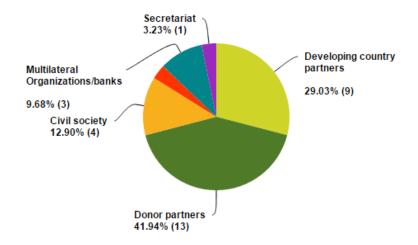


# GERF/2015/04 DOC 03 Attachment 1 Meeting of the Governance, Ethics, Risk, and Finance Committee Paris, France November 5-6, 2015

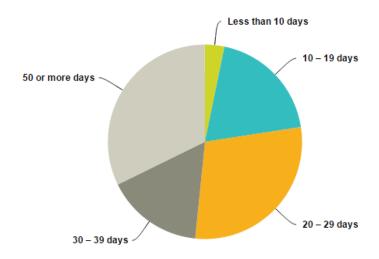
## **2015 REVIEW OF GPE GOVERNANCE:** ONLINE GOVERNANCE SURVEY – EXTRACT OF RESULTS

## PART 1. YOUR ROLE(S) AND PARTICIPATION IN THE GLOBAL PARTNERSHIP FOR EDUCATION

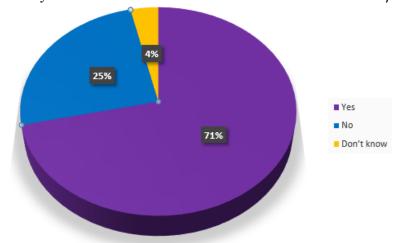
- What is your role(s) in the global governance structure? Results to this question are not valid, because some respondents have multiple role which is not reflected in the results.
- 2. Which **constituency category** do you participate in?



3. How many **days per year** do you spend on GPE Processes (Board and/or Committee)?

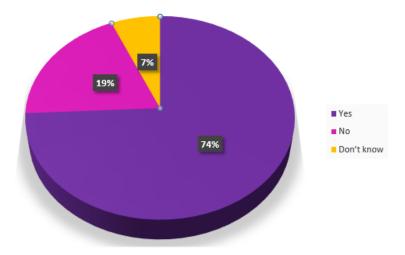


4. Have you been able to dedicate sufficient time to Board/Committee duties?



Summary of comments	Challenge
Process could be rationalize by:  - timely communication of documents - schedule meetings in advance - not joining meetings with other major events - focusing on decisions and not "bureaucratic and technical issues	"There is a high volume of documents, actions, and decisions to be made. We do not have sufficient technical staff to do this".

5. In terms of **functioning of Board and/or Committee meetings**, are you pleased with the mix of audio, face-to-face meetings and written comments by email?



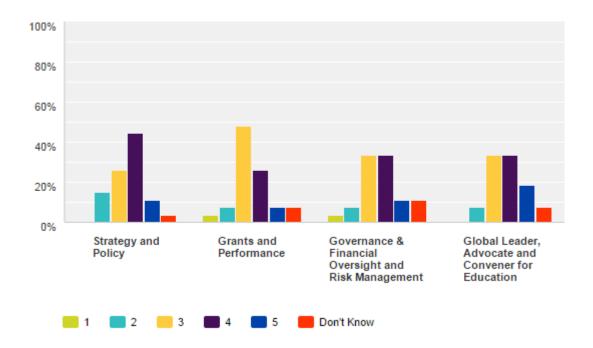
Summary of comments	Challenge
<ul> <li>✓ Forward calendar for Board and Committee meetings to facilitate planning (both workload and travel).</li> <li>✓ Webinars are helpful. Further explanation/assistance needed to connect, but better managed. Need to be better structured and focused.</li> </ul>	"I don't think we make the most of face-to-face Board meetings, as time is tied up in routine issues that should be delegated to Committees /Secretariat. For Committees, there should be greater use of email between meetings.

## 6. Do you feel you **understand your responsibilities and obligations** as a Board and/or Committee member?

Yes	No	Don't know	Summary of comments	Challenge
90.32%	3.23%	6.45%	"For the Board yes. For the SPC, the nature and magnitude of changes being addressed via workstreams one and two (and other reasons?) means that the SPC has been less engaged as a front line working group than would be expected."  "It is extremely unclear what advisory or decision making responsibilities the SPC has."  "In fact even if we understand our responsibilities and obligations, DCPs are always two steps behind when it comes to access to up to date information from the Secretariat, which diminishes their capacity to properly undertake their role."  "There have been excellent efforts to clarify responsibilities and obligations. I particularly applaud effort to focus on risk management, which I believe was not adequately addressed until very recently."	Clarification of Terms of reference of some Committees.  Strenghten technical assistance to DCPs.

#### PART 2. CURRENT GOVERNANCE STRUCTURE:

7. On a scale from 1-5, how effective would you say the **Board's performance** has been over the past 18 months (January 2014 – present) in fulfilling its roles and responsibilities (1: ineffective; 2: somewhat ineffective; 3: somewhat effective; 4: effective; 5: highly effective)? Please explain your rating in the comments section below.



#### Strategy and policy:

- Over the past 18 months, the Board has devoted more time to strategic-level discussions than in the past, but continues to retain decision-making responsibility over too many routine functions.
- A more effective Board and governance structure would be one with mutual understanding of the roles and responsibilities.
- The Board and its committees have not been effective as it was necessary to set up parallel bodies (reference groups to the two Workstreams) to handle the strategic planning process. This has undermined the intended committee structure and work.
- It is too early to say if the current strategic planning by the Board has been effective. There has been a lack of consistency around some areas such as education in emergencies and innovative financing.
- The Board often focuses on more operational issues than strategic issues

#### **Grants and Performance**

- The Board has approved grants, but has very poor oversight and tracking of the progress of grants and their implementation. This is predominantly because of the lack of a Results Framework and clear M & E strategy and minimum reporting standards.
- The grants approval process should be strengthened by using an external review panel.
- The Board needs a better sense of the overall portfolio results and performance to make strategic decisions; this requires timely reporting of results by the Secretariat and more attention to the implementation and monitoring phase by the CGPC.
- Portfolio review should be used much more strategically by the Board.

#### Governance, Financial Oversight and risk management:

- The Board has significantly improved its attention to financial management and risk issues, but from a very low base.
- The Board has paid insufficient attention to problems with GPE's long-term financial sustainability.
- External resource mobilization hasn't been successful.
- More support is needed in the areas of risk and financial management overall, it is not clear that the Board really understands the current financial position of the GPE, nor some of the risks under which it is operating.
- While there have been reports on these items, there is limited discussion at the Board level - and therefore not necessarily a clear understanding of the implications and choices needed.

#### Global Leader Advocate and Convener for Education

- The Board Chair has done an excellent job of raising GPE's international profile, but the Board as a whole as devoted insufficient attention to positioning GPE role within the global debate on education.
- Sufficient effort was put into mobilizing resources, although the outcome of this effort was disappointing. The Chair/Board however isn't accountable for this, as these were bilateral, political decisions outside the education community influence.
- Much is still desired in the area of mobilising resources. It appears the focus on resources has been limited to only that provided by donors. While almost all DCP countries made pledges to commit financial resources, these have not been factored in the larger resource analysis of the Partnership.
- Some good examples in recent months of GPE leadership gaining profile at key events. However, we do note that GPE's logo is on a number of initiatives and it is not always clear who has agreed and what role the Partnership is playing in these various forums.
- •GPE has done better in becoming a voice of education, but it needs to get past basic talking points and continue to more greatly demonstrate itself as an institutional expert in the field. Challenging to be a leader/advocate when its own organizational deficiencies are so great and fundamental that it impacts opinions on competency.

