



## **HLSG Paper 4A: Annex - Governance model**

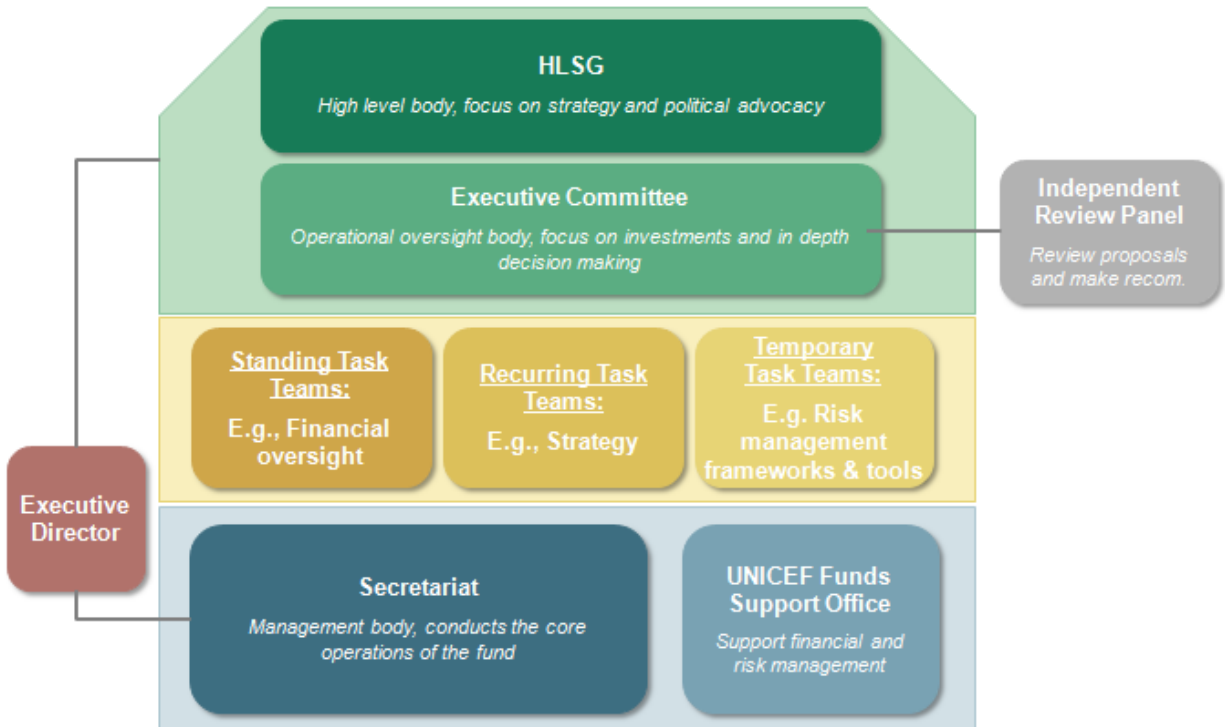
### **Education Cannot Wait Governance Overview**

The purpose of this document is to provide an overview of the governance arrangements for Education Cannot Wait – a fund for education in emergencies. It describes the organizational and governance structure of ECW, each governance body's composition, the selection process for members, and the functions and decision rights of each body.

#### **Governance and organization structure**

A High Level Steering Group for ECW was established in May 2016, and terms of reference were agreed upon in June, 2016. This document included the Secretariat's functions, the appointment of HLSG Focal Points, and the ability to create ad hoc Task Teams. The composition and functions of these governing bodies have been revised in this document.

This paper further specifies the proposed role of the Executive Committee (formerly the HLSG Focal Points) in supporting the HLSG in their financial and oversight responsibilities. In addition, it also proposes that an Independent Proposal Review Panel be established to provide technical input on reviewing proposals and to make recommendations on funding. In addition to these groups, a Funds Support Office has been established at UNICEF to provide support for financial and risk management.



## High Level Steering Group

The HLSG is a high level steering body designed to provide political advocacy and strategic oversight and decision making. The HLSG makes decisions about governance structure and strategy to ensure the success of the Fund over the long term. The HLSG also approves major Multi-Year investments exceeding US\$20 million. Furthermore, the HLSG selects the membership of the Executive Committee to ensure effective delegation of authority.

### Composition and selection process

The High Level Steering Group will have 17 voting members, with high-level senior representation (e.g. ministerial, head of agency/organization) from donors, partner governments, the private sector, foundations and civil society constituencies, as well as from UNICEF, UNHCR, UNESCO, INEE and GPE.<sup>1</sup> The UN Special Envoy for Global Education will serve as an ex-officio member of the HLSG as long as the post is in place within the UN system. Constituencies must use an open, transparent and consultative process for selection. Constituencies' selection processes must be documented and submitted to the Secretariat for reference and monitoring.

There will be an elected Chair of the HLSG, at present the UN Special Envoy for Education. The Chair will be a non-voting member that is selected from amongst the HLSG voting members. The Chair is appointed to be independent, and does not represent their organization, government, or entity but the Fund as a whole. The Chair's voting seat will be filled by another representative from their organization or constituency.

<sup>1</sup> For specific composition and terms, refer to the High Level Steering Group's Terms of Reference and Annex B.

The Director of the Secretariat will be a non-voting member of the HLSG.

#### Functions of the High Level Steering Group

- Provide political and resource mobilization advocacy for the Fund and education in conflict affected countries overall;
- Determine the overall strategic direction of the Fund;
- Review annually the decision making and operations of other governance bodies to ensure they operate appropriately and within approved guidelines;
- Receive annual updates on the performance of the fund to deliver on its strategic plans;
- Receive annual updates on the use and distribution of fund resources;
- Receive annual updates on the overall performance of ECW's investments portfolio against its results framework and evaluations;
- Oversee a review of the hosting arrangements for the Fund after twelve months of operation in order to determine a permanent host;
- Hear and make recommendations on any major issues relating to governance, , fundraising, fraud, the use and management of ECW resources and the investment portfolio's performance, raised by the Executive Committee

#### Decision rights

- Approve the Fund's strategy every 3-5 years, including strategies for the Acceleration Facility, First Response and Multi Year windows. In addition, approve the addition of any new funding windows to ECW's design as part of the strategy;
- Approve annual resource mobilization strategy for ECW;
- Approve innovative financing strategy for ECW, including types of innovative financing mechanisms that will be pursued;
- Approve appointments of Representative HLSG Members and Unaffiliated HLSG Members, Executive Committee Members, and the Director of the Secretariat;
- Approve funding for Multi Year grants exceeding US\$20 million, or grants in which the Executive Committee chooses to escalate the decision to the HLSG (e.g., when the Executive Committee questions the Independent Proposal Review Panel's decision);
- Approve measures to be taken when major cases of fraud or misuse of funds occur ;
- Approve strategic decisions on ECW policies to guide the work of the Executive Committee;
- One-time approvals at start of Fund, with revisions as necessary over life of Fund:
  - Approve policies relating to governance the operating model;
  - Approve an overarching results framework;
  - Approve the permanent hosting arrangement for ECW, following a review conducted after twelve months of operation

#### The Chair of the HLSG

The Chair of the HLSG is a leading public face of the ECW. In addition to leading HLSG meetings and determining the agenda with the Director, the Chair leads ECW's advocacy and resource mobilization efforts, and mobilizes other HLSG members in this work. Furthermore, the Chair has meetings at least

quarterly with the Chair of the Executive Committee to ensure the body is functioning effectively, to provide a forum for the Executive Committee to voice concerns, and to determine whether there are any urgent issues requiring the HLSG's attention. Finally, the Chair meets with the Chairs of key partners' Boards regularly, ensuring that ECW continues to be aligned with the field and continues to find opportunities for collaboration with partners.

## **Executive Committee**

The Executive Committee serves as the operational oversight body of the Fund. This committee makes decisions regarding crisis selection, most investments less than US\$20 million<sup>2</sup>, innovative financing mechanisms, and annual budgets. The committee is responsible for oversight of other bodies' operations (i.e. the Secretariat, Proposal Review Panel) and for ensuring the effective use of the Fund's resources. This body also approves the membership of governance bodies, including Task Teams and the Independent Proposal Review Panel.

