



Investing in our future

The Global Fund

To Fight AIDS, Tuberculosis and Malaria

**First Special Board Meeting
Geneva, 8-9 February 2007**

GF/SB1/3

DECISION-MAKING PROCEDURE FOR THE SELECTION OF THE NEXT EXECUTIVE DIRECTOR

Part 1: Retreat (6-7 February 2007)

1. The Board will hold an informal retreat beginning in the evening of 6 February 2007 and continuing on 7 February 2007, before the special Board Meeting of 8-9 February 2007. As in the case of the special Board Meeting, only Board Members and Alternate Board Members will attend the retreat. The Chair of the Board will preside over the retreat with the support of the Vice Chair.
2. At dinner on 6 February 2007, the Chair of the Nomination Committee will open the retreat by presenting the Committee's report on the nomination process and on the nominees.
3. On 7 February 2007, the Board will interact with the shortlisted nominees. One session shall be held for each nominee. Each session shall not last more than 60 minutes, divided into two parts:
 - a. An oral presentation by the nominee of his/her view of the principal challenges and opportunities faced by the Global Fund, with a description of how he or she would contribute to addressing them (15 minutes maximum); and
 - b. A question and answer period (45 minutes maximum). Each candidate will be asked the same questions, drawn from a list that will be developed in advance of the retreat based on input from constituencies¹. The Chair will allow additional questions or clarifications if the time allows.
4. The nominee will then be asked to leave the room and the Board will spend a maximum of 30 minutes discussing his or her suitability for the position of Executive Director.
5. After the Board has interacted with all the nominees, the remainder of the retreat shall be allocated to a discussion of the nominees relative to each other. The discussion shall have the objective of facilitating consensus on who is the best candidate.

¹ Board constituencies will be asked to submit written questions to the Chair of the Nomination in advance of the retreat. The Board's questions will serve as the basis for a standard set of questions that will apply to all nominees, which will be compiled by the Chair of the Nomination Committee.

Part 2: Selection (8-9 February 2007)

1. The Board will meet to vote on the nominees in Restricted Session on 8 February 2007², in the presence of Board Members and Alternate Board Members only.³
2. The Chair will open the meeting by describing the voting procedure for the selection of the Executive Director. Board members will be encouraged to make every effort to select a candidate under the higher, “double two-thirds” voting threshold applicable during the first voting cycle. Subsequent voting cycles occurring with a lower threshold should be seen only as a contingency plan to ensure that a selection is made in the event that consensus among Board members cannot be achieved.
3. The Chair will then call for a vote on the shortlisted nominees. This **first voting cycle** shall be carried out on the basis of the process described in paragraphs 4 through 8 of this document.
4. Each Board member will be asked to write on the ballot the name of ONE preferred nominee. Ballots with the names of more than one nominee will not be counted.
5. Each ballot will be color-coded so as to make it clear whether it was completed by a “donor”⁴ or a “recipient”⁵ delegation. Beyond the designation of donor or recipient status, the ballots will be anonymous.
6. A nominee will be selected if he or she receives the preference of at least a two-thirds majority of those present of both the “donor” and the “recipient” voting groups (a “Double Two-Thirds Majority”)⁶.
7. If no nominee receives a Double Two-Thirds Majority, the nominee that received the least number of votes in the ballot is eliminated.⁷ The Chair will then announce the names of the remaining nominees and call a new vote. Any ballots submitted with the name of a nominee who has been eliminated, or the names of more than one nominee, will not be counted.
8. If the number of nominees is reduced to two and neither of those two remaining nominees receives, after two ballots, a Double Two-Thirds Majority, then Board members will vote up to two more times on the two remaining nominees as follows:

² If no nominee has been selected by the end of the day on 8 February 2007, the special Board Meeting will resume on 9 February 2007.

³ See Board Operating Procedures, Section 14.

⁴ The “donor” voting group includes the eight donor Board seats and the two private sector Board seats.

⁵ The “recipient” voting group includes the seven developing country seats, the two 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 See Bylaws, Article 7.6 and Board Operating Procedures, Section 10. The practice of the Board has been that, assuming the presence of all Board Members, a double two-thirds majority means the affirmative votes of 7 members of each of the donor and the recipient voting groups.

⁷ If two or more nominees receive the lowest number of votes in one ballot, none of those nominees are eliminated from the next ballot.

