



# PMNCH GOVERNANCE MANUAL

2025





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## Foreword by Rt. Hon Helen Clark, PMNCH Board Chair

As the Chair of the PMNCH Board, it is my privilege to introduce the PMNCH Governance Manual. This guide is designed to support our unwavering commitment to excellence in governance. It serves as a cornerstone for our organization's operations, providing clear guidelines and principles that ensure transparency, accountability, and integrity in all our activities.

Effective governance is more critical than ever. It is the foundation upon which we build trust with our stakeholders, foster a culture of ethical behavior, and drive sustainable success. This manual reflects our dedication to upholding the highest standards of governance, aligning our practices with best-in-class principles, and continuously improving our processes.

I would like to extend my heartfelt gratitude to all those who have contributed to the development of this manual. Your expertise, insights, and hard work have been invaluable in creating a resource that will guide us in our mission of achieving health and well-being for women, children, and adolescents worldwide.

Thank you for your commitment and dedication to our shared vision.

Rt. Hon Helen Clark  
PMNCH Board Chair

# PMNCH Board - Terms of Reference

## Background

In 2024, PMNCH commissioned an independent review of its governance system. On the basis of the Review's findings and recommendations the then PMNCH Board approved a set of reforms, including its own dissolution and the introduction of a streamlined governing body to replace it. The present document sets out the terms of reference for that new PMNCH Board.

## Context

The changes made to PMNCH's governance system respond to a challenging global health landscape and the reality that progress in women's, adolescents' and children's health has stalled, lagging far behind the promises of the Sustainable Development Goals, with sexual and reproductive health and rights also under significant threat. Now more than ever, PMNCH must stand up and stand out as a bold and impactful multi-stakeholder platform, enabling and galvanizing effective and innovative collaboration and action for the health and wellbeing of women, adolescents and children around the world. That in turn requires bold, committed and innovative strategic leadership, particularly at the Board level.

## Board purpose and role

The Board's overarching duty is to foster PMNCH's long-term success. Its purpose is to govern PMNCH in keeping with the principles of good governance (see section 4 below). It further is a primary responsibility of the Board to work in full partnership with the PMNCH Executive Director (ED) and to ensure compliance with the terms of its Host Agreement with WHO.

Ultimate responsibility for deciding what PMNCH seeks to accomplish belongs to the Board. However, the Board's authority resides in the Board as a whole, and not in its individual members.

In fulfillment of its responsibilities, it is the role of the Board to:

- Guide PMNCH overall, and specifically with respect to i) its strategic positioning in the context of global health more broadly, ii) its value-add to the work of its partners and members, and iii) its mid to long term direction and current term priorities overall.
- Take account of PMNCH partners' expectations, concerns, interests and potential throughout its deliberations.

Ensure standards and policies for organizational and membership conduct are in place that i) enable PMNCH's impact, ii) ensure due diligence in management of members' conflicts of interest and roles should they arise, iii) empower the ED in their implementation of PMNCH strategy and for effective leadership of the PMNCH Secretariat, and iv) establish such limitations or constraints on executive decision-making as the Board deems necessary taking into account the rules and regulations of the WHO in its capacity as the host of the PMNCH Secretariat.

- Periodically review the overall performance of the organization, including its impact of the lives of women, children and adolescents, its financial sustainability, its public reputation as well as the effectiveness and morale of the Secretariat.
- Ensure PMNCH remains in good standing with its members, funders and with WHO as its host agency.

Further, the appointment of Executive Director will take place in accordance with the terms of the Hosting Agreement.

