
Topic:	Stop TB Partnership Board Governance Reform Implementation
Background:	<p>At the 22nd Board meeting in Kuala Lumpur, the Board endorsed a series of recommendations aimed at improving the efficiency, effectiveness, and overall impact of the Board. These recommendations included clarifying the role of the Board, adopting a streamlined constituency-based board model, clarifying the role of the Executive Committee, and establishing a new Finance Committee. The interim Board Chair, Dr. Amy Bloom, supported by the Executive Committee was assigned responsibility to carry the reform effort forward and develop the required changes to the Stop TB Partnership Board governance and operating procedures including the Terms of Reference (TORs) for board members and processes for selection and election, TORs for Board leadership and committee leadership and processes for selection, TORs for the Executive Committee, Finance Committee, and other board structures, and procedures for board meetings. This paper provides an overview of the key governance changes and transition process and requests for approval the revised governance manual.</p>
Relevant Past Decisions	<p>21st Board Meeting Decision Point 1.12-7.0, “Stop TB Partnership Coordinating Board retreat on governance”</p> <p>22nd Board Meeting Decision Point 22-6, “Stop TB Partnership Governance Reform”</p>
Requested Board Action	<ol style="list-style-type: none">1) Approve revised Stop TB Partnership Coordinating Board governance manual2) Approve process and timeline to elect new Stop TB Partnership Board Vice-Chair3) Commit to review governance in one year to determine how effective the transition has been

I. Background

At the 21st Stop TB Partnership Board meeting in January 2012 in Bangkok, the Board held a governance retreat to discuss challenges constraining its impact and effectiveness. Board members at the retreat raised concerns that the Board was not having the right level of strategic discussions and that its decisions were not having a great enough impact on TB.

The Board agreed to comprehensively review its governance structure and bring recommendations to the 22nd board meeting related to:

- The overall governance structure including the role and purpose of the Executive Committee and considerations of other board committees;
- The composition of the Board with the principle of streamlining the Board structure and strengthening the constituency based model; and
- The skill-sets, capabilities, and experiences required on the Board and its committees, including TORs for those positions.¹

Following the board meeting, a Steering Committee, chaired by Dr. Jeremiah Chakaya, was formed to implement the board decision comprising of the members of the Executive Committee, the sub-Committee on Governance, Performance, and Finance, and the donors sponsoring the strategy development and governance process.²

At the 22nd board meeting in November 2012 in Kuala Lumpur, the Steering Committee made recommendations to the Board on a package of governance reforms aimed at improving the efficiency, effectiveness, and overall impact of the board. These recommendations included clarifying the role of the Board, adopting a streamlined constituency-based Board model, clarifying the role of the Executive Committee, and establishing a Finance Committee.³

¹ 21st Board Meeting [Decision Point 1.12-7.0](#), "Stop TB Partnership Coordinating Board retreat on governance"

² Jeremiah Chakaya (DOTS Expansion Chair/STAG Chair), Nevin Wilson (The Union), Amy Bloom (USAID), Cheri Vincent (USAID), Michael Kimerling (BMGF), Erika Arthun (BMGF), Blessi Kumar (Communities/Vice-Chair), Evan Lee (Eli Lilly), Ken Castro (CDC), Mario Raviglione (WHO), Marja Esveld (Netherlands), Lucica Ditiu (Executive Secretary)

³ 22nd Coordinating Board Meeting [Decision Point 22-6](#), "Stop TB Partnership Board governance reform"

The Board also named the members of a reconstituted Executive Committee to implement the approved governance changes with the objective of transitioning to the refined governance model by no later than July 2013.⁴

Since then, the Executive Committee has met in person two times since November 2012 including a two day governance focused workshop in March 2013 in Seattle, held eight teleconferences, and had extensive email discussions to develop recommendations for the governance reform implementation. An external consultancy, McKinsey & Company, supported the Executive Committee and Secretariat to review the governance recommendations and provide options for implementation approaches. The methodology included interviewing board stakeholders, benchmarking peer organizations, and identifying public and private sector governance best practices.