### Composition and selection process

The composition of the Executive Committee will mirror that of the HLSG with 17 seats. HLSG members will nominate one senior official to the Executive Committee, either from their own organization or from their constituency.<sup>3</sup> Executive Committee members will be approved by the HLSG to ensure adequate seniority, a mix of expertise, and diverse representation. The Executive Committee will select the Chair of the Executive Committee, to be chosen from amongst the approved members of the Executive Committee. The Chair of the Executive Committee will be a voting member.

### Functions of the Executive Committee

- Oversee the development of ECW policies, strategies, and operational modalities by the Secretariat for HLSG approval (may choose to delegate this to a Task Team);
- Advise the HLSG on policies, practices and procedures relating to the governance of ECW;
- Monitor the effectiveness and implementation of approved policies and guidelines;
- Advise the HLSG on any major issues and developments relating to governance, fundraising, fraud, the use and management of ECW resources, or the investment portfolio's performance;
- Oversee risk and mitigation procedures regarding the operations of the fund, the actions of the Secretariat and Funds Support Office, and the actions of grantees;
- Review the progress of ECW investments against the results framework, particularly ECW's core indicators; provide updates to the HLSG on the progress of ECW investments at their meetings;
- Review the progress, timeliness and effective execution of tasks by the Independent Proposal Review Panel, any active Task Teams and the Secretariat;
- Review the results of any external or internal audits and flag any major issues to the HLSG;
- Oversee and monitor the Secretariat's accreditation of ECW grantees;

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<sup>2</sup> The Executive Committee approves investments of US\$1-20 million if they are aligned with the recommendation of the Independent Review Panel. In cases where they are not aligned, the Executive Committee makes a recommendation to the High Level Steering Group for a final decision.

<sup>3</sup> For specific composition and terms, refer to the Executive Committee's Terms of Reference.

- Ensure active fundraising efforts (by the Secretariat and relevant ECW governance bodies) from non-traditional and innovative financing sources, in line with the HLSG approved innovative finance strategy;
- Make recommendations to the HLSG on Multi Year investments exceeding US\$20 million;
- Make recommendations to the HLSG on Multi Year investments less than US\$20 million, that the Committee chooses to escalate

#### Decision rights

- Approve policies relating to earmarking, due diligence, conflicts of interest, risk management and financial guidelines;
- Approve annual reports and review financial statements, prior to their public release;
- Approve the Secretariat's annual budgets;
- Approve minimum allocations to funding windows, as well as any midyear adjustments;
- Approve the standard selection criteria for grantees;
- Approve additional earmarks to crises above designated thresholds;
- Approve innovative finance mechanisms in line with the HLSG approved innovative finance strategy;
- Approve any non-traditional contributors deemed 'high risk' by ECW's due diligence framework and process;
- Approve measures to be taken when accusations of fraud or misuse of funds are raised;
- Approve the creation of any Task Team, its membership, and the selection of its Chair;
- Approve appointments to the Independent Proposal Review Panel roster;
- Approve annually a maximum funding threshold for grants in each window;
- Approve the annual standard level of initial injection funding, matching ratio and cap for the First Response window;
- Approve the pre-accreditation policies and partner lists for ECW First Response grantees;
- Approve First Response funding for investments exceeding US\$3 million. This includes crisis selection, funding modality applied, proposal approvals, and crisis specific changes to the standard initial injection level, matching ratio and cap;
- Approve First Response funding for investments less than US\$3 million where UNICEF is a beneficiary (while UNICEF is the host);
- Approve funding for Acceleration Facility grants exceeding US\$500,000;
- Approve funding for Acceleration Facility grants less than US\$500,000 where UNICEF is a beneficiary (whilst UNICEF is the host);
- Approve indicative grant-specific maximum levels for each Multi Year grant;
- Approve Multi Year crisis selections in line with the HLSG approved Fund strategy;
- Approve Multi Year funding and grant agents for investments less than US\$20 million;
- Review and approve audits of ECW grantees at any time, based on recommendations from the Director

#### The Chair of the Executive Committee

The Chair of the Executive Committee is responsible for ensuring the effective functioning of the Committee. With the support of the Director, the Chair sets the agenda for meetings, makes recommendations on the creation, membership, and Chair of Task Teams, and determines the Committee's rotas for first-response decision-making (further details in the Executive Committee Terms

of Reference). The Chair also meets quarterly with the Chair of the HLSG to report on the Committee's progress and raise any concerns.

### **Independent Proposal Review Panel**

The Independent Proposal Review Panel supports the decision making of the Executive Committee and HLSG by conducting independent technical reviews of proposals and making recommendations on funding. The Panel reviews applications for Acceleration Facility grants exceeding US\$500,000 and all grants for the Multi Year Window of the Breakthrough Fund. Members of the Panel are independent of the other bodies of ECW.

#### Composition and selection process

There are 10-12 members on the Independent Proposal Review Panel's roster of experts; they serve in a personal capacity and do not represent their employers or governments. Depending upon the review needs of the Fund at a given time, a subset is selected to participate in the each round reviews, based upon the expertise required. The Panel's membership will aim to reflect diverse expertise and geographical representation. This Panel will supply technical expertise from the field and manage conflicts of interest in the investments process.

The recruitment process will be open and transparent, with publicly available selection criteria. The Secretariat and Director are responsible for conducting the recruitment process and preparing a proposal of members to the Executive Committee for their approval. Members of the HLSG, Executive Committee, Secretariat, Task Teams, or delegates from HLSG or Executive Committee meetings cannot serve on the Independent Proposal Review Panel.

#### Functions of the Independent Proposal Review Panel

- Review proposals for Acceleration Facility grants exceeding US\$500,000 and Multi Year grants (following the Secretariat's review for completeness and compliance with agreed guidelines);
- Make recommendations to the Executive Committee or HLSG on funding of proposals based on technical soundness, and the review criteria laid out in their Terms of Reference

#### Decision rights

- None

### **Task Teams**

The Executive Committee creates Task Teams to provide technical inputs to the Fund's work and/ or to draw on the expertise of ECW constituencies, as necessary and appropriate to carry out the strategy set forth by the High Level Steering Group. Task Teams are designed to produce a specified deliverable in an assigned time period.

#### Composition and selection process

Task Team members can be Executive Committee members or other nominated individuals with relevant expertise from ECW constituencies, individual organizations, agencies, or partner governments. The Chair of each Task Team must be a member of the Executive Committee. The Director of the Secretariat will be an *ex officio* member on all Task Teams.

The Executive Committee may choose to create a Task Team at any point to accomplish a specific objective. The Chair of the Executive Committee will recommend the creation of a Task Team, and the Secretariat will receive and collate nominations for participants within a designated time period. The Chair of the Executive Committee, in consultation with the Director, will produce a recommendation on the creation, membership and Chair of the Task Team for approval by the Executive Committee. The Chair, Director and Secretariat will take into account seniority of nominated individuals, relevant expertise, ability to meet necessary time commitments, and fair and equitable representation within the Task Team. The Executive Committee will ensure equitable representation across Task Teams.

There are three types of Task Teams:

1. *Standing Task Teams*: ongoing task teams designed to support the functions of the Fund.
2. *Recurring Task Teams*: launched for a limited time period, focused on a task that may be repeated over the life of the Fund.
3. *Temporary Task Teams*: created on an as-needed basis to support the Fund for a one-time need.

Proposed Task Teams at the start of the Fund:

1. Financial oversight (Standing Task Team): provides ongoing financial oversight to support the efforts of the Executive Committee. This Task Team will leverage the financial expertise of the Fund's partners to ensure effective use and management of ECW resources.
2. Strategy (Recurring Task Team): oversees the strategy setting process of ECW, provides guidance to Secretariat in identifying opportunities and defining strategic priorities, supports wide consultation of stakeholders. Conducted every three years. Recommend Strategy Task Team concept to be approved in February 2016; formal Task Team to be launched following the appointment of a Director and the hiring of key Secretariat staff (likely April-May 2016).
3. Risk management framework (Temporary Task Team): oversees the development of risk management frameworks and tools for the long term functioning and management of ECW. Ongoing risk management activities will be overseen by the Executive Committee.