8. To what extent did **Board performance improve and in what specific areas**? Please give examples if possible?

#### **Governance – Board Chair leadership**

- o Better governance due to the creation of Committees. It gave the opportunity for the Board to be more focused in their own strategic issues.
- O Hiring of the current Chair of the BOD was a remarkable boost to board effectiveness. Board discussions and decision-making have been facilitated effectively, with great attention to inclusion of the entire BOD. Issues of governance and risk mitigation have been brought to the fore, which was critical. Julia as Chair is quite effective, both in terms of lending her capacity/voice to broader advocacy issues as well as cracking the whip to drive through meetings.
- o The Board improved its performance in term of strategic direction, vision, mission. Both the Board Chair, the CEO and CTO were very instrumental in this improvement.
- Decision to hold Board retreats has also served to give Board members an opportunity to discuss key strategic direction issues in more detail.
- o The New Funding Model and analysis of how GPE operates at country-level have helped to improve the strategic focus of GPE and the Board's focus to a certain.

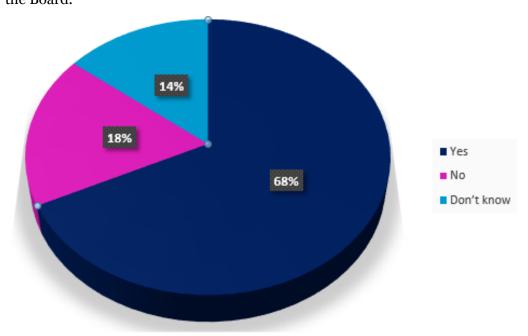
#### **DCP Engagement**

- o improvement in communication between DCPs and this resulted in an improvement in conveying the developing countries' viewpoint.
- o better interaction with the committees and increasing Partner country participation.

#### Increased focus on strategic issues

- o The Board's performance improved in a range of areas including shifting towards a more strategic level and paying greater attention to financial and risk management. Attention has become more focused on critical issues that need to be solved, such as improving the operational platform of the GPE. Board members are also engaging proactively in the strategic planning process to ensure a collectively agreed focus and priorities for the new strategic plan.
- Despite severe resource challenges the Board has kept its commitment to DCP countries and ensured the mission of the Partnership. Capacity to take timely informed decision regarding maximum country allocations. Significant financing for fragile states
- Successfully organized a replenishment event and is still engaging on the resource mobilization to secure more resources for the Partnership.

9. Are you pleased with the **actual composition of and skills** present on **the Board**? If not, please explain why and provide your suggestions for improving the make-up of the Board.



Key findings	Challenge
<ul> <li>✓ To much influence of Multilateral organizations which are financed by donors.</li> <li>✓ It would be useful if all donors were represented at an appropriately senior level given developing countries are generally represented by Ministers.</li> <li>✓ Board members are not acting based on skills, more on (economic) power. The voice of partner countries needs to be stronger.</li> <li>✓ If the Board is meant to be representative of the Partnership, then representation and communication is more important than individual skill</li> </ul>	"The issue here is on the <b>disproportional sharing of information</b> between the secretariat and Donor Constituencies. DCPs are always on the back seat when it comes to agenda setting."  "The <b>division of Board seats is unbalanced</b> and should be reviewed; it is unclear why 3 multilaterals hold 3 seats, while 60 developing country partners constituencies only have 6 seats. This has implications for the capacity and voice of DCPs.  There are multiple <b>conflicts of interest</b> around the Board which need to be addressed - for instance agencies support development and endorsement of grant applications through SE/ME and LEG role, quality assure them through CGPC, and also approve them at Board level. Lobbying and advocacy from NGOs is also often too strong"
sets	

10. Does the **current length of Board and Committee terms** (2 years) work effectively? If not, please explain why and provide your suggestions for revising term length.

The Board should consider rolling terms, especially for Committees, to ensure that there is not a complete Committee turnover every two years (ie. half the Committee would change every year). 2 years term is fine for the Board. 3 years term might be considered for Committees.

Yes	No	Don't know	Key findings Board	Key finding Committee
67.86%	21.43%	10.71%	A two year Board term is sufficient for the Board, although continuity should be guaranteed in terms of shifting between Board member and Alternate Board member. It is important to have people rotation to enrichen and deepen the partnership. Longer terms are probably unrealistic given natural churn in organizations.	committees isn't enough. Given the complexity and scope of the discussions within the committee, at least a three year term should be proposed. Continuity of membership of the committees should be guaranteed. 3 years might be considered but might be problematic with regard to

## 11. Overall, how satisfied are you that **Committees** have performed in an efficient and effective manner?

Overall, there is an imbalance between the workloads and responsibilities of the various committees. The CGPC and the GERF have a much heavier workload than the SPC - which will need to be addressed either by reworking the mandates or changing the structure. The role of the Strategy and Policy Committee and the Coordinating Committee is still somewhat vague, with clearly overlapping responsibilities and mandates (especially regarding current strategic planning process). The CGPC and GERF have performed well, although the CGPC could do better when it comes to monitor performance.

Board Committees	Overall Performance							
	1 2 3 4 5 Do							
Country Grants and Performance Committee	0.00%	3.57%	25.00%	50.00%	14.29%	7.14%		
Governance, Ethics, Risk, and Finance Committee	0.00%	7.14%	17.86%	35.71%	25.00%	14.29%		
Strategy and Policy Committee	7.14%	17.86%	28.57%	32.14%	10.71%	3.57%		
Coordinating Committee	7.14%	21.43%	21.43%	14.29%	17.86%	17.86%		

#### CC

- Has helped to take some burden off the Board between meetings but does not seem to have played a strategic role in promoting synergies across the Committees.
- Has had little evident impact in supporting the Board's strategy or policy work; no clear prioritization of effort.
- Has been largely ineffective, and its role has duplicated that of the SPC at times.
- Has been largely unrepresentative of the Board with low engagement from developing country partners in particular.
- Meetings have mostly focused on updates, which could be provided via email to the whole Board instead.

#### **CGPC**

- Has generally done a good job at assessing grant proposals, but has **not devoted sufficient attention** to implementation performance.
- Has an extremely high workload, which it has managed well, and has helped the New Funding Model to be introduced. However its role in quality assuring grant applications may be duplicative to the Secretariat's Quality Assurance process, and conflicts of interest around the committee assessing grant applications need to be addressed more directly.

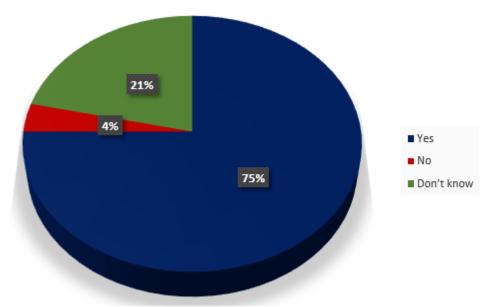
#### **GERF**

- Has established clear systems for better managing finances and risk and promoted governance changes to help the Board operate at a more strategic level.
- Has undertaken some important work around GPE's risk policy and risk management matrix, as well as prioritization of financial resources and this governance review. However, more focus needs to be placed on its 'Ethics' role in relation to addressing conflicts of interest. Additionally, those on the committee should have more of a financial and audit background.

