



ELECTION PROCEDURE ADVISORY

Outline: This paper outlines a proposed procedure for the conduct of the Elections for the Chair and Vice Chair of the Board of the Global Fund to Fight AIDS, Tuberculosis and Malaria.

Summary of Decision Points:

1. The Board of the Global Fund accepts this procedure for the conduct of the current Election for Chair and Vice Chair of the Board;
2. The Board of the Global Fund mandates the Governance and Partnership Committee to constitute a sub-group to develop election procedures for future elections and a succession policy and to revise the Board Operating Procedures accordingly.

Part 1: Legal Requirements

1. The complete legal position on the election of the Chair and Vice Chair is attached here as Annex 1.
2. The requirements are as follows: Article 12 of the Global Fund By-laws provides that the Chair and Vice Chair of the Foundation Board are selected by the Foundation Board members from among their own members, "*provided*, that the two positions will alternate between voting groups described in Article 15" (of the By-laws). The Chair and Vice Chair are elected for a period of one year, renewable for one additional year.
3. Article 17 of the Board Operating Procedures specifies that "the voting members present shall periodically elect a Chair and Vice Chair to serve one-year renewable terms. Candidates for the Chair and Vice Chair may be nominated by any voting Member. Election of the Chair and Vice Chair shall be by consensus, if possible, otherwise by the voting procedures detailed here and in the By-laws."

Neither the By-laws nor the Board Operating Procedures provide further regulations on the election procedure for the Chair and Vice Chair of the Foundation.

Part 2: Application of these parameters

4. The application of these provisions provide the following options:
 - Option 1: Renewal of Chair and Vice Chair as currently elected for one further year;
 - Option 2: Replacement of both positions – According to Article 12 of the By-Laws, the two positions would have to rotate between donor and recipient groups; Chair is now open to nominees from the donor group (7 donor seats + private sector and foundations), Vice Chair is now open to nominees from the recipient group (7 developing countries + NGOs), each for one year renewable terms.
5. There is no provision preventing the same candidate from being nominated to election to the alternated position (the current incumbent of the Chair or Vice Chair position could be elected to the alternate position as part of the replacement exercise).
6. Legal interpretation of the current By-Laws and Board Operating Procedures confirms that the renewal of only one or other current incumbent of the position of Chair or Vice Chair in the same position is not possible.

7. Only Board Members with voting rights are authorised to nominate candidates for election (BOP 17, "Candidates ... may be nominated by any voting Member").

8. Only Board Members are authorised to stand for election (By-Laws 12: "The Foundation Board members will select the Chair and the Vice Chair of the Foundation Board from among their own members").

Part 3: Criteria for Chair and Vice Chair

9. The following requirements have been identified for the positions of Chair and Vice Chair:

- a. The Chair will conduct all Board meetings of the Fund and ensure all appropriate procedures and rules are followed;
- b. The Chair, as the principal spokesperson, is required to play an important representative role for the Board, especially in the area of resource mobilisation;
- c. The Chair may make decisions on behalf of the Board between Board meetings. As such he/she will be required to maintain close communications with Board members between meetings;
- d. The Chair needs to work closely with the Executive Director who undertakes the day-to-day business of the Fund. This may require several trips to Geneva during his/her term of office to meet with the Secretariat to discuss current issues and to provide advice on management matters;
- e. The Chair is required to devote time to resource mobilisation, including frequent contact with donors, including foundations and the private sector, as well as governments that have not previously contributed;
- f. The Chair is required to make several representative, public relations and /or resource mobilisation trips to recipient and donor countries during his/her term;
- g. The Vice Chair will support the Chair in all these activities and substitute for the Board Chair as required.

10. These requirements suggest the following characteristics for the Chair and Vice Chair:

- a. Strong leadership and diplomatic qualities
- b. Excellent organisational and management abilities
- c. Well-developed communication skills
- d. Sound experience in the public health/international development arena
- e. Good decision-making ability and sound judgement
- f. Proven experience in management and leadership roles
- g. Good press and public relations skills
- h. Good understanding of situation in developing countries
- i. Ability to devote significant portion of time to Global Fund issues.

