**OGP SECRETARIAT BOARD MEETING**

Via Phone - Tuesday September 13, 2016

Board Members in attendance:

* Mark Robinson (phone)
* Claire-Marie Foulquier-Gazagnes (phone)
* Nathaniel Heller (phone)
* Victoria Ayer (phone)

OGP SU staff in attendance:

* Sangita Sigdyal
* Sanjay Pradhan
* Sandy Arce

1. Welcome and Agenda Overview

Quick update on location: Board member Victory Ayer is now based in Nairobi, but her contact details have not changed.

1. Update on Plans for One OGP’s/Spin-off from the Tides Center (fiscal sponsor)
   1. Timeframe for spin-off is Fall 2017 to take necessary time to address the following issues below:
      1. This is a complex process with high risks
      2. It’s imperative that OGP get this right including the issue surrounding international hires
      3. OGP will hire a Project Manager to lead the spin-off project ASAP
      4. 501(c)3 IRS Determination Letter was issued to OGP in June (copy attached to the email going out with these minutes)
   2. Below are the workstreams/buckets included as part of One OGP including spin-off:
      1. Tax and Compliance and Activities – to ensure compliance with various federal legal requirements within HR and fiscal areas
      2. Building One OGP Team/Human Resources – hiring, benefits, payroll and employment policies; performance management
      3. Finance and Accounting Systems – Establish finance/accounting policies and procedures, and build internal systems
      4. Governance Policies – Board of Directors – including conflict of interest and whistleblower policies, and establishing ethics and business conduct codes
      5. System Integration: Building a Holistic System for the Long Term – build/integrate systems to be up-to-date, reduce inefficiencies and improve knowledge management
2. December Meeting at the Paris Summit
   1. The Board decided to not hold a half-day meeting after the Paris summit. Instead, it will meet for lunch or in the early afternoon (60-90 minutes) on Friday December 9th as most will attend the Global Summit
   2. There is also an option for a Board meeting at the time of the Ministerial Steering Committee Meeting (Spring 2017)
3. Process and planning for CEO Annual Review (minus SU staff)
   1. Board Chair will confer with incoming GL co-chair, Manish Bapna on the process and plans for his review in 2017. This was an executive session, so notes were not taken.