

Board of Directors Meeting Minutes

January 26, 2023 | 07:00 am - 8:30 am ET | Virtual

Members Present

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

Staff Present

Kate Lasso, CFOO
Jonathan Welsh, Director, Human Resources

1. Agenda Overview and Approval of Previous Board Meeting Minutes

Maria opened the meeting at 07:05 am (Eastern Standard Time) with a brief overview of the agenda. Maria invited the board to review the meeting minutes of the October 2022 board meeting. The Board suggested no changes. Aidan motioned that the minutes be approved. The motion was approved by the board.

2. Staff Update, Political Engagement

Maria invited Jon to review the memo on Staff Political Engagement shared with the Board. Jon reviewed the actions taken since a senior staff member disclosed that they would campaign for political office. OGP has reviewed its policy framework and consulted with US and UK lawyers to provide a legal review of the existing policy framework and for guidance on ensuring that OGP's organizational needs are met. Any potential risks are managed while honoring the staff member's interest in running for political office. The US legal counsel provided a set of recommendations. Jon reviewed how OGP had implemented those recommendations during the staff member's candidate selection process. Since the last update to the Board, the senior staff member was chosen to be a candidate in their country's next general election. Jon and Sanjay reviewed the measures planned for the pre-election period until the election is expected to be called in Q4 of 2024.

During the ensuing discussion, several suggestions for future actions to monitor the situation were made, using this particular case as a means to learn how to manage any future cases:

- It will be important to continue to consult key stakeholders, including the staff member's government, civil society members, and individuals who had previously been involved in domestic OGP processes within that country. Sanjay outlined his planned communication touchpoints with those stakeholders to ensure regular check-ins occur.
- There was consensus that removing the staff member from OGP-related activities within that country, including fundraising and any political activities, would be important. This action would reduce the risk of any perceived conflict of interest. Sanjay reviewed the

current internal steps to remove the staff member from those activities, which has had a minimal impact since the staff member is not part of country support and UK FCDO is not contributing to OGP currently, but we hope to receive funding from them in the future. OGP will manage that FCDO relationship carefully, ensuring that there is no perception of a conflict of interest arises.

- The Board asked for additional information on how OGP will cover for the staff member's eventual (and perhaps sudden, if a snap election is called) absence. Sanjay explained how internal duties were to be distributed and that the staff member was set specific projects and responsibilities that could be delegated when necessary. This is similar to actions taken in 2022 during periods when the staff member was on leave.
- It is anticipated that, if the staff member does not win the election, they will resume their regular activities at OGP. Still, attention will be given to ensure that the staff member's political engagement does not compromise their neutrality in carrying out their OGP responsibilities.
- It was noted that this is OGP's first instance of an OGP staff member moving into politics. OGP should take measures to ensure that OGP does not become a platform where individuals can build their profile, as has occurred in other organizations. While this is not a concern in the current case, Sanjay acknowledged that it would be important to consider it a possible concern in a future case where domestic political circumstances could be more vulnerable to influence. It would be important for OGP to use this recent experience to set a precedent if other OGP staff members were to run for office. Sanjay suggested that OGP also use institutions such as the World Bank as an example of where this situation has been successfully and extensively managed.

It was agreed that OGP would monitor this situation carefully to identify ways OGP's current policy framework could be strengthened to apply to any future cases that may emerge in a riskier context.

3. SLT Staff Update

Maria invited Sanjay to share the next HR update. Sanjay shared that the CFO would be leaving OGP at the end of March.

At 07:53 am (eastern standard time), Kate and Jon left the call. Sanjay and the Board entered into an executive session to discuss remaining topics related to personnel matters, including the CFO's replacement and the CEO's employment contract with the OGP.

4. Meeting Adjournment - the meeting was adjourned at the end of the executive session.