

Board of Directors Meeting Minutes

2 April 2020 | 08:00 am - 09:00 am | Virtual

Members Present

Mukelani Dimba, Incoming Board Chair
Laura Gorrie, Incoming Secretary/Treasurer
Maria Baron, Member
Aidan Eyakuze, Member
Stefano Pizzicannella, Member
Sanjay Pradhan, CEO (*ex officio*)

Staff Present

Joe Powell, Deputy CEO
Kate Lasso, CFOO
Enrico Campos, Operations Associate

1. Opening Remarks and Election of Board Officers for 2020 - 2021

The Board meeting opened at 8:10 am (Eastern Standard Time) with a brief overview of the agenda. The first item for Board action was: the election of Board Officers for 2020 - 2021.

The floor was opened for nominations for Board Chair and Secretary/Treasurer.

- **Decision Item¹:** *Aidan nominated Mukelani for Board Chair which was seconded by Laura and unanimously endorsed by the Board. Mukelani's one-year term as Board Chair will commence on 2 April 2020.*
- **Decision Item²:** *Laura Gorrie nominated herself for Secretary/Treasurer which was seconded by Aidan and unanimously endorsed by the Board. Laura's one-year term as Secretary/Treasurer will commence on 2 April 2020.*

As incoming Board Chair, on behalf of the Board of Directors, Mukelani expressed his gratitude to Mark Robinson and Nathaniel Heller for their contributions as founding Board members and officers.

2. Approval of Minutes from February 2020 Board Meeting

Mukelani then referred the Board members to the minutes from the 27 February 2020 meeting that they had received as part of the pre-meeting packet, asking if there were any corrections or changes that needed to be made to the minutes. There were none.

- **Decision Item:** *Mukelani then motioned to approve the minutes from the 27 February 2020 meeting which was seconded by Maria and approved by the Board with no corrections or changes.*

3. Actions and Guidelines on COVID-19

Kate then provided the Board of Directors with an overview of OGP's organizational response to the changing circumstances arising from COVID-19. OGP's response to the COVID-19 is spearheaded by:

- An internal taskforce to address internal policies and structures in order for staff to be able to work flexibly under the current, challenging circumstances; and

¹ In accordance with the [OGP Secretariat Bylaws](#) and confirmed by OGP's legal counsel, Mukelani's one-year term as Board Chair will commence on 2 April 2020.

² In accordance with the [OGP Secretariat Bylaws](#) and confirmed by OGP's legal counsel, Laura's one-year term as Board Secretary/Treasurer will commence on 2 April 2020.

- An external strategy taskforce to identify programmatic implications and the corresponding changes that will need to be made to OGP's current budget and funding streams.

Kate noted that line item flexibility to account for any changes to OGP's current budget has not yet been discussed with the Board, and that it would be helpful to establish such guidelines in the near future. Through April 2020, OGP will conduct a review process to identify programmatic changes to the current work plan because of the coronavirus pandemic and will then identify budgetary shifts that need to be made. This review process is expected to be completed by the end of April 2020. OGP will then report back to the Board following this analysis of the 2020 programmatic and budgetary shifts.

Finally, due to the fast-changing circumstances, OGP's leadership has made several immediate decisions, which are noted in the March 19th Summary of Actions Taken report included in the pre-meeting packet circulated to the Board ahead of this meeting. Two decisions noted in the Summary required policy flexibility:

1. The decision to allow staff to use their annual ergonomic allowance of \$200 to purchase items to help them set up a home office space; and
2. The decision to commit to paying staff full salaries in cases where they may not be able to work a full time work schedule because of competing family responsibilities or COVID-19 related health concerns. In these cases, OGP has communicated to staff that they will be paid their regular salaries, and have requested staff to track their non-worked time for learning and reporting purposes. As this situation evolves, OGP leadership will keep the Board informed of instances where OGP has needed additional flexibility in its organizational policy framework to support its staff during the pandemic.

4. Update on CEO Performance Review Process

The CEO's performance review process was coordinated by OGP's HR Consultant, Annette Ridgeway. The CEO submitted his self evaluation to Mark Robinson, former Board Chair, and Robin Hodess, current Civil society Co-chair of the OGP Steering Committee. Using OGP's 360 review format, input was sought from OGP staff regarding the CEO's performance. Mark Robinson also held phone conversations with several SLT members and input was also gathered from Steering Committee members by Robin Hodess. Mark and Robin will meet with Sanjay on 3 April 2020 to discuss and finalize the review.

5. Future Meetings/Board Updates

- **Action Item:** *Upon completion of OGP's review process of the programmatic and budgetary shifts due to the COVID-19 pandemic, OGP will schedule a Board meeting to provide an update on the programmatic and budgetary implications, including the tabling of the request for additional line-item flexibility, most likely to occur in May 2020.*

6. Adjournment

With no other business at hand, Mukelani motioned that the meeting be adjourned which was seconded by Laura. The meeting was closed at 9:08 AM (Eastern Standard Time).

