Governance transition process Phase 2: Standing Committees and Permanent Working Groups - Terms of Reference

Contents
1. Summary .......................................................................................................................... 2
2. Context ........................................................................................................................... 2
3. Executive Committee ....................................................................................................... 3
   3.1. Role of the EC ........................................................................................................... 3
   3.2. Responsibilities of the EC ....................................................................................... 3
   3.3. Timeline of EC operations and reporting ............................................................... 4
   3.4 EC membership and operations .............................................................................. 4
      a. EC Chair and Vice Chairs .................................................................................... 4
      b. EC Members .......................................................................................................... 5
      c. EC Facilitation and Support ................................................................................. 6
      d. EC Meetings, Quorum and Decision making ..................................................... 6
      e. Amendments to the EC TORs .............................................................................. 6
4. Standing Committees ........................................................................................................ 6
5. Strategic Advocacy Committee (SAC) ........................................................................... 6
   5.1. Role of the SAC ....................................................................................................... 6
   5.2. Responsibilities of the SAC ................................................................................... 6
   5.3. SAC Membership and operations ......................................................................... 7
      a. SAC Leadership ...................................................................................................... 7
      b. SAC Members ......................................................................................................... 8
      c. SAC Facilitation and Support ............................................................................... 9
      d. SAC Meetings ......................................................................................................... 9
      e. Amendments to the SAC TORs ............................................................................ 9
      f. SAC Working Groups ........................................................................................... 9
      g. Relation between SAC and Working Groups ...................................................... 11
6. Partner Engagement in Countries Committee (PECC) ...................................................... 11
   6.1. Role of PECC .......................................................................................................... 11
   6.2. Responsibilities of PECC ....................................................................................... 11
   6.3. PECC Timeline of operations and reporting .......................................................... 12
   6.4. PECC Membership and operations ....................................................................... 12
      a. Leadership of PECC ............................................................................................ 12

Page 1 of 17
b. Members of PECC ........................................................................................................................................... 13

c. PECC Facilitation and Support ...................................................................................................................... 14
d. PECC Meetings ............................................................................................................................................... 14
e. Amendments to the PECC TORs ................................................................................................................... 14
f. Relation between PECC and other Committees and Working Groups ......................................................... 14

7. Governance and Ethics Committee (GEC) ..................................................................................................... 14

7.1. Role ............................................................................................................................................................. 14
7.2. Responsibilities ............................................................................................................................................... 14
7.3. Timeline of operations and reporting ......................................................................................................... 15
7.4. Membership and operations ....................................................................................................................... 15

a. Chair ............................................................................................................................................................. 15
b. Vice Chairs ..................................................................................................................................................... 15
c. Secretary ......................................................................................................................................................... 16
d. Members .......................................................................................................................................................... 16
e. Facilitation and Support ............................................................................................................................... 17
f. Meetings, Quorum and Decision making ..................................................................................................... 17
g. Amendments to the TORs ........................................................................................................................... 17

1. Summary

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. The Board tasked the Governance and Nominations Committee (GNC), renamed Governance and Ethics Committee (GEC), to develop an operational plan to start implementing the Governance Reform. The operational plan (which can be found here), which encompasses three phases was developed by the GEC and approved by the Executive Committee (EC) on 31 January 2021. The GEC has now developed and proposed a transparent and consultative plan and process to implement the second Phase of the Governance Reform, as set out in this paper. This document provides further context to the second Phase of the Governance Reform process, including the roles and responsibilities of the Standing Committees and Permanent Working Groups, as well as the Terms of Reference (TORs) for the members and leadership positions.

2. Context

In operationalizing the approved Governance Reform, the GEC has developed a three phased approach, which is planned to be implemented between January to June 2021. The phased approach will occur as following: changes in constituency leadership and EC membership (Phase 1); committee and working group leadership and membership (Phase 2); and Board membership (Phase 3).
The second Phase of this Governance Reform encompasses the nomination and selection process of the leadership (Chair, two Vice Chairs and Secretary) and membership of all remaining Standing Committees1 (Governance and Ethics Committee, Strategic Advocacy Committee and Partner Engagement in Country Committee) and permanent Working Groups (Accountability WG, and Knowledge and Evidence WG). This is to be accomplished by 15 April.

This paper builds on the already agreed Terms of Reference (TORs) of the Executive Committee, and developed the TORs for the Standing Committees and Working Groups, building on the roles, responsibilities and membership agreed at the Board (in shaded colour2).