In order to transition to the new board model by July 2013, the Executive Committee made decisions regarding the TORs for board members and criteria and processes for filling the open board seats and regarding the TORs and nominations and election process for the Board Chair. Further information regarding those decisions is provided in this paper.

The Executive Committee has also developed a revised Board Governance Manual which includes detailed information regarding the role of the Board, TORs for the Executive Committee and Finance Committee, TORs for Board and Committee leadership and process for nomination and election, TORs for board members and process for nomination and election, conflict of interest policies, and board meeting procedures.

A decision point is presented for the Board's endorsement of a new Governance Manual, which includes detailed TORs for the Board, board members, board leadership, and board committees, and new board procedures.

Additionally, the Board is requested to endorse the process and timeline for the election of the Partnership Board Vice-Chair to be launched immediately following the Partnership Board meeting in July 2013.

II. Progress on governance reform implementation

1. Filling open board seats

⁴ Interim Board Chair- Amy Bloom (USAID), Board Vice- Chair Blessi Kumar(Communities), Cheri Vincent (USAID), Nathalie Garon (CIDA), Nevin Wilson (Union), Carol Nyirenda (Communities), Michael Kimerling (BMGF), Mario Raviglione (WHO)

At the 22nd board meeting, the Board approved a model of 26-28 board seats, which includes 23-25 voting seats (9 fixed seats and 14-16 rotating seats, which represent constituencies and TB affected countries) and 3 non-voting seats (UNITAID, Board Chair, Vice-Chair).⁵

The Board tasked the Executive Committee with developing a process to fill all of the 14-16 rotating seats in time for the 23rd board meeting. The open seats included six TB affected country seats and seven constituency-based seats (two communities, one developed country NGO, one developing country NGO, one private sector, two Working Groups). The two open seats that are available to the Board to use strategically for new partners or donors were not filled during this recruitment.

In order to fill these seats, the Executive Committee considered the role and expectations of these seats and the process to nominate and select individuals to fill these seats.

A. TB affected country seats

Given the desire to have TB affected country seats represented at the highest level and the excellent participation in the past from the Ministers of Health of South Africa and Swaziland, the Executive Committee decided to extend invitations to these two individuals to continue their participation on the Board to ensure a level of continuity.

Therefore, four open TB affected country seats remained to be filled. The Executive Committee approached filling these open seats by first defining what the desired role of the TB affected country seats on the Board is and expectations for participation. The Executive Committee agreed that the role of the country seats – as a group – should be to bring three key elements to the Board:

- Diverse epidemiological challenges;
- Access to countries strategic to the Partnership; and
- Interest in and commitment to tackling TB both within their countries and across the world.

Though each country may embody a different element of the role, the Executive Committee agreed that it was important to recruit a diverse group of countries that, together, were able to fulfill all of the elements.

To find a set of countries that fulfill the agreed upon role, the Executive Committee identified objective criteria to help measure and understand aspects of the three elements. The Executive Committee acknowledged that some of these criteria are more important than others and so assigned a numeric weight to each of the criterion, which is indicated below (3 = Critical, 2 = Important, 1 = Nice to have).

⁵ Fixed seats are allocated to a core group of organizations who are founding members of the Partnership and are most engaged in TB funding, research, or implementation programs, while rotating seats promote the inclusion of broader perspectives and enable new voices to participate in Partnership discussions and activities.

Exhibit 1: Objective criteria

- High-burden (epidemiological challenges) – 3
- High-incidence (epidemiological challenges) – 3
- High TB-HIV burden (epidemiological challenges) – 3
- High MDR-TB burden (epidemiological challenges) – 3
- Global Fund priority country (strategic to the Partnership) – 3
- Receives GDF grant (strategic to the Partnership) – 1
- Receives TB-Reach grant (strategic to the Partnership) – 1
- Level of domestic investment (interest/commitment) – 2

Once the countries were ranked according to objective criteria, the Executive Committee agreed that they should also be examined in light of other, more subjective criteria. The following subjective criteria were identified to determine the level of influence and commitment to the Partnership:

- Does this country hold other positions in other organizations that will take a lot of time?
- If this country has been on the Board before, what has been its historic involvement?
- Based on the current political situation, will this country be able to commit time to TB advocacy? Will the representative be able to travel to meetings?
- Ideally, who would we target from this country? How realistic is it that we will be able to recruit a senior enough person from this country?
- How often/much will this individual be able to contribute?
- Does this country bring unique strategic value to the Partnership?
- Does this country align with specific areas of interest for the Secretariat not yet addressed?

