

PMNCH Task Force on Structure
10th & 11th November 2008



Board Paper - Governance

5th November, 2008



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GLOSSARY

- Forum:** The Forum is currently a biennial meeting of a diverse range of members of the PMNCH with expertise/ experience in MNCH issues, which among other functions, currently also endorses the constituency nominations for representation on the PMNCH Board.
- Members:** All members of PMNCH, who represent the six constituencies of: (i) Multilateral Organisations; (ii) Professional Associations; (iii) Non-Governmental Organisations; (iv) Research and Academic Institutions; (v) Partner Countries; and (vi) Donors and Foundations.
- Board:** Also referred to as the Steering Committee in the PMNCH Conceptual and Institutional Framework, and currently made up of a maximum of 23 Members as selected by the constituency groups.
- Partnership:** PMNCH or Partnership used interchangeably.
- Secretariat:** The current and/ or future Secretariat to the Partnership.
- Partners:** All members of the PMNCH Forum, but the presumption is that in the majority of cases this will be those members who actually sit on the PMNCH Board.

SUMMARY OF RECOMMENDATIONS

Task Force on Structure recommends to the Board:

Recommendation 1 (Board membership):

- That Board membership (in terms of constituencies and number of Board seats) should be maintained as it is currently for the immediate future.
- That the benefits of including a private sector constituency and Board seat be explored in the future, within a defined timeline.
- That principles for effective management of Board business be adopted, including cost containment and ensuring procedures for clear decision-making.
- That the proposed process for accepting (or not) nominations for Board membership from each constituency group be adopted.
- That the Secretariat develop a paper, for Board decision at its next meeting, setting out guidelines and expectations on how intra-constituency deliberations should be conducted and how the representation of the constituencies on the Board is selected.

Recommendation 2 (role of Forum members):

- That the Forum should continue to be a gathering of a broad range of MNCH stakeholders (as per the existing membership criteria) which meets biennially.
- That the Forum should be a consultative body, and a platform for MNCH members to share views, best practice and experience; and should not be a governance/ decision making body.

Recommendation 3 (Creation of an Executive Committee):

- That the current Chair and Co-Chairs monthly meetings to be transformed into a formal Executive Committee (EC) and that it be established as soon as the Board approves it.
- That the EC will consist of seven Board members, including the Chair, two Co-Chairs and one member each from the remaining three PMNCH constituencies that are not represented in the Chair and Co-Chair seats. Also recommends that the PMNCH hosting institution serve as a permanent ex-officio member of the EC.
- That the process for selection of Board members to serve on the EC should involve nomination by each constituency group within the Board, to be approved by the whole Board.

- That the delegation of functions to the EC is as set out in Table 4.1 of this paper.

Recommendation 4 (Task force membership):

- That the time limited and deliverable-focused task forces should generally be comprised of a majority of Board members/ alternates and should in all circumstances be chaired by a Board member/ alternate.
- That the task forces may include other PMNCH members, who are not Board members, when invited by the Board to participate in the task force for their specific skills and expertise.

Recommendation 5 (Changes to the PMNCH Conceptual and Institutional Framework)

- That the PMNCH Conceptual and Institutional Framework be modified as set out in Section 5 of this paper, and as per the agreed changes in the PMNCH structure and governance arrangements.

1. INTRODUCTION

This Board paper has been prepared by Cambridge Economic Policy Associates (CEPA), on behalf of and in discussion with the Task Force on Structure (Task Force). The Task Force was established by the PMNCH Board, during its Retreat in Geneva on 13th and 14th of September 2008.¹

The objective of the Task Force is to develop options and proposals for recommendation to the Board in three areas: (i) Governance; (ii) Structure of Secretariat; and (iii) Memorandum of Understanding (MoU) with WHO. This Board paper focuses on the first of these three areas, namely Governance.

The Task Force met three times by telephone since the September Board Retreat to discuss the draft proposals and analyses,² and made comments and edits on draft documents by email.

The paper is structured as follows:

- Section 2 provides analysis and recommendations on PMNCH Board membership.
- Section 3 analyses the role of PMNCH Forum members/ partners more broadly.
- Section 4 sets out proposals for governance/ institutional mechanisms, including on Board Committees and task forces.
- Section 5 suggests the areas within the existing PMNCH Conceptual and Institutional Framework that will need to be changed in order to reflect any new governance and institutional processes adopted by the Board.

The paper is supported by two Appendices:

- Appendix 1 contains the Terms of Reference for the Task Force on Structure; and
- Appendix 2 provides the list of institutions that currently make up the Board membership.

It is important to note that the areas of governance discussed in this paper are interrelated, with recommendations in one area having an impact on those in another. The paper on the structure of the Secretariat is also relevant.

¹ The Task Force on Structure is composed of the following individuals: Ann Starrs (Family Care International) – Chair; Pius Okong (FIGO); Bridget Lynch (International Confederation of Midwives); Daisy Mafubelu (WHO); Purnima Mane (UNFPA); and Pascal Villeneuve (UNICEF).

² The three Task Force teleconference meetings were held on Friday, 3rd October; Friday, 17th October, and Friday, 31st October 2008.

2. PMNCH BOARD MEMBERSHIP

2.1. Description of the issue

The Task Force have considered the size and composition of PMNCH going forward.

