

Strengthening the
efficiency, effectiveness,
and impact of the
Partnership Board



22nd Partnership Board meeting – Kuala Lumpur

8 November 2012

EXECUTIVE SUMMARY

At the 21st board meeting in January 2012 in Bangkok, the Stop TB Partnership Board held a governance retreat to discuss challenges constraining its impact and effectiveness. Board members at the retreat raised concerns that the board was not having the right level of strategic discussions and that its decisions were not having a great enough impact on TB.

A Steering Committee, comprised of the Executive Committee and sub-Committee on Governance, Performance & Finance, was tasked with reviewing all aspects of governance including the role of the board, the overall structure (including committees), composition, and requisite skill-sets and capabilities.

This paper lays out the Steering Committee governance recommendations to reconstitute and streamline the Stop TB Partnership Board to improve its efficiency, effectiveness, and overall impact on TB.

The recommendations can be broadly summarized as follows:

- a. **Board role** – Defined the role of the board in relation to the Partnership and global TB community and to the Secretariat
- b. **Board model** – Modified the current constituency based board model by clarifying the role of the Executive Committee and adding a new Finance Committee
- c. **Board composition** – Identified the skills and experience required on the Board and reduced the number of members from 35 to 27-29 by streamlining country and regional seats as well as Working Group seats and clarifying fixed and rotating seats
- d. **Board member selection** – Determined processes for selection of fixed and rotating seats to ensure a high level of board ownership and accountability, and selection of the most strategic and engaged members
- e. **Board committees** – Clarified the role, expectations, and membership of the Executive Committee and defined the role and membership of a new Finance Committee
- f. **Board meetings** – Considered the resource constraints facing the Partnership Secretariat and recommended reducing in-person board meetings to once per year until the financial situation improves

Recognizing that there will be a transition period from the current governance structure to new structure, the incoming interim Board Chair, Dr. Amy Bloom of USAID, is requested to oversee and lead this process supported by the Steering Committee.

The current Partnership board will be maintained in principle until the first meeting of the reconstituted board in June or July 2013. However, there will be limited decision-making requested given its transition status, and the board will only be requested to make decisions of utmost urgency to the Partnership or those of a significant financial nature to be brought to the board.

I. CONTEXT

At the 21st board meeting in January 2012 in Bangkok, the Stop TB Partnership Board held a governance retreat to discuss challenges constraining its impact and effectiveness. Board members at the retreat raised concerns that the board was not having the right level of strategic discussions and that its decisions were not having a great enough impact on TB towards the achievement of the Global Plan to Stop TB.

The Partnership Board agreed to comprehensively review its governance structure and bring recommendations to the 22nd board meeting related to:

- The **overall governance structure** including the role and purpose of the Executive Committee and considerations of other board committees
- The **composition of the Board** with the principle of streamlining the Board structure and strengthening the constituency based model
- The **skill-sets, capabilities, and experiences required on the Board and its committees**, including TORs for those positions

Following the board meeting, a Steering Committee was formed to implement the board decision comprising of the members of the Executive Committee, the sub-Committee on Governance, Performance, and Finance, and the donors sponsoring the strategy development and governance process.¹ This group of 12 members represents nearly a third of the current board and a diverse range of stakeholders.

The Steering Committee has met in person three times since June 2012 including two two-day workshops, held seven teleconferences, and had extensive email discussions to develop recommendations for both the Operational Strategy and governance. An external consultancy, McKinsey & Company, supported the Steering Committee and Secretariat to review the governance structure and provide options for improvement. The methodology included interviewing board stakeholders, benchmarking peer organizations, and identifying public and private sector governance best practices.

This paper represents the outputs of those discussions, and the Steering Committee's recommendations to the Partnership Board on a package of governance reforms aimed at improving the efficiency, effectiveness, and overall impact of the board.

A decision point is presented for the Board's approval to reconstitute and streamline the Board.

Additionally, a transition plan and timeline for implementation are included with the objective of transitioning to the refined governance model by no later than July 2013.

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II. GOVERNANCE CHALLENGES

Interviews with over 35 board stakeholders and peer organizations identified the main strengths of the Partnership Board as well as the areas of challenge that need to be addressed to improve the function of the board to better support the overall mission of the Partnership.

Board members agree that the critical strength of the Partnership Board is a core group of individuals who care passionately about the Partnership's goal of stopping TB who represent the diverse range of stakeholders involved in TB control and research. There was broad agreement that, amongst these core members, achieving the goals laid out in the Global Plan to Stop TB, is a cause about which they are passionate and an area where they have extensive experience and knowledge. With a core group that is so dedicated to TB implementation and research, it is crucial to have a strong governance structure in order to best leverage the strengths and potential of its members.

A range of governance challenges were identified which reaffirmed the appropriateness of the board's decision to review the structure, composition, and capabilities of its members. These challenges encompass the roles and responsibilities of the board and executive committee, structural issues with composition, and lack of clarity in processes around agenda-setting and decision-making.

1. The role of the Partnership Board needs to be clarified in relation to the global TB community and Secretariat

Board stakeholders generally have a common understanding of the role of the board in overseeing and guiding the Partnership Secretariat and believe the main challenge is how that role is executed. However, there is ambiguity concerning the role of the Partnership Board in relation to the broader global TB community.

