



Report of the Governance and Partnership Committee

ANNEX 2.2

Text proposed in italics is proposed variations. Modifications are indicated in bold

Global Fund to Fight AIDS, Tuberculosis and Malaria

Board Operating Procedures

A. PARTICIPATION

1. Board Members

Seats on the Board of The Global Fund are allocated in the By-Laws to donors, developing countries, and civil society/private sector institutions. Board Members serve as the representatives of the country, institution or constituency holding the Board Seat. Except as provided for Alternate Members below, only properly accredited Board Members have the right to vote and to participate in Board deliberations.

2. Constituency Representation

For certain groups of countries and organizations, Board seats are allocated according to constituencies, including groups of separate organizations and groups of countries. Each country and each constituency will develop its own procedures to designate its representative to the Board and the members of its delegation.

The 7 developing country seats are allocated to each of 6 World Health Organization (WHO) regions, and 1 additional from Africa). WHO itself will play no role in selecting Board Members. WHO regions are used only as a convenient way of aggregating developing nations into regional groupings.

3. Decision-making

Board decision-making will be by consensus. If on any matter of substance all practical efforts by the Board and the Chair have not led to consensus, any member of the Board with voting privileges may call for a vote. In order to pass, motions would require a two-thirds majority of those present of both: a) the group encompassing the 7 donor seats and the 2 private sector seats (the "Donor Voting Group") and b) the group encompassing the 7 developing country seats and the 2 non-governmental organization seats (the "Beneficiary Voting Group") (together, the "Voting Groups").

Decisions made by the Chair in consultation with the Vice Chair/ **and the Vice Chair**¹ between the Board meetings shall be fully reported by the Secretariat at the subsequent Board meeting. In case no consensus is reached between the Chair and the Vice Chair, the report shall also set out the issues on which the Chair and the Vice Chair have agreed and the unresolved issues.

If between Board meetings, the Chair in consultation with the **Vice Chair / and Vice Chair*** determine that a pending issue requires Board input, and the issue cannot wait until the next Board meeting, the Chair **and the Vice Chair*** may consult with Board members.

4. Alternate Members

Each holder of a Board Seat may designate an Alternate Member to serve in the event of the unavailability of the Member. The Alternate Member serving in the stead of a Board Member shall have the same rights, privileges and responsibilities as such Board Member. In cases where the Board Seat represents a constituency of more than one country or organization, the Alternate Member may be selected by the members of the constituency in any manner they choose. Alternate Members may cast votes, when replacing the Board Member.

5. Additional Delegates, Advisers, and Observers; Invited Guests

- a) In addition to the Board Member and Alternate Member, delegations may include additional delegates, advisers and/or observers, *provided, however*, that the total delegation will normally not exceed 10 persons, no more than 5 of whom shall be on the floor at any one time. In order to enhance the efficiency of Board proceedings, Board members are encouraged to limit the size of their delegations below these maximums

¹ Text in *italic and bold* replaces the term «the Chair in consultation with the Vice Chair” and will be further indicated in the text by *. All modifications concerning the authority of Chair and Vice Chair are subject to approval of Art. 20 of the Bylaws

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~~Deleted: between Board meetings. These decisions will be presented to the Board at its next meeting. The Board will review and may modify or reverse these decisions during the next Board meeting~~

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b) The Chair may invite guests (“Invited Guests”) to Board meetings at such times and for such purposes as he or she deems appropriate.

c) Alternate Members may speak during debates or cast votes, when replacing the Board Member. Only one individual from a constituency, including the Board Members/Alternate, may speak per agenda item.

Additional delegates, **other members of a delegation** and advisers shall only have the right to speak or participate directly in the deliberations of the Board when doing so at the request of and in place of the Board Member of their delegation.

d) There will be video transmission of Board proceedings to a controlled-access room occupied by the additional delegation and Secretariat members who do not have access to the main Board meeting room.

6. Notification to Secretariat

Members’ and Alternate Members’ appointments will be confirmed in writing delivered to the Secretariat at the time of such appointment, preferably at least 2 weeks prior to a scheduled Board meeting. Notification should include name, title, business address, telephone (including cell phone) and fax numbers, and e-mail address. Upon the substitution or replacement of a Board member or Alternate, similar written notification should be provided to the Secretariat as soon as possible.

7. Executive Director

The Executive Director shall attend all Board Meetings, and shall be responsible for the preparation and distribution of all materials required for the meeting, and for such other duties and responsibilities as may be assigned by the Board or the Chair.