Next steps:

This paper will be shared with the GEC and the Standing Committees and Working Groups on the 19 February for inputs and consultations. Following the finalization and endorsement of the TORs by the GEC on 26 February, call for nominations for will be sent out by the Secretariat on behalf of the GEC, and disseminated among all PMNCH partners by e-Blast and social media on the 1 March. Nominees will be requested to send CVs/bios and letter of motivation to the GEC via the Secretariat. The GEC leadership with the Secretariat will organize, similarly to Phase 1, a tutorial and a webinar (first week of March) to answer any questions and provide clarifications. Nominations will close by 15 March. The Secretariat will collate nominations and send to the GEC. Following assessment including possible interviews, the GEC will propose Standing Committee and Working Group leadership nominations to the EC for electronic endorsement by 31 March. The EC will fully endorse the nominations by 15 April. Until this time, the existing leadership of the PMNCH committees and working groups will remain intact.

3. Executive Committee

3.1. Role3 of the EC

The primary role of the Executive Committee (EC) is to govern operations and ensure PMNCH realizes its mission. The EC oversees the work of three standing committees: (1) Governance and Ethics (GEC); (2) Strategic Advocacy (SAC); and (3) Partner Engagement in Countries.4

3.2. Responsibilities of the EC

The EC oversees the development and implementation of PMNCH’s Strategic Plan and links the budget to operational planning so that financial goals are realistic. Regarding implementation, the EC ensures outcome indicators and performance targets are in place and monitors their progress;

- Approves the annual progress report and financial report;

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1 Nomination and selection of Executive Committee representatives were conducted as part of Phase 1 of the Governance Reform process.
2 The shaded text refers to what was agreed at the Board meeting on the 14-15 December under the "Harnessing the Power of Partnership in a Digital Era".
3 Shaded paragraphs are exerted from the Board approved Governance document "Harnessing the Power of Partnership in a Digital Era".
4 The six thematic working groups created under the 2018-2020 Business Plan, will be dissolved and merged into the Strategic Advocacy and Country Engagement standing committees. The Accountability Working Group and the Knowledge and Evidence Working Groups will support the Strategy Advocacy Committee.
• Oversees the work of three Standing Committees: Governance and Ethics; Strategic Advocacy; and Partner Engagement in Countries, each with its own Terms of Reference, inclusive of adolescent/youth co-chairs and diverse leadership and partner representation;

• 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.

• Ensures effectiveness of the Board by approving qualified and committed Board members (recommended by the GEC and respective constituencies); educates Board members to serve effectively and engages in regular assessments and Board development.

Membership includes: Board Chair and Board Vice Chairs, Constituency EC representatives, as well as chairs of the three standing committees. The PMNCH Board Chair holds the seat of EC Chair, unless she/he delegate this to one of the Board Vice Chairs. Constituency representatives of the EC must also hold Board seats.

3.3. Timeline of EC operations and reporting

The EC is constituted as a standing Board committee, reporting to the Board on regular basis.

The reformed EC is established as of April 2021 to oversee the implementation of the recently approved governance structure and drive forward the ambitious objectives of the PMNCH 2021 – 2025 Strategy.

3.4 EC membership and operations

a. EC Chair and Vice Chairs

The PMNCH Board Chair holds the seat of EC Chair, unless she/he delegates this to one of the Board Vice-Chairs. The term of office for the EC Chair shall be three years, non-renewable, unless otherwise agreed by the Board.

The time commitment for the EC Chair is expected to be in the range of estimated at 15-20% FTE. This time commitment includes both the work of the EC Leaders themselves and of the support staff EC Leaders may have within their own organisation.

Roles and responsibilities – EC Chair

The EC Chair proactively conveys, chairs and leads, engages and consults with EC members through appropriate channels and forums to collect input, analyze the range of views, and drive towards consensus. The EC Chair reports on outcomes of these discussions to the Board and speaks from the perspective of the EC as a whole, not an individual or organizational perspective, unless explicitly declared otherwise. In this regard, the EC Chair maintains communication mechanisms in line with the PMNCH’s new digital approach to interact with members of the EC and disseminate information to them so that it flows to constituencies.

