



VICE-CHAIR TERMS OF REFERENCE, AND SELECTION PROCESS – REPORT FROM THE GOVERNANCE AND ETHICS COMMITTEE

For Information

Please note: Board papers are deliberative in nature and, in accordance with the GPE Transparency Policy, are not public documents until the Board has considered them at the Board meeting

1. STRATEGIC PURPOSE

1.1 The purpose of this paper is to examine the proposed Vice-Chair Terms of Reference and a process which will identify a highly qualified candidate, and to make a recommendation to the Board for approval at its June 2017 meeting.

Summary of Governance and Ethics Committee (GEC) Deliberations

The GEC met on April 11, 2017 to review and discuss the proposed Vice-Chair Terms of Reference and a process which will identify a highly qualified candidate for the position. There was a strong support for the position of Vice-Chair in response to the expressed need identified by the Board Chair, consistent with the recommendations from the Governance Advisory Group (GAG) to the Board in December 2016.

The discussion raised some important considerations with respect to timing and the signalling of seeking additional senior Board positions part way through the GPE replenishment year. There was a strong view that the requirement for the Vice-Chair should not be linked to replenishment. Members expressed the need to ensure that the new position not be seen as adding an additional layer in the GPE structure noting that a key element of success in the partnership and especially the committee work was the relationship with the Committee Chairs and the Board Chair. Some members noting that the potential of using existing Committee Chairs as Global Partnership champions had not been fully exhausted.

Summary of Governance and Ethics Committee (GEC) Deliberations-continued

It was acknowledged that the Terms of Reference are broad, and that the specific duties of the Vice-Chair would more realistically be determined based on a discussion between the Board Chair and the Vice-Chair on how to best allocate their duties based on their respective strengths. There was some discussion that if time permitted, it might be useful to have a better understanding of the perspectives of Board members as to the key aspects of the Terms of Reference which should be emphasized.

There was general agreement that setting up a nominations committee would enable a broader pool of candidates to be considered. The GEC also noted the importance of ensuring that the nominating committee develops and communicates a transparent nomination process.

Follow-up GEC Audio-Call May 3, 2017

The Chair of GEC used the follow-up call with GEC members to solicit views with respect to the timing of bringing the Vice-Chair recommendation to the Board. There was a general consensus that it would be useful to table the Vice-Chair terms of reference to the June Board for information and as a basis for Board members to provide the GEC comments in advance of the GEC October discussion.

2. EXECUTIVE SUMMARY

2.1 The Secretariat developed the attached Vice-Chair Terms of Reference (Annex 1) as requested by the Board at its December 2016 Board meeting.

2.2 While two options for the selection process were considered, this paper proposes adopting the process which opens nominations to the broadest group of candidates, specifically, the setting up of a Vice-Chair Nominations Group which will be mandated to complete the search for a qualified individual, and to make a recommendation to the Board for approval. It is proposed that the Coordinating Committee (CC) identify candidates for the Nominations Group that include representation from GEC and the CC as well as any other individuals who may be deemed to be helpful in this endeavour.

2.3 It is proposed to launch the Vice-Chair search following up Board decision. The Nominations Group would be tasked to provide a nomination to the Board for Decision.

2.4 The Secretariat recommends a budget be allocated for the Vice-Chair to support his/her travel and other reasonable expenses connected to its functions.

3. RECOMMENDED DECISION / REQUESTED INPUT

The Governance and Ethics Committee recommends the Board approve the following decision:

BOD/2017/06-XX—Vice-Chair terms of reference: The Board of Directors:

1. Endorses the proposed Vice-Chair Terms of Reference, as presented in BOD/2017/06 DOC 12 Annex 1 and selection process as outlined in BOD/2017/06 DOC 12.
2. Requests the Board to establish a Vice-Chair Nominations Group, with the mandate to oversee the Vice-Chair selection process and provide a recommendation for Board approval no later than August 2017. The Coordinating Committee would be tasked with identifying the members of the Vice-Chair Nominations Group, with appropriate representation including from each constituency, the Governance and Ethics Committee and the Coordinating Committee.

4. BACKGROUND

4.1 In December 2016 (BOD/2016/12-14), the Board “recognized the increasing demands of the position of Board Chair and agrees to establish the position of Board Vice-Chair as provided in the Charter”. The Board “mandated the Committee overseeing governance and ethics to develop terms of reference for the Board Vice-Chair and a proposal for the nomination and selection process for Board consideration.”

