

# Board Governance Manual

July 2023



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## INTRODUCTION

The Stop TB Partnership (“Partnership”) brings together expertise from a broad spectrum of country, regional, and global partners in the shared mission to revolutionize the TB space and end TB by 2030. Founded in 2001, the Stop TB Partnership is a United Nations-hosted organization that takes bold and smart risks to serve the needs and amplify the voices of the people, communities, and countries affected by and engaged in the response to TB.

The purpose of this governance manual is to outline the role and structure of the Stop TB Partnership 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.

### 1 VISION OF THE STOP TB PARTNERSHIP

Our vision is a world free of TB and, until then, making diagnosis, treatment, and care available to all who need it.<sup>1</sup>

### 2 COMMITMENT TO DIVERSITY, EQUITY, AND INCLUSION

We believe that the only way to achieve a TB-free world is with an inclusive and equitable response that challenges biases and unearths structural inequities in ending TB.

Our role as a Board is to ensure that TB-affected communities, TB-affected countries, and vulnerable populations are visibly and authentically represented, engaged, and heard in our leadership, systems, and structures.

We will model leadership on diversity, equity, and inclusion and inspire others with our actions to influence the broader health and development community.

The Stop TB Partnership is committed to combating all forms of discrimination, including specifically discrimination against indigenous peoples, migrants, minorities, people with disabilities; discrimination against women; racial and religious discrimination; or discrimination based on sexual orientation and gender identity.<sup>2</sup>

### 3 STOP TB PARTNERSHIP STRUCTURES

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

The Stop TB Partnership Secretariat (“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 Director and is hosted by UNOPS, which provides administrative and hosting services, as it does not have its own legal status.

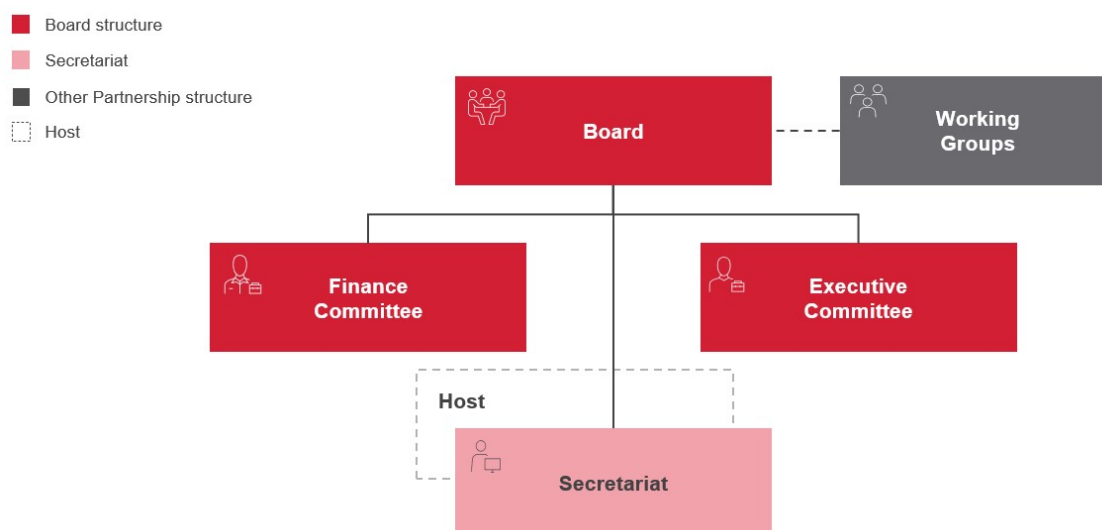
Stop TB Partnership Working Groups provide platforms for communication to inform and promote policies and guidelines in support of the implementation of the Global Plan to End TB.

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<sup>1</sup> [How the Partnership Works](#)

<sup>2</sup> [UN principles of equality and non-discrimination](#)

## ORGANOGRAM



### 3.1 Executive Committee (EC)

The EC is a standing committee of the Board that provides regular oversight of the Secretariat, prepares Board meetings, and makes decisions when specifically delegated the authority to do so by the Board. Further description of the specific terms of reference is found in Section 9.

### 3.2 Finance Committee

The Finance Committee is a standing committee of the Stop TB Partnership Board. It 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 specific topics. It is responsible for making recommendations to the EC and the Board. Further description of the Finance Committee's specific terms of reference is found in Section 10.

### 3.3 Secretariat

The Secretariat is led by the Executive Director, who is responsible for leading the development and implementation of the Secretariat's work plan and for facilitating achievement of the aims and decisions of the Board. The work of the Stop TB Partnership Secretariat is guided by the Operational Strategy.

### 3.4 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 and dissolved by the Board on topics of strategic importance on TB. Working Groups are collections of individuals from various organizations with interest or expertise in a particular area of focus to the Stop TB Partnership. Further description of the Working Groups can be found in Section 12.

## THE STOP TB PARTNERSHIP BOARD

### 4 ROLE OF THE BOARD

#### 4.1 The Board has a responsibility:

- 4.1.1 to the global TB community to generate public commitments, mobilize resources, advocate for innovation, and enable partner coordination related to TB
- 4.1.2 to the Secretariat to set strategic direction and provide oversight and guidance as they undertake activities to advance the above priorities and contribute to the coordination thereof for the benefit of the global TB community.

