

**Draft Manual of Procedures
for
the Stop TB Partnership**

(Roles, Functions and Procedures)

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1. COORDINATING BOARD

ROLE / MISSION^{1 2}

- 1. To provide leadership and direction**
- 2. To monitor the implementation of agreed policies, plans and activities of the Partnership and**
- 3. To ensure coordination among partnership components.**

FUNCTIONS³

- 1. Formulate priorities for action by the partnership in line with health policy and technical advice from WHO and in the light of the recommendations of the Partners Forum;⁴**
- 2. Support the Partners according to agreed strategy;**
- 3. Approve the work plan and budget of the Secretariat, provide leadership and direction and monitor its implementation;**
- 4. Mobilize adequate resources for the various activities of the Stop TB Partnership after identifying funding gaps with respect to approved work plans and assigning priorities to different elements of the work plans;**
- 5. Coordinate and promote advocacy and social mobilization in support of the Stop TB Partnership in appropriate fora;**
- 6. Review the progress of the implementation of the Stop TB Partnership and maintain a program of frequent, high-quality information exchange, including reports of its meetings, with all Partners and the public at large**
- 7. To provide oversight and review of the use of the Stop TB Partnership Trust Fund⁵**

¹ Taken from document Prop2CBonBstructure take 2 1. 04/ 5 prepared for the New Delhi CB meeting

² So as to make it clear that the CB has no control or oversight of the technical mandates and activities of the Working Groups other than those it creates, it might be useful to insert an introductory phrase such as “On behalf of the Partnership as such...”

³ Footnotes 1 + 2 are also applicable here.

⁴ So as to emphasize that the Forum is advisory only, one could insert “advice received from” in place of “the recommendations”

⁵ See CB Delhi decision 1.04/05

- 8. Review the annual financial statement and progress report prepared by the Executive Secretary;**
- 9. Adopt an appropriate financial policy to underpin financial decisions and accounting for resources entrusted to the Stop TB Secretariat**
- 10. Coordinate input to Partnership processes and initiatives from the constituencies represented on the Board:**
- 11. Represent the Stop TB Partnership in external fora and events;**
- 12. Adopt appropriate rules or guidelines to ensure the proper running of the Stop TB Partnership;**
- 13. Establish such committees, working groups and task forces as it may deem necessary;**
- 14. Consider and approve any amendment to the Basic Framework;**
- 15. Consider any other matter related to the Stop TB Partnership as may be referred to it by any of its members, by the Chair of the Board, by the Executive Committee, or by the Executive Secretary.**

PROCEDURES

- 1. COMPOSITION: the composition of the Coordinating Board shall represent the component constituencies of the Partnership in the following manner and shall be reviewed by the Board in the light of any evaluation of the Partnership;**
 - a. 4 representatives from high burden countries**
 - b. Representatives from WHO, the World Bank and the GFATM⁶**
 - c. 1 representative of other international organizations**
 - d. 6 regional representatives, assuring representation from non-high burden countries**
 - e. The Chairpersons of the following Working Groups; DOTS Expansion, DOTS Plus, TB-HIV, Diagnostics, TB Drug Development, New Vaccines and advocacy and Communications**
 - f. 4 representatives of financial donors**
 - g. 1 representative of Foundations**

⁶ See Footnote 5

- h. 3 representatives of NGOs and technical agencies, including IUATLD and CDC as permanent members**
- i. Representation of communities⁷ affected by TB**
- j. The Chair of the WHO STAG**
- k. 1 representative of the corporate business sector**

2. FREQUENCY AND TYPE OF MEETINGS:

- a. The Board shall meet in full and formal session twice per year.**
- b. One such formal session shall coincide with the meeting of the Partnership Forum in years when the Forum is held.**
- c. The Board may meet by electronic means (conference call, email) at the discretion of the Chair and/or the executive Secretary. Given the numbers involved in such a meeting and the availability of the services of the ExCom (see para 11a below), such meetings should be kept to a minimum.**
- d. The Secretary shall send the draft report of all such meetings (including decisions taken) to all Board members within 15 days of such a meeting taking place.**
- e. The ratified report shall be posted on the Partnership website.**

3. SELECTION OF MEMBERS: In order to represent effectively the interests of the Partnership, the Board must reflect the various constituencies which make up the Partnership. The criteria for Board members should be commitment to Stop TB, potential to contribute to the success of the Partnership program and relevant skills, experience or access to resources. The process of selection should be open and accountable. In that perspective, the election / selection / nomination of members of the Board will be as follows:

- a. The constituencies of financial donors, foundations, NGOs / technical agencies and the corporate sector will organize and carry out, if necessary with the assistance of the**

⁷ See Footnote 5

Secretariat, an appropriate process of selection and will inform the Board of the process and criteria used.⁸

- b. In order to promote transparency, the Partnership Secretariat will publish on the Partnership website details of forthcoming vacancies, core responsibilities of Board members, criteria for selection and a profile of currently desired skills and experience. The Secretariat will invite members of the constituency concerned to make nominations to the constituency leadership.**
- c. Representatives of high-burden countries, of communities affected by TB and regional representatives will be selected by a consultative process managed by the Board.**
- d. Any organization represented on the Board will nominate their individual representative and so inform the Board.**
- e. The chairpersons of the Working Groups and of the WHO STAG cited in para 10 of these procedures will serve ex officio as Board members⁹**
- f. Board members shall serve for a term of three years and may be re-appointed to a further term.**
- g. At a moment of renewal of the Board, the Chair and the Executive Secretary shall ensure that the Board undertakes a review of the diversity of skill available on the Board and the expertise which will be needed in the proximate future. In this task, the Board may be helped by a consultation (organized by the Secretariat via the website) among the partners at large to request suggestions on the profile and skills required for future Board members.**
- h. The Board shall so arrange rotation of membership that no more than one third of the total members of the Board are replaced at any one moment of rotation. At least five Board members should rotate per year.**

⁸ The CB cannot dictate the process of selection, which is internal to each constituency. Each constituency has its own style and character and has the right to choose its own process and method of selection. Clearly structured constituencies such as International agencies, Working Groups, Financial donors, Foundations, NGOs, the Chair of WHO/STAG and the GFATM will have little or no difficulty in operating a process which suits them and in sharing that process with the CB. Special arrangements need to be made, as noted, for the high-burden countries, the regions and the corporate sector.

⁹ Diagnostics, TB Drug Development, Vaccines, TB-HIV, DOTS Expansion, DOTS Plus and Advocacy and Communications.

- i. The Board may co-opt other persons or invite other persons to attend Board meetings for specific, temporary purposes as and when the Board judges it necessary.**
- j. The Executive Secretary will be responsible to the Board for the effective and timely fulfillment of the above procedures.**

4. APPOINTMENT OF BOARD OFFICERS:

a. Chair:

- The Board will select from among its members a Chair whose term will be two years renewable. However, no individual shall serve as Chair for more than two consecutive terms.**
- The criteria for eligibility for Chair will include:**
 - Membership of the Coordinating Board**
 - A willingness to fulfil the commitments of the Chair, including its representative role, and to devote time and effort to enhance the Partnership**
 - Good oral and written communication skills, including fluency in English**
 - A willingness to provide support and access to the Secretariat.**
- An Autumn Board meeting shall be organised to coincide with the expiry of the Chair's term.**
- At the Spring Board meeting before the Autumn Board meeting when the Chair's term is to expire, the Board shall appoint a Nominating Committee of three Board members who do not themselves intend to stand for the Chairmanship. In advance of that spring meeting, the Executive Secretary will issue an invitation for volunteers to serve on the Nominating Committee.**
- At least three months before the expiry of the Chair's term and the autumn meeting, the Nominating Committee will invite Board members to notify them of nominations for the Chair by a given date.**

- **The Nominating Committee will scrutinise the nominations to determine eligibility, and then contact eligible nominees to determine their willingness to stand.**
- **At least six weeks before the expiry of the Chair's term and the autumn meeting, the Nominating Committee will advise Board members of the actual candidates. In the event of more than one candidate, the Committee will announce a vote to select a Chair, on the basis of one vote for each Board member. The vote will be conducted anonymously and will take place at the Autumn Board meeting.**
- **Board members unable to attend the Board meeting may notify the Nominating Committee in writing of their vote in advance of the Board meeting.**
- **At the Autumn Board meeting, the Nominating Committee will oversee the voting process, provide facilitation as necessary and advise the Board of the outcome of the selection.**
- **The Board will formally approve the Chair.**

b. Vice-Chair:

- **The Board will elect from among its members a Vice-Chair whose term will be two years renewable. However, no individual shall serve as Vice-Chair for more than two consecutive terms.**
- **In the interests of continuity, the Vice-Chair will be elected in the alternate years between the election of the Chair.**
- **Appointment as Vice-Chair will carry no implications in relation to future chairmanship of the Board.**
- **The function of the Vice-Chair will be to chair sessions of Board meetings in agreement with the Chair and to represent the Board in meetings and missions.**
- **The process for nomination and election of the Vice-Chair will follow that for the selection of the Chair.**