- *“It is not clearly articulated what the Board should be doing.” – Board member*
- *“The role of the board is not clear and the Board cannot function as a true board until that is set.” – Board member*

Board members stressed the importance of appreciating that the Board is a strategic rather than a technical body. The Board should be addressing higher level, strategic issues but many felt that it is often instead focused on playing the role of a technical expert resulting from its composition that is heavily technically biased. Members emphasized that the clear strategic role of the Board needed to be better articulated to ensure that it was addressing the right issues to make more effective decisions to impact TB, particularly over the next three years towards the achievement of Global Plan goals.

2. Board composition should be streamlined to ensure more balanced and strategic representation

The Partnership Board is perceived by its members as too large to have productive, strategic discussions at its meetings. Board stakeholders identified this is largely due to a perceived imbalance of representation amongst regional/country, donor, and Working Group seats.

- **Country/regional seats:** There are six regional seats and four high-burden country seats. There is generally a lack of clarity amongst board members in how the regional seats are selected, and they are perceived to be duplicative with the high burden

country seats as the representatives of these seats tend to represent the views of their country, rather than their region. Partnership board members believe the voice of TB affected countries is critical on the board and needs to be strengthened, but the regional seat structure has an uneven level of representation.

- **Donor seats**: Stakeholders believe there should be clarity in what constitutes a donor seat and that there should be thresholds in contributions to TB overall as well as to the Partnership Secretariat. There also needs to be the opportunity to incentivize new donors to contribute and engage through the board.
- **Working group seats**: Working Groups currently comprise seven seats on the board and some stakeholders believe this large representation can contribute to overly technical discussions in the board on individual issues rather than higher-level strategic decision-making. Many members believed that the ideas of the working groups could be effectively communicated with fewer seats devoted to these members on the board and better meeting agendas where working groups identify and recommend the critical topics for the board to discuss.

3. The Executive Committee needs to strengthen oversight and performance management of the Secretariat and improve transparency on its discussions and decisions

Board members agreed that the Executive Committee is an incredibly important structure that needs to be properly leveraged. However, they also suggested that not everyone knew who sat on the Executive Committee and that communication between the Executive Committee and the rest of the Board was often lacking. More effective processes and channels of communication should be put in place to help facilitate this communication.

- *“I’m not sure that everyone knows who sits on the Executive Committee.” - Board member*
- *“The Executive Committee needs to serve as the main link between the Board and the Secretariat and should have more effective communication.”
– Board member*

The Executive Committee’s role and decision-making responsibilities needs to be explicitly outlined to enable the board to be more efficient and strengthen transparency and trust amongst the board. Board members believe there are too many procedural and administrative decisions coming to the board that could be reviewed or decided upon by the Executive Committee so that the board is focused on higher level strategic discussions. The Executive Committee is also not playing a strong enough monitoring role and going forward, needs to be the link to the board to monitor the progress against the new strategy for the Secretariat.

4. The Partnership Board needs clear criteria to outline expectations for board members and transparent constituency selection processes

The lack of clear, board owned criteria about terms of reference and expectations on participation, particularly around time commitments, leads to very different levels of engagement and participation in the Partnership board. There is a core group of board members who are perceived to be very active and contribute significant resources, both human and financial to the Partnership, whereas others may attend board meetings with limited participation.

- *“There need to be clearer guidelines for what is expected of Board members.”*
– Board member
- *“We need to ensure that the right people are appointed to the Board.”* – Board member

The method of representation selection needs to be more clearly outlined. It is not always clear which groups are being represented by board members when they engage in discussions and decisions. Consistently, board members cited the lack of transparency and consistency in constituency selection processes as an important issue. This can lead to vastly different people, at different levels and decision-making authorities, being selected to serve on the Board. While diversity is recognized as important, stakeholders want all board members to meet a certain minimum standard of experience and skill–, which could be ensured through more consistent and transparent selection processes.

5. The board needs to align on the role of Working Groups and strengthen mutual accountability between them and the board

Board members believe Working Groups are a critical Partnership mechanism, which serve as the forum for partners to engage, coordinate activities, and work toward Global Plan goals. However, they do not believe they are being used as effectively as they could be or that their tasks are focused on the highest priority activities to close Global Plan gaps.

There has been extensive discussion and analysis provided on the topic of Working Groups in the Partnership board. Interviews confirmed the following governance challenges:

- The role of working groups is not well defined. Some working groups operate as bodies which execute tasks with clear, measurable outcomes and others serve more as a forum for information
- Working groups are perceived to work in silos without a dedicated Secretariat focal point who identifies opportunities for collaboration between these groups
- The board has not provided effective feedback to the working groups on proposed scopes of work, budgets or when critical strategic issues are raised

Members feel that the technical conversations that are taking place in the working groups should be left to the working groups and that important information or recommendations should be communicated to the Board in a regular, organized way, which identifies what the board can do to address a strategic issue raised from the working group

It is critically important that channels of communication between the board and the working groups are effective and efficient.

- *“The Board needs to hear the voices of the working groups, even if they are not actually seated on the Board.”* – Board member
- *“Some people feel that we are repeating discussions that should or did take place in the working groups.”* – Board member

While the voice of Working Groups in the board is valued, many do not think the current role of the Working Group Chairs on the Partnership board is the most effective way to channel that voice. The significant proportion of working group chairs on the Board is perceived to contribute to overly-technical or siloed discussions, which can lose focus on the overarching strategic questions and challenges.

6. The Board needs clear processes around agenda-setting and decision-making to improve the efficiency of board meetings

Board members believe that meetings are not being run as efficiently as they could be identifying agendas as “complex, overloaded, and too technical”. They broadly agree that the board should be focusing on big, strategic questions, but that there is not enough time devoted to these topics during meetings.