#### 4.2 To fulfill this dual role, the Board has the following specific responsibilities

##### *Strategic functions*

- 4.2.1 Provide overall strategic direction for the Partnership to address TB as a public health threat
- 4.2.2 Approve the Global Plan to End TB, the Secretariat Operational Strategy, and the Secretariat budget
- 4.2.3 Advance the strategic direction of the Partnership by making or generating public commitments, mobilizing resources, and enabling coordination across the ecosystem

##### *Performance and finance oversight functions*

- 4.2.4 Review the Secretariat annual budget against the Operational Strategy
- 4.2.5 Ensure effective implementation of commitments to diversity, equity, and inclusion
- 4.2.6 Monitor the performance of the Operational Strategy and work plan against a set of approved metrics

##### *External relations functions*

- 4.2.7 Use the forum of the Board to align on messaging and strategy to mobilize financing and influence stakeholders within and outside of the global health community
- 4.2.8 Engage with the broader public health and development communities to promote and integrate the TB agenda
- 4.2.9 Work with partners and external stakeholders to identify and develop investment cases to mobilize resources for the global TB response
- 4.2.10 Provide a platform to engage the global TB community, through which all voices affected by TB are heard and influence decision-making

##### *Governance functions*

- 4.2.11 Make recommendations regarding the recruitment of the Executive Director, conduct performance assessments, and if required, make recommendations to the host organization regarding the Executive Director's contract renewal or termination in line with the Joint Hosting Agreement
- 4.2.12 Elect the Board Chair and Vice-Chair through transparent selection processes
- 4.2.13 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

- 4.2.14 Establish the overall principles and direction for the governing, administrative, and advisory bodies of the Board and any additional Board structures (e.g., taskforces, subcommittees)
- 4.2.15 Engage effectively with the host organization and make recommendations regarding that relationship<sup>3</sup>

*Risk management and oversight functions*

- 4.2.16 Establish and oversee the strategy for identifying and managing risks, particularly strategic, reputational, and operational risks

## 5 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 in political and development spaces.

### 5.1 Roles, skills, and responsibilities

#### 5.1.1 Chair

*Role*

- 5.1.1.1 Act as a principal spokesperson for the Partnership, representing the Partnership's mission and sharing its goals with partners and external stakeholders
- 5.1.1.2 Convene the Board and chair Board meetings, presiding over all sessions and guiding the Board through the agenda and decision-making
- 5.1.1.3 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
- 5.1.1.4 Serve as an ex-officio non-voting member acting solely in the best interests of the Partnership when performing their duties as Chair

*Skills*

- 5.1.1.5 High-profile position within country/organization, with the ability to leverage resources, influence policies, and make decisions
- 5.1.1.6 Well-known and highly respected within the global health community generally and among TB advocates specifically
- 5.1.1.7 Access to a broad network of current or potential advocates and donors that can be leveraged for the Partnership
- 5.1.1.8 Demonstrated experience in global health advocacy and resource mobilization

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<sup>3</sup> The relationship with the host should be considered in alignment with the principles agreed upon at the 23<sup>rd</sup> Board meeting in Ottawa, Canada, including: 1) Board authority to make decisions on the Partnership's strategic direction as well as human and financial resources against the strategy, to be implemented by the Secretariat; 2) Board authority for oversight and performance assessment of the Executive Secretary including decision-making on hiring and termination; 3) A clear identity and mandate for the Stop TB Partnership that is recognizable to all stakeholders; 4) Ability of the Board, directly and through the Secretariat, to communicate with its partners; 5) Efficient, flexible, and accountable administrative processes to enable the Partnership Secretariat to implement board decisions expeditiously and in the full spirit of those board decisions; 6) Flexibility to attract a diverse set of donor resources to support the Secretariat and activities

### *Responsibilities*

- 5.1.1.9 Commit time to the Partnership (approximately 15 days/year)
- 5.1.1.10 Act as a principal spokesperson on behalf of the Partnership with Board Members, constituencies, and to external stakeholders
- 5.1.1.11 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
- 5.1.1.12 Utilize existing networks within the global health community and political and development spaces to advocate for TB
- 5.1.1.13 Identify opportunities to build new networks and develop relationships that will contribute to the Partnership's strategic and resource mobilization goals
- 5.1.1.14 Participate in events to increase awareness of TB and raise the profile of the Partnership

### 5.1.2 Vice-Chair

#### *Role*

- 5.1.2.1 Facilitate Board deliberations by ensuring that the agenda is set in advance, all issues are addressed, and a diversity of opinions are heard
- 5.1.2.2 Chair EC meetings and convene the EC on monthly calls
- 5.1.2.3 Serve as an ex-officio non-voting member acting solely in the best interests of the Partnership when performing their duties as Vice-Chair

#### *Skills*

- 5.1.2.4 Ability to solicit input from a wide range of stakeholders and ensure that input is included in Board discussions
- 5.1.2.5 Ability to lead and manage a diverse group of people, ensuring that open communication is maintained, and all voices are heard
- 5.1.2.6 Possession of excellent communication skills and a history of written and spoken communication related to global health
- 5.1.2.7 Ability to work effectively with the Finance Committee, and have an understanding of basic financial principles
- 5.1.2.8 History of involvement with the Partnership and knowledge of the Partnership's history, goals, and policies
- 5.1.2.9 Experience in governance (e.g., leadership role within other partnerships/governing Boards)

### *Responsibilities*

- 5.1.2.10 Commit time to the Partnership (approximately 20 days/year)
- 5.1.2.11 Work with the Board and the Secretariat to set agendas for Board meetings
- 5.1.2.12 Work with the EC and the Secretariat to set agendas for monthly EC calls
- 5.1.2.13 Chair all EC calls, to include allowing adequate time for discussion; ensuring active contributions by all members; leading deliberations toward clear decisions; and overseeing a vote if a consensus is not reached
- 5.1.2.14 Ensure effective communication between the EC and the Board

- 5.1.2.15 Ensure that the performance of the Executive Director is reviewed bi-annually (working with the EC)
- 5.1.2.16 Ensure the performance of the Board is reviewed regularly and oversee the implementation of any recommendations aimed at improving Board performance

## 5.2 Election procedures for Board Chair and Vice-Chair

### 5.2.1 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.

### 5.2.2 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 the Board.

The independent task force is responsible for screening nominations and submitting a short list of candidates for the Board's consideration.

#### 5.2.2.1 Independent taskforce establishment:

At least six months in advance of an impending vacancy for the Chair or Vice-Chair, the EC 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 EC, recognizing that it is likely that Vice-Chair candidates may be EC members. The task force will include a total of five members including: two members of the EC and three other Board Members. The task force will be established through a Board decision, either in person or via email. The independent task force will meet during the nomination period to review the terms of reference, provide guidance for the call including a desired profile for the Board Chair, and set the timeline.