Part 4: Proposed Electoral Procedure

11. Nominations for Chair and Vice Chair of the Board must reach the Secretariat for attention Dianne Stewart (dianne.stewart@theglobalfund.org) by 5pm Geneva time on Tuesday 28 January 2003. These nominations should take into account the legal requirements and criteria outlined above and the provisions outlined below.

12. The Board faces two possibilities:

Option 1. Retain the status quo and renew the current incumbents as Chair and Vice Chair of the Board, for one further term of one-year each. Should one of these two incumbents withdraw, their position will remain vacant for the period of one year (see para 6 above and Section III (b) of Annex 1) ;

Option 2: Replacement of both positions – Nominate new candidates for the positions of Chair and Vice Chair from among sitting Board Members with voting rights. Nominees (candidates) for the Chair would have to come from the donor group, and nominees (candidates) for the Vice Chair would have to come from the recipient group.

13. In the event that a Board Member prefers Option 2, he or she may nominate a new candidate under the following conditions.

a. Nominations for Board Chair must be for:

- Board members of the Global Fund;
- Members of the donor grouping (seven donor seats, private sector, private foundations);

b. Nominations for Vice Chair must be for:

- Board members of the Global Fund;
- Members of the Recipient Grouping (seven recipient regions, NGO Developing, NGO Developed).

14. Nominations for both positions may be made by any Board member with voting rights regardless of which voting group he or she belongs to.

15. At the Board Meeting under Agenda Item 2 Election of Chair and Vice Chair, the Chair of the Board will propose the Rapporteur as Election Officer.

16. The Rapporteur will present Option 1 to the Board for consideration. In the event that no consensus is reached on Option 1, the Rapporteur will present the nominations received for both positions.

17. The Rapporteur will call for Board members to second nominated candidates. If there is only one candidate for each position the Rapporteur will request Board members who have objections to either candidate to voice them. If there are no objections the candidates will be elected by consensus. If there are candidates beyond the incumbents for each position, all the candidates will be asked to leave the room after the Rapporteur reads out the nominations (in case objections are raised). The Alternates for the constituencies of the candidates shall cast the ballots in the election itself.

18. If there is more than one candidate per position, or if objections have been raised, the Rapporteur will then ask Board members to cast their votes for Chair and Vice Chair respectively. These votes will be cast orally.

19. The Rapporteur will ascertain which candidates have achieved the double two thirds majority required by the voting procedure. If this majority is not achieved the vote will be repeated until a two-thirds majority is reached in both voting groups.

20. The new Chair and Vice Chair will be announced and will assume management of the meeting immediately.

Election procedures of the Chair and Vice Chair of the Global Fund

I Introduction

Recognizing the lack of specific provisions on the election procedure for Chair and Vice Chair of the Global Fund Foundation Board, the Secretariat was asked to make recommendations. This document offers suggestions for the election procedure of Chair and Vice Chair based on the current existing provisions of the Bylaws and Board Operating Procedures.

II Existing provisions

Article 12 of the Global Fund Bylaws provides that the Chair and Vice Chair of the Foundation Board are selected by the Foundation Board members from among their own members, "*provided*, that the two positions will alternate between voting groups described in Article 15" (of the Bylaws). The Chair and Vice Chair are elected for a period of one year, renewable for one additional year.

The voting groups described in Article 15 of the Bylaws are

- 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.

Article 17 of the Board Operating Procedures specifies that "the voting members present shall periodically elect a Chair and Vice Chair to serve one year renewable terms. Candidates for the Chair and Vice Chair may be nominated by any voting Member. Election of the Chair and Vice Chair shall be by consensus, if possible, otherwise by the voting procedures detailed here and in the Bylaws."

Neither the Bylaws nor the Board Operating Procedures provide further regulations on the election procedure for the Chair and Vice Chair of the Foundation.

