39th Board Meeting

Governance Action Plan

GF/B39/16

09-10 May 2018, Skopje

Board Information

Purpose of the paper: This paper presents a draft high-level summary of the Governance Action Plan, for Board information.

◑ The Global Fund

Executive Summary

Context

The Ethics and Governance Committee ("EGC") developed a Governance Action Plan in 2017in response to the Office of the Inspector General ("OIG") Advisory Review on Governance, issued April 2017. The EGC further refined the Governance Action Plan in early 2018. The Governance Action Plan provides a prioritized, coordinated and consolidated response to key observations and recommendations of the OIG and is intended to further strengthen Global Fund governance.

Input Sought

This high-level summary of the Governance Action Plan is submitted to the Board for information, prior to web publication in line with the Documents Policy, with an introduction from the Board Leadership. The Board Leadership also plans to publish the OIG Advisory Review on governance.

Input Received

The Office of Board Affairs developed this high-level summary. The Governance Action Plan was developed with input from the EGC, the OIG, and an external consulting firm engaged to conduct governance performance assessments. .

The Governance Action Plan 2017-2019

Introduction from the Board Chair and Vice-Chair

As Chair and Vice-Chair of the Board, we welcomed the Office of the Inspector General's 2017 advisory review on governance as a valuable source of guidance. The review highlighted the progress made since 2014 in effectively executing the six core functions of the Board, defined in our Bylaws. In particular, we recognize the improvements witnessed in the Board's fulfilment of its role in overseeing organizational performance, risk management, and governance, and the sustained effectiveness of its oversight of strategy development, financial resources, and partnership engagement, resource mobilization and advocacy. We commend the sustained efforts and attention to governance strengthening undertaken by the Board and its support structures, from the Working Group on Governance in 2014, the creation of the Office of Board Affairs in 2014, the Transitional Governance Committee in 2015-2016, and the newly-created Ethics and Governance Committee since June 2016.

We wish to publish the OIG's 2017 advisory review, which demonstrates that, collectively, we are on the right trajectory, and moving towards increasingly effective governance structures, processes and practices. We are pleased to be able to demonstrate the comprehensive and consolidated response to the observations of the review, by way of the enclosed Governance Action Plan.

As such, we extend our formal appreciation to the Ethics and Governance Committee for their diligent attention to governance strengthening throughout the course of their 2016-2018 mandate. We welcome the development of a Governance Action Plan in response to the observations raised by the OIG in its 2017 review, and support its objectives, its ambition, and its ongoing implementation.

We call on the Board, the Coordinating Group, and the incoming Ethics and Governance Committee to take forward this initiative, and look forward to supporting this work for the remainder of our term.

Aida Kurtovic, Chair of the Board
Ambassador John Simon, Vice-Chair of the Board

Introduction

The Global Fund's Office of the Inspector General ("OIG") issued an Advisory Review on Governance in 2017.[1] The advisory review assessed the effectiveness of changes to governance processes and systems and identified recurring governance issues and associated root causes.

Following the 2017 advisory review, the Ethics and Governance Committee ("EGC") developed a Governance Action Plan ("GAP"), which identifies actions and priorities to guide, coordinate and support a response to the OIG 2017 Advisory Review, and which also serves to support monitoring and accountability for progress.

The Governance Action Plan builds upon the OIG's recommendations, and incorporates observations from the 2016 assessment of Board and Board Leadership performance and Committee performance,

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[1] GF-OIG17-009 Advisory Review on Governance, April 2017

reported to the EGC in March 2018. These were conducted under the Board-approved Governance Performance Assessment Framework.[2]

The overarching objective of the Governance Action Plan is to strengthen Global Fund governance effectiveness, in support of the organization's mission and strategic objectives. This document presents a high-level summary of the Governance Action Plan's key objectives and proposed deliverables.

Which key findings have informed the Governance Action Plan?

