Memo DRAFT

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| **TO** | IATI Steering Committee |
| **FROM** | Member Advisory Group |
| **CC** |  |
| **DATE** | December 2015 |
| **RE** | International Aid Transparency Initiative Governance Structure |

**Recommendation**

Consistent with the October 2015 External Independent Evaluation Final Report we recommend the following interim governance structure for the International Aid Transparency Initiative (IATI) (refer to Appendix A for further details):

The proposed governance structure is recognized as interim as it will take time to implement and will need to be refined, however it reflects what is practical for 2016 based on consideration of available resources. The recommendation for an Executive Director is acknowledged but is considered intertwined with the hosting arrangement and should be further evaluated in 2017 after the development of a clear vision, strategy, hosting arrangement and sustainable financing. Another proposal that will require further consideration is the establishment of a technical data standard board or sub-committee that can effectively harness and direct the potential of the Technical Advisory Group and support the technical decision making of the Governing Board.

The recommendation is to replace the Steering Committee with a General Assembly and to devolve certain powers to a Governing Board. A Governing Board is considered necessary to facilitate faster and more representative decision making. The following two options are presented to the Steering Committee for voting regarding the devolution of authority from the General Assembly to the Governing Board:

1. Devolve all power other than in relation to the governance structure, voting of board members and ratifying annual reports; OR
2. Devolve all power other than in relation to the approval of the strategy and budget, governance structure, voting of board members and ratifying annual reports.

Effective January 2016 we recommend that a Governing Board be formed with an expectation that for the first 12 months board members meet every 4-6 weeks, primarily on a virtual basis.

**Appendix A: Recommended Governance Structure Elements**

|  | **General Assembly**  | **Governing Board**  | **Technical Advisory Group** | **Secretariat**  |
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| **Responsibilities** | * Approve governance structure.
* Vote members of Board and Board Chair.
* Ratify annual report.
 | * Approve annual strategic plan.
* Approve annual budget.
* Appoint Executive Director.
* Hold Executive Director to account and review performance.
* Form sub-committees as necessary.
 | * Community of practice for technologists and users of the data standard.
* Working groups/task teams for particular areas of the Standard.
* Regional groups can meet to support and take the initiative for finding solutions to regional problems.
 | * Lead development and execution of strategic plan and budget.
* Program management.
* Manage fundraising and finances.
* Manage the membership base.
* Gender balance.
* Compliance with legal authorities.
* Ethics / transparency.
* Risk management and accountability.
* Support TAG, General Assembly and Board Meetings.
* Manage infrastructure.
* Monitoring and evaluation.
* Communications / Annual report production.
* Representation at key meetings and conferences / regional projects / programs.
* Technical capacity / standard development.
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| **Funding Support** | * Funded from fees (membership fees need therefore to reflect the full cost of hosting the meetings)
 | * Virtual meetings, secretariat to provide administrative support.
 | * Funding required to continue the annual meetings.
 | * Funded via the hosting agreement and in kind contributions.
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| **Composition** | * Full fee paying members are entitled to vote.
* Non-members can only observe.
 | * Each key constituency is to be represented by one primary member and an alternate, with each constituency seat having one vote.
* Board to elect a Board Chair.
* Key constituencies to be represented include partner countries, donors, civil society, accountability networks, users, foundations and the private sector, coupled with a technical seat on the Board.
 | * Open forum.
 | * Not applicable.
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| **Meeting Frequency**  | * Annual general meeting hosted for half day and coupled with Technical Advisory Group.
 | * For the first year should be considered operational and meet every four to six weeks virtually.
* After first year Board should shift to more strategic focus and meet less regularly.
 | * Annual physical meeting for two days.
* Working groups can meet more regularly virtually.
 | * Not applicable.
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| **Term** | * Not applicable.
 | * 1 year initially, then half the Board renewed every year after that (so half the Board would serve 2 years).
 | * Not applicable.
 | * Not applicable.
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