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5 The text from section 3.3 onwards refers to the TORs of the Executive Committee which have already been developed and agreed during Phase 1 of the Governance Reform. This document aims to expand on the TORs of the Chairs and Vice Chairs of the Executive Committee.
and committees as well. EC Chair will liaise closely with the PMNCH Executive Director and the Board Leadership on matters of strategic and operational importance.

The Chair of the EC should have:
- experience in chairing and leading decision-making bodies composed of diverse stakeholders, setting and overseeing implementation of strategies;
- proven advocacy and negotiation skills;
- proven skills in organizing and facilitating discussions, building consensus;
- strategic planning, implementation, and problem-solving expertise;
- openness to work in a digital space and adopt inclusive means of communication in line with PMNCH Digital Platform approach;
- experience and expertise in defining long term strategies based on evidence and best practices;
- expertise in one or more of the following areas: Maternal, Newborn and Child health, Sexual and Reproductive Health and Rights and/or Adolescent health and well-being.

Roles and responsibilities – EC Vice Chairs

The PMNCH Board Vice Chairs hold the seat of EC Vice Chairs, unless otherwise decided by the PMNCH Board Chair. EC Vice Chairs will support and act on behalf of the EC Chair as needed. They will follow-up with the Secretariat on implementation of agreed EC decisions and action points, and act in support of or instead of the EC Chair in liaising with individual constituencies.

The term of office for the EC Vice Chairs shall be three years, non-renewable unless otherwise agreed by the Board. Each EC Vice Chair is expected to commit up to 10%-15% FTE to fulfil their functions. This time commitment may include both the work of the Vice Chairs themselves and of the support staff they may have within their own organisation in support of their role.

Competencies should be similar to those listed for the Chair as above.

b. EC Members

The Committee shall comprise of 17 seats. This will include the Board Chair and the Board Vice Chairs, the 10 Constituency EC representatives, the 3 Standing Committee chairs and WHO as the host agency. Constituency representatives on the EC will automatically hold Board seats.

Committee members shall serve for three years, non-renewable, unless otherwise agreed by the EC Leadership.

The time commitment for the EC members is expected to be in the range of up to 10-15% FTE, as may be required. 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; and
- report to the Constituency Chair (if different from EC representative) on the outcome of EC meetings.
c. EC Facilitation and Support
The EC 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.

d. EC Meetings, Quorum and Decision making
EC meetings will be scheduled at the discretion of the EC Chair but in consultation with EC Members and PMNCH Secretariat. The frequency of EC meetings is expected to be approximately four to six times a year, each up to two hours in length. Two EC meetings will be scheduled in advance of twice-yearly Board meetings. The EC meeting calendar will be established four to six months in advance of meetings.

The Committee 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.

e. Amendments to the EC TORs
The EC’s Terms of Reference and operational guidelines may be amended at any time by the Governance and Ethics Committee, approved by the Executive Committee in consultation with the Board and in accordance with the decision-making procedures set out in the Board Manual.

4. Standing Committees

The Executive Committee provides oversight to PMNCH’s three standing committees; Standing Committees report to the EC. The Board Chair may invite Standing Committee chairs to participate in Board meetings on an ad hoc basis, as needs arise. Meaningful youth engagement will be made supported and made explicit in all structures.

Standing Committee members are chosen among constituency representatives, not necessarily representing all ten PMNCH constituencies on each committee; working groups are less formal and are not constituted on the basis of constituency representation, but rather technical interest/background. Additional Working Groups, such as digital Communities of Practice, will be established. These will be ad hoc in nature, dedicated to specific issues, time limited and guided by specific TORs.

5. Strategic Advocacy Committee (SAC)

5.1. Role of the SAC

The Strategic Advocacy Committee (SAC) has a key role to provide guidance to the PMNCH Executive Committee and Board on strategic opportunities and gaps at global, national and country levels to advance political commitment and action. This guidance follows the direction of the PMNCH 2021-2025 Strategy, which identify advocacy as the main function for PMNCH, as well as the positioning of PMNCH in relation to emerging global priorities and needs.