The OIG's 2017 Advisory Review on Governance noted significant progress in governance structures and processes, as compared to the findings of the OIG's 2014 Advisory Review.[3] Progress included:

- adoption of an enhanced committee structure and the creation of a dedicated Ethics and Governance Committee;
- strengthened governance processes, including for onboarding and resource allocation to implementing constituencies, and the Implementer Group;
- improved attention to skills and competencies in the selection of committee members; and
- regular assessment of Board and committee performance.

However, the 2017 review emphasized that certain longstanding challenges remain. In order to address ongoing governance challenges, the advisory review identified that there is now a need to move beyond processes, to focus on broader structural issues, "inherent conflicts in the governance structures", and "cultural aspects, such as trust and accountability".[4] The OIG's review presented recommendations in relation to:[5]

- The suitability of the **Board's size, structure and composition** in a changing landscape.
- **Managing Board-level conflict of interest** beyond financial interests.
- The need for the Board and committees to **prioritize and focus on strategic matters,** enabled through both agenda-setting and manageable, focused documentation.
- The need for a mechanism for clear management of **cross-cutting oversight areas**.
- Possible means of better **leveraging the work of the committees**;
- Challenges associated with **maintaining institutional memory**, on both Board and committees, and within constituencies.
- **Behaviours** affecting Board effectiveness, and the inherent conflict in the Global Fund model between inclusiveness and efficiency.

Furthermore, Board and Committee performance assessments conducted under the Board-approved Governance Performance Assessment Framework from 2015-2018 have identified a number of similar themes, many of which overlap with, or complement, the observations of the OIG's review. Reflections and suggestions arising from the performance assessments included:[6]

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[2] Governance Performance Assessment Framework, approved September 2015
https://www.theglobalfund.org/board-decisions/b33-edp18/

[3] GF-OIG-14-008 Advisory Review on Governance, June 2014

[4] OIG Advisory Review on Governance, April 2017, GF-OIG17-009

[5] OIG Advisory Review on Governance, April 2017, GF-OIG17-009

[6] GF/B36/19: Results of Board and Board Leadership Performance Assessment (November 2016); GF/EGC04/10: Report of Egon Zehnder to the EGC (July 2017); GF/EGC05/12: Egon Zehnder Update and Synthesis for the Ethics and Governance Committee. The summary of observations, reflections and recommendations is taken from various

- **Cultural matters:** the Board's structure and processes have "overly developed" to balance the inputs of its constituencies, leading to a need for better balance between representation and acting in the interest of the Global Fund. Performance assessments have also revealed of the need to focus on trust and quality of communication for increased effectiveness.
- **Strategic focus:** the Board's agenda should be prioritized to spend more time on strategic and critical issues.
- **Loss of institutional memory:** Board member turnover, short committee terms, and Board size create a degree of complexity and present a potential loss of institutional memory, complicating the performance of core governance responsibilities.
- **Structure of the Board** demonstrates potential for increased effectiveness, possibly drawing on a more central influence of the Board Leadership or the Coordinating Group.
- **Succession planning, leadership and selection processes:** strong and effective Board and committee leaders and members are critical to Board and committee effectiveness, with selection processes being an area for prioritized attention.
- **Processes and decision-making:** the representative and inclusive Board structure requires appropriate processes, structures and leadership to drive focus and accountability for obtaining results.
- **Committee mandates** would benefit from increased clarity, and increased delegation from Board to committees, enabling increased focus on strategic matters at Board level. Management of cross-cutting matters remains an area for attention.

In the course of its two-year term, the EGC has routinely discussed the complex issues outlined above, with the objective of defining and taking forward the multiple work streams in the Governance Action Plan. The EGC has considered possible courses of action and means of bringing incremental and sustainable change, with the overall objective of strengthening Global Fund governance.

In developing the Governance Action Plan, the EGC consulted with both the Inspector General, and with an external consulting firm engaged to conduct governance performance assessments, with the objective of ensuring that the observations and suggestions of both parties were appropriately taken on board.

