



Investing in our future

The Global Fund

To Fight AIDS, Tuberculosis and Malaria

Fourteenth Board Meeting
Guatemala City, 31 October - 3 November 2006

GF/B14/5

REPORT OF THE NOMINATION COMMITTEE

Outline: The purpose of this report is to describe the work undertaken by the Nomination Committee since its establishment at the Thirteenth Board meeting, and to provide information to the Board with respect to the five candidates that the Committee is nominating for the position of Executive Director of the Global Fund. The report also includes a decision-making process for the selection of the Executive Director by the Board, a proposal with respect to the compensation of the Executive Director, and information with respect to the announcement of Board's selection.

Summary of Decision Points:

Decision Point 1

The Board selects "x" for the position of Executive Director of the Global Fund and requests the Chair and Vice-Chair of the Board to make the necessary arrangements with WHO for the negotiation of the contract and the appointment.

Part 1: The Nomination Committee's mandate and its operations

Mandate

1. At its Thirteenth meeting in April 2006, the Global Fund Board created a Nomination Committee (NC) to assist it with the process of selecting the next Executive Director of the Global Fund.
2. The Board approved the composition of the NC to include Carol Jacobs, Lieve Fransen, Carsten Staur, Carol Presern, Jimmy Kolker, Peter Van Rooijen, Urbain Olanguena Awono and Ren Minghui. The members of the NC were appointed to act in their personal capacity rather than as representatives of their constituencies.
3. The Board decided that the NC should operate under the following terms of reference:
 1. The Nomination Committee shall assist the Board with the selection of the next Executive Director of the Global Fund under an Action Plan approved by the Board. To that end, it shall:
 - Select an executive search firm, based on a competitive process;
 - Guide recruitment based on the criteria for selection of the Executive Director that were approved by the Board; and
 - Oversee the search process.
 2. The Nomination Committee shall present a list of five candidates to the Board, giving reasons for their assessments which should include the extent to which each candidate fulfils the relevant selection criteria and the candidate's ability to perform the duties of the Executive Director as outlined in the Terms of Reference.
 3. The Nomination Committee shall prepare a decision-making process for the Board on the selection of candidates at the Fourteenth Board meeting.
4. At the same meeting, the Board approved a detailed list of selection criteria and terms of reference for the recruitment of the Executive Director¹, and an action plan for the recruitment of the Executive Director². (See Annex 1-2)
5. The Committee appointed the Global Fund's Legal Counsel as Secretariat focal point to assist it in carrying out its functions. In addition, Peter van Rooijen accepted the Committee's request that he work with the Chair and the Legal Counsel to coordinate the Committee's work.

Operations

6. In line with its mandate, the NC selected and oversaw the operations of a search firm, and took certain measures to protect the confidentiality of candidates and prevent inappropriate lobbying. It then began the selection process, which resulted in the nomination of the five candidates that are described in Part 4 of this Report.

¹ Annex 3 to GF/B13/14

² Annex 2 to GF/B13/14, Revision 1

Search Firm and Measures on Confidentiality and Lobbying

7. In June 2006, the NC selected the firm of Odgers Ray & Berndtson by competitive process to assist it with the recruitment process. The Committee also advertised the position of Executive Director in eleven publications across the world, in five different languages (listed in Annex 3). The advertisements indicated that the deadline for applications was 21 July 2006.

8. In order to more precisely define the selection criteria approved at the Thirteenth Board meeting that were being used in the consideration of candidates, the Committee weighted each criterion based on its relative importance, after seeking and receiving input on this from the Secretariat's Executive Management Team and the Staff Council.

9. In order to ensure confidentiality and enhance the quality of the nomination process, each Committee member and the Secretariat Focal Point agreed in writing not to disclose candidate information except when reporting as a Committee to the Board.

10. In addition, each Committee member and the Secretariat Focal Point agreed in writing that, if a candidate or an intermediary attempted to lobby them or to provide information that could have an impact on the nomination process, they would report the contact to the rest of the Committee, listing all relevant details. The Committee would also report the contact to the Board or to the Ethics Committee if appropriate. At its meeting of 17 September 2006, immediately before the end of the nomination process, all Committee members confirmed that they had not been lobbied individually.

Selection of Candidates for Interview

11. The Committee extended the time available for the search firm to locate potential candidates and for applications beyond the 21 July 2006 deadline indicated in the advertisement of the Executive Director position to 7 August 2006 in order to allow Odgers additional time to conduct its search operations. The Chair informed the Board of this by email on 20 July 2006.