- *“Right now things on the Board are very ad-hoc and we don’t have a framework that will help us prioritize important issues.” – Board member*
- *“We need better processes for setting the agenda and deciding what should be discussed.” – Board member*

Board meetings are perceived by many as ineffective at addressing the topics most important to the Partnership, which results in some board members taking up issues in parallel and outside the board. A lack of clearly defined processes means that Board members spend much of their time addressing administrative and procedural issues rather than important, strategic questions.

Additionally, board members do not feel that they have adequate input into the agenda before meetings begin. Stakeholders feel that the major issues are not getting teed up on the board agenda, which leads to some board members bringing up new items at meetings that are not on the agenda contributing to an overloaded day of discussion.

III. RECOMMENDATIONS

Considering these challenges, the Steering Committee met in Washington, D.C. on October 15-16 to develop recommendations to improve the Partnership’s governance structure. The Steering Committee considered lessons learned from peer organizations and public and private sector governance best practices to align on a set of recommendations to bring to the Partnership Board for discussion and decision at its 22nd board meeting in Kuala Lumpur.

The recommendations can be broadly summarized as follows:

- Board role** – Defined the role of the board in relation to the Partnership and global TB community and to the Secretariat
- Board model** – Modified the current constituency based board model by clarifying the role of the Executive Committee and adding a new Finance Committee
- Board composition** – Identified the skills and experience required on the Board and reduced the number of members from 35 to 27-29 by streamlining country and regional seats as well as Working Group seats
- Board member selection** – Determined processes for selection of fixed and rotating seats to ensure a high level of board ownership and accountability, and selection of the most strategic and engaged members
- Board committees** – Clarified the role, expectations, and membership of the Executive Committee and defined the role and membership of the new Finance Committee

- f. **Board meetings** – Considered the resource constraints facing the Partnership Secretariat and recommended reducing in-person board meetings to once per year until the financial situation improves

A. Board role

Currently, the role of the board is loosely defined as: “The Stop TB Partnership Coordinating Board provides leadership and direction, monitors the implementation of agreed policies, plans activities of the Partnership, and ensures coordination among Stop TB Partnership components.”² Interviews with board members indicated that there is confusion about what this definition means practically and that it needs to be made clearer and more explicit.

The Steering Committee recommends the role of the Partnership board to be articulated in relation to the broader Partnership and global TB community at large versus the role it plays overseeing and guiding the Secretariat.

Exhibit 1: Role of the Partnership Board



Given this role, the Steering Committee identified the key decisions the board should be taking against six governance functions: strategy, performance, financial, governance, risk and advocacy.

- Strategy
 - Approve Stop TB Partnership Strategy
 - Approve Global Plan goals and targets
 - Approve new initiatives and opportunities that may arise

² Stop TB Partnership website

- Performance
 - Approve Partnership Secretariat work-plan
 - Approve performance management system (KPIs) and monitor regularly
- Financial
 - Approve and monitor Partnership Secretariat budget
 - Approve annual audit reports and fiscal management policies
- Governance
 - Elect Board Chair and Vice-Chair
 - Recommend candidate for Executive Secretary and conduct performance reviews
 - Approve establishment and dissolution of board structures
 - Approve changes to governing framework, by-laws, rules of procedure
- Risk
 - Approve conflict of interest policies
 - Set risk strategy
- Advocacy
 - Endorse advocacy and political positions on key strategic issues

B. Board model

The existing board model is largely a constituency based board with a set of: (1) fixed seats for founding members and those organizations most actively engaged in TB; and (2) a set of rotating constituency seats. While this wide representation is considered a strength of the Board, concerns were raised as to whether a large, constituency based board hinders the decision-making ability of the board and appropriate oversight of the Secretariat.

Feedback gathered during board interviews and through Steering Committee discussions identified three potential models to address these concerns. These models are outlined in exhibit three and range across three criteria: size; constituency vs. independent seats, and the role of the Executive Committee.

Exhibit 2: Board model options considered by Steering Committee

Option	Model	Summary
<p>1 Streamlined constituency board with strengthened committees</p>		<ul style="list-style-type: none"> Board size reduced to ~29 members Governing board focuses on high level strategy and critical TB challenges Executive committee provides regular oversight of Secretariat, prepares Board meetings, and takes decisions on delegated areas New Finance Committee strengthens financial oversight
<p>2 Lean governing board</p>		<ul style="list-style-type: none"> Lean governing board of ~13 members without EC Membership aims to represent diversity of constituencies without strict guidelines on composition Finance committee strengthens financial oversight
<p>3 Independent governing board with stakeholder council</p>		<ul style="list-style-type: none"> Lean governing board comprised of independent members not representing organizations or constituencies which focuses on strong oversight and governance Constituencies are represented on stakeholder advisory board which focuses on strategy and advises board

