PMNCH 25ᵗʰ Board Meeting

Tuesday, 30 June, 2020

Document Title: PMNCH Options for Governance models. Discussion paper.

Document Number: PMNCH-B24-2020; 5a

Summary: Reflecting on the findings from the external evaluation, the PMNCH's Governance & Nominations Committee (GNC) has worked diligently over the last several months to formulate options for revamping PMNCH governance structures, following a comparative analysis of 16 global partnerships. Additionally, to ensure alignment with the new Strategy 2021-2015, the process included ongoing consultation with the PMNCH Strategy Committee. A discussion paper was presented to the PMNCH Executive Committee (EC) with three potential options of Governance models. Following the helpful input of the EC on these options the resulting *"PMNCH Options for Governance models – Discussion paper"* is for consideration by the Board in deciding on next steps in the development process. Questions will be provided during the meeting to focus the discussion on key strategic decisions on governance.

Actions Required: *The PMNCH Board is asked to review the options for governance models and decide on next steps in the development process.*

Background

Key Findings and Recommendations from the External Evaluation that related to governance were reviewed by the Governance and Nomination Committee (GNC) prior to the Strategy Retreat. (See Annex I for full details) Flavia Bustreo was the Chair of the External Reference group for the External Evaluation and led the process through GNC as its chair. It was determined that there was a need for a comparative analysis (benchmarking) to inform the work of the GNC in bringing forward responses on governance structures that were also aligned with the Strategy. There has been consultation with the Strategy Committee (SC) and the GNC and SC chairs have collaborated on the level of detail required for the Strategy. The recent discussion with the Executive Committee (EC) provided helpful feedback, recognising that the ultimate decision on governance will be made by the Board. It is important to recognise that the process began before the COVID19 pandemic and has been increasingly shaped by its consequences, including the necessity for virtual meetings.

The Key Governance Findings from the PMNCH External Evaluation:

IV. The current governance structure for PMNCH is unwieldy. The expansion of the governance architecture is heavily related to the different thematic and geographic directions that PMNCH has been drawn into in the context of a changing global agenda
V. A large majority of informants suggested the need to reform the governance structure and decision-making bodies for greater efficiency and effectiveness.

The Key Governance Recommendations from the PMNCH External Evaluation:

Develop a new governance structure with clarity around the roles and responsibilities of different governing bodies. Actions for governance and internal transparency arise directly from decisions taken concerning the new Strategy. Since form follows function, decisions on priorities (breadth vs depth), the role of the secretariat (direct vs facilitation), on reporting (reducing the volume of reports etc) will determine the size and skills profile of the Secretariat going forward. In deciding upon the new governance structure, the GNC should examine the composition of the Board, the relationship between the Board and Board standing committees, and the relationship of these to the Secretariat, particularly regarding decision making and the level of consultation required for different types of decisions. At the request of the External Evaluation Referencing Group (EERG), some options of what this new governance structure could look like were provided.

The GNC met in February to review the relevant key findings and recommendations, and agreed its mandate to:

- Assess what kind of Board is needed given the mandate and structure of PMNCH.

- Advise on type and number of meetings to be held.

- Assess progress reports of work plan to be developed and when to send to EC and or Board.

- Assess, given the type of Board, what the functions and modality of the EC should be.

- Assess the mandate and modality of the GNC and SC given that above functional revisions of the Board and EC

- Assess the structure of Strategy / Business Plan, including workplan to continue to delineate clearly the role of the lead partners vs a vs the Secretariat.

In order to proceed effectively, it was agreed that a comparative analysis [benchmarking] of relevant global partnerships should be undertaken and the Secretariat contracted with Dorothy Shaw, also the vice-chair of the GNC, to this end, assisted by the PMNCH Secretariat. Interviews were undertaken with sixteen global health partnerships and alliances [See Annex II] and their governance arrangements shared with the GNC to assist its deliberations in developing options for governance structures to address the concerns raised in the evaluation and align with the Strategy. The GNC has met four times since February, with several extended meetings.

