

# Board Governance Manual

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## Introduction

The Stop TB Partnership is recognized as a unique international body with the power to align actors all over the world in the fight against tuberculosis (TB). It is a public-private partnership that is governed by a Coordinating Board that is comprised of constituencies representing the diversity of stakeholders engaged in TB.

The purpose of this governance manual is to outline the role and structure of the Stop TB Partnership Coordinating Board and the rules and procedures that guide the operations of the Board. This includes: criteria and election procedures for board leadership and membership; the roles and composition of the standing committees, Secretariat, and Working Groups; board meeting preparation and decision-making; and conflicts of interest.

### Overview of the Stop TB Partnership

In the late 1990s, there was rising concern worldwide about a dramatic upsurge of the global TB pandemic. In response to those concerns, the Stop TB Initiative was established following the meeting of the first Ad-hoc Committee on the Tuberculosis Epidemic held in London in March 1998.

In March 2000, the Stop TB Initiative produced the Amsterdam Declaration to Stop TB, which called for action from ministerial delegations of 20 countries with the highest burden of TB. That same year, the World Health Assembly (WHA) of the World Health Organization (WHO) endorsed the establishment of a Global Partnership to Stop TB and two targets to achieve by 2005: to diagnose 70% of all people with infectious TB and to cure 85% of those diagnosed.

Since 2001, the Stop TB Initiative has evolved into a broad global partnership of actors involved in TB. The Stop TB Partnership today includes nearly 1000 partners in more than 100 countries, including international and technical organizations, government programs, research and funding agencies, foundations, NGOs, civil society and community groups, and the private sector. The Partnership is a unique international body with the ability to align actors all over the world in the fight against TB. The participation of a wide range of constituencies gives the Stop TB Partnership credibility and the broad expertise needed to defeat TB.

**Vision: Our vision is a TB-free world. Our children will see TB eliminated in their lifetime.**

### Mission of the Partnership

The mission of the Stop TB Partnership is<sup>1</sup>:

- To ensure that every TB patient has access to effective diagnosis, treatment and cure.
- To stop transmission of TB.
- To reduce the inequitable social and economic toll of TB.

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<sup>1</sup> Basic Framework for the Global Partnership to Stop TB, <http://www.stoptb.org/assets/documents/about/STBBasicFramework.pdf>

- To develop and implement new preventive, diagnostic and therapeutic tools and strategies to stop TB.

## **Stop TB Partnership Structures**

The Stop TB Partnership is governed by the Coordinating Board, supported by two standing board committees, the Executive Committee and the Finance Committee.

The Stop TB Partnership Secretariat is based in Geneva and facilitates the work of the Board and overall Partnership as determined by its board approved Operational Strategy. The Secretariat is led by an Executive Secretary and is hosted by UNOPS, which provides administrative and hosting services, as it does not have its own legal status.

Stop TB Partnership Working Groups provide platforms for communication to inform and promote policies and guidelines in support of implementation of the Global Plan to Stop TB.

## **The Board**

### **1. Role of the Board**

**1.1** 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 set strategic direction, provide oversight and guidance, and approve budgets.

**1.2** To fulfill this dual role, the Board has the following specific responsibilities:

Strategic functions

**1.2.1** Provide overall strategic direction for the Partnership to address TB as a public health threat

**1.2.2** Approve the Global Plan to Stop TB, the Secretariat Operational Strategy, and the Secretariat budget

Performance and finance oversight functions

**1.2.3** Review the Secretariat annual budget against the Operational Strategy

**1.2.4** Monitor the performance of the Operational Strategy and work plan against a set of approved metrics

Governance functions

**1.2.5** Make recommendations regarding the recruitment of the Executive Secretary, conduct an annual performance assessment process, and if required, make recommendations to the host organization regarding the termination of the Executive Secretary's contract

**1.2.6** Establish the overall principles and direction for the governing, administrative, and advisory bodies of the Board and any additional Board structures (e.g. task-forces, sub-committees)

**1.2.7** Elect the Board Chair, Vice-Chair, and Finance Committee Chair through transparent selection processes

**1.2.8** Oversee the effectiveness and efficiency of the governance model, including amending the composition of the Board, creating or terminating structures, and reviewing/adjusting governance policies as necessary

Risk management and oversight functions

**1.2.9** Establish and oversee the strategy for identifying and managing risks, particularly strategic, reputational, and operational risks

External relations functions

**1.2.10** Influence other actors in the global health community to promote the TB agenda and mobilize resources for TB

**1.2.11** Provide a platform for all TB voices to be heard



do so by the Board. Further description on the Executive Committee’s specific terms of reference is found in Section 10 on page 20 of this manual.

## **2.4 Finance Committee**

The Finance Committee is a standing committee of the Partnership Board that is responsible for oversight and accountability of the financial health of the Partnership Secretariat. The Finance Committee is an advisory body that does not have decision-making authority on its own, unless the Board delegates such authority to the committee on specific topics. It is responsible for making recommendations to the Executive Committee and Partnership Board. Further description on the Finance Committee’s specific terms of reference is found in Section 11 on page 21 of this manual.

## **2.5 Working Groups**

The purpose of the Working Groups is to provide a platform for communication to inform and promote policies and guidelines in support of implementation of the Global Plan to Stop TB. Working Groups are established by the Partnership Board on topics of strategic importance on TB. Working Groups are collections of individuals from organizations with interest or expertise in a particular area of interest to the Stop TB Partnership. Further description on the Working Groups can be found in Section 13 on page 23 of this manual.

## **Board leadership**

The Board is led by a Chair and Vice-Chair who provide leadership of the Stop TB Partnership Board and represent the Partnership externally to the global health community and political and development spaces.