III Application of the existing provisions

The following considerations result from the above mentioned dispositions:

a) *group adherence*

As the positions of the Chair and the Vice Chair are linked to membership on the Foundation Board *and* voting group, the Chair and the Vice Chair have to be selected among the candidates of each voting group.

b) *alternation and renewal*

Due to a lack of further provisions, a contradiction results from the first two sentences of Article 12 of the Bylaws, as far as their practical implementation is concerned:

- the first sentence states the principle of the alternation of the two positions of Chair and the Vice Chair between the two voting groups, to wit: "the Foundation Board members will select the Chair and the Vice Chair.....*provided* that the two positions will alternate....."
- the second sentence postulates that the positions of Chair and Vice Chair are renewable. It follows that the renewal can be applied to one or both positions. As such, renewal implies the continuation in the same position.
- In line with these two principles, the practical applications of Art. 12 can be the following:
 - o The two positions are renewed at the same time. There is no selection, therefore no alternation ;
 - o Alternation is applicable if one or both positions are renewed.
 - o If only one of the two positions is renewed: alternation should be applied as there is selection. If the two principles of alternation and renewal are invoked, the two positions will come from the same voting group for one year, or more if a similar situation occurs at the following election. Inversely and if only the principle of renewal is applied, non-alternation could continue the following year for the position renewed, as elections of the two positions will be in alternate years.

Such a situation is contradictory to the principle of alternation. We therefore think that should the principle of alternation be maintained, the renewal of only one position should imply the application of the principle of alternation and for the remaining position, not its renewal in a strict sense, but in the inverse position for the period of renewal. This solution does not appear to be politically feasible.

The other possibility would be to leave the position of Vice Chair vacant for one year until the principles of alternation and renewal can once again be applied fully. In practice this would mean that, should the Chair not be

considered for renewal, the Vice Chair would become interim Chair for the period of renewal. The position of Vice Chair would remain vacant for this period. Should the Vice Chair not be considered for renewal, the position would remain vacant for the renewal period of the Chair.

IV Proposal

If the principle of the alternation is maintained, we propose to clarify its application in the Board Operating Procedures through the addition of a specific clause as follows:

In compliance with Article 12 of the Bylaws, each new election of Chair and/or Vice Chair implies alternation of the position between voting groups as mentioned in Article 15 of the Bylaws. If at the same time, one position is not renewed, the office of the remaining representative is renewed in the inverse position upstream only, leaving the downstream position vacant, subject to approval of the Board members.

The following procedure for the election of Chair and Vice Chair may be further recommended:

- 1.1 Election and/or renewal of Chair and Vice Chair shall take place at the first Board Foundation meeting of the year, except as provided in 1.5 below.
- 1.2 Chair and Vice Chair are appointed for a period of one year, renewable for one additional year following the expiry of their first term of office. Thereafter, they shall not be eligible for either office for a two year period.
- 1.3 In compliance with Article 12 of the Bylaws, each new election of Chair and/or Vice Chair implies alternation of the position between voting groups as mentioned in Article 15 of the Bylaws.
- 1.4 The term of office for Chair and Vice Chair commences at the end of the meeting at which they are elected.
- 1.5 If the office of the Chair and/or Vice Chair becomes vacant, the Vice chair shall automatically be appointed as Interim Chair and the position of Vice Chair will remain vacant until the next election.
- 1.6 The Secretariat shall announce forthcoming elections and call for nominations at least 40 days in advance of the first Board Foundation meeting of the year. Nominations must be received no later than two weeks prior to the election date.
- 1.7 Candidates for the Chair and Vice Chair may be nominated by any voting Member. Candidates who have been nominated must confirm to the Secretariat that they accept the nomination. Chair and Vice Chair eligible for renewal must advise the Secretariat if they do not wish to be considered for either of the positions 40 days in advance of the election meeting of the Board.

1.8 Selection of Chair and Vice Chair is made by consensus, if not, by a two-thirds majority of the present Board members of both groups with voting privileges.

V Conclusions

Given the fact that the proposed provisions on the election procedure may require further study and discussions by the Board Foundation members, the following points may be suggested in order to limit discussion to the key issues required to ensure efficient operations until the next Board meeting :

- presentation of the candidates by the Chair,
- decision on renewal of Chair and Vice Chair,
- in case of non renewal of Chair and or Vice Chair, election of the remaining position(s) by consensus, if not by a two-thirds majority of the Board members present of both groups with voting privileges.
- presentation of the election procedure and establishment of a working group to draft a proposal for consideration and approval at the next Board meeting including consequences of such an approval on the Bylaws.