12. In total, 334 candidates applied for the position. Odgers created two categories of the most qualified applicants based on the weighted selection criteria: Category A (strongest – to be interviewed by Odgers by telephone) and Category B (of significant interest as fall back options – no interview at the moment).

13. On 9 August 2006, the Committee reviewed the 20 curricula vitae that Odgers had classified as belonging to Category A. The Committee decided to take an expansive view of Category A to ensure that no outstanding candidate was overlooked, and reassigned only two candidates to Category B (resulting in 18 candidates in Category A and 11 candidates in Category B). The Committee also considered whether any of the Category B candidates should be reallocated to Category A and interviewed, and concluded that none should be. This shortlist of candidates included an exceptionally distinguished and diverse group of candidates, hailing from both the governmental and the nongovernmental sectors.

14. Odgers then interviewed the 18 candidates in Category A by telephone.

15. In its teleconference on 5 September, based on a report from Odgers on the result of the telephone interviews, the NC selected a shortlist of 14 candidates to be interviewed by the Committee in Geneva on 18-19 September. Two candidates subsequently informed the Committee that they wished to withdraw their candidacies.

16. Several of the preferred candidates for the shortlist were either over the mandatory retirement age of 62³, or would become that age either during a first or a potential second term as Executive Director.⁴ In order not to exclude those excellent candidates from consideration, the NC sought an exception to the mandatory retirement age from the Acting Director General of the World Health Organization, who agreed to grant it.

Transparency

17. Through its Chair, the NC has reported regularly to the Board on progress made.⁵ The Committee also published a report on the Global Fund's website that summarized the tasks accomplished and next steps.

18. In addition, the Committee has responded, after submitting its proposed reply to the Board for review and comment, to an editorial in *The Lancet* published on 2 September 2006 that alleged that the process for the selection of the Executive Director lacked in transparency.

Part 2: Interview process

1. On 18-19 September in Geneva, the NC interviewed 12 candidates (11 in person, one by telephone).

2. The NC divided itself into two groups of lead interviewers, which alternated in posing questions to candidates.

3. The interviews were carried out based on previously-established standard questions intended to probe the extent to which each candidate met the selection criteria set by the Board. In the interviews the Committee added specific questions related to the individual candidates' backgrounds and presentations.

4. To assist evaluation, the Committee developed an evaluation tool that yielded a numerical score for each candidate, reflecting performance against the weighted selection criteria. In addition, the Committee further summarized the selection criteria by establishing three overarching indicators:

- a. Leadership in development and/or health;
- b. Stature, credibility, and personal impact; and
- c. Management ability as leadership (general management skills)

5. Each candidate was accordingly rated based on his or her numerical score and performance against the three overarching indicators. This facilitated consensus on which five candidates should be nominated.

6. After being interviewed, each candidate was asked to record a video presentation on what he or she perceived to be the main priorities of the Global Fund, with an emphasis on how to address them. Candidates were informed that their presentation would not be part of the Committee's evaluation

³ See WHO Staff Rules 410.2 and 1020.1

⁴ Under Article 8 of the Bylaws of the Global Fund, the Executive Director serves for a term of four years, renewable for not more than one additional term of three years.

⁵ The Chair of the Nomination Committee reported to the Board on progress made by email on 27 June, 10 July, 20 July, and 29 August 2006.

process, but that the Board would be afforded an opportunity to review the videotaped presentations of the nominees in advance of the Fourteenth Board meeting.

Part 3: Psychometric Testing

1. Prior to their interviews with the NC, candidates were required to take a psychometric test: the Occupational Personality Questionnaire (OPQ32i). This questionnaire invites candidates to describe their behavior, preferences and attitudes in relation to different aspects of their working life. The questionnaires completed by candidates were employed by the Committee only as an additional source of information.

Part 4: Nominated candidates

1. The NC met on September 18–19, 2006 in Geneva to interview twelve candidates in order to provide a short list of five nominees for the post of Executive Director of the Global Fund at the Fourteenth Board Meeting in Guatemala on 31 October 2006.

2. The NC considers that the five highly competent, short-listed nominees reflect diversity. Each candidate demonstrated that he/she would bring solid attributes and strengths to the leadership of the Secretariat as well as a clearly-defined vision for the Global Fund.