## The ethos underpinning the Board's role and responsibilities

The Board's overall approach to its role and responsibilities is grounded in the principles of good governance inclusive of, inter alia,

- **Impact centredness:** with the overarching and first-order duty of the Board being to ensure the long-term success of the Partnership.
- **Sustained focus on PMNCH partner engagement:** with partner engagement the central means by which PMNCH works for impact, and with facilitation/enabling of partner engagement being the central purpose of the PMNCH constituencies and core to the mission of the PMNCH Secretariat.
- **Accountability:** of PMNCH for its impact, financial and operational integrity publicly; accountability of the Board to the PMNCH membership as a whole, and accountability of the Executive Director
- **Transparency** of Board decisions
- **Diversity and inclusiveness** in Board membership
- **Sustained strategic partnership across and between governance and executive functions:** In all matters there is a conscious and intentional collaborative partnership between the Board and the PMNCH Executive Director, and through the ED, with the PMNCH Secretariat. That partnership is based on the distinct but complementary governance as compared to executive roles and responsibilities and mutual respect for those.

## Board composition

The Board is composed of the Board Chair, 15 Board members and Host Agency WHO which has an ex-officio seat. No more than 13 Board members are drawn from PMNCH's six constituencies (see appendix). The remaining two members are appointed by the Board Chair. All members are voting members.

## Profile of Board members

PMNCH Board members are individuals who represent their constituencies and who are prepared, available and willing to work to protect and advance the interests and success of PMNCH and ensure its strategic impact. Commitment to PMNCH's success as set out in its strategy is essential.

Board members will be senior leaders in the fields of women's, children's and adolescent health, bringing top-class expertise, authority and experience to support PMNCH as it strives to influence the global health policy debate and advance delivery for the benefit of women, children and adolescents. Together they will be diverse by background and identity, and will bring a range of expert knowledge in areas directly relevant to PMNCH's mandate, for example, in health service delivery, public policy, financing, data and evaluation, innovation, organizational leadership, accountability, and human rights.

Board members will also bring a developed understanding of the principles of good governance and demonstrated ability to apply those in practical terms. They will be determined to help foster and strengthen cross-sector and inter-sector partnership, collaboration and cooperation. They will be committed to advancing work for women, adolescents' and children's health strategically, equitably, and ethically at the global, regional, and country levels. They will understand the importance of accountability to both PMNCH and to their respective constituency.

### **Appointment of Board members**

Nominations are sought from PMNCH member organisations for the 13 Board members to be drawn from PMNCH constituencies. Selections of proposed Board members from among nominations received is to be competency based and in accordance with the number of seats assigned to each constituency (see appendix).

In the start-up cycle, this appointment process is led by the Governance Reform Working Group, which presents its recommendations to the Board Chair. Successive appointment cycles will be managed by an ad hoc nominations committee established for the purpose by the Board, and reporting to the Board Chair.

The Board Chair will appoint two other Board members. The Host Agency WHO is an ex-officio Board member.

### **Appointment of the Board Chair**

Candidates for Chair of the PMNCH Board are widely sought through PMNCH members and PMNCH's wider partnership network and publicly advertisement. Nominees for Chair need not have any direct or prior association with a PMNCH member.

An ad hoc committee of the Board established for the purpose will oversee the selection process, making recommendations on the final appointment to the Board for its approval. The Chair will normally serve for a three-year term, renewable once only for a maximum of three years.



## **Tenure and time commitment of Board members**

Board members will normally serve a three-year term, renewable once only for a maximum of three years. In the start-up phase of the new Board, considerations shall be given to exceptional staggering of terms of office to allow a balance between continuity and renewal of membership over the coming six year. Board members are expected to commit to spending at least four days per year in service of the Board.

## **Board meetings, quorum, and decision-making**

Board meetings will occur biannually, for e.g. in May/June and November/December. Precise dates will be proposed to the Board, in consultation with the Board Chair by the PMNCH Secretariat.

Board meetings will be virtual, unless otherwise agreed. Standardly, virtual meetings will be held over two days and last up to four hours per day.

The Board will be deemed quorate if at least two-thirds of its members are present at the opening of an official meeting. If a Board member is unable to attend a meeting, they may grant – in writing - a proxy to another Board member.

Wherever possible, the Board will take its decisions by consensus. If consensus cannot be reached despite all practical efforts to do so, the Chair may call for a vote. For a motion to pass by vote, it must receive the support of at least two-thirds of Board members present in the meeting (in person or by telephone or video conference link).