## **3. Roles, skills, and responsibilities**

### **3.1 Chair**

#### *Role*

- 3.1.1** Act as a principal spokesperson for the Partnership, representing the Partnership’s mission and sharing its goals with partners and external stakeholders
- 3.1.2** Convene the Board and chair board meetings, presiding over all sessions and guiding the Board through the agenda and decision-making
- 3.1.3** Advocate globally and actively fundraise for the Partnership, making new connections and utilizing existing relationships to garner awareness and funding for the Partnership’s mission
- 3.1.4** Serve in a personal capacity as an ex-officio non-voting member
- 3.1.5** Act solely in the best interests of the Partnership without having representation responsibilities vis-à-vis their constituency/organization

#### *Skills*

**3.1.6** High-profile position within country/organization, with the ability to leverage resources, influence policies, and make decisions

**3.1.7** Well-known and highly respected within the global health community generally and among TB advocates specifically

**3.1.9** Access to a broad network of current or potential advocates and donors that can be leveraged for the Partnership

**3.1.8** Demonstrated experience in global health advocacy and resource mobilization

#### *Responsibilities*

**3.1.10** Commit time to the Partnership (approximately 15 days/year)

**3.1.15** Act as a principal spokesperson on behalf of the Partnership with board members, constituencies, and to external stakeholders

**3.1.14** Chair all board meetings, to include allowing adequate time for discussion; ensuring active contributions by all members; leading deliberations toward clear decisions; and overseeing a vote if consensus is not reached

**3.1.11** Utilize existing networks within the global health community and political and development spaces to advocate for TB

**3.1.12** Identify opportunities to build new networks and develop relationships that will contribute to the Partnership's strategic and resource mobilization goals

**3.1.13** Participate in events to increase awareness of TB and raise the profile of the Partnership

## **3.2 Vice-Chair**

### *Role*

**3.2.1** Facilitate board deliberations by ensuring that the agenda is set in advance, all issues are addressed, and a diversity of opinions are heard

**3.2.2** Chair Executive Committee meetings and convene Executive Committee on monthly calls

**3.2.3** Serve in a personal capacity as an ex-officio non-voting member

**3.2.4** Act solely in best interests of the Partnership without having representation responsibilities vis-à-vis their constituency/organization

### *Skills*

**3.2.5** Ability to solicit input from a wide range of stakeholders and ensure that input is included in board discussions

**3.2.6** Ability to lead and manage a diverse group of people, ensuring that open communication is maintained and all voices are heard

**3.2.7** Possession of excellent communication skills and a history of written and spoken communication related to global health

**3.2.8** Ability to work effectively with the Finance Committee, to include an understanding of basic financial principles

**3.2.9** History of involvement with the Partnership and knowledge of the Partnership's history, goals, and policies

**3.2.10** Experience in governance (e.g., leadership role within other partnerships/governing boards)

#### *Responsibilities*

**3.2.11** Commit time to the Partnership (approximately 20 days/year)

**3.2.12** Work with the Board and the Secretariat to set agendas for board meetings

**3.2.13** Work with the Executive Committee and the Secretariat to set agendas for monthly Executive Committee calls

**3.2.14** Chair all Executive Committee calls, to include allowing adequate time for discussion; ensuring active contributions by all members; leading deliberations toward clear decisions; and overseeing a vote if consensus is not reached

**3.2.15** Ensure that the performance of the Executive Director is reviewed bi-annually (working with the Executive Committee)

**3.2.16** Ensure the performance of the Board is reviewed regularly and oversee the implementation of any recommendations aimed at improving board performance

## 4. Election procedures for Board Chair and Vice-Chair

### 4.1 Eligibility

Candidates for Board Chair may be sitting board members, represent an organization in the Stop TB Partnership directory, or have relevant experience working outside of the Partnership.

Candidates for Vice-Chair must have at least one year of experience on the Board and/or significant governance experience in another global health board in order to be eligible.

Any board member with voting privileges may nominate candidates for either position. Candidates are considered eligible for election when they have received a nomination and their nominations have been seconded by another voting board member.

### 4.2 Selection of candidates

The Board Chair and Vice-Chair are elected by the Board following an open call for nominations and a review by an independent task force, specifically set up for this purpose by Board, who is responsible for screening nominations and submitting a short list of candidates for the Board's consideration.

**4.2.1 Independent taskforce establishment:** At least six months in advance of an impending leadership position vacancy, the Executive Committee will make a recommendation to the Board of an independent, time-limited taskforce to oversee the nomination process. The rationale for setting up an independent taskforce for the Board leadership selection is to ensure greater ownership from the full board and to provide checks and balances to the Executive Committee, recognizing that it is likely that Vice-Chair candidates may be Executive Committee members. The task force will include a total of five members including: two members of the Executive Committee; one member from a fixed board seat who is not a member of the Executive Committee; and two other board members from rotating board seats. The taskforce will be established through a board decision, either in person or electronically. The independent task force will meet during the nomination period to review the TORs, provide guidance for the call including desired profile for the Board Chair, and set the timeline.

**4.2.2 Nomination period:** After selecting the members of the independent task force, the Board will issue a call for nominations, facilitated by the Secretariat. Candidates may self-nominate or be nominated by any board member with voting privileges, and nominations require a second by another voting board member. In addition to the nomination form, candidates will submit a statement of interest demonstrating their willingness to fulfill the outlined responsibilities and a statement of commitment from their home organization or country demonstrating their ability to commit the required time to the Partnership. Additionally, applicants for the Vice-Chair position

must submit a CV detailing their experience with the Partnership Board as well as any additional relevant experience in governance.

The period for nominations will last a minimum of four weeks, at the end of which the Secretariat will screen the nominees to ensure that applications are complete and that nominees meet the basic qualifications outlined in section 3 of this manual.

Once the Secretariat has screened all submitted nominations, the independent taskforce will review the screened nominees and recommend at most two individuals for each position to the Board based on the terms of reference for Board Chair and Vice-Chair in section 3 of this manual. The taskforce will communicate its decisions and rationale to the Board through the Secretariat.

### **4.3 Election procedures**

Once the taskforce has narrowed the candidate pool to at most two individuals for each position, the Secretariat will schedule an open conference call where the Board will have the opportunity to ask questions of the candidates regarding their experiences, platforms, and goals for the Partnership. The purpose of this call is to provide equal opportunity to candidates to present their position statements and to increase the awareness of the candidates amongst the Board. A member of the independent taskforce will facilitate this call. The Secretariat will record the minutes of the conference call and send them to the full Board for review.