3. The NC has prepared a short description of the strength of each nominee below (names removed from website version):

- a. **Nominee 1** has a strong background in international development and public policy. The nominee has a good understanding of the challenges ahead, sound understanding of the political dimensions of the Global Fund's operations and of the role and importance of building partnerships. The nominee also addressed the importance of team building.
- b. **Nominee 2** has a sound knowledge of the operation of the Global Fund and a clear vision for the Global Fund. The nominee is strongly committed to innovative resource mobilization. The nominee's strengths are in knowledge of the diseases and sensitivity to the issues of diversity as well as his/her background of diplomacy.
- c. **Nominee 3** has a strong background in public policy and years of experience in building partnerships with a focus on the needs at country level. The nominee articulates a vision for resource mobilization and has demonstrated strong leadership skills and public advocacy.
- d. **Nominee 4** has a strong background in management and proven experience in building partnerships and mobilizing vast resources. The nominee understands the importance of "branding" a product as well as relationships with the Board. The nominee is sensitive to the importance of reflecting diversity.
- e. **Nominee 5** has a sound understanding of the international development issues and knowledge of the three diseases. The nominee has demonstrated management and leadership skills and emphasizes improving Board–Secretariat relations. The nominee

envisages more meaningful engagement of countries from the South as well as partnerships with the private sector.

Part 5: Presentation of the Candidates to the Board

1. The NC decided to provide this report to the Board through the normal distribution channel that is employed for Board-related documentation.⁶
2. Board constituencies will also be able to review the video-taped presentations of the candidates by accessing a password-protected area of the Global Fund's website.
3. Board members will also be provided the opportunity to pose questions to the five nominees before the Fourteenth Board Meeting through interactive facilities such as e-fora or teleconferences. The Committee will provide to the Board details on how to access these opportunities in due course.

Part 6: Decision making process

1. At its Thirteenth Meeting, the Board decided that “[t]he Nomination Committee shall prepare a decision-making process for the Board on the selection of candidates [for the position of Executive Director] at the Fourteenth Board Meeting.
2. The Nomination Committee has developed, after considering best practices of other organizations, the process that is laid out in Annex 5 to this Report.
3. The Board's attention is drawn to the fact that the selection of the Executive will occur in restricted session, in the presence of only Board members and alternates, and *one additional person for each Board constituency*. The additional persons will be admitted to ensure that a sufficient opportunity for appropriate representation is afforded, and so that some of the additional participants can facilitate the logistics of the straw polling and votes that are expected to be carried out during the session. Board delegations should therefore be sure to make the necessary arrangements to decide which additional person, other than the Board member and alternate, will represent them.

Decision Point 1

The Board selects “x” for the position of Executive Director of the Global Fund and requests the Chair and Vice-Chair to make the necessary arrangements with WHO for the negotiation of the contract and the appointment.

⁶ See Board Operating Procedures, Section 7

Part 7: (Intentionally left blank)

Part 8: Announcement

1. The announcement of which nominee has been selected will be made at the Board meeting in Guatemala City and a press release issued at that time.
2. This will require the consent of the Director-General of WHO, who ultimately will be making the appointment. WHO has indicated that it will be possible for the Director-General to make a decision on this point at the time the selection is made by the Board.
3. A full-Board session will be scheduled for immediately after the Executive Session for the announcement of the Board's decision and a brief presentation of the selected nominee's qualifications and experience.

This document is part of an internal deliberative process of the Global Fund and as such cannot be made public.

Please refer to the Global Fund's documents policy for further guidance.

Selection Criteria for Executive Director

- **Leadership and Strategic Management**

1. Substantial experience – ideally more than ten years - of successful management and leadership in complex public, private or international organization(s);
2. Proven leadership, vision and strategic thinking;
3. Political sensitivity, communication and external representation skills, with the ability to relate and work effectively and strategically with partners at all levels;
4. Competence in the management of staff, finances and processes within international organizations, public or private sectors, NGOs or private foundations;
5. Proven ability to raise funds from different sources;
6. Commitment to implementing the core principles of the Global Fund as articulated in the framework document and relevant agreements;
7. Vision and understanding of the challenges and opportunities that face the Global Fund;
8. Commitment to promote involvement of people living with, or affected by, HIV, TB and malaria;
9. Proven ability to identify and nurture talent, to encourage diversity and foster team building;
10. Excellent inter-personal skills, cultural and gender sensitivity and respect;
11. Demonstrated ability to relate and work effectively with a range of different institutions, interest groups and stakeholders, including affected populations;
12. Ability to manage change and innovation.