#### **SPC**

- Has had little evident impact in supporting the Board's strategy or policy work; no clear prioritization of effort.
- The role of the SPC has been unclear, as much of the strategic planning work has been undertaken by the Secretariat and additional Board Reference Groups.
- A lot more is expected of the Strategy and Policy Committee. There appears to be a thin line in the work stream of the SPC and the GERF when it comes to Policy. SPC must provide the initial direction for policy and get the GERF and other Committees to inform it.
- quality education for a There is a great deal of overlap between what is being done by the SPC and the CC

12. Did the establishment of the Committees contribute to better consultation and informed decisions?



Yes		No	
✓	The Committees have enabled most Board decisions of which they have been a part to be better informed and better socialized across the Partnership	√ √	The imbalance in committee membership of different constituencies has led to a situation where some constituencies are better informed than others.  As Committee members participate in their
<b>√</b>	coming to the Board and the ability to reflect on them first		personal capacity, there is no obligation for consultation or representation. No representative
✓	More inclusive processes and consultations.	✓	For Strategy/Policy, the mandate often overlaps with the mandate of other actors,
✓	Better consultation around the details of grant applications, finance, risk and certain policies - when the papers have been sent out adequately in advance.	✓	and it seems there is a bit less clarity about the role of the committee vis à vis the Secretariat and other committees. Unclear whether it has contributed to more informed decisions as these are generally
✓	Decisions are better informed and prepared as the committees had a more focused mandate 9especially the GERF and CGPC), compared to the previous committee FAC	<b>√</b>	drafted by the Secretariat and there is limited challenge at Board meetings Not sure if consultation has improved. Also under the FAC constituencies did their best to consult as much as possible.

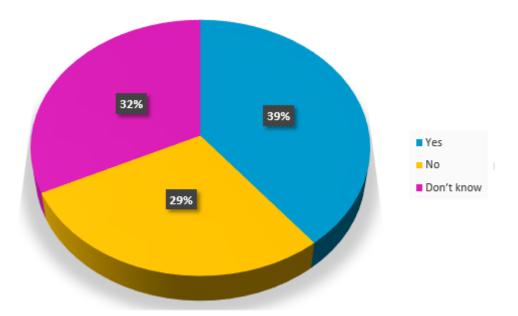
13. Are you satisfied with the actual composition of and skills present on the **Committees**? If not, please explain why and provide your suggestions for improving the make-up of the Committees.

Yes	No	Don't know
64.29%	17.86%	17.86%

- Different set of skills and backgrounds provide sound and fruitful discussion
- Stronger members with the technical skills, time (especially for DCP)
- Define selection criteria for each committees
- To be reviewed for each committee
- To much importance of multilateral agencies
- Committees could probably benefit from greater involvement of external expertise
- needs to be more balanced in terms of constituency representation
- external review panel should be put in place to strengthen the grant approval process
- On the SPC, people seem to represent solely the interests of their constituency rather than trying to figure out how the assets of their constituency can, in combination with others', serve the overall aims of the GPE.
- the problem is constant change in members

## 14. Committee members currently serve in their **personal capacity**. Is this approach working?

Respondents noted the need to whether they should only represent their constituency or a constituency grouping or if they should all be Board members.



Yes No

- Need to be more representative, inclusive and transparent. This means not only that they are Board members, but that they are representative of (and responsible to) their constituency grouping (ie. donors, DCPs, NGOs, etc..).
- Strengthen consultation ahead of decision making but to systematize constituency consultations would slow down the process
- Clarify to the Board and Partnership that Committee members represent a grouping (donors, developing countries, civil society, etc.) and establish clearer processes for non-committee members to feed in their views.
- People seem to be seen as representatives of their constituency.
- Respect selection criteria

- Committee members will also have institutional interests in mind but the current approach allows them the needed flexibility to speak independently and have maneuverability.
- Members represent their institution in addition to bringing technical/strategic expertise

#### DECISION-MAKING PROCESS AND CONSULTATION:

### 15. How satisfied are you with the **deliberative and decision-making process** at the **Board and Committees**?

Almost all respondents are overall satisfied with the deliberative and decision making process at Committee Level. A respondent noted the need to be clearer and more effective processes for making decisions between face-to-face meetings. This should include clearer delegation of decision-making responsibilities to Committees and the Secretariat.

#### At Committee level, the following areas for improvement have been identified:

- lack of transparency, communication and visibility
- some decisions about country grants can be taken by the committee and ratified at the Board. Presenting the decisions on grants as recommendations prolong the process. The exception is where concerns are raised and in specific difficult situations where a decision about a grant is difficult to make then it comes to the Board for decision and ratification.
- More clarity on issues coming up to each committee should be given more proactively to all board members with sufficient notice for engagement
- Decisions are too wordy sometimes issues with the quality of Board Papers

#### At Board level, the following comments have been made:

- Some decisions are not challenged because already discussed at Committee level
- Critical issues can be rush or ultimately weak/unspecific Board decisions are made out of the need for compromise/not really being about coming to a decision but needing to move forward - More time to discuss, deliberate on key issues
- Lack of common understanding of role of the Board
- Positive impact of Pre-Board meeting

## 16. How satisfied are you with the **deliberative process within your constituency prior to Board/Committee meetings**? Have you found any limitations?

Overall respondents are satisfied with the deliberative process within their constituency and noted that it has improved considerably. However some constituencies face difficulties to fully engage.

#### Factors of limitation to the consultation process;

- ✓ Time, language, length of Board Papers
- ✓ lack of pre-meeting cross constituency consultation (especially for CSO 1, 2, 3)
- ✓ lack of motivation in some "GPE's internal bureaucracy" issues (especially for DCPs)
- ✓ different level of engagement within one constituency
- ✓ time zone differences within one constituency

#### **Areas of improvment:**

- ✓ During Pre-Board DCP meetings more time for discussion of documents/ decisions
- ✓ Increase networking opportunities
- ✓ Encourage cross-constituencies consultation before Board/Committee meeting (either virtually or in person before Board meetings)
- ✓ Circulate agenda in advance
- ✓ Communication trail/reinforce the role of Communication Focal Point

#### **SECRETARIAT SUPPORT:**

17. Are you satisfied with the **content and format of Board and Committee papers** in terms of balance between analytical and technical details?

Yes	No	Don't know
70.37%	22.22%	7.41%

While more work is needed, this is an area that has seen significant improvement in the past year. Some respondents appreciate that the Board papers have become shorter and clearer.

- ✓ Overall, progress have been made and paper have good balance of analytical and technical details with clear objective/background information. It is sufficient to allow the Board to conduct its work.
- ✓ However papers need to be shorter, with clearer message and proposed decision language, more sharp analysis, include executive summaries, more accessible. It remains important to have clear, crisp notes that clearly present the analysis and decision point(s) for Board members. The analysis portions could be strengthened, and especially for CGPC papers, to focus less on technical details, and more analysis of grant performance and results.
- ✓ Presentation could be more visual and diagrammatic
- ✓ The format of the monthly CEO report could be revised

#### 18. How effective has the Secretariat been in **supporting the Board** over the past two years?

The Secretariat has generally been improving its performance and its support of the Board has been getting better. There are still some issues to address regarding length of papers, certainty of work flow between Committees and the Board but things are heading in a good direction.