The Board membership is currently made up of six constituencies and 22 institutional representatives. These include:

- Donors and Foundations, represented by four members³ on the Board, including one specific slot for Foundations.
- Implementing Developing Countries, represented by four members on the Board through the Ministry responsible for health.
- Multilateral Organisations with a health mandate related to MDGs 4 and 5. These are UNICEF, UNFPA, WHO and World Bank represented by one member each (four members in total).
- Non-Governmental Organisations, represented by four members.
- Healthcare Professional Associations, represented by three members.
- Research and Academic Institutes, represented by three members.⁴

The full list of representing institutions for each of the six constituencies is set out in Appendix 2.

2.2. Analysis

2.2.1. Assessment of current situation

There was consensus amongst Task Force members that the Board, as currently constituted, is large, and that this poses a number of challenges to effectiveness and efficiency. This includes, for example:

- Process issues – difficulties in managing deliberations and effective decision making during Board meetings.
- Cost – large membership has a considerable cost impact on the Partnership, in particular if there is a desire for the Board to meet more frequently.

Set against these challenges, members recognised the value of the current breadth and depth of membership (involving MNCH stakeholders from the pre-existing partnerships and including institutional representatives from across the MNCH continuum within each constituency group).

³ We understand that there has been some discussion about having the bilateral donor from the Netherlands join the Board. If this were to happen, this constituency group would have five representatives on the Board.

⁴ The child health slot has recently been filled, on an interim basis, by Jane Schaller, based on suggestions from the academic constituency group

2.2.2. Analysis of options

Table 2.1 provides a summary of the key points in relation to the options for Board size. The key points to note from CEPA's experience are as follows:

- It is possible to have a larger board ('stakeholder body' or a Forum), and there are real merits in this for a Partnership like PMNCH – given that: (i) a large part of the value is in bringing together the different actors in MNCH; and (ii) it is the Board members (as opposed to the members at large) that are key to achieving the objective and outcomes of the Partnership.
- However, effectiveness requires: (i) very careful management of Board business – with an appropriate degree of realism as to what can be achieved and agreed; (ii) some delegation of authority to a smaller group of Board members (see Section 4 below) to ensure that decisions are taken between Board meetings (or where appropriate, referred to the wider Board) and to provide ongoing direction to the Secretariat.
- It would also be possible to reduce the size of the Board, but Board members should not underestimate the time and political negotiations that this would take.

Table 2.1: Analysis of different Board size/ composition

Smaller Board	As is currently	Larger Board (inc. private sector)
<i>Advantages</i>		
<ul style="list-style-type: none"> • More effective decision making • Lower costs 	<ul style="list-style-type: none"> • Inclusive – a key attribute of PMNCH • Institutional memory already exists 	<ul style="list-style-type: none"> • Benefits of private sector perspective (e.g. in innovative financing) • Inclusive and institutional memory already exists
<i>Disadvantages</i>		
<ul style="list-style-type: none"> • Less inclusive • Difficult process to remove current members 	<ul style="list-style-type: none"> • Difficult to manage deliberations and decision making • Costly 	<ul style="list-style-type: none"> • Larger Board to manage • More costly (subject to number of private sector members)

On balance, the Task Force agreed that a smaller Board is likely to be more effective, and that this should be a longer-term objective. However, in the immediate term, given that the agreed focus of the Partnership should be on successfully delivering tangible results in a small number of defined areas, it would not be appropriate to try to restructure the Board membership.

In addition, the Task Force discussed and agreed the following:

- The current practice, whereby Board members are limited to serving no more than two consecutive two year terms, should continue.
- Two face to face Board meetings per year, as has been the practice to date, should also continue, but that there should be a provision for email/

teleconference meetings on routine matters of business that require full Board agreement/ input.

- The four permanent Board members will continue to be UNICEF, UNFPA, WHO and the World Bank; other Board Members will continue to be proposed by their respective constituencies.
- The process for Board appointments should involve Board acceptance (or not) of nominations from each constituency group (in line with allotted seats). This will provide the Board with a mechanism for ensuring overall balance within the Board by issue area (maternal, newborn and child health), geography, gender etc.
- Notwithstanding the concerns about the size of the Board, the Task Force should explore the benefits of including the private sector as an additional constituency of the Partnership

The two final points are discussed in more detail below.

Mechanism for accepting nominations to the Board

The Task Force discussed and agreed that it would be appropriate for the Board to have a formal mechanism for accepting (or not) the nominations from constituency groups for representation on the Board.

Such a mechanism would be relatively straight forward, and include the following steps:

- The constituency group would agree on a single individual/ institution to occupy one allocated seat on the Board.
- The constituency recommendation would be supported by a brief document setting out the relevant experience and expertise of the proposed representative.
- In case the Board does not endorse the proposed candidate, it will provide an explanation (to be recorded in the minutes) to the constituency group of its decision and will ask for a new candidate to be proposed from that constituency.

The Board's judgements of the appropriateness of the recommended candidate, should amongst others things, take account of the:

- the balance of experience and expertise along the continuum of care (maternal, newborn and child health) on the Board;
- geographic diversity of the representation on the Board, both in terms of where the individual/ institution is based and on which high burden countries they focus their operations; and
- the focus of the institution's activity (e.g. advocacy, delivery of services, knowledge sharing) compared with other Board members, to ensure a reasonable spread of expertise/ skills.