The Secretariat used these questions to analyze the ranked list of countries and developed a short list that accurately reflected both the objective and subjective criteria that the Executive Committee agreed were important for country representatives to possess. Through this discussion, the Secretariat produced a short list of countries for Executive Committee input and approval. After the approval of this short list of countries, the Secretariat began the recruitment process. The Secretariat recruited countries using a multi-pronged approach that included the following:

- Diplomatic approach through embassies
- Direct recruitment at World Health Assembly

- Reach out through letters from board member organizations
- Activation of personal networks with connections to different global health leaders

In the interest of transparency and equal access to the Partnership Board, the Secretariat also issued an open call for nominations so that any country with an interest had the opportunity to apply for membership. Based on these efforts, the Secretariat presented four candidates to the Executive Committee at its meeting on June 13, 2013 in Geneva. These candidates were:

Dr Jarbas Barbosa da Silva Jr.
Secretary of Health Surveillance
Ministry of Health
Brazil

Shri Keshav Desiraju
Additional Secretary
Ministry of Health and Family Welfare
India

Dr Muhammad Ali Pate
Minister for State for Health
Federal Ministry of Health
Nigeria

Dr Pe Thet Khin
Union Minister of Health
Ministry of Health
Myanmar

The Executive Committee endorsed these candidates and invitations were issued for their participation in the July 2013 board meeting.

B. Constituency seats (Communities (2), Private Sector (1), Developing Country NGO (1), Developed Country NGO seats (1))

One of the most important principles of the board reform is strengthening constituencies. During the governance reform process, one of the challenges consistently recognized by stakeholders was that the Partnership Board constituencies require extensive support to be considered truly representative. Many board stakeholders have experience in other global health boards (e.g. Global Fund, GAVI, RBM) and identified the need for the Board to set clearer expectations of constituencies, create transparent processes, and develop communication and support mechanisms to ensure that representatives have the authority and ability to speak on behalf of the constituency.

In an effort to set clear expectations for the constituencies, the Executive Committee agreed that it was necessary to develop a common set of TORs for constituency-based seats and specific TORs for each constituency. To promote more clarity and set expectations, the Executive Committee established detailed criteria for all five constituencies represented on the Board: developed country NGOs, developing country NGOs, communities, the private sector, and the Working Groups. These criteria were used in the calls to nomination for each of these seats and can be found in the Governance Manual.

The Board and the Partnership more broadly are best served by strong constituencies that develop their own transparent processes and communication and support mechanisms. Therefore, Executive Committee agreed that it was critical to recruit individual representatives who were committed to developing their constituencies. Development activities include: providing leadership to ensure there are clear criteria for broader constituency membership; developing communication mechanisms within the constituency and between the constituency and the Board; and developing transparent nomination and election processes.

While the ultimate goal is to have strong constituencies that develop their own selection processes, the Executive Committee believed that it was necessary to actively recruit constituency representatives who could help attain that level of constituency development. Therefore, the Executive Committee established an independent selection committee to review nominations for the constituency-based seats and recommend candidates to the Executive Committee for approval. The independent selection committee was composed of individuals who had experience representing constituencies either on the Stop TB Partnership Board or on other global health boards (e.g. Global Fund, RBM).

The members of the independent selection committee were:

- Lucy Chesire, who is recognized as a communities leader in TB and currently serves as the communities representative on the Global Fund board;
- Peter van Rooijen, who has extensive experience as a board member and focal point for the developed country NGO delegation at the Global Fund and has also acted as their Finance Committee Chair;
- Whitney White, who has experience driving private sector engagement with the Global Fund and acts as the GBC focal point;
- Blessi Kumar, the outgoing Vice-Chair of the Board and Executive Committee representative; and
- Peter Gondrie, an outgoing board member not on Executive Committee and also with deep experience with NGO Constituency of the Partnership Board.