PMNCH is unique as a global partnership, and its core asset is the breadth and diversity of its partners. It has the largest Board of all the partnerships reviewed. The recommended focus for the Governance and Nomination Committee (GNC) was to suggest options on how to improve the cost-effectiveness, size and function of the Board, including the number of members, size and composition and its constituencies in order to have a better value proposition. In addition, GNC would advise on the frequency and type of meetings, especially taking advantage of the opportunities presented by a digital and virtual environment.

Considerations from the Comparative analysis of global partnerships and alliances
See Annex II for details.

GNC Members reflections on a governance structure

- Important to have a clear and simple governance structure; equally important to establish effective engagement mechanisms so that PMNCH partners increase their overall engagement and collaboration, not decrease due to cutting of governance structures. A tiered approach to becoming a partner should be explored.
- Important to consider how governance structure influences the Partnership's ability to deliver on its emerging Strategy.
- No change to number of constituencies and their internal structures; external Evaluation noted that the diversity of PMNCH partners was an asset.
- Have one face-to-face meeting of partners annually, supported by virtual meetings at other times throughout the year, to enable partners an opportunity to interact, align and do more together than alone.

- Several committees or working groups to remain in any governance structure model, including Governance & Ethics (standing committee), Advocacy (standing committee) and Strategy (as an ad hoc committee after the Strategy is approved or potentially merge with Advocacy).
- Assuming that the Strategy will be focused on Advocacy as the key value add of the partnership, the workstreams and other working groups, e.g. K&E and Accountability WG, should in some way be embedded within or report to the Advocacy Committee / Working group.
- Further reflection on reporting structures will depend on the final option for governance structure.
- Future meetings of the PMNCH Board will be a mix of virtual and in person capitalizing on the ongoing digitalisation of the membership and partner engagement.

Political championship

- Maintain the political capital that the Partnership has through the current Board and beyond, and enable more effective engagement and partner-led action.
- Capitalize on the political championship of our Board Chair.

Partner engagement & representation in GH alliances

- Digitalization and virtual connectivity imperative moving forward.
- Agreement that virtual Partners' Forum or equivalent (mini-Forum) possibly at time of annual in-person Board meeting is important for continued partner alignment, networking and advocacy.
- Important to consider country/partner needs as key drivers.
- The national multi-stakeholder platforms (MSP) need to include both capacity building and technical assistance in order to become effective country-led partnership-centric models. These would be linked up to PMNCH governance structures.
- Additional ideas regarding Partner Engagement, including having country focal points, discussed in the Country Engagement Working Group and in the consultation process; alignment with GFF and UHC focal points / platforms at country level.
- General agreement reached that PMNCH's continued presence in other alliances should be discussed with the Board Chair, who may herself represent PMNCH on such structures, but may also delegate to other Board members.

OPTION 1: Retain current Board and EC structure

- This option assumes no changes are made to the existing governance structure. The Board would be responsible for strategic oversight and decision making, while the EC would remain in charge of operational oversight and make decisions as necessary between Board meetings. The Board would continue in its current size, including alternates. The GNC, SC and working groups would continue to report to the Board. The Board could meet once a year in person, with additional meetings taking place virtually. There would be no change to constituency number or structure.

OPTION 2: Streamline Board and other structures

- Downsize the Board from 30 to 24 members, keeping to a maximum of 3 members per constituencies (this has implications for the following constituencies: PG; D&F, NGO and UNA) and eliminating the EWEC observer seat.
- All alternate seats would be removed, thereby reducing the size of the Board meetings substantially. [Board members unable to attend a meeting would designate an alternate following the process outlined in the revised Board manual. (To follow)]
- WHO as the host to become ex-officio (non-voting) member. [1]
- Change "Permanent members" to "Founding members".
- No change to constituency number or structure.
- Meetings may take place once a year face-to-face, with additional meetings taking place virtually. In 2020, All Board meetings will be virtual due to COVID19.
- The role of the Board would be: strategic advice on high level issues, strategic oversight and being a platform for high-level champions to advocate globally for WCAH. Board meetings would cover pertinent WCAH issues prepared by the standing committees/WGs for discussion and decision. Board members would play a stronger role in championing and advocacy on WCAH issues.
- The EC would become an "Executive Management Committee" with clearly delegated authority to take decisions on strategic and operational matters. The size and composition would remain the same (which currently includes one representative from each of the 10 constituencies, and the Chairs of the GNC and SC, in addition to EC Chair, Vice-chair, Executive Director, and hosting agency), as well as selection process (meaning constituency representation). The standing committees and working groups would all report to the EMC only.
- The EMC would meet mostly virtually and probably bimonthly.
- The Board would retain the ability to set up other committees.