- **International Experience with Health and Development**

1. Excellent understanding of working in developing countries, including implementation challenges;
2. Experience and knowledge related to public health, AIDS, tuberculosis and malaria;
3. Experience and knowledge of international, development and public policy processes;
4. Experience working with multiple sectors, such as international organizations, governments, NGOs and the private sector;
5. Good language skills: ability to work in English, and ideally fluency in at least another language of the Global Fund.

- **Experience working with Boards of Directors**

1. Has worked closely with at least one governing body or Board of Directors of an international organization, large company, NGO or private foundation;
2. Thorough understanding of the opportunities and challenges associated with Board working processes.

- **Availability**

Incumbent should [ideally] be available by January 2007.

**Terms of Reference
of the
Executive Director of
The Global Fund to Fight AIDS, Tuberculosis and Malaria**

The Executive Director is the Chief Executive Officer of the Global Fund, and has overall responsibility for the day-to-day management of the Global Fund according to the Bylaws, Board Operation Procedures and other policies or decisions of the Global Fund Board, as well as for specific duties and responsibilities assigned to him/her by the Board.

1. Leadership and Management of the Secretariat

The Executive Director works with the Board to develop and pursue a long-term strategic vision for the Global Fund, in the context of overall programs and activities at national and international levels in the fields of HIV/AIDS, tuberculosis, and malaria.

The Executive Director works with the Board to develop the overall operational strategy and structure of the Secretariat, and is solely responsible for managing the Secretariat, based on its operational strategy and within the annual budget set by the Board.

The Executive Director is responsible for the good management of the Global Fund and for ensuring the Secretariat operates and executes Board policy with full transparency, and that internal management of the Secretariat is efficient and effective and serves the best interests of the Global Fund as a whole.

To achieve this goal, the Executive Director is responsible for all financial, administrative and other functions of the Secretariat, including:

- Commissioning of the Technical Review Panel and ensuring the independence and integrity of the review process;
- Organizing the receipt and review of grant applications, and negotiating and executing grant agreements with recipients within the budget ceilings approved by the Board;
- Authorizing expenditures on behalf of the Global Fund, including performance-based disbursements to Global Fund recipients;
- Ensuring prudent risk management in the grant portfolio and in Secretariat operations, including, but not limited to, the development of rigorous management and communications systems to ensure the implementation of and strict adherence to Board decisions and other Global Fund policies in a timely manner;
- Managing actions by the World Bank and the World Health Organization under the Agreement for the Trust Fund of the Global Fund and the Administrative Service Agreement, respectively, and authorizing actions under those Agreements, as appropriate;
- Representing the Global Fund before any competent authority (in particular any Federal or Cantonal authority of Switzerland), when delegated by the Chair and Vice-Chair of the Board;
- Developing and implementing annual and long-term operating plans and budgets for the Secretariat, for approval by the Board;
- Identifying and tracking quantifiable performance targets to manage the performance of the Secretariat;
- Ensuring the meaningful monitoring and evaluation of Global Fund programs and performance;
- Analyzing and reporting on the impact and performance of the Global Fund's grant portfolio; and
- Recruiting Secretariat staff, under policies and procedure approved by the Board.

2. Working with the Board and Governance

The Executive Director is accountable to the Global Fund Board, and is responsible for accurately implementing all the policies and decisions of the Board. The Executive Director must hold the Secretariat and its individual staff members to the highest standards of integrity and professional behavior to safeguard the good reputation of the Global Fund. The Executive Director works closely with the Board Chair and Vice-Chair in carrying forward the business of the Global Fund by doing the following:

- Implementing duties and responsibilities assigned by the Board and its Chair and Vice-Chair;
- Representing the Secretariat at all Board Meetings, and ensuring effective and timely preparation and distribution of all materials, including by complying with the Fund's rules on multilingualism;
- Assisting and supporting Committees of the Board, their advisory and technical panels and other support structures;
- Coordinating the process for recommending to the Board members of the Technical Review Panel, the Technical Evaluation Reference Group, and other advisory groups;
- Communicating Board decisions within the Secretariat and to all relevant stakeholders;
- Communicating regularly with the Board on the activities, finance, and programmatic performance of the Secretariat, including timely notice of proposed fundraising campaigns; and
- Preparing the Annual Report of the Global Fund for approval by the Board.