This was a one-time process for this recruitment cycle with the expectation that the individuals selected to lead these constituencies will develop transparent election processes for the next cycle.

The call for nominations for all the seats was launched on Monday, 15 April, with a deadline of Monday, 13 May to submit nominations. All nominations were screened by the Governance Officer at the Secretariat to ensure applications were complete and nominees met the basic criteria outlined in the call for nominations.

The complete nominations were sent to the Independent Selection Committee for their review on 15 May along with a scoring sheet and instructions for scoring. Each nominee was scored based on specific criteria and skills required for that constituency as agreed upon by the Executive Committee at the Seattle governance retreat. The Independent Selection Committee held a teleconference on 20 May to review the scoring, agree on process for final selection and agree on final nominees to put forward for Executive Committee approval. For each Constituency, the Committee members deliberated on the top candidates. Those with personal knowledge of the nominee gave their views based on their experience and knowledge of the nominee on how the nominee would be able to carry out the duties of a Board member, and most importantly if the nominee has the skills, resources and the time to commit to developing their Constituency.

Based on those deliberations, the Independent Selection Committee put forward the names of the following individuals to become the new Constituency-based Coordinating Board members:

Private Sector- Dr. Evan Lee, Vice President Global Health Programs and HC Access, Eli Lilly

Developed Country NGO- Mr. Aaron Oxley, Executive Director, RESULTS UK

Developing Country NGO- Mr. Austin Obiefuna, Executive Director, Afro Global Alliance

Communities

1. Mr Timur Abdullaev from Uzbekistan, affiliated with, European AIDS Treatment Group (EATG), TB Europe Coalition (TBEC), Central Asian Association of People Living with HIV/AIDS (CAPLA)
2. Mrs Thokozile Beatrex Nkhoma from Malawi, SAVE Campaign Coordinator, Malawi Interfaith AIDS Association

The Executive Committee received the report of the Independent Selection Committee on May 29 and approved by its recommendations by email. The Secretariat therefore issued an invitation to these candidates to join the Board and attend the upcoming board meeting in Ottawa.

C. Working Group seats

The Working Groups have been broadly divided into research Working Groups (New Drugs, New Diagnostics, and New Vaccines) and implementation Working Groups (DOTS Expansion, MDR-TB, TB/HIV, and GLI). One Working Group seat will be allocated to the constituency of research Working Groups and the other to the constituency of implementation Working Groups. The Executive Committee decided that the Working Groups are in the best position to determine who can most effectively represent them, and requested that the research and implementation Working Groups select their Board representatives by whatever transparent process they deemed appropriate, based on the terms of reference (TORs) for all Board members and the expectations of constituency-based seats.

The Research Working Groups issued a communication to the Executive Committee in May that Dr. Mel Spigelman, President and CEO of the Global Alliance for TB Drug Development, and Chair of the New Drugs Working Group had been selected to represent the Research Working Groups at the Board.

At the June Strategic Technical and Advisory Group for TB (STAG) meeting held in Geneva, the Implementation Working Groups selected Dr. Aamir Khan, Executive Director of IRD in Pakistan, and Chair of the MDR-TB Working Group, as their board representative.

2. Revised Board Governance Manual

At the 22nd Coordinating Board meeting in Kuala Lumpur, the Board tasked the Executive Committee with reviewing and deciding on changes to the Board's by-laws and operating procedures. The Executive Committee has made a number of recommendations that have been codified in a new Governance Manual, which outlines:

- The role and structure of the Board;
- Criteria and election procedures for board leadership;
- Criteria for board members and guidelines for board member participation;
- The roles and composition of the standing committees and Secretariat;
- Rules and procedures for board meetings.

Key elements of the Governance Manual are summarized below.

