PMNCH

Governance Manual
As agreed by the Governance and Ethics Committee during the Governance Reform implementation, the new PMNCH Governance Manual aims to be a living document for continuous quality improvement. Sections 8.1 and 8.4 of this Manual are still being finalized. The Manual will be updated following the completion and recommendations of the Governance Reform Light Touch Assessment and Good Governance and Management work which are being overseen by the Governance and Ethics Committee.
Message from the Board Chair

To be included.
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About this manual

This manual provides detailed guidance on the operations and alignment of PMNCH governance structures. The development of the manual followed the PMNCH 2020-2021 Governance Reform, which was implemented to address the findings of the 2019 External Evaluation and to support the new PMNCH 2021–2025 Strategy. Noting the foundational constituency model and changes to the roles of the PMNCH Board and Executive Committee, the manual sets out roles and responsibilities that incorporate transparent and equitable processes and participation of members, starting with the Board and its members and reaching all constituencies and committees.

As agreed by the Governance and Ethics Committee during the Governance Reform implementation, the PMNCH Governance Manual aims to be a living document for continuous quality improvement. Sections 8.1 and 8.4 of this Manual are under finalization. The Manual will be updated following the completion and recommendations of the Governance Reform Light Touch Assessment and Good Governance and Management work which are being overseen by the Governance and Ethics Committee.

The manual will only be available online to facilitate expected updates, given the reviews built in to determine changes consistent with a quality improvement environment.

For further information, please contact the PMNCH Secretariat at pmnch@who.int.

Acronyms and abbreviations

- Board: PMNCH Board
- EC: PMNCH’s Executive Committee
- FENSA: Framework of Engagement with Non-State Actors
- FTE: Full-time equivalent
- GEC: PMNCH’s Governance and Ethics Committee
- HCPA: Health Care Professional Associations
- PECC: PMNCH’s Partner Engagement in Countries Committee
- PMNCH: Partnership for Maternal, Newborn & Child Health
- SAC: PMNCH’s Strategic Advocacy Committee
- UN: United Nations
- UNA: United Nations Agencies
- WCAH: Women, Children, and Adolescent Health
- WHO: World Health Organization
1. Governance overview

1.1 Governance structure

PMNCH’s revised governance structure, approved by the Board on 14 December 2020, was designed in response to the findings of an External Evaluation to deliver on its 2021–2025 Strategy. The governance structure comprises a Board for overall oversight and representation; an Executive Committee (EC) to guide day-to-day operations; three standing committees: the Strategic Advocacy Committee (SAC), Governance and Ethics Committee (GEC), and Partner Engagement in Countries Committee (PECC), which report to the EC; and the Accountability Working Group and the Knowledge and Evidence Working Group, which report to the SAC (see Figure 1).

Figure 1. PMNCH’s governance structure

1.2 Governance decision-making process

The Board, the Constituencies, Standing Committees and Working Groups shall use best efforts to reach all decisions by unanimous consensus.

If consensus cannot be reached despite all practical efforts by the Chair and members, the Chair may call for a vote. The Board may amend proposals as a result of its deliberations before voting.

To pass, motions at the Board, EC, and all governance structures meetings, require a two-thirds majority of members (quorum) present (in person or by telephone or video conference link). If a Board member or EC member is unable to attend a Board or EC meeting, it is encouraged that they delegate their attendance to the Vice Chair or Secretary of their Constituencies and can vote by proxy if this
intention is notified to the Chair in writing prior to commencing the meeting. Delegation of attendance should not be systematic; Board and EC members are encouraged to attend meetings unless impeded by health, emergency, or any other good reasons.

During voting, each approval, disapproval, and abstention shall be put into the record, normally by a show of hands by the Board members in attendance. Members may abstain for reasons, including a declared conflict of interest or disagreement with the motion while avoiding objection. Reservations are noted for the record.

All PMNCH Board and committee meetings may be held in person or virtually. To ensure the smooth and timely continuation of the work, business items agreed upon, including governance nominations, may be approved by email when time is of the essence and require no written objections by the Board or committee members within at least a week’s notice.

2. PMNCH membership and constituencies

2.1 Ten constituencies: delivering more together than alone

PMNCH brings together over 1,300 partner organizations across 10 constituencies, enabling partners to collaborate for the advancement of sexual, reproductive, maternal, newborn, child and adolescent health and well-being, leaving no one behind. With advocacy as its core function – supported by knowledge synthesis, partner engagement, campaigns and outreach – PMNCH mobilizes and resources partners to seek changes in policy, financing, and services for women, children, and adolescents, and we hold each other accountable for delivering on our promises. The advocacy function of PMNCH is exercised in various ways, including through the gathering of partners periodically in a Partners Forum.

Each constituency has its leadership structure and is represented on the Board and the EC. Each constituency is supported by a dedicated focal point in the PMNCH Secretariat, who facilitates the work of the constituency and liaises between the constituencies. Each constituency shall establish its procedures for appointing its Board members, Executive Committee representative, Chair, Vice Chair(s), and/or Secretary, informing the GEC of those procedures. The Chair and the Executive Committee representative (normally two different people) of each constituency shall automatically hold the Board member seats for that constituency unless specifically requested by the constituency leadership, and approved by GEC and the Executive Committee.
2.2 Membership policies

Membership to PMNCH requires a commitment to advancing women’s, children’s, and adolescents’ health and well-being, following PMNCH’s guiding principles, vision, and mission. The membership application and onboarding process runs according to the following guidelines.