Overall GPE Secretariat	Ranki	ng					
performance in supporting the Board	1	2	3	4	5	Don't know	Comments
Quality of documentation (format of Board Documents, Powerpoint)	0.00	7.41%	25.93%	33.33%	25.93%	7.41%	Better analysis of the impact of decision (in terms of financial/human resources, country ownership etc). Add Concise Executive Summary. Objectiveness of documents to be improved. Avoid repetition in documents. Format of Board documents should be structured, simplified and made more visual to highlight progress and information to make strategic decisions clearer. Powerpoint Presentations is very helpful
Quality of information	0.00 %	7.41%	18.52%	40.74%	22.22%	11.11%	Pre-Board support for some constituencies (DCP, CSO). More time on Board documents and focus on. Monthly updates from the CEO are appreciated.
Planning – Agenda (Board and Committee)	7.41%	11.11 %	29.63%	22.22%	22.22%	7.41%	Forward planning of meetings agenda. – Board Dashboard to support the Board members' work and planning. Better prioritization.
Communicatio n (E-Team site/e-	0.00 %	11.11 %	29.63%	18.52%	29.63%	11.11%	Overall appreciation of document accessibility but some consider it would be easier to also send them by email (Eteam Site structure is sometime confusing/documents difficult to find and through

mails/Board Registration website).							webex- firewalls do not permit). Too many emails. Need timely distribution of documents to enable consultation process
Workload	3.70 %	11.11 %	33.33%	7.41%	22.22%	22.22%	For the Secretariat to enhance its effectiveness, Board members should avoid interfering in their legal work flow or allow the Secretariat enough time to undertake the requested activity for the member asking for that service. The Secretariat's effectiveness cannot be determined on the basis of their inability to meet the specific needs of members.
Quality of translation/interpretation	0.00 %	11.11	22.22%	22.22%	11.11%	33.33%	Unequal. Need to strengthen French translation team. Good to translate in Spanish
Is the Secretariat effective in addressing your questions/issu es?	0.00	7.41%	22.22%	29.63%	33.33%	7.41%	Oral advice has been very helpful. Secretariat staff is good to respond quickly and efficiently. Some respondents think that it could be improved. Joint understanding of priorities as agreed by the Board will need to be forged among Secretariat members.

19. How effective has the Secretariat been in **supporting your Committee work** over the past 18 months?

Overall GPE Secretariat	Ranking							
performance in supporting the Board	1	2	3	4	5	Don't know		
Quality of documentation (format of Board Documents, Powerpoint)	0.00%	3.70%	18.52%	25.93%	14.81%	37.04%		
Quality of information provided to allow you to make informed recommendations/decisions	0.00%	7.41%	14.81%	25.93%	14.81%	37.04%		
Planning – Agenda (Board and Committee workplan, calendar)	3.70%	0.00%	14.81%	29.63%	14.81%	37.04%		
Communication (E-Team site/e-mails/Board Registration website). Do you easily have access to documents you need?	0.00%	3.70%	25.93%	11.11%	22.22%	37.04%		
Workload – Has the Secretariat sufficiently informed you of the workload and expectations regarding your Board service?	0.00%	7.41%	22.22%	7.41%	18.52%	44.44%		
Quality of translation/ interpretation	0.00%	0.00%	14.81%	18.52%	7.41%	59.26%		
Is the Secretariat effective in addressing your questions/issues?	0.00%	3.70%	11.11%	22.22%	25.93%	37.04%		
Others	0.00%	0.00%	7.41%	3.70%	7.41%	81.48%		

Overall comments: respondents referred to comments provided to previous questions. Additional comments include:

- The need of "a better sense of the big picture and how it is to come together via the work of all the committees and Board"
- CC and CGPC Papers for calls are often circulated last minute.
- Due to CGPC workload, it should be geared towards more strategic issues and decisions

## 20. Are there other things that are needed to provide support to the work of the Board and Committees?

This summary only includes comments that wasn't reflected in previous questions 18-19.

#### **Constituency support:**

Better structure of DCP meetings to allow DCPs to build their positions on the Papers - especially in view of the technical nature and volume of documents.

- "Secretariat should respond more and look for DCPs needs than for donors requests. In a nutshell the Secretariat needs to be less supply driven and more demand driven"
- Support communication tools and capacities for constituencies (need for creating communications structures within the constituency)
- Pre-meeting for civil society constituencies, or in the least CSO2

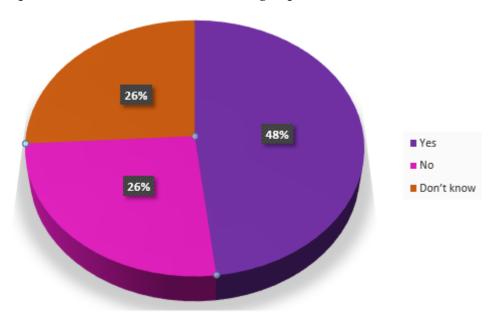
#### Overall planification and Board monitoring:

- Forward calendar/ program of work of the next twelve months of committee and Board meetings with topics to be addressed at each meeting
- More information on upcoming issues, country grants, country visits
- Dashboard" type summaries or trackers of key issues/items that allow board/committee members to see, succinctly, the status of key priorities or processes that are of critical importance to the board (updating guide to implementation of Board decisions).

## PART 3: GAPS/AREAS FOR IMPROVEMENT IN THE GLOBAL GOVERNANCE STRUCTURE

21. Should there be **minimum requirements** (for example a contribution to the last replenishment for donors) in order **to be nominated as a Board/Alternate Board member**? If so, what should the minimum requirements be?

A majority of respondent are in favor of defining minimum requirements. They noted that this issue concern all constituency grouping and shouldn't be addressed only for one specific group. Respondents have identified the following requirements:



In favor – Requirements identified	Challenge
<ul> <li>General: knowledge of national and regional issues/ bilateral engagement/ engagement within GPE/ have been a Member of GPE for at least 2 years</li> <li>Donors (either that there is a contribution to the GPE Fund in the current replenishment period or that disbursements of the previous replenishment period continue during the Board term. Threshold mentioned are between 5 and 10 MUSD. Other noted that it should be upon each constituency decision)</li> <li>DCP (active grant with the requirements from the New Funding Model or proposed GPE grant or effective LEG</li> <li>Private Sector, Foundation, CSO: pledges to GPE principles, processes and roles (e.g. SE/ME, Coordinating Agency)</li> </ul>	<ul> <li>It is more a question about the philosophy of the Partnership: either its inclusive or restricted to those who are directely implicated in the Partnership work</li> <li>It would underpine the Partenariat principle</li> <li>Risk of politization of the GPE, having Board members defending their own interest and not the Partnership one</li> <li>How to take into consideration non cash support, such as technical assistance</li> <li>need for consistent structuring of constituency processes. Each seems to be running with its own rules; not much transparency on how internal constituency decisions/elections are made.</li> </ul>

## 22. Should there be **minimum requirements in order to be nominated as a Committee member**? If so, what should the minimum requirements be?

Yes	No	Don't know
51.85%	22.22%	25.93%

#### Proposed requirements

- ability to represent one's constituency and grouping
- Expertise and experience relevant to the duties of the committee as is currently required
- nominated by its constituency with the approval of both Board and Alternate Members
- relevant technical skills and experience, time/travel and capacity for engagement in committees
- be supported by its country and constituency
- have been Board/Alternate Members
- Committee membership should not be conditioned by financial contribution.