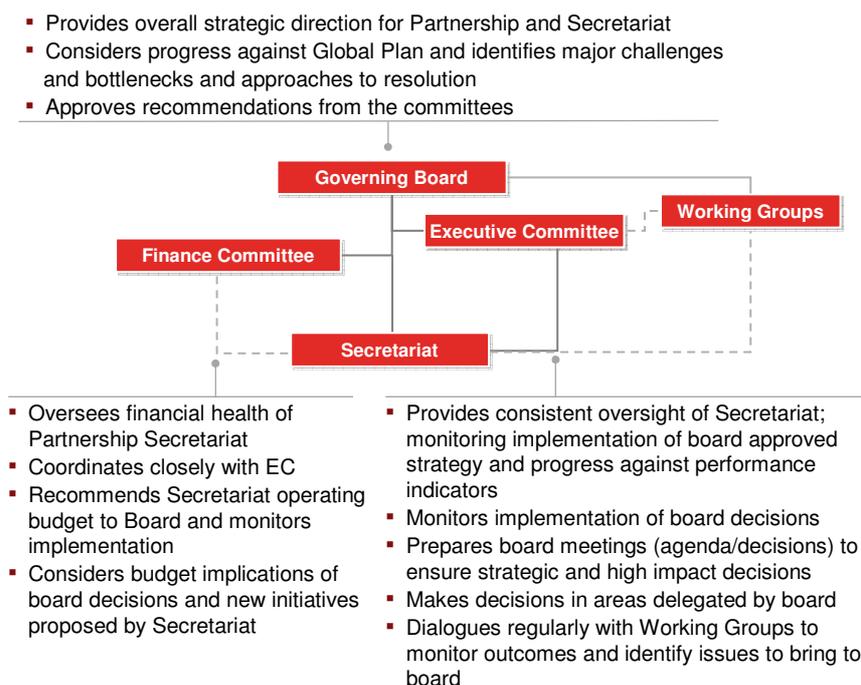
The Steering Committee identified the advantages and disadvantages to these models:

- Option 1:** The advantages were seen as strengthening the constituency based model, which provides all partners in TB with a voice, and with the least amount of disruption to the board. A new finance committee will be critical given the challenging resource situation of the Partnership Secretariat. The challenges are that the board size is still large, and it will require significant effort to recruit seats as strategically as possible and ensure that committees are effective so that the board is focused on the most strategic issues.
- Option 2:** The advantages were that a smaller number of constituencies results in only the very engaged gaining a seat on the Board, and the streamlined nature increases efficiency. An emphasis is placed on skills and experience to determine who should be on the board. The challenges are that some groups may dominate and not all constituencies may be represented. There may be limited take-up and ownership of decisions taken by the Partnership board by the broader Partnership.
- Option 3:** The advantages were seen that an independent Board would strengthen the level of decision-making, improve efficiency, and improve consistent oversight over the Secretariat. However, significant challenges were identified in moving away from a constituency based model of partner representation given Stop TB's function is based on being a partnership. There would be challenges in ownership and input to key strategic discussions, and there are significant risks to partners becoming disengaged without a voice in the Partnership's governing structure.

Given these perspectives, the Steering Committee recommended a **modified Option 1** with a streamlined and more strategic board composition. This model is dependent on a

strengthened committee structure to enhance the efficiency of the board, ensure proper governance oversight, and focus the board on the decisions that will have the biggest impact on TB. The Executive Committee will need to provide consistent oversight of Secretariat and take on greater administrative and performance management responsibilities. A new Finance Committee that coordinates closely with the Executive Committee will strengthen financial oversight and will be much needed to provide guidance given the current financial situation facing the Secretariat.

Exhibit 3: Modified constituency model with strengthened support from committees



C. Board composition

A principle of the recommended board model is to streamline the board size and be more strategic about stakeholder representation. The revised board model attempts to address challenges identified with donor seats, working groups, country/regional seats, and NGO seats.

The Steering Committee decided on a board size of between 27 and 29 seats, which is a reduction from the current 35 member model. This board model is based on the following recommendations:

■ Voting Membership

- **Regional and high-burden countries: Reduction from 10 to 6.** Currently the Partnership Board has six seats that are designated regional seats from WHO regions and four seats allocated for high burden countries. There is perceived overlap and duplication in this stratification, as well as challenges created by country-based regional representation. The Steering Committee agreed that the Partnership Board was best served by seats for countries rather than regions and to streamline the ten seats for regions/countries into six seats for countries. These seats will be determined based on the burden of disease, strategic priorities of the

Partnership, and the level of potential engagement and interest to ensure high participation.

- **Bilateral Donors: Reduction from 5 to 4.** Based on consistent feedback from board stakeholders, the Steering Committee agreed that bilateral donor seats should require a financial contribution to the Partnership Secretariat. This level of contribution will need to be determined in future. The current financial bilateral donors to the Partnership Secretariat are: USAID, CIDA, and the Netherlands/UK. Seats will be allocated to these donors (with the Netherlands and the UK sharing a seat), and one seat kept open to incentivize new donors to contribute to the Partnership Secretariat. This seat may be used for a group of smaller bi-lateral government donors to group together as a constituency, in line with the Netherlands/UK model.
- **Working Groups: Reduction from 7 to 2.** The Steering Committee did not make a recommendation on the structure of Working Groups, rather, constrained the recommendation to the issue of how Working Groups should be represented on the board. The recommendation is to reduce the current seven seats to two seats, one of which represents implementation working groups and the other of which will represent research working groups, respectively. This will enable the working groups to work as constituencies to identify the most strategic issues across implementation and research. Recognizing the important contribution Working Groups play in the Partnership, all Working Group Chairs will be invited as observers to board meetings.
- **Technical agencies: Maintain as 2 seats with a constituency of 3 organizations that rotate between them.** The current technical agencies on the board are CDC and the Union. A challenge was identified in the appropriate representation of KNCV which is also a technical agency, founding member, and one of the most active partners in TB. Over the years, KNCV has been represented across a range of seats from the STAG Chair, WHO regional representative, and now as an NGO. This governance effort presents an opportunity to classify KNCV permanently in the governance structure as a fixed technical agency representative. However, in order to not increase the seats allocated, it is recommended that KNCV, CDC, and the Union operate together as a constituency, sharing two voting seats, and developing an approach to rotation amongst these three founding members.
- **NGOs: Increase from 1 to 2.** NGOs play a very important role for the Partnership, and the Steering Committee identified concerns that only one seat largely leads to a northern NGO being represented. Introducing an additional seat will strengthen the diversity of the Partnership and a wider range of perspectives.
- **Foundations: Maintain as 1 seat.** The Steering Committee discussed whether the Foundations seat should be considered a constituency seat. However, it was noted that despite efforts to engage other foundations, there has been limited interest in participation other than that of one foundation. Therefore, the Committee recommends that the Bill & Melinda Gates Foundation continue in the Foundation seat. However, the Committee also recommends that financial contribution (to the Secretariat) parameters be set for maintenance of the Foundation seat. In the future, the seat may be modified to create a constituency seat should additional foundations express interest and provide a financial contribution to the Secretariat.
- **Multilaterals: Maintain as 4 seats, 3 fixed and 1 rotating.** The multilateral seats currently include WHO, World Bank, Global Fund, and UNAIDS. The Steering