What are the key themes and objectives of the Governance Action Plan?

In order to present a consolidated response to the observations and reflections provided by the multiple governance reviews and assessments, the Governance Action Plan identifies five principal *Thematic Areas* for attention, with a sixth overarching theme relating to cultural change.

reports and language may be similar to the original publications issued by Egon Zehnder, all of which are hereby cited collectively.

Figure 1: Governance Action Plan, Thematic Areas

For each *Thematic Area,* the EGC has suggested a proposed outcome, or objective, and action items to achieve the outcome. This information is presented as follows:

- *Figure 2* provides an overview of the proposed objective for each *Thematic Area*;
- *Figure 3* below presents a summary of the Governance Action Plan, detailing envisaged action items and key ambitions for each *Thematic Area*; and
- *Annex 1* provides an indicative timeline for implementation of the Governance Action Plan.

The individual work streams detailed in the Governance Action Plan are described and defined based on the information and inputs that the EGC has considered to date. The details within each deliverable may evolve as work continues. Proposals are being developed with due attention to a variety of inputs, from consultation processes with constituencies, to reviews of best practice and guidance from external experts.

Figure 2: Governance Action Plan, Thematic Areas and associated Objectives

Thematic Area	Objective ✓ **Envisaged Action Items**
1. Board size, structure and composition in a changing landscape	Board structure and composition are aligned with context in which Global Fund operates; including interim approach to accommodate additional public donors, pending future adjustments to Board structure. ✓ Non-voting seat for Additional Public Donors ✓ Review Board size, structure and composition
2. Ethical decision-making and managing Board-related conflicts of interest	Strong framework for ethical decision-making and management of Board-related conflicts of interest, moving beyond financial interest, and articulating how identified conflicts will be addressed. ✓ Communications and training on ethics matters ✓ Revisions to relevant policies and codes
3. Succession Planning, Selection Processes & Skills	Effective selection processes and succession planning mechanism covering the Board Leadership, Board Direct Reports, and committees. Appropriate skills and effective institutional memory management. ✓ Leadership succession plan ✓ Board leadership selection process ✓ Committee selection processes ✓ Constituency Management ✓ Onboarding Framework
4. Leverage the role of committees	Effective committee structure (mandates, membership composition and terms, and overall functioning) and Coordinating Group, to ensure appropriate delegation to enable the Board to fulfill its six core functions effectively. ✓ Strengthen effectiveness; review mandate clarity ✓ Consider review of committee structure
5. Elevate Board Discussions	Board and committee meetings are strategically-focused, with (1) prioritized work plans and agendas; (2) effective documentation; (3) management of cross-cutting matters; and (4) effective consultation and information-sharing ✓ Criteria for agenda-setting ✓ Consolidated governance work plan ✓ Information sharing and consultation processes ✓ Mechanism for cross-cutting matters ✓ Board documentation
6. Cultural change to enhance Board effectiveness (overarching theme)	The Board demonstrates a culture of accountability and trust. Board culture and dynamics are aligned to the work it needs to accomplish and the organizational context. • Assessment of Board culture

Governance Action Plan 2017-2019: Summary (Figure 3)