Inclusion of a private sector constituency on the Board

The Task Force agreed that there might be value in including the private sector on the Board. This could be achieved by having a formal constituency or through recruiting individuals with relevant private sector backgrounds. This would be consistent with other global health partnerships. An initial analysis is set out in Table 2.2 below.

Table 2.2: Advantages and disadvantages of having a private sector constituency on the Board

Advantages	Disadvantages
<ul style="list-style-type: none">• Potential to introduce new working practices and skills into Partnership activities, e.g. innovative financing approaches, new delivery systems on the ground.• An important stakeholder in many health and pharmaceutical value chains (e.g. medical practitioners, vaccines/ medicines researchers/ manufacturers) and therefore could add valuable insights to PMNCH activities.• Could potentially help in fund mobilisation through their networks/ contacts and be a source of additional resources, particularly in kind contributions (e.g. staff time, products).• Could improve commercial discipline and rigour in management of the Partnership – including in resource allocation, work planning and budgeting, conduct of Board meetings etc.	<ul style="list-style-type: none">• Likely to be a very diverse constituency, with potentially considerable challenges in electing representation to the Board.• Real or perceived commercial conflicts of interest arising from involvement of the private sector in the activities of the Partnership. Could lead to unhelpful, adverse publicity.• Board will be even larger than it is now, therefore more challenging to manage and potentially more costly.

Two additional points are worth noting:

- It was agreed that if the Board does choose to include the private sector as a constituency at some point, care and discretion would be needed in selection of the appropriate type of private sector participation within PMNCH activities.
- There needs to be a degree of realism on the part of PMNCH as to the willingness of private sector stakeholders to participate in the Partnership. Our experience suggests that they will only do so if there is a demonstrable value to them in Partnership activities if they are to engage through a formal constituency group.

Given the above analysis – and the importance of the Partnership delivering tangible result in defined areas – the Task Force chose not to recommend the involvement of the private sector at this stage. Rather it was agreed that the benefits of including the private sector as a Partnership constituency should be explored by the Board in future. Subject to discussion, the timeframe for this work should be agreed by the EC given the other work-plan priorities.

2.2.3. Principles for Board management

Given the conclusion to remain with the current Board composition, the Task Force suggested the following three principles to be applied in the management of Board business:

- Board meetings should be organised with a view to contain costs and to minimise the total time commitments of Board members resulting from travel.
- Board meeting agenda should be organised in advance with appropriate supporting Board papers, and the meetings should be well managed to make the best use of Board time.
- Board deliberations should benefit from input from constituency groups (members) – through mechanisms to be put in place by each constituency (with support as necessary from the Secretariat).

Some of the implications of these principles are set out in Table 2.3 below.

Table 2.3: Proposed principles

Cost containment
<p>Cost containment is an important issue for a large Board, especially if there are full Board meetings more frequently. In this regard, the Task Force suggests that the Board considers:</p> <ul style="list-style-type: none">• Greater use of remote Board meetings for more contained and better defined deliberations and decision making. This could be achieved through written/ e-mail exchanges between members on specific issues or use of teleconferencing.• Use of smaller sub-groups of the Board, as discussed at the Retreat, to focus on particular outputs/ activities subject to its delegated authority by the Board, with regular and pre-defined information feedback processes to the Board as a whole.
Clarity of processes
<p>A more effective Board will require greater clarity of processes for deliberation and decision making during Board meetings, including specification of responsibilities and deadlines for follow-up actions. This is likely to include, among other things:</p> <ul style="list-style-type: none">• Ensuring that supporting Board papers, with clear analysis and a statement of recommendations and/ or actions points for Board decision, are prepared and circulated well in advance of any meeting.• Whilst striving to strike a balance between a more structured approach and scope for participants to voice their views in an open debate, agreeing a practical process for managing debates and voting on each issue under discussion (if there is no consensus).• Managing any conflicts of interest in Board decisions, should they arise.
Intra-constituency deliberations and decision making
<p>The Task Force felt that there was a requirement for a more detailed set of guidelines to support the constituencies in their internal deliberations and decision making, including on selecting their representation on the Board. The Board could consider:</p> <ul style="list-style-type: none">• Including in the Board manual, the guidelines and expectations for intra-constituency discussions.• Encouraging the constituencies to discuss Board Agenda items prior to the Board meeting, and if possible, arriving at a consensus on the constituency position and/ or presenting any differing views back to the Board from within the constituency.

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| <ul style="list-style-type: none">• Making available resources from the PMNCH Secretariat, if its adopted structure/ role allows for it, to support intra-constituency consultative processes. |
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2.3. Recommendation 1

The Task Force on Structure recommends to the Board:

- That Board membership (in terms of constituencies and number of Board seats) should be maintained as it is currently for the immediate future.
- That the benefits of including a private sector constituency and Board seat be explored in the future, within a defined timeline.
- That principles for effective management of Board business be adopted, including cost containment and ensuring procedures for clear decision-making.
- That the proposed process for accepting (or not) nominations for Board membership from each constituency group be adopted.
- That the Secretariat develop a paper, for Board decision at its next meeting, setting out guidelines and expectations on how intra-constituency deliberations should be conducted and how the representation of the constituencies on the Board is selected.

3. ROLE OF PMNCH MEMBERS/ PARTNERS

3.1. Description of the issue

The Task Force considered the role of the PMNCH Forum and the members/ partners more generally, of which Board members are a subset.