#### 5.2.2.2 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 (if they are current Board Members) 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 curriculum vitae detailing their experience with the Board as well as any additional relevant experience in governance.

The period for nominations will last for 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 necessary qualifications outlined in this manual. The Secretariat will communicate its decisions and rationale from the screening process to the EC.

Once the Secretariat has screened all submitted nominations, the independent task force will review the screened nominees and recommend up to three individuals for each position to the Board based on the terms of reference for Board Chair and Vice-Chair in this manual. The



task force will communicate its decisions and rationale to the Board through the Secretariat.

### 5.3 Election procedures

Once the task force has narrowed the candidate pool to at most three individuals for each position, the Secretariat will schedule an open 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 for candidates to present their position statements and to increase the awareness of the candidates amongst the Board. A member of the independent task force will facilitate this call. The Secretariat will record the minutes of the call and send them to the full Board for review.

Following the 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 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 EC 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 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 emailed decision may be used.

### 5.4 Transition

After the new leadership has been selected and before the next scheduled Board meeting, the old and new leadership team (Chair and Vice-Chair) will meet in person or virtually 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.

### 5.5 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 EC 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 EC will determine whether or not it serves the Partnership to have that individual continue serving in a leadership position. If the EC determines that a new Chair or Vice-Chair is required, then the EC will recommend a replacement for Board approval to serve out the remaining term of his or her predecessor.

## 6 BOARD MEMBERSHIP

### 6.1 Composition

There are 30 seats on the Partnership Board. Seats on the Board are allocated to representatives as follows (constituency-based seats are designated with a \*):

### 6.2 Voting Seats (26):

- Community of People Affected by TB\* (three)
- Countries Affected by TB (six)
- Developed Country NGOs\* (one)
- Developing Country NGOs\* (two)
- Donors (four)
- Foundation (one)
- Global Fund to Fight AIDS, TB, and Malaria (one)
- Innovation & Research\* (one)
- Key and Vulnerable Populations\* (two)
- Multilaterals (one)
- Open (one)
- Private Sector\* (one)
- Private Sector Providers from High TB Burden Countries\* (one)
- WHO (one)<sup>4</sup>

### 6.3 Non-Voting Seats (four):

- Board Chair
- Board Vice-Chair
- Executive Director<sup>5</sup>
- UNOPS<sup>6</sup>

All seats are reviewed every three years by the EC for their commitment, contributions, and engagement with the TB community. This review will result in a recommendation to the Board regarding any suggested changes to Board composition, ensuring that any recommended changes are in line with the Joint Hosting Agreement.

### 6.4 Roles and responsibilities

#### 6.4.1 Criteria for all Board Members

Board Members 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:

##### 6.4.1.1 Read documents, gain an understanding of all issues, and obtain input from their

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<sup>4</sup> Note that WHO is a permanent member of the Board, not subject to the three-year review period.

<sup>5</sup> As ex-officio non-voting Board Member

<sup>6</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.

- constituency/organization prior to Board deliberations (meetings, calls, emails)
- 6.4.1.2 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
- 6.4.1.3 Act as an advocate on behalf of the Partnership within the constituency/organization and to external stakeholders—with awareness of the responsibility to represent the Partnership's views when advocating with external stakeholders as a member of the Stop TB Partnership Board—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:*

- 6.4.1.4 In-depth understanding of and personal commitment to the Partnership principles, core values, and mission
- 6.4.1.5 Facilitative and consultative approach; diplomatic with policy and strategic skills
- 6.4.1.6 Ability to use and access to necessary communication technologies to carry out their role as Board Members effectively (e.g., landline and/or mobile phone, email)
- 6.4.1.7 Ability to work in a diverse setting that is gender sensitive, and respecting equity and inclusion
- 6.4.1.8 Ability to work in written and spoken English (knowledge of additional languages is advantageous)

*Additionally, the following skills are desirable (but not required) for all Board Members:*

- 6.4.1.9 Recognized leader in global health with the understanding and knowledge required to help shape overall strategic direction for the Partnership
- 6.4.1.10 In-depth knowledge of the issues around TB, global health and/or development, and development financing
- 6.4.1.11 Strong leadership and management skills
- 6.4.1.12 Ability to act as an ambassador/advocate and to represent the Partnership at a senior level (e.g., represents a larger viewpoint, possesses decision-making authority within their organization)
- 6.4.1.13 Experience working in a multicultural environment
- 6.4.1.14 Experience serving in partnerships and governing bodies, and the ability and capacity to network effectively and broadly

Harassment or abuse of any kind and specifically sexual exploitation, sexual abuse and sexual harassment violate universally recognized international legal norms and standards and are unacceptable behavior and prohibited conduct. As such, the Stop TB Partnership has a zero tolerance for any such behavior. Board Members, committee members, and working group members are expected to comply with behavioral standards as outlined in the UN Secretary General's Special measures for protection from sexual exploitation and sexual abuse<sup>7</sup> and the UN principles of equality and non-discrimination<sup>8</sup>.

Subject to their respective representative roles, Board Members shall act in good faith in the best interests of the Stop TB Partnership in furtherance of its purpose.

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<sup>7</sup> [UN Secretary General's special measures for protection from sexual exploitation and sexual abuse](#)

<sup>8</sup> [UN principles of equality and non-discrimination](#)

## 6.5 Donor seat criteria

To be eligible to be a Board Member, donors must have made a recent and meaningful financial contribution to the Secretariat to maintain their seat. Should a donor not contribute a meaningful amount, there will be a one-year grace period allowed before they will be asked to step down from the Board. There is no limit on the number of renewals that a donor may serve.

