

Board of Directors Meeting Minutes

October 24, 2022 | 07:00 am - 10:00 am (US eastern time) | Virtual

Members Present

Maria Baron, Board Chair
Aidan Eyakuze, Member
Ketevan Tsanava, Member
Robin Hodess, Secretary-Treasurer
Sanjay Pradhan, CEO (*ex officio*)

Staff Present

Kate Lasso, CFOO
Judith McCormack, Director of Finance
Raven Meade, Operations Associate
Denisse Miranda, Chief, IRM

Members Absent

Steph Muchai, Member

1. Opening Remarks

Maria opened the meeting at 7:06 (EST) with a brief welcome of Raven Meade and Ketevan Tsanava.

Kety Tsanava, who is joining the Board at this meeting, has experience with the Steering Committee since 2014. She served as a representative of Georgia as the country chair in 2016-2018. Kety is very familiar with the creation of OGP Secretariat, and was involved in discussions regarding the formation of the Board.

Raven is the new Operations Officer who will be supporting the Board from now on. She joined OGP a couple months back and comes to us with more than five years of experience in international NGO operations management, most recently with Vital Strategies.

2. Board Decisional Items

a. Board Meeting Minutes

Maria invited the Board to review the meeting minutes of the June Board meeting. No changes were suggested. Robin motioned that the minutes be approved. This motion was seconded by Aidan, and the motion carried.

b. Election of Chair and Secretary/Treasurer

Maria invited Kate to provide an overview of the officer roles, per the bylaws.

After this overview by Kate, Maria acknowledged her willingness to stay on as Chair for another year, to provide continuity of leadership during the new strategy development process. Aidan motioned that Maria be elected Board Chair for another term. Robin seconded this motion, and the motion carried. Maria recused herself from this vote.

Robin has also indicated her willingness to stay on as Secretary-Treasurer for another year. Maria motioned that Robin be re-elected as Secretary-Treasurer; Aidan seconded the motion and the motion carried. Robin recused herself from this vote.

c. Review and acceptance of 990 tax form

Maria Invited Judith to provide an overview of OGP's 2021 990 tax return for the Board. The due date for filing this informational tax return is November 15th.



After a discussion of the 990 tax return, led by Judith, Aidan motioned to approve the form. Maria seconded the motion, and the motion carried. The 990 will be filed by the due date.

d. Review of 2022 budget, with proposed budget amendment (20 minutes)

Maria invited Judith to provide an overview of the current financial statements. Judith reported on the activity year to date and projections for the remainder of the year, indicating that projections are lower for both income and expenses, and providing details to that effect. OGP has maintained a healthy balance in our cash accounts. With regard to investments, the markets have experienced a lot of volatility in 2022, which is reflected in paper (unrealized) losses in the portfolio. However, funds in the investment account represent OGP's long-term reserves and there is no immediate access to these funds. In this respect, OGP can leave the investments in place until the market is more favorable.

After the presentation and subsequent discussion, Maria motioned to approve the proposed revised budget of over \$9.9 million in income and \$12.2 million in expenses. Aidan seconded this motion and the motion carried.

e. Approval of Jan - March 2023 budget (pro-rata extension) until March 2023

Maria invited Judith to discuss the request for a January-March 2023 pro-rata budget extension. At the June Board meeting, the Board approved changing OGP's fiscal year from January - December to April - March. The purpose of this pro-rata budget extension is to provide a budget for the January - March quarter, during which OGP will develop its FY23-24 annual budget for Board approval at the end of March. Judith presented a \$2.8 million budget for the January - March quarter. Robin motioned to approve this request. Maria seconded this motion and the motion carried.

f. Review of OGP's new Travel Safety Policy.

Maria invited Kate to provide a summary of OGP's new travel policy for which we are seeking approval. This enhanced policy was developed in recognition of new risks that travelers may face, given the pandemic. The new policy reaffirms OGP's commitment to staff safety. It also outlines a process for OGP to assess the level of risk that a staff member might be experiencing when traveling plus appropriate mitigation measures to manage travel, health, and security risks. International SOS provides risk coverage for staff members who travel. OGP also has a blanket travel policy through CHUBB that will cover travel risks for non-staff travelers, including the Board of Directors and Steering Committee.