A. Role and structure of the Board

The Steering Committee agreed that the first step in the governance reform effort would be to align on a common vision of the role of the Coordinating Board. At the first governance workshop in October 2012, this group agreed that the Stop TB Partnership Board will:

- Be a diverse, knowledgeable group who cooperate and engage with one another to provide strategic direction to the Secretariat

- Have an active focus on strategic issues relevant to Stop TB’s overall mission
- Enact a creative and purposeful approach to efficient decision-making⁶

In March 2013, the Executive Committee held another governance workshop and discussed how to define the role of the Board in such a way so as to fully embody the elements of this vision. The Executive Committee developed detailed responsibilities of the Board, which included providing strategic direction, approving the Global Plan, reviewing the budget and implementation of the Operational Strategy, ensuring effective and transparent governance of the Partnership, overseeing the strategy for identifying and managing risks, promoting the TB agenda in the global health community, and providing a platform for all TB voices to be heard.⁷

B. Criteria and election procedures for board leadership

At the Executive Committee workshop in March 2013, the EC discussed several options for the profile and responsibilities of the Board Chair and Vice-Chair and agreed that the Partnership Board would benefit from having a high profile Chair who could act as a principal spokesperson and advocate for the Partnership, and a Vice-Chair that focuses on the day-to-day governance of the Partnership including chairing the Executive Committee. The Governance Manual includes detailed roles, skills, and responsibilities required of the Board Chair and Vice-Chair.

The Executive Committee has agreed that it is important to design a regular process for electing both the Chair and the Vice-Chair. This process includes issuing an open call for nominations, screening nominations for completeness and fulfillment of basic qualifications, a more thorough review by an independent board task force that proposes a short list, an open conference call with the candidates, and an online voting period. It is detailed more fully in the Governance Manual.

For this election cycle, recognizing that the terms of the interim Board Chair and Vice-Chair are due to expire, the Executive Committee decided on a one time process to launch the call for the Board Chair May 2013 in order to elect a new Chair in person at the 23rd board meeting in July 2013. The process for Vice-Chair election will be launched immediately following the 23rd board meeting and is detailed further in this paper.

C. Criteria for board members and guidelines for board member participation;

After the Board approved the new model at the 22nd board meeting, the Executive Committee developed TORs to clarify the role and responsibilities of all board members, which include actively preparing for and fully participating in meetings, committing a minimum of 10-12 days annually to the

⁶ From Executive Committee discussions at the first governance reform workshop in Washington, D.C. (15-16 October 2013)

⁷ From Executive Committee discussions at the second governance reform workshop in Seattle, WA. (14-15 March 2013).

Partnership (more for Executive Committee members), and advocating for the Partnership to external stakeholders.

In order to fulfill these responsibilities, the manual also lists the skills required of all board members, which include an in-depth understanding of the Partnership and TB generally; strong leadership skills including a facilitative and consultative approach; the ability to effectively advocate for TB; and the time and access to the communication infrastructure necessary to participate effectively. Additionally, experience working in a multicultural environment and serving in partnerships and governing bodies is considered desirable, though not necessary, for all board members.

The Executive Committee determined that the group of constituency seats, with their unique method of representation, required a separate set of TORs. The constituency-based seats are unique in that board members filling these seats must be especially equipped to represent a diverse set of views. Because of the special characteristics of constituency-based seats, constituency-based board members have the ability and capacity to communicate with their constituencies, be able to represent a broad and diverse group, and be strongly committed to developing their constituency.

Recognizing that each constituency requires different qualities from its representatives, the Executive Committee further defined the specific expectations for individual constituency seats. The criteria for all of the seats are described in more detail in the Governance Manual

D. The roles and composition of the standing committees and Secretariat

At the 22nd Board meeting in Kuala Lumpur, the Board agreed to an Executive Committee of up to 8 voting members and a Finance Committee of up to 4 voting members to improve oversight and execution of Partnership activities. The Executive Committee was tasked with developing terms of reference for both committees.⁸

As defined in the proposed TORs, the Executive Committee's responsibilities include monitoring the implementation of board decisions and Partnership activities; identifying and pre-processing issues for Board consideration and assisting the Secretariat in preparing for Board meetings; and, on the basis of delegated authority from the Board, making decisions on issues judged not to require the consideration of the full Board.