The two largest donors will have the first and guaranteed opportunity to an individual seat and the allocation of the remaining donor seats is determined collaboratively by the group of eligible donors in good standing. The two largest donors may choose to pass on their opportunity to an individual seat at any given time, in which case the allocation of the open seat(s) is also determined collaboratively by the group of eligible donors in good standing. The Secretariat is responsible for maintaining an updated list of eligible donors and provides important advice and guidance to this allocation based on their resource mobilization priorities and discussions with donors.

## 6.6 Foundation seat criteria

The Foundation seat will be held by a single foundation and the seat will be reviewed every three years—staggered with other rotating seats—unless there is a significant change in financial contribution that would warrant an earlier review. There is no limit on the number of renewals that a foundation may serve.

The Foundation seat Board Member's organization is required to make a meaningful financial contribution to the Secretariat to maintain their seat.

The Secretariat is responsible for maintaining an updated list of eligible foundations.

## 6.7 World Health Organization (WHO) seat criteria<sup>9</sup>

One seat will be granted specifically to the WHO as the lead normative agency. The Board Member will be selected by internal WHO processes.

## 6.8 Global Fund seat criteria

One seat will be granted specifically to the Global Fund as the lead normative agency. The Board Member will be selected by internal Global Fund processes.

## 6.9 UNOPS seat criteria

One non-voting seat will be granted specifically to UNOPS as the hosting organization. The Board Member will be selected by internal UNOPS processes, in accordance with the Joint Hosting Agreement.

## 6.10 Multilateral seat criteria

One seat will be allocated to a multilateral organization that is not WHO or the Global Fund and that has a broader health and development mandate, as well as an interest in collaborative efforts to integrate TB into other health and development interventions. The multilateral will be

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<sup>9</sup> WHO given its role as the lead normative agency is a permanent member to the Board not subject to the 3 year review

selected based on relevance to the TB agenda at any given time.

*The specific criteria for the multilateral Board Member are as follows:*

- 6.10.1 Be individuals with senior positions within their own organizations who have influence at global level to advocate for the integration of TB with other public health and development areas, and who are advocates for the Partnership
- 6.10.2 Have relevant experience in global health and senior enough within their organization and the community to influence policies and financing
- 6.10.3 Willingness and ability to attend any pre-board meetings and teleconferences

### **6.11 Criteria for all constituency-based Board Members**

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 lead 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*

- 6.11.1 Access to necessary internet, email, and phone infrastructure
- 6.11.2 Ability to work in written and spoken English
- 6.11.3 Demonstrated willingness and ability to report back the results of key meetings to the broader constituency

#### *Representation*

- 6.11.4 Where applicable, must be a senior leader of their organization (such as Executive Director) with the ability to leverage resources and make decisions
- 6.11.5 Ability to liaise with their constituency and represent their views at meetings
- 6.11.6 Ability to serve as a representative for the full constituency and represent views of a diverse constituency
- 6.11.7 Demonstrated capacity to work with a range of stakeholders
- 6.11.8 Well-respected as a leader within the constituency
- 6.11.9 Proven collaborative spirit

#### *Development*

- 6.11.10 Committed to developing and sustaining constituency membership
- 6.11.11 Committed to developing constituency processes, including developing an approach to selection that is owned and led by the constituency
- 6.11.12 Commitment to actively communicate with their constituencies (e.g., regular meetings or calls)
- 6.11.13 Effective communication skills and ability/interest to communicate with a broad range of people in various positions and levels
- 6.11.14 Ability to provide leadership to convene constituency (e.g., convene calls every 2-3 months) and regularly communicate with the constituency (e.g., result of meetings, annual activity planning and reporting)

## 6.12 Community of People Affected by TB seat criteria

The Community of People Affected by TB constituency includes people affected by TB and groups, networks, and organizations led by people affected by TB.<sup>10</sup> Community-based organizations will be treated as members of the NGO constituencies unless they are led by people affected by TB.

*The specific criteria for the Community of People Affected by TB Board Members are as follows:*

- 6.12.1 Clear understanding of issues from an affected community's perspective
- 6.12.2 Presence on national Working Groups or link to national network/program
- 6.12.3 Demonstrated leadership within community networks

## 6.13 Countries Affected by TB seat criteria

Countries Affected by TB 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. Ideally, they should be from countries defined by the IMF as “emerging/developing economies.”<sup>11</sup>

*The specific criteria for the Countries Affected by TB Board Member are as follows:*

- 6.13.1 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
- 6.13.2 Have relevant experience in global health and should be senior enough within their country to influence country, regional, and global policies, and financing
- 6.13.3 Ideally be a high-level official, 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.

## 6.14 Developed Country NGO seat criteria

The Developed Country NGO constituency includes those representing NGOs<sup>12</sup> headquartered in any of the countries defined by the IMF as “advanced economies.”<sup>13</sup> Organization types under this constituency may include faith-based organizations, community-based organizations, health care service providers, advocacy groups, and professional associations, among others.

*The specific criteria for the Developed Country NGO Board Member are as follows:*

- 6.14.1 From an NGO with experience in global health
- 6.14.2 From an NGO with the capacity and willingness to mobilize resources to support

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<sup>10</sup> The specific definition of “People affected by TB” from the Global Plan to End TB “encompasses people ill with TB and their family members, dependents, communities, and health care workers who may be involved in caregiving or are otherwise affected by the illness.” (Global Plan to End TB, Page 9.)

<sup>11</sup> These are defined by the [IMF World Economic Outlook](#).

<sup>12</sup> NGO is defined in accordance with the United Nations definition: “A civil society organization (CSO) or non-governmental organization (NGO) is any non-profit, voluntary citizens’ group which is organized on a local, national, or international level.” Organization types under this constituency may include faith-based organizations, community-based organizations, health care service providers, advocacy groups, and professional associations, among others. Note that community-based organizations that are led by people affected by TB are classified as part of the Community of People Affected by TB constituency.

<sup>13</sup> These are defined by the [IMF World Economic Outlook](#).

