**OGP SECRETARIAT BOARD MEETING**

Cape Town, South Africa May 6, 2016

Board Members in attendance:

* Claire-Marie Foulquier-Gazagnes (phone)
* Diogo De Sant’ana (phone)
* Mark Robinson
* Nathaniel Heller
* Sandra Pernar
* Victoria Ayer (phone)

OGP SU staff in attendance:

* Sangita Sigdyal
* Meghan Higginbotham
* Sanjay Pradhan (partial)

Observers in attendance:

* Zuzanna Weink (OGP Steering Committee member)
* Alejandro Gonzalez (OGP Steering Committee and GL member)
* Renisha Naidoo (partial, representing South Africa on the GL)
* Laure Luchessi (partial, representing France on the GL)

The OGP Secretariat Board Members held their inaugural meeting in Cape Town, South Africa. They discussed their duties and how they will operate among themselves and with other OGP stakeholders, including the OGP Steering Committee, as well as next steps. The meeting was led by OGP Secretariat Board Chair Mark Robinson, with support from the OGP Interim Chief Operating Officer, Sangita Sigdyal.

**Introduction and Review of Roles**

Three key topics were discussed and agreed to in this session. The OGP Secretariat Board agreed that they will aim to be “light touch” and make the roles and responsibilities manageable for the directors. They also discussed the need and goal of building a good working relationship with the OGP Steering Committee early. Lastly, the board members decided that they will serve and operate independent of their organizational affiliations (government or civil society) in fulfillment of the overall OGP mission.

The Board of Directors reviewed their roles and responsibilities, as well as the duties of those selected as officers, and talked through issues and concerns. The OGP Secretariat Board roles are as follows: Chair: Mark Robinson, Treasurer: Nathaniel Heller, and Secretary: Claire-Marie Foulquier-Gazagnes. Other Board Members include, Victoria Ayer, Diogo De Sant’ana, and Sandra Pernar.

The Board identified the need to clarify and define how the OGP Secretariat Board works with and alongside the OGP Steering Committee’s Governance and Leadership Subcommittee (GL). They also expressed a desire to receive information and learn about the OGP Secretariat’s legal and tax framework.

The Board also discussed the need for any online or offline trainings for the OGP Board and agreed that these should also be “light touch,” interactive, and draw on the experience of existing Board members and staff.

Also discussed were the current status, challenges and next steps associated with the OGP spinoff from the current fiscal sponsor. The board discussed the official spinoff date, which can only be determined after the approval of the Tax Exempt Status by the Internal Revenue Service. The OGP Interim COO will provide a draft document outlining the spinoff status and next steps to the OGP Secretariat Board by the end of May.

**Working with the OGP Steering Committee (SC) and Governance and Leadership Subcommittee (GL)**

The Board discussed how they would like to operate and begin working with the OGP Steering Committee (SC) and the Governance and Leadership Subcommittee (GL).

The OGP Secretariat Board decided it is willing to open the Board Meetings to any OGP Steering Committee member who would like to attend. And, in a spirit of reciprocity, the OGP Secretariat Board will propose to the GL that non-SC OGP Secretariat Board Members be allowed to attend and observe working and ministerial level SC Meetings.

Following a discussion about public visibility of the Board, it was decided that Members will adopt voluntary guidance on how to take recognition for their role as an OGP Secretariat Board Member. The consensus was for OGP Secretariat directors to maintain a low public profile so as not to confuse or distract from the OGP Steering Committee’s primacy in public facing fora.

The OGP Secretariat Board will also align its own transparency policy with the SC’s transparency policy. It was also decided that minutes from and decisions made at OGP Secretariat Board Meetings will be made available to the general public on the OGP website, as well as sent to the GL. Exceptions include discussions and decisions on OGP Support Unit staff compensation and matters related to human resources. The OGP Support Unit will work to get these published on the website on a dedicated page.

**Effective ways of working among the Board, GL and the SC**

Representatives from the governments of France and South Africa joined for this part of the conversation. The focus was on aligning GL and Board expectations around decision-making and board activities, as well as determining areas for further clarification or codifying.

There was conversation on the need to ensure that all documentation with references to the SC is aligned before and after the spin off (i.e. Articles of Governance). The OGP Interim COO will be responsible for providing regular updates on alignment and other spin off issues as the process begins. Related to the spinoff, there were questions about how it will affect how/when countries pay membership dues, especially since the payment period differs country-to-country. This will need to be revisited. Questions were raised around the policy on secondments. The OGP Interim COO will re-circulate the secondment policy.

The Board also discussed the topic of CEO performance review and goal setting, and the need to work with the OGP Steering Committee’s GL subcommittee to develop a process for both early on. This should codify the formal review process, engage the SC Co-Chairs, and result in a review process that draws on a range of sources for input, including 360-degree reviews. The OGP Secretariat Board will review the bonus policy for the CEO in consultation with the GL; the bonus policy for other Support Unit staff will be clearly outlined in the HR policy that the board will approve prior to spin-off.

**Future Board Meetings**

The OGP Secretariat Board is required to meet in-person once per year; these meetings will likely be held alongside existing OGP events. It was agreed that quarterly calls will suffice in between in-person meetings and that these calendar invitations should be sent out soon.

The next Board call will be scheduled for August or September and the OGP Support Unit will send a calendar invite. The next in-person Board Meeting will be held in Paris around the 2016 Global Summit, likely on Saturday December 10th.