As a partnership organization, members of PMNCH are organizations that shall each appoint a focal point to represent the organization within PMNCH and oversee the engagement of the organization with PMNCH. Organizations are assigned to the different PMNCH Constituencies according to the constituency membership criteria guidelines. In some cases, organizations may be requested to move from one constituency to another should their structure and work no longer satisfy the membership criteria for that constituency.

2.3 Roles and responsibilities of constituency leadership

Constituency Chair

The Constituency Chair shall proactively convey, chair, lead, engage and consult with constituents through appropriate channels and forums, to collect inputs, analyze views submitted and promote consensus. Their overall responsibility is to ensure that the constituency contributes to and plays its part in delivering the PMNCH Workplan and attainment of the EC/Board-approved Results Framework.

The Constituency Chair represents and articulates the consolidated views of constituents during Board meetings and represents the outcome of constituency meetings. When speaking during Board
meetings, each Constituency Chair shall represent the constituency view, not an individual or organizational view, unless explicitly requested or declared otherwise.

The Constituency Chair must establish communication mechanisms, in line with PMNCH’s digital approach, to interact with and disseminate information to the constituents promptly and organize regular meetings with their constituency as appropriate.

The term of office for the Constituency Chairs shall be three years, non-renewable. However, if deemed essential to provide continuity and smooth transition, the term may be renewed once (for another three years) or (preferably) extended for a lesser time (between 1-3 years) upon the recommendation of the Constituency to the GEC and approval of the GEC and endorsement of the EC.

Constituency Chairs shall inform the PMNCH Executive Director about matters of operational importance.

The time commitment expected of a Constituency Chair is approximately 15–20% full-time equivalent (FTE) (up to one day per week). This may include both work by the Constituency Chair and staff within the Constituency Chair’s organization in support of their role.

**Constituency Vice Chairs**

Constituency Vice Chairs will support and act on behalf of the Constituency Chair as needed. They will follow up with the Secretariat on the implementation of agreed constituency decisions and action points, stimulate recruitment of new members, and participate in various PMNCH committees, sharing the task with the Constituency Chair.

The Constituency will have a minimum of one Vice Chair. One of the Vice Chairs is strongly suggested to be a young person (i.e., under 30 years old).

The term of office for the Constituency Vice Chairs shall be three years, non-renewable. However, if deemed essential to provide continuity and smooth transition, the term may be renewed once (for another three years) or (preferably) extended for a lesser time (between 1-3 years) upon the recommendation of the Constituency to the GEC and approval of the GEC and endorsement of the EC.

The expected time commitment of each Constituency Vice Chair to fulfill their functions is estimated at 10% FTE (up to half a day per week). This time commitment may include both the work of the Constituency Vice Chairs themselves and the support staff they may have within their organization in support of their role.

Further information on the constituency leadership Terms of Reference can be found in [Annex 9.2](#).
3. Board

3.1 Roles and responsibilities of the Board

The primary role of the Board is to provide strategic oversight and oversee responsibilities as delegated to the Executive Committee. The main roles have been summarized below.

- Provide strategic direction on WCAH for PMNCH
- Review reports from the EC on the implementation of the 2021-2025 Strategy, and provide guidance, setting the overall strategic direction
- Represent PMNCH at the most senior level to help deliver the objectives of PMNCH by acting as a council of high-level executive champions for PMNCH, and WCAH issues more broadly, advocating on specific issues in line with the PMNCH Strategy and PMNCH Calls for Action
- Bring and keep the Partnership together by developing a unifying culture and ensuring that all Constituencies are engaged and have the opportunity to contribute to the delivery of PMNCH’s Strategy.

Board membership

Board members should be senior representatives and leaders within both their organizations and their field, with sufficient authority to influence the global health policy debate. They should be highly knowledgeable and committed to sharing ideas about women’s, children’s, and adolescents’ health, including those relating to financing, policy, data, innovation, service delivery, leadership, accountability, and equity. They should be committed to engaging strategically, equitably, and ethically at the global, regional, and country levels to advance PMNCH’s goals and objectives.

The Board is composed of a Board Chair, up to three Board Vice Chairs (one must be under 30 years old), and 24 Board seats for constituencies (maximum 3 seats per constituency). The constituency seats are allocated as follows: academic, research, and teaching institutions – 3 seats; adolescent and youth-led organizations – 2 seats; donors and foundations – 3 seats; global financing mechanisms – 1 seat; health care professional associations (HCPA) – 3 seats; intergovernmental organizations – 1 seat; non-governmental organizations – 3 seats; partner governments – 3 seats; private sector – 2 seats and United Nations agencies (UNA) – 3 seats. These 24 are all voting members. When the Board Chair is not from a constituency, he/she shall be a voting member. The Board Vice Chair under 30 is

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1 The Board seats of the Donor and Foundation constituency shall be assigned to government ministries and/or agencies and private philanthropic foundations that provide the highest grants to PMNCH to finance the delivery of its workplans.