Following the conference call and the distribution of the minutes, the Secretariat will provide all board members with a link to an online voting platform via email. The voting platform will be open for two weeks and will allow each board member to select only one candidate for each of the positions. The candidates winning the most votes will be selected for the leadership positions. In the event of a tie, the top two candidates' names will be entered into a special, two-day run-off election on the same online voting platform. If there is still a tie at the end of this run-off election, the Executive Committee will hold a special session to select the next Board Chair or Vice-Chair.

The selected candidates will be officially elected as the next Board Chair and Vice-Chair at an in-person board decision at the following Coordinating Board meeting, should that meeting be within two months of the election. However, in the event of a longer period before the next board meeting or a staggered election due to the need to replace positions before terms are completed, an electronic decision may be used.

### **4.4 Transition**

After the new leadership has been selected and before the next scheduled board meeting, the old and new leadership team will meet in person or via teleconference to transition. The agenda for this meeting is at the discretion of the new leadership team but should include, at a minimum, a discussion

of best practices and goals for the future and a leadership training program. The Secretariat will facilitate this process.

#### **4.5 Term of office**

The term of office for the Chair and Vice-Chair is three years, renewable once. If a Chair or Vice-Chair leaves office before the end of the three-year term, for any reason, then the Executive Committee will recommend a replacement for Board approval to serve out the remaining term of his or her predecessor. The Chair and Vice-Chair do not serve as representatives of particular organizations, countries, or constituencies, and are not required to hold any particular position outside of the Partnership in order to continue serving in their capacity as Chair or Vice-Chair. If, however, the status or position of either the Chair or Vice-Chair changes in such a way as to call their ability to carry out the duties of their position into question, then the Executive Committee will determine whether or not it serves the Partnership to have that individual continue serving in a leadership position. If the Executive Committee determines that a new Chair or Vice-Chair is required, then the Executive Committee will recommend a replacement for Board approval to serve out the remaining term of his or her predecessor.

### **Board Membership**

#### **5. Composition**

**5.1** There are up to 29 seats on the Partnership Board. Seats on the Board are allocated to representatives as follows (constituency seats are designated with a \*):

Rotating Seats:

- TB affected communities\* (two)
- Developing country NGO\* (one)
- Developed country NGO\* (one)
- Private sector\* (one)
- Research Working Groups\* (one)
- Implementation Working Groups\* (one)
- TB affected countries (six)
- Open (two)

Fixed Seats:

- Donor (three: USAID, GAC, Netherlands/UK)
- Foundation (one: BMGF)
- Technical Agencies (two seats shared amongst CDC, the Union, and KNCV)

- Multilateral (four: Global Fund, WHO, World Bank, UNAIDS<sup>2</sup>)

Non-Voting Seats:

- Board Chair
- Vice-Chair
- UNITAID<sup>3</sup>
- UNOPS<sup>4</sup>

## **6. Roles and responsibilities**

### **6.1 Criteria for all board members**

Board members serve in their capacity for three years, with the term renewable once. They are expected to commit time (non-remunerated) of approximately 10 - 12 days per year and attend all board meetings.

Additionally, they are expected to fulfill the following responsibilities:

**6.1.1** Read documents, gain an understanding of all issues, and obtain input from their constituency/organization prior to board deliberations (meetings, teleconferences, email communication)

**6.1.2** Participate fully in board meetings and discussions, communicating constituency/organization views and reporting key issues back to the constituency/organization after board meetings, including implications for the constituency/organization

**6.1.3** Act as an advocate on behalf of the Partnership within the constituency/organization and to external stakeholders and actively fundraise for the Partnership, making new connections and utilizing existing relationships to garner awareness and funding for the Partnership's mission

In order to fulfill these responsibilities, board members are expected to have the following skills:

**6.1.4** In-depth understanding of and personal commitment to the Partnership principles, core values and mission

**6.1.5** Facilitative and consultative approach—diplomatic with policy and strategic skills

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<sup>2</sup> The UNAIDS seat shall be viewed as a seat for the United Nations with the aim of broadening the representation of UN agencies who participate with the Partnership Board

<sup>3</sup> UNITAID will be provided a seat on the Stop TB Partnership Board for as long as it maintains its role as a TB donor

<sup>4</sup> UNOPS will be provided a seat on the Stop TB Partnership Board in its capacity as host organization of the Stop TB Partnership Secretariat.

**6.1.6** Access to the necessary communication infrastructure to carry out their role as board members effectively (e.g. telephone, fax, e-mail and mobile phone)

**6.1.7** Ability to work in written and spoken English (additional languages a great advantage)

Additionally, the following skills are desirable (but not required) for all board members:

**6.1.8** Recognized leader in global health with the understanding and knowledge required to help shape overall strategic direction for the Partnership

**6.1.9** In-depth knowledge of the issues around TB, international health and/or development, and development financing

**6.1.10** Strong leadership and management skills

**6.1.11** Ability to act as an ambassador/advocate and to represent the Partnership at a senior level (e.g., represents a larger viewpoint, possess decision-making authority within their organization)

**6.1.11** Experience working in a multicultural environment

**6.1.12** Experience serving in partnerships and governing bodies, and the ability and capacity to network effectively and broadly

## **6.2 Criteria for all constituency representatives**

The constituency-based seats are unique in that board members filling these seats must be especially equipped to represent a diverse set of views and have the capacity to provide leadership of their constituency. Because of the special characteristics of constituency-based seats, constituency-based board members are also expected to meet criteria for communication and representation, and be strongly committed to developing their constituency.

