

Board of Directors Meeting Minutes

November 9, 2017

**Washington, DC**

**Members Present**: Board Chair - Mark Robinson, Treasurer and Secretary - Nathaniel Heller, Members - Victoria Ayer and Sandra Pernar

**Staff Present:** CEO - Sanjay Pradhan, Deputy CEO - Joe Powell, CFOO - Kate Lasso, and Director of Operations - Sangita Sigdyal

**Guests Present**: Robin Talbert, Governance Consultant

**Meeting was chaired by**: Mark Robinson

The Board of Directors for the Open Government Partnership Secretariat met on November 9 for a full day. The meeting agenda was divided into two sections – a half-day orientation facilitated by Robin Talbert, a not-for-profit governance expert, and a business meeting where several resolutions were adopted.

The morning orientation was opened by Mark Robinson at 8:46 am. During the orientation Robin Talbert provided a broad overview of not-for-profit organizations, their structure and duties of the Board were discussed. The Board members’ duty of care, obedience and loyalty were also discussed as they relate to their oversight role. Specific topics discussed included:

● Overview of Nonprofit Organizations in the U.S.

● Board of Directors: Duties of Care, Loyalty, Obedience

● Compliance & Ethics

● Financial Oversight & Risk Management

● Board/Executive Partnership

● Board Chair and Officer Roles

● Committees

● Board Effectiveness, Board Development, Succession Planning, and Self-Assessment

The Board also reviewed the purpose of the OGP Secretariat, as stated in the OGPS bylaws. The purpose of the OGPS is to further the mission and vision of the Open Government Partnership, a multi-stakeholder initiative that includes seventy-four countries. To this end, the Board agreed that the OGP Steering Committee (SC) engages in strategic planning and decision making to advance the mission, vision and goals of the Open Government Partnership, while the OGP Secretariat is responsible for the execution of that plan under the auspices of a US-based 501(c)(3) organization, with the legal and fiduciary oversight from the OGPS Board).

Given this intersection of responsibilities, the Board discussed ways in which the OGP SC and the OGPS Board of Directors will support each other toward this mission. Along those lines, the Board agreed on the need to develop a process for budget approval involving the SC that oversees the strategic and programmatic direction for OGP as an initiative, and the Board of Directors that oversees the OGP Secretariat’s operations, which are executed under the direction of Sanjay Pradhan as CEO.

The discussion then turned to look at the composition of the Board of Directors, including a review of board terms, board committees and vacancies. During the discussion Sanjay Pradhan proposed to keep the membership of the board stable in 2018, as it is a year of transition as OGPS spins off from the Tides Center. He recommended a six-month extension for Victoria Ayer and any other members whose terms end in March 2018. This would mean they would serve until September 2018. This was agreed by the Board and the terms of existing members would be reviewed by the Board at that point.

The general issue of filling vacancies was also covered. It was clarified that in the event of a resignation or vacancy the SC appoints new members in consultation with CEO and Board chair, as stated in the OGPS bylaws.

The Board discussed the frequency of meetings and agreed to meet each year for an annual meeting. In 2018, the Board agreed to hold a second meeting, possibly in September, or later, in alignment with the OGPS annual budget process.

Finally, the Board manual, included in the Board packet, was briefly reviewed. It was noted that the Board manual is a living document that will be updated from time to time.

At this point, the meeting was adjourned for lunch.

Mark Robinson, Board Chair, opened the business portion of the meeting after lunch with a brief review of the agenda, as provided in the Board packet. He noted that, in addition to two informational reports, there are three items requiring Board approval:

 -- the Memorandum of Understanding (MoU) governing OGP’s spin off from the

 Tides Center;

 -- OGP’s financial and accounting policies manual

 -- authorization for OGP staff to open a checking account and an operating

 reserves account.

Mark noted there is one added agenda item, which is to elect a Board Secretary. This position has been vacant since Claire-Marie Foulquier-Gazagnes’ departure from the OGPS Board of Directors in 2016.

At this point, Mark invited Kate Lasso, CFOO to provide a review of the MoU that has been negotiated with the Tides Center to govern the spin off from that organization.

Kate provided highlights from the MoU including details regarding financial asset transfer from Tides to OGPS. After April 1, the spin-off date, all OGPS assets and liabilities will transfer over to OGPS in three tranches, except for assets and liabilities related to the US Department of State and USAID grants, which are staying under the Tides Center. This decision for the US government grants to remain at Tides, reflects conversations that have taken place between OGP, USAID, the Department of State and Tides regarding how to best manage these grants post-spin off. In addition, a small number of OGP staff members will remain as Tides employees to manage these two awards until they end.

A discussion followed and Mark asked for motion to approve the resolution before the Board. The Board expressed appreciation for the thoughtful and careful approach that OGP staff has taken to execute the spin-off agreement. The Board also suggested that OGP staff to document agreements with DoS and USAID that their grants will stay at Tides. A the conclusion of the discussion Mark invited the Board to consider the resolution before them. Victoria made the motion, which was seconded by Nathaniel to approve the resolution.

Approved Resolution: The Board authorizes the CEO, Sanjay Pradhan, to sign the MoU on behalf of the organization that will guide the spinoff and asset transfer from the Tides Center to the new entity, OGP Secretariat.

**Overview of the spinoff plan with an emphasis on required Board action** (included in pre-read)

Next, Mark invited Kate to provide highlights of the spinoff plan that will directly involve the Board of Directors. These activities relate to approving the policy framework in the areas of human resources and accounting, as well as authorization for other financially-related activities. Sanjay noted that there has been a lot of detail and planning that has gone into creating the spin off plan, which includes many overlapping tasks.

