

Annex 2:

Proposed Constitutional Amendments for General Assembly (GA) Electronic Vote on Constitutional Resolution 1 to be held 1-3 June 2022

These Constitutional Amendments proposed by the GWI Board of Officers for the General Assembly's consideration are to reinforce the organisation's structural support, create a clearer context for its work, facilitate the accomplishment of its goals and provide greater transparency and accountability to the General Assembly and the membership at large, respectively.

All the below proposed Amendments are covered under Constitutional Resolution 1 for consideration and approval of the General Assembly.

Amendment: Expansion of the Board:

The size of the Board will be increased by two (2) additional Board members resulting in a total of nine (9) members. This will allow the Board to create a sharper focus on the actualization of organisational vision and for a more outcomes-based distribution of Board responsibilities and tasks. The proposed additional Board positions are of Vice President, Education and Vice President, Projects.

Rationale for Vice President, Education:

The current Board position of Vice President for Advocacy and Education will be separated into two Board positions: Vice President for Advocacy (Advocacy will continue its voluminous work to advocate for a range of women's and girls' rights) and Vice President, Education.

The proposed position of Vice President, Education will do the following:

Bring into sharper focus GWI's vision that 100% of girls and women in the world achieve education beyond primary school and have access to quality secondary and tertiary education, and training up to the highest levels

Support and advance the GWI Board's post-pandemic goal to expand the implementation of inclusive, quality and equal education, Sustainable Development Goal 4 (SDG 4), in its NFA countries

- To help interrelate the Board's work around SDG 4,
- Clarify unambivalently, for prospective members, partners, and funders, that education is a core GWI value.

Rationale for Vice President, Projects.

Within all NFAs, there is a profound need for member recruitment and retention. Discussions with NFA representatives have revealed that recruitment efforts are more productive, and members are more likely to continue their membership if they are involved in projects that serve women and girls or advance rights for women and girls. Projects are favored because they provide opportunities for members to utilize their educational backgrounds, skills, and competencies, provide tangible benefits to women and girls who are served and help promote NFAs and their members within their communities/countries.

GWI aims to help NFAs recruit and retain members through the development of meaningful mission-related projects for member engagement. Additionally, GWI's emphasis on projects is expected to increase in the accomplishment of its goal to expand SDG 4 implementation in its NFA countries.

The proposed position of Vice President, Projects will do the following:

- Develop a new dimension to GWI Board's work with the introduction of projects (in addition to Bina Roy projects).
- Attract and retain members whose preference is for participating in projects.



- Expand GWI's grassroots outreach to and interaction with vulnerable populations of women and girls and provide urgently needed tangible benefits to these populations.
- Create an additional core competency (in addition to Advocacy) that can attract important external stakeholders to GWI and its NFAs.
- Support and advance the GWI Board's post-pandemic goal to expand the implementation of inclusive, quality, and equal education (SDG 4) in its NFA countries.

Amendment: Projects Development Committee as Standing Committee:

Rationale for Projects Development Committee as standing GWI Committee:

The purpose of the Projects Development Committee is to develop and implement viable, sustainable community development, capacity building and income-generating projects addressing GWI goals. Currently the Committee meets regularly and handles all the functions of the Bina Roy Partners in Development projects. By adding the position of Vice President, Projects at the Board level, the role of this committee will need to expand to meet the needs of the Board and will require it to meet on a regular basis in order to assist the Vice President, Projects in her role. So, its proposed that the Projects Development Committee becomes a Standing GWI Committee.

Amendment: Constitute a Governance Committee:

Rationale for constituting a Governance Committee:

The purpose of the Governance Committee will be to provide additional structural support to the VP, Governance for the post-pandemic times ahead of GWI.

In the fulfillment of its purpose, in addition to recommending good governance policies which serve as guidelines for the organisation's standard of practice and accountability for Board members, this committee has two important roles.



- To provide, when needed, encouragement, problem-solving support to the board to achieve a standard of excellence in leadership and organisational management and to provide oversight for the Board’s
- performance to create transparency of this performance for the General Assembly and accountability to the membership at large.
- To assist with Board succession planning and Board transitions and the orientation of the incoming Governance Committee.

