objectives (5 year time horizon) ▪ **Business Plan:** Definition of the Partnership's Results Framework, Budget, and Secretariat (3 year time horizon) ▪ **Work Plan Progress Report:** Periodic update on work completed as indicated by metrics in Results Framework ▪ **Sub-Committee Reports**: Progress reports, recommendations, and escalations from sub-committees to the EC.

WIP DRAFT v4

Finance Committee Charter

Mission	Provide recommendations on budget, work plans, and other financial proceedings that support the overall mission and strategic objectives of The Partnership
Responsibilities	▪ **Budget:** Review and provide advice on The Partnership's budget, with due consideration of Strategic Plan, Business Plan, Annual Work Plans, and within WHO policy and guidelines ▪ **Work Planning:** Develop and maintain a set of informal guidelines, in alignment with WHO policy and guidelines, which can be applied during the creation of Annual Work Plans to help ensure effective and catalytic allocation of budget ▪ **Reporting:** Review the annual financial report of the Secretariat ▪ **Monitoring:** Monitor expenditure of the budget in the course of the year and report to the Executive Committee after the conclusion of each half year ▪ **Audit:** Review findings of WHO generated financial audits and reports if available, and report findings to the Executive Committee
Meetings	▪ Twice per year ▪ Additional ad-hoc meetings may be called at the request of the chair ▪ Rolling schedule set one year in advance
Membership	▪ Chair (must be member of the Executive Committee) ▪ Three additional members from constituencies not represented by the Chair ▪ At least one member must have strategic finance and accounting expertise. If this is not possible, an external Non-Partner with relevant expertise may join the committee in a pro-bono advisory capacity (i.e. non-voting) ▪ A two-year term, renewable once; renewal to be staggered to maximize learning and consistency.
Reports & Other Assets	▪ **Work Plan:** Catalytic Activity Guidelines: Recommendations that can be applied when defining work plans to ensure budget is allocated to activities that will catalyze partner engagement and impact. ▪ **Budget (3 year):** High level 3 year budget included in the Business Plan ▪ **Budget (1 year):** Annual Partnership Budget aligned to Business Plan and annual work plans.

WIP DRAFT v4

Governance & Nominations Committee Charter

Mission	Improve governance effectiveness and provide nominations process oversight
Responsibilities	▪ **Manuals:** Review board and committee manuals, by-laws, constituency manuals, role descriptions, and all other governance documents recommending potential changes to the board annually (as necessary) ▪ **Board Profile Matrix:** Review board profile annually and identify gaps to inform nomination and succession planning needs ▪ **Succession Planning**: Manage succession planning process for board members in alignment with target board profile matrix and schedule nominations accordingly. ▪ **Nomination:** Facilitate board member nomination process in alignment with Board Profile Matrix, vet fitness of constituency nominations, and recommend candidates for consideration ▪ **Board evaluation:** Facilitate the board evaluation process; make recommendations for improvement (as necessary) ▪ **ED evaluation:** Facilitate the collection of board feedback on ED performance when requested by the Board and the host organization (WHO) ▪ **Board Education:** Lead planning of new member orientation, ongoing training, and board retreats
Meetings	▪ Once per year ▪ 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. ▪ Rolling schedule set one year in advance
Membership	▪ The committee chair role will be filled by the Executive Committee Chair ▪ The committee co-chair role will be filled the Executive Committee Co-Chair ▪ Members will include one board member from each consistency that is not already represented by the committee chair and co-chair seat. ▪ A two-year term, renewable once; renewal to be staggered to maximize learning and consistency.
Reports & Other Assets	▪ **Governance Manuals:** Update and maintain a comprehensive list of policies, processes, and procedures. ▪ **Board Profile Matrix:** Comparison of board's current vs. target list of skills, experiences, traits, and representational attributes. ▪ **Board Succession Plan:** Outline of current board member start and end service dates, renewal status, and list of prospective replacement board members. ▪ **Board Self-Assessment:** Results of the board's annual self-reported evaluation. ▪ **Governance Scorecard:** Annual metrics published indicating overall board efficiency and effectiveness.