The Board requested that the wording in the policy be clarified, especially to distinguish between which of OGP's travel protection plans are in place for non-staff travelers and which are in place for staff travelers. Kate agreed to clarify language in the travel risk policy. With this caveat, Aidan motioned to approve the travel risk policy with further clarification on the wording of the policy; Maria seconded the motion and the motion carried.



3. Board Discussions Items

a. Policy Review: political activity of staff members

Maria invited Kate to give an update of the policy review regarding political activity. OGP's framework regarding staff political activity is found in two policies:

- The conflict-of-interest policy states that no staff should have or appear to have personal interests or relationship conflict with the best interests of OGP. A staff member who wishes to engage in political activity in a personal capacity must be very cognizant that the staff member can give no appearance of a conflict of interest and create a very clear separation between what is the role at OGP, and what is personal activities.
- The policy on lobbying and political activities prohibits staff from using OGP resources, which can be physical or intellectual. Staff is allowed to engage in off-duty political activities so long as those activities do not involve the use of OGP resources or interfere with their work at OGP.

In the current example, where a staff member is running for political office, our US law firm has advised that OGP should enter into a written agreement with staff members to outline the staff member's responsibilities. This agreement between the staff member and OGP must state OGP's expectations and restrictions with regard to their roles and responsibilities at OGP.

Specifically, if the staff member continues to work, they are expected to perform their duties as assigned. Further, they must remove their association from OGP from any social media platform, so as to not have OGP affiliation during the political campaign. If the staff member is engaging as an OGP representative, they are expected to limit their interactions with a country's government officials as it relates to OGP duties to ensure there are no perceived, or real, conflict-of-interest issues.

The agreement stipulates that the staff member may have to resign or take a leave of absence for their position if their political activity inhibits or prevents them from carrying out their assigned responsibilities. In the current example, OGP and the staff member have entered into a written agreement stipulating these terms.

The Board indicated a desire to continue discussing this policy at the March Board meeting

b. New Strategy Development

Denisse gave an update on the progress of the new strategy development, which is now entering Phase 2, following validation of Phase 1 outcomes by the Steering Committee during their Rome meeting. In Phase 2 we will continue to refine approaches, models, and delivery strategies and we will also start surfacing operational implications that will inform Phase 3. To help us start building an operational framework we have drafted this initial fiscal scenarios overview, which is based on target budget amounts for 2025 - the midpoint of the new strategy.

- First scenario plans for a reduction of the budget to \$9 million by 2025, by reducing staff and programmatic activity and would not require an immediate need for additional fundraising.



- Second scenario foresees making moderate cuts to an \$11M budget by 2025 and would require small cuts to programmes and staffing costs, and modest additional fundraising.
- Third scenario allows for a natural rise of the current budget to \$14M by 2025, and would require internal choices about what to stop doing in order to support new strategic directions. This budget would require OGP to find several major new funders, secure higher-level funding from current funders, and increase income from country contributions.
- Fourth scenario anticipates growing the budget to \$20 million by 2025 and would require an intensive fundraising plan for the new strategy in Phase 2.

During November and December, the strategy process will focus on refining strategic directions and program choices. . In December we will also start to transition to Phase 3. This will include more one-on-one conversations, outreach with Steering Committee members, Board members, and other key partners. It was agreed that a virtual board meeting will be held to discuss the fiscal framework, at the end of February or early March.

c. Subsequent Board meetings

Raven will send out a poll for the best time to meet for the next Board Meeting in the February /March timeframe to discuss the fiscal framework and a second meeting towards the end of March to approve the budget.

d. Other Business

Please complete your [conflict of interest forms](#) and return them to Raven Meade raven.meade@opengovpartnership.org

4. Adjournment

Given that no further discussions were required, Maria motioned to adjourn the Board meeting which was seconded by Robin. The meeting was adjourned at 9:58 am EST

