Attendees:

Jamie Attard (Gates Foundation); Samuel Blazyk (AfDB); Carolyn Culey (Development Initiatives, IATI Sec.); Sohir Debbiche (AfDB); Sarah Johns (Bond); Yohanna Loucheur (Canada); Annelise Parr (UNDP, IATI Sec.); Alasdair Wardhaugh (DFID) **Regrets**: Zefania Romalahy (Madagascar)

MAG members met to discuss the draft TORs for the Governing Board circulated on January 12th and the election process document circulated on January 18th.

Discussion of TORs Draft:

General (SOP Revisions):
- Important to ensure that the new TORs will align with the existing SOPs, and the two should be reviewed side by side as the creation of the board will necessitate other revisions to the SOP (particularly sections 3 and 4, and 5.5). Group agrees that any content within the SOP that contradicts the TORs should be highlighted and dealt with during a broader exercise of revision to follow. However, it is agreed that opening the entire contents of the SOP for revision and amendment would be too large and complicated a task within the time available, and care is needed to ensure approval of TOR is not conflated with SOP revision. Proposed revisions to the SOP will therefore be noted and circulated to members along with the draft TORs.
- It is important to clearly outline the roles and responsibilities not only of the Board but of the Secretariat, and Members' Assembly, to meet concerns raised at the SC and recorded in the hackpads to clarify governance structure.
- **Action**: The draft TORs to be re-organised to align with the structure and numbering of the SOP.
- **Action:** Jamie & Yohanna will work on identifying any parts of the SOP that will need to be addressed in light of the creation of the Board and the TORs.

TORs draft section 1:
- Group agrees to a board of initially 7 members (6 elected from three constituencies, and 1 seat for the TAG Chair).

Term:
- On duration, a two-year term-length is agreed (1.7).
- Staggering of Board memberships will be too complicated in the early stages.
- The TORs need to address the issue of replacing Board members mid-term, if necessary (much like a by-election; this does not affect the length of the board period overall).
- Remove point 1.8 in the TORs; there is no need for a cap on the number of terms a member can sit on the Board – they can be voted out if not performing, and conversely can be elected again if performing well and interested to re-apply.
- The Chair and Vice-Chair should be elected at the Board's first meeting (1.4).

- Include an option for the Chair and Vice-Chair to be re-confirmed by the Board every year if they agree to stand for a further term. Rotating chairmanship should also be an option.

Eligibility:
- Is the term 'good standing' well understood, and does this represent a barrier to participation in the Board? MAG agrees that a written undertaking to pay fees in 2016 should suffice, though the Chair of the Board can encourage others to pay.
- Question of non-monetary contributions to IATI should be clarified in the SOP at a later date, and for the purpose of board eligibility, fees should be paid or a written intention received to confirm this.

Decision-making:
- Point 1.5 leads to larger questions on how decisions will be made by the Board when consensus cannot be reached, and is removed, to be addressed in more detail in Sec 4.
- MAG agrees that Board Members sit on the Board as representatives of their respective constituencies, not as delegates. Although they are encouraged to be available to other members and to draw upon their constituencies for advice and feedback, they are not responsible to reporting their decisions back to their respective constituencies before reaching agreements as part of their Board functions (point 3.2). TOR should avoid being too prescriptive on this point as it will be different for each constituency.
- Remove 1.9 (criteria for eligibility) from TORs and add instead to the election document.
- As organisations (not individuals) act as Board Members and put forward focal points, it is difficult to monitor things such as gender equality, cultural/geographical/diversity. However, each organisation will be responsible for selecting suitable individuals, and diversity could be encouraged among these representatives. It is agreed that this issue will need further discussion.

TORs draft section 2:
- Section 2 deals heavily with the responsibilities of the board, but not in the context of the roles of the TAG, Secretariat, MA, etc. Supporting functions of the Secretariat need to be included, i.e. the fact that the Secretariat may be more involved in the drafting of documents that the board will then approve.
- It is not practical to expect the board to accomplish all the tasks that are set out for it in section two of the draft TORs, and more clarification is needed regarding which duties will be supported by the Secretariat, TAG, etc.
- **Action:** Carolyn and Alasdair will lead on expanding section 2 to include greater detail and clarity on roles and responsibilities of Board, MA and Secretariat.

TORs draft section 3:
- Points 3.4, 3.7, and 3.10 will be removed from the TORs.
- A standalone section outlining the duties of the Chair and Vice-Chair is needed (with much more detail than the existing draft TORs include). Some of the language regarding roles and responsibilities already exists in the SOP.

- Point 3.8 changes from 14 to no less than 7 business days before the date of the meeting itself for circulating agendas.
- A quorum should consist of one member from each constituency, the TAG Chair or deputy, and the Board Chair or Vice-Chair.
- Questions are raised regarding the implications for Board Members who miss 3 or more meetings. MAG agreed that a Code of Conduct should outline all expectations of attendance, including a note that members who are unable to fulfill their duties to the Board shall remove themselves. By signing a Code of Conduct Board Members will be agreeing to attend all meetings and abiding by all other responsibilities outlined in the Code of Conduct.
- The issue of replacing a Board Member who leaves raises questions regarding the process of replacing Board Members mid-term, and whether the Chair should have the authority to call by-elections to replace a Board Member. It is agreed that if a member needs to be replaced too close to the next election this could cause undue confusion (the cut-off point be six months).
- The Chair has the authority to consult with non-Board Members if their expertise is needed, on an ad-hoc basis. Although these experts have no decision making authority on the board, they could offer expert advice/consultation and help to get through the volume of work.
- As much as possible, Board Member elections should coincide with the Members' Assembly Meeting to ensure continuity.

Action Points:

1. UNDP: Update draft TORs with all comments received so far and all changes discussed during the meeting and upload the updated document to Google Drive so all future edits can be made on one communal document.

2. Upload SOP to Google doc and circulate.

3. The Election Document will be reviewed and revised by: Zefania, Samuel, and Sohir

4. Section 2 of the draft TORs will be revised by: Alasdair and Carolyn to clarify roles and responsibilities of Board, Members, Secretariat.

5. Jamie and Yohanna to look at existing SOP and identify the areas to be updated and ensure coherence with TORs.

6. The next call will be held in two weeks (Tuesday Feb 2nd at 10am/NY) to establish an agenda for other MAG work on vision and strategy and hosting going forward.