



Education Cannot Wait – Executive Committee Terms of Reference

The governing bodies of the Education Cannot Wait Fund (“the Fund”) are:

- The High-Level Steering Group (HLSG) for overall strategic guidance and leadership
- The Executive Committee (ExCom) for guidance on specific and thematic strategies, policies and decisions on allocations of funding.

These ExCom Terms of Reference are an appendix to the ECW Operational Manual and follows the structure and logic of the Operational Manual.

a. Membership and selection process

There is no fixed number of members of ExCom, which may grow to benefit from inclusion of people able and willing to bring experience, political support, strategic insight and technical expertise to the governance of ECW. All ExCom members should be senior with authority to make decisions on behalf of their institutions, and with direct access to their respective Minister / Head of Agency / Chief Executive Officer (CEO).

ExCom’s membership closely mirrors that of the HLSG. It is comprised of the following:

1. Donor Representatives: Senior representatives of those donor countries and organizations, including bilateral and multilateral partners, private sector companies and private foundations, which contribute to ECW, are welcome to join ExCom. They should be officially appointed by their respective HLSG principal in the case of HLSG member institutions, with authority to make decisions on behalf of their institutions, and with access to their respective minister / head of agency / Chief Executive Officer (CEO).
2. Country Constituency Representatives: Up to two senior representatives of governments from crisis-affected countries, nominated by their respective HLSG principal, for a two-year term, renewable once.
3. Civil Society Constituency Representatives: At least four senior representatives of CSOs, nominated by their respective HLSG principal, for a two-year term, renewable once; those representatives should include both northern and southern CSOs and at least one representative from a youth-led CSO.
4. Individual Members *ex officio*:
 - i. The ECW Director, as a non-voting member
 - ii. A senior representative nominated by the HLSG Chair
 - iii. Five senior representatives of UN agencies: OCHA, UNESCO, UNHCR, UNICEF and WFP, with flexibility to add other senior representatives of UN Agencies as partnerships develop;
 - iv. A senior representative of the World Bank
 - v. The Coordinators of the IASC Global Education Cluster
 - vi. A senior representative of GPE
 - vii. The Director of INEE

5. ExCom members should possess skills, expertise and experience relevant to ECW; be of a high level of seniority, with ready access to their HLSG principals; and contribute to the gender balance and diversity of ExCom.
6. In exceptional situations, ExCom members may nominate alternates, normally at the level of their own deputies, to attend particular ExCom meetings or events.
7. The list of institutional members of ExCom is published on the ECW website.
8. The Chair of ExCom may invite non-voting observers to ExCom meetings.

b. Chair

1. The Chair of ExCom is a voting member.
2. The Chair is at the level of senior director or corresponding level
3. The Chair is elected by a majority vote of ExCom members.
4. The Chair serves a two-year term, renewable once.
5. The Chair may be assisted by a Vice Chair.
6. The Chair is responsible for the effective functioning of the Committee, including ensuring opportunities for active participation by all members.
7. The Chair communicates regularly with the ECW Director to coordinate the respective efforts of ExCom and the Secretariat, and to prepare the agenda for ExCom meetings and calls.

c. Compensation

1. ExCom members do not receive compensation for their services and (except for members from crisis-affected countries) meet their own costs of participating in ExCom activities.
2. ExCom members from crisis-affected countries have their reasonable expenses for attendance at ExCom meetings and for participating in other ExCom activities paid or reimbursed.

d. Functions

ExCom is committed to the vision and values encapsulated in the ECW Charter (see chapter 2 of this Operational Manual). ExCom's core functions are: (i) to provide macro-level review and monitoring of operations; (ii) to provide macro-level review and monitoring of finances; (iii) to support the HLSG as required; (iv) to provide support the Secretariat on resource mobilization, operational, technical or policy issues; (v) to support capacity building and donor engagement in crisis-affected contexts through members' in-country representation and staff; and (vi) to approve certain actions and decisions. These functions are detailed below:

i. Review and monitoring of operations

ExCom reviews, monitors, clears and flags any major issues to the HLSG concerning:

1. New ECW policies, strategies, and operational modalities developed by the Secretariat for HLSG approval;
2. Risk mitigation procedures regarding the operations of ECW, the actions of the Secretariat, Fund Custodian and grantees;¹

¹ ECW uses the term 'grantee' to refer to agencies that are direct recipients of ECW funding. Grants may be made to one or occasionally more grantees. The term 'sub-grantee' refers to agencies or institutions that receive ECW funding

3. The overall progress of ECW investments against the results framework, particularly ECW's core indicators;
4. The progress, timeliness and effective execution of tasks by the ERP; 5. Participates in the review of ECW hosting arrangements

ii. Review and monitoring of finances

ExCom reviews and monitors, and flags any major issues to the HLSG concerning:

1. The results of any external or internal audits;
2. Progress towards ECW results and finances as reported in the annual results reports and official financial statements from UNICEF.
3. The Resource Mobilization Strategy supporting the ECW Strategic Plan

iii. Support to the HLSG

ExCom:

1. Supports HLSG members in their advocacy and fundraising activities;
2. Advises the HLSG on any major issues and developments relating to governance, fundraising, the use and management of ECW resources, or the investment portfolio's performance;
3. ExCom member provides updates to their HLSG member on the progress of ECW investments;
4. Makes recommendations to the HLSG on investments exceeding \$US 3 million that the Committee chooses to escalate.

