



The Global Fund to Fight AIDS, Tuberculosis & Malaria

BOARD OPERATING PROCEDURES

As Amended
October 16, 2003

A. BOARD MEMBER REPRESENTATION

1. Board Members

Seats on the Board of The Global Fund are allocated in the By-Laws to representatives of donors, developing countries, civil society, and the private sector, international organizations, and the communities living with the diseases. Board Members serve as the representatives of the particular country, organization or other entity, or other constituency holding the Board seat. Except as provided for in Sections A.4 and A.5 below, only properly accredited Board Members have the right to vote and to participate in Board deliberations.

Certain Board seats are allocated to or may be held by constituencies, including groups of organizations or countries. In such circumstances, each constituency will develop its own process to designate its representatives to the Board and determine the members of its delegation, and shall provide this process to the Board for reference.

The seven developing country seats are allocated to six constituencies based on each of the six World Health Organization (WHO) regions and to an additional constituency from Africa. WHO has no role in selecting Board Members. WHO regions are used only as a reference for the purpose of aggregating developing nations into regional groups.

2. Alternate Members

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

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

In addition to the Board Member and Alternate Member, delegations to Board meetings may include additional delegates, advisers and/or observers, *provided, however*, that the total delegation will normally not exceed 10 persons, no more than 5 of whom shall be on the floor at any one time. There will be video transmission of Board proceedings to a controlled-access room

for use by the additional delegation and Secretariat members who do not have access to the Board meeting room.

In order to enhance the efficiency of Board proceedings, Board members are encouraged to limit the size of their delegations below these maximums.

Delegation members other than that Board Member or Alternate Member shall only have the right to speak or participate directly in the deliberations of the Board when doing so at the request of and in place of the Board Member or Alternate Member of their delegation. Only one individual from a delegation, including the Board Member or Alternate Member, may speak per agenda item.

The Chair may invite guests to Board meetings at such times and for such purposes as he or she deems appropriate.

4. Notification of Representation

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

B. CALLING BOARD MEETINGS

5. Regular Board Meetings.

The Board is required by the Bylaws to have two meetings per year and will generally have three regular in-person meetings per year. Two meetings will be held in Geneva and one will be held in a recipient country. The Board shall adjust the frequency of these meetings as necessary. The location of the host recipient country will rotate appropriately between regions.

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

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

Notice of the time and place of each regular meeting of the Board shall be provided to Board Members and Alternate Members at least forty (40) days in advance of the meeting. Unless otherwise agreed by the Board, proposed

agenda items for Board meetings should be submitted to the Secretariat at least 4 weeks in advance of a scheduled meeting.

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

6. Emergency Board Meetings.

The Board Chair and the Vice Chair, acting together, shall call in-person emergency Board meetings only as necessary to address extraordinary circumstances (e.g. major financial, legal and/or ethical issues, loss of confidence in leadership), and only with the approval of at least one-third of the members of the Board. In the event no consensus is reached between the Chair and Vice Chair over whether such extraordinary circumstances exist, the Chair shall determine whether such meeting is necessary. Any Board member, or the Executive Director, may suggest the need for an emergency meeting to the Board Chair and Vice Chair.

The Board Chair and Vice Chair, acting together, may, as reasonably required under the circumstances, modify the normal procedural guidelines for Board meetings in the case of an emergency Board meeting (e.g., provision for delegations, translation services, etc.). In the event that no consensus is reached between the Chair and Vice Chair over whether procedural changes are required, the Chair shall make the determination.

7. Communication

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

Unless otherwise requested, the Secretariat will send all necessary documentation related to Board business directly to the designated Board Member and Alternate Member. In addition, each Board Member is requested to designate one additional "communication focal point" authorized to receive documentation. It will be the responsibility of the Board Member, Alternate Member and/or the communication focal point to make any further distribution of documents to constituent members or other interested parties.

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

C. CONDUCT OF MEETINGS

8. General Conduct

Meetings will generally be conducted by the Chair, the Vice-Chair, or such other person delegated to perform such functions.