5.2. Responsibilities of the SAC
The SAC is the main technical committee for the development of strategic advocacy plans and activities for PMNCH. Its responsibilities include:

- Developing advocacy goals, targets, messages, and activities to be carried forward through complementary strategies. This includes high-level political engagement; community mobilization; constituency engagement; and media mobilization, including for the goals of effective financing and equitable delivery of essential sexual, reproductive, maternal, newborn, child and adolescent health (SRMNCAH) interventions;

- Leading on the development of advocacy models, practices and tools that enable PMNCH constituencies and partners to harness the power of partnership, achieving more together than alone. This includes high profile, digital campaigns with measurable indicators, amplifying and adding value to the existing efforts of each PMNCH partner. Campaigns are executed through PMNCH partners, as well as other organizations and partnerships dedicated to sustainable development and human rights;

- This work benefits from, and contributes to, analysis provided by the PMNCH Knowledge and Evidence Working Group and monitoring and evaluation input from the PMNCH Accountability Working Group. Both working groups support, and report into, the Strategic Advocacy Committee;

- The SAC is guided by the work of the Partner Engagement in Countries Committee (PECC) in identifying national and sub-national opportunities and targets for partner-led mobilization, including through multi-stakeholder policy platforms. The SAC contributes to the PECC by proposing advocacy strategies and tactics that advance measurable change and accountable leadership at the country level.

5.3. SAC Membership and operations

a. SAC Leadership

The SAC will have a Chair, up to two Vice Chairs and a Secretary (optional), appointed by the EC upon suggestion from the GEC following a process of self-nomination and vetting, with due attention to maximizing inclusivity and diversity of regions, issues, constituencies, age, gender, race and ethnicity. One of these leaders is strongly encouraged to be under 30 years old.

The term of office for the SAC Chair, Vice Chairs and Secretary (optional) shall be for three years, non-renewable, unless otherwise agreed by the EC Leadership. Terms should be staggered to maximize learning and consistency.

The time commitment for SAC leadership is estimated to be in the range of up to 10-15% FTE. This time commitment may be composed, in part, from support staff within the organizations of the SAC leaders.

The Chair is preferably an individual with in-depth knowledge, skills and experience of strategic issues related to children, women and adolescent’s health and wellbeing, including financing, policy setting and articulation of clear advocacy goals. Additionally, the Chair has experience chairing or leading decision-making bodies comprised of diverse stakeholders in the public, civil society, or private sector; experience and skill in organizing and facilitating discussions, and building consensus among diverse stakeholders.

The SAC Chair and Vice Chairs are responsible for:
• Leading the overall strategies, goals and priorities of the SAC;
• Identifying, recruiting, activating and supporting SAC members in their responsibilities;
• Guiding the overall work of the SAC, including implementation of agreed plans;
• Developing and agreeing workplans with SAC members;
• Communicating priorities and needs to the PMNCH Secretariat to ensure timely support and facilitation of the work of the SAC;
• Linking with other PMNCH Standing Committees to ensure synergies, coordination and alignment;
• Ensuring that the contributions of the PMNCH Knowledge and Evidence Sub-Committee and Accountability Sub-Committee are fully integrated into SAC plans and meetings; and
• Representing the work of the SAC to internal and external audiences, including reporting to the PMNCH’s Executive Committee on progress and results of the SAC.

The SAC Secretary is responsible for:

• Reviewing the agenda and documentation in preparation for Constituency meetings, as well as the meeting notes of the SAC; and
• Assisting the Chair in support of the Committee as needed.

b. SAC Members

The SAC will be comprised of up to 12 seats: 9 hands-on representatives of PMNCH member-organizations, as well as Chair and up to two Vice Chairs. Members of the SAC are appointed by the EC upon suggestion from the GEC following a process of self-nomination and vetting, with due attention to maximizing inclusivity and diversity of regions, issues, constituencies, age, gender, race and ethnicity, consistent with PMNCH policies being developed. Terms of members are for three years, non-renewable, unless otherwise agreed by the EC Leadership.

SAC Member Competencies and Skills:

SAC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

• Strategic, advocacy and communication skills relevant to goals of the PMNCH 2021-2025 Strategy;
• Advocacy strategy and campaign implementation experience;
• Capacity to leverage multi-stakeholder networks relevant to PMNCH advocacy goals; and
• Ability and experience in providing policy guidance on women’s, children’s and adolescents’ health (WCAH) priorities and opportunities.

Members are encouraged to contribute their institutional assets to the work of the SAC where possible to enable synergies between PMNCH and its members (e.g., messaging and communication products, information, social media channels, networks, political champions, etc.)