## Partnership initiatives

- 6.14.3 From an NGO which is recognized as a leading organization in the country in which it is based
- 6.14.4 Capacity to advocate for TB and represent the organization at a senior level; record of advocating for TB in public fora
- 6.14.5 Commitment to strengthening country and regional Partnership activities
- 6.14.6 Experience in strategy development, governance, or oversight

### 6.15 Developing Country NGO seat criteria

The Developing Country NGO constituency includes those representing NGOs headquartered in countries defined by the IMF as “emerging/developing economies.”<sup>14</sup>

*The specific criteria for the Developing Country NGO Board Member are as follows:*

- 6.15.1 From an NGO with demonstrated experience in implementing TB initiatives
- 6.15.2 Preferably from an NGO based in a TB high-burden country<sup>15</sup>
- 6.15.3 Demonstrated experience working with a national TB program
- 6.15.4 Capacity to advocate for TB and represent the organization at a senior level
- 6.15.5 Commitment to strengthening country and regional Partnership activities

### 6.16 Innovation & Research seat criteria

The Innovation & Research constituency includes those representing the global voice of innovation in TB prevention, diagnosis, and treatment (e.g., academia, research and other institutions, cutting-edge companies, key civil society and affected communities), ensuring that the Board and the broader Partnership are focused on the most recent, relevant advances in technology and medicine.

*The specific criteria for the Innovation & Research Board Member are as follows:*

- 6.16.1 Demonstrated commitment to advancing innovation in TB and realizing the vision of a TB-free world
- 6.16.2 Professional focus on innovation

### 6.17 Key and Vulnerable Populations seat criteria

The two constituency-based seats dedicated to key and vulnerable populations include those representing the perspective of unique networks of key and vulnerable populations—including what makes them at risk and what is needed to address key risk factors. The “Key and Vulnerable Populations” include those identified as such in the Global Plan to End TB<sup>16</sup> and those who represent formal or informal networks.

*The specific criteria for the Key and Vulnerable Populations Board Members are as follows:*

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<sup>14</sup> These are defined by the [IMF World Economic Outlook](#).

<sup>15</sup> The high TB burden countries are those which are listed on any one of the three [WHO TB high-burden lists](#) (high TB burden, high TB/HIV burden, high MDR/RR-TB burden).

<sup>16</sup> [The Global Plan to End TB](#) defines “key and vulnerable populations” as: (a) people who have increased exposure to TB due to where they live or work; (b) people who have limited access to quality TB services and/or; (c) people at increased risk of TB because of biological or behavioral factors that compromise immune function.



- 6.17.1 Clear understanding of issues faced by key and vulnerable populations in context of TB
- 6.17.2 Demonstrated leadership within relevant networks
- 6.17.3 Demonstrated capacity to work with a range of stakeholders

#### 6.18 Private Sector seat criteria

The private sector constituency (PSC) includes members of the global business community, such as companies willing to leverage their expertise and resources to support the achievement of the targets set forth in the Global Plan to End TB and the End TB Strategy, as well as the Operational Strategy of the Stop TB Partnership.

*The specific criteria for the Private Sector Board Member are as follows:*

- 6.18.1 A passion for and knowledge of TB and global health issues
- 6.18.2 A respected reputation for effective business management at the local, regional, and/or global levels, and holds, or recently held, a senior title within their company
- 6.18.3 Capacity to commit the necessary time and financial resources to fulfill the roles and duties of the PSC Board Member
- 6.18.4 Affiliation with a company that endorses the vision, mission, goals, and values of the Stop TB Partnership, and is willing to make the appropriate contributions to the Board
- 6.18.5 Access to adequate staff support to liaise with other PSC members and with the Stop TB Partnership Secretariat on an ongoing basis for the networking, consultation, and coordination required to be an effective private sector representative
- 6.18.6 Provision of business expertise and guidance to the Stop TB Partnership
- 6.18.7 Advocacy for ending TB by 2030 within the business community
- 6.18.8 Free from any interest or investment (individual or corporate) in the tobacco and arms manufacturing industries

#### 6.19 Private Sector Providers from High TB Burden Countries seat criteria

The Private Sector Providers from High TB Burden Countries Seat includes those representing the voice of a broad community of providers actively involved in the delivery of TB diagnosis and treatment on a day-to-day basis. They practice in a country identified by the WHO as a high TB burden country.

*Specific criteria for the Private Sector Providers from High TB Burden Countries Board Member are as follows:*

- 6.19.1 Current full-time employment/practice in the private-for-profit health care system
- 6.19.2 Be a private doctor, nurse, pharmacist, other health care worker in the private sector or owner, manager, or chair of board of directors of private hospitals, clinics, or networks of hospitals/clinics from one of the TB high burden countries
- 6.19.3 Be a national and resident of any TB high burden country
- 6.19.4 A university degree and in-depth knowledge and experience around TB care and prevention in the private sector
- 6.19.5 Track record of collaboration or participation in national TB response



## 6.20 Open seat criteria

The open seat is 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 this seat will always be filled, but rather that it will provide the Board an opportunity to include new and needed voices as easily and quickly as possible. The EC has the responsibility to review and recommend candidates for this seat to the Board, and any Board Member may make a nomination to the EC for this seat.

## 7 TERMS OF OFFICE

### 7.1 Term

The term of office for all seats is three years. Board Members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.<sup>17</sup>

A Board Member is deemed to have resigned if they miss two consecutive Board 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.

### 7.2 Alternate Board Members

Each Board Member shall designate an Alternate Board Member (ABM) that should join them in deliberations, discussions, meetings, and other events to increase learning and collaboration. The ABM is not the same as the Substitute Board Member (SBM), who serves in place of a Board Member. They may not formally participate in Board meetings or vote in place of a Board Member unless the Board Member designates an ABM to serve as an SBM.

All Board Member policies described throughout this manual also apply to ABMs, with the exception of travel to Board meetings, which is determined on a case-by-case basis in partnership with the Secretariat.

The Secretariat shall maintain a registered list of ABMs and include them in all Board communications.