The Board asked questions related to the budget creation and approval process, noting the inclusion of the Steering Committee in the process. After it is approved, it was agreed that OGPS’ budget can be published online, without identification of individual salaries.

Regarding human resource management, there was consensus about OGPS’ commitment to gender parity and salaries. Nathaniel mentioned that the IRS Form 990 will allow for some public reporting on higher salaries.

**OGPS's Financial and Accounting Policies**

Kate then gave an overview of the proposed Financial and Accounting Policies manual. The manual, which establishes OGPS’ internal controls framework was developed by OGP staff, keeping U.S. government guidelines in mind. It was then reviewed two different times by an outside accountant. Kate also noted that this should be considered as a living document that will be updated from time to time. During the ensuing discussion Board members suggested a few changes to OGP’s travel policy and approved the Financial and Accounting policies for OGPS to demonstrate to funders its organizational capacity in the area of financial management. At the close of the discussion, Mark asked for a motion to approve the Financial and Accounting Policies, as amended during the discussion. Victoria made the motion, which was seconded by Nathaniel to approve the resolution.

Approved Resolution: The Board adopted a motion to approve the Financial and Accounting Policies for the Open Government Partnership Secretariat as a basis for OGPS’ internal control structure.

**Authorization for OGPS to open a bank and an operating reserves account**

Kate then asked the Board of Directors to authorize the staff to investigate and open checking and operating reserve accounts for OGPS. Mark made the motion and Victoria seconded, the motion to approve the resolution.

Approved Resolution: The Board authorized the CEO and/or his designee to open bank and operating reserve accounts.

**Presentation about OGPS's Global Employee Handbook**

Sangita Sigdyal then provided the board with a status update on OGP Secretariat Global Employee handbook. Essentially, there will be two sections to the Handbook. The first section will outline global policies for all OGPS staff members and a section that contains policies for specific jurisdictions where staff work. The Handbook will be presented to the Board for its approval t in early 2018 before OGPS spins off from the Tides Center.

**Appointment of Board Secretary**

Mark informed the Board that it was essential to fill the vacancy as Secretary to the Board of Directors. Further, it is common to combine the positions of Secretary-Treasurer. After a brief discussion, it was agreed to appoint Nathaniel Heller as interim Secretary, for about six months, when the Board will be in a position to review its membership. Mark made the motion and Victoria seconded the motion for the proposed resolution until the Fall Board meeting when board composition may be revisited, as discussed above.

Approved Resolution: The Board appointed Nathaniel Heller as interim Secretary of the Board. Since he is already Treasurer, he will hold both officer positions of Secretary-Treasurer .

Following that discussion, Nathaniel made motion to propose that the four current members of the board to constitute the Audit Committee, which was seconded by Victoria. This motion was unanimously approved.

Finally, Sangita indicated that the Board members will receive a Conflict of Interest form to complete and return to OGPS before the end of the year.

With no other business before the Board of Directors, the meeting was adjourned at 2:33 pm.

**Planning for upcoming actions requiring Board input and decision**

The Board discussed the process for conducting CEO performance review. The CS co-chair has historically conducted the executive review with input from other SC members and staff.

The process that has been followed so far and the agreement going forward is outlined below. The Board agreed that CEO review should avoid duplicative-parallel processes between SC (and the Governance and Leadership Sub-Committee of the SC in particular) and the Board. The agreed process below ensures a streamlined, non-duplicative process, while also ensuring that the appropriate governance body has clear and principal responsibility before and after spinoff.

**Process Followed Thus Far - Continuing to Performance Year 2017**

* Historically, the Civil Society Co-Chair has carried out the performance assessment for the Executive Director/CEO on behalf of the Steering Committee. For this, they have sought feedback from SC members and SU staff.
* For the 2017 performance evaluations (which will be carried out in Feb/March 2018 for all SU staff), the agreement is to continue with the same process followed in 2016, wherein Mukelani as current CS Co-Chair will take the lead in coordinating the review and soliciting feedback from all sources, as other CS co-chairs have done.
* In this feedback process, Mukelani will also solicit feedback from the Board, alongside SC (Mark, Nathaniel and Sandra, all OGP Secretariat Board members are on SC). Since no staff or resources have transferred to the OGP Secretariat, under the purview of the Board of Directors, and the SU will only spinoff as an independent entity on April 1, 2018, the responsibility for 2017 performance year will remain with Mukelani on behalf of SC. At the same time, Mukelani will solicit feedback from the OGP Secretariat Board of Directors, focusing, for instance, on preparations and readiness for spinoff.

**Process for Performance Year 2018 and Beyond**

* Once the spinoff occurs on April 1, 2018, the principal responsibility for leading the performance review will revert to the Board Chair (Mark) and will focus on the April - December 2018 in full in line with performance review cycle period as well as future periods.
* As documented in the various Board documents, the Board Chair will carry out CEO performance reviews in coordination with the SC, soliciting and aggregating feedback from GL/SC (and its Governance and Leadership Sub-Committee) as well as OGP Secretariat (Support Unit) staff.

Nathaniel Heller will report back to the Governance and Leadership Committee (GL) regarding the Board meeting.

Board calendars were reviewed to determine dates for the next board meeting: week of March 12 and 19 were proposed for video meetings (possibly two 3-hour meetings).