2 HCPA and UNA constituencies have allocated seats for ‘founding member organizations’. Individuals representing these organizations on the Board may change, but allocation does not change.
not drawn from the constituencies and is a voting member. The two remaining Vice Chairs are drawn from the constituency seats of the Board and are therefore not additional voting members as they are already counted within the constituency voting members. Therefore, the Board will have a total of 26 voting members; 25 if the Board Chair is also from a constituency.

Constituency EC representatives and Chairs shall each have a seat on the Board. The remaining seat(s) per constituency (not applicable when the constituency has all of its Board seats assigned to Constituency EC representative and Chair) shall be assigned to one or more high-level champions within the constituency.

Additionally, the Chairs of the Standing Committees (Partner Engagement in Countries Committee, Strategic Advocacy Committee, and Governance and Ethics Committee) will automatically have one seat each on the Board (non-voting).

Board members have a three-year term, non-renewable. However, if deemed essential to provide continuity and smooth transition, the term may be renewed once (for another three years) or (preferably) extended for a lesser time (between 1-3 years) upon the recommendation of the Constituency to the GEC and approval of the GEC and endorsement of the EC.

The time commitment for the Board members is expected to be in the range of up to 8 days per year, as may be required.

Complete information on the PMNCH Board, including facilitation and support, delegates, quorum, decision making, and amendments, is available in Annex 9.2.

3.2 Roles and responsibilities of Board leadership

**Board Chair**

The role of the Board Chair is to provide leadership to the Board and the EC, creating a collegial working environment to enable consensus decision-making, and mediate Board action in response to issues as they may arise. The Board Chair shall also set Board and EC agendas in consultation with the PMNCH Executive Director, chair meetings, guide discussion and facilitate decision-making. The Board Chair shall call for special meetings if and when needed.

The Board Chair shall proactively inform the Board of constituency, committee, and PMNCH Secretariat activities and issues, advising the PMNCH Executive Director on matters of strategic importance and, on an exceptional basis, any escalations relating to day-to-day operations. The Board Chair may delegate responsibilities to the Board Vice Chairs.

The term of office for the Board Chair is three years and may be renewed once (for another three years) upon recommendation of the Governance and Ethics Committee and acceptance of the Board
Chair. The Governance and Ethics Committee shall then consult with all constituencies on whether they are in support of this decision. Should there be general support, the Governance and Ethics Committee shall bring this decision to the Executive Committee for approval. Once the Board Chair renewal is approved by the Executive Committee, a motion shall be made by the Governance and Ethics Committee at the Board meeting to ask for Board members’ concurrence of the Board Chair term renewal. Further information on the term of office for the Board Chair is available in Annex 9.2.

**Board Chair selection process**

The Board Chair may be an individual who is not a member of the Board or who represents an organization or entity that is not a member of PMNCH.

Nominations for the Board Chair are sought widely with the input of Board members, overseen by the Governance and Ethics Committee. Suitable candidates are identified and interviewed either by the Vice Chairs of the Board or the Chair of the Governance and Ethics Committee, with the Executive Director. Once there is consensus on a suitable candidate, approval of their election is sought from the Executive Committee and the Board. The motion to elect the Board Chair is put forward by the Governance and Ethics Committee at the Executive Committee first and the Board meeting thereafter for Board members’ approval.

**Board Chair selection criteria**

The PMNCH Board Chair will offer strategic leadership and guidance to PMNCH and will manage its Board to ensure that the organization remains relevant, resilient, and impactful into the future. The Board Chair shall have the following key competencies and experience.

**Key competencies and experience**

**Board leadership experience:**

- Established track record of success in board leadership gained in a multicultural/multi-stakeholder environment, including experience in leading or serving on not-for-profit boards
- Understanding of the governance of complex, global organizations, ideally in the not-for-profit sector, with the ability to build bridges by applying a strategic mindset and diplomacy
- Experience in fostering a consultative and collaborative approach with a natural affinity for cultivating relationships and convening, facilitating, and building consensus among diverse individuals
- A strong commitment to a culture of respect, equity, and inclusion of race, age, gender, and sexual orientation to superintend a Board that respects the views of others, ensuring that Board members feel included and heard.
Strategic leadership experience:

- A highly recognized leader in the global health space, including for women’s, children’s, and adolescents’ health, rights, and well-being, with important connections and the influence to leverage them
- A leadership stature and accomplishments that will attract other well-qualified, high-performing board members
- An accomplished track record as a senior and influential leader and the ability to act as a wise counsel and sounding board to the Board as well as the Executive Director.