B. FREQUENCY, NOTICE AND PREPARATION

8. Frequency.

The Board will have three regular in-person meetings per year, two to be held in Geneva and one to be held in a recipient country. The location of the recipient country will rotate appropriately between regions. The Board may change the frequency of meetings when necessary.

Meetings will generally be kept to two days in length. When deciding on the location of meetings, due consideration will be given to ensuring that delegations are not faced with any difficulties in visiting the selected country, especially as regards visa requirements.

Venue and timing of Board meetings will normally be scheduled as part of the business of the preceding meeting.

9. Emergency Board Meetings.

The Board Chair, ~~and Vice Chair*~~ will be able to call an in-person emergency Board meeting, in extraordinary circumstances only (e.g. major financial, legal and/or ethical issues, loss of confidence in leadership), and only with support of at least one-third of the members of the Board. Any Board member, or the ED, will be able to suggest the need for an emergency meeting to the Board Chair, ~~and the Vice Chair*.~~

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The Board Chair, ~~and the Vice Chair~~ will have reasonable discretion, as required under the circumstances, to change the normal procedural guidelines for Board meetings for an emergency Board meeting (e.g., provision for delegations, translation services, etc.).

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10. Notice and Documentation

Notice of the time and place of each regular meeting of the Board shall be provided to Board Members and Alternate Members at least forty (40) days in advance, by mail and/or fax and/or e-mail. Unless otherwise agreed by the Board, items for Board meetings should be submitted to the Secretariat at least 4 weeks in advance of a scheduled meeting.

An agenda with related documentation should in principle be circulated to Board members at least 3 weeks in advance of Board meetings. The Secretariat will prepare synthesized options, recommendations, and supporting rationale (maximum of ten to fifteen pages per agenda item) and distribute it three weeks in advance of the Board meeting. Items requiring decision will be clearly identified and prioritized.

11. Communication

Communication with Board members and the Secretariat may be by mail, fax or email. Board and other meetings may be held by teleconference or e-mail conference in circumstances, and subject to conditions, determined by the Chair of the meeting. Teleconference calls will be scheduled at various times to accommodate Members in various time zones.

Unless otherwise requested, the Secretariat will send all necessary documentation related to Board business directly to the designated Board Member and Alternate Member. In addition, each Board Member is

requested to designate one additional “communication focal point” authorized to receive documentation. It will be the responsibility of the Board Member, Alternate Member and/or the communication focal point to make any further distribution of documents to constituent members or other interested parties.

Board Members, Alternates and communication focal points should keep the Secretariat informed as to changes in their business address, telephone and fax numbers, and e-mail address.

C. CONDUCT OF MEETINGS

12. Languages

Materials prepared by and for the Board, including Minutes of Board meetings, shall be in English. Upon prior request of a Board Member, Board meetings will have simultaneous interpretation in any official United Nations language.

In order to cover different regional areas, the following documents of the Board will be translated into all of the official United Nations languages: the Framework Document, the Bylaws, the Board Operating Procedures, the Call for Proposals, Eligibility Criteria, Guidelines for Proposals (including application forms), Terms of Reference and Operating Procedures of the Technical Review Panel, and other policy documents produced by the Board on which potential grant applicants must rely.

Comment: Put into the Art. 15 of the By-Laws

Deleted: 12.Quorum¶¶

¶ A quorum of the Board comprises at least 50% of each of the two Voting Groups.¶

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13. Conduct of Meetings

Meetings will be conducted by the Chair ~~and in its absence by~~ the Vice-Chair, or such other person delegated ~~by the Board~~ to perform such functions.

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14. Agenda

The Secretariat and ~~the Chair~~ in consultation with the ~~Vice Chair~~ **with the Vice Chair *** will develop the Board meeting agenda, which will be approved by the Board at the beginning of each meeting.

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15. Restricted Session.

In its discretion, the Board may conduct its business in Restricted Session (Members and Alternates only).

16. Transparency

Board decisions and related documentation will be made public according to the Global Fund’s Documents Policy.

D. OFFICERS

17. Chair and Vice Chair

The voting members present shall periodically elect a Chair and Vice Chair to serve ~~two years terms~~ according to Article 12 of the Bylaws and ~~20~~ of these Rules.