### *Communication*

**6.2.1** Access to necessary internet, email, and phone infrastructure

**6.2.2** Ability to work in written and spoken English

**6.2.3** Demonstrated willingness and ability to report back the results of key meetings to the broader constituency

### *Representation*

**6.2.4** Must be a senior leader of their organization (such as Executive Director) with the ability to leverage resources and make decisions

**6.2.5** Must be able to liaise with their constituency and represent their views at meetings

**6.2.6** Must be able to serve as a representative for the full constituency

**6.2.7** Must be well-respected as a leader within the constituency

### *Development*

- 6.2.8** Must be committed to developing and sustaining constituency membership
- 6.2.9** Must be committed to developing constituency processes, including developing an approach to selection that is owned and led by the constituency
- 6.2.10** Must work actively with the Secretariat to communicate with their constituencies (i.e. regular teleconferences)

## **6.3 Developed country NGO criteria**

A developed country NGO is defined as a national NGO headquartered in any of the 34 countries defined by the IMF as “advanced economies.”<sup>5</sup> Organization types under this constituency may include: faith-based organizations, community-based organizations<sup>6</sup>, health care service providers, advocacy groups, and professional associations. The specific criteria for the developed country NGO representative are as follows:

- 6.3.1** From an NGO with experience in global health
- 6.3.2** From an NGO with the capacity and willingness to mobilize resources to support Partnership initiatives
- 6.3.3** From an NGO which is recognized as a leading organization in the country in which it is based
- 6.3.4** Capacity to advocate for TB and represent the organization at a senior level; record of advocating for TB in public foray
- 6.3.5** Proven collaborative spirit, including experience working in partnerships
- 6.3.6** Commitment to strengthening country and regional Partnership activities
- 6.3.7** Experience in strategy development, governance, or oversight
- 6.3.8** Ability to represent views of a diverse constituency
- 6.3.9** Effective communicator; interested in communicating with a broad range of people in various positions
- 6.3.10** Ability to provide leadership to convene constituency (e.g., convene calls every 2-3 months)

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<sup>5</sup> The IMF lists the following 34 countries as “advanced economies:” United States, Germany, France, Italy, Spain, Netherlands, Belgium, Austria, Greece, Portugal, Finland, Ireland, Slovak Republic, Slovenia, Luxembourg, Estonia, Cyprus, Malta, Japan, United Kingdom, Canada, Korea, Australia, Taiwan Province of China, Sweden, Hong Kong SAR, Switzerland, Singapore, Czech Republic, Norway, Israel, Denmark, New Zealand, Iceland (Reference: IMF World Economic Outlook, April 2012).

<sup>6</sup> Community-based organizations that are patient-led and patient-focused are classified as part of the communities constituency

## **6.4 Developing Country NGO Criteria**

A developing country NGO is defined as a national NGO headquartered in countries defined by the IMF as “emerging/developing economies.”<sup>7</sup> Organization types under this constituency include: faith-based organizations, community-based organizations<sup>8</sup>, health care service providers, advocacy groups, and professional associations. The specific criteria for the developing country NGO representative are as follows:

- 6.4.1** From an NGO with demonstrated experience in implementing TB initiatives
- 6.4.2** Holds leadership position within the NGO
- 6.4.3** Preferably from an NGO based in a TB high-burden country
- 6.4.4** Demonstrated experience working with a national TB program
- 6.4.5** Capacity to advocate for TB and represent the organization at a senior level
- 6.4.6** Ability to represent views of a diverse constituency
- 6.4.7** Effective communication skills and ability to communicate with a broad range of people in various positions and levels
- 6.4.8** Proven collaborative spirit, including experience working in partnerships
- 6.4.9** Commitment to strengthening country and regional Partnership activities
- 6.4.10** Ability to provide leadership to convene constituency (e.g., convene calls every 2-3 months)

## **6.5 TB affected communities criteria**

The TB affected communities constituency includes individuals who have been diagnosed with or have recovered from TB, individuals who have a close personal connection (i.e. family members) with someone who has been diagnosed with TB, and individuals from patient-led organizations (i.e. CBO or advocacy organizations) or networks (i.e. Network of People affected by TB.) Community-based organizations will be treated as NGOs unless they are patient-led. The specific criteria for the communities representatives are as follows:

- 6.5.1** Be living with, or had tuberculosis
- 6.5.2** Clear understanding of issues from an affected communities perspective
- 6.5.3** Presence on national Working Groups or link to national network/program

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<sup>7</sup> All countries not listed in footnote 1

<sup>8</sup> Community-based organizations that are patient-led and patient-focused are classified as part of the communities constituency

- 6.5.4** Ability to represent views of this diverse constituency
- 6.5.5** Effective communication skills; interested in communicating with a broad range of people in various positions
- 6.5.6** Demonstrated leadership within community networks
- 6.5.7** Demonstrated capacity to work with a range of stakeholders
- 6.5.8** Access to communications technology for teleconferences and conference calls
- 6.5.9** Ability to provide leadership to convene constituency (e.g., convene calls every 2-3 months)

## **6.6 Private sector criteria**

The private sector constituency includes companies from industries that are relevant to the goals of the Stop TB Partnership, and companies with skills in development of products related to TB. Specific criteria for the private sector representative are as follows:

- 6.6.1** From a company that is relevant to the goals of Stop TB Partnership (i.e., expertise in implementation in affected countries or skills in development or delivery of products)
- 6.6.2** From a company with demonstrated commitment to global health
- 6.6.3** From a company willing to make appropriate contributions to the Board
- 6.6.4** From a company willing to make a minimum financial contribution to Secretariat
- 6.6.5** Willingness to participate in relevant Working Groups/subcommittees
- 6.6.6** Willingness and ability to attend any pre-board meetings and teleconferences
- 6.6.7** Willingness to engage diverse group of companies on key issues
- 6.6.8** Holds, or recently held senior title within their company
- 6.6.9** Ability to participate in or lead the Partnership Board's Finance Committee
- 6.6.10** Ability to provide leadership to convene constituency (e.g., convene calls every 2-3 months) and engage other companies
- 6.6.11** Free from any interest or investment (individual or corporate) in the tobacco industry

## **6.7 TB affected countries criteria**

TB affected country seat board members represent the interests and bring the perspectives of country-level TB issues to board deliberations. They are selected based on their relevance and commitment to Partnership goals and should represent diverse epidemiological conditions and geographic locations.

Specific criteria for the TB affected country seats are as follows:

**6.7.1** Be individuals with senior positions within their governments who make TB an important part of their platform, who have influence at country and global level, and who are advocates for the Partnership.

**6.7.2** Have relevant experience in global health and should be senior enough within their country to influence country, regional, and global policies and financing

**6.7.3** Ideally be a high-level individual, such as a Minister of Health, or other high-level government official or Minister of another relevant sector such as Gender Ministry, Finance Ministry, Labor Ministry, etc.