WIP DRAFT v4

Strategy Committee Charter

Mission	***To be confirmed with finalization of SO Co-Convener Terms of Reference and included as part of this document in subsequent version.***
Responsibilities	▪ ***To be confirmed with finalization of SO Co-Convener Terms of Reference and included as part of this document in subsequent version.***
Meetings	▪ Quarterly ▪ Additional ad-hoc meetings may be called at the request of the chair ▪ Rolling schedule set one year in advance
Membership	▪ Chair, Co-Chair (The committee chair and co-chair role will be filled by one of the 8 SO Co-Conveners) ▪ Membership comprised of the SO Co-Convener (2-3 per SO) ▪ Additionally, one member from the Finance Committee (non-voting) ▪ Term duration for each SO Partner Co-Lead member on the Strategy Committee is dependent on the duration of his/her individual appointments as SO Partner Co-Lead for each of the respective SOs.
Reports & Other Assets	▪ ***To be confirmed with finalization of SO Co-Convener Terms of Reference and included as part of this document in subsequent version.***

WIP DRAFT v4

Alternates and Observers

The Partnership's approach to the role of Alternates and Observers is proposed as follows:

Alternates

Each holder of a seat on the Board may designate an Alternate Member to serve in his or her place. The Alternate Member serving in the place of a board member shall have the same rights, privileges, and responsibilities as the Board Member while he or she is representing the Board member (e.g., Board member is absent).

The designated Alternate Member may or may not belong to the same organization, but must be from within the same constituency segment (For example, The Partner Countries Europe Region Alternate must be from the Europe Region). The individual should have a comparable level of skill and experience.

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.

Question: Is 2 an appropriate number of observers per constituency?

Observers

At each board meeting, a constituency may decide to send observers as part of its delegation. Each constituency is permitted to send up to 2 additional observers. These are non-funded participants.

This does not include special guests (maximum of 5 total) invited by the Chair / Co-Chairs / ED, and additional speakers on special topics, which will be decided on a case by case basis.

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Decision Making Approach

Current terms of reference indicate that in instances where consensus cannot be reached, a vote can be taken where a simple majority (i.e. 50% + 1) is required to pass a proposal. However, as partner participation grows, greater clarity and consensus is required to improve decision making. The decision making approach is proposed to be revised as follows:

The Board and committees shall use best efforts to reach all decisions by unanimous consensus. If all practical efforts by the Chair and members have not led to unanimous consensus, the Chair (or members with voting privileges) may call for a vote by the members in attendance. Members, including the Chair, may cast their vote in one of four ways:

- **Agreement:** The vote is counted in favour of the full proposal.
- **Agreement, with declared reservations:** The vote is counted in favour of the proposal, however, reservations are noted for the record. The group may or may not decide to re-word the proposal. This does not count as a vote against the proposal.
- **Object:** The vote is counted against the proposal. Reservations are noted for the record.
- **Abstain:** The vote is counted neither in favour for or against the proposal. Members may abstain for reasons such as having declared a conflict of interest, are in strong disagreement but do not want to block the proposal by objecting, or if they do not understand the proposal. Abstained votes are noted for the record.

On the Board, in order for a proposal to pass, a vote of unanimity minus two is required. (I.e. a proposal with two objections will pass, and a proposal with three objections or more will not pass).

In all other committees which are smaller in membership, in order for a proposal to pass, a vote of unanimity minus one is required. (I.e. a proposal with one objection will pass, and a proposal with two or more objections will not pass).

In the event a motion passes with declared reservations or abstained votes, the Chair may identify additional action relevant to address the nature of the reservation. However, this does not change the outcome and the motion is recorded as passed.

If, in exceptional circumstances, the Executive Director, Board Chair (or co-chairs), Executive Committee Chair (or Co-Chairs) determine that a pending issue requires input, and the issue cannot wait until the next meeting Board meeting, the Board Chair and Co-Chair may call for an extraordinary Board meeting (virtual or in person).