4.2 During its deliberations in October 2016, the Governance Advisory Group (GAG) recognized that the workload of the Board Chair with respect to representation and travel is significant and likely to grow, for example due to the replenishment campaign, the growing partnership and the potential of GPE hosting Education Cannot Wait. The GAG agreed to recommend establishing the position of Board Vice-Chair to balance the workload of the Chair and provide support as needed.

4.3 During its deliberations in November 2016, the Governance, Ethics, Risk and Finance Committee noted that an important consideration be that the Board Vice-Chair be selected to ensure a representational balance in the Board leadership team with respect to geography and other relevant considerations.

5. OVERALL ANALYSIS

The Governance and Ethics Committee recommends that the Vice-Chair assists the Board Chair in fulfilling his or her duties managing the affairs of the Board, including representation, as well as ensuring the Board functions effectively, and meets its obligations and responsibilities. The Terms of Reference for the Vice-Chair are presented in Annex 1. It should be noted that the actual division of responsibilities between the Board Chair and the Vice-Chair would be a matter of discussion and agreement between the two principals, based on the direction from the Board Chair with a view to maximizing their relative strengths and the overall priorities of the organization.

Selection Process

5.1 The Secretariat considered and presented to GEC two options for identifying and selecting a prospective candidate: 1) Setting up a Vice-Chair Nominations Group, 2) Call for Nominations from Current or Former Board/Alternate members.

5.2 In the second option (Call for Nominations), by limiting nominations to current and former Board/Alternate members, the process would ensure that the prospective candidates would be familiar with the mission and mandate of GPE, and that the nomination process could be completed quickly via an email nomination form. However, this option is seen as limiting the potential pool of candidates and potentially missing an opportunity to identify a global champion not currently associated with GPE. So while this option was used for selecting an interim Board Chair, it is not recommended for what will be a longer term position on the GPE Board.

5.3 The Governance and Ethics Committee is recommending the first option, the setting up a Vice-Chair Nominations Group. The Vice-Chair Nominations Group would be requested to report back to the Board with a recommended candidate by the end of August 2017. The members of the Vice-Chair Nominations group would be tasked with identifying prospective candidates and gauging their interest by personally reaching out to explain the position and the expectations of the job, and assessing the support required. It is expected that suitable candidates would be assessed against the criteria set out in the Vice Chair Terms of Reference (Annex 1).

5.4 The Coordinating Committee would be tasked to identify the members of the Vice-Chair Nominations Group, including representation from each constituency, the GEC and the CC, as well as any other individuals who may be deemed to be helpful in this endeavor.

5.5 Appointment: The effective date of the appointment of the Vice-Chair will be immediately upon notification of the results by the Secretariat.

- If the Vice-Chair selected is a current Board/Alternate or Committee member, he or she would need to step down from representing his/her particular constituency and the constituency would have to identify a new Board or Alternate Board member.

6. IMPLICATIONS FOR SECRETARIAT RESOURCES AND RISK ANALYSIS

6.1 The Vice-Chair is not remunerated, however a budget for travel and support will be required to support the work of the Vice-Chair (including but not limited to coordination with the Chair, drafting of briefing notes, mission guide). As part of the candidate recommendation to the Board, the Vice-Chair Nominations Group will assess the budget requirements.

7. NEXT STEPS

7.1 Pending the approval of the Vice-Chair terms of reference and selection process by the Board, the Coordinating Committee should be tasked to identify candidates to serve on the Vice-Chair Nominations Group.

7.2 The Board to consider the recommendation from the Vice-Chair Nominations Group upon receipt including any budgetary considerations.

8. PLEASE CONTACT: Ruth Dantzer (mdantzer@globalpartnership.org) or Christine Guétin (cguetin@globalpartnership.org) for further information.

9. ANNEXES/ REFERENCE(S) AND GLOSSARY

Annex 1: Vice-Chair Terms of Reference- BOD/2016/12 DOC 15 and BOD/2016/12-11

ANNEX 1 - VICE-CHAIR TERMS OF REFERENCE

The Vice-Chair of the Board of Directors (Board) of the Global Partnership for Education (the Global Partnership or GPE) is a high profile position of global stature, providing leadership to the Global Partnership, which was launched in 2002. The Global Partnership for Education brings together developing and donor countries, multilateral agencies and nongovernmental organizations (including international and local civil society organizations (CSOs), representatives of the teaching profession, the private sector and foundations supporting the education sector in developing countries, with a particular focus on accelerating progress toward GPE's strategic plan adopted by the Board from time to time, is aligned with Sustainable Development Goal 4: Ensure inclusive and equitable quality education and promote lifelong learning opportunities for all, as determined by the Board in connection with such GPE strategic plans.