### Current Task Teams

Current task teams will be progressively dissolved as the Secretariat becomes active. The Operating Model and Results Framework Task Team will dissolve in February following the HLSG meeting, the Initial Investments Task Team I will dissolve in mid-March once the initial investment proposals are submitted; the Review Panel for the initial investments will dissolve in April/May once all initial investment decisions are made, and the Resource Mobilization and Partnerships Task Team will dissolve in April/May following the establishment and operationalization of the Secretariat.

### Functions of the Task Teams

- Oversee the development of a specific, technical component of ECW with a clear scope and deliverable, to be outlined in each Task Team's Terms of Reference;
- Develop recommendations with the support of the Secretariat for approval by the HLSG or Executive Committee, depending upon the assigned task

#### Decision rights

- None

#### **Secretariat**

The Secretariat conducts the day-to-day operations of ECW. Led by the Director, the Secretariat supports the work of other governance bodies, facilitates the grant process, provides technical support to grantees, and tracks progress of ECW investments. The Director of the Secretariat will have delegated authority, including approving First Response investments less than US\$3 million and Acceleration Facility grants less than US\$500,000, and approving the target outcomes and release of RFPs for the Acceleration Facility.

#### Composition and selection process

In June 2016, the HLSG approved a Terms of Reference for the Director and the position was advertised on July 1st. Once an appropriate candidate is found, the Director of the Secretariat will be approved by the HLSG and UNICEF. At the present time, the position remains vacant, and the senior officials from GPE, UNICEF, and the UN Special Envoy's office will continue to steer the early work until a Director is appointed.

The HLSG approved the structure of the Secretariat in June, 2016. The Director of the Secretariat, in conjunction with UNICEF, will be responsible for filling these positions.

In addition to the functions of the Secretariat outlined in the HLSG Terms of Reference, the design of the operational model has highlighted other key functions of the Secretariat.

#### Functions of the Secretariat

- Strategy, Policy and Communication
  - Facilitate, with the Executive Committee or relevant Task Team, ECW's strategy setting process and assist in the development of a recommendation for HLSG approval;
  - Develop and support the implementation of a fundraising and innovative finance strategy to mobilize contributions to the Fund, for review and approval by the HLSG;
  - Develop, under the leadership of the HLSG, a communications and advocacy strategy with regard to the Fund and education in conflict affected countries overall;
  - Support and amplify the High Level Steering Group's political advocacy efforts, and represent and support the field of education in conflict affected countries;
  - Facilitate the development and implementation of operational and results frameworks;
  - Establish and maintain an up-to-date public-access internet site (the "Fund Website") at which all documentation related to the Fund will be publicly available;

- Provide annual consolidated narrative progress reports to the HLSG no later than six months after the calendar year and final consolidated narrative report to the HLSG no later than six months (30 June) after the end of the calendar year in which the operational closure of the Fund occurs. Both reports will be results oriented and evidence based, including comparisons between actual and expected results, reasons for over or under achievement, and an analysis of how outputs and outcomes contributed to the overall impact of the Fund;
- Manage third party contracts related to strategy and policy;
- Investments
  - Publicize the Fund’s willingness to receive funding proposals within the priority areas established by the HLSG and Executive Committee, and receive such proposals;
  - Establish and maintain a pre-accredited list of ECW grantees, within approved guidelines from the Executive Committee;
  - Translate strategic desired objectives for the Acceleration Facility into RFPs;
  - Manage the First Response funding process, including receiving and reviewing crisis alerts, approximating required investment, producing recommendation on modalities and funding for approval by the Director or Executive Committee;
  - Manage the Multi-Year grant making process, including the assessment of crises to produce recommendations for selection, disseminate information about proposals, support grantees in the development of proposals, support grantees in implementation, support grantees in data collection, and share information on in-kind support opportunities available;
  - Assess each funding proposal received and determine whether it is complete, and compliant with Education Cannot Wait’s policies, strategies, and guidelines, including financial guidelines;
  - Review proposals for Acceleration Facility grants less than US\$500,000, based on their technical soundness and programmatic merits. This excludes grants where UNICEF is a beneficiary (whilst UNICEF is Funds Custodian and Administrator), these grants will be reviewed by the Independent Proposal Review Panel;
  - Facilitate a review of Acceleration Facility grants exceeding US\$500,000 and Multi-Year proposals by the Independent Proposal Review Panel, in order to assess the programmatic merits and technical soundness of each proposal;
  - Prepare consolidated reports on progress against the overall programme, strategy, and funding priorities, and provide these to the High Level Steering Group and Executive Committee;
  - Conduct annual reporting against the Fund's results framework;
  - Manage ECW's data sharing and knowledge management platforms, ensure continuous learning cycle across investments and windows;
  - Manage third party contracts related to due diligence, monitoring and evaluation, and grantee support;
- Grantee logistics
  - Convey the Executive Committee's decisions on disbursements from the Fund to the relevant officials of the Funds Support Office;;
  - Administer Grantee Reports: receive and marshal reports by Grantees, as set out in standard Grant Confirmation Letters or alternative confirmation document as applicable; develop, with regard to each such report, a recommendation to the Executive Committee as to the adequacy of such a report (including as to the progress of

the programme in question and the expenditure of funds made available to the Grantee from the Fund); provide that recommendation, together with the reports, to the Executive Committee;

- Supporting other governance bodies
  - Carry out any other delegated duties as determined by the High Level Steering Group and Executive Committee;
  - Conduct an open and transparent recruiting process for the Independent Proposal Review Panel; Develop a recommendation for the membership of the Independent Proposal Review Panel for approval by the Executive Committee;
  - Support Task Teams by conducting analyses and producing the required deliverable in line with their instructions;
- Risk
  - With the support the Funds Support Office, identify and manage risks in line with Executive Committee agreed to frameworks;
  - Establish a “hotline” function to receive allegations of misuse of funds made available by the Fund or ethical misconduct and convey those to the Chair of the Executive Committee promptly; support the Executive Committee with regard to such allegations;
- Finance
  - Prepare an Annual Budget for review and approval by the Executive Committee;
  - Mobilize new resources from traditional donors and non-traditional funding sources (including co-financing);
  - Steward current donors and investors, provide regular reporting as appropriate;
  - Manage and report on donor earmarks;
  - Design, pilot, establish, and manage innovative financing instruments following Executive Committee approval;
  - Ensure ECW is compliant with fiduciary and legal requirements (e.g., taxes, reporting, contracts)

#### Decision rights of the Director of the Secretariat

- Approve any non-traditional contributors deemed 'low risk' by ECW's due diligence framework and process, if they fit within the innovative financing strategy approved by the HLSG;
- Approve Acceleration Facility grants less than US\$500,000 (to be reviewed and revised by the Executive Committee in 2018). This excludes grants where UNICEF is a beneficiary (whilst UNICEF is the host);
- Approve First Response funding for investments less than US\$3 million (to be reviewed and revised by the Executive Committee in 2018). This includes crisis selection, funding modality applied, proposal approvals, and crisis specific changes to the standard initial injection level, matching ratio, and cap. This excludes any grants where UNICEF is a beneficiary (while UNICEF is the host);
- Approve the launch of a crisis specific fundraising window;
- Approve the pre-accreditation of individual grantees, using Executive Committee approved due diligence policies and partner lists;
- Approve indicative grant-specific maximum levels for each Acceleration Facility grant;

- Hire and manage Secretariat staff, undertaking such management activities as are necessary to ensure the effectiveness of the Secretariat in carrying out its assigned functions, subject to applicable policies of the host organization
- Approve the release of Acceleration Facility RFPs against target outcomes in line with the HLSG approved strategy;
- Approve the approach to providing grantee support (e.g., third party contractors, Secretariat engagement);
- Approve the release of public communications and information on ECW's website

*Note: Despite the division of decision rights and oversight amongst governance bodies, the Secretariat's staff is responsible for the drafting and production of required policies, frameworks, reports, and strategies to be presented to the HLSG or Executive Committee for approval.*

### **Funds Support Office**

The Funds Support Office sits under the control of the UNICEF Comptroller with responsibility for ensuring the administrative operations of ECW comply with the rules, regulations, and procedures governing UNICEF operations. The Funds Support Office also supports the distribution of funds to grantees and the financial management of ECW.