## 23. How should the Board contemplate **membership in the Partnership for countries that are not eligible for an Education Sector Program Implementation Grant**? What should the membership requirements be?

- Membership should be **open to all countries** that request it; that will enable them to have the information, documentation, and resources from the education sector; however **access to grants should be limited to countries that meet the established requirements**.
- There should be an 'associate partner' category for donors, developing countries and other interested partners. Associate partners should be able to observe Board meetings but should not be eligible to become Board members or Alternates.
- What does this question refer to? What is the potential country pool? Countries eligible for ESPD grants? MICs/emerging economies? What does membership in the Partnership mean, i.e. what are the implications? Facilitation of South-South exchange? Support from Secretariat?
- There needs to be a very clear delineation between GPE's core role as a global fund, with appropriate fiduciary controls, and any role as a mechanism and forum for technical information sharing and coordination more broadly.
- The Board should consider eligibility for other grants, engagement in global education debates, and pledges/commitments to GPE principles (e.g. the New Funding Model requirements around increased domestic financing and data collection, and improved focus on equity, efficiency and learning)
- There has been discussion of technical collaboration among developing countries I think the ability to offer such collaboration (or the need for it) might be one criterion.
- Needs further reflection
- This should be based on the principles in the Charter, in particular the compact the Charter does not attach membership to the grants but to the principles of collaboration around the education sector. Countries that are only eligible for the ESPDG have much to gain from the GPE as we move into more systematic work around sector planning and data, and many of them have good experiences to share as well.
- should reduce the criteria and select based on the experiences
- This speaks to whether the Partnership is an inclusive model or focused on activity-based participants.
- Any country receiving a GPE grant (so also Education Sector Plan Development Grants) should become eligible for Board or Alternate Board membership. As these countries in general have more developed education systems, GPE and the Board can learn a lot from these experiences.
- The Partnership would be well served by **enabling such countries to be formally** associated with GPE. Membership requirements could entail commitment to

- high quality education sector planning and to partnership in advancing education sector goals.
- lower middle income countries should all be eligible and middle income countries with extremes of educational inequality
- Participation in other GPE processes sector planning, LEGs etc should be the minimum requirement.
- 24. Are there any overlaps and/or gaps in mandate and functions of the Committees? If so, what should be done to address this?

Yes	No	Don't know
51.85%	14.81%	33.33%

#### Overlap:

- Merge CC and SPC
- Clarify CC and Secretariat mandate
- The Coordinating Committee needs to play a stronger role in ensuring Committees are working as effectively as possible and in conjunction with the Board
- Committee Chairs need to share perspectives and consult on overlaps
- SPC and CGPC regarding CSEF in fact future global and regional activities are better decided by SPC.

#### Gap:

- At each Committee, share information of agenda/decisions of other Committees
- Invite one representative of other Committees to participate as an Observateur
- Strengthen CC as "a bureau": which is a number of individuals that are representative of the Board (generally selected by their constituency groupings as representatives) who can work with the Chair to provide guidance, take immediate decisions, and share information back with other Board members.
- gap in monitoring of performance, and management and mitigation of risk
- 25. Do you think there are any **overlaps and/or gaps in the GPE constituency grouping?** If yes, do you agree that GPE should institute a regular **review of constituency groupings** by the GERF every 2 years, synchronized with Board terms and the Board nominations process?

Yes	No	Don't know
51.85%	29.63%	18.52%

#### Issues identified:

- ✓ **Overrepresentation of multilateral agencies**: perhaps enough with one constituency for UNESCO and UNICEF (could be used more in Committees and TRGs).
- ✓ **Civil society**: GCE inclusion as a global advocacy organization is logical, on the other hand the fact that they lobby vigorously for funding for GPE and then in turn receive a major non-competitive grant seems to be a blatant conflict of interest. In addition, is not the kind of civil society group that we all work with at the country level; while organizations are typically country-specific or at times regional it is not clear that their voice is being adequately conveyed.

✓ **DCP**: ensure there is a balance in size between the DCPs constituencies group. DCP membership/constituencies should be expanded whereas the number of donor constituencies could be decreased.

#### **Process:**

- ✓ Board should examine overall balance.
- ✓ **Board Periodic Review of constituency grouping every 4/5 years:** review could be part of 5-year strategic planning processes the same way that internal assessments are conducted (not link it to Board terms/nominations; somehow it seems it could run a risk of unnecessary confusion or instability).
- ✓ Process should be included in the Charter
- ✓ Membership of the partnership should be deemed as eternal or permanent unless specific countries choose to opt out by themselves.
- ✓ Policy could be developed by SPC/GERF
- 26. Is the **appointment process for Committee members** effective? If not, what changes should be made?

Yes	No	Don't know
59.26%	18.52%	22.22%

- Need to improve the approach to select Committee members
- Lack of transparency on criteria on which decision has been taken
- Confusion on the current process
- A review of CVs might be considered for technical committees.
- Nominations should be received from a wider pool to ensure each Committee has the necessary skills.
- We do not support having members serve in their individual capacity we would like them to be representative. This would mean an entirely different appointment process.
- 27. Does the GPE Board need **clearer decision making processes**? If so, what types of decisions might be delegated and/or which processes do you recommend?

Yes	No	Don't know
55.56%	33.33%	11.11%

- Board should be focused on strategic areas
- **Delegation of authority** only if Committee members are representative of the Board Overall agreement to increase delegation of authority to CGPC for "routine grants", but a minority considers it is untimely
- More transparent process and agenda setting
- Need to clarify decision language
- **More voting**. Also, clearer leadership from Chair to summarize discussions and guide decision making.
- Conflicts of Interest need to be addressed adequately
- Need to clarify decision-making process in between face to face meetings (proposal to delegate this to the Coordinating Committee)
- <sup>1</sup> CGPC would only submit for Board consideration cases where it is unable to make clear decisions and Board will consider the next action necessary for making decisions on such country requests.

- The Board needs to have a say in the filling of the highest-level, positions of the Secretariat, not only the CEO
- No major decision through audio calls

#### 28. Are conflicts of interest identified and addressed effectively?

Yes	No	Don't know
48.15%	22.22%	29.63%

- Recognition that the policy is good but its implementation is somewhat weak.
- Need to apply consistently the Conflict of interest policy, especially the possibility given to the Chair to decide whether a Party who has disclosed a Conflict of Interest might stay in the room during the discussion
- Need to manage conflict of interest more transparently
- Conflict of interest issues continue to be awkward and seem immature for a global fund. In addition to the issue with civil society the constant elephant in the room is the issue with the World Bank and the myriad issues that entails.
- Yes at board meetings; no on other issues (i.e. civil society receiving GPE grants and also doing fund raising for GPE)

#### 29. Does the Board balance its time correctly between strategy, oversight and operations?

Yes	No	Don't know
37.04%	37.04%	25.93%

- Not enough strategic, too much operational (process and approvals) progress noted since last December.
- Insufficient reporting on implementation and hardly any time on operations
- Secretariat should suggest more decisions to tackle minor operational issues
- More time could be devoted to oversight and especially performance and lessons learned from country grants.
- Board members do not really have sufficient information to properly provide oversight (whether it is an understanding of the risks, the financial position, or other).