As per section 6.6 of the WHO Hosting Terms applicable to PMNCH, if WHO, after consultation with the Board (either as a whole, through its Chair or through its Executive Committee), considers that the implementation of a decision related to the work of the partnership made by the Board or under consideration by it would be inconsistent with the WHO Rules (as defined in the Hosting Terms) or its policy framework or could give rise to inappropriate liability for WHO, WHO (and any staff member of WHO, including those assigned to the PMNCH secretariat) shall refrain from implementation of such decision. Similarly, WHO reserves the right to not implement any PMNCH secretariat activity or action that is contrary to its Rules.

## **Board Standing Committee and ad hoc working groups**

The Board will establish a single standing committee that is accountable to the Board. Comprised of no more than seven Board members, the standing committee will support, empower and provide direction to the ED, also helping hold them accountable for Secretariat performance.

The standing committee's responsibility will be to advise, review and, where appropriate endorse recommendations for Board approval, on core aspects of the PMNCH Secretariat performance, such as its development and implementation of:

- PMNCH partner engagement plans and stewardship of PMNCH membership overall: e.g. analysis of the overall partner profile for diversity, inclusion and geographical spread; fostering of active collaboration/engagement across PMNCH constituencies; adjudication of members' conflicts of interests and roles, and safeguarding of partners, staff, other people and reputation.
- Approved business plans, budgets, cost structures and priorities
- Proposals for ensuring financial sustainability, income pipelines, and donor relations
- The development and maintenance of a risk register inclusive of effective risk mitigation steps
- The setting out of revokable delegations of decision-making authority and limitations across PMNCH inclusive of the Committee, individual Board members if deemed necessary, the PMNCH constituencies.

The Board has the authority to establish, in consultation with the ED, such time-limited ad hoc working groups as it deems necessary to support achievement of PMNCH priorities.

## **Board attendance**

Board meetings will be attended by the PMNCH Executive Director and by such staff as the ED deems necessary for the effective functioning of the Board. The Board may convene closed sessions with the ED. However, the holding of Board sessions without the presence of the ED will on an exceptional basis only.

## **Secretariat support for the Board**

The Board is supported by the PMNCH's Secretariat, which coordinates preparation of meetings, including the drafting and sharing of Board documents and reports, as well as the drafting of Board agenda and minutes of meetings.

Agreed on 24 January 2025

For review on 24 January 2028



## Appendix

In 2024, following an independent review of the PMNCH governance system, the then Board approved a set of reforms, including merger of PMNCH's ten constituencies into six. The post-reform constituencies, from which a majority of Board members are drawn, is as follows:

- *Governments and Intergovernmental Organizations*, from which a maximum of three Board members are drawn.
- *Global Financing Mechanisms and United Nations Agencies*, from which a maximum of two Board members are drawn.
- *Health Care Professionals Associations and Academic Research & Training Institutes*, from which a maximum of two Board members are drawn.
- *Adolescents and Youth* from which a maximum of two Board members are drawn.
- *Private Sector and private foundations* from which a maximum of two Board members are drawn.
- *Non-Governmental Organizations* from which a maximum of two Board members are drawn.

In sum, a maximum of 13 of the Board's 17 members are drawn from the constituencies. Normally, those 13 Board members in turn will act as constituency convenors/co-conveners.

# PMNCH Board - Mission, working methods

## Background

Accepting the recommendations of the 2024 Governance Review, the then PMNCH Board confirmed that core functions of PMNCH's future governance system are:

1. Setting and adjusting PMNCH strategy, holding the Secretariat and relevant partners accountable for its implementation.
2. Setting of core policies.
3. Approving business plans, budgets and agreeing action priorities.
4. Overseeing financial sustainability, including core costs, income pipelines, donor relations (as compared to partners who are MNCH donors) and associated risks.
5. Hosting of an annual "Donors to PMNCH" forum to aid sustainability overall.
6. Stewardship of membership overall: i.e. analysis of the overall partner profile for such as diversity and inclusion, fostering of active collaboration/engagement, adjudication of conflicts of interests and roles, and safeguarding of people and reputation.
7. Making of revokable delegations of decision-making authority and limitations. A "Delegation of (revokable) Authority" matrix should be agreed for this purpose.
8. Supporting, providing care for and direction to the ED and holding them accountable for Secretariat performance.