Objective	Action Items	Accountability	Status (Mar '18)	Timeline
1. Board Size, Structure and Composition in a changing landscape				
Board structure and composition are aligned with context in which Global Fund operates; including interim approach to accommodate additional public donors pending possible future adjustments to Board structure.	**1.A. Adopt interim solution to accommodate additional public donors in the Board structure** • Board creates a non-voting seat for countries who fulfil eligibility requirements enabling additional public donors to be represented at governance level. • Donor Group reviews criteria providing a future route into the voting constituencies of the Board for additional public donors who fulfil defined eligibility requirements.	Board	**In progress** New constituency created Nov 2018. Donor Group proposal due May 2018	2017-2018
	1.B. Develop proposal on Board size, structure and composition • Board engages in revisiting the review conducted by the Transitional Governance Committee in 2016, considering key principles, questions and options to ensure the Board remains fit for purpose within the 21st century global health landscape. Considerations may include mechanisms to balance inclusiveness and effectiveness, the continued relevance of the voting group structure, and the roles of Board leadership, the Coordinating Group, and the Partnership Forum.	Board	**Initiated** EGC discussions during 2016-2018 term.	2018-2020
2. Ethical decision-making and managing Board-related conflict of interest				
Strong framework for ethical decision-making and management of Board-related conflicts of interest, moving beyond financial interest, and articulating how identified conflicts will be addressed.	**2.A. Deliver regular communications and training regarding ethics and conflict of interest-related matters** • Governance Officials receive clear training and guidance regarding identification and mitigation of actual or perceived conflict of interest. • Clear messaging supports understanding of duty of care to the Global Fund, clarifies Governance Officials' representative roles, reinforces collective responsibility for decision-making which is guided by our core values and principles, and supports a culture of transparency and accountability	Ethics Office	**Ongoing** inductions and guidance	Ongoing

Governance Action Plan 2017-2019: Summary (Figure 3)

Objective	Action Items	Accountability	Status (Mar '18)	Timeline
	2.B. Adopt necessary policy and procedure revisions • Review of ethics-related policies and procedures, to align, clarify, consolidate and consider non-financial conflict of interest. (Includes Ethics and Integrity Framework, Policy on Ethics and Conflict of Interest, Code of Ethical Conduct for Governance Officials)	Board	**Planned**	2018-2019
3. Succession planning, selection processes and skills				
Effective selection processes and succession planning mechanism covering the Board Leadership, Board Direct Reports, and committees. Appropriate skills and effective institutional memory management.	**3.A. Develop Leadership Succession Plan** • Board leadership and Committee leadership selection processes incorporate mechanisms to facilitate succession planning, leadership development and continuity. • Staggered leadership terms are maintained between the Executive Director and Board leadership	Board	**Initiated** Lessons learned from 2017-2018 selection processes discussed at EGC	2018
	3.B. Adopt enhanced Board Leadership Selection Process and Terms of Reference • Selection process for Board Chair and Vice-Chair draws on best practice, is aligned with the nature of their roles as neutral leaders of the Board as a whole, and is as transparent, objective and competency-based as possible. Process allows time for highly-qualified nominees to be identified; enables assessment of complementarity, and potentially considers additional sources of suitable candidates. • Review of TORs to assess and ensure clarity of mandate, including between Board Leadership and Executive Director.	Board, EGC	**In progress** Board discussion Nov 2017; consultations Q1-2 2018; Decision May 2018	2017-2018
	3.C. Adopt enhanced Committee Leadership and Membership Selection Processes • Competency-based selection process for committee leadership and membership draws on best practice, and lessons learned from 2017-2018 committee selection processes. Enhanced process may incorporate mechanisms to reflect key principles of leadership	Board, EGC	**Initiated** Lessons learned from 2017-2018 processes discussed at EGC	2018

Governance Action Plan 2017-2019: Summary (Figure 3)

Objective	Action Items	Accountability	Status (Mar '18)	Timeline
	complementarity, balancing continuity and renewal, enabling continuity and strengthening institutional memory management. Options may include formal leadership succession planning, review of membership terms, review of criteria for selection and their implementation, and rotation of seats for balanced representation.			
	3.D. Issue revised Constituency Management Guidelines and Guidance for Dispute Resolution • Revised Guidelines provide guidance for strong internal management, including nomination and selection processes, institutional memory management, and management of ethics-related matters. • Introduction of Guidance for Dispute Resolution provides mechanism for constituencies to resolve internal disputes, and a clear escalation procedure for matters that cannot be resolved internally.	EGC, Office of Board Affairs ("OBA)	**In progress** Principles for constituency management and guidance note for dispute resolution reviewed by EGC	2017-2018
	3.E. Implement Onboarding Framework for Governance Officials • Onboarding Framework for all Governance Officials strengthens onboarding support, facilitates continuing development, enables continuity and handover between leadership and committee terms, and identifies and fills skills gaps.	EGC, OBA	**Implementation** Framework reviewed by EGC Mar 2018.	Ongoing
4. Leverage the role of committees				
Effective committee structure (mandates, membership composition and terms, and overall functioning) and Coordinating Group, to	**4.A. Strengthen Committee effectiveness including clarity of mandates** • Committee mandates, delegation of authority and assignment of cross-cutting matters are clear, appropriate and efficient. Specific focus on supporting Board in core functions of overseeing risk management and organizational performance. [See also action item 5.D.]	Board, EGC	**Initiated** EGC input Mar 2018.	2018