#### Functions of the UNICEF Funds Support Office

- Maintain oversight of the grant portfolio for Education Cannot Wait including managing the processes to initiate and administer the Funds;
- Convey to the UNICEF Comptroller the HLSG/Executive Committee decisions on disbursements from the Fund and prepare and distribute Grant Confirmation Letters to Grantees;
- Lead the process of developing detailed TOR for the Financial Management Adviser (FMA) for approval by UNICEF and the HLSG/Executive Committee;
- Facilitate recruitment process for FMA;
- Facilitate a review by the professional accounting or auditing firm(s), of funding proposals, in order to assess the financial merits of the proposal and the soundness of the financial management and control environment of the entity providing the proposal;
- Facilitate a review by the professional accounting or auditing firm(s), of Grantee reports, in order to assess the soundness of the financial management and control environment of the Grantee;
- Identifies issues that require active and direct intervention of the Comptroller and/or members of the HLSG/Executive Committee;
- Ensure rapid disbursement of funds to grantees, establishing benchmarks and performance indicators to assess the effectiveness of the fund support processes and oversee all aspects of financial grant reporting and fund closure;
- Provide conceptual guidance and supervision for the development of information of data for monitoring and tracking fund portfolio financial performance.

#### Decision rights

- None

## Annex B – Implications for HLSG Terms of Reference

### Functions of the HLSG

#### Add to HLSG

- Monitor annually the decision making and operations of other governance bodies to ensure they operate appropriately and within approved guidelines;
- Receive annual updates on the performance of the fund to deliver on its strategic plans;
- Receive annual updates on the use and distribution of fund resources;
- Receive annual updates on the overall performance of ECW's investments portfolio against its results framework and evaluations;
- Hear and make recommendation on any major issues relating to governance, , fundraising, fraud, the use and management of ECW resources and the investment portfolio's performance, raised by the Executive Committee;
- Approve the permanent hosting arrangement for ECW, following a review conducted after twelve months of operation;
- Approve appointments of Executive Committee Members, and the Director of the Secretariat;
- Approve measures to be taken when major cases of fraud or misuse of funds occur;
- Approve strategic decisions on ECW policies to guide the work of the Executive Committee;
- Approve innovative financing strategy for ECW, including types of innovative financing mechanisms that will be pursued

#### Remove from HLSG (delegate to the Executive Committee)

- Provide instructions to the host organization (as Fund Custodian and Administrator) with regard to disbursements;
- Create ad hoc, time-bound Task Teams on specific programmatic areas as needed

#### Change

- Previous: Set (and amend as needed) policies and strategies for the Fund including specific funding priorities;
  - Proposed: Approve policies relating to governance, the operating model
- Previous: Make funding decisions consistent with financial disbursement guidelines;
  - Proposed: Approve funding for Multi Year grants exceeding US\$20 million, or grants in which the Executive Committee chooses to escalate the decision;
- Previous: Advocate for the Fund and approve and implement a resource mobilization strategy for the Fund;
  - Proposed: Approve annual resource mobilization strategy for ECW;
  - Proposed: Provide political and resource mobilization advocacy for the Fund and Education in conflict affected countries overall;
- Previous: Approve the Fund's strategic plan as well as financial disbursement guidelines;
  - Proposed: Approve the Fund's three year strategy, including the specific strategies for the Acceleration Facility, First Response and Multi Year windows. In addition, approve the creation of any new windows to ECW's design as part of the strategy;
  - Proposed: Determine the overall strategic direction of the Fund;
- Previous: Agree to an overarching results framework and approach to periodic independent evaluation;

- Proposed: Approve an overarching results framework

### **Functions of other bodies**

#### *HLSG Focal Points*

##### Previous

- Role: "support the HLSG member, receive communications from the Secretariat and advise the HLSG member in any decision-making process"
- Selection: "Each HLSG member will nominate a HLSG working-level focal point"

##### Proposed

- Role: "support the HLSG member, receive communications from the Secretariat, ~~and~~ advise the HLSG member in any decision-making process, **and serve on the Executive Committee to fulfill its assigned functions, as expressed in its Terms of Reference.**"
- Selection: "Each HLSG member will nominate an **Executive Committee member from their organization or constituency, for approval by the HLSG.**"

#### *Task Teams*

##### Proposed

- Remove the Task Teams section from the HLSG TORs, given this approval role is being delegated to the Executive Committee. Refer to Annex A and the individual Terms of Reference for the Task Team's functions and decision rights.

### **HLSG Composition**

##### Previous

- The High Level Steering Group (HLSG) will consist of 12-16 principals and voting membership will be as follows:
  - Chair (initially UN Special Envoy for Global Education);
  - Donor Constituency Representative: 3-5 bilateral donor ministerial representatives or agency heads (initially EU, United Kingdom, United States, Norway, Canada);
  - Beneficiary Country Constituency Representative: 2 senior ministers, current or former heads of state from crisis-affected countries (initially Minister of Education, Lebanon; Former President of Tanzania);
  - Civil Society Constituency Representative: One head of civil society organization (initially Save the Children, alternative Plan International);
  - Private Sector Constituency Representative: One CEO or senior leader of the private sector (TBC);
  - Private Foundation Constituency Representative: One head of a foundations (initially Dubai Cares);
  - Individual Members *ex officio*: 3 UN Agency Heads: UNICEF, UNESCO, UNHCR; Chair of the Global Partnership for Education (GPE); Head of the Inter-Agency Network for Education in Emergencies (INEE).

- The Head of the Secretariat (hereafter referred to as the “Director”) shall be an *ex officio* non-voting HLSG member.

#### Proposed

- The High Level Steering Group (HLSG) will consist of ~~12-16~~ 18 principals (incl. the Chair) and the 17 voting members will be as follows:
  - Donor Constituency Representatives: ~~3-5~~ 5 bilateral donor ministerial representatives or agency heads (initially EU, United Kingdom, United States, Norway, Canada);
  - Beneficiary Country Constituency Representatives: 2 senior ministers *or* current/former heads of state from crisis-affected countries (initially Minister of Education, Lebanon; Former President of Tanzania);
  - Civil Society Constituency Representatives: 2 heads of civil society organizations (initially Save the Children *and an additional member to be determined*);
  - Private Sector Constituency Representative: One CEO or senior leader of the private sector (TBC);
  - Private Foundation Constituency Representative: One head of a foundation (initially Dubai Cares);
  - Individual Members *ex officio*:
    - 3 UN Agency Heads: UNICEF, UNESCO, UNHCR;
    - Chair of the Global Partnership for Education (GPE);
    - Head of the Inter-Agency Network for Education in Emergencies (INEE);
    - **1 Unaffiliated Individual Member, the UN Special Envoy for Global Education. If the Secretary-General no longer has this appointed role, another unaffiliated individual member can be nominated.**
- The Head of the Secretariat (hereafter referred to as the “Director”) shall be an *ex officio* non-voting HLSG member. **The Chair of the HLSG will be a nonvoting member.**
- **Constituencies are structured to be multiple seats per constituency. Therefore there are five ECW constituencies.**

#### Chair election

##### Previous

- The first Chair of the HLSG will be the UN Special Envoy for Global Education, who will serve as chair for a period of two (2) years. Thereafter, the voting members of the HLSG will select a Chair of the HLSG from among their own voting members. The Chair shall be selected for a two-year period or such other term that the HLSG may determine. The Chair may be reselected for a single term.

##### Proposed

- The first Chair of the HLSG will be the UN Special Envoy for Global Education, who will serve as chair for a period of two (2) years. Thereafter, the voting members of the HLSG will select a Chair of the HLSG from among their own voting members. **The Chair is appointed to be a nonvoting, independent member that does not represent their organization, government, or entity but the Fund as a whole. The Chair's seat will be filled by another representative from their organization or constituency.** The Chair shall be selected for a two-year period or such other term that the HLSG may determine. The Chair may be reselected for a single term.

## Constituency process

### Previous

- The first constituency representatives will be appointed by the founding members of the HLSG for a period of two (2) years. Thereafter each constituency representative will be elected by his or her relevant constituency through a process developed by that constituency and will serve for a period of two (2) years renewable for a further period of one (1) year. Constituency representatives will represent their constituency and will be accountable to them. It is therefore the responsibility of the HLSG members to ensure appropriate designation and sufficient communication and consultation within their constituencies, building on existing constituency arrangements where appropriate.