Those functions fall to the Board and its standing committee. In addition, both the Board and its standing committee are foreseen as working to a "new" ethos or approach. In broad terms, that marks a pivot from a Board comprised of "representatives" of constituencies, to a Board whose overall purpose is not only as representatives of constituencies but also to leverage partner engagement for impact on WCAH, including through "good-governance" practices that support PMNCH's accountability and transparency and provide direction and support for executive functions (see Annex 1 Board's Terms of Reference).

This paper aims to summarise, for Board consideration, key dimensions of the new Board's purpose approach and operations.

## Board Mission

It is the mission of the Board to steer PMNCH's overall strategic positioning and priorities for impact on WCAH, taking into account PMNCH's partners' expectations and ensuring partner engagement is at the centre of PMNCH's overall approach while also i) ensuring standards and policies for organization and membership are in place, ii) periodically reviewing PMNCH overall performance and iii) ensuring PMNCH remains in good standing with its members, funders/investors and with WHO as its host agency.

## **Board Ethos & its Accountability**

The new Board's mission to guide PMNCH to impact for WCAH through cross-constituency partner engagement (mobilising and organising partners for collaboration) also shifts, to some extent, the tone and spirit, or ethos, of the new Board as compared to that of the previous one.

## **A renewed relationship to constituencies**

Where previously Board members represented constituencies, under the new arrangement Board members are conveners of constituencies and also act on behalf of the Board. The role of constituency conveners is to help mobilise constituency members for contribution to, and participation in principally cross-constituency projects established under leadership of the Executive Director for the purpose of achieving PMNCH's goals.

## **A renewed partnership with the Executive Director**

It follows that this (re) orientation newly empowers the Executive Director (ED) to lead on development and implementation of strategies for partner engagement and be accountable to the Board for that. The Board approves the overall partner engagement approach prepared by the ED and then, through those members who convene the constituencies, helps promote partner collaboration and contribution for that purpose.

This realignment of ED and Board members' roles underscores a further shift, namely that the Board and its members/constituency conveners operate primarily in a strategic partnership with the ED, while also holding the ED accountable for their own performance and that of the Secretariat.

## **A renewed emphasis on the accountability of the Board as a single entity**

The new approach also recentres the Board's own accountability. No longer are individual Board members directly accountable to individual constituencies nor thought of as accountable to their own organizations for their work as PMNCH Board members. Rather, accountability is seen as an obligation of the Board as a whole, with individual Board members accountable to the Board as a single entity, including through the Chair. The Board itself is understood to be accountable to the full cohort of PMNCH partners (to the cohort of all constituencies). PMNCH is understood to be accountable in contractual ways to its donors, in formal ways under the terms of its host agreement with WHO, but in principle, and thus in ways requiring practical expression, to women, children and adolescents themselves.

## **Board meetings & agenda**

The Board's clarified mission, shift in ethos, emphasis on both partner engagement and on accountability of both the Board and the ED, all suggest a shift also in the tone of and agenda for Board meetings.

Collaboration between and engagement of all members will be key – setting the tone for fostering of those modalities across all that PMNCH does. Implementation of priorities, innovation, intelligent risk taking, robust feedback and performance monitoring and evaluation will become hallmarks of the Board's deliberations. This also marks a shift away from "scripting" to dynamic and engaging dialogue among members and with the ED, focused fully on results for impact. This in turn suggests the Board's meetings – its agenda and reports received - will be centred, inter alia on:

#### a) Strategic and business planning, progress in implementation and results achieved:

1. Setting of overall strategic direction and priorities with particular emphasis on priorities for impact on WCAH through partner engagement.
2. Consideration of methods for and, as appropriate, approval of proposals for partner engagement, aligned to PMNCH's strategic goals.
3. Approval of PMNCH Business Plan Reports.
4. Progress against strategic priorities as achieved by the Secretariat and project teams drawn from across PMNCH six constituencies.
5. Consideration of key milestones, moments and events at global, regional or national levels which PMNCH can leverage to advocate for WCAH.