#### 30. How can the Global Partnership **improve its governance**? Please, specify.

- Increase partner countries ownership<sup>2</sup> and influence
- Clarify **level of discussion/decision at Board and Committee** For Committees: decide between "representation" or "skill set
- Increase transparency
- **Prioritize** and keep focus on the priorities agreed.
- Put in place a **clear operational structure**. Have Secretariat organization reflect the priorities and the operational structure.

<sup>&</sup>lt;sup>22</sup>By taking full responsibility over how its funds are used. The current system where SE superintend over use of funds at the country level using their respective administrative process, affects the visibility and presence of the GPE in countries. The Secretariat should be strengthened to support countries where funds are being used and to ensure enforcement of GPE principles.

- There needs to be a **delegated "bureau"** that represents the Board and is considered legitimate by the rest of the Board; GPE needs a stronger Executive Management committee. The Coordinating Committee needs to be more reflective rather than receiving updates or making decisions.
- Impeccable **M&E** and analysis of the compensating feedback
- **Conflicts of interest** need to be acknowledged and addressed.
- Better and **more frequent reporting** is needed from the Secretariat, so the Board and Committees have the right information to have oversight of the work of the Partnership and address slow progress, risks and bottlenecks.
- Role, responsibilities and mandate of the LEG's3.
- The Committees (GERF and CGPC) should have delegated authority for minor matters and be required to bring clear recommendations to the Board on other matters, backed by short papers.

## 31. Are there areas of governance or accountability that are not currently being addressed? Please, specify.

Yes	No	Don't know
37.04%	14.81%	48.15%

- ✓ Put in place **minimum standards approach** as proposed.
- ✓ The Partnership needs a **mutual accountability framework**
- ✓ **Privatization of education**. It's the biggest debate in the community, and GPE is noticeably silent. It's challenging but can be done productively with the right approach.
- ✓ **IDA-GPE substitution**. A huge issue, as most recently demonstrated again by the independent evaluation. It's basically eliminating GPE's principle of additionality. There needs to be structural accountability to resolve it. GFF has linked its grants to IDA and IBRD, largely based off of GPE's mistakes. GPE needs to learn from this and develop a structural remedy to ensure this aspect of accountability.
- ✓ **Implementation and monitoring** of implementation is not, such as **standard reporting**, **financial and risk management**, **results framework**.
- ✓ The role for the Board in the **implementation of the strategic plan** will need to be made clear, and areas such as risk and financial oversight need more attention.
- ✓ **Country-level governance** also needs to be more formalized, and conflicts of interest and issues with SE/ME accountability to the LEG, country government and Board need to be addressed.

quality education for all children

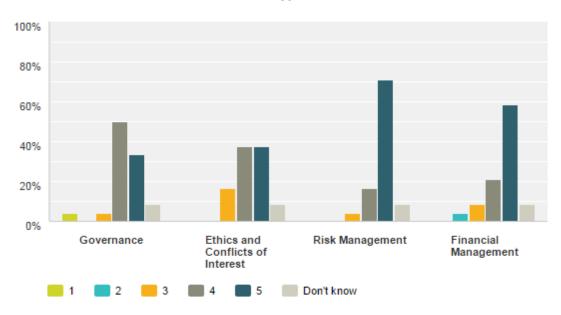
<sup>&</sup>lt;sup>3</sup> This is also linked with the relation between donor/multilateral field offices vis à vis Headquarters. Communication between both entities should be improved, decision making at HQ level (e.g. GPE Board level) should be prepared and communicated to field level offices

#### PART 4: COMMITTEES TERMS OF REFERENCE AND SECRETARIAT SUPPORT GOVERNANCE ETHICS RISK AND FINANCE COMMITTEE ("GERF")

32. Please rate the importance of each of the following **roles and responsibilities** of the committee currently listed in the terms of reference and/or as decided by the Board.

#### Ranking

Answered: 24 Skipped: 3



33. Based on your answers to the question above, please rate the **Committees' performance** over the past 18 months in fulfilling its roles and responsibilities on a scale from 1 to 5.

Overall Committee Performance					
1	2	3	4	5	Don't know
0.00%	3.85%	15.38%	42.31%	19.23%	19.23%

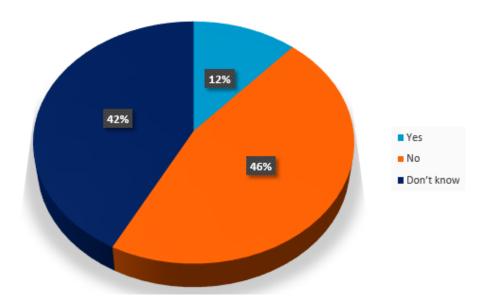
34. The GERF has the responsibility to "**Oversee budgets and costs** including: developing and monitoring the implementation of policies on Supervising and Managing Entity roles and responsibilities and associated fees and costs for grants; and providing guidance to the Secretariat on the operating expenses budget." To what extent has the GERF been effective in this specific area?

Overall Committee Performance					
1	2	3	4	5	Don't know
3.85%	19.23%	23.08%	7.69%	19.23%	26.92%

#### **Comments:**

- ✓ This is a difficult area for which the Board requires further information.
- ✓ I think the broader issues currently before the Board on SE/MEs need to be resolved in a way which clarifies what the GERF is being asked to monitor.
- ✓ Further work has to be undertaken on the SE/MEs policies. Even if this work is pending the new Strategic Plan completion, it is key that it is addressed asap as it is defining the quality and efficiency of the partnership service delivery at the local level.

35. a. Do any areas in the **Terms of Reference** need clarification? If so, which areas do you think need to be clarified?



✓ The issue is with implementation of roles and remit rather than revising ToRs. The Ethics and Conflict of Interest.

b. Is there any **overlap with other Committees** or is there a gap in GERF responsibilities?

Yes	No	Don't know
34.62%	34.62%	30.77%

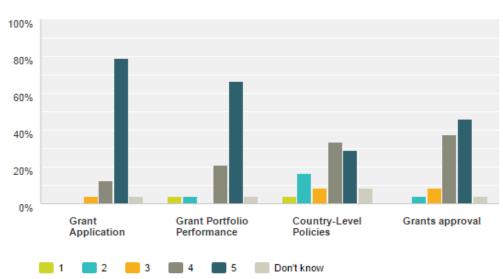
- ✓ In terms of Governance there is a potential for overlapping with the Coordinating Committee.
- ✓ In terms of Risk Management, collaboration is needed with other Committee, like the Strategy and Policy on strategic risks and the Country Grants for operational risks.
- ✓ There's a confusion on the area of "GPE Funding frameworks" between SPC and GERF. It is identified for SPC but actually dealt with by GERF as it also should be. On governance and Policy issues, GERF and SPC share common responsibilities.
- ✓ The CGPC also has funding work elements which are an overlap.

#### **COUNTRY GRANTS AND PERFORMANCE COMMITTEE ("CGPC")**

36. Please rate the importance of each of the following **roles and responsibilities** of the committee currently listed in its terms of reference and/or decided by the Board.