The Forum is currently a biennial meeting of a diverse range of partners with expertise/ experience in MNCH issues, which among other functions, endorses the constituency nominations for representation on the PMNCH Board. Members of the Forum are expected to commit to the aims of PMNCH and to contribute to its activities either financially or in kind over a period of time.

This section sets out the analysis and recommendations on the future role of Forum Members for Board decision.

3.2. Analysis

3.2.1. Assessment of current situation

As set out in the PMNCH Conceptual and Institutional Framework, the Forum meeting serves as a global platform for the renewal of commitment to the mission and purpose of the Partnership. Its membership is open to:

- Country representatives, drawn from the Ministry of Health, but who are also knowledgeable of the issues of health care providers, NGOs, and other stakeholders within their country.
- Organisations who are active in one or more of the Partnership priority areas (i.e. maternal, newborn and child health) and work in accordance with the principles of the Partnership.
- Honorary members, who are invited by the Board, based on their personal contributions to the three priority areas of the Partnership, to attend Forum meetings.

It is recognised that a key value of the Forum is the gathering of a diverse range of MNCH stakeholders, to share ideas, best practice and experience, and maintain global focus on maternal, newborn and child health in high burden countries.

Its current functions include, amongst others, endorsing proposed representatives from each constituency group to serve on the Board,⁵ highlighting opportunities and constraints that would warrant attention of the Board, and reviewing progress and reports presented by the Board and making recommendations.

⁵ In the event that there is more than one nominated Board member from a constituency, the successful nominee is identified by a simple majority vote through a ballot organised of the constituency members at the Forum meeting. If there is no imminent Forum meeting around the time of a vacancy, a postal vote is undertaken.

3.2.2. Analysis of options of the future role of the Forum

The options for the role of the Forum considered by the Task Force are as follows:

- (i) The Forum should be a governance/ decision making body, with the power to endorse/ select representatives to the Board, set objectives for the Partnership, and make recommendations to the Board.

Or

- (ii) The Forum should be primarily a consultative and networking group, which would share MNCH best practice and experience, ensure communication amongst the spectrum of MNCH stakeholders, and provide an opportunity for active exchange of views and information on global, regional and national MNCH practices. In this case, Board appointments would be managed directly by individual constituencies and intra-constituency arrangements, with the endorsement (or not) of any new proposed representation by the Board.

The Task Force's view was that the second of these options would be most appropriate – which implies removing the formal right to appoint Board members. This reflected a recognition of the inherent difficulties (e.g. as a result of infrequent (biennial) meetings) associated with it playing an effective governance/ decision making role.

However the Task Force recognised that diversity and breadth of participation from both the global and local (national) MNCH stakeholders was important for the Partnership both in terms of: (i) the promotion of interaction between stakeholders; (ii) communication of key advocacy messages within the MNCH community; and (iii) to receive broad feedback on PMNCH activities.

Indeed, the value of membership of the PMNCH Forum is expected to relate to:

- the opportunity to network and to be able to meet and share ideas and best practice with organisations engaged in similar activities;
- ability to source relevant information/ data (which may not, for example, be readily available in the public domain) from other partners or the Partnership itself related to the MNCH continuum of care;
- working together (through, for example, supporting each other's advocacy programmes) to maintain the global focus on MNCH issues in high burden countries; and
- opportunity to be involved as members of PMNCH task forces, as relevant to the interests and expertise of individual Forum members.⁶

Members of the Forum would continue to have an opportunity to be nominated to the Board of PMNCH (through their respective constituency groups) as well as communicate their views to the existing Board representatives on activities of the

⁶ As noted later, being a Board member is not considered a prerequisite for membership of an individual task force.

Partnership. Similarly, the Board will, through the Forum, be able to inform the greater MNCH community about the ongoing and planned activities of the Partnership.

3.3. Recommendation 2

The Task Force on Structure recommends to the Board:

- That the Forum should continue to be a gathering of a broad range of MNCH stakeholders (as per the existing membership criteria) which meets biennially.
- That the Forum should be a consultative body, and a platform for MNCH members to share views, best practice and experience; and should not be a governance/ decision making body.

4. GOVERNANCE/ INSTITUTIONAL MECHANISMS

4.1. Description of the issue

The Task Force considered whether there was a requirement to extend existing or introduce new institutional mechanisms to support the Board in governing and managing the activities of the Partnership. There are two issues covered here: (i) how to provide oversight/ strategic guidance to the Secretariat; and (ii) the need for time limited task forces, given the Board decision in September to discontinue with the existing Working Groups.

Key points of background are as follows:

- There are currently no formal delegated authorities to the Chair/ Co-Chairs to oversee key elements of the day to day running of the Partnership. However, the practice that has emerged is for the Chairs/ Co-Chairs to meet with Secretariat staff regularly⁷ – roughly once a month, and more often in the period before a Board meeting. Decisions are effectively taken by the Chairs’ action through these meetings.
- As noted in the September Board Retreat material produced by CEPA, there is a need for improving the way in which the Secretariat and the Board work together.
- At the Geneva Retreat, the Board decided to disband the four Working Groups that have existed to date. In their place, the expectation is that there will be time-limited task forces that will focus on particular activities and outputs. The only remaining standing Board committee is the Finance Committee.

4.2. Analysis

We discuss the two issues in turn below.