### Proposed

- The first constituency representatives will be appointed by the founding members of the HLSG for a period of two (2) years. Thereafter each constituency representative will be elected by his or her relevant constituency through a process developed by that constituency and will serve for a period of two (2) years, renewable **once. Constituencies must use an open, transparent and consultative process for selection. Internal processes must be submitted to the Secretariat for reference and monitoring.** Constituency representatives will represent their constituency and will be accountable to them. It is therefore the responsibility of the HLSG members to ensure appropriate designation and sufficient communication and consultation within their constituencies, building on existing constituency arrangements where appropriate.

## HLSG meeting frequency

### Previous

- The HLSG shall meet twice per year face to face. Once during the Leaders' Week of the United Nations General Assembly (September) and once earlier in the year. Further virtual meetings via teleconferencing and email consultations will be held as necessary.

### Proposed

- The HLSG shall meet **twice per year, at least once in person during** the Leaders' Week of the United Nations General Assembly (September) **and once earlier in the year. Further** Virtual meetings via teleconferencing and email consultations will be held as necessary.

## Secretariat functions

### Proposed

- *Remove the Secretariat functions from the HLSG TORs. Refer to Annex A for the Secretariat's functions and decision rights.*

## Annex C – Implications for Standard Contribution Agreement

Previous

3. At the request of the initiators of ECW, UNICEF has established the Account to serve as a fund (the “Fund”) in order to receive, hold, administer, and disburse financial contributions that have been provided to fund the operations of ECW. The ECW High-level Steering Group (the “HLSG”) will direct the Fund on behalf of the Contributors in accordance with this Agreement.....
11. At the request of the Contributors to the Account, UNICEF will establish a secretariat for ECW (the “ECW Secretariat”) in order to support the operation of ECW and, in particular, the work of the HLSG and of such sub-committees and task teams, with regard to allocation of funds, monitoring of programme implementation and managing risk, as the HLSG may establish.
14. The annual activities of the ECW Secretariat will be set out in an annual work plan and budget developed by the Director of the Secretariat (the “Director”) and approved by the HLSG following agreement by the UNICEF Comptroller that it complies with UNICEF’s Financial Regulations, Rules, Policies and Procedures including those as to budgeting. .... Each such annual work plan and budget shall be agreed by the UNICEF Comptroller and approved by the HLSG no later than sixty (60) days prior to the beginning of the calendar year to which it relates. [AND explanatory footnote]
18. UNICEF will make commitments of funds in the Account and disbursements of funds from the Account in accordance with decisions of the HLSG conveyed to UNICEF by the Director in such manner and format, and with such supporting documentation, as shall be determined by UNICEF and the Director. It is understood that the Director will, with regard to the ECW Secretariat, only request disbursements that are in accordance with a budget and projected cash flow needs of the ECW Secretariat approved in writing by the HLSG....
19. Commitments and disbursements will only be made to the extent there are sufficient uncommitted funds, either un-earmarked or earmarked for the purposes for which a commitment or disbursement has been decided on by the HLSG, available in the Account. Where the relevant balance in the Account on the date of a scheduled disbursement is insufficient to make that disbursement, UNICEF will consult with the HLSG and make a disbursement, if any, from the available balance in accordance with the HLSG’s instructions.
20. Each grantee designated in a funding proposal approved by the HLSG (each “Grantee”) will enter into a standard-form grant confirmation letter.....
23. Each Grantee will carry out the relevant Programme in line with the Programme Document and Budget. Any significant modification to the scope of the Programme Document and Budget, including as to its nature, content, sequencing or the duration thereof by the concerned Grantee will be subject to the approval of the HLSG. Each Grantee will promptly notify the HLSG of any proposed significant change in the Programme Document and Budget.
29. UNICEF will convey to the Contributor information received by it under the relevant Grant Confirmation Letter with regard to possible fraud or diversion of Grant funds. The Contributor may, after consultation with the HLSG, UNICEF, and all other Contributors, assert an interest in the exercise of the HLSG’s rights with regard to a Grantee (as contemplated in Section II, paragraph 14 of Attachment B to the standard Grant Confirmation Letter) in the event the HLSG determines that any portion of a Grant, or any

supplies and equipment purchased using such Grant, have not been used in accordance with the Programme Document and Budget.

33. The reports referred to in paragraphs 30 and 31 above will be provided to the Contributor and to the HLSG. UNICEF will not be required to provide any reports under this Agreement other than those referred to in paragraphs 31 and 32 above. Reports on the activities of the ECW Secretariat will be provided by the Director to the HLSG and will be made available to the Contributor.

#### Proposed

3. At the request of the initiators of ECW, UNICEF has established the Account to serve as a fund (the "Fund") in order to receive, hold, administer, and disburse financial contributions that have been provided to fund the operations of ECW. The ECW High-level Steering Group (the "HLSG") and **Executive Committee** will direct the Fund on behalf of the Contributors in accordance with this Agreement.....
11. At the request of the Contributors to the Account, UNICEF will establish a secretariat for ECW (the "ECW Secretariat") in order to support the operation of ECW and, in particular, the work of the HLSG and of such sub-committees and task teams, with regard to allocation of funds, monitoring of programme implementation and managing risk, as the HLSG and **Executive Committee** may establish.
14. The annual activities of the ECW Secretariat will be set out in an annual budget developed by the Director of the Secretariat (the "Director") and approved by the **Executive Committee** following agreement by the UNICEF Comptroller that it complies with UNICEF's Financial Regulations, Rules, Policies and Procedures including those as to budgeting. .... Each such annual budget shall be agreed by the UNICEF Comptroller and approved by the **Executive Committee** no later than sixty (60) days prior to the beginning of the calendar year to which it relates.
18. UNICEF will make commitments of funds in the Account and disbursements of funds from the Account in accordance with decisions of the **Executive Committee** conveyed to UNICEF by the Director in such manner and format, and with such supporting documentation, as shall be determined by UNICEF and the Director. It is understood that the Director will, with regard to the ECW Secretariat, only request disbursements that are in accordance with a budget and projected cash flow needs of the ECW Secretariat approved in writing by the **Executive Committee**....
19. Commitments and disbursements will only be made to the extent there are sufficient uncommitted funds, either un-earmarked or earmarked for the purposes for which a commitment or disbursement has been decided on by the **Executive Committee**, available in the Account. Where the relevant balance in the Account on the date of a scheduled disbursement is insufficient to make that disbursement, UNICEF will consult with the **Executive Committee** and make a disbursement, if any, from the available balance in accordance with the **Executive Committee's** instructions.
20. Each grantee designated in a funding proposal approved by the **Executive Committee** (each "Grantee") will enter into a standard-form grant confirmation letter.....
23. Each Grantee will carry out the relevant Programme in line with the Programme Document and Budget. Any significant modification to the scope of the Programme Document and Budget, including as to its nature, content, sequencing or the duration thereof by the concerned Grantee will be subject to the approval of the **Executive Committee**. Each

- Grantee will promptly notify the **Executive Committee** of any proposed significant change in the Programme Document and Budget.
29. UNICEF will convey to the Contributor information received by it under the relevant Grant Confirmation Letter with regard to possible fraud or diversion of Grant funds. The Contributor may, after consultation with the HLSG, **Executive Committee**, UNICEF, and all other Contributors, assert an interest in the exercise of the **Executive Committee's** rights with regard to a Grantee (as contemplated in Section II, paragraph 14 of Attachment B to the standard Grant Confirmation Letter) in the event the **Executive Committee** determines that any portion of a Grant, or any supplies and equipment purchased using such Grant, have not been used in accordance with the Programme Document and Budget.
33. The reports referred to in paragraphs 30 and 31 above will be provided to the Contributor, the HLSG **and the Executive Committee**. UNICEF will not be required to provide any reports under this Agreement other than those referred to in paragraphs 31 and 32 above. Reports on the activities of the ECW Secretariat will be provided by the Director to the HLSG **and the Executive Committee** and will be made available to the Contributor.



## **Education Cannot Wait - Executive Committee** **Terms of Reference**

February 2017

## **A. Purpose**

This committee makes decisions regarding crisis selection, most investments less than US\$20 million<sup>4</sup>, innovative financing mechanisms, and annual budgets. The committee is responsible for oversight of other bodies' operations (i.e. the Secretariat, Proposal Review Panel) and for ensuring the effective use of the Fund's resources. This body also approves the membership of governance bodies, including Task Teams and the Independent Proposal Review Panel.