The Vice-Chair assists the chair in fulfilling his or her duties to manage the affairs of the Board, including ensuring the Board functions effectively, and meets its obligations and responsibilities. The Vice-Chair, along with the Chair and the Chief Executive Officer (CEO), is a key public representative and spokesperson for the Global Partnership and maintains on-going communication with and among the Board members, the CEO, and the Global Partnership's key stakeholders.

A. Duties and responsibilities

- **Representation of the Global Partnership for Education:** The Vice-Chair serves as one of the primary representatives of the Global Partnership to the public along with the Chair and the CEO. As an "ambassador" for the Global Partnership and its mission, the Vice-Chair may deliver speeches and/or presentations at major conferences, perform high-level outreach to donor and developing country governments, civil society organizations (including the teaching profession), private sector companies and private foundations and partner agencies. The Vice-Chair also has a critical responsibility in the Global Partnership's resource mobilization efforts, advocating that investing in education through the Global Partnership and otherwise is essential to meeting the Sustainable Development Goal 4.
- **Board/Coordinating Committee Meetings:** The Vice-Chair shall chair Board or Coordinating Committee meetings if the Board Chair is unavailable.
- **Co-Leadership of the Board and the Governance System:** At the Chair request and in close coordination with the Governance and Ethics Committee, the Vice-Chair might contribute to strengthening the governance system by establishing procedures to govern the Board's work, ensuring the Board's full discharge of its duties, ensuring the proper flow of information to the Board, and reviewing the adequacy and timing of documentary materials

in support of the Board's deliberations. The Vice-Chair also contributes to set the Board's dynamic and culture and works to build productive relationships among board members;

- **Risk management:** in close coordination with the Finance and Risk Committee, contribute to guide and support the Board in implementation of the risk management Policy of the Global Partnership for education and along with the Chair ensures that the Board take risks into consideration in all its decision-making;
- **Relationship with the CEO and the Secretariat:** In close coordination with the Chair, the Vice-Chair shall act as liaison between the Board and the Secretariat and serve as a principal sounding board, counsellor, and confidante to the both the Chair and the CEO. At an appropriate level, the Vice-Chair may provide advice on reviewing strategies, defining issues, maintaining accountabilities, and building relationships between the Board and the Secretariat.

B. Term

The Vice-Chair is selected for a two-year period or such other term that the Board may determine and may be reselected for a single term.

C. Time Commitment and Minimum Criteria

The Board normally meets face-to-face twice a year in locations throughout the world. It may also meet by audio-conference at different times during the year, depending on needs. Committees meet more frequently, normally between main meetings of the Board. The Vice-Chair may be asked to chair one of these meetings, at the demand of the Chair. The time commitment for the Vice-Chair is approximately two to six days per month. Along with making the appropriate time commitment, the Vice-Chair will be expected to demonstrate:

- **commitment to the Global Partnership's mission:** a global champion for education;
- **seniority** – senior executives or sufficiently expert in their field to provide meaningful guidance and oversight to an organization of the Global Partnership's size, scope, and responsibility; and
- **language** - ability to work in English or French.

D. Behavioral Competencies

- **Strategy skills**, including strong intellectual, management and analytical skills, a broad-based and long-term view of strategic and organizational goals and an ability to evaluate courses of action facing a complex international organization.

- **Advocacy, Influencing and Communicating Skills**, including an ability to develop an effective and constructive relationship with the GPE partnership, including the Board Chair, Board members, Committee Chairs and CEO as well as key external influencers. This includes a high emotional intelligence – namely, to be perceptive to people issues, a good listener and to win “hearts and minds”.
- **Intercultural Skills**, including a strongly international perspective, an understanding for the issues and perspectives of a wide range of developing countries, and the ability to operate effectively in both developed and developing country settings.
- **Collaborating and Teamwork**, including a willingness to participate in robust, rigorous debate and then work with others to derive and implement new solutions; an ability to encourage partnerships between others; openness to be challenged on assumptions, beliefs or viewpoints, and a willingness to re-examine these where necessary.
- **Independence and Integrity**, including an ability to formulate a balanced and impartial view independently of organizational positions; an ability to articulate and defend his/her own position objectively and persuasively; and a commitment to speaking openly and respectfully in defense of a position or principle.

E. Remuneration and support

GPE Board members, including the Chair, are not compensated, but travel and other reasonable expenses connected with their service are reimbursed.