Governance transition process Phase 3: Board Membership - Terms of Reference

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1. Overview

At the 26th PMNCH Board Meeting on 14-15 December 2020, the Governance paper "Harnessing the Power of Partnership in a Digital Era", developed with extensive inputs from PMNCH constituencies, was approved. In operationalizing the approved Governance Reform, the Governance and Ethics Committee (GEC) has developed a three phased approach (here), which is being implemented between January to June 2021. The phased approach will occur as following: changes in constituency leadership and EC membership (Phase 1); standing committees and working groups leadership and membership (Phase 2); and Board membership (Phase 3). The Executive Committee (EC) has endorsed the outcomes of Phase 1 on the 24 February and is currently reviewing, together with the GEC, the nominations received for Phase 2.

During the Phase 3, the PMNCH is aiming to compose a Board of high-level champions as approved in the Governance Reform. Candidates should be senior representatives and leaders within their organizations, as well as within their field with sufficient leverage to influence global health policy debate. Candidates must be able to actively contribute to the Board’s high-level advocacy for PMNCH and the issues it represents.

This paper aims to give more details on the Phase 3 of the Governance reform which encompasses the nomination and selection process of the Board membership. This is to be accomplished by 5 May.

Next Steps:

Nominees are requested to send their nomination to their respective Constituency leadership and Secretariat Focal Point by the 26 April. Nominees are requested to send a CV, short bio and a letter of motivation (letters of motivation should aim to answer the question: “Why do you want to be a PMNCH Board member?”). Constituency Chairs and Executive Committee representatives who are to become Board members are also invited to send a letter of motivation answering the above question. This will be used as part of PMNCH’s engagement strategy. Each Constituency leadership is then requested to submit nominations for its Board members by the 28 April to the GEC. The GEC will review and assess thoroughly all nominations at their meeting on the 29 April, forwarding its recommendations to the EC for endorsement at its meeting on 5 May 2021. EC decisions and final endorsement by the Board Chair will be communicated by 8 May 2021, to take immediate effect.
This paper builds on the already agreed Terms of Reference (TORs) of the Board and its new composition of high-level champions endorsed at the 26th PMNCH Board Meeting (in shaded colour). The complete TORs of the Board will be included in the Governance Manual, which will be completed in June 2021.

2. Board

3.1. Roles and Responsibilities\(^1\) of the Board

The primary role of the Board is high-level advocacy for PMNCH (both for the institution as well as the issues) and the issues it represents, as well as strategic oversight of PMNCH, i.e., overseeing the Executive Committee and its operational mandate. The main roles have been summarized below.

- Acts as a council of high-level executive champions for PMNCH and WCAH issues, advocating on specific issues in line with the PMNCH Strategy and PMNCH Calls for Action;
- Provides overall strategic direction to PMNCH;
- Oversees the Executive Committee and its functions, especially in the implementation and progress evaluation of the PMNCH Strategy.

3.2. Board Membership

Board members should be senior representatives and leaders within their organizations, as well as within their field with sufficient leverage to influence global health policy debate. They are highly knowledgeable and committed to sharing ideas about WCAH issues, including those related to financing, policy, data, innovation, service delivery, leadership, accountability, equity, etc. They are committed to engaging strategically, equitably and ethically at the global, regional and country levels to advance PMNCH goals and objectives.

The total number of Board seats for Constituencies would be 24 (maximum 3 seats per constituency), allocated as follows:

- Academic, Research & Teaching Institutions: 3 seats
- Adolescent & Youth-led organizations: 2 seats
- Donor & Foundations: 3 seats
- Global Financing Mechanisms: 1 seat
- Health Care Professional Associations: 3 seats\(^2\)
- Inter-Governmental Organizations: 1 seat
- Non-Governmental Organizations: 3 seats
- Partner Governments: 3 seats
- Private Sector: 2 seats
- UN Agencies: 3 seats\(^3\)

The Constituency Executive Committee representatives and Chairs must have a seat on the Board. The additional remaining seat/s per Constituency, depending on whether the Constituency has elected the same person as Executive Committee representative and Constituency Chair and depending on the number of seats assigned to that Constituency, will be assigned to a high-level champion within the Constituency.

\(^1\) Shaded paragraphs are exerted from the Board approved Governance document "Harnessing the Power of Partnership in a Digital Era"
\(^2\) The Health Care Professional Associations Constituency Board seats are allocated to its founding members: FIGO, ICM and IPA.
\(^3\) The UN Agencies Constituency Board seats are allocated to its founding members: UNFPA, UNICEF and WHO.
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.

Board terms will be extended from the current term of two years to three years; exceptions may occur with approval of the Board Chair.

“Alternates” will be removed as a category. This will be replaced by the term “delegate”, meaning a representative from the same constituency of the Board Member who is appointed to attend and participate fully in a Board meeting (in person or virtually) in the event that the Board Member themselves is unable to attend. A new category of “Observers” will be created with respect to virtual meetings, enabling the silent participation of interested constituency members or colleagues of Board members, including officers required for technical support. In-person Board meetings will continue to offer in-person observer seats to specific invited guests, as per current PMNCH practice.

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. The Board members have a three-year term.

a. Board Facilitation and Support
The Board will be supported by the Partnership’s Secretariat, who will assist with scheduling and facilitating meetings, preparing, and sharing documents and minutes of meetings. Meetings will be held virtually or face-to-face as required and possible.

b. Board Meetings, Quorum and Decision making
Board meetings will be scheduled biannually, tentatively in June and December, in consultation with the Board Chair and PMNCH Secretariat. Virtual Board meetings will normally be held over two days lasting up to four hours per day. The Board meeting calendar will be established six months in advance of meetings.

The Board may only conduct business when a two-thirds majority of its members are present. The Committee seeks to establish agreement by consensus rather than by a formal voting process.

c. Amendments to the Board TORs
The Board’s Terms of Reference and operational guidelines may be amended at any time by the Governance and Ethics Committee upon decision of the Board leadership, approved by the Executive Committee and the Board.