- a. The Chair will call for a vote to be conducted simultaneously by written ballot on each of the two nominees separately, 'yes or no'.
 - i. If a nominee receives a Double Two-Thirds Majority, that nominee will be selected.
 - ii. If both nominees receive a Double Two-Thirds Majority, the nominee with the highest overall number of votes will be selected.
 - iii. If both nominees receive the same number of votes overall (an "Exact Tie") as well as a Double Two-Thirds Majority, then the tie-break procedure set out in paragraph 15 of this document will apply.
 - b. If neither nominee receives a Double Two-Thirds Majority, then the Chair will call a second simultaneous vote on each of the two nominees separately, 'yes or no', on the same terms as paragraph a. above. If this second simultaneous 'yes or no' vote does not result in a selection, then the procedure set out in the following paragraphs will apply.
9. If, after four votes on the two remaining nominees (or five votes in the event that the tie-break procedure has been applied), neither nominee has been selected, the number of preferences required in order for a selection to occur shall be lowered to a majority of two thirds of all voting Board Members⁸ present at the meeting, provided that a simple majority of the members present of each voting group has voted in favor of the selected nominee (a "Qualified Two-Thirds Majority").⁹
 10. The Chair will then call for a vote on the original shortlist of nominees (i.e. it will be possible to vote for the previously eliminated nominees as well as the two finalists). A **second voting cycle** shall be carried out on the basis of the process described in paragraphs 4 through 8 of this document, except that a Qualified Two-Thirds Majority voting threshold shall apply.
 11. If no nominee receives a Qualified Two-Thirds Majority, the number of votes required in order for a selection to occur shall be lowered to a majority of two thirds of all voting Board Members¹⁰ present at the meeting, irrespective of the voting group they belong to¹¹ (a "Single Two-Thirds Majority")¹².
 12. The Chair will then call for a vote on the original shortlist of nominees. A **third voting cycle** shall be carried out on the basis of the process described in paragraphs 4 through 8 of this document, except that (a) a Single Two-Thirds Majority voting threshold shall apply, and (b) while ballots shall remain

⁸ Where a two-thirds majority would not result in a whole number, the votes required to select a nominee shall be rounded upwards (e.g. assuming the presence of all Board members, a two thirds majority of all Board members would be 13.3 which would be rounded upwards to require 14 affirmative votes).

⁹ *Notwithstanding* Bylaws, Article 7.6 and Board Operating Procedures, Section 10.

¹⁰ Where a two-thirds majority would not result in a whole number, the votes required to select a nominee shall be rounded upwards (e.g. assuming the presence of all Board members, a two thirds majority of all Board members would be 13.3 which would be rounded upwards to require 14 affirmative votes).

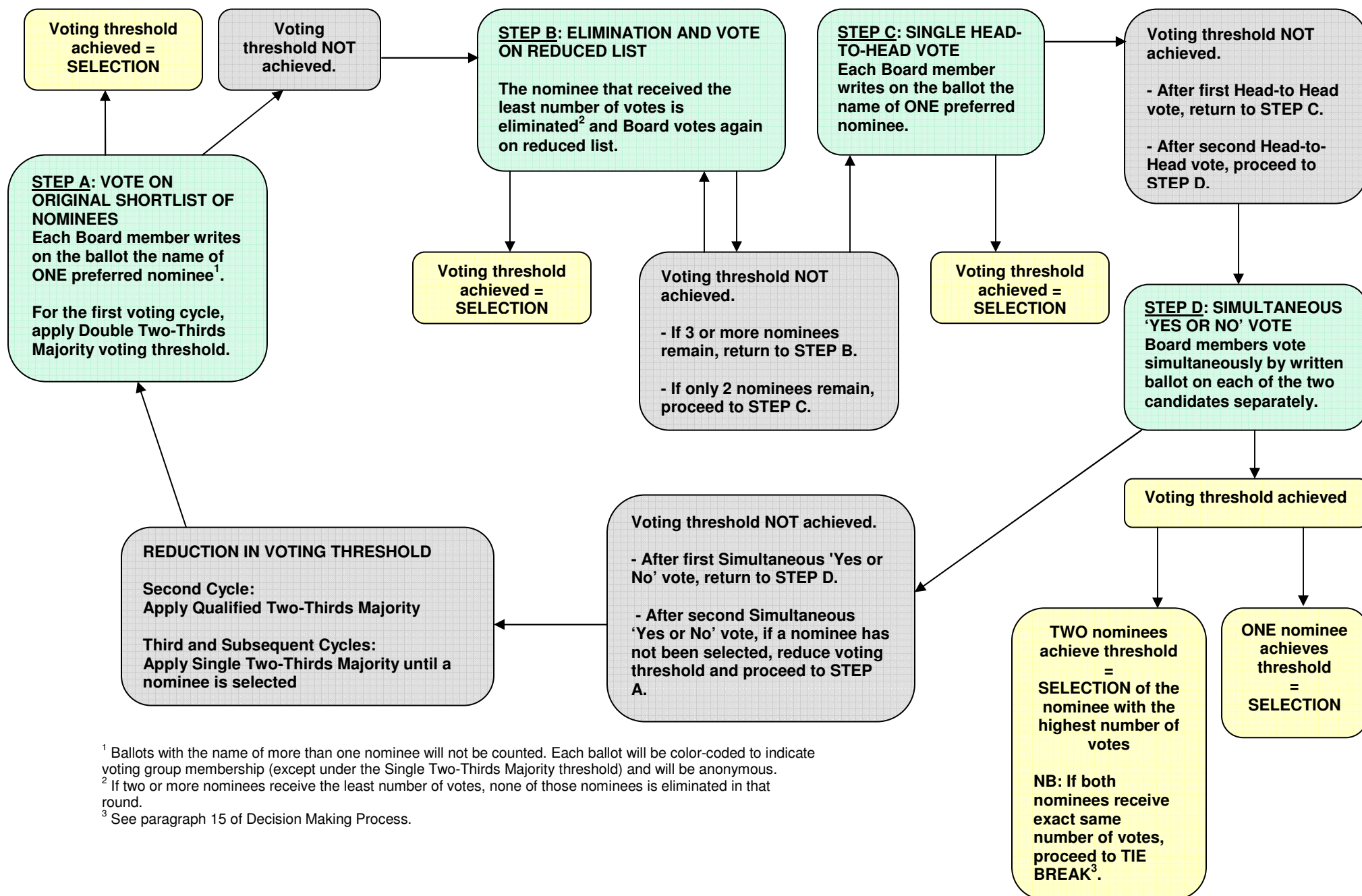
¹¹ *Notwithstanding* Bylaws, Article 7.6 and Board Operating Procedures, Section 10.