4.2.1. PMNCH Board committee(s)

Assuming that the Board agrees to retain the current Board size and frequency of meetings, the Task Force has agreed that it would be helpful for PMNCH to put in place mechanisms to allow decisions to be taken between Board meetings, and to provide direction and oversight of Partnership activities including those undertaken by the Secretariat.

There are a range of possible approaches to achieving this. However, all of them involve some element of delegation to a smaller group of Board members.

The Task Force has therefore considered two aspects of such a mechanism as follows:

⁷ The Director and Deputy Director of the Secretariat arrange and participate in regular Chair/ Co-Chairs conference calls.

- What activity/ decisions should be delegated to a sub-set of the Board to carry out between Board meetings?
- How should this sub-group of Board members be constituted (in terms of membership, frequency of meetings, and decision making approach)?

This paper therefore firstly sets out the range of functions that the Task Force believes would be appropriate to delegate to a sub-group of the Board. Following this, and assuming the Board agrees with this level and type of delegation of authority, the paper discusses the constitution of the Board sub-group that would be best placed to deliver the delegated functions.

It is important to note, however, that this is not about increasing the complexity of the structure. Rather, it is about formalising an existing practice (of the Chair/ Co-Chairs meeting periodically) in a way that increases PMNCH effectiveness to achieve its objectives.

Functions to be delegated to a Board sub-group

The Task Force has discussed the possible Board functions that could be delegated. In doing so, it has sought to strike the right balance between effectiveness and inclusiveness. Table 4.1 below sets out the conclusions and shows the activities that could be delegated. For completeness, the table also shows the functions of the Board.⁸ Key points to note in relation to the expected operation of the proposed delegated activities are as follows:

- The primary responsibility for the sub-group would be to manage Board business between Board meetings, and to provide guidance/ decisions on operational issues.
- In general, the expectation is that the group would not take decisions on operational issues, where there are expected to be controversies/ differences of view, without wider consultation with Board members.
- The Board and/ or the relevant sub-group will delegate responsibility of recruiting and performance managing any Secretariat staff to the Head of the Secretariat, who will undertake this in conjunction with WHO rules and procedures.

More generally, we note that the proposed delegation of Board functions set out in Table 4.1 below, will also be subject to relevant WHO regulations and guidelines unless specific provisions are made in the hosting agreement / MOU. For example, certain functions, such as editorial approval for published materials, performance management of the head of the Secretariat, and recruitment of Secretariat staff, including senior positions, are the responsibility of WHO (although the Board may have an input into these processes).

⁸ Please note that the Board functions presented in the Table include only some key functions and the list is not meant to be as exhaustive as set out in the PMNCH Conceptual and Institutional Framework (Section 3.2.2). In addition, the delegation of functions presented are governance focused and do not include a view on functions such as advocacy and profile raising (e.g. representation of the Partnership to external stakeholders).

Table 4.1: Board functions and delegation

Board Functions	Functions to be delegated to Executive Committee
Approval of Constitution of PMNCH, including its mission and purpose	Agreement of Board agendas and any process issues (e.g. identifying closed sessions, need for any breakout groups etc.) to ensure effective use of Board meetings.
Approval of strategy for the Partnership	Decisions on operational issues that arise in the execution of the agreed work plan and the management of and operational guidance to the Secretariat.
Approval of work plan and budget, and any other financial management/ control procedures	Recommendation to the Board on work plan and budget, and any operational policies and procedures
Editorial approval/ inputs on any controversial publications or those that require broader Board agreement	Editorial approval of PMNCH publications (not on controversial issues, which are referred to the Board), taking into account WHO requirements as specified in MOU
Agreement of terms of reference of task forces and Board Committees	Coordinating the work of different task forces as well as making decisions on approaches to handling 'reactive' advocacy activity (where non-controversial). Ensuring effective coordination between the different task forces undertaking Partnership activity.
Forum for accountability between Partners	Performance management of Head of the Secretariat, in conjunction with WHO rules and/ or as per the hosting MoU.
Forum for accountability between Partners	Providing recommendations as regards key personnel to the Board for approval.

Constitution of the Executive Committee

There are two key options available to constitute this sub-group of the Board, with delegated authority, as set out in Table 4.1 above. These are: (i) retaining the existing Chair/ Co-Chairs monthly meeting mechanism (which is currently not a Board Committee as such), but formally agreeing what its functions and responsibilities will be; or (ii) introducing some form of an Executive Committee of the Board.

With regards to the second of these two options, it is important to note that the size of the Executive Committee membership can vary considerably between organisations. Experience suggests that the size of membership is often closely related to the level of delegated authority that the Committee is empowered with – i.e. the greater the authority the greater the number of stakeholders who would want to be represented on it. In this context, large multi-stakeholder organisation – including a number of global health partnerships – tend to have large Executive Committees to satisfy the requirements for representation on this decision making body.

Table 4.2 below sets out two options for the constitution of the sub-group, which the Task Force considered in detail – these are analysed by the membership of the group and frequency of meetings.