iv. Support to the Secretariat on technical and policy issues

ExCom:

1. May support the Secretariat on relevant operational, strategic and policy issues, including those raised by the ERP in ERP reports;
2. Supports the Secretariat in its advocacy and resource mobilization activities;
3. Supports the Secretariat in facilitating FERs and MYRPs at country level drawing upon members' field presence where relevant.

v. Support to capacity building and donor engagement in crisis-affected contexts

ExCom:

1. May support the capacity building of ECW grantees and sub-grantees through in-country coordination structures and members' in-country staff, including in areas that contribute to quality education, such as gender equality and inclusion, protection, Mental Health and Psychosocial Support (MHPSS), nutrition and livelihoods;²
2. May support ECW with seconded advisors and specialists at headquarters and country levels;
3. Encourages alignment between ECW investments and in-country investments from other sources to ensure they are mutually supportive to achieve common goals, including in situations in which there is existing in-country sector support;
4. Supports the compilation of information on resources mobilized in-country against ECW supported programmes.

vi. Approvals

² For more details, see Appendix 6.8, *ECW Capacity Building Framework*.

from a direct grantee. The term 'implementing partners' is also used to designate sub-grantees. Sometimes the expression 'sub-grantee implementing partners' is used to avoid any ambiguity.

ExCom approves the process for carrying out certain operational and financial actions initiated and undertaken by the Secretariat under the authority delegated to the ECW Director by the HLSG. These approvals concern general operational and financial matters as well as matters related to the funding windows.

a. Approval of operational and financial actions and decisions

Based on requests from the ECW Director, ExCom approves:

1. Policies for example, relating to earmarking, due diligence, conflicts of interest, risk management and financial guidelines;
2. Strategies for specific funding mechanisms
3. The Secretariat's annual budgets and annual workplan;
4. Allocations to funding windows, as well as any mid-year adjustments to those allocations;
5. Additional earmarks to crises above designated thresholds;
6. Innovative finance mechanisms in line with the HLSG-approved Resource Mobilization strategy;
7. Non-traditional contributors deemed 'high risk' by UNICEF's and ECW's due diligence frameworks and processes.
8. The selection of ECW grantees, where UNICEF is the grantee.

b. Approval of specific actions relating to the three funding windows

Within each funding window, ExCom has specific approvals to undertake. In doing so, ExCom works in close coordination with, and provides policy advice to, the Secretariat. With MYRP and AF grants, ExCom also reviews the recommendations of the ERP.

ExCom members may suggest amendments to proposals, focused on compliance with ECW's agreed policies, procedures and operational guidance, addressed to the Secretariat focal point for the respective grant, within the timeframes set out in the respective funding window guide.

ExCom approves FER grants valued at over US\$ 3 million; all MYRP grants; and AF grants valued at over US\$ 500,000; as well as all grants in which the organization acting as Fund Custodian is included as a grantee. For details of the specific functions of ExCom in the approval of the three funding windows, see chapter 4, below and the respective guides for the FER, MYRP and AF windows (Appendices 4.1, 4.2 and 4.3).

Approval criteria for each of the funding windows are outlined in detail in chapter 4. In broad terms, however, approvals of funding decisions by ExCom should consider the following:

1. Does the proposed FER, MYRP or AF financing request align with the ECW Strategic Plan and the ECW Gender Strategy and Policy?
2. For proposals under the AF, does the proposed financing request align with the AF Strategy?
3. Is the requested funding level coherent with the allocations to the associated funding window?
4. For FER requests, has the proposal been subject to the agreed ECW Secretariat internal quality assurance processes; and has it been demonstrated that it has sufficiently met requirements, per the consolidated feedback matrix submitted by the Secretariat to ExCom with each proposal?
5. For funding requests in support of MYRPs and those under the AF, has the proposal been subject to the agreed internal (ECW Secretariat) and external (ERP) quality assurance processes; and has it been demonstrated that it has sufficiently met requirements, per the consolidated feedback matrix submitted by the Secretariat to ExCom with each proposal?

6. For all funding proposals, does ECW have sufficient funding to cover the proposed amount?

e. Working methods

1. ExCom meets quarterly – in person twice per year and by teleconference twice per year.
2. The meetings focus on operational and strategic matters and approvals.
3. Each institutional member of ExCom has one vote.
4. A quorum is a majority of all voting ExCom members.
5. ExCom uses all reasonable efforts to make decisions by consensus. If no consensus can be reached, the chair of ExCom can call for a vote, any decision of ExCom shall require a majority of institutional members present and voting.
6. ExCom members recuse themselves from decisions in which they might have a conflict of interest, for example in the approval of a MYRP, FER or AF in which they are the choice of grantee.
7. Given the need to respond quickly to new emergencies and crises, requests for ExCom approvals may be made through email and/or teleconferences and/or through non-objection with a review time of one week. ExCom may call for further discussion and then conduct non-objection votes by email.
8. Minutes are taken during each quarterly ExCom meeting or call and distributed.

ExCom may decide on a threshold, such that donor members must make a minimum contribution to ECW to obtain full voting rights