## **B. Composition**

The composition of the Executive Committee will follow the structure of the High Level Steering Group. Following the implementation of an updated HLSG composition in June, 2018, the Committee will comprise 17 principals with voting membership.

- **Donor Constituency Representatives**: Five senior bilateral donor representatives;
- **Beneficiary Country Constituency Representatives**: Two senior representatives from crisis-affected countries;
- **Civil Society Constituency Representatives**: Two senior representatives from civil society organizations;
- **Private Sector Constituency Representative**: One senior representative of the private sector;
- **Private Foundation Constituency Representative**: One senior representative from a foundation;
- **Individual Members *ex officio***:
  - One senior representative from each HLSG UN agency: UNICEF, UNESCO, UNHCR;
  - One senior representative from the Global Partnership for Education (GPE);
  - One senior representative from the Inter-Agency Network for Education in Emergencies (INEE);
  - One senior representative appointed by the UN Special Envoy for Education. If the Secretary General no longer has this appointed role, then a representative from the unaffiliated member;

The Head of the Secretariat (hereafter referred to as the “Director”) shall be an *ex officio* non-voting Executive Committee member.

The High Level Steering Group shall determine whether voting members of the Executive Committee can appoint alternates and, if so, the arrangements with regard to alternates.

Members will serve for two year terms, to be aligned with their HLSG member's terms.

It is understood that representatives possess the skills relevant to the Fund, be of adequate seniority to fulfill the functions stated in this Terms of Reference, and contribute to the gender and geographical representation of the Fund.

## **C. Selection of members and the Chair**

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<sup>4</sup> The Executive Committee may also escalate investment decisions that it could not make a decision on to the HLSG.

Each HLSG member will nominate a senior official to the Executive Committee, either from their own organization or from their constituency. Executive Committee members will be approved by the HLSG to ensure adequate seniority, a mix of expertise, and diverse representation. Nominated representatives must be chosen a minimum two weeks prior to the next HLSG meeting. The Director will distribute the full list of nominated Executive Committee members, with their resumes, to all HLSG members two weeks prior to the HLSG meeting. Executive Committee members serve two year terms, renewable.

To approve the Executive Committee's membership, a quorum of the majority of the voting members of the HLSG (or their alternates) is required. All reasonable efforts will be made to approve the Executive Committee by consensus. If no consensus can be reached, a two thirds majority of the members present and voting is required.

The Chair of the Executive Committee will be chosen by the Executive Committee. The Chair of the Executive Committee must be one of the 17 principals approved, and will be a voting member. The Chair of the Executive Committee serves a two year term, renewable once.

To approve the Chair of the Executive Committee, a quorum of the majority of the voting members of the Executive Committee (or their alternates) is required. All reasonable efforts will be made to approve the Chair by consensus. If no consensus can be reached, a two thirds majority of the members present and voting is required.

#### **D. Functions and decision rights**

##### Functions of the Executive Committee

- Oversee the development of ECW policies, strategies, and operational modalities by the Secretariat, for HLSG approval (may choose to delegate this to a Task Team);
- Advise the HLSG on policies, practices and procedures relating to the governance of ECW,;
- Monitor the effectiveness and implementation of approved policies and guidelines;
- Advise the HLSG on any major issues and developments relating to governance, fundraising, fraud, the use and management of ECW resources or the investment portfolio's performance;
- Oversee risk and mitigation procedures regarding the operations of the fund, the actions of the Secretariat and Funds Support Office, and the actions of grantees;
- Review the progress of ECW investments against the results framework, particularly ECW's core indicators; provide updates to the HLSG on the progress of ECW investments as their meetings;
- Review the progress, timeliness and effective execution of tasks by the Independent Proposal Review Panel, any active Task Teams and the Secretariat;
- Review the results of any external or internal audits and flag any major issues to the HLSG;
- Oversee and monitor the Secretariat's process for identifying and pre-approving ECW grantees;
- Ensure active fundraising efforts from nontraditional and innovative financing sources, in line with the HLSG approved innovative finance strategy;
- Make recommendations to the HLSG on Multi Year investments exceeding US\$20 million;
- Make recommendations to the HLSG on Multi Year investments less than US\$20 million, which the Committee chooses to escalate

## Decision rights

- Approve policies relating to earmarking, due diligence, conflict of interest, risk management and financial guidelines;
- Approve annual reports and review financial statements, prior to their public release;
- Approve the Secretariat's annual budgets;
- Approve minimum allocations to funding windows, as well as any midyear adjustments;
- Approve additional earmarks to crises above designated thresholds;
- Approve the standard selection criteria for grantees;
- Approve innovative finance mechanisms in line with the HLSG approved innovative finance strategy;
- Approve any non-traditional contributors deemed 'high risk' by ECW's due diligence framework and process;
- Approve measures to be taken when accusations of fraud or the misuse of funds are raised;
- Approve the creation of any Task Team, its membership, and the selection of its Chair;
- Approve appointments to the Independent Proposal Review Panel;
- Approve annually a maximum funding threshold for grants in each window;
- Approve the annual standard level of initial injection funding, matching ratio and cap for the First Response window;
- Approve the pre-accreditation policies and partner lists for ECW First Response grantees;
- Approve First Response funding for investments exceeding US\$3 million. This includes crisis selection, funding modality applied, proposal approvals, and crisis specific changes to the standard initial injection level, matching ratio and cap;
- Approve First Response funding for investments less than US\$3 million where UNICEF is a beneficiary (whilst UNICEF is the host);
- Approve funding for Acceleration Facility grants exceeding US\$500,000;
- Approve funding for Acceleration Facility grants less than US\$500,000 where UNICEF is a beneficiary (whilst UNICEF is the host);
- Approve Multi Year crisis selections in line with the HLSG approved Fund strategy. In addition, approve Multi Year funding and grant agents for investments less than US\$20 million;
- Approve indicative grant-specific maximum grant levels for each Multi Year grant;
- Review and approve audits of ECW grantees at any time, based on recommendations from the Director

## The Chair of the Executive Committee

The Chair of the Executive Committee is responsible for ensuring the effective functioning of the Committee. With the support of the Director, the Chair sets the agenda for meetings, makes recommendations on the creation, membership, and Chair of Task Teams, and determines the Committee's rotas for first-response decision-making (further details in the Executive Committee Terms of Reference). The Chair also meets quarterly with the Chair of the HLSG to report on the Committee's progress and raise any concerns.

## E. Operations

### **1. Working modalities and methods**

The Executive Committee will have quarterly meetings. The Executive Committee shall meet face to face twice a year and via teleconference twice a year. Furthermore, active Executive Committee Rotas, as discussed in E.2 below, will meet via teleconference as required.

The Executive Committee may also act and make decisions by means of email or other methods of communication, subject to the procedures determined by the Executive Committee and HLSG, from time to time. Non-objection votes can be conducted by the Executive Committee via electronic correspondence provided a minimum of one week notice is provided for review.

No decision taken by the Executive Committee is binding on any member's Government, organization, or individual constituents in a constituency representative's constituency. When discharging their duties, Executive Committee members are not required to take decisions that conflict with the constitution, regulations, rules and policies of their Government or organization.

## **2. First response decision making procedures**

The Executive Committee will seek to approve funding within a week of a crisis alert. To manage this need, the Executive Committee will use a different operating procedure exclusively for First Response funding decisions. This is designed to address one of its core functions:

*"Approve First Response funding for investments to a crisis between US\$3 million and US\$20 million. This includes crisis selection, funding modality applied, proposal approvals, and crisis specific changes to the standard initial injection level, matching ratio and cap;"*

Given the need for decision making outside of the Executive Committee's usual meeting schedule, an emergency session via teleconference will be used. To reduce the burden on Executive Committee members, a Rota system will be established immediately following the HLSG's approval of the Executive Committee members.

Two rotas, with 9 members each will be established. The Chair of the Executive Committee will serve as Chair on both rotas. The Director of the Secretariat will be a nonvoting member of both rotas. Only one Rota will be active at a time, for a period of 6 months. The rotas will be divided to ensure representation from all constituencies and ex officio seats. A minimum of 5 voting members must take part in the decision making.