Since the main function of the SAC is to provide hands-on strategic and technical support, reporting to the EC, there is no requirement for the SAC itself to be constituted from the equal representation of all 10 PMNCH constituency groups. SAC membership is based on relevant expertise to the functions of the SAC, and not on constituency appointment/representation. Therefore, SAC members do not act as formal constituency
representatives to the SAC. However, diversity of constituency representation is desirable, and SAC members may play informal role in briefing the leaders of their constituency to promote information flow and encourage joint strategic and communication efforts within and between constituencies and the SAC.

Members of other PMNCH ad-hoc working groups and committees may be invited to participate in SAC meetings and projects, and vice versa, to foster synergies and strong coordination across different working structures.

Each member is expected to:

- Play a hands-on role as required in the drafting and development of plans;
- Contribute ideas, networks and expertise to facilitate the implementation of agreed plans;
- Demonstrate up-to-date knowledge of PMNCH strategies and approaches, as well as WCAH status, trends, and influential actors within their respective geographies and constituencies;
- Review SAC documents and provide feedback based on their expertise;
- Participate in at least 80% of the SAC meetings.

It is estimated that, on average, each SAC member will dedicate, on average, 10% of their working time to this role with more intensive inputs required in certain phases.

If SAC members are prevented for any reason in being unable to perform their duties, including regular attendance at meetings and provision of timely feedback, they are requested to consult with the SAC Chair/Vice Chairs. If they are unable to participate in the life of the SAC for more than three consecutive months, they will be considered inactive and their seat will be open to selection of a new member by the Chair/Vice Chairs.

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

d. SAC Meetings
The frequency of SAC meetings is expected to be four to six times per year; meetings will be scheduled advance of PMNCH EC meetings, where written reports from all PMNCH Standing Committees will be submitted in advance and presented orally.

e. Amendments to the SAC TORs
THE SAC Terms of Reference and operational guidelines may be amended at any time with the agreement of GEC and approved by the Executive Committee.

f. SAC Working Groups
The SAC will benefit from two standing Working Groups: a) a Knowledge and Evidence Working Group; and b) an Accountability Working Group.

Meetings will be held on a regular basis, as determined by the Chair/Vice Chairs of the Working Groups in agreement with members.
The SAC may also establish additional ad-hoc working groups based on need.

**Knowledge and Evidence Working Group**

The overall intent of the Knowledge and Evidence Working Group is to advise PMNCH and collaborate with partners on priority knowledge and evidence for advocacy that needs to be synthesised, translated and made accessible on WCAH, with a particular focus on high-impact interventions and innovations to drive WCAH outcomes. The Working Group addresses the challenges of: i) enhancing the impact of PMNCH and partner-led evidence and knowledge for advocacy; ii) understanding what PMNCH knowledge products need to be developed and how, and iii) supporting the identification of knowledge gaps for advocacy, policy and action.

The Knowledge and Evidence Working Group is responsible for:

- Advising on priorities for PMNCH knowledge synthesis and translation to support PMNCH’s core advocacy function, in line with the PMNCH 2021-2025 Strategy;
- Supporting the identification of priority knowledge gaps amenable to cross-constituency collaboration through the PMNCH platform;
- Collaborating with the Partner Engagement in Countries Committee (PECC) to identify needs and priorities for the production of knowledge synthesis and translation activities to drive partner-based action at the country level;
- Guiding the development of effective and meaningful knowledge syntheses and tools to support advocacy and advance PMNCH’s strategic outcomes on better policies, financing and service delivery for women, children and adolescents;
- 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.);
- Guide the development of a digital approach to knowledge sharing among PMNCH constituencies, and workstreams.

**Accountability Working Group**

The Accountability Working Group strengthens and harmonizes collaborative accountability efforts cutting across WCAH in order to support and strengthen PMNCH’s workstreams and advocacy function for more effective, aligned and concrete actions for WCAH through SRMNCH multisectoral action and platforms.

The Accountability Working Group is responsible for:

- Providing strategic guidance and priority-setting for accountability activities to support PMNCH’s core Advocacy function in line with the 2021-2025 PMNCH Strategy;
- Promoting alignment and cross-agency collaboration with respect to the existing accountability functions of other global institutions in the WCAH landscape (e.g., H6 partners, Countdown to 2030, etc.);
- Identifying gaps and opportunities to advocate for accountability investments and policy through PMNCH partners at the national level, driving deeper engagement with accountability-focused partners, such as parliamentarians and the media;
• Collaborating with the Partner Engagement in Countries Committee (PECC) to promote robust national multi-stakeholder platforms based on the meaningful inclusion of all constituencies;
• 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.

g. Relation between SAC and Working Groups
The Knowledge and Evidence Working Group and the Accountability Working Group will report to the SAC on a routine basis through written reports as well as inputs at regularly scheduled SAC meetings by the Chair and/or Vice Chairs of the Working Groups.

