

Board of Directors Meeting Minutes

June 25 | 08:00 am - 09:30 am ET | Virtual

Members Present

María Baron, Board Chair
Robin Hodess, Secretary/Treasurer
Steph Muchai, Member
Sanjay Pradhan, CEO (ex officio)

OGP Staff Present

Denisse Miranda, CFOO
Judith McCormack, Director of Finance
Sandy Arce, Sr. Grants & Operations Officer

Guests

Amy Boland, GRF CPAs & Advisors
Kimberly Erb, GRF CPAs & Advisors

1. Welcome and Approval of Board Meeting Minutes (decisional item)

Maria Baron, Board Chair welcomed everyone to the meeting at 8:07am and invited members to review the meeting minutes for the March 2024 meeting. There were no suggested changes so the minutes were approved. Robin Hodess motioned to approve and Steph Muchai seconded the motion.

2. Presentation and acceptance of Findings from the FY 2023-2024 OGP Annual Audit (decisional item)

Judith McCormack introduced Amy Boland from Gelman, Rosenberg and Freedman to present the OGP's consolidated financial statements for FY 2023-2024. Amy detailed the organization's financial practices, highlighting that no new accounting policies were adopted in the past year. She also emphasized the independence of the audit firm and the absence of any difficulties encountered during the audit process. Kimberly Erb then presented the consolidated financial statements for OGP Secretariat and OGP Europe to the members of the Board. She discussed the organization's financial position, focusing on revenue recognition, asset management, and liability assessment. She confirmed no major issues were detected during the audit procedures. Amy and Kimberly also discussed the management letter which focuses on the controls of the organization, compliance with standard regulations, and OGP policies. Last year, there was a comment on suspension and debarment checks for OGP vendors. The firm followed up and management has implemented a policy and is now adequately addressed. There was also a comment around investment reconciliation (performing full year) and they were pleased to report the OGP management complied with their recommendation. Both comments were cleared for the year. The board reviewed and approved the fiscal year 2023-2024 OGP audit reports, with Steph Muchai motioning to accept it and Robin Hodess seconding the motion.

3. Updates on the OGP fiscal framework (informational item)

Judith McCormack presented an update on the OGP fiscal framework. She highlighted that the ending reserves at the end of 2024 is around 7.1 million, which is about 1.8 million above the board-approved amount and well over their 3-month reserve policy. She also noted that for the 2025-26 fiscal year, they are projecting an ending reserve of 4.2 million. Judith explained the factors that contributed to the additional 1.8 million in reserves, including better-than-projected currency conversion for grants, increased country contributions, and a large amount coming in late in the fiscal year. The OGP team emphasized the importance of maintaining a 3 to 6-month

reserve policy and the positive impact of these reserves on fundraising efforts. Additionally, the team suggested doing a more careful analysis to determine the appropriate level of reserves. The Board agreed with this approach and also agreed to ensure there is a balance of different perspectives, including those of auditors, donors, and partners.

Denisse Miranda provided an update on the organization's fundraising strategy, highlighting a new focus on intentional fundraising and donor engagement. This includes the formation of a dedicated fundraising team, prioritizing cross-team coordination, and improving donor reporting. OGP is also working on improving donor reporting and has created a program management committee for fundraising. Various grant renewals and potential new funding conversations were discussed.

4. Other Business

- A request was made to include a financial update as a standing item on all OGP Board meetings.
- Maria Baron informed the Board that after the Nairobi GL/Board meeting, Aidan Eyauze expressed interest in the CEO role and, therefore recused himself from participating in any Selection Committee discussions since then. He submitted a written recusal from the selection process on April 18 via email to the Board Chair. After careful consideration and discussion, both Maria and Aidan agreed that it would be best for Aidan to also recuse himself from all Board of Directors meetings to avoid any perception of conflict of interest even if the recruitment process was only discussed in the biweekly Selection Committee Meetings. Aidan submitted his formal recusal from the Board on June 2nd by submitting the annual Board of Directors conflict of interest declaration.

5. Written Updates

- The BoD reviews the risk register once a year to update it. The SU is updating it based on the progress made on the strategy implementation. We will circulate via email and request comments and input from the BoD to finalize this year's update. This will be tabled for the next meeting.

6. Adjournment

With no other updates, the meeting was adjourned at 9:33 am ET.