Members will be required to be 'on call' for First Response decision making as it occurs. The voting procedures used by the Executive Committee, as stated within this Terms of Reference, still apply to First Response.

First response decisions follow a specific cycle

1. The ECW Secretariat conducts a review of a crisis based on the specified crisis triggers.
2. If the Director of the Secretariat expects the cumulative funding to the crisis to exceed US\$3 million, he/she notifies the Chair of the Executive Committee of the need for an off cycle meeting.
3. The Director opens a survey, available to all Executive Committee members, to submit their viewpoint on funding the crisis and offer additional information about the crisis from their organization or constituency.

4. A teleconference is scheduled with the members of the active Executive Committee Rota within a week of the crisis alert.
5. For the teleconference, the Director of the Secretariat provides a briefing on the crisis, a synthesis of feedback from the survey, and a proposal on whether to fund the crisis and in what modality, for the active Executive Committee Rota to approve.
6. During the teleconference, the active Executive Committee Rota decides:
  - a. Whether to fund the crisis
  - b. The maximum funding that will be allocated
  - c. What funding modality or modalities will be applied
  - d. In the case of modalities 1 and 2 (an initial injection and matching) whether there are any crisis specific changes to the initial injection level, matching ratio, and matching cap.
7. In the case where funding modality 3, a call for proposals, is chosen, the active Executive Committee Rota will reconvene via teleconference to approve proposals.

In the case of funding for First Response crises with investments less than US\$3 million, but with grants being made to or through UNICEF, the active Executive Committee Rota will approve funding via an email vote within a week of the crisis trigger.

### **3. Voting procedures**

A quorum shall be a majority of all voting members of the Executive Committee (or their alternates). The Executive Committee shall make all reasonable efforts to make decisions by consensus. If a consensus cannot be reached, all decisions by the Executive Committee require a two-thirds majority of members present and voting.

### **4. Communication and reporting**

Executive Committee minutes will be taken during each quarterly meeting, and will be distributed to ECW constituencies and made available to the wider public on the ECW website. The Executive Committee will submit a report and briefing note and its activities for distribution and briefing ahead of each HLSG meeting.

### **F. Compensation**

Executive Committee members shall not be entitled to receive compensation for their services and will be expected to meet their own costs of participating in Fund activities. Constituency representatives from Least Developed Countries will have their reasonable expenses for attendance at Executive Committee meetings and for participating in other Fund activities paid or reimbursed from the Fund.

### **G. Conflicts of interest**

Members of the Executive Committee are required to adhere to any conflicts of interest and ethics policies of ECW. Executive Committee members must sign an acknowledgement of any ECW conflicts of interest and ethics policies at the beginning of their term.

Executive Committee members are required to inform the Chair of the Executive Committee immediately upon learning of any actual, potential or perceived conflict of interest and resolve such

issues before participating in decision-making that affects their personal or professional interests. The Chair will advise the member on measures to be taken to mitigate such actual or potential conflicts of interest, which may include, among other measures, recusal from any action or decision.

In the instance where an Executive Committee's organization, entity, or agency may be a beneficiary of a decision (e.g., a grant recipient), the Committee member must recuse him/herself from the funding decision process. In addition, if there is an allegation of fraud or the misuse of funds where a member's organization, entity, or agency is involved, the Committee member must recuse him/herself from the discussion and any decision making process to resolve the issue. Finally, the Executive Committee as a body and individual members of the Executive Committee will not be involved in any proposal review discussions or other processes of the Independent Proposal Review Panel.



## **Education Cannot Wait – Independent Proposal Review Panel** **Terms of Reference**

February 2017

## **A. Purpose**

The Independent Proposal Review Panel (IPRP) supports the decision making of the Executive Committee and HLSG by conducting independent, technical reviews of proposals and making recommendations on funding. The independent nature of the Panel helps to mitigate potential conflicts of interest in the grant-making process.

The Panel reviews applications for Acceleration Facility grants exceeding US\$500,000 and all applications for the Multi Year Window of the Breakthrough Fund.

## **B. Composition**

The IPRP roster consists of 10-12 members. One member will serve as the Chair, to be approved by the Executive Committee. The Chair will attend and participate in all IPRP meetings. The IPRP Chair will select a subset of IPRP members from the roster (e.g., 5-6 members) to participate in a given review meeting. The selection will be made based on expertise requirements stipulated by the Secretariat for the given review meeting or cycle, and is required to comply with the IPRP's conflict of interest policy. The selected members will be referred to as 'serving members' and will take part in the next round of reviews and attend the corresponding IPRP meeting.

All members serve in a personal capacity and do not represent their employers or governments.

IPRP members will individually and collectively have the relevant expertise to make technically sound funding recommendations, and will encompass a range of backgrounds to reflect the diversity of ECW's funding priorities. This ensures the Panel is able to make funding recommendations with a broad perspective and minimal bias. The Panel's membership will include, but will not be limited to:

- A wide range of relevant expertise (operational and programmatic) applicable to the types of programs, countries and organizations supported by ECW, as well as the various windows of the Fund;
- Geographically diverse experiences, including individuals with field experience in emergency contexts;
- Experts from both the humanitarian and development sectors;
- A balance of expertise in relevant areas, such as education, different emergency contexts (such as conflicts, natural disasters and disease outbreaks), human rights, gender, refugees, and migration;
- Ethnic and gender diversity

The Panel's members will not be current or former members of the HLSG or Executive Committee; or be current members of the Secretariat, Task Teams, or delegates from HLSG or Executive Committee meetings.

The Chair of the IPRP may identify a need to supplement the IPRP's expertise for the review of a particular RFP or proposal. In that case, the Director of the Secretariat will identify an appropriate individual from outside the IPRP roster to provide an individual review of the relevant proposal, for submission to the Chair of the IPRP prior to the next IPRP meeting. These individuals will generally not

be invited to attend IPRP meetings, and the IPRP members will remain responsible for the recommendations made.

### **C. Selection of members and the Chair**

The recruitment process for the IPRP roster will be open and transparent, with publicly available selection criteria. The Secretariat and Director are responsible for conducting the recruitment process and preparing a proposal of IPRP roster members to the Executive Committee for their approval. The Director will recommend one individual from amongst the members of the Panel to serve as Chair of the IPRP for two years, for Executive Committee approval.

Members are appointed for two year terms. Membership can be renewed for up to six consecutive years. Upon reaching the end of a six year term, members are ineligible to serve on the Panel for the next two years. Members' terms are designed to overlap, with half the Panel's terms expiring each year, to ensure continuity. The Executive Committee will initially appoint half of the members (five to six members) in 2017, and the remaining members will be appointed in 2018.

The Chair of the IPRP is appointed for a term of two years, renewable once. Following the conclusion of a four year term as Chair, the individual cannot serve as Chair for the next four years.

In the event that an IPRP member resigns from the Panel, the Director will nominate new members outside of the normal cycle, for Executive Committee approval.

### **D. Functions and decision rights**

#### Functions of the Independent Proposal Review Panel

- Review proposals for Acceleration Facility grants exceeding US\$500,000 and Multi Year grants (following the Secretariat's review for completeness and compliance with agreed guidelines);
- Make recommendations to the Executive Committee or HLSG on funding of proposals based on technical soundness and review criteria laid out in the annexes of this Terms of Reference

#### Decision rights of the Independent Proposal Review Panel

- None

#### Functions of the Chair of the Independent Proposal Review Panel

- Set, with the support of the Secretariat, the agenda and review schedule for the IPRP;
- Lead the meetings and review process of the Panel;
- Determine the subset of the IPRP members to be serving members in the next round of reviews;
- Allocate proposals to individual members for comprehensive review and scoring prior to scheduled IPRP meetings;
- Facilitate consensus among serving IPRP members on recommendations for proposals;
- Determine whether a consensus can effectively be reached by the serving IPRP Panel; If consensus cannot be reached, facilitate a vote;
- Lead the preparation and drafting process of funding recommendations to be submitted to the Executive Committee and HLSG;

- Attend Executive Committee meetings as an observer, to speak only if called upon by the Chair of the Executive Committee;
- Provide other services, as needed