Working Group Vice Chairs will present proposals and updates to the SAC aligned with overall strategic evidence-based advocacy efforts of the SAC. The SAC will provide guidance to both Working Groups, as deemed necessary.

6. Partner Engagement in Countries Committee (PECC)

6.1. Role of PECC

The PECC provides guidance on how to build stronger coalitions among PMNCH constituencies and partners in countries for greater WCAH action and impact. The PECC will advise on effective strategies at country, regional and global levels to strengthen partner knowledge, skills and capacity for joint advocacy, meaningful inclusion and greater accountability of partners to each other and to external stakeholders, including through multi-stakeholder dialogue (e.g. support to multi-stakeholder platforms and other mechanisms including providing strategic support / funds to CSOs (including youth-led organisations and networks, media outreach, Parliamentary hearings, etc.)

6.2. Responsibilities of PECC

• Provide guidance on how to enhance current partner engagement at country level (including through MSP, CSO, parliamentarians, media and Adolescent and Youth grants, etc.) to orchestrate and support multipronged advocacy efforts, engaging partners and constituencies from the grassroots to the highest political level
• Identify synergies with other relevant platforms/campaigns at country level, e.g. GFF, GAP/SDG3 and UHC-Partnership, and stimulate institutional/cross-sectoral collaboration to avoid duplicating efforts and optimize the use of technical and financial resources;
• Provide guidance on working with regional mechanisms to create an enabling environment for national action by supporting these mechanisms in developing regionally relevant tools and resources and in their capacity building efforts e.g. with EWEC Latin America and the Caribbean, the African Union, Regional Economic Communities, and regional parliaments; and
• Strengthen member and partner engagement through supporting the development and wide dissemination of advocacy, accountability and knowledge global good and resources for all partners to use at global, regional and country level.
6.3. PECC Timeline of operations and reporting

- The PECC is constituted as a standing committee, reporting to the EC on a regular basis.
- The PECC builds on the work done by CEWG and is adapted to deliver on the objectives of the PMNCH 2021 – 2025 Strategy, including the COVID-19 Call to Action Campaign.

6.4. PECC Membership and operations

a. Leadership of PECC

The PECC will have one Chair, two Vice Chairs, and a Secretary (optional), appointed by the EC upon suggestion from the GEC following a process of self-nomination and vetting, with due attention to maximizing inclusivity and diversity of regions, issues, constituencies, age, gender, race and ethnicity, consistent with PMNCH policies being developed. One of these leaders is strongly encouraged to be under 30 years old.

- The term of office for the PECC Chair, Vice Chairs and Secretary (optional) shall be for three years, non-renewable, unless otherwise agreed by the EC Leadership. Terms should be staggered to maximize learning and consistency.
- The PECC Chair is responsible for setting the overall agenda and direction of PECC. They will be responsible for driving consensus and representing the PECC and PMNCH.
- The PECC Chair is preferably an individual with in-depth knowledge, skills and experience of strategic and operational issues related to children, women and adolescent’s health and wellbeing, within the country context, including leadership at the national level for policy implementation and financing. Additionally, the Chair has experience chairing or leading decision-making bodies comprised of diverse stakeholders in the public, civil society, or private sector; experience and skill in organizing and facilitating discussions, and building consensus among diverse stakeholders.
- The PECC Vice Chairs will be responsible to support the Chair and be delegated leadership responsibilities in the absence of the Chair.
- The PECC Secretary will review the agenda and documentation in preparation for Constituency meetings, as well as the meeting notes and assist the Chair in support of the Committee as needed.
- PECC leadership will:
  - Lead on the overall strategies, goals and priorities of the PECC;
  - Identify, activate and support PECC members in their responsibilities;
  - Guide the overall work of the PECC, including implementation of agreed plans;
  - Communicate priorities and needs to the PMNCH Secretariat to ensure timely support and facilitation of the work of the PECC;
  - Represent the work of the PECC to internal and external audiences, including reporting to the PMNCH’s Executive Committee on progress and results of the PECC.
• The time commitment for the PECC Leadership is estimated to be in the range of up to 10-15% FTE. This time commitment may be composed, in part, from support staff within the organizations of the PECC leaders.

b. Members of PECC

The PECC will be comprised of up to 18 seats, including 5 grantee organizations in focus/commitment-making countries of PMNCH, a minimum of three representatives from partner governments, and up to 10 members ensuring representation of all PMNCH constituencies with ability to build coalitions and foster multi-stakeholder collaborations in countries.