Committee identified these as the right entities and should be maintained. However, the group noted that UNAIDS seat was initially envisioned as a UN seat which could rotate between UN agencies and that this principle should be maintained to incentivize other UN agencies to participate in the Partnership board.

- **Private sector: Maintain 1 seat.** There is a strong desire to have the private sector engaged in the Partnership board but stakeholders believe they have not yet fully realized the opportunity of the private sector on the board. One seat is recommended to be maintained with stricter guidelines about constituency processes.
- **Communities: Maintain 2 seats.** The communities voice is seen as absolutely critical to the Partnership board and no change was recommended to the number of seats for communities.
- **Open seats: Introduction of 2 seats.** The Steering Committee recognized that there may be a need to include additional voices, whether to fill skill set gaps in the board, include organizations not represented by constituencies, or to incentivize new public and private sector donors. It is not anticipated that these seats will always be filled but rather are introduced to provide the board flexibility to use a board seat as a strategic incentive for new partners or donors.

■ **Non-voting membership**

- **Board Vice-Chair: Introduce 1 non-voting seat.** To create consistency with the board decision taken in Bangkok to make the Board Chair a non-voting member of the board³, the Vice-Chair will also be a non-voting member in recognition of its neutrality status in shepherding the board to consensus.
- **UNITAID: Introduce 1 non-voting seat.** UNITAID is becoming an active TB donor, and the Steering Committee identified the importance of the UNITAID voice on the board. The seat will be non-voting to comply with WHO legal guidance which has determined that a WHO hosted partnership may not have a voting seat on another hosted partnership's board

The Steering Committee determined that a core group of ten members, who have been founding members and represent organizations most engaged in TB, should be retained as **'fixed voting seats'**, as long as they remain active in the field. These seats include the six founding members of the Partnership: WHO, the Union, KNCV, World Bank, CDC, and USAID. The remaining voting seats will be **rotating seats**, some of which are constituency-based seats.

- 9 fixed voting seats – includes 3 donors, 1 foundation, 2 technical agency seats (shared between 3 technical agencies), and 3 multilateral agencies
 - To ensure that individuals in fixed seats have the support and delegated authority of their organization, the head of the organization will be requested to provide a letter to the Partnership stating that the individual represents and speaks on behalf of the organization and has decision-making authority
- 14-16 rotating voting seats – includes 6 countries, 2 NGOs, 2 Communities, 1 Private Sector, 2 Working Groups, 1 Multilateral, and 2 Open

³ 21st Board meeting. Decision Point: 1.12-7.0

- Terms within rotating seats will be limited to three years with the option of one extension. Maximum participation will therefore be six years
- Where possible, the rotation of the seats will be staggered so there are no more than three seats rotating for one meeting. This will ensure that there is a balance maintained between continuity of board membership and new voices to the board
- Three non-voting seats – includes the Board Chair, Vice-Chair, and UNITAID
 - The Board Chair and Vice-Chair will serve as non-voting board members in recognition of their role in guiding the board and stewarding consensus in discussions and decisions. These leadership positions rotate every two years and have the possibility to be renewed for one additional term for a maximum of four years.
 - UNITAID has a non-voting board seat given its role as a TB donor. The seat is designated to the Executive Director of UNITAID. Should in future, UNITAID phase out its contributions to TB, the Executive Committee may make a recommendation to the board to discontinue the seat.

Exhibit 4: Streamlined Board model reduces seats to 27-29 from 35

	<u>Current model</u>	<u>Proposed model</u>
Voting		
Countries	10	6
Donors	5	4
Multilateral	4	4
Communities	2	2
Technical	2	2
NGOs	1	2
Foundations	1	1
Private sector	1	1
WG/STAG Chairs	8	2
Open	0	2
<hr/>		
Non-voting		
Board Chair	1	1
Vice-Chair	0	1
UNITAID	0	1
	35 members	27- 29 members

D. Board member selection

Currently, selection approaches for board members varies substantially. One challenge is that the Partnership Board does not have a clear set of guidelines on what is expected in a board member and how they should be selected.

To ensure that constituencies are identifying and selecting representatives with the ability to contribute effectively to the Partnership board, the Steering Committee developed a desired list of skills, experiences and knowledge that should be represented on the board which are listed in exhibit five. Additionally, the Steering Committee identified the time

commitment required of board members to be approximately one day per month (noting that participation in committees will be greater).

