

Board of Directors Meeting Minutes

June 17, 2020 | 08:00 am - 09:30 am | Virtual

Members Present

Mukelani Dimba, Board Chair
Laura Gorrie, Secretary/Treasurer
Maria Baron, Member
Aidan Eyakuze, Member
Stefano Pizzicannella, Member
Sanjay Pradhan, CEO (*ex officio*)

Staff Present

Kate Lasso, CFOO
Judith McCormack, Director of Finance
Enrico Campos, Operations Associate

Guests

Alison Albrecht, Gelman, Rosenberg and Freedman
Amy Boland, Gelman, Rosenberg and Freedman

1. Opening Remarks and Presentation of Findings from 2019 OGP Secretariat Audit

Mukelani opened the meeting at 8:05 am (Eastern Standard Time) with a brief overview of the agenda and opened the floor for any changes to the agenda, there were none.

Mukelani then introduced Alison Albrecht and Amy Boland from Gelman, Rosenberg and Freedman to present OGP Secretariat's 2019 consolidated financial statements and management comments. The independent auditors noted that they had no specific suggestions as a result of the 2019 audit, and underscored to the Board that the financial management of the OGP Secretariat has been impressive, especially for a young organization. The auditors noted that the 2018 recommendations had all been addressed and cleared in 2019 as well.

- **Decision Item:** *Following a question and answer session with the auditors, Mukelani asked for a motion to approve the 2019 OGP Secretariat audit. The motion was made by Aidan and seconded by Maria. As next steps, the independent auditors will prepare the 990 tax form which will be presented to the Board of Directors prior to its submission to the IRS.*

2. Approval of Minutes from April 2020 Meeting

Mukelani then referred the Board members to the minutes from the April 2, 2020 meeting that they had received as part of the pre-meeting packet, asking if there were any corrections or changes that needed to be made to the minutes. There were none.

- **Decision Item:** *Mukelani asked for a motion to approve the minutes from the April 2, 2020 meeting. The motion was made by Maria and seconded by Laura and Aidan and approved by the Board with no corrections or changes.*

3. Organizational Updates from CEO

Mukelani invited Sanjay to provide a brief update on OGP's response to the ongoing protests in the United States and the Open Response, Open Recovery (OR+OR) campaign.

- a. The protests in the US have resonated deeply among OGP staff and this - combined with the egregious and global nature of the problem and OGP's priority on inclusion - led the OGP CEO to issue a statement. In instances of such

egregious problems where an immediate complaint or response from the OGP community is not possible, the Articles of Governance¹ allow for the CEO to issue a statement on behalf of the entire Partnership. The OGP statement on racism and injustice can be found [here](#).

- b. OGP is currently working with specific countries to help make their recovery processes more open and transparent - with particular focus on government stimulus programs - as part of its [OR+OR campaign](#).
- c. Board members expressed interest in figuring out how to streamline important communications across all of OGP's organizational governance bodies.

4. Revised 2020 OGP Secretariat Budget

Mukelani invited Kate to present the revised 2020 OGP Secretariat Budget. The main points highlighted by Kate were:

- The revised figure for 2020 income is \$11.63 million, nearly a \$1 million (8%) income reduction, and a revised 2020 expenditures budget of \$11.04 million with a final estimated reserves balance of \$3.76 million, representing an increase from three to approximately four months of cash reserves. The decrease in estimated country contributions was slightly offset by the PPP forgivable loan that OGP received from the U.S. Small Business Administration. Reductions in expenses were primarily in the areas of travel and events, as well as the professional services category.
- **Country Contributions:** Although this report demonstrates a successful 2020 financial position, given the financial uncertainty that the world faces over the next few years, Kate stressed that it is crucial to raise as much in core funds as possible in anticipation of potentially declining revenue in future years. This is why country contributions are such an important component of OGP's income stream and for this reason, the GL subcommittee held a meeting on June 4, attended by Mukelani as Board Chair and Maria Baron as incoming civil society co-chair and current Board member. From the June 4th GL meeting, it was agreed that a joint SC-Board of Directors letter be sent to all OGP countries reinforcing the value proposition of OGP membership, and linking the importance of country contributions to the ability for OGP to provide services to all members. The agreed next steps on this are as follows:
 - SU will share a first draft of the suggested letter for GL review, to be signed by the Board and the SC as governing bodies.
 - SU will work bilaterally with Steering Committee members that are willing and able to engage in peer-to-peer outreach to help secure country contributions.

