Dear Members,

After consulting with the Transition Committee composed of Ian Gary (Oxfam America), Suneeta Kaimal (NRGI), Taran Diallo (PCQVP Guinea) and Cecilia Mattia (NACE, Sierra Leone) we are sharing an update on the transitional process pertaining to the PWYP International Secretariat that is currently under way. This update addresses the following questions:

1. Why is the PWYP Secretariat re-structuring?
2. Why is PWYP registering as a UK charity?
3. What will the new governance structure look like?
4. What are the transition plans?
5. What’s my role in the process?

**Why is the PWYP Secretariat re-structuring?**

As you may know, the Secretariat of the PWYP coalition has been hosted by the London office of the Open Society Foundations (OSF) since 2002. As part of its own internal restructurings, OSF asked the Secretariat to explore alternatives to this arrangement. On the recommendation of the PWYP Global Steering Committee (GSC), a consultant, Richard Bennett was recruited to explore various options which he did in discussion with Secretariat staff, the Africa Steering Committee (ASC), the GSC, key members and our host organisation. His recommendation to register as a UK charity was adopted by the GSC and ASC at the meeting in August 2014 in Washington DC.

**Why is PWYP registering as a UK charity?**

In line with the recommendations, the Secretariat has initiated a transition process that seeks to ensure its future viability and sustainability. In 2015, PWYP will be registered as a charity under UK charity law. The principal reasons for this decision are:

- PWYP has reached a level of maturity that makes registration as a charity, rather than continuation as a hosted initiative, appropriate;
- Registration will allow PWYP to effectively implement the Vision 20/20 strategy by giving PWYP the potential to respond more dynamically to the coalition members
- The UK has some of the most rigorous transparency requirements for charitable organisations, which makes it the most appropriate jurisdiction in which to register (and Practise What We Preach!)

Further details of the consultant’s findings and recommendations can be found in the minutes of the GSC/ASC meeting held in August 2014 which are available here.

**What will the new governance structure look like?**

To meet the legal obligations of registration in the UK, a governance structure needs to be set up. To facilitate and monitor this process on behalf of the global coalition, a small Transition Committee was established in August 2014 and consists of four members of the Global Steering Committee mentioned above.

A two-step process to formalise the new governance structure is proposed. The first step is a transitional phase, which will then be followed by a more permanent structure. In order to meet the requirements of UK laws, the Global Steering Committee will be re-named the Global Council, who will have as their first task to appoint a Board for the Coalition. The Global Council is due to meet in the first quarter of 2015, at which time we will need to select and approve a temporary/transitional Board.

More importantly, the individual member organisations of the Coalition will now be formalised into a body called the Global Assembly in conjunction with the current International Coalition Strategy Meeting. This is the ultimate governing and decision-making body of the Publish What You Pay Coalition, and its primary role reflects the importance of ensuring that the movement will always be led by its members. The following diagram outlines the new structure:
Global Assembly is the members, and therefore the ultimate owners/governing body (In conjunction with the International Coalition Strategy Meeting currently in Vision 20/20)

Global Council is elected by the Members and has responsibility for developing strategy and policy positions (Replaces GSC)

The Board is a combination of elected and appointed, for the right mix of ownership with the skills and knowledge for effective governance. Board has legal & financial oversight. (New body)

International Director is appointed by Board and managed by Chair of the Board (previously reported to OSF due to hosting agreement)
What are the transition plans?
In order for the new structure to become operational in 2015, and because the next Global Assembly of Members and International Coalition Strategy Meeting is only planned for 2016, we are proposing the following temporary measures:

1. That the Global Steering Committee becomes the transitional Global Council (effective immediately).
2. Nominations for the transitional Board of Trustees will be solicited from the Coalition (starting now).
3. The Transitional Global Council (i.e. the Global Steering Committee) will vet and appoint the transitional Board of Trustees at their next meeting, which is scheduled to take place in the first quarter of 2015.

This would be a temporary transitional arrangement that would enable us to meet the legal requirements of the UK registration process.

Permanent Structures
At the next International Coalition Strategy Meeting, nominations will be reviewed and official appointments will be made to both the Global Council and the Board of Trustees. This will be preceded by a consultation and nomination process involving the entire Global Assembly of Members. We would like this process to begin in the second half of 2015 to ensure a broad and diverse range of nominations.

What’s my role in the process?
We want to ensure that any concerns or issues regarding the process outlined above are communicated to the Secretariat and Steering Committee. As part of this consultation, here are some questions that you may want to consider:

1. Do you agree with the proposed governance structure and is it in line with your expectations?
2. Do you agree with the principle – in line with our theory of change on collective-decision making and collaboration - that a national coalition has one vote? And, where we have no official coalition, that there will be one vote per country where there are members?
3. Should the Global Council be composed of regional representatives only or regional representatives and representatives of international organisations/donors?
4. Should the Board of Trustees be composed of members only or of members and other external people with good governance skills? Should external people be from civil society only?
5. Do you agree with the proposed transition plans?
6. Do you know of any candidates who might be willing to be on the Board of Trustees? (If so, please ask us for the draft list of requirements for these people.)

Please meet within your National Coalitions, and use your email, Skype, telephone and other platforms, to discuss the questions above and provide us with your feedback.

Feel free to send comments directly to the International Director Marinke van Riet (mvanriet@publishwhatyoupay.org), to your National and Regional Coordinators or to the consultant, Richard Bennett (richardbennett9@googlemail.com) before 18 January 2015. If you prefer a telephone conversation to address any concerns please let us know as well. Your comments will all be considered and we look forward to hearing your views.

THANK YOU FOR YOUR PARTICIPATION AND COMMITMENT AS WE CONTINUE THE PWYP JOURNEY TOWARDS VISION 20/20!