Exhibit 5: Experience, knowledge, and skills desired on the board

	Criteria	Measure
Experience	▪ Leadership	▪ Recognized leader in constituency
	▪ Track record	▪ Experience representing constituency or previous board participation
	▪ Position	▪ Influencing decision making in organization
	▪ Monitoring and evaluation	▪ Accountability
Knowledge	▪ Stop TB specific	▪ Understanding of core values and goals of partnership
	▪ Research	▪ Understanding of key research approach in successful environment
	▪ Implementation	▪ Running programs on the ground
	▪ Finance	▪ Previous CFO experience
Skills	▪ Diplomacy	▪ Facilitative and consultative approach
	▪ Management	▪ Strong management skill in diverse environment
	▪ Judgment	▪ High-level skill in complex situations
	▪ Analytical skill	▪ Acute aptitude
	▪ Advocacy	▪ Able to act as ambassador/advocate
	▪ Resourcefulness	▪ Leverage different outside skills

Recognizing that not every individual can meet all of these characteristics; it is important to think about board composition holistically. Currently, the board has no input in the selection of its members. The constituencies or fixed seats select their candidates in a process unseen by the board and without the capacity of input or approval.

The Steering Committee agreed that it was important for the constituencies and fixed seat organizations to maintain control over nominating their representatives, where appropriate. However, it is only the board who maintains a holistic view of the full composition. Therefore, it should have final approval of all candidates to ensure that the diversity of skills, experiences, and knowledge exist on the board and to increase mutual accountability amongst its members.

Recommendations were made for different selection processes based on the type of seat – constituency, country, open, and fixed seats. The Executive Committee will play an active role in reviewing nominations and considering board composition holistically. All board member seats will require an approval or endorsement from the board to enhance the ownership and accountability of the board in its members.

- **Constituency based seats (private sector, NGOs, communities, Working Groups, and 1 multilateral):** The constituencies are responsible for recommending to the board their representative. Clear guidelines delineating the expectations of board members and transparent selection processes will be developed. The constituency will own the process and present the nomination to the Executive Committee, which will review the application, discuss the roles and responsibilities of being a board member with the proposed candidate if necessary, and make the final recommendation to the Board, which has ultimate approval authority.

- **Country seats:** These seats serve a very strategic purpose as the country voice is critical to the Partnership. Countries will have the opportunity to self-nominate to indicate interest and commitment to engage with the Partnership. Other members of the Partnership Board may also nominate countries for consideration. The Executive Committee will be delegated the responsibility of managing the process, supported by the Secretariat, to review nominations and make recommendations to the Board, which has ultimate approval authority.
- **Open seats:** The open seats are available to the Partnership Board if required to fill skill-set gaps, represent organizations that are not in the constituencies, or incentivize new public or private donors. It is not expected that these seats will always be filled, but rather that they will provide the board an opportunity to include new and needed voices as easily and quickly as possible. Any member of the board may nominate a candidate for consideration to the Executive Committee. The Committee will evaluate proposed candidates and make a recommendation to the board, which will have ultimate approval authority for these seats.
- **Fixed seats:** The organizations representing fixed seats are responsible for selecting their representatives, but will be provided the TORs for board members to help guide their decisions. As the seat belongs to the organization, the head of that organization will be requested to provide a letter to the Partnership Board, which states the proposed representative speaks on behalf of the organization and has decision-making authority. The candidate will be presented to the Board for endorsement.

E. Board committees

Going forward, the Partnership Board requires a stronger committee structure to ensure that administrative and oversight tasks are overseen regularly and to enable the board to focus on the most important strategic discussions and decisions.

Executive Committee

Stakeholders agree that the Executive Committee (EC) is a critical component of the board structure. However, most believe that the EC can be leveraged further and needs to increase its transparency to the rest of the board.

The functions of the EC are largely outlined in its existing TORs and include:

- Prepare agenda and recommend decisions for Board to ensure focused discussion on high level strategic discussions that will most impact Global Plan progress
- Pre-process issues for Board consideration, including the provision of guidance to the Secretariat on the preparation of Coordinating Board meetings
- Monitor the implementation of delegated powers by the Executive Secretary and report periodically to the Board
- On the basis of delegated authority from the Board, make decisions on issues judged not to require the consideration of the full Board
- Take emergency decisions on behalf of the Board subject to ratification of such decisions by the next full meeting of the Board

- Provide guidance to and monitor the Partnership's strategic planning, work planning and budgeting processes, assess the options and make recommendations to the full Board
- Monitor, evaluate and report to the Board on the progress and outcomes of Partnership activities, (working with the Secretariat and, as necessary, with other Partnership components)

These TORs need to be appropriately implemented by the EC and monitored by the board.

The Steering Committee reviewed the composition of the EC, which today consists of the following six members: Board Chair, WHO, CDC, USAID, BMGF, and the DOTS Expansion Working Group Chair.

Going forward, the group felt the EC should be expanded to be more representative of the Board. The following principles to guide composition were recommended:

- Both the Chair and Vice-Chair of the Board should be on the EC as non-voting members, to guide the group towards consensus and chair meetings
- There should be a core group of at least six voting members to make decisions, and this group shall be based on the most active partners on the board, representing mostly fixed seats
- Flexible seats should be introduced to ensure the diversity of perspectives in the Partnership
- The EC should aim to be less than a third of the board to optimize efficiency
- There should be strict accountability requirements; if members do not participate, they will lose their membership regardless of whether they are fixed seats
- The composition and function of the EC should be reviewed annually, particularly to review the role of the flexible seats to ensure a diverse range of perspectives in the EC

Based on these principles, the Steering Committee recommended that the EC be composed of 8-10 members including the following:

- Non-voting members (2)
 - Board Chair
 - Board Vice-Chair
- Voting members (8)
 - USAID (donor)
 - CIDA (donor)
 - BMGF (foundation)
 - WHO (multilateral)
 - 1 Technical Agency seat
 - 1 Communities seat
 - 2 flexible seats that can be filled by any additional board constituency that demonstrate interest and ability to engage and participate. These seats will be prioritized for country representation

Finance Committee

Stakeholders identified a concern that the Partnership board lacks adequate financial oversight of Secretariat finances. One challenge is a perceived gap in skill sets available on the board to adequately review the annual budget and provide guidance on fiscal policies.