Mukelani then opened the floor for Board discussion. The Board noted that the pivot of the budget towards supporting activities of the OR+OR campaign was a well-calculated move that highlights OGP's relevance amidst the COVID-19 pandemic. The Board also agreed with the conservative approach in terms of revenue and minimizing expenses, and particularly urged the OGP Support Unit to keep a close eye on staff salaries since this will be part of the budget that will be the most difficult to adjust.

¹ Under the provisions of footnote 8 of the Rapid Response Mechanism.



- **Decision Item:** Mukelani asked for a motion to approve the revised 2020 OGP Secretariat budget. The motion was made by Laura and seconded by Maria, with all in agreement.

5. Review of Risk Register

Mukelani invited Kate to give a brief update on the risk register. Since the risk mitigation activities in the Geopolitical and Resource Management areas were discussed earlier in the the meeting, Kate provided an update on the actions taken since the April 2, 2020 Board meeting to address activities around People Management:

- June 29 and 30 were designated as “black out” days where staff are expected to not work, recognizing the stress staff may be experiencing.
- The OGP Support Unit has disseminated information on OGP’s employee assistance program (EAP) that offers mental health benefits, including stress-related services.
- The OGP Support Unit has disseminated a staff survey to help understand the staff needs and concerns about normalizing the eventual return to work, including working from the office and travel.

The next update on the risk register will integrate the risks identified in the initial DFID grant proposal which will be presented again to the Board at a later meeting.

6. Brief Updates and Closing

Mukelani invited Kate to provide a few brief updates:

- **Change of authorized signers on bank accounts:** OGP is in the process of securing the paperwork necessary to change bank account signatories to reflect the election of new officers on April 2, 2020.
- **OGP Secretariat :** The latest 2020 financial statements dated April 30 are [here](#).
- **OGP Europe Board Meeting:** Attached are [minutes](#) from the OGP Europe’s annual board meeting. The OGP Europe Board has reviewed and approved the 2019 annual accounts, the 2020 budget and workplan and has formed its audit committee which will consist of Laura, Judith and Kate.
- **US Payroll Protection Plan:** OGPS received a USD \$638,478 forgivable loan on May 11, 2020. The forgivable portion of the loan is to be used for the period beginning May 11. The original eight-week period for forgivable expenses was recently extended from eight weeks to twenty-four weeks. The promissory note from the SBA was addressed to and received by Kate Lasso, OGPS Chief Financial and Operations Officer. Since this amount is above Kate’s signature authority, OGPS has informed Bank of America that it should be signed by Sanjay. The promissory note was issued by the SBA, and the timeline for having a new promissory note issued was not clear. Sanjay Pradhan, OGPS Chief Executive Officer, authorized Kate to sign the promissory note, to not delay the process.
- **Board Recruitment Discussion -** The Board will need to start thinking about recruiting one more Board member once the new Steering Committee is seated effective on October 1, 2020. To engage in this process, it will be important to review the skills of current Board members.
- **Next virtual board meeting - September 2020 -** the proposal is that the next board meeting will occur after the July SC meeting. Since August is a time where many people in both the SU and the Board are on vacation, the plan for the next Board



meeting to take place in September 2020. One caveat is to account for the digital UNGA events which are also taking place in September.

Maria motioned to close the meeting which was seconded by Aidan. The Board meeting closed at 9:34 am (Eastern Standard Time).