Governance Action Plan 2017-2019: Summary (Figure 3)

Objective	Action Items	Accountability	Status (Mar '18)	Timeline
ensure appropriate delegation to enable the Board to fulfill its six core functions effectively.	**4.B. Consider review of overall effectiveness of Enhanced Governance Structure** • Placeholder for Board and EGC to consider whether a review of the current committee structure is required, possibly following two terms in operation.	Board, EGC	**Not started**	2019/2020
5. Elevate Board discussions				
Board and committee meetings are strategically-focused, with (1) prioritized work plans and agendas; (2) effective documentation; (3) management of cross-cutting matters; and (4) effective consultation and information-sharing	**5.A. Implement criteria for strategic agenda-setting** • Meeting agendas prioritize matters for decision or strategic direction, items impacting on achievement of strategic objectives, and according to level of risk.	Board leadership, CG OBA	**Implementation** In use since 38th Board Meeting, November 2017	Ongoing
	5.B. Develop consolidated governance work plan for Board and committees • Holistic work plan anchored to core functions of Board and Strategic Objectives supports strategic planning, prioritization and focus.	OBA, CG	**Initiated**	2018
	5.C. Strengthen information-sharing and constituency consultation processes • Constituency input is facilitated at committee level through observer participation and written statements to committee leadership. • Structured consultation processes support inclusive development of key initiatives ahead of proposal to Board.	OBA, CG	**Ongoing**	Ongoing
	5.D. Define responsibilities, process and parameters for management of cross-cutting issues • Ensuring that roles, responsibilities, and engagement mechanisms are clear, efficient and implemented for each cross-cutting matter.	CG, EGC	**In progress** "Lead Committee" model under discussion at CG.	2018
	5.E. Redevelop Board reporting approach • Board and committee materials facilitate analysis in support of effective Board deliberations, leverage committee inputs and discussions, and are clear, concise and accessible. Alternative reporting styles are considered, including consolidated reporting.	CG, OBA	**In progress** Launched Nov 2017. Continuous improvement ongoing.	Ongoing

Governance Action Plan 2017-2019: Summary (Figure 3)

Objective	Action Items	Accountability	Status (Mar '18)	Timeline
6. Cultural change to enhance Board effectiveness (overarching theme)				
The Board demonstrates a culture of accountability and trust. Board culture and dynamics are aligned to the work it needs to accomplish and the organizational context.	**6.A. Conduct an assessment of Board Culture** • Consider assessment in order to establish need and objectives for any future Board culture work streams.	Board, Board leadership	**Not started**	2018-2019

What are the priorities?

The EGC has identified the following action items presented in the Governance Action Plan as priority areas with most potential to further strengthen Global Fund governance.

> **1.B. Develop proposal on Board size, structure and composition**
> **3.B. Adopt enhanced Board Leadership Selection Process and Terms of Reference**
> **3.C. Adopt enhanced Committee Leadership and Membership Selection Processes**
> **4.A. Strengthen committee effectiveness including clarity of mandates**
> **5.D. Define responsibilities, process and parameters for management of cross-cutting issues**
> **5.A. Implement criteria for strategic agenda-setting**

In addition, the Committee Performance Assessment conducted in early 2018 called on survey participants[7] to comment on the objectives of the Governance Action Plan. Comments received indicate support for the *Thematic Areas* identified and the importance of focusing particularly on Board leadership selection process.