Essential skills and requirements:

- An in-depth knowledge of the issues around women’s, children’s, and adolescent health; sexual and reproductive health and rights, international health and/or development, operations, governance, or strategy
- An in-depth understanding of and personal commitment to the core values, mission, and governance mechanisms of PMNCH
- Personal qualities of integrity, credibility, and a passion for improving the lives of women, children, and adolescents
- Strong diplomatic with advocacy, analytical, policy, and strategic planning skills
- Successful track record of high-level judgment in complex situations
- Excellent written and oral communication skills combined with the ability to act as a credible spokesperson and advocate for PMNCH
- Openness to work in a digital space and adopt inclusive means of communication in line with the PMNCH Digital Platform approach
- Ability to work in written and spoken English (additional languages an advantage)
- Ability and willingness to commit the time required to carry out the work of the Board Chair, estimated at 20% FTE (one day per week). This time commitment includes both the work of the Board Chair themselves and the support staff the Board Chair may have within their organization and at the PMNCH Secretariat.

Board Vice Chairs

The Board will have a maximum of three Vice Chairs. One of them shall be under 30 years old. The Board Vice Chairs, including the Board Vice Chair under 30, shall support the Board Chair in the execution of their duties. If the Board Chair is absent or unable to perform their duties, a Board Vice Chair shall act as Board Chair until either the Board Chair resumes their normal duties or a new Board Chair is elected by the Board.

The Board Vice Chairs are current Board members (except for the Board Vice under 30, who may represent an additional organization to those already present on the Board) selected by the Board.
Chair and the Governance and Ethics Committee. The Vice Chairs must represent different constituencies on the Board.

The term of office for the Board Vice Chair is three years, non-renewable. However, if deemed essential to provide continuity and smooth transition, the term may be renewed once (for another three years) or (preferably) extended for a lesser time (between 1-3 years) upon recommendation of the Governance and Ethics Committee to the Executive Committee and with the agreement of the Board Chair.

Further information on the Board Vice Chair Terms of References is available in Annex 9.2.

**Board Vice Chair aged under 30**

The role of the Board Vice Chair under 30 is to amplify the voices of a diverse range of adolescents and young people at the highest governance level of PMNCH. They do this by ensuring that issues relevant to adolescents and youth receive adequate attention and appropriate follow-up action. The Board Vice Chair under 30 shall also be responsible for ensuring that meaningful adolescent and youth engagement is implemented effectively by liaising between the Board and the youth leaders in all standing committees and working groups and the broader Adolescent and Youth Constituency Leadership Group.

The Board Vice Chair under 30 is selected by the Board Chair, the Governance and Ethics Committee, and the Adolescent and Youth Constituency Leadership after an open nomination process.

The term of office for the Board Vice Chair under 30 is three years, non-renewable. However, if deemed essential to provide continuity and smooth transition, the term may be renewed once (for another three years) or (preferably) extended for a lesser time (between 1-3 years) upon recommendation of the Governance and Ethics Committee to the Executive Committee and with the agreement of the Board Chair. The term may end earlier if the Board Vice Chair turns 30.

Full terms of reference of the Board Vice Chair under 30 can be found in Annex 9.2.

**Board Vice Chair selection criteria**

The PMNCH Board Vice Chairs will offer strategic leadership to PMNCH and will support the Board Chair by ensuring that the organization remains relevant, resilient, and impactful into the future. The Board Vice Chairs will be supported by their Constituencies to take up the role of Vice Chair, noting the allocation of Board seats, and shall have the following key competencies and experience.

**Key competencies and experience**

*Leadership experience:*
Established track record of success gained in a multicultural/multi-stakeholder environment. Experience in leading or serving on not-for-profit boards is a plus

Understanding of the governance of complex, global organizations, ideally in the not-for-profit sector, with the ability to build bridges by applying a strategic mindset and diplomacy

Experience in fostering a consultative and collaborative approach with a natural affinity for cultivating relationships and convening, facilitating, and building consensus among diverse individuals

A strong commitment to a culture of respect, equity, and inclusion of race, age, gender, and sexual orientation, and respecting the views of others.

**Essential skills and requirements:**

- An in-depth knowledge of the issues around women’s, children’s, and adolescent health; sexual and reproductive health and rights, international health and/or development, operations, governance, or strategy
- An in-depth understanding of and personal commitment to the core values, mission, and governance mechanisms of PMNCH
- Personal qualities of integrity, credibility, and a passion for improving the lives of women, children, and adolescents
- Strong diplomatic with advocacy, analytical, policy, and strategic planning skills
- Successful track record of high-level judgment in complex situations
- Excellent written and oral communication skills combined with the ability to act as a credible spokesperson and advocate for PMNCH
- Openness to work in a digital space and adopt inclusive means of communication in line with the PMNCH Digital Platform approach
- Ability to work in written and spoken English (additional languages an advantage)
- Ability and willingness to commit the time required to carry out the work of the Board Vice Chair, estimated at 10-15% FTE. This time commitment includes both the work of the Board Vice Chair themselves and the support staff the Board Vice Chair may have within their organization and at the PMNCH Secretariat.

3.3 Board member biographies

The PMNCH Board is chaired by the Rt Hon. [Helen Clark](#), former Prime Minister of New Zealand.