#### b) Membership management, stakeholder engagement and partnership building

1. Review and guidance, from a strategic standpoint, of the geographical spread, inclusiveness, diversity and technical relevance of PMNCH members overall.
2. Overseeing administration of PMNCH membership, including for entry into, renewal of, and exit from membership.
3. Monitoring of and adjudicating members' conflicts of interests and roles.
4. Ensuring PMNCH is in good standing with its Host as per the Host Agency Agreement.

#### c) Investor relations

1. Overviewing of relationship building and sustaining strategies with investors in PMNCH, including outreach efforts and key messaging designed to tap into, leverage, and expand investors in PMNCH.

#### d) Performance reviews

Receiving reports from and undertaking processes as appropriate, review and direct performance of:

1. The Standing Committee, which will contribute reports within its mandate including on finance & budget, membership, strategy implementation, risk mitigation.
2. The Executive Director who will contribute reports on matters as delegated to them. Annual performance reviews of the PMNCH ED will be undertaken in line with WHO policy.

# PMNCH Constituencies - Terms of Reference

## Background

In 2024, following an independent review of the PMNCH governance system, the then Board approved a set of reforms, including the merger of PMNCH's ten constituencies into six. The changes approved by the Board in December 2024, respond to a challenging global health landscape and the reality that progress in women's, adolescents' and children's health has stalled, lagging far behind the promises of the Sustainable Development Goals, with sexual and reproductive health and rights also under significant threat.

Now more than ever, PMNCH must stand up and stand out as a bold and impactful multi-stakeholder platform, enabling and galvanizing effective and innovative collaboration and action for the health and wellbeing of women, adolescents and children around the world.

## Constituencies and their overall purpose

PMNCH's six constituencies are central to the organization's success. They are the PMNCH's core building blocks, providing the means by which all PMNCH members are grouped into strategic stakeholder cohorts that then can enable and support cooperation, collaboration and mutual effort for common goals as defined by PMNCH's strategy.

The overall purpose of those cohorts or constituencies is to act as loosely organised "talent pools", providing the PMNCH Secretariat and members ease of access to expert advice, active contribution and skilled participants for cross-constituency and constituency specific working groups to help drive delivery of PMNCH strategic priorities.

The (post-2024 governance reform) constituencies also provide the organising framework under which the required mix of PMNCH Board members - as per the Board's terms of reference - can be achieved. A total of 13 of the 17 PMNCH Board members are drawn from the six constituencies as follows:

- *Governments and Intergovernmental Organizations*, from which a maximum of three Board members are drawn.
- *Global Financing Mechanisms and United Nations Agencies*, from which a maximum of two Board members are drawn.
- *Health Care Professionals Associations and Academic Research & Training Institutes*, from which a maximum of two Board members are drawn.
- *Adolescents and Youth* from which a maximum of two Board members are drawn.
- *Private Sector and private foundations* from which a maximum of two Board members are drawn.
- *Non-Governmental Organizations* from which a maximum of two Board members are drawn.

Normally, those 13 Board members will in turn act as the constituencies' convenors/co-convenors.

### Individual constituency roles

Working for delivery of PMNCH strategic priorities and in cooperation with the PMNCH Secretariat, it is the role of constituencies to:

- Help welcome and pool PMNCH member organizations into coherent common sector/expertise-specific groupings that can act as a key first-port-of-call for the active engagement of members in PMNCH priorities.
- Develop and provide advice for the PMNCH Board and Secretariat on sector/expertise specific concerns, as those are understood by constituency members.
- Identify and respond to opportunities for active participation of the constituency in cross constituency initiatives at global, regional and national levels.
- Promote exchange of information, analysis and experience both within and across constituencies.