## **6.8 Working Group criteria**

The purpose of the Working Groups is to provide a platform for communication to inform and promote policies and guidelines in support of implementation of the Global Plan. The Working Groups have been broadly divided into research Working Groups (New Drugs, New Diagnostics, and New Vaccines) and implementation Working Groups (DOTS Expansion, Global Drug Resistant TB Initiative, TB/HIV, and GLI). As such, one Working Group seat will be allocated to the constituency of research Working Groups and the other to the constituency of implementation Working Groups.

## **6.9 Donor seat criteria**

Donor seat board members are required to make a minimum financial contribution of USD one million to the Partnership Secretariat to maintain their seat. Should a donor not contribute this amount, there will be a one year grace period allowed before they will be asked to step down from the Partnership board.

## **6.10 Open seat criteria**

The open seats are available to the 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. The Executive Committee has the responsibility to review and recommend candidates for these seats to the Board, and any board member may make a nomination to the Executive Committee for these seats.

## **7. Terms of office**

**7.1** The term of office for all rotating seats is three years, renewable once, in accordance with Paragraph 8. Rotating seat members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen. Fixed seats are permanently granted to one organization. However, each organization occupying a fixed seat is encouraged to consider rotating the individual representing the organization.

**7.2** A board member is deemed to have resigned if he or she misses two consecutive Board meetings, with or without communication. When deemed resignations arise, it is the responsibility of the Vice-Chair to take a final decision on the resignation and notify the board member in writing.

**7.3** Board members serve as the representatives of the particular country, organization, or constituency holding the board seat. If any sitting board member leaves the office or organization which holds the Board seat but still has the ability to authentically represent that constituency voice, the Executive Committee will determine, with the input of the broader constituency, whether or not it serves the Partnership to have that individual continue serving on the Board. Should a sitting board member change position to a different constituency, the board seat will automatically be treated as a vacant board seat.

**7.4** A vacancy in any board seat for any reason will be filled in the same manner in which the original holder of that office or position was appointed or selected. Individuals selected or appointed to fill vacant board seats will serve out the unexpired term of their predecessor, after which they will be eligible for re-appointment.

## **8. Selection processes**

**8.1** Rotating constituency seats (developing country NGOs, developed country/international NGOs, TB affected communities, private sector, and Working Groups)

Each constituency decides among itself on a transparent and documented process to select the individuals to represent the constituency. This process must be based on the following principles:

**8.1.1** Broad consultation with diverse members of the constituency

**8.1.2** Well-documented processes to ensure accountability and adherence to established procedures

**8.1.3** Transparency to all members of the constituency

**8.1.4** Commitment to select representatives who fulfill the applicable roles and responsibilities and have the required skill-sets outlined in this manual

Each constituency will provide a written description of their selection process to the Secretariat for reference which may be available to the Board for review. The Secretariat may provide support to constituencies if so requested.

## **8.2 TB affected country seats**

The country representative selection process consists of both active recruitment by the Secretariat and members of the Executive Committee, as well as an open call for nominations facilitated by the Secretariat. The objective criteria for selection includes: TB burden; incidence; TB/HIV priority; MDR-TB priority, Global Fund priority; and level of domestic investment as well as countries receiving GDF or TB REACH grants. This criteria is further complemented with further subjective criteria to determine the level of influence and commitment to the Partnership and its goals. The subjective criteria includes: historic involvement of the country on the Board; current political situation in the country; feasibility for representative to commit time to TB and travel to meetings; strategic value for the Partnership as well as whether the country aligns with specific areas of interest for the Partnership.

Using these additional subjective criteria, the Secretariat and the Executive Committee will develop a list of countries to target for active recruitment by the Secretariat and members of the Executive Committee. Active recruitment involves diplomatic approach through embassies and missions, reaching out through letters from board member organizations, as well as activation of personal networks with connections to different national and global health leaders.

In addition, the Secretariat will facilitate an open call for all countries to run parallel to the active recruitment, in order to ensure transparency and equal access to the Board. This open call gives all interested countries meeting the required skills and profiles an opportunity to apply for an open country seat.

## **8.3 Fixed Seats**

The organizations representing fixed seats are responsible for selecting their representatives, but are provided the criteria for board members outlined above to help guide their decisions. As the seat belongs to the organization, the head of that organization is requested to provide a letter to the Board, which states that the proposed representative speaks on behalf of the organization, and has decision-making authority. The candidate will be presented to the Board for endorsement.

## **8.4 Open Seats**

When there is a vacancy in either of the two open seats, 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.

## **9. Notification of representation**

Appointment of board members will be confirmed by email to the Board Chair, Vice-Chair, and Secretariat at the time of their appointment. Notification should include name, title, business address, telephone number, and email address.

## **Roles of Board Committees**

### **10. Executive Committee**

#### **10.1 Roles and responsibilities**

The Executive Committee has the following roles and responsibilities:

**10.1.1** Prepare agenda and recommend decisions for the Board to ensure focused discussion on high level strategic discussions that will ensure impact on TB

**10.1.2** Provide guidance to the Secretariat on the preparation of Coordinating Board meetings

**10.1.3** Monitor the implementation of decisions delegated to the Secretariat and report periodically to the Board

**10.1.4** On the basis of delegated authority from the Board, make decisions on issues judged not to require the consideration of the full Board

**10.1.5** Make emergency decisions on behalf of the Board when the Chair and Vice-Chair deem that regular Board decision-making procedures are unable to accommodate the nature and urgency of the required action to be taken subject to ratification of such decisions by the next meeting of the full Board

**10.1.6** 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

**10.1.7** 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)

#### **10.2 Composition**

The Executive Committee is chaired by the Board Vice-Chair and is composed of 8-10 members including the following:

Non-voting members (2):

- Board Chair<sup>9</sup>
- Board Vice-Chair

Voting members (8):

- USAID (donor)
- GAC (donor)
- Bill & Melinda Gates Foundation (foundation)
- WHO (multilateral)
- One technical agency seat (to be filled by one of the two technical agency board members, as determined collectively by CDC, the Union, and KNCV)
- One TB affected communities seat
- Two flexible seats available to rotating seats not represented on Executive Committee

### **10.3 Selection process**

Board members representing the fixed voting members of the Board will automatically be on the Executive Committee provided they are in good standing. If representatives of the fixed seats miss three consecutive Executive Committee calls or meetings without proper communication or reason, the Executive Committee will reconsider the membership of that seat. If no consensus can be reached, the Vice-Chair will make the determination.