Biographies of Board members, including those of the Chair and Vice Chairs, can be viewed [here](#).
4. Executive Committee

4.1 Role and responsibilities of the EC

The primary role of the EC is to oversee operations in line with the strategic directions set by the Board and ensure that PMNCH realizes its mission. The EC oversees the work of three standing committees: (1) Governance and Ethics, (2) Strategic Advocacy, and (3) Partner Engagement in Countries.

The EC also:

- Implements strategic decisions made by the Board and oversees the successful operationalization of PMNCH’s Strategy
- Ensures that the budget and financial goals are realistic, and that outcome indicators and performance targets are in place and monitors their progress
- Identifies Board meeting topics/questions and develops Board meeting agendas accordingly
- Reviews the annual progress and financial reports and submits these to the Board for final approval
- Oversees the work of three Standing Committees: GEC, SAC, and PECC, each with its Terms of Reference
- Secures adequate funding (resource mobilization) and ensures safeguards to monitor the effective use of funds for the operation of PMNCH
- Makes recommendations to the host organization on the appointment and performance review of the Executive Director, after consultations with the Board
- Ensures effectiveness of the Board by approving qualified and committed Board members (recommended by the GEC and respective constituencies); sensitizes Board members on serving effectively and engages in regular assessments and Board development.

Members of the EC shall include the Board Chair and Board Vice Chairs, Constituency Executive Committee representatives, one seat for each of the three standing committees, and WHO as the host agency (all have voting rights).

Further information on timelines and membership is available in Annex 9.2.

4.2 Roles and responsibilities of the EC leadership

EC Chair

The PMNCH Board Chair shall also serve as the EC Chair unless they delegate this role to a Board Vice Chair.

The term of office for the EC Chair shall be three years, non-renewable. However, if deemed essential to provide continuity and smooth transition, the term may be renewed once (for another three years).
or (preferably) extended for a lesser time (between 1-3 years) upon recommendation of the Governance and Ethics Committee to the Executive Committee and with the agreement of the Board Chair.

The time commitment for the EC Chair is expected to be in the range of 10-15% FTE. This time commitment includes both the work of the EC Chair themselves and the support staff the EC Chair may have within their organization.

The EC Chair shall proactively convene, lead, engage and consult with EC members through appropriate channels and fora to collect input, analyze the range of views and promote consensus. The EC Chair shall report outcomes of such discussions to the Board and shall represent the view of the EC as a whole, not an individual or organizational view unless explicitly declared otherwise. In this regard, the EC Chair shall maintain communication mechanisms in line with the PMNCH’s digital approach to interact with EC members and disseminate information to EC members so that it flows from the EC to constituencies and committees. The EC Chair shall work closely with the PMNCH Executive Director, the Board leadership, and the Standing Committee Chairs on matters of strategic and operational importance.

**EC Vice Chairs**

PMNCH Board Vice Chairs shall also serve as EC Vice Chairs unless otherwise directed by the PMNCH Board Chair. EC Vice Chairs shall support and act on behalf of the EC Chair as needed. They shall liaise with the PMNCH Secretariat to check on the implementation of agreed EC decisions, and act in support or place of the EC Chair in liaising with individual constituencies.

The term of office for the EC Vice Chairs shall be three years, non-renewable. However, if deemed essential to provide continuity and smooth transition, the term may be renewed once (for another three years) or (preferably) extended for a lesser time (between 1-3 years) upon recommendation of the Governance and Ethics Committee to the EC and with the agreement of the Board Chair.

Each EC Vice Chair is expected to commit up to 10%-15% FTE to fulfill their functions. This time commitment may include both the work of the Vice Chairs themselves and the support staff they may have within their organization in support of their role.

**4.3 EC Members**

The term of office for the Executive Committee members shall be three years, non-renewable. However, if deemed essential to provide continuity and smooth transition, the term may be renewed once (for another three years) or (preferably) extended for a lesser time (between 1-3 years) upon the recommendation of the Constituency to the GEC and approval of the GEC and endorsement of the EC.
The time commitment for the EC members is expected to be in the range of 10-15% FTE. This time commitment may include both the work of the EC members themselves and the support staff they may have within their organization in support of their role. Each member is expected to:

- come to each EC meeting with the views of and represent their Constituency
- review EC documents and provide feedback on behalf of the Constituency
- report to the Constituency Chair on the outcome of EC meetings.

Further information on the EC, including the competencies of the Chair and Vice Chair, facilitation, and support, decision-making, and amendments to the terms of reference, can be found in Annex 9.2.

5. Standing committees

This section sets out the roles and responsibilities of PMNCH’s three standing committees.

5.1 Strategic Advocacy Committee

The role of the SAC is to guide the EC and Board on strategic opportunities and gaps at global, regional, and country levels to advance political commitment and action. This guidance shall follow the direction of the PMNCH 2021–2025 Strategy, which identifies advocacy as PMNCH’s main function as well as the positioning of PMNCH in relation to emerging global priorities and needs.

The SAC is the technical committee responsible for developing PMNCH’s strategic advocacy campaign plans and activities for PMNCH.

Further information on the SAC, including information on the roles and responsibilities of leaders and members as well as facilitation and support, meetings, and amendments to terms of reference, is available in Annex 9.2.