## **E. Review process**

1. The Secretariat conducts the initial screening of proposals for completeness and compliance with proposal guidelines. Once a proposal successfully clears the Secretariat's screening, the Chair of the IPRP is notified and provided with the proposal.
  - a. For the Multi-Year Window, the Secretariat also provides support to potential grantees on an as-needed basis to help potential grantees get to a proposal that meets standards for ECW funding (e.g., pre-grant application coordination and technical support).
  - b. For the Acceleration Facility, depending upon the number of applications and size of the grants, the Secretariat may conduct an initial screen of applications, to narrow the quantity reviewed by the IPRP. This will be determined by the Director and the Chair of the IPRP.
2. One month in advance of the next IPRP meeting, the Chair of the IPRP will select a subset of IPRP members from the roster (e.g., 5-6 members) to participate in the meeting. The selection will be made based on expertise requirements for that particular review meeting stipulated by the Secretariat, and must comply with IPRP's conflict of interest policy.
3. In preparation for an IPRP meeting, each proposal will be read by every serving IPRP member. In addition, each proposal will be evaluated and scored by a subset of the serving IPRP members – a minimum of two serving IPRP members for the Acceleration Facility, and a minimum of three serving IPRP members for the Multi-Year Window. The evaluation and scoring will be conducted using standard templates, which are aligned with the criteria set in the ECW Operating Model (and listed in Annexes 1 and 2 of this document).
4. The serving IPRP members will meet to discuss the proposals. Each reviewer responsible for the evaluation and scoring presents their comments and score card to the full Panel. Other serving members contribute to the discussion.
5. The serving IPRP members make every effort to reach a consensus on the proposal's outcome. If a consensus cannot be reached, a majority vote will be used.
6. The IPRP will recommend whether to fund the proposal, and whether it should be funded in whole or in part.
7. In rare cases, the IPRP may decide that further information or clarification from the Secretariat or grantee is necessary, and delay a recommendation on a proposal until their next scheduled meeting to gather the necessary information. A proposal recommendation can only be delayed by the IPRP once.
8. The IPRP's recommendations are presented to the Executive Committee at their next meeting for investment decisions made by the Executive Committee. For investment decisions in the Multi-Year window made by the HLSG, the IPRP's recommendations are presented to the HLSG for final decision.

## **F. Operations**

### **1. Meetings**

The IPRP will meet up to four times a year, depending upon the review needs of the Fund. The schedule will be determined by the Secretariat, taking into account the meetings of the Executive Committee and HLSG, as well as the timeline for ECW's grant and proposal processes. The Chair of the IPRP will determine which meetings are via teleconference or face to face. When teleconferences are used, all participants must ensure full privacy for the teleconference and must not have any other individuals in the room or within listening distance of the teleconference. The IPRP Chair will work with the Secretariat to develop the agenda for meetings.

IPRP meetings are closed to the public; only approved attendees can be present. The IPRP reserves the right to invite Secretariat staff or other individuals whose expertise would be relevant. Any deliberation or discussion on the IPRP's recommendations for funding must be conducted with only serving IPRP members present.

## **2. Recommendation on funding**

All reasonable efforts will be made to make recommendations by consensus. If the Chair of the IPRP determines a consensus cannot be reached, a majority vote of the serving IPRP members will be used.

## **3. Reporting and minutes**

The IPRP will produce a consolidated report of their activities, observations, recommendation and findings across grant applications after each meeting, to be submitted to the Executive Committee. Reports from the IPRP will be maintained by the ECW Secretariat, and may be made publicly available on ECW's website.

At the end of each meeting, the IPRP will produce a report on each proposal reviewed, specifying whether or not the proposal is recommended for funding (including whether it is for full, partial, or no funding), the Panel's reasons, whether there are any major outstanding issues that need to be addressed prior to disbursement, as well as any additional recommendations for the Secretariat and Executive Committee's attention.

## **4. Secretariat support**

The Secretariat shall facilitate the effective functioning of the IPRP and its activities coordinate communication with other parties and manage logistics in a manner that supports the IPRP's independence, confidentiality of internal deliberations and the anonymity of members for specific funding requests.

## **G. Conflicts of interest**

IPRP members must uphold the integrity and independence of the Panel. Members of the IPRP are required to adhere to any conflicts of interest and ethics policies of ECW. IPRP members must sign an acknowledgement of any ECW conflicts of interest and ethics policies at the beginning of their term.

All members must disclose any potential conflicts of interest prior to their appointment onto the panel. In addition, IPRP members are required to inform the Chair of the IPRP immediately upon learning of any actual, potential or perceived conflict of interest during their term and resolve such issues before

participating in any IPRP activities or reviews. The Chair will advise the member on measures to be taken to mitigate such actual or potential conflicts of interest, which may include, among other measures, recusal from any action or resignation from the Panel. If there is a conflict of interest with a specific proposal, the IPRP member must declare any perceived potential conflict of interest prior to a meeting, and must recuse themselves from the discussion on that proposal immediately.

IPRP members will not take part in any discussion or action for proposals:

- In which they took part in the preparation process;
- That would directly benefit an organization or entity in which they are affiliated;
- That are from countries or crises from which they are a national or where they have strong personal or professional ties

## **H. Remuneration**

IPRP members will receive an annual honorarium for actual services provided, as well as reimbursement for travel expenses so long as the member abides by ECW's travel guidelines. The honorarium amount will be determined in accordance with ECW policies and budgets, to be approved by the Executive Committee. IPRP members are not required to accept the honorarium, and may agree to serve in a voluntary capacity.

## **Appendix: Review criteria, Acceleration Facility**

The review criteria for the Acceleration Facility will differ by RFP, and will be explicitly defined in each RFP. The criteria will however, be informed by a set of clearly defined principles, including but not limited to:

### **(a) Potential for impact at the global or regional level**

- The proposal is consistent with broader humanitarian and development education strategies and is complementary to existing efforts;
- The proposal's program is scalable at a regional or global level;
- The proposal experiments and intends to pursue something different from the status quo, which could address a challenge or help drive greater impact

### **(b) Likelihood of implementation success**

- The applicant has the necessary legal approvals and access to engage with the targeted populations;
- The applicant has the necessary reputation in targeted populations to gain support and engagement;
- The applicant identifies potential barriers to delivery, social, legal and economic constraints, and has included mitigation measures in their proposal

### **(c) Value for Money**

- The proposal is likely to maximize the impact of ECW's resources

### **(d) Past performance of the applicant**

- The applicant has a proven track record with ECW, or affiliated partners, to demonstrate their likelihood of success and capacity

**(e) Capacity and capabilities of the applicant**

- The applicant has the necessary implementation capacity (infrastructure, resources, staff etc.); Alternatively, the applicant identified measures to mitigate their shortfalls to ensure capacity

**Annex 2: Review criteria, Multi Year window**

The following criteria will be used to evaluate ECW's Multi Year proposals, to ensure investments are chosen to achieve maximum impact and contribute to ECW's targets and strategy.

**(a) Understanding of needs**

- The proposal demonstrates a comprehensive understanding of the 3-5 year education needs in the crisis affected area, including the needs of marginalized groups

**(b) Comprehensive plan**

- The proposal includes a comprehensive and inclusive plan to address the identified 3-5 year education needs;
- The proposal was constructed by coordination with local actors, including the national government where appropriate;
- The plan is reflective of the humanitarian principles and rights based approaches, whilst adhering to the principles of conflict sensitivity and do no harm;
- The proposal includes initial ideas on sustainability to be pursued

**(c) Technical soundness and alignment with the results framework**

- The proposal and its activities are technically sound to ensure activities are likely to achieve desired outcomes;
- The proposal demonstrates clear alignment with ECW's results framework;
- The proposal addresses and responds to the highest priority needs, and considers vulnerable and key affected populations

**(d) Grantees with capabilities and necessary capacity**

- Proposed grantees have the capabilities and capacity (infrastructure, resources, staff etc.) to execute the project plan
- Proposed grantees can take on the fiduciary and operational risk associated with sub-grants and management of implementing partners

**(e) Broad and inclusive proposal**

- A diverse set of grantees and/or sub-grantees is included in the proposal;
- A fair and open process for determining grantee(s) and sub-grantees was used;
- A broad set of consultations to understand needs and develop joint plan was used

**(f) Value for Money**

- The plan is likely to maximize the impact of ECW's resources

**(g) Innovation**

- The plan experiments and intends to pursue something different from the status quo, which could address a challenge or help drive greater impact