Public and private sector best practice indicates that a small, independent finance committee can play this role, and some of the Partnership's peer organizations such as Roll Back Malaria (RBM) and Partnership for Maternal Newborn & Child Health (PMNCH) have created board finance committees to help ensure fiscal responsibility and oversight.

A new Finance Committee (FC) will play a critical oversight and advisory role on the financial health of the Partnership Secretariat and guide the board and EC in making appropriate decisions considering financial implications. However, the FC will not be responsible for conducting audits, which are within the scope of WHO in its role as host.

In determining the composition and structure of the FC, specific guiding principles are recommended:

- The FC and EC need to work closely together. To facilitate this, some overlap in membership and coordination of meetings will be necessary
- The size of the FC should be kept as small as possible whilst enabling the Committee to fulfill its mandate
- Membership should be determined by the skills and experience necessary to fulfill the Committee's tasks

Using these guiding principles, the Steering Committee made the following recommendations on the structure and composition of the FC:

- The FC should report directly to the Board. Although close alignment between the FC and EC is necessary, the Board must maintain oversight of the FC.
- Coordination between the EC and FC is critical to the success of the new committee. To facilitate that coordination, one member of the EC will be appointed to the FC. In addition, FC and EC in person meetings will be conducted during the same time and location.
- The FC will be composed of no more than 4 members – 1 Chair and 2-3 additional members.
- The membership of the committee will be skills-based with demonstrated ability to contribute the time required for both in person meetings and teleconferences.
- Constituencies will nominate candidates for consideration to the EC, which will review and make a recommendation to the board for approval.
- The term length will be in line with the Board – three years, renewable once.

The performance of the FC will be reviewed annually to assess the effectiveness of the structure and amend as appropriate.

F. BOARD MEETINGS

The Partnership Secretariat is currently experiencing significant financial challenges, requiring extensive cut-backs to the Secretariat, influencing the availability of both staff and activity budgets.

Governance costs are a significant driver in the Secretariat's activity budget. It costs approximately USD 300,000 a year to hold two board meetings. Given this, the Steering Committee recommended reducing the number of board meetings to one each year until the financial situation of the Secretariat improves.

To ensure that all important governance responsibilities are fulfilled despite the reduction in board meetings, the EC and FC will meet in person twice each year—once in conjunction with the board and once in a separate, donor-hosted meeting. This will ensure that the Board still performs its role, but at a reduced cost to the Partnership. The two committees will meet regularly by teleconference, and agendas will be published in advance for other board members to provide input on the topics to be discussed.

Reducing the number of Board meetings will require highly efficient and well-managed meetings. To improve productivity of board meetings, the EC will handle administrative, oversight, and performance management tasks outside the general Board meeting and take ownership and responsibility for the board agenda and documentation to ensure meetings are focused on strategic issues and are a good use of all participants' time.

IV. IMPLEMENTATION AND TRANSITION APPROACH

Recognizing that there will be a transition period from the current governance structure to the refined structure, the incoming interim Board Chair, Dr. Amy Bloom of USAID, is requested to oversee and lead this process.

The current Partnership board will be maintained in principle until the first meeting of the reconstituted board in June or July 2013. However, there will be limited decision-making requested given its transition status, and only decisions of the utmost urgency to the Partnership or those of a significant financial nature will be brought to the board.

The current Steering Committee, which has overseen the Partnership Secretariat's Operational Strategy and developed the governance recommendations, is recommended to be maintained until the next board meeting to support and provide guidance to the interim Board Chair in the execution of the below transition activities.

The Secretariat, through a dedicated governance focal point, will play a critical communication role to ensure board stakeholders are aware and understand decision points, provide input when required, and are aware of key dates and processes, such as selection for new board members and constituting board committees.

The transition activities that will need to take place to move from the current governance model to the future governance model and the timeline for their execution are outlined in exhibit eight.

Exhibit 6: Transition activities and timeline for implementation

Transition	Description	Deadline
1 Develop Calendar	<ul style="list-style-type: none"> ▪ Design bi-annual board calendar to: <ul style="list-style-type: none"> – Outline agenda-setting timeline – Identify decisions required by board and deadlines for decisions – List board and committee meetings/calls 	<ul style="list-style-type: none"> ▪ 31 January
2 Revise by-laws	<ul style="list-style-type: none"> ▪ Revise Partnership by-laws and operating procedures to include: <ul style="list-style-type: none"> – Board role, composition and selection approaches, decision-making processes – TORs for Executive Committee and Finance Committee and membership requirements 	<ul style="list-style-type: none"> ▪ 28 February
3 Fill board seats	<ul style="list-style-type: none"> ▪ Launch selection processes for fixed and rotating seats: <ul style="list-style-type: none"> – For fixed seats, secure high-level organization buy-in by including letter of support that members speak on behalf of organization – For rotating seats, launch processes to ensure consistent selection amongst constituencies 	<ul style="list-style-type: none"> ▪ 30 March
4 Finalize EC/FC	<ul style="list-style-type: none"> ▪ Determine composition of the Executive Committee and Finance Committee to ensure: <ul style="list-style-type: none"> – Size and composition are designed for efficient, effective decision-making – Members have expertise in governance and fiduciary matters 	<ul style="list-style-type: none"> ▪ 31 April
5 Prepare for first meeting	<ul style="list-style-type: none"> ▪ Set clear, concise agenda for first meeting ▪ Develop board induction program for reconstituted board 	<ul style="list-style-type: none"> ▪ 15 June

Recognizing that good governance is an evolving process, the Board will incorporate an annual check in to review the implementation of these recommendations and overall governance functioning.