#### Ranking

Answered: 24 Skipped: 3



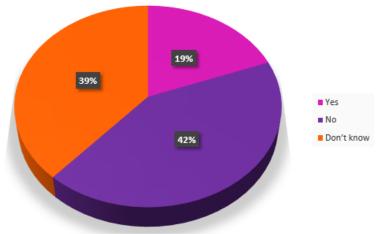
- I think changes in grant approval may need to be referred to the Board
- Fairly clear what the committee should do, and good discussions around how and recognition of where improvements are needed.
- An external review panel should be put in place to strengthen the grant approval process. Assessment criteria need to be developed for applications under the NFM. Standard reporting format to be used by all SEs to improve tracking of implementation and grant performance. On Country level policy: The analysis has been done now in the context of work on the operational platform. The issue is to put in place mechanisms that will improve performance at country level. Whilst the "design" stage seems to be handled by the Reference Group on Workstream1, the follow-up and monitoring should be with CGPC.
- Given the high workload of the CGPC, the analysis of country level policies does not seem to be a priority or practical when balanced with the other responsibilities.
- It is just not clear to me that GPE is best served by having the review of grant applications and the country-level policies performed through a BOD committee.
- Much more attention ended to ensuring minimum standards in the country level process and in following through after grant approval
- I think the work on LEGs has really be overtaken by the strategic planning process. Once there is clarity from that on all aspects of GPE's operational model then it will be easier to identify what CGPC is being asked to evaluate in relation to LEGs.
  - 37. Based on your answers to the question above, please rate on a scale from 1 to 5 the **Committee's performance** over the past 18 months in fulfilling its roles and responsibilities

Overall Committee Performance					
1	2	3	4	5	Don't know
0.00%	7.69%	38.46%	34.62%	11.54%	7.69%

- L'adoption du nouveau modèle de financement est un challenge pour le CGPC : un meilleur accompagnement du secrétariat pourrait être utile.

- The CGPC does an excellent job of analysing the grant applications but needs more strength to "say no", particularly under the new funding model. More work is needed at the implementation phase, and there needs to be more results reporting that can be shared with the Board.
- The CGPC has an extremely high workload, and has diligent and engaged members who assess grant applications and provide valuable feedback. However the CGPC does not have oversight of grant performance across the portfolio or country-level processes (which should be its main focus) instead of just providing another quality assurance layer in addition to the Secretariat.
- Grant portfolio performance needs improvement.
- 38. The CGPC has the responsibility to **track and analyze grant implementation and performance and bring related issues to the Board's attention**. To what extent has the CGPC been effective in this specific area? Should the Committee's focus on this area be reinforced?
  - Yes, it should be reinforced. This is the big gap in the Committee's work. E.g. assessing what risks there are on the ground; what tools to use to deal with them; and monitor how things are working. Reinforcing relevant committees with external experts on financial and risk management should be considered.
  - This has been done more by the Secretariat.
- Clear on grants, less so on the bigger mandate of GPE, but this is related to a lack of clear definition of that bigger mandate.
- The efficiency of the CGPC should be reinforced.
- As mentioned above, there has been insufficient focus on performance and implementation, and this requires greater attention.
- This area needs significantly more work (not just by the CGPC, but by the Partnership as a whole), and the Board needs to be able to dedicate more time and attention to these issues when required. Currently, it is insufficient.
- The CGPC's effectiveness in this area has been limited, and there needs to be much more of a focus on assessing and overseeing implementation, to highlight issues with implementation and address bottlenecks and delays to the Board. Members of the CGPC could accompany the Secretariat on country missions to see how the New Funding Model is being implemented and gain more understanding about country-level processes.
- Tracking grant portfolio performance could be improved

39. a. Do any areas in the **Terms of Reference** need clarification? Grant Performance need to be clarified.



b. Is there any **overlap with other committees** or is there a gap in CGPC responsibilities?

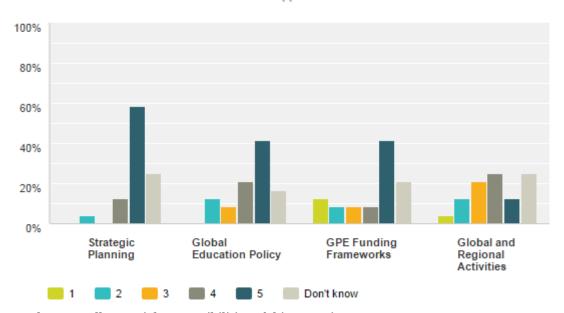
Yes	No	Don't know
30.77%	38.46%	30.77%

#### STRATEGY AND POLICY COMMITTEE ("SPC")

40. Please rate the importance of each of the following **roles and responsibilities** of the committee as listed in the terms of reference and/or as decided by the Board.

#### Ranking

Answered: 24 Skipped: 3



- These are all essential responsibilities of this committee
- GRA and CSEF seem like CGPC responsibilities.
- Parallel bodies (reference groups to the two Workstreams) were set up to handle the strategic planning process. This has undermined the intended committee structure and work and needs to be corrected in the future. On funding frameworks: A very important function but identified for the wrong Committee. GERF is actually dealing with this and should continue to do so. On GRA: This could be done by the Secretariat.
- The key part for the SPC is about internal policy work that is needed for the GPE and this should be enhanced. The work of this committee around global education policy remains unclear and should be clarified to the Board. The work on Funding Frameworks seems duplicative to the GERF.
- It will also be important for the SPC to oversee and track progress against the GPE results framework and implementation plan, as well as considering a 'graduation' policy to assist in prioritising resources. The SPC's focus on GRA grants should also assess their links with programme implementation grants.
- More needed on reviving GRA
- The above ranking is not a criticism of SPC so much as a recognition that much of this work is now being dealt with at CC.
- 41. Based on your answer to the question above, please rate on a scale from 1 to 5 the **Committee's performance** over the past 18 months in fulfilling its roles and responsibilities? Please explain your rating in the comments section below.

Overall Committee Performance					
1	2	3	4	5	Don't know
7.69%	19.23%	23.08%	23.08%	7.69%	19.23%

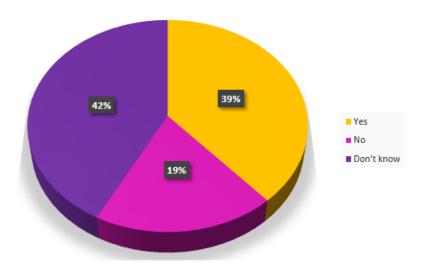
- I feel that it has been quite effective on the first two responsibilities but I do not have enough information to accurately rank the last one.
- The performance will be better assessed upon completion of the GPE Strategic Plan.
- Not many tangible tasks; very little reporting to the Board. Some of the tasks have been moved to other Committees in practice (GERF) and some to small limited time groups (Strategic Planning).
- This committee seems to have a relatively small workload compared with the others, and how it is meant to deliver on things that are not concrete GPE policies is unclear.
- Other actors within the partnership, including Secretariat, are eager to influence these areas of responsibility. Power struggle? Also, team within Secretariat established recently..
- The role and remit of the SPC has been unclear, which has been surprising as there has been such a high focus on strategic planning and GPE's place in the education architecture this year. Global Education Policy seems to have been set by the Secretariat, and Strategic Planning has been undertaken by additional Board reference groups, indicating that the SPC has not been fulfilling its role adequately.
- The new innovative funding mechanism needs more attention.
- 42. The SPC has responsibilities related to the Strategic Plan, innovative funding mechanisms and the Global and Regional Activities program and Civil Society Education Fund. To what extent has the SPC been effective in those specific areas?
  - Not much focus on the GRA and limited contribution to the GPE debate on innovative funding.
- It sounds like CSEF has been quite the back-and-forth. Could benefit from efforts to streamline the feedback process and move it forward efficiently.
- Innovative funding mechanisms--seems like we've just had a lot of talk and little action. E.g., we've been talking about buy-downs for 5(?) years and haven't done one yet. IsDB had \$400mil ready to go for buy-downs in June 2014, but GPE had no mechanism to receive it and thus seems to have lost that offer to my knowledge.
- Not effective. Not effective. Very little has been reported to the Board. Some of the tasks are dealt with by other Committees in practice (GERF) or by limited time groups (Strategic Planning).
- I don't know, but these are areas identified as duplicative.
- Ineffective. The SPC has not done much to focus the discussions on the Strategic Plan, issues of innovative financing, links between GRAs and program implementation grants, and has also been weak in countering extensive NGO lobbying around the CSEF.
- SPC has only been effective on issues related to the Strategic Plan.
- In general fine. The discussion of innovative funding mechanisms has gone nowhere, nor is it clear that this should be the mandate of the SPC.
- Not enough GRA decisions pre-dated SPC and a new GRA is not in operation
- Its difficult to tell because the impact of the Committee is hardly felt, though it is a very critical committee.
- 43. According to the terms of reference, the SPC has a potential role in **shaping an expanded GPE post-SDGs**. Do you think the committee is well placed to guide the evolution of GPE in its potentially scaled-up role?