Table 4.2: Options for constitution of a Board sub-group with delegated authority

	Executive Committee	Chair and Co-Chairs Committee
Membership	<ul style="list-style-type: none"> • Seven members, including the Chair, two Co-Chairs, one representative from each of the remaining three constituencies, and one representative from the hosting institution to be a permanent ex-officio. • Secretariat presence, as required. 	<ul style="list-style-type: none"> • Only 3 members (Chair and two Co-Chairs). • Secretariat presence, as required.
Frequency of meetings	<ul style="list-style-type: none"> • Standing meeting at least six times a year (telephone and where possible in person). • Other meetings in between as necessary (telephone/ email). • All meetings minuted and presented to the Board on regular basis. 	<ul style="list-style-type: none"> • Generally a monthly meeting by telephone. • Other meetings in between as necessary (telephone/ email). • Meetings are minuted and shared with the Board.

In discussing the presented options, the Task Force recognised that if the delegated functions, as set out in Table 4.1, are to be successfully delivered then it would make more sense for the Board sub-group to have a broader membership than just the Chair and Co-Chairs. Key reasons for this include that:

- a larger membership of the sub-group would provide a broader set of skills and experience necessary to undertake the delegated functions;
- enabling each constituency a representation on the sub-group will strengthen the concept of inclusiveness of all PMNCH members in the decision making processes;
- it is prudent to have the responsibilities of the sub-group, as set out in Table 4.1, shared among a broader set of stakeholders than just three individuals; and
- it is an unreasonable demand on time and resources of only three individuals/ organisations to fulfil the roles envisaged for this sub-group of the Board.

The Task Force's judgement is therefore to recommend to the Board the establishment of a PMNCH Executive Committee, with the above oversight and more operational functions.

At the same time, the Task Force recognises the concerns expressed at the Geneva Retreat as regards the introduction of an Executive Committee, which related to the potential increase in costs and bureaucracy in decision making. In this context, the Task Force is proposing an Executive Committee which is limited in size (only one representative from each constituency group) and where the Committee is required to refer to the full Board for decisions which are likely to be controversial or of considerable significance to the Partnership.

The following points were agreed by the Task Force as regards the membership of the Executive Committee:

- The Executive Committee would have seven Board members (including the Chair and the Co-Chairs), whose membership on the Committee would be on a rotating basis.
- The hosting institution of PMNCH would be a permanent ex-officio member of the Executive Committee, to ensure timely advice on legal and other issues related to hosting procedures and processes.
- The process for selecting Executive Committee members (from the constituencies other than those represented by the Chair and Co-Chairs) would be similar to the selection process for Board members themselves. The Board members from each constituency group would nominate one of their members to represent them on the Executive Committee, to then be approved by the Board.

4.2.2. Time limited task forces

The second aspect of governance/ institutional framework that was discussed relates to time limited task forces, which are specifically structured around an agreed mandate. The Board would constitute these activity-focused task forces (or assign lead partners) to take overall responsibility for and guide the delivery of the various PMNCH value-added activities.⁹ Such task forces would typically be comprised of relevant Board members/ alternates with the necessary skills and experience and the time to undertake the specified tasks, and need not necessarily include the Chair/ Co-Chairs of the Board.

The presumption is that a majority of a task force's members would be Board members/ alternates, including the Chair of the task force who should be a Board member. This will ensure a higher degree of ownership and commitment from Board members, whilst leveraging the experience of the broader members of the Partnership. However, it was agreed to recommend that other (non Board) PMNCH members should be able to serve as members of a task force, where they have specific skills/ expertise relevant to the task force (subject to Board invitation/ agreement)

Such task forces would be constituted by the Board on an as needed basis, in many ways similar to the Task Force on Structure itself. The extent of Secretariat support to a task force will depend on the decision on the role and structure of the Secretariat.

The key attributes of task forces are as follows:

- It would be chaired by an appropriate Board member (this does not need to be one of the Chair/ Co-Chairs of the Board).

⁹ The respective roles of partners, the Secretariat, and/or external consultants for each activity should be specified in the terms of reference of the relevant task force. These terms of reference must be approved by the Executive Committee and shared with the full Board.

- The Executive Committee, and then the Board itself, would agree the terms of reference, composition, duration and any resources that may be required for the task force to undertake its mandate.
- The Board would agree the key deliverables/ milestones, and any reporting requirements to the full Board itself, its Chair/ Co-Chairs and/or any Board sub-group (if constituted), as appropriate.

4.3. Recommendations 3 and 4

4.3.1. Recommendation 3

The Task Force on Structure recommends to the Board:

- That the current Chair and Co-Chairs monthly meetings to be transformed into a formal Executive Committee (EC) and that it be established as soon as the Board approves it.
- That the EC will consist of seven Board members, including the Chair, two Co-Chairs and one member each from the remaining three PMNCH constituencies that are not represented in the Chair and Co-Chair seats. Also recommends that the PMNCH hosting institution serve as a permanent ex-officio member of the EC.
- That the process for selection of Board members to serve on the EC should involve nomination by each constituency group within the Board, to be approved by the whole Board.
- That the delegation of functions to the EC is as set out in Table 4.1 of this paper.

4.3.2. Recommendation 4

The Task Force on Structure recommends to the Board:

- That the time limited and deliverable-focused task forces should generally be comprised of a majority of Board members/ alternates and should in all circumstances be chaired by a Board member/ alternate.
- That the task forces may include other PMNCH members, who are not Board members, when invited by the Board to participate in the task force for their specific skills and expertise.

