

GGC
Meeting 40 IS
Agenda Item 5.3

GGC40/IS1
04 Apr 2024

TITLE

Submitted by Kim Picard, reviewed by Geoffroy Lamarche and George Spoelstra

SUMMARY

Executive Summary: This document provides details of a proposed GGC governance structure to address recommendations from the recent governance review and concerns discussed during GGC39 and 40 meetings.

Action to be taken: See paragraph 3

Related documents: GGC40-IS_5.3 GCC_Structure-supporting document.ppt

1. Overview/Introduction

The governance review undertaken by the GGC provides some recommendations regarding the GEBCO programme work structure (section 9). These recommendations include 1) ensure a clear cascade and linkage between the strategic objectives and the work items; 2) Consider creation of dedicated programme management board; and 3) Consider the need for a dedicated programme manager.

Following up on the last two recommendations and considering the evolution of GEBCO since the launch of Seabed 2030 and GEBCO post 2030, **the objective of this paper is to suggest a modified governance structure** for the GGC consider.

2. Background information

- The GGC is composed of a large number (16) of members, with a mix of elected positions by the parents' organisations, the Chairs of the GEBCO Sub-committees and Directors of key infrastructure and projects (Slide 1, GGC40-IS_5.3 GCC_Structure-supporting document).
- The recent governance review examined the GGC and sub-committees (Section 8, Governance review), and in particular focused on providing recommendations on the relationship and reporting map.
- While the review examined the programme work structure (section 9, Governance review), it does not directly recommend a change in the structure of the GGC.
- For the past few years, it has been noted that the GGC has not been as effective as it could be, in particular during its annual meetings. GGC members discussed various formats, but in the end, most meetings have had an overcharged agenda, which resulted in a lack of adequate action or decision being taken.

- The GGC ToR originally set the frequency of meeting to once every 2 years, but in the last years, it was found that twice/year could be better to allow for advancement of the programme of work. Overall, this search for a more adequate solution, yet not found, demonstrates the need to consider a new structure.
- The separation of executive and non-executive directors as is done for most European companies is a model that could be used to reorganise the structure of GEBCO. This business model adopts a two-tier governance structure where directors serve on one board comprised of both executive and non-executive directors. This separates those responsible for supervision from those responsible for operations. Both roles are crucial for the effective functioning of a company, as they bring diverse perspectives and skills to the decision-making processes.
- Non-executive directors focus on governance, oversight, and providing strategic guidance. They do not work in the business. They attend board and committee meetings and other special events. They are appointed based on their experience and outside-knowledge and bring a different viewpoint to board meetings.
- Executive directors work in the business and are actively involved in managing the company's operations and implementing the strategies formulated by the board.
- While GEBCO is an inter-governmental *programme*, this business model could be adapted for its governance. This would see the GGC split into Non-Exec and Exec committees (Slide 2, GGC40-IS_5.3 GCC_Structure-supporting document).
- One possible option would be to have elected members of the GGC making the Non-Executive Committee, while the sub-committees chairs, project directors and finance (IHB) would become the Exec committee (Slide 3, GGC40-IS_5.3 GCC_Structure-supporting document).
- If we want to start thinking about marrying the governance structure with the programme work structure, we would see a mix of members representing project and work packages leads (Slide 4, GGC40-IS_5.3 GCC_Structure-supporting document.ppt). This slide also presents an alternative view to the one presented in the Governance review (Slide 5, GGC40-IS_5.3 GCC_Structure-supporting document)
- Some of the questions the GGC needs to ask itself are below. Would this structure:
 - assist in clarifying the roles and responsibilities of all representatives on the GGC and ‘partners’,
 - bring a more effective governance,
 - be practical in real-life and what would it look like?
 - assist in addressing some of the governance review recommendations.
 - lead to satisfaction of all parties involved and if not, why not?

3. **Action**

The GGC is requested to:

- a. **Note** the contents of this report;
- b. **Discuss** the proposed governance structure; and
- c. **Decide** whether the GGC want to further develop the proposed governance structure and how it would operate.
- d. **Take** any other action deemed appropriate.