5.2 Governance and Ethics Committee

The role of the GEC is to improve the effectiveness of PMNCH’s governance, ensuring inclusive, value-based, and positive collaboration; overseeing nomination processes; addressing any governance questions that arise, and ensuring that the highest ethical standards are maintained.

The GEC is responsible for evaluating PMNCH’s governance practices and structures to ensure that its governance supports the effective and efficient achievement of its mission and strategy. This includes the following:

- Review the composition of the Board, EC, and standing committees to ensure that those bodies reflect an appropriate balance of independence, sound judgment, specialization, technical skills, diversity, fundraising and development ability, and geographical representation, among others
• Ensure effective implementation of PMNCH’s policies on unconscious bias, ethics, and conflict of interest/duty of loyalty, and the development and maintenance of an ethical culture
• Evaluate the performance of the Board and committees.

Further information on the GEC, including information on the roles and responsibilities of leaders and members, as well as facilitation and support, meetings, and amendments to terms of reference is available in Annex 9.2.

5.3 Partner Engagement in Countries Committee

The PECC provides guidance on building stronger coalitions among PMNCH constituencies and partners in countries for greater WCAH action and impact. The PECC engages with a wide range of countries with high disease and disability burden for women, children, and adolescents while working more closely with a subset of countries including grantee countries to ensure that national outputs and outcomes are in line with the targets set in the PMNCH Results Framework.

The PECC advises on effective strategies at country, regional and global levels to strengthen partner knowledge, skills, and capacity for joint advocacy, meaningful inclusion, and greater accountability amongst partners and external stakeholders, including through multi-stakeholder dialogue. This may include support to multi-stakeholder platforms and other mechanisms including providing strategic support/funds to CSOs (including youth-led organizations) and networks, media outreach, and parliamentary hearings, among others.

Further information on the PECC, including its leaders and members, facilitation and support, meetings, and amendments to terms of reference, is available in Annex 9.2.

6. Guidelines for the transition of leaders and members of the Governance structure

PMNCH has a total of seven governance structures (Board, Executive Committee, three Standing Committees, and two permanent Working Groups) and 10 constituencies. These structures collectively make up the rich and diverse multi-stakeholder platform that constitutes PMNCH. According to the structures’ Terms of Reference (see Annex 9.2), all the seats across the governance structures and the 10 Constituency leadership have a membership term of three years. To ensure the effective continuation of the work when members complete their three-year term, clear transition process guidelines are in place which delineate the principles for staggered and transparent rotations. The transition guidelines can be consulted here.
7. Working groups

This section describes the roles and responsibilities of PMNCH’s two standing working groups (Knowledge and Evidence Working Group and Accountability Working Group), which report to the SAC. The section also describes the procedures for establishing ad hoc working groups. Complete Terms of Reference for the two working groups can be found in Annex 9.2.

7.1 Knowledge and Evidence Working Group

The overall responsibility of the Knowledge and Evidence Working Group is to advise PMNCH and collaborate with partners on priority knowledge and evidence for WCAH advocacy that needs to be synthesized, translated, and made accessible, with a particular focus on high-impact interventions and innovations to drive WCAH outcomes.

The Knowledge and Evidence Working Group reports to the SAC and is responsible for:

- Identifying evidence gaps and needs to support advocacy for commitments, reflecting key priorities of the PMNCH 2021-2025 Strategy and Results Framework
- Supporting the identification of priority knowledge gaps amenable to cross-constituency collaboration through the PMNCH platform
- Collaborating with the PECC to identify needs and priorities for the production of knowledge synthesis and translation activities to drive partner-based action at the country level
- Reviewing the knowledge compendium on the PMNCH website and indicate where resources are missing
- Guiding the development of effective and meaningful knowledge syntheses and tools, including evidence-based advocacy briefs through packaging existing partner knowledge resources in formats that are conducive to support advocacy and advancing PMNCH’s strategic outcomes on better policies, financing, and service delivery for women, children, and adolescents
- Advising on dissemination strategy for knowledge syntheses and tools, including capacity-building activities among PMNCH partners
- Identifying goals and mechanisms for effective collaboration with other knowledge-based global platforms in the WCAH landscape (e.g., STAGE, AlignMNH, Countdown to 2030, etc.)
- Guiding the development of a digital approach to knowledge sharing among PMNCH constituencies and workstreams to build their capacity in accountability and effective advocacy
- Advising on the most appropriate indicators within the PMNCH Results Framework to measure performance against targets and baseline data
- Providing support and advice on technical inputs to the work of the SRHR Ministerial Network as well as the Global Leaders Network, as needed.
7.2 Accountability Working Group

The Accountability Working Group strengthens and harmonizes collaborative accountability efforts across WCAH to support and strengthen PMNCH’s efforts to achieve effective, aligned, and concrete multisectoral advocacy and action.