9. Agenda

The Secretariat and Board Chair, acting together with the Vice Chair, will develop the Board meeting agenda, which will be approved by the Board at the beginning of each meeting. In circumstances where no consensus is reached, the Board Chair shall determine which items are to be included in the meeting agenda submitted to the Board for approval.

10. Decision-making

The Board shall use best efforts to reach all decisions by consensus. If all practical efforts by the Board and the Chair have not led to consensus, any member of the Board with voting privileges may call for a vote. In order to pass, motions require a two-thirds majority of those present of both: a) the group encompassing the 7 donor seats and the 2 private sector seats and b) the group encompassing the 7 developing country seats and the 2 non-governmental organization seats.

Between Board meetings the Chair and the Vice Chair, acting together, shall take action on behalf of the Foundation Board which they consider must be taken urgently without recourse to other procedures as provided in the Bylaws or Board Operating Procedures. In the event the Chair and Vice Chair are unable to agree, the Chair shall make the decision.

Decisions taken between Foundation Board meetings shall be notified to the Foundation Board immediately, with an explanation on why such decision was deemed urgent. A full report on the decision shall be presented to the Foundation Board at its subsequent meeting. The Foundation Board will review, and may modify or reverse, the decision.

If, in exceptional circumstances, the Executive Director, the Board Chair, and the Vice Chair determine that a pending issue requires Board input, and the issue cannot wait until the next Board meeting, the Board Chair and Vice Chair will consult with Board members. (Such Board input will, wherever possible, take the form of consultations that inform the decision of the Board Chair and Vice Chair, rather than formal Board decisions). If the

Board Chair and Vice Chair are unable to agree on whether such consultation with Board members is required, the Chair may determine whether to do so.

11. Quorum

The Board may conduct business only when a majority of Board Members of each of the two voting groups defined in Section 10 are present.

12. Languages

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

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

13. Restricted Session.

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

14. Transparency

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

D. ROLES AND RESPONSIBILITIES

15. Officers

a. Chair and Vice Chair

The Chair shall be responsible for the conduct of all meetings of the Board, and shall be the principal spokesperson for the Board. While the Board Chair, or in his or her absence, the Vice Chair is presiding, his or her Alternate Member (or any designated member of his or her delegation) will be

permitted to participate in the discussion. However, the Board Chair or Vice Chair will retain the single vote of the constituency.

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

b. Rapporteur

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

c. Other Officers

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

16. Executive Director

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

E. ELECTION PROCEDURES FOR BOARD CHAIR AND VICE CHAIR

17. Timing of Elections; Commencement of Terms

Elections of the Chair and Vice Chair shall take place at the first Board meeting of the year. In the case of a vacancy, elections to fill the vacant slot shall take place at the first Board meeting at which a vacancy exists.

The terms of office for Chair and Vice Chair shall commence on the second Board meeting of the year, except in the case of elections to fill a vacancy, where terms shall commence immediately upon election.

18. Nomination

The Secretariat shall announce forthcoming elections and call for nominations at least 40 days in advance of the election.

Nominations may be received any time prior to the election, though nominations should be received by the Secretariat 20 days prior to the

election. Candidates are eligible for election when they have been nominated, and their nomination has been seconded, by Board members with voting privileges, and they have confirmed to the Secretariat that they accept the nomination.

19. Voting Process

The Chair shall conduct the election, or, in the event the Chair is a candidate, the Vice Chair. In the event both the Chair and the Vice Chair are candidates, the Rapporteur shall conduct the election.

During the election no candidates shall be permitted in the meeting room. If there is only one candidate for the position, the process shall proceed by acclamation.

If there is more than one candidate for the position, the Board shall proceed under the decision-making procedures outlined in Section 10.