### 7.3 Transitions

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 EC 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 Vacancies

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

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<sup>17</sup> Note that some seats are required by the current Joint Hosting Agreement; compliance with the Joint Hosting Agreement is a prerequisite for any changes to composition.

which they will be eligible for re-appointment.

## 8 SELECTION PROCESSES

### 8.1 Constituency-based seats

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.

The candidate will be presented to the Board for endorsement.

### 8.2 Countries Affected by TB seats

The representation of senior leaders from TB-affected countries is critical to ensuring the Stop TB Partnership's priorities and decisions are focused and well informed by the reality of those implementing TB programs. However, recognizing the historic challenge of active participation from Ministers of Health, the Board will retain a flexible approach to the recruitment of representatives for these seats.

This process will be led by the EC with support from the Secretariat and will consider the following criteria: burden of disease; level of investment in health and TB; 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 Secretariat and the Partnership.

### 8.3 Open seat

When there is a vacancy in the open seat, any member of the Board may nominate a candidate for consideration to the EC. The EC will evaluate proposed candidates and make a recommendation to the Board, which will have ultimate approval authority for this seat.

### 8.4 Due diligence process

Note that an appropriate due diligence process will be conducted before final endorsement/approval of new Board members, to ensure all proposed candidates meet the expectations and criteria for their respective seats—and align with the broader values of the Board and the ethics and risk guidelines of the host organization.

## 8.5 Notification of representation

Appointment of Board Members will be confirmed by email by the Board Chair, Vice-Chair, and the Secretariat at the time of their appointment. Notification should include name, title, business address, telephone number, and email address. After the appointment is confirmed by the Board Chair, Vice-Chair and the Secretariat, an announcement will be sent to all Board Members.

## 9 EXECUTIVE COMMITTEE

Membership of the Executive Committee (EC) requires a significant investment of time, including active participation in monthly meetings, execution of ad hoc Board projects, and support for the Secretariat as it advances its strategic work.

### 9.1 Roles and responsibilities

*The EC has the following roles and responsibilities:*

- 9.1.1 Identify issues for discussion and recommend decisions for the Board to ensure focused discussion on high level strategic discussions that will ensure impact on TB
- 9.1.2 Provide guidance to the Secretariat on the preparation of Board meetings
- 9.1.3 Monitor the implementation of decisions delegated to the Secretariat
- 9.1.4 On the basis of delegated authority from the Board, make decisions on issues judged not to require the consideration of the full Board
- 9.1.5 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
- 9.1.6 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
- 9.1.7 Monitor and evaluate the progress and outcomes of Partnership activities (working with the Secretariat and, as necessary, with other Partnership components)

*In addition to the criteria for all Board Members, EC members will also meet the following criteria:*

- 9.1.8 Ability to manage sensitive/confidential topics urgently and effectively
- 9.1.9 Awareness of and ability to manage potentially sensitive relationships with a broad array of key stakeholders (e.g., other EC/Board Members, community advocates, high-level political leaders)
- 9.1.10 Strong commitment to make the time to participate and prepare to participate (5-6 or more hours/month)
- 9.1.11 Ability to consider the best interests of the Partnership at large
- 9.1.12 Passionate and connected to the issue of TB and regarding participation on the Board as a top priority
- 9.1.13 Energized to participate in and, as appropriate, lead ongoing education/onboarding

### 9.2 Composition

The EC is chaired by the Board Vice-Chair and is composed of 11 members (3 non-voting and

8 voting). Composition is determined by willingness and ability to contribute the time required, while prioritizing the equitable representation of a diversity of voices.

The EC will include the following (non-voting members are indicated by a \*):

- Board Chair\*<sup>18</sup>
- Board Vice-Chair\*
- Executive Director\*
- Two largest donors
- WHO Global TB Programme Director
- Community of People Affected by TB
- Two seats for TB-affected voices<sup>19</sup>
- Two seats open to all other Board Members not otherwise represented above

EC composition is reviewed periodically, as needed. This review will result in a recommendation to the Board regarding any suggested changes to the Board composition. It is expected that EC composition will strive to demonstrate equitable representation and ensure a diverse range of perspectives.

The Secretariat will issue an open call to all Board Members every three years for EC membership. The Vice-Chair will lead a process to review the nominations and make a recommendation to the Board for approval. The following approach will be taken to manage nominations:

- *Two largest donor seats:* The two largest donors have the first and guaranteed opportunity to join the EC but may choose to pass the opportunity to another donor. If one or both of the two largest donors choose not to occupy the seat allocated to them, the four donor seats will establish a process to determine who should occupy the open seat(s). Should there be a change in contribution to the largest and second largest donor, their membership in the EC will be reviewed as part of the Board review process.<sup>20</sup>
- *One Community of People Affected by TB constituency seat:* Recognizing that the Community of People Affected by TB constituency has three Board seats but only one EC seat, it is expected that the Community of People Affected by TB constituency will establish a process internally to nominate one Board Member to fill the seat designated for the Community of People Affected by TB.
- *Two seats for TB-affected voices:* These seats will be preserved for interest from constituencies representing TB-affected voices including the six TB-affected country Board seats; Developing Country NGO; Private Sector Providers from High TB Burden Countries; and Key and Vulnerable Populations.
- *Two seats open to all Board Members:* These seats remain open to any other members of the Board not otherwise represented above, such as other donors, foundations, private sector, Developed Country NGO, and Innovation & Research.

The following principles will guide selection the selection process:

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<sup>18</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

<sup>19</sup> These seats will be preserved for interest from constituencies representing TB-affected voices including the six TB-affected country Board seats; Developing Country NGO; Private Sector Providers from High TB Burden Countries; and Key and Vulnerable Populations.

<sup>20</sup> It should be noted that donor status to the Secretariat has remained consistent for the two largest donors for 10+ years

- Demonstrate equitable representation
- Enable all Board Members to apply if interested
- Ensure a diverse range of perspectives balancing rotation and institutional memory
- Empower Board Members to collaborate and participate in the selection process
- Enact commitment to learning through regular review of membership
- Ensure the EC can fulfill its duties with the composition selected

If there is more interest than available seats, the Vice-Chair will collaborate with the interested Board Members to reach a joint recommendation about how best to allocate the seats in line with the principles and in the context of the rest of the recommended composition.

