

SUBJECT: GOVERNANCE COMMITTEE CHAIR REPORT

Category: For Information

Section A: Introduction

- This report provides the Board with an overview of the activities of the Governance Committee (GC) since the Board last met in June 2019.
- The GC met by teleconference on 1 October 2019 and 25 November 2019.
- In addition to some routine business such as Board and Committee nominations and the recruitment of Unaffiliated Board members, Committee discussions focussed on work in relation to the Board Chair and Board Vice Chair recruitment processes, the annual HR report and discussions on the need for a potential governance review.
- A number of Board and Committee nominations submitted to the Governance Committee at its meeting on 1 October 2019 have already been circulated to the Board for no objection consent.
- The GC will meet on 3 December 2019, preceding the Board meeting, and it is expected that further recommendations will be put forward to the Board on the consent agenda at its December meeting.
- The GC Chair report is attached in the form of a presentation as Annex A.

Annexes

Annex A: Governance Committee Chair report

GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

Bill Roedy

4-5 December 2019, Delhi, India



Routine (Recurring) Work

- **Board and Committee nominations, including Committee leadership**
- **Recruitment of Unaffiliated Board members** (*GC Subcommittee*)
- **Monitoring of Gender Policy for Board and Committee nominations**

Other Work (1/2)

- **Board Chair Recruitment Process**

- Approval of establishment and composition of Search Committee (Bill Roedy, Omar Abdi, Sarah Goulding, Amir Aman Hagos, David Sidwell, Clarisse Loe Loumou)
- Search Committee met by teleconference on 23 October and agreed RFP which was circulated to selected executive search firms
- Search Committee to meet during December to consider proposals with aim to shortlist, interview and secure search firm during January 2020

- **Board Vice Chair Recruitment**

- Subcommittee chaired by Board Chair
 - Update given to Governance Committee at its 1 October meeting
 - Subcommittee discussion with candidate on 21/22 November
 - Subcommittee to report further to Governance Committee on 3 December
-

Other Work (2/2)

- **Annual HR Report**

- Presentation to Committee for discussion on 25 November
- Presentation to be made to the Board in closed session on 3 December

- **Proposed Governance Review**

- Preliminary presentation to Committee on 1 October
- Updated presentation to Committee on 25 November
- Guidance from Committee to be further considered on 3 December and to be reported to the Board in closed session, as appropriate, also on 3 December

Recommendations to the Board

10 October

- Board and Committee appointments. Approved by Board by no-objection consent

25 November

- Board and Committee appointments (*Consent Agenda*)

3 December

- Board Vice Chair appointment (*Consent Agenda*)
- Committee Chair nominations (*Consent Agenda*)
- Board and Committee appointments (*Consent Agenda*)
- Independent Review Committee appointments (*Consent Agenda*)

Thank you

