

Board of Directors Meeting Minutes

October 5, 2020 | 08:30 am – 10:00 am | Virtual

Members Present

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

Staff Present

Joe Powell, Deputy CEO
Kate Lasso, CFOO
Judith McCormack, Director of Finance
Jonathan Welsh, Human Resources Director
Enrico Campos, Operations Associate

1. Opening Remarks and Approval of Minutes from June and August 2020 Meetings

Mukelani opened the meeting at 8:35 am (Eastern Standard Time) with a brief overview of the agenda and opened the floor for any changes to the agenda. There were none.

Mukelani then referred the Board members to the minutes from the June 17, 2020 and August 7, 2020 Board meetings that they had received as part of the pre-meeting packet and noted that the June 17th meeting minutes were not approved in August due to the prioritization of the discussion of the OGP Secretariat finances in the context of the COVID-19 pandemic.

- **Decision Item:** Mukelani asked for a motion to approve the minutes from the June 17 and August 7, 2020 meetings. The motion was made by Maria and seconded by Laura and approved by the Board with no corrections or changes.

2. Approval of OGP Secretariat Global Staff Handbook

Mukelani invited Jonathan Welsh, Human Resources Director, to provide an overview of the revisions to the Global Staff Handbook.

Compared to the previous version of the handbook, which was approved by the Board in July 2019, the revisions to the current Global Staff Handbook incorporate language changes to better reflect the global nature of OGP. The revisions were externally reviewed by two HR consultants and a period for review and comment was opened internally for OGP Secretariat staff and members of the Board. The comments received from these review periods were incorporated into the version of the Global Staff Handbook presented to the Board at this meeting.

- **Decision Item:** Mukelani asked for a motion to approve the OGP Secretariat Global Staff Handbook. The motion was made by Maria and seconded by Laura and approved by the Board with no further corrections or changes.

3. Approval of OGP Secretariat 990 Tax Forms

Mukelani invited Judith McCormack, Director of Finance, to provide an overview of the 2019 990 tax form and the amended 2018 990-T tax form which were included as part of the pre-meeting packet sent to the Board.

Judith noted that for the 2019 990 tax form, there is nothing out of the ordinary and clarified that the amendment to the 2018 990-T tax form is to account for a refund due to the OGP Secretariat on taxes imposed on employee transportation benefits.

- **Decision Item:** Mukelani asked for a motion to approve the 2019 990 tax form. The motion was made by Laura and seconded by Maria and approved by the Board on the condition that the following revisions to the 2019 tax form be made:
 - **Contributions section line item 16:** Change Saudi Arabia to South Africa
 - **Independent Contractors section:** Proper spelling for “Open Knowledge Foundation”

- **Action Items:** Once the revisions above have been made, the OGP Secretariat will move forward to submit the 2018 990-T amended tax return and the 2019 990-T tax return by the November 15, 2020 deadline.

4. Approval of Revisions to OGP Secretariat Financial and Accounting Policies

Mukelani invited Kate to provide an overview of the revisions to the OGP Secretariat Financial and Accounting policies. In the development of the OGP Secretariat’s Procurement Guidelines, it became evident that the Financial and Accounting policies would benefit from the enhanced language in OGP’s newly created Procurement Guidelines. The revisions presented to the Board for approval brought the policy and guidelines into alignment. The Procurement Guidelines were developed to provide more detailed information about procurement processes.

- **Decision Item:** Mukelani asked for a motion to approve the revisions to the OGP Secretariat Financial and Accounting policies which was made by Maria and seconded by Laura on the condition that:
 - a. Additional modifications to distinguish between non-competed, sole source procurements and competed procurements resulting in a single source bid; and
 - b. Clarify that:
 - The maximum value of sole source procurements, without review, is \$25,000;
 - The Senior Leadership Team (SLT) will review sole source procurements valued at \$25,001 or more prior to execution; and
 - The Board will receive ex post reporting for any sole source procurements valued at \$25,001 or more.

- **Action Items:** In response to the Board request, the OGP Secretariat will provide an overview of the number of contracts awarded at the various threshold levels at the end of 2020.

5. Update on 2020 OGP Secretariat Finances

Mukelani invited Judith to provide an update on the current financial standing for OGP. Overall, the OGP Secretariat is projected to receive greater revenues and lower expenses than was projected in the revised budget approved by the Board in June 2020 which will allow for additional funds to roll over into the OGP Secretariat’s operational reserve going into 2021.

On the country contributions front, Joe Powell, Deputy CEO, updated the Board that the OGP Secretariat has just received the \$200,000 USD contribution from the Government of New Zealand, meaning OGP has surpassed its revised target for country contributions



in 2020. As the year comes to a close the OGP Secretariat will work with the Steering Committee and Board on one more concerted push for country contributions.

6. Closing

Due to time constraints, Mukelani proposed that the following items be pushed back to the next Board meeting: i) Board recruitment; and ii) Update on Risk Register.

Noting that the terms of the two Board officers expire on 2 April 2021, and that the terms of three Board members expire in 2021, Mukelani indicated that he will work with Sanjay and Joe, to have updated information about Board recruitment at the next Board meeting, tentatively planned for early December.

The Board suggested that less frequent but more substantive updates to the risk register would be more preferable to just regular updates to make this risk evaluation a more thoughtful process.

Mukelani then motioned to close the meeting. The motion was made by Maria and seconded by Laura. The meeting was adjourned at 10:05 am (Eastern Standard Time).