²*(The voting members present shall periodically renew and/or elect a Chair and Vice Chair to serve **one year term renewable for one year** according to Article 12 of the Bylaws and 20 of these Rules).*

The Chair shall be responsible for the conduct of all meetings of the Board, and shall be the principal spokesperson for the Board. ~~While the Board Chair is presiding, his/her alternate (or any member of his/her delegation as stipulated by the Board Chair) from the Board Chair's constituency will be permitted to participate in the discussion. However, the Board Chair will retain the single vote of the constituency. The same procedure shall be followed when the Vice Chair is presiding the meeting.~~

The Chair will maintain close communications among the member of the Board between meetings, and will work closely with the Executive Director to carry out the day-to-day business of the Board.

18. Rapporteur

The Chair shall designate a member of the Board to act as the Rapporteur for each Board meeting. With the assistance of the Secretariat, the Rapporteur will be responsible for the recording and transcription of the proceedings of the meeting, the preparation, review and approval of the minutes, and such other related duties and responsibilities as may be assigned by the Chair.

19. Other Officers

The Board may elect or appoint such other officers, with such other powers and responsibilities, as it deems necessary to carry out the work of the Board.

E. ELECTION

20 Election Procedures

² text in italic is a proposed variation ; modifciations are indicated in bold and will be further indicated in the text by**

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20.0 Eligibility criteria

- a) Eligible candidates for the positions of Chair and Vice Chair must be voting members of the Foundation Board at the time of their nomination and election.
- b) In compliance with Article 12 of the Bylaws and except for any situation of vacancies contemplated in Article 20.1.c) below, each new election of Chair and Vice Chair implies alternation of the positions between the two voting groups as mentioned in Article 15 of the Bylaws. An eligible candidate must accordingly be a member of the voting group.

In compliance with Article 12 of the Bylaws, alternation of the positions between the two voting groups as mentioned in Article 15 of the Bylaws **shall occur every two years

- c) Eligible candidates may be nominated and seconded by any voting Board Member regardless of which group he/she belongs to.
- d) Eligible candidate should present the following qualities :
 - Strong leadership and diplomatic qualities
 - Ability to devote a significant portion of time to Global Fund issues
 - Sound experience in the public health/international development arena
 - Good understanding of the situation in developing countries
 - Good press and public relations skills
 - Proven experience in a management and leadership role

20.1 Term of office

- a) Chair and Vice Chair are appointed for a period of two years or until the first Board Meeting of the year of election as provided in 21.1.b) below. Thereafter they shall not be eligible for either position for a two year period.

*** (Chair and Vice Chair are appointed for a period of **one year renewable for one year period** or until the first Board Meeting of the year of election as provided in 21.1.b) below. Thereafter they shall not be eligible for either position for a two year period. **The re elected or replacing Chair and/or Vice Chair will have to be chosen within the voting groups to which the incumbent Chair and/or Vice Chair belong.***

- b) Election **and/or re election**** of Chair and Vice Chair shall take place at the first Board Foundation meeting of the year, except as provided in article 21.1.c) below.

The term of office for Chair and Vice Chair commences at the end of meeting at which they are elected.

- c) A vacancy in the office of the Chair will be filled by the Vice Chair until the next Board meeting where a new Chair will be elected for the remaining term of office. Vacancy of the Vice Chair will remain vacant until the next Board meeting where a new Vice Chair will be elected for the remaining term of office. The replacing Chair and/or Vice Chair will have to be chosen within the voting groups to which the incumbent Chair and/or Vice Chair belong.

20.2 Nomination procedure

- a) The Secretariat shall announce forthcoming elections and call for nominations **and/or candidature for re election**** at least 40 days in advance of the first concerned Foundation Board meeting of the year. **Chair and Vice Chair eligible for re election must advise the Secretariat if they do not wish to be considered for re election**.**
- b) Nominations must be received by the Secretariat and seconded by at least one other voting Member no later than 20 days prior to the election date. Candidates who have been nominated and seconded must confirm to the Secretariat that they accept the nomination.
- c) Eligible nominations received for both positions along with secondment shall be provided to the Board Members and Alternate Members at least one week before the election meeting. If no nomination has been received in time for distribution to members in accordance with these Procedures, the Chair will open the election during the concerned Foundation Board meeting.

20.3 Election procedure

- a) The Chair will take charge of the election; he/she may also invite the Rapporteur to take charge of the election. The Chair will open the election and call for Board members to second nominated candidates.
- b) The Chair will announce that the election will proceed for Chair of the Board and ask the candidate/s to leave the room. The Alternates for the constituencies of the candidate/s shall cast votes in the election itself.

If there is only one candidate for the position, the Chair will request Board members who have objections to voice them. If there are no

objections to the candidate he/she will be elected by consensus.