---

[1] WHO is ex-officio (non-voting) at PMNCH EC. Hosted organizations in comparative analysis have host as ex-officio non-voting member of Board due to potential for perceived or real conflict of interest. (Host responsible for funding has vote in some boards)

OPTION 3: Combined governance structure

- The EC and Board would merge to become a Board of 15, comprised of10 constituency members equally represented (one seat for each existing constituency), a high-profile Executive (i.e., the current Board Chair Helen Clark and her two Co-Chairs); Standing Committee Chairs (GNC, SC and Advocacy); and WHO as the host agency and Secretariat's Executive Director as ex officio members. There would be no change to constituency number or structure. The Board would have strategic and operational oversight. All standing committees and working groups would report directly to the Board. The Board would meet regularly quarterly, mostly virtual, but with at least one face-to-face meeting per year as deemed convenient (e.g., possibly in conjunction with the WHA and UNGA, where costs of travel can be shared and political engagement and advocacy opportunities can be seized.

A table comparing the pros and cons of each model is provided on Pages 6-8.

Input from Executive Committee

Discussion at the EC could be summarised as not supporting Option 1 and overall support for Option 2 with consideration of a hybrid model encompassing elements of Option 3. Specific details of a model were not discussed. Input following the EC meeting included concern from WHO and its suggested non-voting status.

Board manual

There will also be a rewriting of the Board manual once the optimal governance structure is agreed on by the PMNCH Board.

Secretariat

A streamlined PMNCH governance structure will release the Secretariat from the time-intensive requirements in organizing and following up in-person meetings and events, necessarily dependent on extensive travel and hands-on technical and management support. This shift will require careful review and reprofiling of current Secretariat roles/functions to ensure it is fit for delivery in line with the new digital approach and Strategy goals. By creating and promoting interactive structures that enable partners to connect directly with each other -- including through regional hubs for collaboration, operating in locally relevant languages – the Secretariat is better able to focus on what is can do best: Enable and promote meaningful engagement within and among constituency groups and partners; assist in disseminating partner-led products; amplifying joint advocacy messages; and providing technical and governance support as required by partners. This process will follow the completion of the Strategy and Governance review, ensuring "form follows function".

Moving forward

Given the ongoing consultation on the Strategy, COVID19, and the planned implementation of the Digital Platform describedin [Annex III](Annex%20III), a final decision at this time on any of the above options for governance may be premature. Partner engagement, including multi-stakeholder platforms and high-level political championship are essential elements for success. The structure at levels beyond EC and Board that best serves the Strategy is still in development and will be discussed at this Board meeting. In addition, a mini Partners Forum (described in full detail in [Annex III](Annex%20III)) would present a unique opportunity to allow champions, partners, and Board leaders to gather for joint learning, brainstorming and action through an online interactive forum organized by PMNCH. These special online events would be linked to a small in-person meeting of PMNCH Board leaders taking place in parallel, and timed to maximize key dates in the global health and development calendar, such as the World Health Assembly and the UN General Assembly. The first virtual mini-Forum [on COVID19] is planned for July 1-2, 2020.

Feedback from the Board will be taken into account in developing a modified or hybrid governance model incorporating aspects of Options 2 nd 3. The GNC would finalize this hybrid model for approval by the Board, after circulating to all constituency partners for consultation.

The agreed on governance structure should be flexible with consideration of evolution once all elements of the Digital strategy are in place and effective.