There are two flexible seats on the Executive Committee which are available for rotating constituencies that are not represented on the Executive Committee. Every three years, the Board will consider the appointment of these two seats on the Executive Committee. Criteria will include commitment of time and ability to participate, filling skill-set gaps, and providing a different perspective that is not represented on the Executive Committee.

If there are more than two constituencies that would like to participate on the Executive Committee, the Secretariat will facilitate nominations and application process and the Vice-Chair will review nominations, interview candidates, and make a recommendation to the Board. The appointment of the two flexible seats to the Executive Committee shall be a board decision.

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<sup>9</sup> The Board Chair is represented on the Executive Committee in an ex-officio capacity through their adviser who shall represent the views of the Chair as required and keep the Chair informed of Executive Committee business

## **11. Finance Committee**

### **11.1 Roles and responsibilities**

The Finance Committee has the following roles and responsibilities:

**11.1.1** Advise the Board and the Executive Committee on financial planning and risk oversight, by providing financial review of the Secretariat's Operational Strategy and work plan against available and projected resources

**11.1.2** Oversee the Partnership Secretariat's finance unit on the preparation of the Secretariat annual budget for board approval

**11.1.3** Advise the Executive Committee on the financial implications of any proposed changes to the Operational Strategy and work-plan, including new opportunities that may arise

**11.1.4** Provide oversight of revenues and expenditures, including tracking revenue to the Partnership Secretariat from donors, monitoring delivery of grants to determine cash flow, and tracking spending against the budget

**11.1.5** Report to the Executive Committee on a bi-annual basis on the financial health of the Partnership Secretariat including; identifying changes to financing sources, areas of shortfall or surplus, and recommending re-allocation as appropriate

**11.1.6** Monitor the implementation of any audit recommendations which may arise from audits conducted by the host organization, and report on implementation to the Executive Committee

The Finance Committee is not a decision-making body. It does not audit the financials of the Partnership, create the report for the financial year end, nor compile the audit for the Partnership.

### **11.2 Composition**

The composition of the Finance Committee shall include 1 Chair and 2-3 members. Membership shall be skills-based.

The Chair of the Finance Committee shall be a board member. However, should there not be a board member with the appropriate qualifications available; the Executive Committee may expand the eligible pool of candidates to include non-board members.

The members of the Finance Committee may either be board members or nominated individuals from the constituencies of fixed and rotating board seats. Finance Committee members must have the appropriate qualifications and a written endorsement from their constituency that they have the appropriate decision-making authority and ability to represent the constituency on the committee.

Additional non-voting expert advisers may be invited to participate in committee meetings as deemed necessary by the Finance Committee.

### **11.3 Selection Process**

Constituencies will nominate candidates for the Finance Committee to the Executive Committee, which will review and make a recommendation to the Board for approval.

## **Roles of other bodies**

### **12. Secretariat**

#### **12.1 Roles and Responsibilities**

**12.1.1** The Stop TB Partnership operates through a Secretariat hosted by UNOPS in Geneva, Switzerland. The Secretariat's primary role is to facilitate the work of the Partnership through the implementation of the Board-approved Operational Strategy and other decisions. Additionally, the Secretariat will support the Board with the planning and organization of Board meeting logistics, agendas, and procedures.

#### **12.2 Executive Director**

The Executive Director is recruited by the host organization, with input from the Board through the Executive Committee. The Executive Director is accountable to the Board and the host organization and is responsible for the overall management of the Secretariat of the Stop TB Partnership. The Executive Secretary seeks guidance from the Stop TB Coordinating Board, its Executive Committee, and Partnership's Working Groups, as well as the World Health Assembly (WHA) and Executive Board (EB) resolutions. The Executive Director is responsible for the following:

- Direct production, implementation and monitoring, of a global strategic workplan for the Stop TB Partnership Secretariat, to accelerate action to control TB in support of the Stop TB Coordinating Board, the Stop TB Partners' Forum and the Stop TB Working Groups;
- Coordinate and catalyze partnership building, through mobilizing and engaging partner organizations involved in TB control and related activities;
- Direct the development of strategies, implementation, and evaluation of advocacy and communication, with emphasis on collaboration with the public and private sector, and civil society;
- Direct the development and management of the Global Drug Facility, ensuring access to quality TB drugs and new tools against TB;
- Direct and support the development of innovative initiatives to increase case detection, boost research and development, and address TB/HIV, drug-resistant TB, and other emerging TB challenges;
- Mobilize financial resources for TB control and TB Research;

- Development to finance the Global Plan to Stop TB in close collaboration with partners.

The Executive Director will attend all board meetings and Executive Committee meetings/calls and is responsible for the preparation and distribution of all materials required for each meeting/call and for such other duties or responsibilities assigned by the Board or Board Chair. The Executive Director's performance is reviewed bi-annually by the Executive Committee and is provided as an input into the host organization performance assessment process.

## **13. Working Groups**

### **13.1 Role**

The Working Groups are collections of individuals from organizations with interest or expertise in a particular area of interest to the Stop TB Partnership. The Working Groups provide a platform for communication to inform and promote policies and guidelines in support of implementation of the Global Plan to Stop TB. Working Groups are broadly divided into Research Working Groups and Implementation Working Groups.

### **13.3 Creating or dissolving Working Groups**

The Board may establish additional Working Groups as it deems necessary to carry out the business of the Board. The Board will establish terms of reference for all new Working Groups and review Working Group terms of reference as appropriate.

If a Working Group is no longer fulfilling its terms of reference, there is a low rate of participation among members, the mandate of the Working Group has been completed, or if the Board no longer feels the mandate of the Working Group is relevant to Partnership goals, the Board may dissolve the Working Group.