3. Resource Mobilization and Partnership

The Executive Director is responsible for building effective alliances and operational collaboration to develop an effective Global Fund as part of a coordinated response to HIV/AIDS, tuberculosis, and malaria at the country and international levels. This includes effective interactions with and responsiveness to public and private partners, including United Nations agencies, bilateral donors, nongovernmental organizations, the business sector, and the infected and affected communities.

The Executive Director will also be responsible for the following:

- Working with the Board to develop the overall resource mobilization and fund-raising plan, and ensuring its implementation;
- Building effective partnerships with public and private entities to support the work of the Global Fund;
- Participating in fundraising activities, including the voluntary replenishment process;
- Ensuring effective organization and preparation for meetings of the Partnership Forum; and
- Enhancing the overall image and reputation of the Global Fund through effective communication with all stakeholders.

4. Performance Plan

The Board will approve an annual performance plan, used for the annual evaluation of the Executive Director.

Provisional Action Plan for the Recruitment of the Next Executive Director

(Once established, the Nomination Committee will review this plan.)

	Action Item	Due Date	Responsible Party	Recommendation
A. Identification, Recommendation and Hiring of an ED Candidate				
1.	Identify search firm on basis of competitive bid	15 May 2006	Nomination Committee (Secretariat Contracts team)	To be completed as soon as possible
2.	Publish advertisements for ED position.	1 June 2006	Executive search firm (publications); Secretariat (website)	Based on dates for publication and the placement of advertisements in the <i>Economist</i> and other international outlets
3.	Applications and <i>curricula vitae</i> (CVs) due for ED position.	21 July 2006	--	
4.	Pre-Nomination and circulation of shortlist and CVs of ten best candidates to Nomination Committee.	28 August 2006	Executive search firm	The Nomination Committee should work by consensus
5.	Review work of executive search firm and pre-selected CVs. Identify ED candidates for interviews.	15 September 2006	Nomination Committee	
6.	Arrange and conduct ED interviews.	17 - 29 September 2006 (interviews should be completed no later than three weeks before the 14 th Board Meeting)	Executive search firm (arrange); Nomination Committee (conduct)	Interviews should be conducted over a one- to two-day period at the Global Fund offices in Geneva, or at another convenient location. A second round of interviews could be necessary a week later.
7.	Rank ED candidates, and identify the top three choices for ED position	29 September 2006 (immediately following interviews)	Nomination Committee	

	Action Item	Due Date	Responsible Party	Recommendation
8.	Complete reference checks, and finalize recommendation on top three candidates (if appropriate)	9 October 2006	Executive search firm (reference checks); Nomination Committee (review of reference checks and recommendation)	
9.	Circulate to the Board a recommendation on the top two to five candidates (including reference checks), with supporting materials.	9 October 2006	Nomination Committee	
10.	Select a new ED and recommend him/her for appointment to the Director General of WHO.	1 November 2006	Board	Choice subject to reference checks led by Nomination Committee. The Board should select a preferred candidate, but also approve a back-up candidate, so that it can quickly extend an offer to its second choice in the event its first choice declines the offer.
11.	Extend a formal offer to the approved ED candidate.	8 November	Director General of the World Health Organization (WHO)	
12.	Arrange transition	November 2006	Board Chair and Vice Chair and World Health Organization (WHO)	
13.	ED joins the Global Fund.	January 2007	Briefing and Orientation	

**SCHEDULE FOR ADVERTISEMENT OF POSITION OF EXECUTIVE DIRECTOR
OF THE GLOBAL FUND TO FIGHT AIDS, TUBERCULOSIS & MALARIA**

Publication	Language	Date of Publication
International Herald Tribune	English	26 June
The Economist	English	24 June
Wall Street Journal (Europe & Asia)	English	27 June
Wall Street Journal (US)	English	27 June
America Economía	Spanish for Spanish regions + English for Brazil	14 July
Economic Times of India	English	27 June
Jeune Afrique	French	25 June
Middle East Economic Digest	Arabic	23 June
South China Morning Post (Hong Kong)	English	25 June
Vedomosti	Russian	26 June
Le Monde	French	26 June

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**Decision Making Process for the Selection
of the Executive Director of
The Global Fund to Fight AIDS, Tuberculosis & Malaria**

1. In line with Section 10 of the Board Operating Procedures⁷, the overriding objective of the decision making procedure that follows is that the Board reach a consensus on which nominee should be selected for the position of Executive Director, with voting occurring only as a last resort. To that end, the decision making procedure employs a straw polling process that yields a ranking of candidates as a tool to facilitate consensus.
2. The Board will meet in restricted session, in the presence of only Board Members, Alternate Board Members and one additional representative for each delegation, to consider the five candidates nominated by the Nomination Committee.