Members of the PECC are appointed by the EC upon suggestion from the GEC following a process of expression of interest received from individuals in constituencies and grantee organizations, with due attention to maximizing inclusivity and diversity of regions, issues, constituencies, age, gender, race and ethnicity.

Members are appointed to the PECC for a three-year term on behalf of their sponsoring institutions. Members are encouraged to contribute their institutional assets to the work of the PECC where possible to enable synergies between PMNCH members (e.g., messaging and communication products, information, social media channels, networks, political champions, etc.).

PECC members do not act as formal constituency representatives to the PECC; however, they play a critical role in driving PMNCH’s engagement at the country-level between constituencies and the PECC, reporting back to the constituency and seek inputs when relevant.

Members of other PMNCH working groups and committees may be invited to participate in PECC meetings and projects, and vice versa, to foster synergies and strong coordination across different working structures.

It is estimated that, on average, each PECC member will dedicate, on average, 10% of their working time to this role with more intensive inputs required in certain phases.

PECC Member Competencies and Skills:

PECC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Technical skills;
- Engagement with multi-stakeholder networks (coalitions, programmes and partners) relevant to the implementation of PMNCH advocacy work plan and partner engagement goals;
- Campaign implementation experience; and
- Ability and experience in providing guidance on Women, Children and Adolescent Health (WCAH) priorities and opportunities.

Each member is expected to:

- Contribute to shaping the PMNCH approach at the country-level to deliver a cohesive and collective effort of PMNCH partners, including by supporting and linking with MSPs, AY, CSO and media grant holders to ensure greater impact for PMNCH’s advocacy goals;
- Support the implementation of the PMNCH Call to Action Campaign plan by leveraging their networks;
- Review PECC documents and provide feedback based on their expertise; and
• Participate in at least 80% of the PECC meetings.

c. **PECC Facilitation and Support**

• The PECC will be supported by the PMNCH 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.

d. **PECC Meetings**

• The PECC meetings will be scheduled every 6 weeks; and additional meetings (if required) will be scheduled at the discretion of the PECC Leadership but in consultation with PECC Members and PMNCH Secretariat.

e. **Amendments to the PECC TORs**

• The PECC Terms of Reference and operational guidelines may be amended at any time with the agreement of GEC and approved by the Executive Committee.

f. **Relation between PECC and other Committees and Working Groups**

The PECC will collaborate with the Strategic Advocacy Committee and its two working groups; Knowledge and Evidence working group and the Accountability working group, to:

• Develop tailored country-level advocacy strategies and accountability plans;
• Generate the guidance for templates and resources for data analyses, advocacy and communication documents, campaign events, and workshops;
• Facilitate supporting for tracking the implementation of country campaigns through national multi-stakeholder mechanisms;
• Provide guidance on the development of global goods that can maximize country-level impact; and
• Provide country perspectives into global advocacy strategies and identify opportunities for global advocacy moments with country impact.

7. **Governance and Ethics Committee (GEC)**

7.1. **Role**

Improve governance effectiveness of PMNCH, ensuring inclusive, value-based and positive collaboration, oversee nomination processes, and address governance questions that may arise. Ensure the highest ethical standards are maintained.

7.2. **Responsibilities**

• Evaluate the governance practices and structures of PMNCH to ensure that PMNCH’s governance supports the effective and efficient achievement of PMNCH’s mission and strategic plan;
• Review the composition of the Board, Executive Committee and Standing Committees to ensure that they reflect the appropriate balance of independence, sound judgment, specialization, technical skills,
diversity, fundraising and development ability, geographic representation, and other desired qualities;
- Ensure the effective implementation of PMNCH’s policies on unconscious bias, ethics and conflict of interest policies, and the development and maintenance of a culture of ethics;
- Evaluate the performance of the Board and committees.

7.3. Timeline of operations and reporting
- The GEC is constituted as a Standing Committee, reporting to the EC on a regular basis.