If there are more than one candidate for the position of the Chair or if objections have been raised, the Chair will ask the Board members to cast their votes. These votes shall be cast orally, except if the Board decides to proceed by secret ballot..

- c) The Chair will ascertain which candidates have achieved the double two third majority required by the voting procedure. If this majority is not achieved the vote will be repeated until a two-thirds majority is reached in both voting groups. After each round of voting the candidate receiving the least number of votes shall be eliminated.
If after the third round, no majority is achieved, the Chair will proceed to the election of the Vice Chair and re-open the election of the Chair after election of the Vice Chair or after the third round of votes for the election of the Vice Chair in case no majority is achieved for the Vice Chair.)
- d) After election of the Chair (or after the third round of votes for the election of the Chair as provided in Article 21.3 c) above), the candidates will be invited back into the room and the Chair will announce the results of the vote. The Chair will then announce that the election of the Vice Chair will proceed. The election of the Vice Chair will follow the same rules as for the Chair referred in Article 21.3b) and c) above.

E. COMMITTEES

21. General

The Board may establish such Committees, Working Groups, Advisory Panels and other similar groups, as it may deem necessary to carry out the business of the Board. Committees will be established with defined terms of reference and deliverables. All Committees will be reviewed at each Board meeting for decisions on continuation and /or modification. Committees will normally meet before and/or after the Board meetings, at the discretion of the committee chair and depending on their program of work.

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22. Committee Chairs

There should be a balance between chairs from developed and developing countries. There should be one chair per committee. The committee chair shall recommend a vice chair of the committee.

Committee chairs will preferably be either Board members or alternates. The Board Chair, in consultation with the Vice Chair, and the Vice Chair* will select the committee chairs and submit these names to the full Board for approval. The Board will also approve any vice chairs who are appointed by committee chairs.

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The Board Chair in consultation with the Vice Chair ~~and the Vice Chair~~* will be able to designate or replace committee chairs when necessary as, for example, when a committee chair is no longer available, or is not adequately fulfilling the role. The Board will approve the change of any committee chair.

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23. Size and Membership of Committees

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Committees will have a minimum of six and a maximum of fifteen members. The Board Chair in consultation with the Vice Chair ~~and the Vice Chair~~* and committee chair as well as the Executive Director, will propose the constituencies to be included on each committee, based on applications made by constituencies for committee seats, for full Board approval. There will be no more than one member per constituency on any single committee. Each constituency may participate in a maximum of three committees. Where demand for committee seats exceeds the maximum, priority will be given to ensuring the balance of donors, recipient countries, NGOs, private sector and foundations.

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Constituencies will designate an individual to represent them on a given committee. While it is preferable that constituencies choose Board members or alternates to serve on committees, they are free to choose any individual to represent them. While substitutes should be discouraged, committee members will be able to send substitutes as an exception without the approval of the committee chair. Only committee members (or their substitute) will attend committee meetings, unless other individuals are invited to do so by the committee chair.

24. Use of External Experts

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Expert input should be provided at the discretion of committees and in consultation with the Executive Director and may take the form of a panel of independent experts. The committee chair and vice chair, in conjunction with the ED, will then choose the panel from the list of nominations submitted by the committee. The Board will not need to approve the specific list of individuals selected. These independent experts will be subject to the agreed conflict of interest provisions.

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When Board committees have designated an expert panel, the expert panel will be able to meet with the full committee, or (at the committee's discretion) independently, with only the committee chair and/or vicechair); in either case, Board/constituency members who are not members of the committee will not attend these expert panel meetings, unless invited to do so by the committee. The committee will provide terms of reference for such panels.

F. MISCELLANEOUS

25. Certain Expense Reimbursements.

The Global Fund will pay and provide for the costs of attendance at Board and Committee meetings for Board Members and one Alternate from each developing country and NGO constituency.

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26. Conflict of Interest.

Board Members, and other covered individuals are required to adhere to the Global Fund's Conflict of Interest Policy.

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27. Disputed Board Seats

Disputes regarding entitlement to a Board seat should in the first instance be resolved by members of the constituency entitled to the Board seat. If the matter has still not been resolved, it may be settled by action of the Board. In the event of a tie, lot shall resolve the dispute.

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28. Amendments

These Operating Procedures may be amended at any time by action of the Board.

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29 Entry into force

These Board Operating Procedures will enter into force after their approval by the Foundation Board and the Swiss Supervisory Authority.