Step A: Straw Poll

1. Following the Chair's presentation of the Nomination Committee's report, she calls the first straw poll. The purpose of the poll is to obtain a ranking of the nominees based on the preferences of the Board, in order to establish whether there is a consensus on the selection of one of the two most highly-ranked candidates for the position of Executive Director of the Global Fund.
2. Each Board member is provided with a ballot on which s/he is asked to indicate the names of his/her delegation's two top preferences for the position of Executive Director, in order of rank.
3. Each ballot is color coded in such a way as to make it apparent whether it was compiled by a "donor" or a "recipient" delegation. Beyond the designation of donor or recipient status, the ballots are anonymous.
4. The Chair will make appropriate arrangements to receive assistance with the tabulation of the results and other logistics from delegation members entitled to participate in the restricted session.
5. Where a nominee is ranked first by a delegation, s/he receives a score of two points. Where a nominee is ranked second, s/he receives a score of one point. The scores received by each nominee are tallied, and nominees are listed in a table in order of rank. The table also breaks down further the number of preferences received by each nominee from each of the donor and recipient voting groups (for an example, see Table 1, below).

⁷ Board Operating Procedures, Section 10. "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."

Table 1: Ranking of Nominees

Nominee and ranking	Donor Group Score	Recipient Group Score	Total score
A	10	11	21
B	8	11	19
C	4	6	10
D	4	3	7
E	2	1	3

6. The tabulated results are made available to all Board members and Alternates through projection onto a screen.

Step B: Discussion and Building of Consensus

1. The Chair opens discussion on the results of the straw poll. The objective of the discussion is to reach consensus on which nominee should be selected. For that purpose, the Chair will focus the discussion on the nominee that is ranked first, moving on to the second-ranked nominee only if it is apparent that there is no consensus at that time that the first should be selected.
2. The Board will be considered to have reached consensus where there is a majority of two thirds of both the donor and the recipient voting groups in favor of one nominee.⁸

Step C: Vote on Two Highest-Ranked Candidates

1. If it appears that there is a consensus, the Chair calls a vote on the first-ranked nominee.⁹
2. The voting takes place by roll call:
 - a. The Chair shall solicit the vote of each member of the “recipient” voting group in alphabetical order;
 - b. When voting by the recipient voting group has been completed, the Chair shall solicit the vote of each member of the “donor” block, in alphabetical order.
3. If the first-ranked nominee receives the affirmative vote of at least two thirds of both the donor and the recipient groups, s/he is selected.¹⁰
4. In the event that the first-ranked nominee does not achieve the required two-thirds majority of both voting groups, the Board discusses the nominee who is ranked second in the straw poll.
5. If there appears to be a consensus on the second-ranked candidate, the second vote occurs following the same procedure as the first vote.

⁸ As provided in Section 10 of the Board Operating Procedures.

⁹ If it appears that there is no consensus, then the Board proceeds to discuss the second-ranked nominee.

¹⁰ *Id.*, “In order to pass, motions require a two-thirds majority of those present of both: a) the group encompassing the 8 donor seats and the 2 private sector seats and b) the group encompassing the 7 developing country seats, the 2 non-governmental organization seats, and the representative of an NGO who is a person living with HIV/AIDS or from a community living with tuberculosis or malaria.”

6. If the second-ranked nominee receives the affirmative vote of at least two thirds of both voting groups, s/he is selected.