Comparison of Governance Reform Options

This table summarizes three options for governance reform. These options are formed in response to the findings of the independent External Evaluation of PMNCH (January 2020).

Objectives for reform	**Option 1** **Retain current Board and EC structure** • No changes are made to the existing governance structure.	**Option 2** **Streamline Board and other structures** • Downsize the Board from 30 to 24 members, keeping to a maximum of 3 members per constituencies.	**Option 3** **Combined governance structure** • The EC and Board would merge to become a Board of 15, comprised of 10 constituency members equally represented.
Reduce complexity of PMNCH governance structures	PROS • None identified	PROS • Addresses concerns of External Evaluation about size and complexity of Board by reducing board and alternate seats by 20% and 100%, respectively. • Retains current structure of a widely inclusive Board. • Executive Management Committee can take decisions more quickly and easily than a large Board structure with infrequent meetings.	PROS • Addresses concerns raised by External Evaluation, regarding size and simplicity of Board – smaller Board size and more visibility of individual Board members. • More frequent and virtual meetings of a smaller Board, with both strategic and operational issues discussed, will allow for more nimble approach, including response at evolving global, regional and country level. • Avoids potential arguments about unequal representation of constituencies. • Direct representation of Standing Committees on Board ensures related sub-working groups are directly engaged/consulted in

			Board strategic and operational decisions.
	CONS • Does not address External Evaluation findings that PMNCH governance is now seen as overly complex; cumbersome for members to understand and engage with. • Highly resource-intense to operate and manage, risk of inefficiency and opportunity costs.	**CONS** • Reduction of Board seats by 20% and removal of Alternate seats may be insufficient to counter criticism of cumbersome structure, size and complexity. • Reduction of Board seats by 20% and removal of Alternate seats may be insufficient to counter criticism of cumbersome structure, size and complexity. • Potential concern about reducing the number of seats of the Board and non-proportional representation. • The new Board would be only twice the size of the EMC, raising questions about representation on each.	**CONS** • Model is untested and relies on effective digital engagement: A slimmed-down Board with fewer seats and no alternates will need to compensate for potential "loss" of partner engagement by adopting new mechanisms for effective partner engagement.
Maximize value for money	**PROS** • During the COVID-19 pandemic, all Board and other meetings will be virtual. This will reduce cost. **CONS** • Still costly if face to face meetings return after COVID-19 virtual meetings.	**PROS** • Reduces annual Board operational costs by an estimated 30% (i.e., assuming one in-person annual meeting and one virtual meeting per year). **CONS** • None identified	**PROS** • Reduces costs of governance by an estimated 60% in direct costs and Secretariat support costs for Board meetings. **CONS** • None identified
Sustain high level advocacy	**PROS**	**PROS**	**PROS**

	• Retains powerful champions at the helm of the PMNCH Board for high level advocacy.	• Retains powerful champions at the helm of the PMNCH Board for high level advocacy. • Annual in-person Board meeting ensures political attention, engagement at global level and in host country of Board meeting.	• Retains powerful champions at the helm of the PMNCH Board for high level advocacy.
	CONS • None identified.	**CONS** • None identified	**CONS** • Uncertainty whether a merged Board/EC of 15 members would continue to attract high-level participation (eg 1 minister). • Advocacy through convening and engaging partners untested
Sustain partner engagement	**PROS** • Provides a structured and inclusive platform for many members to engage.	**PROS** • Partners Forum would evolve, becoming annual but virtual – with in-country, in region and/or global opportunities when Board members meet in person (or virtually – COVID19)	**PROS** • Virtual or in-person meetings of small Board at WHA or UNGA provides political engagment and advocacy opportunities. • Virtual Mini-forum model for advocacy and more
	CONS • Does not address issues of partner engagement identified by the External Evaluation.	**CONS** • Uncertainty whether removal of alternate seats is a deterrent to partner engagement	**CONS** • This model relies on effective digital engagement across regions and languages to offset risk of partner disengagement in a much smaller Board; this is untested to date.