

SUMMARY SHEET

AGENDA NR. 2.12 – 4.0	GOVERNANCE
IS THIS SESSION FOR:	INFORMATION <input type="checkbox"/> DISCUSSION <input type="checkbox"/> DECISION <input checked="" type="checkbox"/>
BACKGROUND (INCLUDING PROBLEM STATEMENT):	
<p>At its last meeting the Coordinating Board requested the following is developed for presentation at the 22nd Coordinating Board meeting (decision point 1.12-7.0):</p> <ul style="list-style-type: none"> • The overall governance structure including the role and purpose of the Executive Committee and options on any other committees which may be needed to exercise the Board role; • The composition of the Board with the principle of streamlining the Board structure and moving towards a constituency based model. • The skill-sets capabilities and experiences required on the Board and its committees include TORs for those positions and recommendations on how to balance the diversity of the Partnership in key governance bodies. 	
SUMMARY/OUTLINE OF THE SESSION:	
<p>The proposed governance structure of the Stop TB Partnership will be presented for Board approval.</p> <p>The recommendations can be broadly summarized as follows:</p> <ol style="list-style-type: none"> a. Board role – Defined the role of the board in relation to the Partnership and global TB community and to the Secretariat b. Board model – Modified the current constituency based board model by clarifying the role of the Executive Committee and adding a new Finance Committee c. Board composition – Identified the skills and experience required on the Board and reduced the number of members from 35 to 27-29 by streamlining country and regional seats as well as Working Group seats and clarifying fixed and rotating seats d. Board member selection – Determined processes for selection of fixed and rotating seats to ensure a high level of board ownership and accountability, and selection of the most strategic and engaged members e. Board committees – Clarified the role, expectations, and membership of the Executive Committee and defined the role and membership of a new Finance Committee f. Board meetings – Considered the resource constraints facing the Partnership Secretariat and recommended reducing in-person board meetings to once per year until the financial situation improves 	
MAJOR DISCUSSION POINTS OR DECISION POINTS REQUESTED:	
<p>The Board is requested to approve the following decision, which encompasses the recommendations in this paper as a package.</p> <p>The Board notes that:</p> <ol style="list-style-type: none"> 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 related to the level of strategic discussions and its impact on achievement of the Global Plan goals. 	



Stop TB Partnership

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 structure and strengthening its constituency based board

C. A Steering Committee comprised of the Executive Committee, sub-Committee on Governance, Performance & Finance was formed to oversee the implementation of this decision. The recommendations put forward today are a result of extensive analysis and discussion amongst this group and is informed by the perspectives of the larger board.

To improve the efficiency and effectiveness, and to achieve greater impact in the prevention and control of TB, the Partnership Board endorses the recommendations of the Steering Committee and decides the following:

1. The Stop TB Partnership Board has a responsibility: a) to the global TB community to build awareness, facilitate consensus on strategy, and identify key strategic issues affecting TB and b) to the Secretariat to provide oversight and guidance, and to set strategic direction and approve budgets.

2. To fulfil this role, the Partnership Board will be represented by no more than 29 members, representing a mix of rotating and fixed voting seats and non-voting seats. The Board will be based on the following composition:

A. Nine fixed voting seats – includes 4 donors (USAID, CIDA, Netherlands/UK, 1 vacant seat), 1 foundation (BMGF), 2 technical agencies (CDC, The Union), 3 multilateral agencies (WHO, Global Fund, World Bank)

B. Between 14-16 rotating seats – includes 6 countries, 1 northern NGO, 1 southern NGO, 2 communities, 2 Working Groups, 1 private sector, 1 multilateral and 2 open seats to be filled strategically for new partners or donors

C. Three Non-voting seats- includes the Board Chair, Board Vice-Chair, and UNITAID

3. The Partnership Board will be supported by an Executive Committee of up to 8 voting members and a Finance Committee of up to 4 voting members.

4. To implement these governance changes, the Board requests the incoming-interim Board Chair, Dr. Amy Bloom of USAID, supported by the Steering Committee which developed these recommendations, to oversee the transition process to a new governance model by no later than July 2013. This will include developing the following governance documents for board approval-

A. Revised Board By-Laws and Operating Procedures

B. Terms of Reference for Board Chair, Vice-Chair, Committee Chairs, & Board Members

C. Terms of Reference for Executive Committee and Finance committee and guidelines on other board structures (e.g. task-forces)

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

Is this a Special Project? (*i.e. Should be undertaken for strategic reasons and is currently partially or completely unfunded?*) Yes No

If so, what funding is already available? N/A

What is the funding gap? N/A

Are there HR implications? Yes No . If so, what?

NEXT STEPS

ACTION REQUIRED: Following approval, transition to the new Board structure

RESPONSIBLE AGENCY/OFFICER: Shirley Bennett



Stop TB Partnership

TIMEFRAME: By the 23rd Coordinating Board meeting