

# Board of Directors Meeting Minutes

June 29, 2022 | 08:00 am - 10:00 am (US Eastern time) | Virtual

## **Members Present**

Maria Baron, Board Chair  
Aidan Eyakuze, Member  
Robin Hodess, Member  
Steph Muchai, Member  
Sanjay Pradhan, CEO (*ex officio*)

## **OGP Staff Present**

Joe Powell, Deputy CEO  
Judith McCormack, Director of Finance  
Kate Lasso, CFOO  
Jon Welsh, Director of Human Resources

## **Guests**

Amy Boland, Gelman, Rosenberg and Freedman  
Alison Conklin, Gelman, Rosenberg and Freedman  
Sammy Awami, Twaweza

### **1. Agenda Overview**

Maria opened the meeting at 8:02 am (Eastern Standard Time) with a brief overview of the agenda. Maria noted that this was the first meeting following Laura Gorrie's resignation from the Board due to a position change within the government of Canada.

### **2. Board Decisional Items**

#### **a. Presentation of Findings from 2021 OGP Secretariat Annual Audit**

Maria then introduced representatives from Gelman, Rosenberg and Freedman to present the OGP Secretariat's 2021 audit findings, including financial statements and management comments. Overall, the comments about OGP's financial management were positive and consistent with the audit experience of previous years. Board members noted their appreciation for the work done by staff to manage OGP's finances well noting that the organization looks healthy.

Following a question-and-answer session with the auditors, Maria asked for a motion to approve the reports and findings from the 2021 OGP Secretariat audit. The motion was made by Aidan, seconded by Robin and approved by the Board.

#### **b. Board Meeting Minutes**

Maria then asked if there were any changes or corrections to the minutes from the Board of Directors meeting held in March. There were none.

Maria asked for a motion to approve the minutes from the Board of Directors meeting held on March 30, 2022. The motion was made by Robin, seconded by Aidan and approved by the Board with no corrections or changes.

**c. Election of Secretary/Treasurer**

Maria noted that, following the resignation of Laura Gorrie from the Board of Directors (due to taking a new position with the Government of Canada), an interim Secretary-Treasurer is needed until the Annual Meeting that will take place in September or October, when Board Officers are elected for one-year terms. Robin Hodess indicated her willingness to serve until the Annual Meeting.

Maria asked for a motion to approve Robin's as interim Secretary-Treasurer of the Board of Directors until the next Board meeting. Aidan motioned, Maria seconded and the Board approved.

**3. Board Discussions Items**

**a. New Strategy Development**

Kate provided an overview of the new OGP strategy development process, which began in March 2022. The goal of this process is to develop a new and compelling five-year organizational strategy with an accompanying operational plan by March 2023. There are three phases throughout this process. Phase 1 is a discovery process with public consultations. Phase 2 is sense-making, building off of what was learned in Phase 1. Phase 3 will operationalize the findings, and run from October 2022 to March of 2023.

Phase 3 will be an important phase for the Board because of its fiduciary oversight role for the OGP Secretariat. During this phase, OGP will present recommendations on how to operationalize and implement the new strategy, an organizational work plan for the first year of the new strategy, and the accompanying budget. These recommendations might also include reorganizations of OGP's current staffing structure, resourcing and funding, as well as decisions around how to direct OGP's focus and prioritization. A governance review will also be conducted during Phase 3, which will focus on a review of the role of the Steering Committee and how the Steering Committee interacts with the Board of Directors.

A strategic leadership taskforce has been created to oversee and support each phase of the strategy development process, which includes Sanjay as the Support Unit representative, Aidan as the Steering Committee Co-Chair, and Maria as the Board representative. This taskforce will remain in place until the conclusion of the development process at the end of March 2023.

Sanjay then outlined four areas where Board input will be vital. First, medium-term fiscal frameworks and projections under the new strategy. An emerging fiscal framework will be available at the next Board meeting. Second, implications of the strategy on staff skills, and where to invest or divest resources. Third, a work plan

and budget for the first year of the new strategy. Fourth, organizational implications of the new strategy.

The Board asked OGP to consider whether any constituents are still missing from Phase 1 consultations, how to best balance the authority between the Steering Committee and Board throughout the process, and how to determine the best value proposition for future funding. The Board also requested a review of risk profiles of future funding and ambition coming out of the strategy, simplifying the work plan, and ensuring adequate communication about the development process to the broader community.

**b. Financial Review**

Maria invited Judith McCormack, Director of Finance, to provide an update on the 2022 OGPS financials as of May 31, 2022.

OGPS revenue at the end of May is comparable to the same time last year. OGPS's 2021 Payroll Protection Loan was forgiven and so has been removed from OGPS's liabilities. One significant change between 2021 and 2022 revenue is related to SIDA funding. Funding from SIDA has been postponed for 2022 until 2023 due to a restriction on SIDA funding related to Ukraine refugees. A mid-year re-forecasting exercise will take this change into consideration, but it is not concerning at this time due to prudent financial planning and a robust reserve. A summary of the current status for all OGP revenue sources was provided to the Board at the meeting, including statuses on conversations with donors.

OGPS expenditures are significantly below the same time last year (\$4.9 million in 2022 compared to \$14.4 million in 2021), but expenses are expected to increase later in the year due to the regional meetings. A summary narrative of OGP expenditures was provided to the Board at the meeting.

OGP will engage in a mid-year financial review in August to revise its budget and projections for income and expenses, as appropriate, which will be brought back to the Board during the meeting later in 2022.

**c. Next Board meetings**

The Board did discuss an in-person option (related to CEO tenure and performance related to the strategy process) for the next Board meeting due to time. This can be discussed at the next Board meeting.

**4. Meeting Adjournment**

Maria asked for a motion to close the meeting, which was motioned by Aidan and seconded by Robin. The meeting was adjourned at 9:59 am EST.