Each seat will be held by a single Board Member and not shared among multiple Board Members at any one time.

If a voting EC member misses two consecutive meetings without communication, the Vice-Chair may assess their membership on the EC and determine whether it is appropriate for them to continue to serve in that capacity. In certain instances, the EC member may request of the Vice-Chair another member to represent them (e.g., the ABM). However, it is at the discretion of the Vice-Chair to determine whether this is appropriate.

## 10 FINANCE COMMITTEE

### 10.1 Roles and responsibilities

*The Finance Committee has the following roles and responsibilities:*

- 10.1.1 Advise the Board and the EC on financial planning and risk oversight, by providing financial review of the Secretariat's Operational Strategy and work plan against available and projected resources
- 10.1.2 Review and advise the Secretariat's finance unit on the preparation of the Secretariat annual budget for Board approval
- 10.1.3 Advise the EC on the financial implications of any proposed changes to the Operational Strategy and work-plan, including new opportunities that may arise
- 10.1.4 Provide review and advice about revenues and expenditures, including tracking revenue to the Secretariat from donors, monitoring delivery of grants to determine cash flow, and tracking spending against the budget.
- 10.1.5 Report to the EC on a bi-annual basis on the financial health of the Secretariat including identifying changes to financing sources, areas of shortfall or surplus, and recommending re-allocation as appropriate
- 10.1.6 Monitor the implementation of any audit recommendations which may arise from audits conducted by the host organization, and report on implementation to the EC

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

### 10.2 The Role of the Chair shall be to:

- 10.2.1 Plan and manage the meetings
- 10.2.2 Report to the Board and/or the EC on relevant and material matters, as appropriate

10.2.3 Participate in and advise on the selection of Finance Committee members in conjunction with the EC

### 10.3 Composition

The Finance Committee is chaired by one of the Committee members and is composed of 2-4 members:

- two donor seats
- two other seats

The UNOPS Portfolio Manager, Stop TB Deputy Executive Director and Finance Manager shall make themselves available to attend all Finance Committee calls and meetings. Other members of the Secretariat can be requested to attend meetings by the Finance Committee Chair.

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

### 10.4 Appointment and term of office

The members of the Finance Committee may either be Board Members or individuals nominated by the constituencies of Board seats. For constituency 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. Membership shall be skills-based, and Finance Committee members shall serve a 3-year term, except for the Finance Committee Chair.

The Chair of the Finance Committee will be selected from amongst the Finance Committee members and shall be a Board Member. However, should no Board Member with the appropriate qualifications be available, the EC will, in consultation with Finance Committee leadership, determine how to proceed.

Two seats on the Finance Committee are reserved for donor organizations, which are responsible for selecting their representatives every three years. A letter or email to the Finance Committee is required, which states that the proposed representative speaks on behalf of the donor organization.

Two seats on the Finance Committee are available to any constituency taking into consideration the skills-based membership. Constituencies will nominate candidates for the Finance Committee to the EC. The Secretariat will facilitate the review of candidates and the Chair of the Finance Committee will make a recommendation to the EC, which will then review and make a recommendation to the Board on the appointment of candidates to these two seats.

If representatives miss three consecutive Finance Committee calls or meetings without appropriate notification, the Finance Committee will reconsider the representative's membership. If no consensus is reached, the Chair of the Finance Committee will determine how to proceed.

## 11 SECRETARIAT

### 11.1 Overview

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. The

Secretariat implements the programmatic deliverables in line with UNOPS rules and regulations, and in accordance with the Joint Hosting Agreement (JHA) approved by the Board.

Additionally, the Secretariat will support the Board with the planning and organization of Board meeting logistics, agendas, and procedures.

## 11.2 Executive Director

The Executive Director is recruited by the host organization, with input from the Board through the EC. 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 Director is responsible for the following:

- 11.2.1 Direct production, implementation, and monitoring of a global strategic workplan for the Stop TB Partnership Secretariat
- 11.2.2 Coordinate and catalyze partnership building, through mobilizing and engaging partner organizations involved in TB control and related activities
- 11.2.3 Direct the development of strategies, implementation, and evaluation of advocacy and communication, with emphasis on collaboration with the public and private sector, civil society, and businesses
- 11.2.4 Direct the development and management of the Global Drug Facility, ensuring access to quality TB drugs and new tools against TB
- 11.2.5 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
- 11.2.6 Mobilize financial resources for implementation as well as research and development towards ending TB in line with the WHO End TB Strategy and the Global Plan to End TB
- 11.2.7 Ensuring a well-functioning Secretariat with a healthy and respectful work environment

The Executive Director will attend all Board meetings and EC 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 annually by the Board leadership through consultation with the EC and is provided as an input into the host organization performance assessment process.

## 12 WORKING GROUPS

### 12.1 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.

### 12.2 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.

### 12.3 Financing principles

*The following principles guide Working Group financing from the Partnership:*

- 12.3.1 Working Groups are directly accountable to the Board of the Stop TB Partnership. This includes but is not limited to being accountable for: implementation of the activities set out in Working Group's work plan and aligned with the Global Plan; and reporting on progress to the Board.
- 12.3.2 Working Groups are required to operate in a transparent manner, including financial transparency (e.g., with regards to funds received from the Secretariat as well as other sources). Working Groups will submit a report annually to the Secretariat on funding of activities and implementation progress.
- 12.3.3 The EC will determine criteria and priorities for the allocation of Secretariat resources to Working Groups, and will communicate these criteria to the Working Groups
- 12.3.4 Once criteria and priorities are set and disseminated, Working Groups will develop and submit work plans to the Secretariat. The Secretariat will review, collate, and provide the work plans to the EC.