F. COMMITTEES

20. General

The Board may establish such committees, working groups, advisory panels and other similar groups it deems necessary to carry out the business of the Board. Committees will be established with defined terms of reference and deliverables. The terms of reference of committees shall be reviewed by the Board as appropriate. Committees will normally meet before and/or after Board meetings at the discretion of the committee chair and depending on their program of work. Committees will operate under these Board Operating Procedures and the specific Committee Rules and Procedures adopted by the Board and amended from time to time. In the event of any conflict between these Board Operating Procedures and the Committee Rules and Procedures, these Board Operating Procedures shall govern.

21. Committee Chairs and Vice Chairs

The Board Chair and Vice Chair, in consultation with the relevant constituency, shall identify a qualified candidate to chair a Committee, taking into account the mandate of the committee, and present the candidate to the Board for ratification. In the event the Board Chair and Vice Chair cannot agree on a qualified candidate, the Board Chair shall present a candidate to the Board for ratification. There should be a balance between chairs from the two voting groups outlined in Section 10. There should be one chair per committee. Committee chairs will preferably be either Board Members or Alternate Members.

The committee chair shall, taking into account balance, availability, and the terms of reference of the committee, appoint a qualified vice chair. The

appointment should be done in consultation with the Board Chair and Vice Chair to ensure the overall balance between the committees.

The Vice Chair is an active part of the committee leadership. The Chair should systematically consult the Vice Chair and, where appropriate and efficient, delegate tasks to the Vice Chair.

22. Size and Membership of Committees

Committees will have a maximum of seventeen members. The Board Chair and Vice Chair, in consultation with the committee chair, and the Executive Director, will propose the constituencies to be included on each committee, based on applications made by constituencies for committee seats, for full Board approval. There will be no more than one member per constituency on any single committee. Each constituency may participate in a maximum of three committees. Membership on the Ethics Committee shall not count toward this three-committee limit, nor shall membership on other ad-hoc committees where the Board specifically provides that membership shall not apply toward this limit. Where demand for committee seats exceeds the maximum, priority will be given to ensuring balance.

Constituencies will designate an individual to represent them on a given committee. While it is preferable that constituencies choose Board Members or Alternate Members to serve on committees, they are free to choose any individual to represent them. While substitutes should be discouraged, committee members will be able to send substitutes as an exception without the approval of the committee chair. Only committee members (or their substitute) will attend committee meetings, unless other individuals are invited to do so by the committee chair. Because committee chairs must chair the committee meeting without prejudice, they may bring an additional representative of the constituency to participate as a member of the committee. Where considered necessary by the committee chair, the vice chair of a particular committee may be permitted to bring an additional representative of the constituency to participate as a member of the committee.

23. Quorum for Committees

Committees, with the exception of the Ethics Committee which shall operate under separate quorum requirements, may conduct business only when a majority of members are present.

24. Ethics Committee

The Ethics Committee shall be a permanent committee of the Board. The Ethics Committee shall consist of four members. The Board Vice Chair shall be a member of, and shall chair, the Ethics Committee.

The Ethics Committee shall operate under these Board Operating Procedures, the committee guidelines of the Board, and the Ethics Committee procedures and rules, as may be adopted and amended from time to time by the Board. In circumstances where these Ethics Committee procedures and rules conflict with these Board Operating Procedures or the committee guidelines of the Board, the Ethics Committee procedures shall govern.

G. MISCELLANEOUS

25. Certain Expense Reimbursements.

The Global Fund will pay and provide for the costs of attendance at Board meetings for three members from each developing country and NGO constituency. The Global Fund will pay and provide for the costs of attendance at committee meetings for one committee member from each developing country and NGO constituency serving on the committee.

26. Conflict of Interest.

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

27. Disputed Board Seats

Disputes regarding entitlement to a Board seat should in the first instance be resolved by members of the constituency entitled to the Board seat. If the matter is not resolved by the constituency, it may be settled by the Board.

28. Vacancies.

A vacancy in any office or position resulting from death, resignation, disqualification or other reason, shall 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 positions shall hold such positions for the unexpired term of their predecessor.

29. Amendments

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