What is the progress to date?

Since the first development of the Governance Action Plan in July-September 2017, multiple work streams have made progress towards the overall objectives of the Governance Action Plan, with progress updates submitted to the EGC in October 2017 and March 2018.[8]

1. Board size, structure and composition. In November 2017, the Board adopted a decision to create a non-voting constituency for additional public donors who are not represented within the Donor voting group and who have pledged a minimum of USD 10 million in the current replenishment period. Eligible countries have been invited to join, and the new constituency is currently in the process of being put in place, with the ambition of enabling its participation in the May 2018 Board meeting. In addition, the EGC, led by an internal working group, held regular strategic discussions on the broader issue of Board size, structure and composition. These reflections will be shared with the incoming EGC to inform future considerations on this matter.[9]

2. Ethical decision-making and managing Board-related conflicts of interest. The Ethics Officer conducted a training session on ethics at the 37th Board Meeting (May 2017), and regular virtual training at the biannual Governance Official onboarding program. Policy reviews are planned for EGC and Board consideration in Q1-2 2018.[10]

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[7] Survey participants included Board and committee members, the Coordinating Group, and relevant members of the Secretariat and the OIG.

[8] GF/EGC05/13: Governance Action Plan (October 2017), and GF/EGC06/10: Governance Action Plan Progress Update (March 2018)

[9] GF/B38/03: Proposal to Integrate Additional Public Donors (November 2017)

[10] GF/B39/14: Annual Report of the Ethics Officer (May 2018)

3. Succession Planning, Selection Processes and Skills.

The EGC has focused considerable efforts on this Thematic Area.

Of particular significance, the EGC, following an iterative, consultative and inclusive development process, is due to submit to the Board in May 2018 a proposal to strengthen the **Board Leadership selection process**. The EGC welcomed the expression of support received from constituencies in support of this work stream.

In 2017-2018, the EGC proposed enhancements to **committee selection processes** for both the leadership and membership selection processes, aimed at ensuring a diverse pool of qualified candidates, improving understanding of role requirements and time commitment, and strengthening process transparency and trust.

Regarding **constituency management**, the EGC has reviewed principles to guide the revision of the Constituency Management Guidelines with specific focus on processes to select members, and management of institutional memory. In addition, the committee provided input to a Guidance Note for management or escalation of internal disputes.[11]

Finally, the EGC has reviewed and supports the **Onboarding Framework** developed by the Office of Board Affairs, which sets out a robust, multi-stage approach to provide Board and committee members with clarity of understanding of roles and responsibilities, and the base of knowledge and skills, to effectively carry out their duties. A tailored approach for Board and committee leadership reflects the specific importance of leadership roles to the overall effectiveness of Board and committee functioning.[12]

4. Leverage the role of committees.

The EGC initiated a review of **committee mandate clarity**, providing guidance to the Secretariat in March 2018 to take forward this review, with specific focus on ensuring clearly-defined **responsibility for cross-cutting matters**. The EGC has also placed particular emphasis on the importance of establishing a mechanism for **management of cross-cutting matters** (also covered under action item 5.D.), noting that this work stream has a particular influence both on elevating Board discussions, and on enhancing committee effectiveness.

5. Elevate Board discussions.

Prioritized **criteria for strategic agenda-setting** were introduced ahead of the 38th Board Meeting (November 2017), and will be rolled out to committees in 2018. The onboarding of Board and committee leadership will emphasize this approach. The **Board documentation** approach was redesigned in Q3 2017, and piloted at the 38th Board Meeting, following formal training of relevant staff. The new reporting approach was rolled out to committees in 2018, and will receive continued attention until it is embedded. Finally, work to define roles, responsibilities and mechanisms for the effective management of **cross-cutting matters** has received attention at the Coordinating Group, following a proposal submitted by the EGC. Cross-cutting matters remain challenging. As such, continued focus will be required in order to define and implement a suitably effective mechanism.