## 13 OTHER GROUPS

### 13.1 Ad-hoc committees or task forces

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 EC. Terms of reference for all committees and task forces must ensure that such groups are responsible for clearly defined deliverables and are time limited.

## 14 BOARD MEETINGS

### 14.1 Calling meetings

#### 14.1.1 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.

#### 14.1.2 Emergency meetings



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

#### 14.1.3 *Communication*

Communication between Board Members and the Secretariat will generally 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 substitute (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 substitute, or communications focal point to make any further distribution of documents to members of their constituency.

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

## 15 PREPARATION AND DOCUMENTATION FOR BOARD MEETINGS

### 15.1 Meeting agendas

The Secretariat, in consultation with the EC, will circulate proposed Board meeting agenda items twelve weeks before the Board meeting to allow Board Members to provide feedback or raise issues for consideration. Following a feedback period, the EC, 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.

### 15.2 Language of meeting materials

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

### 15.3 Financial support to attend meetings

If representatives, including especially those from TB high burden countries<sup>21</sup>, require financial assistance to attend a Board meeting, a written request must be submitted to the Secretariat no later than one month before the Board meeting.

The Secretariat 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.

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<sup>21</sup> The high TB burden countries are those which are listed on any one of the three [WHO TB high-burden lists](#) (high TB burden, high TB/HIV burden, high MDR/RR-TB burden).

## 16 MEETINGS OF THE BOARD

### 16.1 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 (quorum) of voting Board Members is present. The Governance Focal Point of the Secretariat serves as the Secretary of the Board.

### 16.2 Attendance at Board meetings

All Board Members are required to attend Board meetings. A Board Member is deemed to have resigned if they miss 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 to notify the Board Member in writing.

If a Board Member is unable to attend, they may request, in writing, to designate, at their own discretion, a Substitute Board Member to serve in his or her place. Written requests to designate SBMs must be submitted to the Secretariat and Vice-Chair at least two weeks before the Board meeting. If a Board Member requires a SBM for more than one Board meeting consecutively, the Vice-Chair will approach the constituency or organization to replace them.

SBMs may be selected by their organizations or constituencies in any manner they choose.

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 SBM's ability to represent the organization or constituency and contribute to the Board meeting.

If the request to designate a SBM is granted, then the SBM will have the same rights, privileges, and responsibilities as the Board Member. SBMs should also be able to perform the same roles and functions as the Board Member.

### 16.3 Additional delegates, advisors, observers, or guests

Up to two other delegates, or advisors—including the ABM—may accompany each Board Member at Board meetings. 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 or SBM has voting rights. Only one representative from an organization/constituency, including the Board Member or SBM, may speak on each agenda item.

If an individual or organization wishes to attend a Board meeting as an observer, a written request must be submitted 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 Secretariat, will decide whether or not to grant such a request. Observers do not have speaking or voting rights at the meeting but can be invited to speak by the Board Chair or Vice-Chair.

The Board Chair and/or Vice-Chair may invite guests to Board meetings as they deem appropriate. Board Members and the Secretariat have the right to propose special guests to the Chair or Vice-Chair.

### 16.4 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 substitutes 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 among themselves 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, it 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 deem it appropriate.

### 16.5 Transparency

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

## 17 BOARD DECISION-MAKING PROCEDURES

### 17.1 Advance preparation of decisions for board meetings

As a general principle, decisions will be prepared in advance by the EC and included in the meeting documentation distributed to Board Members at least one week prior to the Board meeting.

### 17.2 Procedure for amending decision points before board meetings

If a constituency wishes to submit an amendment to a decision point proposed by the EC, it must notify the Board Vice-Chair and the Secretariat Governance Focal Point at least 48 hours before the Board meeting.

The Vice-Chair will exercise his or her best judgment to determine if the proposed amendment is consistent with the intention of the EC. The Vice-Chair may consult with other members of the EC 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 EC, 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 EC, 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 it plans to introduce the amendment at the relevant Board session at least a day before the Board meeting.

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.

Note that amendments may be recommended to decision points *during the meeting* in an effort to reach consensus.

### 17.3 New decision points

A Board Member who 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, emailed 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 determine the admissibility of the proposed decision point based on the time available for discussion 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 present 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.

#### 17.4 Decision-making process

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

- 17.4.1 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;
- 17.4.2 The Board Chair may call for a formal vote or informal polling (e.g., through a show of hands) to test the status of a debated issue. (Note that informal polling is not a formal vote, but serves as a gauge for how far the Board is from consensus);
- 17.4.3 The Board Chair will try to achieve a consensus by encouraging amendments that meet the concerns of both sides of the debate during the meeting. 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
- 17.4.4 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 non-voting members. Where conflicts of interest arise, each member should voluntarily disclose this conflict and recuse him or herself from the related decision-making process.

#### 17.5 Decision-making by the Board Without a Meeting

In the absence of an in-person meeting, the Board may take a decision in response to an action circulated in writing, using e-mail, teleconferencing or web-based communication methods that allow recording of Board Member votes. The Board may also decide to take a decision on a no-objection basis. In such a case, a motion shall be deemed approved unless at least four voting Board Members object to the motion.

#### 17.6 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 Partnership.

Members of the 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 as the following:*

- 17.6.1 A financial interest in the work of the 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);
- 17.6.2 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 Board, or which has a commercial interest in the work of the Partnership, or an on-going negotiation concerning prospective employment or other association with such entity;
- 17.6.3 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 Partnership, or which has a commercial interest in the work of the Partnership;
- 17.6.4 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.

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

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.

In the event of an actual or potential conflict of interest by a Board Member, they shall not participate in the matter that has given rise to the conflict, absent a waiver from the Board Chair or Vice-Chair. This means that the Board Member shall not vote or speak on the matter and shall recuse him/herself without comment before any discussion or voting on the matter unless a waiver has been granted.

## **18 AMENDMENTS TO THIS MANUAL**

The Board may amend this governance manual at any time through the decision-making procedures set out above. If no consensus is reached, a two-thirds majority will be required to approve any amendment.