The Executive Committee is chaired by the Board Vice-Chair and is comprised of 7-9 members including the following voting members: USAID (donor), CIDA (donor), Bill & Melinda Gates Foundation (foundation), WHO (multilateral), one technical agency seat currently represented by the Union, and one communities seat (currently unfilled and to be filled by one of the new community members to the board). In addition, there are flexible seats available to rotating seats not represented on the Executive Committee. The Executive Committee will issue a call for interest in these two open

⁸ 22nd Coordinating Board Meeting [Decision Point 22-6](#)

EC seats following the July 2013 Board meeting and encourages new board representatives to consider joining the EC and discussing the roles and responsibilities further with current EC members.

The Finance Committee advises the Board on financial planning and risk oversight; oversees the Secretariat's preparation of the annual budget; advises the Executive Committee on financial implications of changes in strategy; monitors revenues and expenditures; and monitors the implementation of audit recommendations. The Finance Committee does not have any decision-making authority, nor does it perform the annual audit.

The composition of the Finance Committee shall include 1 Chair and 2-3 members. Membership shall be skills-based. The Chair of the Finance Committee shall be a board member. However, should there not be a board member with the appropriate qualifications available; the Executive Committee may expand the eligible pool of candidates to include non-board members. The members of the Finance Committee may either be board members or nominated individuals from the constituencies of fixed and rotating board seats. The Executive Committee will issue a call for interest for the Finance Committee following the July 2013 board meeting.

The manual also details the vital role the Secretariat plays in supporting the Board with the planning and organization of Board meeting logistics, agendas, and procedures, as well as implementing the board approved Operational Strategy.

E. Rules and procedures for Board meetings

As part of the governance reform process, the Executive Committee has also made recommendations regarding the processes and procedures that govern how the Board operates. There is broad consensus that the Board needs clear processes around agenda-setting and decision-making to improve the efficiency of board meetings and allow the Board to focus on strategic issues. The Governance Manual includes detailed provisions on calling board meetings, the preparation and documentation required for board meetings, the conduct of meetings, and decision-making procedures, which will be implemented at the 23rd board meeting.

3. Election of board leadership

The election of new Board leadership is critical not only to promote Partnership activities and Board functioning, but also to signal to the Partnership and broader global health community that the Board is moving past the transition and reform period.

For this reason, the Executive Committee agreed to stagger the election of Board Chair and Vice-Chair with the aim of electing a Board Chair in person at the 23rd board meeting and launching the process for the selection of the Vice-Chair immediately following that board meeting. The rationale is that the Vice-Chair is responsible for the day-to-day governance of the Board including chairing the Executive Committee, and it was felt that more time was required for the process and to orient new members to the Board to be able to make an informed decision regarding the nomination and selection of that position.

A. Process for election of Board Chair:

Based on the agreed profile for the Board Chair (a high-profile advocate for TB,) the Executive Committee agreed that active recruitment of desirable candidates was necessary. However, the Executive Committee also understood the importance of having a transparent and open process for the election of Chair to provide any individual who might meet the criteria to be considered for election.

Therefore, the following process was undertaken to nominate a new Board Chair:

1. The process for the election of Board Chair was launched by the Executive Committee on May 2 with the principle of electing the next board chair in person at the 23rd board meeting to signal moving beyond the transition and reform period. The Executive Committee agreed to stagger the selection process and decided to launch the call for nomination for the Vice-Chair after the July Board meeting.
2. The Secretariat facilitated an open call for nominations for the Board Chair which was open between May 3 and May 24, 2013. This call was distributed on the Partnership website and through all Partnership networks and list-servs. In addition, the Secretariat actively sought out high-profile candidates for the position and encouraged their participation
3. One current board member, Dr Aaron Motsoaledi, Minister of Health of South Africa, was nominated by two other board members. The Executive Committee endorsed this nomination and recommends the Board approve Dr. Aaron Motsoaledi, Minister of Health of South Africa, as the next Board Chair.