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[11] GF/EGC06/15 Board Constituency Dispute Resolution (March 2018)

[12] GF/EGC06/12 Update on Onboarding Framework (March 2018)

6. Cultural change to enhance Board effectiveness.

The EGC conducted an initial discussion at its March 2018 meeting, aimed at exploring the topic of Board culture, with the objective of defining next steps for this area. Noting multiple observations and reflections on symptoms of cultural issues, witnessed in the OIG Advisory Review and governance performance assessments, and in the EGC's own discussions on lessons learned from various selection processes, the EGC concluded that Board Culture should remain a *Thematic Area* on the Governance Action Plan. It is anticipated that the upcoming EGC will pursue the discussion on this topic with the Board.

What are the next steps?

At the governance level, regular interaction is envisaged between the EGC, Coordinating Group, and the Board, to consider and refine proposals in support of the Governance Action Plan, in line with their respective mandates and delegated authority. It is anticipated that the incoming EGC, taking up office in May 2018, will continue to focus on the governance strengthening initiatives outlined in the GAP.

Board engagement will be sought on specific components of the Governance Action Plan, as distinct elements and as proposals reach maturity for Board consideration. There is a strong commitment to developing proposals in a consultative and transparent manner, and Board constituencies will be engaged through structured consultation processes on key proposals requiring Board decision.

The Secretariat, and specifically, the Office of Board Affairs, will support the development of the relevant proposals, and will implement the operational improvements identified in the Governance Action Plan.

More broadly, the Governance Performance Assessment Framework,[13] adopted by the Board in 2015, provides for routine performance assessments of the Board, Board leadership and committees. The outcomes of these assessments represent one source of input to monitor progress against governance strengthening objectives, and to identify future areas for improvement.

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[13] EGC Charter, 2.2.f.

Annex 1 – Governance Action Plan Timeline for Implementation

Attached

Annex 2 - Relevant Past Documents & Reference Materials

- o [GF/EGC06/11 – Global Fund Committee Performance Assessment Survey – Results for discussion](#) (March 2018)
- o [GF/EGC06/10 – Governance Action Plan progress update](#) (February 2018)
- o [GF-EGC05-13 – Governance Action Plan](#) (October 2017)
- o [Governance Action Plan slide deck](#) (September 2017)
- o [OIG Advisory Review on governance, GF-OIG17-009](#) (April 2017)
- o [GF-EGC04-10 Report of Egon Zehnder to the EGC](#) (July 2017)
- o GF/[EGC05/12 – Egon Zehnder Update and Synthesis for the Ethics and Governance Committee.](#) (October 2017)
- o [GF/B36/19 Results of Board and Board Leadership Performance Assessment](#) (November 2016)