V. BOARD DECISION

The Board is requested to approve the following decision, which encompasses the recommendations in this paper.

The Board notes that-

A. At its 21st meeting in January 2012 in Bangkok, Thailand, the Board held a governance retreat at which board members identified challenges to its effectiveness and its impact on TB and the Global Plan goals

B. To address these challenges, the Board made a decision (1.12-7.0) to comprehensively review its governance structure with the goal of streamlining the board size and strengthening its constituency based board

C. A Steering Committee comprised of the Executive Committee and sub-Committee on Governance, Performance & Finance was formed to oversee the implementation of this decision. The recommendations put forward today are a result of extensive analysis and discussion amongst this group and are informed by the perspectives of board stakeholders

To improve its efficiency and effectiveness and to achieve greater impact in the prevention and control of TB, the Partnership Board endorses the recommendations of the Steering Committee and decides the following--

1. The Stop TB Partnership Board has a responsibility: a) to the global TB community to build awareness, facilitate consensus on strategy, and identify key strategic issues affecting TB; and b) to the Secretariat to provide oversight and guidance and to set strategic direction and approve budgets.

2. To fulfill this role, the Partnership Board will be represented by no more than 29 members, representing a mix of rotating and fixed voting seats and non-voting seats. The Board will be based on the following composition:

A. Nine fixed voting seats – includes 4 donors (USAID, CIDA, Netherlands/UK, 1 vacant seat), 1 foundation (BMGF), 2 technical agency seats (to be rotated between three founding technical agency members – KNCV, the Union, CDC), and 3 multilateral agencies (WHO, Global Fund, World Bank)

B. Between 14-16 rotating seats – includes 6 countries, 1 northern NGO, 1 southern NGO, 2 communities, 2 Working Groups, 1 private sector, 1 multilateral, and 2 open seats to be filled strategically for new partners or donors

C. Three Non-voting seats- includes the Board Chair, Board Vice-Chair, and UNITAID

3. The Partnership Board will be supported by an Executive Committee of up to 8 voting members and a Finance Committee of up to 4 voting members.

4. To implement these governance changes, the Board requests the incoming-interim Board Chair, Dr. Amy Bloom of USAID, supported by the Steering Committee which developed these recommendations, to oversee the transition process to a new governance model by no later than July 2013. This will include developing the following governance documents for board approval-

A. Revised Board By-Laws and Operating Procedures

B. Terms of Reference for Board Chair, Vice-Chair, Committee Chairs, & Board Members

C. Terms of Reference for Executive Committee and Finance committee and guidelines on other board structures (e.g. task-forces)

5. The Board commits to review the governance changes one year from implementation, no later than July 2014, to determine how effective the transition has been and make any required modifications.

APPENDIX 1: STAKEHOLDERS CONSULTED

■ Stop TB Board stakeholders

- Lucica Ditiu – Executive Secretary
- Blessie Kumar – Stop TB Partnership Board Vice - Chair
- Rifat Atun – Stop TB Partnership Board Chair
- Amy Bloom - USAID
- Cheri Vincent – USAID
- Jeremiah Chakaya – Kenya Medical Research Institute
- Lucy Chesire – TB Action Group
- Ken Castro - CDC
- Michael Kimerling - Bill & Melinda Gates Foundation
- Evan Lee - Eli Lilly and Company
- Catherine Palmier - Permanent Mission of Canada in Geneva
- Nathalie Garon – CIDA
- Melvin Spiegelman - Global Alliance for TB Drug Development
- Alessandra Varga, FIND
- Jennifer Woolley - Aeras Global TB Vaccine Foundation
- Cherise Scott – New diagnostics working group focal point
- Barbara Laughon - NIH
- Masato Mugitani – Japanese Ministry of Health Labour and Welfare
- Marcos Espinal – former Partnership Executive Secretary
- Montserrat Meiro-Lorenzo – World Bank
- Mario Raviglione – WHO
- Diana Weil – WHO
- Zuhair Hallaj – Syrian Arab Republic
- Shirley Bennett – Governance officer, Partnership Secretariat
- Peter Smalls – Bill & Melinda Gates Foundation
- Erika Arthun – Bill & Melinda Gates Foundation
- Peter Gondrie – KNCV
- Paul Delay - UNAIDS
- Debrework Zewdie – Global Fund
- Gabriel Jaramillio - Global Fund

■ Expert interviews with peer organizations

- Carole Presern – PMNCH
- Stephen Nurse-Findlay- PMNCH
- Janna Jauffret – GAIN
- Thomas Teuscher – RBM
- Martins Pavelson – RBM
- Alan Court – RBM (UN Special Envoy for Malaria office)
- Sanne Fournier-Wendes – RBM Private Sector Board member
- Debbie Adams – GAVI
- Kieran Daly- BMGF (Global Fund SII committee member)