7.4. Membership and operations

a. Chair
- The Chair of the GEC is appointed by the Chair of the PMNCH Board for a term of three years, non-renewable, unless otherwise approved by the Board Chair.
- The Chair is preferably an individual with in-depth knowledge, skills and experience of governance issues, including ethics, and nominations. Additionally, the Chair has experience chairing or leading decision-making bodies comprised of diverse stakeholders in the public, civil society, or private sector; experience and skill in organizing and facilitating discussions, and building consensus among diverse stakeholders.
- The Chair shall:
  - Plan and oversee meetings of the GEC;
  - Participate in and advise on selection of GEC members in conjunction with the Constituency chairs, and the GEC;
  - Report to the EC on relevant matters as appropriate; and
  - Report to the PMNCH Board Chair directly in the event of a major ethical breach.
- The time commitment of the Chair is estimated at 10-15% FTE.
- In the event that the Chair is unable to attend a scheduled meeting, the Chair will nominate either a Vice-Chair or Secretary from the membership of the GEC.

b. Vice Chairs
- The GEC may elect two Vice Chairs. 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 unless otherwise agreed by the Board.
- GEC Vice Chairs will support and act on behalf of the GEC Chair as needed, performing the Chair responsibilities when the Chair is not available. The Vice Chairs will divide the responsibilities of the role in discussion with the Chair and the GEC. Either may participate during presentations at the EC and Board when necessary, sharing the task with the Chair.
- The time commitment for each GEC Vice Chair is estimated to be 10-15% FTE of time to fulfil required functions.
- Competencies should be similar to those listed for the Chair of the GEC under 7.4 a above, in addition to competencies expected of all members as listed in 7.4 c.
c. Secretary

- The role of the Secretary of the GEC is to review the agenda and documentation in preparation for Constituency meetings, as well as the meeting notes of the GEC and to assist the Chair in support of the Committee as needed.
- The time commitment for the Secretary of the GEC is estimated to be 10-15% FTE to fulfil required functions. The term of office for the Secretary of the GEC shall be three years, non-renewable, unless otherwise agreed by the EC Leadership.

d. Members

- The Committee shall comprise of 10 seats, 1 from each constituency, given the remit of the GEC. The Vice-Chairs and Secretary will normally be drawn from the 10 Constituencies represented.
- GEC members are chosen among constituency representatives, with due attention to maximizing inclusivity and diversity of regions, issues, constituencies, age, gender, race and ethnicity, consistent with PMNCH policies being developed. GEC members are not required to have seats on the PMNCH Board or EC.
- Members of the GEC are appointed by the EC upon suggestion from the GEC following a process of expression of interest received from individuals in constituencies.
- Committee members shall serve for three years, non-renewable, unless otherwise agreed by the EC Leadership.
- The time commitment for the GEC members is expected to be in the range of 10% FTE. Each member is expected to:
  - attend each GEC meeting and contribute their expertise to support the role of the Committee effectively;
  - review GEC documents and provide feedback on behalf of the Constituency;
  - avoid placing (and avoid the appearance of placing) one's own self-interest or that of the Constituency above that of the work of GEC;
  - report to the Constituency Chair/Leadership on the outcome of GEC meetings.

GEC Member Competencies and Skills:

- GEC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:
  - Governance practices of a variety of institutions (private sector, international organisations, not-for-profits and/or state-owned enterprises);
  - Nominations processes for Board and committee members, needs analysis, and the development of position descriptions for boards and committees;
  - Board and committee performance evaluations and assessments;
  - Ethics and conflict of interest codes and/or policies and methods of ensuring compliance with such codes and/or policies; and
  - Other attributes that will support and inform the work of the GEC.

- All GEC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of PMNCH.
e. Facilitation and Support
   - The GEC 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.

f. Meetings, Quorum and Decision making
   - GEC meetings will be scheduled at the discretion of the GEC Chair but in consultation with GEC Members and PMNCH Secretariat. The frequency of GEC meetings is expected to be quarterly at a minimum, each up to two hours in length. GEC meetings will be scheduled in advance of EC meetings when forwarding items to the EC agenda. The GEC meeting calendar will be established four to six months in advance of meetings.
   - The Committee 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.

g. Amendments to the TORs
   - The GEC’s Terms of Reference and operational guidelines may be amended at any time by the Governance and Ethics Committee, approved by the Executive Committee in consultation with the Board and in accordance with the decision-making procedures set out in the Board Manual.