B. Process and timeline for the election of the Board Vice-Chair

The Executive Committee determined that it was desirable to wait to fill the position of Vice-Chair until after all board seats were filled. In this way, the election of the Vice-Chair can be conducted with the input of all of the new board members. The Executive Committee recommends that the Board establish an independent selection committee immediately following the 23rd board meeting based on the agreed upon composition (one EC member, two non-EC fixed board seats, and two other board members). The Executive Committee requests interested board members that would like to serve on this independent selection committee inform the Secretariat governance officer, Young Ae Chu, during the board meeting and by July 11. The Executive Committee will review the interested candidates immediately following the board meeting and make a recommendation for an electronic decision of the board by July 20.

The Secretariat will work closely the independent taskforce to carry out the remainder of the process quickly and efficiently. The timeline for this accelerated process is outlined below:

July 15: Secretariat will issue open call for nominations for the Vice-Chair position

August 2: After three weeks, the nomination period will close

August 5-9: Secretariat screens applications for completeness and to ensure that applicants meet basic qualifications

August 9: Secretariat sends names of successfully screened nominees to selection taskforce

Mid-end August:

- Selection taskforce members individually review applications
- Taskforce meets via teleconference to discuss applications and send up to 2 names of recommended individuals to Secretariat with explanation of recommendation(s)
- Secretariat reviews and compiles information to send to full Board by early September (includes names, applications, CVs, and explanation of taskforce recommendations)
- Secretariat alerts recommended nominees

By mid-September:

- If there is more than one nominee, the Secretariat will arrange an open conference call for candidates to discuss their qualifications and for board members to ask questions
- Secretariat will facilitate an opens voting platform and sends link to all board members
- Results are provided electronically to all board members and new Vice-Chair formally endorsed by mid-September

4. Working Groups

At the 22nd Board meeting in Kuala Lumpur, the Board requested that the Executive Committee make a recommendation on the strategy guiding the number and focus of Working Groups, including priorities, deliverables, and financing for the next three years.

At the Executive Committee governance retreat held on March 14-15, 2013 in Seattle, the EC reviewed the following issues pertaining to Working Groups:

- Role and structure: how to clearly define the role of the Working Groups within the Partnership and identify the optimal number and structure of Working Groups to fulfill that role
- Financing: need to determine the principles for Working Group financing and if/how to fund Working Groups for the coming year, given significant financial constraints
- Board interactions: how to allocate the two Working Group Board seats and define expectations for communication between the Board and Working Groups

A. Role and structure

The Executive Committee has defined the role of Working Groups in the Partnership as follows: “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.”

The Executive Committee considered several options regarding the structure and number of Working Groups, giving great weight to the input of the Working Groups themselves. Ultimately, however, in light of current financing constraints and the potential resource implications (both human and financial), the Executive Committee does not consider it feasible to make major changes to the Working Group structure at this time.

The Executive Committee would like to encourage a “reinvigorated” DEWG that would focus its efforts in the coordination of support to countries for the development and implementation of stronger national strategic plans and budgets. The DEWG is in a unique position to explore a holistic, coordinated country-oriented strategy. The DEWG could serve as a bridge between countries and partners to help integrate implementation approaches and address common challenges.

At this stage, the EC does not recommend the creation of any new Working Groups.

B. Financing

In order to maintain the brand of a Partnership Working Group, the Executive Committee developed a set of principles for Working Group financing to increase transparency within the Partnership and set expectations for the Working Groups, Board, and Partnership Secretariat on what it means to be a Partnership Working Group.

These principles include transparency from the Working Groups on the source and amount of their funds, transparency from the Executive Committee regarding decisions made on financing, expectations that Working Group work plans focus on what the Working Group is achieving using its collaborative platform, and Executive Committee accountability for funding recommendations to the Board. The goal of these principles is to improve transparency and build a foundation for better articulated and funded Working Group activities in the future. The donors on the Executive Committee who have provided funding to the Working Groups have already committed to the financing principles. These principles are captured in the Governance Manual.

