

# Board of Directors Meeting Minutes

October 26, 2021 | 08:00 am - 10:00 am (eastern time) | Virtual

## **Members Present**

Mukelani Dimba, Outgoing Board Chair  
Laura Gorrie, Secretary/Treasurer  
Maria Baron, incoming Board Chair  
Aidan Eyakuze, Member  
Robin Hodess, Incoming Member  
Steph Muchai, Incoming Member  
Sanjay Pradhan, CEO (*ex officio*)

## **Staff Present**

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

## **Guests**

Melanie Folstad, RBC Wealth Management

### **1. Agenda Overview**

Mukelani opened the meeting at 8:02 am (Eastern Standard Time) with a brief overview of the agenda and then asked if there were any changes to the agenda. There were none. Mukelani noted that, to accommodate the availability of all Board members, the meeting would open with discussion items followed by the decisional items.

### **2. Board Transition: Farewell to Mukelani and hello to Steph and Robin**

Mukelani Dimba's term is expiring at the end of this Board meeting. Sanjay thanked Mukelani for his leadership as a member of the OGP Steering Committee (2014-2018), as the Civil Society Co-Chair (2017-2018) and as a member of the OGP Secretariat Board of Directors (2018-2021). Sanjay noted that Mukelani's leadership was especially invaluable in helping OGP navigate the organizational uncertainties set off by the pandemic and for providing supportive and thoughtful advice on how OGP should balance its commitments to evacuating Afghan refugees while remaining on track with its core mission. Other Board members joined in to express their appreciation for Mukelani's service to OGP over the years, which has touched all aspects of the Partnership.

Mukelani expressed his appreciation and proceeded to welcome the two incoming Board members whose three-year terms commence at this meeting:

Robin Hodess, Lead Strategist of the B Team: Robin's background resonates very well with the Board's fiduciary responsibilities. Robin served as OGP's co-chair in 2019-2020, which gives her a lot of familiarity with the Board's work and how the Board inter-relates with the OGP Steering Committee. She has also served on the Board of Directors of other US nonprofits, and has a good understanding of the importance and responsibilities of this governance body in the US context.

Steph Muchai, Director of Partnerships, International Lawyers Project: Steph's rich experience in supporting risk analysis, assessing funding opportunities and partnerships, providing oversight for strategic planning, budget oversight, audit compliance, and internal controls are invaluable for the Board, given its role. Additionally, her legal background will greatly help with the Board's legal fiduciary oversight and in supporting good governance of the Partnership.

### 3. Board Informational Updates

#### a. Update on Afghanistan

Mukelani invited Joe Powell, Deputy Chief Executive Officer to give an update on the current status of OGP's work to evacuate Afghani open government reformers.

- **On-the-ground status:** the 153 evacuees in Skopje, North Macedonia are being well supported. The local Open Society office in North Macedonia's support for the initial six weeks of living costs has come to an end, and OGP has now contracted with the Macedonian Young Lawyers Association (MYLA) to directly project manage needs on the ground and support the process needed for submitting the necessary paperwork for resettlement.
- **Resettlement Status:** The resettlement process for these 153 evacuees is currently underway and MYLA is helping with that process. While all options are being explored, the most promising option for reswithin a shorter timeframe is through an opportunity offered by the Canadian government. Under this framework the Canadian government would allow the evacuees to reside in Canada under humanitarian parole while they apply for a Canadian visa. This Canadian process would take much less time than what would be required to obtain a US visa. Other resettlement options are also being pursued, given the circumstances of each family or individual.
- **OGP Financial Obligations and Implications:** Currently, OGPS is in a good situation to support the evacuees until the end of 2021. Beyond that, there is uncertainty - including the possibility of providing support for up to 75 additional open government reformers who are still in Afghanistan. OGP's capacity to support a second evacuation effort will depend upon the outcome of the current resettlement efforts and the willingness of the donor community to provide financial support for these evacuation efforts.

After the update, Mukelani invited the Board members to ask questions and provide comments. The Board raised questions about OGP's ongoing capacity, especially related to staffing, to continue supporting this effort. This has been a point of concern, as many OGP staff members have devoted much time to the evacuation and subsequent support of the evacuees. Moving forward, OGP's evacuation efforts will be managed by a small core-team, to ensure efficiency and coordinate efforts.

#### b. Update on 2021 OGP Secretariat Finances and 2022 Planning and Budgeting

Mukelani invited Judith McCormack, Director of Finance, to provide an update on the 2021 OGPS financials. On the revenue side, OGPS is on track to exceed the budgeted projection of US \$13.3 million by about US \$900,000. This is primarily driven by the award of an additional tie-off grant from OSF. A summary of the current status for all OGP revenue sources was provided to the Board at the meeting.

On the expenditures side, OGP has revised its spending estimate to \$12.3 million. The spending estimate revision is primarily driven by the increased spending for the Afghan evacuation, which is offset by reduced travel costs associated with the Summit. Overall, the spending estimate remains within the 2021 budget approved



by the Board in June 2021. A summary narrative of OGP expenditures by line items was provided to the Board at the meeting.

Mukelani then invited Kate Lasso, Chief Finance and Operations Officer, to provide an update on workplanning. In 2022, OGP's current three-year implementation plan will end and the planning for the next three-year plan - which will begin in 2023 - will take place in 2022. In this sense, 2022 is a kind of bridge year. Planning for 2022 has already begun, with the expectation that it will be completed and ready to share with the Steering Committee and Board in March 2022. A timeline for completing the 2022 workplanning and budgeting process was provided in the Board packet and reviewed in the meeting.