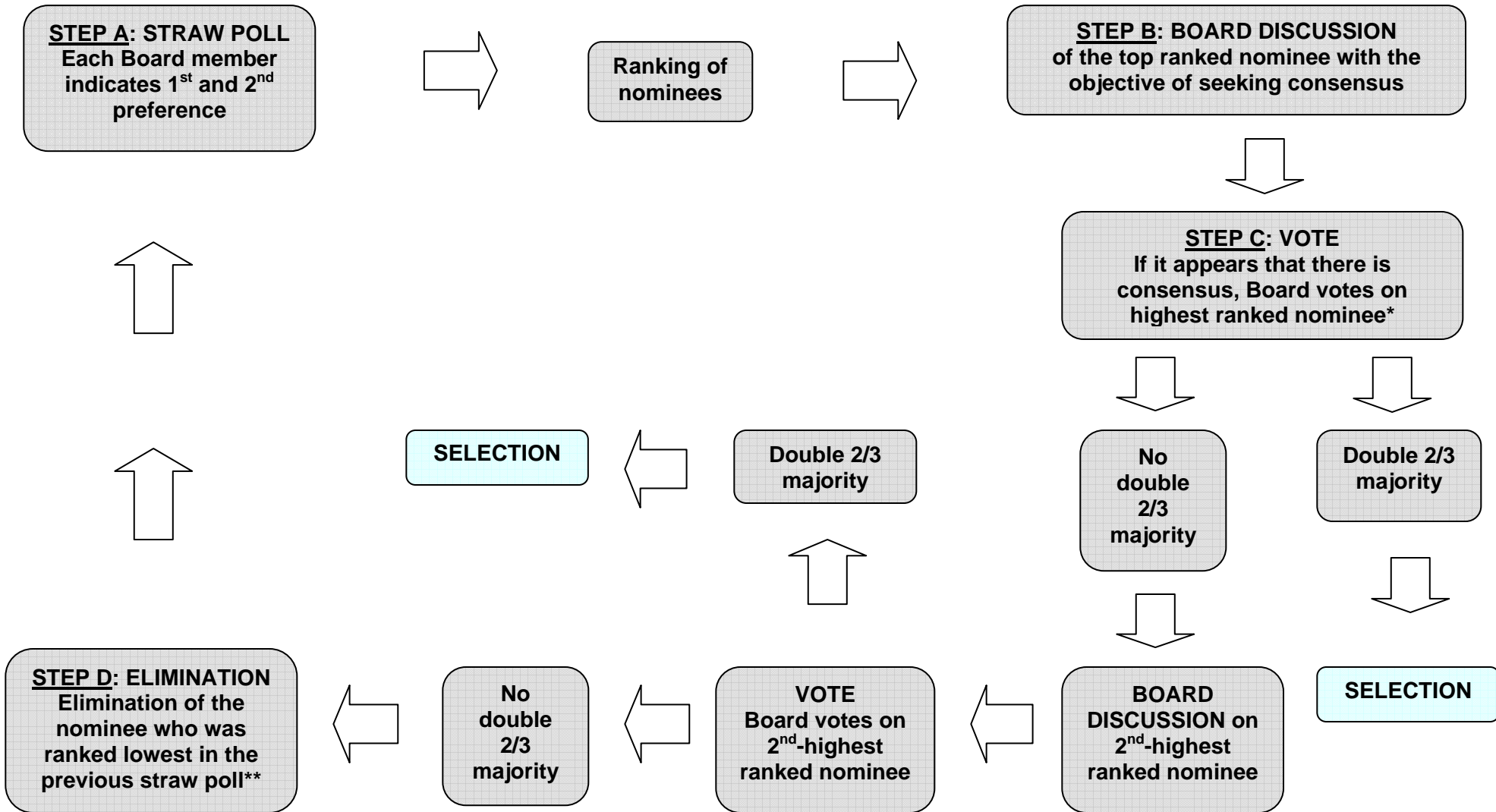
Steps D and A – Elimination of Lowest-ranked Candidate and New Straw Poll

1. If the second vote does not result in the selection of the nominee, the Chair calls a new straw poll to re-rank the nominees, following the same procedure as in Step A, above, except that the candidate who received the lowest ranking in the previous straw poll would, each time Step D is reached, be eliminated from the straw poll.

2. The Chair will guide the Board through the cycle of steps that is described above as many times as is necessary to select a nominee.

3. Elimination of the lowest ranking nominee shall occur each time Step D is reached, except where the elimination would result in less than two nominees being the object of the Step A straw poll. At that time, the straw poll shall again be conducted on the basis of the original list of five nominees, and the cycle shall continue as described above: the nominee with the lowest ranking in the previous straw poll is excluded from the next straw poll, until only two nominees remain and the original five nominees are again the object of the next straw poll.

DECISION MAKING PROCEDURE FOR THE SELECTION OF THE EXECUTIVE DIRECTOR



* If it appears that there is no consensus, then the Board moves to a discussion of second-ranked nominee.

** Unless the elimination of an additional nominee would result in less than two nominees being the object of the next straw poll. In that event, the previously eliminated nominees shall be reintroduced in the straw poll and process.

Compensation

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