### **13.4 Financing principles**

The following principles guide Working Group financing from the Partnership:

**13.4.1** Working Groups will be transparent in their reporting of funding for activities that are financed under the auspices of the Partnership; for example, by providing on an annual basis to the Finance Committee all funding from sources not channeled through the Partnership Secretariat

**13.4.2** The Executive Committee will set the criteria and priorities for how Partnership Secretariat resources will be allocated to Working Groups and communicate these criteria to the Working Groups

**13.4.3** Once this criteria and priorities are set, Working Groups will submit work plan to the Partnership Secretariat for financing. The Secretariat will review and collate the information and provide to the Executive Committee to make a decision on financing as part of the Secretariat annual budget review process

**13.4.4** The Executive Committee is responsible and accountable for the decisions it makes related to Partnership Secretariat budget allocations for Working Groups

## **14. Other groups**

**14.1** The Board may establish ad-hoc committees or task forces as it deems necessary to carry out the business of the Board. Only the Board, and not the Executive or Finance committees, has the ability to establish such groups. The Board will establish specific terms of reference for all committees or task forces, or may delegate this responsibility to the Executive Committee. Terms of reference for all committees and task forces must ensure that such groups are responsible for clearly defined deliverables and are time limited.

## **Board meetings**

### **15. Calling meetings**

#### **15.1 Regular meetings**

The Board will generally meet every nine months, but may adjust the frequency of meetings as necessary.

Location and timing of board meetings will normally be determined at the preceding meeting. When deciding on the location of meetings, due consideration will be given to ensuring that board members do not face difficulty in visiting the selected country, especially with regards to visa requirements and costs. The full costs of holding a Board meeting will also be considered in choosing its location.

Notice of the time and place of each regular meeting will be provided to board members at least forty days before the meeting.

#### **15.2 Emergency meetings**

The Board Chair and Vice-Chair, acting in consultation with the Executive Committee, may call emergency board meetings to address extraordinary circumstances (e.g. major financial, legal, or ethical issues, loss of confidence in leadership.)

### **15.3 Communication**

Communication between board members and the Secretariat will normally be by email.

Unless otherwise requested, the Secretariat will send all necessary documentation related to Board business directly to the board member or their designated alternate (if applicable.) In addition, each board member may designate one additional communication focal point authorized to receive documentation. It is the responsibility of the board member, designated alternate, or communications focal point to make any further distribution of documents to members of their constituency.

Board members, alternates, and communication focal points should keep the Secretariat informed of changes to their business address, phone number, email address, and web site, as applicable.

## **16. Preparation and documentation for Board meetings**

### **16.1 Meeting agendas**

Near the end of each board meeting, the Board will discuss potential agenda items for the next meeting. Additionally, the Executive Committee and Secretariat will solicit input on what should be included in the next board meeting agenda several months in advance of the meeting. Based on this input, the Executive Committee will publish a proposed board meeting agenda twelve weeks before the board meeting to allow other board members to provide feedback or raise particular issues for consideration. Following a feedback period, the Executive Committee, in consultation with the Secretariat, will develop the board meeting agenda, which will be approved by the Board at the beginning of each meeting.

Agenda items for decision, discussion, and/or information will be clearly identified and prioritized. The Secretariat will prepare board agendas and supporting documentation—including synthesized options, recommendations, draft decisions and supporting rationale—and distribute them at least two weeks before the board meeting.

### **16.2 Language of meeting materials**

Materials prepared by or for the Board, including agendas, reports, and decision points, will be in English.

### **16.3 Cost of attending meetings**

If representatives from developing<sup>10</sup> countries and their ministerial advisors, the developing country non-governmental organization representative, the two communities representatives, or Working Group representatives from developing countries require financial assistance to attend a board meeting, they must submit a request in writing to the Partnership Secretariat no later than one month before the board meeting.

The Partnership will make all reasonable efforts, based upon the available budget, to meet the cost of attendance for these representatives to participate in the board meeting.

## **17. Conduct of meetings**

### **17.1 Conduct**

Meetings will be led by the Board Chair. The Vice-Chair may lead selected sessions when the Chair is not present or if requested by the Chair. The Board may conduct business only when a two thirds majority of board members is present.

### **17.2 Attendance**

All board members are required to attend board meetings. A board member is deemed to have resigned if he or she misses two consecutive meetings, with or without communication unless there are extenuating circumstances. When deemed resignations arise, it is the responsibility of the Vice-Chair to take a final decision on the resignation and notify the board member in writing.

If a board member is unable to attend, he or she may request, in writing, to designate an alternate to serve in his or her place. Written requests to designate alternates must be submitted to the Partnership Secretariat and Vice-Chair at least two weeks before the board meeting. Board members may only request to designate an alternate once. If a board member requires an alternate for more than one board meeting, the Executive Committee will direct their constituency or organization to replace them.

Alternate board members for fixed seats may be selected by their organizations in any manner they choose. Alternate board members for rotating constituency seats must be able to demonstrate that they have the endorsement of their constituency (e.g., by providing minutes of a constituency teleconference where the selection of an alternate was discussed).

The Board Chair or Vice-Chair, in consultation with the Secretariat, will determine whether or not to grant the request based on his or her assessment of the proposed alternate's ability to represent the constituency and contribute to the board meeting.

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<sup>10</sup> Countries defined by the IMF as "emerging/developing economies" in the IMF *World Economic Outlook*, April 2012

If the request to designate an alternate is granted, then the alternate member will have the same rights, privileges, and responsibilities as the board member. Alternate members should also be able to perform the same roles and functions as the board member.

### **17.3 Additional delegates, advisors, observers, or guests**

Up to two other delegates, advisors, or observers may accompany each member of the Board. Such persons may participate in board meetings only when their board member asks that they do so on his or her behalf. However, only the board member has voting rights. Only one individual from a delegation, including the board member or alternate, may speak for each agenda item. If an individual or organization wishes to attend a board meeting as an observer, they must submit a written request to the Board Chair and Vice-Chair through the Secretariat at least four weeks before the board meeting. The Vice-Chair, in consultation with the Executive Committee, will decide whether or not to grant such a request. Observers do not have speaking or voting rights at the meeting unless invited to speak by the Board Chair or Vice-Chair, whoever is leading the session.

The Board Chair and/or Vice-Chair may invite guests to board meetings as he or she deems appropriate.

### **17.4 Closed sessions**

At its discretion, the Board may conduct its business in a closed session where only the Board Chair, Vice-Chair, voting board members, or their designated representatives are present. These sessions must be convened by the Board Chair and Vice-Chair. Should a board member wish to request a closed session, they must do so in writing to the Board Chair and Vice-Chair who will discuss the content nature of the request and determine whether a closed session of the board is appropriate.