¹² The Qualified Two-Thirds Majority and the Single Two-Thirds Majority voting thresholds shall apply solely for the purpose of selecting the next Executive Director at the special Board Meeting to be held on 8-9 February 2007 in accordance with the decision-making procedure set out in this document and should not be interpreted as setting a precedent.

anonymous, they will no longer be color-coded.

13. If no nominee receives a Single Two-Thirds Majority, the procedure shall resume on the basis of the original shortlist of nominees. The voting shall continue to be carried out on the basis of a Single Two-Thirds Majority and as set forth in paragraph 12 of this document and this paragraph 13 until a nominee is selected (i.e. the voting cycle will be repeated applying the Single Two-Thirds Majority threshold as many times as is necessary for a nominee to be selected).
14. The Chair shall allow time for discussion and/or a recess for caucusing after each ballot that (a) did not result in selection of a nominee; and (b) involved only two nominees. The Chair may allow additional time between ballots for discussion and /or a recess as she deems appropriate. The Chair and Vice Chair of the Board will play a facilitating role throughout the selection process. In particular, they will meet with constituencies or individual Board members as necessary to facilitate consensus on a candidate. In so doing, they will employ any resources, including the assistance of other persons, which they deem appropriate.
15. Tie-Break Procedure:
 - a. If, after the first simultaneous 'yes or no' vote on the two remaining nominees in a voting cycle, both nominees achieve the applicable voting threshold and an Exact Tie, then a nominee will be selected after the second simultaneous 'yes or no' vote called by the Chair if he or she receives the highest overall number of votes (irrespective of the voting threshold).
 - b. If, after the second simultaneous 'yes or no' vote on the two remaining nominees in a voting cycle, there is an Exact Tie, the Chair will call a vote on the basis described in paragraph 4 of this document (i.e. a single vote employing one ballot) and the nominee with the highest overall number of votes (irrespective of the voting threshold) will be selected.
 - c. If this vote again results in an Exact Tie, neither nominee will be selected and the next voting cycle will begin, including the previously eliminated nominees, and employing the Qualified Two-Thirds Majority or the Single Two-Thirds Majority voting threshold, as applicable.

DECISION MAKING PROCEDURE FOR THE SELECTION OF THE EXECUTIVE DIRECTOR



¹ Ballots with the name of more than one nominee will not be counted. Each ballot will be color-coded to indicate voting group membership (except under the Single Two-Thirds Majority threshold) and will be anonymous.

² If two or more nominees receive the least number of votes, none of those nominees is eliminated in that round.

³ See paragraph 15 of Decision Making Process.