The Accountability Working Group reports to the SAC and is responsible for:

- Identifying evidence gaps and needs to support accountability for commitments and commitment implementation, reflecting key priorities of the PMNCH 2021-2025 Strategy and Results Framework
- Promoting alignment and cross-agency collaboration concerning the existing accountability functions of other global institutions and processes (including streamlining reporting) in the WCAH landscape (e.g., UN H6 partners, Countdown to 2030, etc.)
- Identifying gaps and opportunities to advocate for accountability and effective policy frameworks through PMNCH partners at the national level. This will include strengthening social accountability and driving deeper engagement with accountability-focused partners to promote accountability among all stakeholders
- Collaborating across governance structures to ensure accountability work benefits delivery on the PMNCH Results Framework and Workplan, including:
  - reporting to the SAC to advance political commitment and action
  - working with the PECC to promote robust national multi-stakeholder platforms based on the meaningful inclusion of all constituencies
  - working with the Knowledge and Evidence Working Group on priority knowledge and evidence, its translation, and tools required to support robust accountability, linking commitments and actions to progress and results
- Guiding the development of effective and meaningful processes to monitor the implementation of financial and policy commitments supporting agreed WCAH frameworks, including the PMNCH Call to Action on COVID-19, in global, regional, and national reporting as well as in PMNCH’s Workplan, progress report, and Results Framework.

7.3 Ad-hoc working groups or task teams

Ad-hoc working groups and workstreams shall be set up by the EC, GEC, SAC, PECC, Knowledge and Evidence and Accountability Working Group, according to an agreed mandate and set of deliverables. These groups will be time-limited. PMNCH working groups and task teams shall be need- or opportunity-driven, partner-led, and consist of a broad pool of self-selected, voluntary partners operating at global, regional, and country levels. These groups are expected to vary in their function and operational structures and will act as primary implementing vehicles for PMNCH’s deliverables, promoting a partnership-centric approach. Partners shall propose the creation of such groups, participate according to their interests, define deliverables, and agree on monitoring processes for the
groups. The PMNCH Secretariat shall help partners to catalyze these groups by contributing to the development of terms of reference and workplans, connecting interested partners who could contribute meaningfully to such groups, mobilizing resources for working group activities, disseminating information about working group progress and results, and promoting synergies and collaboration among different working groups.

Terms of reference for ad-hoc groups may be developed to set out the roles of partners, the PMNCH Secretariat, and/or external consultants for each activity. These terms of reference shall be approved by the Coordinating Structures (the EC or the Standing Committees and Working Groups responsible for overseeing that task team).

8. Policies

8.1 Diversity, Inclusion, and Unconscious Bias

This section is currently under development with the collaboration of an external consulting group which is assisting PMNCH with its work on Good Governance and Management.

8.2 Duty of Care and Duty of Loyalty

Duty of Care

The duty of care requires Board and Executive Committee members to exercise the care, diligence, and skill that any ordinary, prudent person would exhibit under similar circumstances. A Board or EC member who exercises the duty of care will make a reasonable and good-faith effort to:

- Be aware of the mission, plans, and policies of PMNCH. The Board member must ensure that the mission, plans, and policies serve the needs of the partners of PMNCH
- Ensure the activities of PMNCH are aligned with its mission, plans, and policies, and compliant with the rules and regulations of the WHO for a hosted organization
- Understand substantive matters brought before the Board
- Participate fully in Board meetings, deliberations, and decisions. This involves attending meetings, asking questions, challenging assumptions, following up on issues that may not have been resolved, and consulting with experts if needed
- Read, evaluate and ensure the accuracy of all reports. This includes minutes, financial reports, and evaluations
- Ensure that PMNCH has sufficient resources. This includes people, funding, and other assets
- Ensure that should a delegate be present they are aware of the duty of care.

For more information on the functions of delegates, please turn to page 10 in Annex 9.2.
Duty of Loyalty

The most fundamental component of the duty of loyalty is the duty of Board members to act in the best interest of PMNCH at all times and generally act in good faith, avoiding conflict of interest, even at the expense of their self-interest. The duty of loyalty requires independent decision-making. To comply with the duty of loyalty, a Board member is required to disclose any actual or perceived conflict, and refrain from acting if their personal interest conflicts with that of PMNCH.

A conflict of interest policy is key to fulfilling the duty of loyalty, since questions about how to fulfill the duty of loyalty arise in the context of a conflict of interest. Thus, the conflict of interest policy in Section 8.3 of this manual is a component of the duty of loyalty. The Code of Ethics section (section 8.4) will also elaborate on professional behaviors expected of all partners, with leadership and role modeling demonstrated by the Board.

The Board Chair and Vice Chairs will act solely in the best interests of PMNCH, notwithstanding any constituency representation status or obligation.

Board members.

In not-for-profit organizations like PMNCH, Board members are expected, as a primary responsibility, to have a duty of care and loyalty to the organization they have chosen to serve (i.e., PMNCH), not their Constituency or their own company. The duty of loyalty thus requires a Board member to act honestly and in good faith and best interest of PMNCH at all times when making decisions affecting PMNCH. A Board member must never use information gained as a member of the Board or their affiliation with PMNCH to acquire personal or commercial gain and benefit. The duty of loyalty is a way of putting the needs of PMNCH first, especially in financial matters. Duty of loyalty also includes publicly disclosing any conflict of interest (see 8.3). Board members are required to always represent PMNCH in a favorable light.