5. CHANGES TO THE PMNCH CONCEPTUAL AND INSTITUTIONAL FRAMEWORK

Based on a review of the Institutional Framework (Section 3 of the PMNCH Conceptual and Institutional Framework document), our initial assessment is that the following aspects (not necessarily exhaustive) are likely to require updating/ changing, subject to the decision by the Board on Task Force recommendations:

- **Functions of the Forum** (Section 3.1.1). Changes will be needed to reflect the recommendation of the Task Force to transform the Forum into a consultative and ideas sharing body, which would share MNCH best practice and experience, ensure communication amongst the spectrum of MNCH stakeholders, provide an opportunity for active exchange of views and information on global and national practices, and provide members with an opportunity to potentially contribute to or be involved in PMNCH activities, including task forces. More specifically changes to the following sub-points will be required: Point 3.1.1 (a); and Point 3.1.1 (e).
- **Criteria for Membership** (Section 3.1.2). Include any changes as relevant to the responsibilities as well as the benefits of being a PMNCH member.
- **Steering Committee** (Section 3.2). Change the terminology from Steering Committee to Board, as this name change was agreed at the April 2007 Board meeting.
- **Selection and Composition of the Steering Committee** (Sections 3.2.1 and 3.2.4). Changes to the text in these sections will need to reflect the recommendations of the Task Force to:
 - incorporate any guidelines and expectations for each of the existing constituencies on how intra-constituency deliberations are conducted and how their representation on the Board is selected;
 - require the Board to endorse (or not) proposed representation from individual constituency groups – a mechanism for ensuring overall balance within the Board by issue area (maternal, newborn and child health), geography, gender etc.;
 - potentially include a private sector constituency, should further work show that this would be beneficial to the Partnership.
- **Functions of the Steering Committee** (Section 3.2.2). The key changes that are likely to be required in this section relate to:
 - the mechanism to endorse (or not) any new proposed representatives from constituency groups (see above);
 - any changes as related to the introduction of an Executive Committee; and

- the proposed renegotiations of the MoU with WHO, and any implications this may have on the functions of the PMNCH Board.
- **Executive Committee** (new section). A new section will be required to describe the composition (including selection of representatives) and functions of an Executive Committee, as set out in this paper and as agreed by the Board.
- **Functions and Composition of the Secretariat** (Sections 3.3.1 and 3.3.3). This section will need to change to reflect the new recommended functions and composition of the secretariat, as set out in the Board Paper on Secretariat Structure.
- **Working Groups** (Section 3.4). The Board decided at the Geneva Retreat to discontinue with the four existing Working Groups. These are to be replaced by **time-limited task forces**, and this section should reflect the details of this new mechanisms, as set out in this Board paper.

APPENDIX 1: TASK FORCE ON STRUCTURE TERMS OF REFERENCE

Background

The Partnership for Maternal, Newborn and Child Health was established in 2005. Three years into its mandate there is strong agreement among its constituency bodies that the original goals of the Partnership are still valid. A formative evaluation, conducted in 2008, re-affirmed this commitment; as well, the evaluation identified strengths and challenges in terms of the Partnership's structure and governance. These and related issues were discussed in depth at a Board Retreat in September 2008. The main conclusions of the Retreat indicate the following:

- There is a clear need for a focused agenda that leads to strong results, thus the following principles should be used to decide on the Partnership's activities:
 1. activities should be concrete and time bound
 2. activities should require or have clear value-added from a joint effort of partners
 3. there needs to be an easily-understood theory of change (how activities lead to expected outputs)
 4. there should be clear performance indicators
 5. decision-making about Partnership activities should be inclusive and transparent
 6. partners' individual mandates should be respected, while duplication and overlap of activities needs to be avoided.
- Future activities of the Partnership would fall into the following four areas: advocacy, learning/knowledge sharing, facilitation/coordination and accountability/monitoring.
- While the 2008 value-added work plan was an important step forward for the Partnership, in future the Partnership should arrive at a concrete work plan which the partners execute and where outcomes and results are owned by partners. The Secretariat would then play a facilitating, convening and brokering role, and the Partnership would be responsible for holding partners to account.
- Among options considered, there was strong support for Option 3 (see slide attachment, below) which would provide a unique alliance of all MNCH stakeholders around the table, easier access to best practice and a means to hold partners to account.

Objective of the Task Force

The objective of the Task Force on Structures is to develop options and proposals for recommendation to the Board in three areas as set out below. These can only be undertaken on a provisional basis, until the Task Force on Outputs delivers its work.

1. Governance

To analyse and make recommendations to the Board on the following aspects of governance:

- a) Board membership (including the issue of widening membership);
- b) role of PMNCH members/ partners;
- c) key principles and appropriate institutional mechanisms (e.g. Executive Committee/ standing committees) for:
 - i. oversight and accountability of the partners' commitments/ activities and the Partnership more generally; and
 - ii. strategic guidance to and oversight of the Secretariat;
- d) governance/ institutional mechanisms for ad hoc task forces and/ or standing committees; and
- e) key, high level, changes that will need to be made to the existing Conceptual and Institutional Framework, with a presumption that the detailed drafting changes will be undertaken at a later date.

2. Structure of the Secretariat

To analyse and make recommendations to the Board, in the light of proposals emerging from the Task Force on Outputs, on:

- a) the structure of the Secretariat, key positions and roles of staff; and
- b) the timeframe and principles to be adopted for a smooth, fair and equitable transition to the new Secretariat composition.