If the Board decides to take minutes during closed sessions, they will determine the extent to which the minutes are confidential. The outcome of deliberations during closed sessions may be made public if the Board Chair and Vice-Chair deems it appropriate.

### **17.5 Transparency**

Board decisions and related documentation will be made public via the Partnership's website within two weeks after the board meeting.

## **18. Board decision-making procedures**

### **18.1 Advance preparation of decisions for board meetings**

As a general principle, decisions will be prepared in advance by the Executive Committee and included in the meeting documentation distributed to board members at least one week prior to the board meeting.

### **18.2 Procedure for amending decision points**

If a constituency wishes to submit an amendment to a decision point proposed by the Executive Committee, they must notify the Board Vice-Chair and the Secretariat Governance Focal Point at least one week before the board meeting. Any amendments submitted less than one week before the board meeting will be considered on a case-by-case basis by the Board Chair and Vice-Chair.

The Vice-Chair will exercise his or her best judgment to determine if the proposed amendment is consistent with the intention of the Executive Committee. The Vice-Chair may consult with other members of the Executive Committee in reaching his or her decision. The Vice-Chair will notify the constituency making the proposal of the decision on the amendment as soon as possible.

If the Vice-Chair determines that the proposed amendment is consistent with the intent of the Executive Committee, the Vice-Chair may accept the proposed amendment. The Vice-Chair will highlight accepted amendments during the Board's deliberations on the decision point and copies of the proposed amendments will be made available to all board members.

If, in the judgment of the Vice-Chair, the proposed amendment is not consistent with the intention of the Executive Committee, the constituency's board member may introduce the proposed amendment during the relevant discussion at the board meeting. The constituency should notify the Vice-Chair and Secretariat that they plan to introduce the amendment at the relevant board session.

The proposed amendment will be open for discussion and board members will be asked to vote on the acceptance of the amendment before voting on the decision point.

### **18.3 New decision points**

A board member that wishes to introduce a decision point that is not on the agenda must notify the Vice-Chair and Secretariat Governance Focal Point at least one week before the board meeting. New decision points submitted less than one week before the board meeting will be considered on a case-by-case basis by the Board Chair and Vice-Chair. The notice should be submitted as a typed draft of the decision point indicating which constituency intends to propose it and a preference for when it will be introduced.

The Vice-Chair will decide on the admissibility of the proposed decision point based on the time available to discuss it and the relevance of the decision point to the rest of the meeting agenda. If it is deemed admissible, the proposed decision point will be circulated to all board members for review. The Board Chair will invite the constituency proposing the decision point to introduce it at a time deemed appropriate by the Board Chair. No new decision points will be considered immediately upon introduction. All new decision points must be circulated to all board members before being considered by the Board.

#### **18.4 Decision-making process**

The Board will make a reasonable effort to reach all decisions by consensus such that:

**18.4.1** If the Board Chair believes there is a clear consensus, the Chair will restate the decision point and declare that the Board has reached consensus and a decision has been made;

**18.4.2** The Board Chair may call for an informal polling (e.g. through a show of hands) to test the status of a debated issue. An informal polling is not a formal vote, but serves as a gauge for how far the Board is from consensus;

**18.4.3** The Board Chair will try to achieve a consensus by encouraging amendments that meet the concerns of both sides of the debate. The Board Chair may also consider the formation of smaller committees of interested board members or their designees to negotiate language or proposals to present to the Board and reach a consensus on a decision point; and

**18.4.4** If all practical efforts by the Board and the Board Chair have not led to consensus, any member of the Board with voting privileges may call for a vote. In order to pass, motions require a simple majority of the voting members present.

Each board member will have one vote, with the exception of the Board Chair, Vice-Chair, and UNITAID representative, who have no voting rights. Where conflicts of interest arise, each member should voluntarily disclose this conflict and recuse him or herself from the related decision-making process.

#### **18.5 Conflict of interest policies**

Conflict of interest means that the individual or his/her partner (“partner” includes a spouse or other person with whom s/he has a similar close personal relationship), or the organization with which the board member has an employment relationship, has a financial or other interest that could unduly influence the board member’s position with respect to the subject-matter being considered. An apparent conflict of interest exists when an interest would not necessarily influence the individual but could result in the individual’s objectivity being questioned by others. Conflicts can create the

perception that a board member’s judgment is biased. As such, conflicts can compromise or undermine the trust that stakeholders place in the Board and the Stop TB Partnership.

Members of the Stop TB Partnership Coordinating Board, any Board Committee, or any Advisory Group are requested to complete a Declaration of Interest form before their formal appointment. The Declaration of Interest Form is designed to identify and address both actual and potential conflicts of interest and other ethics-related issues.

Different types of financial or other interests, whether personal or with the organization with which the board member has an employment relationship, can be envisaged and the following list:

**18.5.1** A financial interest in the work of the Stop TB Partnership held by the board member, partner of the board member, or the organization where the board member is employed by (e.g. employed by an organization applying for a TB REACH grant, owning shares in an agency bidding for a Partnership project);

**18.5.2** An employment, consultancy, directorship, or other position or association, whether or not paid, in any entity with which a board member may be required, directly or indirectly, to have official dealings on behalf of the Coordinating Board, or which has a commercial interest in the work of the Stop TB Partnership, or an on-going negotiation concerning prospective employment or other association with such entity;

**18.5.3** Performance of any paid work or research commissioned by an entity with which an individual may be required, directly or indirectly, to have official dealings on behalf of the Stop TB Partnership, or which has a commercial interest in the work of the Stop TB Partnership;

**18.5.4** A family interest in which, for example, a spouse or dependent child is employed by an entity from which goods and/or services are purchased using Stop TB Partnership resources.

The information submitted on the Declaration of Interest will be used to assess whether the declared interests constitute an appreciable real, potential, or apparent conflict of interest and to determine an appropriate course of action if required

Submitting and updating a Declaration of Interest Form is mandatory for all board members and designated alternates. Failure to submit and update completed forms may result in non-appointment to the body in question.

## **Amendments to this manual**

The Board may amend these board operating procedures at any time through the decision-making procedures set out in section 18 above, except that if no consensus is reached, a two-thirds majority will be required to approve any amendment.