



Hosted by the World Health Organization

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PMNCH Board

Terms of Reference

1. 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.

2. 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.

3. 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 fulfilment 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.
- 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, and in accordance with the terms of the Host Agreement with WHO, the Board is responsible for the appointment of the PMNCH Executive Director, for supporting and guiding them in their work, and for their periodic performance review.

4. 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.

5. 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.

6. Profile of Board members

PMNCH Board members are individuals 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: both PMNCH's and their own, and will be committed to ensuring both.

7. 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.

8. 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.

9. 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.

10. 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).

11. 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 ED, the Secretariat, 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.

12. 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.

13. 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.