3. Memorandum of Understanding with WHO

To analyse and make recommendations to the Board, in the light of the expected Secretariat structure, on:

- a) the key issues that will need to be taken into account when renegotiating the existing MoU with WHO; and
- b) the key principles that would need to be included in any changes to the MoU going forward.

Membership, reporting and duration of mandate

Members are as follows: Ann Starrs (Chair), Pius Okong, Purnima Mane, Pascal Villeneuve, Bridget Lynch, Daisy Mafubelu.

The chair will communicate on a regular basis with the chair/co-chair of the PMNCH Board to keep them informed of the Task Force's progress, and will also share key products and updates with the chair of the Outputs Task Force.

The Task Force reports to the Board; it does not have independent authority. Therefore any proposals arising from its work have the status of proposals/ recommendations for consideration and decision by the Board.

The Task Force's mandate is from now until the November 2008 Board Meeting. A renewal may be considered at that time, however, this would entail new TORs.

Time frame and deliverables

Activity	Timeline	Deliverable/ Comment
Develop terms of reference (ToR)	Sept 22	Draft TOR.
Inception telecon	Sept 23	Draft TOR discussed.
Task Force finalises TOR	Sept 29	Agreement on Task Force and consultant ToR
Task Force telecon	Oct 3	Discussion of Inception note produced by consultant
Task Force telecom	week of Oct. 13 (tentative)	Further discussion of inception note
Task Force telecon	Oct 27	Discussion of Draft Task Force Board paper
Compilation of comments on Draft Task force Board paper	Oct 29	Written comments circulated.
Finalisation of Board paper and distribution to Board.	Nov 3	Final Task Force on Structure paper shared with the Board (1 week ahead of the Board Meeting on Nov 10/11).

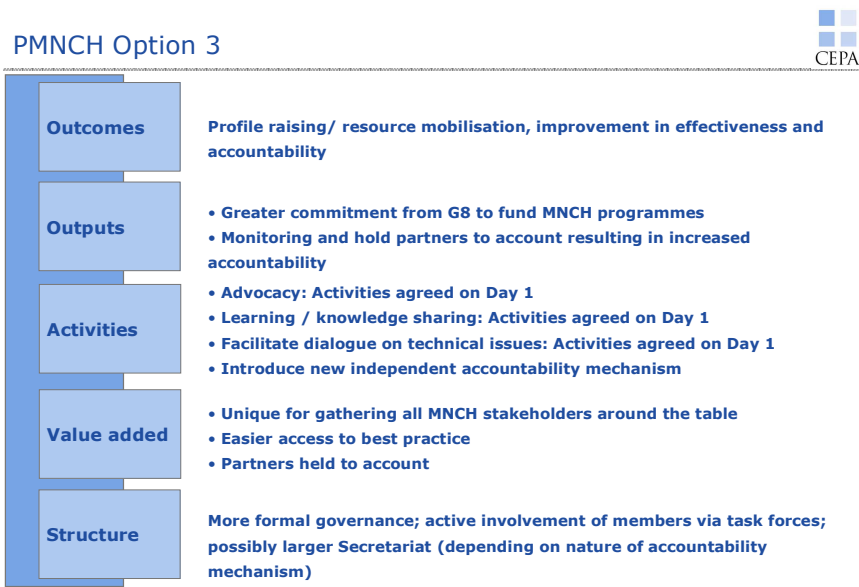
Documentation

Task Force members are expected to be fully conversant with background material available on the Partnership website, www.pmnch.org; also, these documents will be distributed by the Secretariat:

- Constitutional and Institutional Framework
- Memorandum of Understanding with WHO
- Ten-Year Strategy
- 2008 Value-Added Work plan
- 2008 Five-Month Work Plan Implementation report
- Evaluation Report; and analyses of this Report
- Minutes of Board Meetings, including Board Retreat
- TORs of Board Committees and their reports

Attachment

(Source: PMNCH Options, ppt prepared by Cambridge Economic Policy Associates, CEPA, for the PMNCH Board Retreat, Geneva, Sept 14 2008)



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APPENDIX 2: CURRENT BOARD MEMBERSHIP

The following institutions are currently representing their relevant constituencies on the PMNCH Board:

Donors and Foundations

- Bill & Melinda Gates Foundation
- Canadian International Development Agency (CIDA)
- United States Agency For International Development (USAID)
- Norwegian Government.

Implementing Developing Countries

- Government of Bolivia
- Government of Ethiopia
- Government of India
- Government of Mali

Multilateral Organisations

- United Nations Population Fund (UNFPA)
- United Nations Children's Fund (UNICEF)
- World Bank
- World Health Organisation

Non-Governmental Organizations

- Bangladesh Rural Advancement Commission (BRAC)
- CARE
- Family Care International
- Save the Children, USA

Professional Associations

- International Confederation of Midwives
- International Federation of Gynaecology and Obstetrics (FIGO)
- International Paediatric Association

Research and Academic Institutes

- Academic Expert in the Field of Maternal Health – Department of Obstetrics and Gynaecology, School of Medicine, Impact, University of Aberdeen, UK
- Academic Expert in the Field of Newborn Health – Department of Paediatrics & WHO Collaborating Centre for Training & Research in Newborn Care, All India Institute of Medical Sciences, New Delhi, India
- Academic Expert in the Field of Child Health – The child health slot has recently been filled, on an interim basis, by Jane Schaller, based on suggestions from the academic constituency group