The Executive Committee also considered how to allocate the USD 100,000 available for Working Groups in the Partnership Secretariat budget which has been earmarked. As the majority of resources provided by donors to the Partnership Secretariat are earmarked for other specific activities, additional resources for Working Groups are not available from the Partnership Secretariat 2013 budget. Therefore, after extensive discussions, the Executive Committee determined that it would not be meaningful to split the USD 100,000 among seven working groups.

This decision was communicated to the Working Groups through the interim board chair in a memo and then through two tele-conferences convened with the Research Working Groups and Implementation Research Working Groups respectively. The feedback provided from the Working Groups was to request the USD 100,000 be equally split among the seven working groups - as USD 14,000 could be used to support convening and communication. The Working Groups provided to the Executive Committee in writing a request for those resources supported with a description of how those resources would be used which enabled the EC to make a decision to allocate the USD 100,000 equally among the seven working groups.

C. Board and Working Group interactions

At the 22nd Board meeting in Kuala Lumpur, the Board agreed to a streamlined board model in an effort to move toward a constituency-based approach. The new Board structure includes two seats allocated to the Working Groups.

The Working Groups have been broadly divided into research Working Groups (New Drugs, New Diagnostics, and New Vaccines) and implementation Working Groups (DOTS Expansion, MDR-TB, TB/HIV, and GILI). As such, one Working Group seat will be allocated to the constituency of research Working Groups and the other to the constituency of implementation Working Groups.

An important principle of the new board TORs is that board members, while reflecting the constituencies and organizations they represent, must also commit to placing themselves in a “Partnership first” mindset as a member of the Board. Additionally, there is an expectation that board members of constituency based seats will solicit input from that constituency, represent the range of constituency views at the Board meeting, and ensure appropriate communication back to the constituency. The Working Group representatives on the Board are expected to fulfill these expectations as representatives of the research and implementation working group constituencies.

The Working Groups are also encouraged to provide input on strategic issues for board consideration and as part of the process to develop the board agenda, the Secretariat will consult Working Groups for their input on strategic topics and decision points for board meetings.

III. Board Decision

The Board is requested to approve the following decision which encompasses the recommendations in this paper. The Executive Committee will present an additional decision regarding the task force to select the Vice-Chair immediately following the board meeting.

Stop TB Partnership Board Reform Implementation

The Board notes that-

A. At its 21st meeting in January 2012 in Bangkok, Thailand, the Board held a governance retreat at which board members identified challenges to its effectiveness and its impact on TB and the Global Plan goals

B. To address these challenges, the Board made a decision (1.12-7.0) to comprehensively review its governance structure with the goal of streamlining the board size and strengthening its constituency based board

C. A Steering Committee comprised of the Executive Committee and sub-Committee on Governance, Performance & Finance was formed to oversee the implementation of this decision. At the 22nd Board Meeting in November 2012 in Kuala Lumpur, the Board approved a set of recommendations (22-6) from the Steering Committee aimed to improve the efficiency, effectiveness, and overall impact of the Board.

D. The Board also established its new Executive Committee and tasked it to take forward the implementation of the board reform, under the leadership of the interim Board Chair, so that the reconstituted board would be in place by the next Partnership Board meeting in July 2013. This included revising the Board's By-Laws and Operating Procedures.

The Partnership Board thanks Dr. Amy Bloom, interim Board Chair, and the Executive Committee for their leadership in carrying forward the implementation of the board reform and endorses the recommendations of the Executive Committee and decides the following—

1. The Board approves the revised Board Governance Manual which outlines the role of the Board, TORs for committees and guidelines on other board structures, TORs for board members and guidelines on selection processes, and TORs for Board and committee leadership, nomination, and selection processes.

2. The Board approves the process and timeline for the election of the next Partnership Board Vice-Chair and requests the Secretariat and Executive Committee recommend the membership of the Independent Task-Force no later than July 15 for an electronic vote of the board.

2. The Board commits to review the governance changes one year from implementation, no later than September 2014, to determine how effective the transition has been and make any required modifications.