- c. **UK Registration:** Since the OGP Board is undergoing a compositional change, OGP will need to reflect these changes in its application to officially register in the United Kingdom before the application is submitted.

#### **4. Board Decisional Items (60 minutes)**

##### **a. Board Meeting Minutes**

Mukelani referred the Board members to the minutes from the June 2021 Board meeting and the September 2021 joint GL-Board meeting. Mukelani noted that while the Board typically only reviews minutes from one meeting at each Board meeting, the 2021 joint GL-Board meeting was a meeting called for the specific purpose of providing both bodies with an update on OGP's efforts to assist Afghani evacuees, leading to two sets of minutes to review at this meeting.

Mukelani then asked if there were any changes or corrections to the minutes. There were none, and he asked for a motion to approve the minutes from the June 2021 Board meeting and the September 2021 joint GL-Board meeting. The motion was made by Aidan, seconded by Laura and Maria and approved by the Board with no corrections or changes.

##### **b. 990 Tax Form**

Mukelani invited Judith McCormack to provide an overview for this agenda item. The 2020 IRS Form 990 is an informational tax return that provides an overview of the financial activities of OGPS for the year and is required to be filed annually for OGPS to maintain its tax exempt status. Prior to submission to the IRS, the 990 must be reviewed by the Board of Directors.

After the Board discussion about the document, Mukelani asked for a motion to approve the 2020 990 tax return. The motion to approve was made by Laura and seconded by Maria with consent by the remaining Board members. As next steps, OGP will proceed with submitting the 2020 990 tax return, which will also be made publicly available on the OGP website.



**c. Election of Board Officers for 2021 - 2022**

During the December 2020 meeting, the Board decided to designate its October meeting as the official annual meeting of the Board of Directors - during which the election of the Board Officers takes place.

Mukelani invited Kate to present an overview of the roles and responsibilities of the Board Chair and Secretary-Treasurer. This overview was also provided in the pre-meeting materials.

Mukelani then asked for any expressions of interest in serving as Board Chair and Secretary-Treasurer for 2021 - 2022 which were received by Maria Baron and Laura Gorrie respectively.

Mukelani then asked for a motion to elect Maria Baron as Board Chair and Laura Gorrie as Secretary-Treasurer for 2021 - 2022. The motion was made by Aidan, seconded by Robin and approved by the remaining Board members.

**d. OGP's Investment Policy Statement and Board Resolution**

Mukelani invited Kate to provide an overview of this agenda item for the Board. At this time, Melanie Folstad of RBC Wealth Management joined the meeting to answer questions from the Board members.

At the June 2021 Board meeting, the Board authorized OGPS to establish an Investment Committee of the Board (Laura Gorrie, Aidan Eyakuze, Kate Lasso and Judith McCormack) to complete OGPS' Institutional Risk Tolerance Questionnaire and draft OGPS' Investment Policy Statement. This Investment Policy Statement has been prepared and is now ready for review by the Board.

Mukelani then invited Board members to provide comments or questions. The Board asked for additional clarification on the composition of the OGPS investment portfolio. RBC clarified that the selection of investment instruments will reflect environmental, social and governance values held by OGP. The investment instruments selected low management fees and reflect OGP's lower level of risk tolerance, as well as OGP's desire to earn modest returns that keep pace with inflation. In addition, it was clarified that of the US \$ (about \$1 million) will be kept in equivalent to OGP's reserves) will be invested in equity and fixed income vehicles.

At this time, Melanie left the Board meeting.

Following the discussion Mukelani asked for a motion to approve the following two items: i) Resolution of the OGPS Board to establish a relationship with RBC and open associated bank and investment accounts; and ii) Proposed Investment Policy Statement, followed by a second and a vote. The motion to approve both items was made by Maria and seconded by Aidan with consensus from the Board.

**e. Approval of OGP Secretariat - OGP EU grant amendment**



Mukelani invited Kate to present this decisional item to the Board.

In accordance with the signature authority limitations established in OGP's Financial and Accounting Policies, the OGP CEO is able to sign financial commitments of up to \$1 million dollars without seeking approval from the Board of Directors. In 2021, the OGP Secretariat will transfer over \$1 million to OGP Europe under a grant agreement, to fund OGP Europe's administrative costs. At this time we are seeking Board approval to amend the OGPS-OGP EU grant agreement and make the final funds transfer.

A background, the administrative costs funded by OGP Secretariat's grant to OGP EU are salaries, benefits and office rent. In 2021 several new staff members were added to OGP Europe's payroll, leading to an increase in the administrative costs funded under OGP Secretariat's grant to OGP Europe to more than US \$1 million. For this reason, we are asking for the Board to authorize Sanjay to sign the amendment to the OGPS grant to OGP EU that reflects the revised 2021 administrative budget to cover the last two months of 2021 and to authorize the funds transfer.

Mukelani asked for a motion to approve this item which was moved by Robin, seconded by Aidan and approved by the Board.

## **5. Adjournment**

Mukelani then asked the Board if there were any other items to discuss. There were none.

Mukelani then asked for a motion to adjourn the Board meeting which was motioned by Mukelani and seconded by Aidan. The meeting closed at 10:05 am EST