Overall Committee Performance					
1	2	3	4	5	Don't know
19.23%	7.69%	15.38%	7.69%	11.54%	38.46%

- no only because it seems like a larger strategic planning consideration and SP related issues have been largely dealt with by working groups/reference groups.
- This is in the hands of the strategic planning groups.

- We are not convinced that the GPE should be scaling up its role given its current financial situation.
- Not in its current form it would need a much stronger and clearer remit in comparison with other committees and the Secretariat/Chair.
- No, not as currently structured.
- I think this work would better be done by the CC.

## 44. a. Do any areas in the **Terms of Reference** need clarification? If so, which areas do you think need to be clarified?



- Decide on future and details of GRA.
- Greater clarity on the role of the committee is needed, overall.
- They do not appear to need clarification
- There should be a greater focus by the Committee on supporting the Board to develop the Partnership's own policy priorities.
- The SCP and the CC should be merged and ToR revised accordingly
- As outlined above, there are issues of relative workload, duplication, prioritization and lack of clarity that should be addressed. Fundamentally, this committee needs more work and an expanded mandate, or could be folded in elsewhere.
- Revise related to post-2015.

## b. Is there any **overlap with other committees** or is there a gap in SPC responsibilities?

Yes	No	Don't know
46.15%	11.54%	42.31%

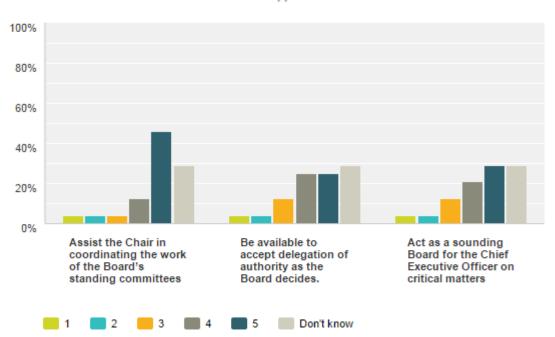
- CGPC en matière d'analyse des politiques nationales.
- The Funding frameworks and innovative funding can overlap with the Governance Committee.
- The SCP and the CC should be merged and ToR revised accordingly. See also comments in points 40, 41 and 42.
- These have been outlined above.
- GERF, CGPC and Coordinating Committee
- Overlaps with the GERF, CGPC and Secretariat as well as the Board chair, particularly around developing risk and financing policies, and conducting global education policy work and advocacy.
- With CGPC re approving GRAs which should stay with SPC.

#### **COORDINATING COMMITTEE ("CC")**

45. Please rate the importance of each of the following **roles and responsibilities** of the committee as listed in the terms of reference

#### Ranking

Answered: 24 Skipped: 3

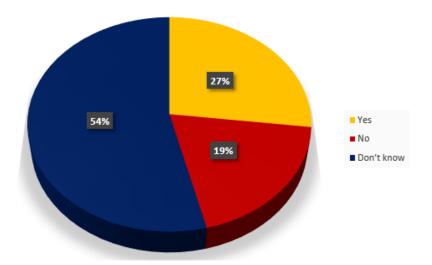


- lack of information on what has actually been achieved
- We do not feel that the CC is working well. For the types of roles outlined above, this is effectively a "bureau" which in other organizations is usually a group that is selected from its own constituency groupings and brings their concerns forward, reports back out, and has a level of legitimacy in decision-making that this group lacks.
- There is a risk associated with any committee serving as a "sounding board" for the CEO, when it is not representative of the board a whole.
- 46. Based on your answers to the question above, please rate on a scale from 1 to 5 the **Committee's performance** over the past 18 months in fulfilling its roles and responsibilities?

Overall Committee Performance					
1	2	3	4	5	Don't know
11.54%	11.54%	11.54%	7.69%	11.54%	46.15%

- The CC's work has not been transparent; there's been no reporting to the Board.
- It needs to be representative to be effective.
- Coordinating Committee calls have mostly consisted of updates (which could be given by email to the Board instead), rather than strategic discussions or decisions (apart from recent discussions around the October Board retreat agenda). Engagement in the CC has consistently been limited to only a few partners, and developing country partner engagement has been extremely low. There have not been any face-to-face meetings of the CC, which has reduced its effectiveness.
- The work of the committee is more internal, non-visible procedures apply.

- 47. The Coordinating Committee has the responsibility to "assist the Chair in coordinating the work of the Board's standing committees." To what extent has the CC been effective in this specific area?
  - Very good given the magnitude of work to be addressed in a relatively short period of time.
  - Not sufficient focus on this issue should be a core matter for the CC.
  - Somewhat ineffective. Is there a need to coordinate, cannot this be done by Secretariat and Management Team?
  - There has been no discussion around coordination of the work of the Board's other committees. The CC should be dealing with the overlap between other committees (the SPC in particular) and the Secretariat, but has not been doing this.
  - I think the CC should be given a broader mandate, including the current mandate of the SPC and delegated authority for urgent matters.
- 48. a. Do any areas in the CC **Terms of Reference** need clarification? If so, which areas do you think need to be clarified?



- Needs to be reviewed. Act as a sounding Board for the Chief Executive Officer on critical matters within the Secretariat's roles and responsibilities.
- The SCP and the CC should be merged and ToR revised accordingly. See also comments in points 40 47. All committees should be reporting to the Board.
- This committee needs to be representative of the Board and accountable to those it represents. It needs to have the capacity to provide guidance to the Chair that is considered accepted by others.
- The main issue is about implementation of the ToRs. The Coordinating Committee needs to be made more reflective and into more of an Executive Management Committee to be able to make decisions between Board meetings.
  - b. Is there any **overlap with other committees** or is there a gap in CC responsibilities?

Yes	No	Don't know	
34.6 2%	26.9 2%	38.46%	Overlap with the SPC around strategic planning and direction for the partnership, and Board in terms of being updated on arising issues.  There are several overlaps. Also this Committee is almost like a "small" Board of Directors, which should not be the case.