### Joint constituency roles

Through periodic forums convened by the Board, PMNCH constituencies jointly hold the Board accountable for the performance, sustainability and impact for women's, children's and adolescents' health.

### Constituency accountability

Each constituency is accountable to the Board and through its convenors will report periodically to the Board on its activities.

### Constituency convenors/co-convenors

The constituency convenors/co-convenors will work with the Secretariat to establish a schedule of constituency meetings.

Constituency convenors/co-convenors will ensure constituency meetings are designed and facilitated to:

- Provide up-dates on PMNCH actions and progress in implementing priorities
- Share information about opportunities and requests for participation in cross constituency working groups
- Seek indication from among constituency members of their willingness and availability to participate in cross constituency working groups
- Seek advice from constituency members on issues of concern to PMNCH

As noted, the constituency convenors/co-convenors provide periodic report to the Board on the activities of the constituencies.



## **Secretariat support for the Constituencies**

The constituencies will be supported by the PMNCH Secretariat. The Secretariat will assist with coordination, facilitation and minuting of meetings as well as the preparation and sharing of documents. Meetings will normally be held virtually.

Agreed on 24 January 2025

For review on 24 January 2028

# PMNCH Constituencies - Working methods

## Background

The 2024 PMNCH Governance Review made recommendations that were subsequently accepted, for reform of PMNCH governance arrangements including the consolidation of the Board's role and membership within in an overall reorientation towards greater emphasis on engaging PMNCH partners for impact on Women, Children's and Adolescent Health (WCAH). The Review's outcomes also included reforms to the PMNCH Constituencies' focus, purposes and methods of working, based on stakeholder feedback given to the Review which had found that:

1. There had been too many constituencies, working too unevenly and requiring too much servicing;
2. There had been insufficient alignment between constituencies' activity and PMNCH strategic priorities;
3. Opportunities for cross-constituency collaboration were not flourishing;
4. There had been too much focus on participation in governance decision-making, including through representation of interests at Board meetings, rather than on engagement of partners.

This document seeks to set out the post-Review approach to constituencies, focusing on their repurposing to be major enablers of partner engagement in contribution to achievement of PMNCH strategic priorities.

## Overall purpose

The core purpose of PMNCH constituencies is to support PMNCH partners to engage in delivery of the goals set out in PMNCH's 2026 – 2030 Strategy. Emphasizing the strategic value of PMNCH "unique selling point" (USP) as a multi stakeholder platform, constituencies are a key means for enabling partners to participate in PMNCH's time-limited, thematic working groups that may be constituency specific but which increasingly will also include cross-constituency working groups.

## Key roles & responsibilities

### Constituency convenors

PMNCH Board members, as designated, act as convenors/co-convenors of constituencies, providing a strong, ongoing feedback loop between constituencies and the Board.

Accountable to the Board and responsive to constituency members, convenors/co-convenors are responsible for helping inspire, engage and shape their constituency's contributions (i.e. talent, capacity, expertise, advice, interests etc) to achievement of PMNCH's strategic goals. For those purposes convenors may also propose and introduce methods of organising and/or

make such delegations of roles to other constituency members as they deem appropriate, ideally in consultation with the Secretariat and reporting on those to the Board.

### **Constituency members**

Constituency members are expected to actively engage in supporting, organising and contributing to efforts to deliver PMNCH strategic priorities and activities, including by leveraging their own networks where possible.

### **Constituency focal points**

The Secretariat provides focal points for each constituency, to assist with coordination, meeting preparation, circulation of documents and taking minutes. They help identify, exchange and convey details of opportunities for cross-constituency working, in collaboration with other focal points.

Accountable to the PMNCH Executive Director, the constituency focal points are also responsible for administering, recording and aggregating data summarizing constituency members' key skills and specialization areas, to build up a cross-constituency 'knowledge repository' of where, for access to what skills and resources and how PMNCH members' can be engaged and their influence leveraged.