Unless allowed by the Board, Board members must not share the organization’s confidential business outside of Board meetings. Board members may retain some of these duties even after they resign or retire. For example, it is a breach of the duty of loyalty to compete with PMNCH for a lucrative contract that a Board member became aware of while on its Board. Similarly, former Board members should not disclose or in any way use confidential information they learned about while they were in office.

Executive and Standing Committee members

Acting in the best interest of PMNCH at all times, and not in their own interests, means that Board members, the Executive and Standing committees, and Working Groups are required to act to further the mission and strategic priorities of PMNCH unless recused due to a conflict of loyalty.
Examples of Conflict of Loyalty

If a proposed PMNCH decision poses a conflict of loyalty for a Board, Executive Committee member, or Standing Committee member, they would not participate in that decision. An example of this situation would be where a decision before the PMNCH Board or EC is inconsistent with the obligation a particular member owes to the constituency they represent. Hypothetically, suppose that a particular donor who has a Board or EC seat does not support the complete spectrum of SRHR, although their constituency does. If advocacy activities on SRHR require a vote for approval, the Board or EC member should not participate in that decision.

At the committee level, another hypothetical example might be if two (or more) members of the Private Sector constituency represent the pharmaceutical industry and one such member is represented on the Partners in Country Engagement Committee. In providing a grant for advocacy work, a plan is submitted that includes self-managed contraception. That committee member must not participate in aspects of that plan or vote on it unless it is clear that there is full constituency support.

8.3 Conflict of interest

*Including Grants policies to PMNCH Board members, committee chairs, and partners (This will be drawn from the old Grant Approval SOPs in the old Board Manual)*

**Conflict of Interest** occurs when an aspect of our private life influences or conflicts (or appears to do so) with the decisions we make on behalf of PMNCH.

Although the term Conflict of Interest has come to have a negative connotation, the mere existence of a conflict of interest does not necessarily indicate wrongdoing. To protect the integrity required for good governance, however, any conflict of interest must be disclosed and managed, if possible, with the PMNCH Board Chair or EC Chair. It is the management of such a conflict after the disclosure that determines the propriety of a decision or transaction.

People who are PMNCH members on a volunteer basis lead multifaceted lives with many roles and responsibilities. Conflict of Interest occurs when aspects of the PMNCH members’ personal lives intersect or overlap with their PMNCH roles.

**Declaring actual or perceived conflict of interest**

Each year, all Board and EC members shall complete a digital form regarding actual or perceived conflict of interest, with responses submitted to the Executive Director. All completed forms by Board members will be reviewed and follow-up done by the Board chair if some information is missing. Additionally, to ensure transparency, at the start of each Board or EC meeting, the Chair shall call for an oral declaration of conflict. If a conflict of interest involving a Board or EC member, or a delegate is
discovered, the Chair will determine the course of action, including potential recusal from the discussion. When a conflict of interest occurs, the Board or EC member will be recused from voting. Should a delegate be present, they are also required to disclose any conflict of interest (for more information on the functions of delegates, please turn to page 10 in Annex 9.2).

**Examples of Conflict of Interest**

- A Board member who intervenes to acquire Board support/endorsement for a specific project in which they have an obvious institutional stake
- A Board or an EC member owns an office building where the PMNCH is considering leasing space. There is a conflict of interest because the transaction has the potential to personally benefit the Board member, who is legally bound to act in the best interest of PMNCH. While this arrangement may be beneficial to PMNCH, the Board member in question should be recused from discussion and voting on the issue
- The Executive Director or a member of PMNCH staff develops an intimate relationship with a Board or EC member
- A Board or EC member serves on the Board of two organizations – and owes the same duty of loyalty to each – and the organizations are both involved in a transaction.

8.4 Code of Ethics

*This section is currently under development with the collaboration of an external consulting group which is assisting PMNCH with its work on Good Governance and Management.*

8.5 Remuneration policies

PMNCH is committed to ensuring that adolescents and young people achieve the highest standard of well-being, and recognizes the value, skills, expertise, and time contributed by young people to the work of PMNCH. Following the principles of the [Global Consensus Statement on Meaningful Adolescent and Youth Engagement](#), PMNCH engages young people in leadership positions across PMNCH structures and PMNCH-sponsored events and products and has a dedicated policy on remuneration for their time, effort, and skills.

9. Annex

9.1 Hosting Agreement of PMNCH under WHO

As a partnership hosted by the WHO, PMNCH adheres to WHO’s Framework of Engagement with Non-State Actors (FENSA) guidelines (accessible [here](#)). PMNCH abides by the regulations for hosted partnerships (accessible [here](#)). “In hosting a partnership, WHO lends its administrative, fiduciary and legal framework to the partnership secretariat. These partnerships derive their legal status from WHO
and are subject to the Organization’s Rules and Regulations”. More information about the WHO hosting PMNCH agreement is available [here](#).

### 9.2 Full Terms of Reference of the PMNCH Governance Structures

The full version of the Terms of Reference for the Board, Executive Committee, Standing Committees, and Working Groups can be found [here](#).