Amendment: Treasurer will only be a non-voting member on the Finance Committee (FinCom):

Rationale: In 2016, the Treasurer became the non-voting Convener/Chair of the FinCom, before she was only a non-voting member of the Committee. To ensure the CAommittee’s responsibility to oversee the Treasurer’s work and its independence, the Treasurer should not be the Convener of the Committee. The Treasurer will be the liaison between Board and FinCom.

Proposal Title	Proposed Amended Text	Original Text
<u>Proposal 1- Governance Expansion of the Board</u>	Article VI THE BOARD OF OFFICERS Clause 1 Article VI THE BOARD OF OFFICERS 1. There shall be a Board of Officers composed of the President, seven (7) Vice-Presidents , each of equal ranking, and the Treasurer of GWI, all of whom shall be elected by the triennial General Assembly for a term of office which begins immediately following the conclusion of that General Assembly and any associated GWI Conference and continues until the conclusion	Article VI THE BOARD OF OFFICERS Clause 1 There shall be a Board of Officers composed of the President, five Vice-Presidents, each of equal ranking, and the Treasurer of GWI, all of whom shall be elected by the triennial General Assembly for a term of office which begins immediately following the conclusion of that General Assembly and any associated GWI Conference and continues until the conclusion of the next General Assembly



	of the next General Assembly and any associated GWI Conference. No individual shall serve on the Board for more than two consecutive terms except to accede to the presidency	and any associated GWI Conference. No individual shall serve on the Board for more than two consecutive terms except to accede to the presidency.
<u>Proposal 2 - Governance Addition to Article VII Committees (8)</u>	There shall be the following standing committees elected at the triennial General Assembly from a slate of nominees recommended by the Nominations Committee. Their terms of reference shall be established by the Board of Officers in consultation with the respective committees: <ul style="list-style-type: none">• Education Committee• Membership Committee• Projects Development Committee	Article VII COMMITTEES (8) There shall be the following standing committees elected at the triennial General Assembly from a slate of nominees recommended by the Nominations Committee. Their terms of reference shall be established by the Board of Officers in consultation with the respective committees: <ul style="list-style-type: none">• Education Committee• Membership Committee
<u>Proposal 3 - Governance Addition to Article VII Constituting of Governance Committee with insertion of a new clause 7</u>	Constitution Article VII, clause 7 There shall be a Governance Committee	-
Clarify the role of Governance Committee	Constitution Article VII, clause 7 (1) The purpose of the Governance Committee shall	



	<p>be</p> <ul style="list-style-type: none"> • To develop governance policies and procedures • To provide oversight for the Board’s performance • To assist with Board succession planning and Board transitions <p>(2) The Governance Committee shall consist of 3-5 elected members and Vice President Legal & Governance as the non-voting member</p> <p>(3) The Governance Committee shall be elected by delegates at the triennial General Assembly from a slate of nominees recommended by the Nomination Committee</p>	
<p>Renumbering of the subsequent clauses</p>	<p>Article VII COMMITTEES</p> <p>8. There shall be a Nominations Committee.....</p> <p>-----</p> <p>-----</p> <p>14. Meetings:</p>	<p>Article VII COMMITTEES</p> <p>7. There shall be a Nominations Committee.....</p> <p>-----</p> <p>-----</p> <p>13. Meetings:</p>
<p>Clarify the role of Governance Committee</p>	<p>Article VI.3. Responsibilities of the Board of Officers:</p> <p>(2) The Board of Officers is responsible for the administration of the affairs of GWI. To this end it shall work in conjunction with the Finance Committee,</p>	<p>Article VI.3. Responsibilities of the Board of Officers:</p> <p>(2) The Board of Officers is responsible for the administration of the affairs of GWI. To this end it shall work in conjunction with the Finance Committee and with</p>



	Governance Committee and with the Executive Director, whom it shall have the power to appoint.	the Executive Director, whom it shall have the power to appoint.
Proposal 4 – Governance Treasurer will be only non- voting member of FinCom	Article VII COMMITTEES Clause 5 (1) The Finance Committee shall consist of 3 or 5 elected members and the Treasurer as the non-voting member.	Article VII COMMITTEES Clause 5 The Finance Committee shall consist of 3 or 5 elected members and the Treasurer as the non-voting Convener/Chair

Please note in the Overview Letter the informational sessions that will be held on 11 May 2022 at 06:00 AM and 18:00 PM. These sessions are being held so you can ask questions about this electronic vote.

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