### **Constituency work plan development and approval**

Exclusively within the parameters of the PMNCH 2026 - 2030 Strategy and supported by the Secretariat, a 24-month constituency workplan, including cross-constituency opportunities, will be developed, outlining key activities, metrics/KPIs for progress reporting and proposed completion dates. Risk mitigation considerations will also be included.

Workplans will be reviewed by Board to ensure complementarity and coherence across all constituencies. Constituencies will then be accountable for the delivery of the approved workplan through annual progress reporting into the Board and routine updates as appropriate from convenors and/or the Executive Director.

### **Constituency Meetings**

Constituency meetings will take place no more than four times per year. Agendas will be results driven, focused on work plans, priorities, progress reporting and delivering results for impact.

# PMNCH Standing Committee - Terms of Reference

## Background

In December of 2024, following an independent review of the PMNCH governance system, the PMNCH Board approved a set of reforms to take PMNCH towards a leaner and more streamlined governance system. This included reforming the Board itself, in terms of its composition as well as its mandate, which will focus on the Board on setting the overall strategic direction for PMNCH. In addition, the new Board would be supported by a Standing Committee, made up of a sub-set of Board members, which will oversee the management and operational functions of the partnership.

## Roles and Responsibilities

The PMNCH Standing Committee is accountable to the Board, to which it submits regular reports and makes recommendations – both in advance of Board meetings, but also periodically as may be required. Its primary role is to oversee PMNCH's operations in line with the strategic direction set by the Board and ensure that PMNCH implements its workplans and realizes its mission. The Standing Committee will therefore work closely with the PMNCH Executive Director in the following areas:

- Overall responsibility for implementing decisions made by the Board.
- Overseeing the successful activity operationalization of PMNCH's Strategy through business and work planning, priority setting and tracking workplan activity progress through relevant indicators and performance targets.
- Reviewing and reporting on budgets and expenditures, by ensuring relevant goals are realistic and relevant to the underlying activity, and that financial indicators and performance targets are in place and monitors progress. The Standing Committee also submits financial reports to the Board for final approval.
- Reviewing and monitoring membership engagement approaches and operational criteria to ensure member diversity and quality of engagement, whilst ensuring that any potential conflict of interests are managed appropriately.
- Overseeing nominations for the roles of Board membership and by default constituency co-convenors, ensuring effectiveness of the Board by approving qualified and committed Board members.

## Membership and operations

The PMNCH Standing Committee is composed of **up to** seven members, including a Chair, appointed by and drawn from the Board. The Standing Committee reports to the PMNCH Board on a yearly basis. All members are voting. In addition to the seven members, the Standing Committee will include a seat for WHO as the host agency.

The term of office for the Standing Committee Chair and members will be three years. If deemed essential in order to provide continuity and smooth transition, the term may be renewed once (for another three years).

The Standing Committee will meet quarterly, up to four times per year.

### **The Standing Committee Chair**

The Standing Committee Chair will be [appointed by the Board] and proactively convene, lead, engage and consult with Standing Committee members through appropriate channels and fora to collect input, analyse the range of views, and promote consensus. The Chair will report outcomes of such discussions to the Board and shall represent the view of the Standing Committee as a whole, not an individual or organizational view. The Chair will liaise closely with the PMNCH Executive Director and the Board on matters of strategic and operational importance.

The Chair of the Standing Committee 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;
- 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.

### **The Standing Committee Meetings, Quorum and Decision making**

The Standing Committee will meet quarterly, up to four times per year. The Standing Committee may only conduct business when a two-thirds majority of its members are present. The Standing Committee seeks to establish agreement by consensus rather than by a formal voting process. In the event that an SC member is unable to attend a meeting, it is encouraged that they delegate their attendance to a member of their constituency. Delegation of attendance should not be systematic, Standing Committee members are encouraged to attend meetings unless impeded by health, emergency or any other good reasons.

Agreed on 07 March 2025

For review on 07 March 2028



## Hosting Agreement with the World Health Organization

The Partnership for Maternal Newborn and Child Health is hosted by the World Health Organization. The Hosting Agreement can be found [here](#)