Governance Action Plan
Indicative Timeline

# X: Thematic Area / Action Items	Accountability	Status Mar 2018	Indicative Start date	Indicative End date	Q4 2017 (EGC05)	Q4 2017 (B38)	Q1 2018 (EGC06)	Q2 2018 (B39)	Q3 2018 (EGC07)	Q4 2018 (EGC08)	Q4 2018 (B40)	Q1-4 2019
#1. Board size, structure and composition in a changing landscape	**Board, EGC**											
1.A. Adopt interim solution to accommodate additional public donors in the Board structure	Board, EGC	Implementation	Q3 2017	2018	*EGC Recommendation*	*Board Decision- Additional Public Donors Constituency*		Board Discussion: Donor Group process for seat allocation				
I.B. Develop proposal on reforms to Board Size, Structure and Composition	Board, EGC	Initiated	Q2 2016	2019-2020 TBC			*EGC Discussion*		*EGC Discussion*	*EGC Discussion*	Board Discussion	EGC Recommendation & Board Decision TBC
#2: Ethical decision-making and managing Board-related conflicts of interest	**Board, EGC**											
2.A. Deliver regular communications and training regarding ethics and conflict of interest-related matters	Ethics Officer	Ongoing	Q4 2017	Ongoing		*Ongoing via Onboarding Framework*		*Ongoing via Onboarding Framework*			*Ongoing via Onboarding Framework*	*Ongoing via Onboarding Framework*
2.B. Adopt necessary policy and procedure revisions	Board, EGC	Planned	Q1 2018	2019						*Consultation*		EGC Recommendation & Board Decision
#3: Succession Planning, Selection Processes & Skills	**Board, EGC**											
3.A. Develop leadership succession plan	Board, EGC	Initiated	Q1 2018	TBC			*EGC Discussion*		*To be determined*			
3.B. Adopt enhanced Board Leadership selection process and terms of reference	Board, EGC	In progress	Q3 2017	Q4 2018	*EGC Discussion*	*Board Discussion*	*EGC Recommendation on process*	Board Decision on process	EGC Discussion on TORs	EGC Recommendation & Board Decision on TORs	Launch process to select Board Chair and Vice-Chair for 2019-2021 term	
3.C. Adopt enhanced Committee Leadership & Membership selection processes.	Board, EGC	Initiated	Q2 2017	Q4 2018	*Selection process Committee Membership*		*EGC Discussion*		EGC Discussion	EGC Recommendation TBC	Board Decision TBC	
3.D. Issue revised Constituency Management Guidelines and Guidance for Dispute Resolution	Board, EGC	In progress	Q1 2017	Q3 2018			*EGC input*		*EGC input and circulation to constituencies*			
3.E. Implement Onboarding Framework for Governance Officials	EGC	Implementation	Q3 2017	Ongoing		*EGC Discussion*		*Ongoing implementation*				

Governance Action Plan Indicative Timeline		Status			2017		2018					2019
# X: Thematic Area Action Items	Accountability	Status Mar 2018	Indicative Start date	Indicative End date	Q4 2017 (EGC05)	Q4 2017 (B38)	Q1 2018 (EGC06)	Q2 2018 (B39)	Q3 2018 (EGC07)	Q4 2018 (EGC08)	Q4 2018 (B40)	Q1-4 2019
#4: Leverage the role of the committees	**Board, EGC**											
4.A. Strengthen committee effectiveness including clarity of mandates	Board, EGC	Initiated	Q4 2017	Q4 2018			*EGC input*		EGC Recommendation & Board Decision TBC			
4.B. Consider review of overall effectiveness of the Enhanced Governance Structure	Board, EGC	Not started	Q1 2019	TBC								Discussion
#5: Elevate Board Discussions	**Board Leadership, CG**											
5.A. Implement criteria for strategic agenda-setting	CG	Implementation	Q3 2017	Ongoing		*CG Review post B38*	*Ongoing implementation*					
5.B. Develop consolidated governance work plan (Board and committees)	CG	Initiated	Q4 2017	Q2 2018			*Development*	*Ongoing tool*				
5.C. Strengthen information-sharing and constituency consultation processes	CG	Ongoing	Q4 2017	Ongoing	*Ongoing*							
5.D. Define responsibilities, process and parameters for the management of cross-cutting issues	CG	In progress	Q3 2017	2018	*EGC proposal to CG*	*Informs 4A*	*Ongoing*	*Ongoing*				
5.E. Redevelop Board reporting approach	OBA	In progress	Q3 2017	Ongoing	*Design and Train*	*Pilot and Board Feedback*	*Enhance and embed*	*Enhance and embed*	*Enhance and embed*	*Enhance and embed*		
#6 OVERARCHING THEME Cultural change to enhance Board effectiveness	**Board**											
6.A. Conduct an assessment of Board Culture	Board	Not started	Q1 2018	TBC			*EGC Discussion*		*Timeline to be determined*			