5. DATE, VENUE OF MEETINGS AND TRAVEL ASSISTANCE:

- a. The Board shall determine the date and venue of its meetings.**
- b. Assistance with travel costs for attending Board meetings shall be considered by the Secretariat only where Board members who are both from a developing country and need such assistance cannot be financed by their constituency or Working Group.**

6. QUORUM: For formal and electronic meetings of the Board, the quorum shall be 20 members present and voting.

7. DECISION-MAKING PROCESSES:

- a. The Board and Chair shall make very effort to achieve decisions by consensus. Should consensus prove impossible to achieve and a clear decision be needed, the Chair shall, as a last resort, ask for a vote. Each member of the Board shall have one vote and the Chair, where necessary, shall have a casting vote. A majority shall be constituted by 2/3 of those present and voting.¹⁰**
- b. For meetings by telephone conference, para 8a above shall apply.**
- c. For consultations by email, Board members should send their vote to the Chair by the set date for reply. Such consultations shall incorporate a “no objection” assumption by the Chair if no reply is received by a set date.**
- d. The Board acknowledges and accepts that WHO cannot be bound by any Board decision which contravenes the global mandate of WHO for health policy or WHO’s rules and regulations in relation to the hosting of the Secretariat by WHO.**

¹⁰ There two options to consider: In view of the strong wish to achieve consensus, the CB could decide that any vote should be subject to a majority which approximates as far as possible to consensus, i.e., 2/3 of those present and voting. Knowledge of this criterion should deter Board members from insisting on a vote. Alternatively, if a vote is unavoidable, the matter could be decided by a simple 50% + 1 majority.

8. SECRETARIAT:

- a. **The Executive Secretary of the Partnership shall act as the Secretary and Rapporteur of the Board.**
- b. **The Executive Secretary's main responsibilities to the Board shall include**
 - i. **Proposing a biennial budget and work plan, including resource mobilization, partnership development, the GDF, liaison with Working Groups, advocacy and communications**
 - ii. **Implementing the budget and work plan as approved by the Board**
 - iii. **Reporting to the Board, the Partnership at large and the concerned public on progress in implementing the work plan and achieving the aims of the Partnership**
 - iv. **Organizing meetings of the Board and of the Partners Forum and reporting on such meetings in a timely manner.**

9. TASK FORCES¹¹: the Board may establish such time-limited Task Forces as it sees fit to deal with specific issues required by the Board. The Board shall determine the duration of any such Task Force and approve its Terms of Reference. Any such Task Force shall be directly and totally accountable to the Board.

10. WORKING GROUPS: the Board may establish Working Groups which will deal in detail and in an ongoing manner with the core activities of the Partnership. The following Working Groups constitute the core number:

**DOTS Expansion
TB/HIV
DOTS Plus
TB Drug Development
Diagnostics
Vaccine
Advocacy & Communications**

¹¹ Task Forces are classically for specific, time-limited tasks defined by the Board. Once their task is fulfilled, they are dissolved. Working Groups, on the other hand, deal with core activities in an ongoing manner.

- a. Each Working Group will be represented ex officio on the Board by its Chairperson.**
- b. The Board will facilitate and monitor the activities of the Working Groups with the aim of creating synergy and added value in pursuit of the aims of the Partnership as a whole, while respecting, as appropriate, the technical mandate of the Working Groups.**
- c. The Board shall review the relevance, priority and efficacy of each Working Group at the end of each 5-year Global Plan.**
- d. Where the Board judges that a specific Working Group is no longer relevant to the core activities of the Partnership, the Board may terminate the Working Group's membership of the Board and its status as a core partnership component.**
- e. Each Working Group shall meet regularly at intervals decided by the Group.**
- f. Each Working Group shall share its internal organizational arrangements, annual work plan and budget with the Board, which may comment on issues which affect the Partnership as such.**
- g. The Chair of each Working Group shall present a report on the Group's activities to each meeting of the Board.**
- h. The Chairs and Secretariat Focal points of all Working Groups shall meet together once a year to review progress and identify areas where synergy can be created.**

11. DELEGATION OF AUTHORITY BY THE BOARD:

- a. To the Executive Committee of the Board:**
 - i. The Board shall appoint seven of its members to constitute an Executive Committee (ExCom) which shall be broadly representative of the constituencies on the Board and shall act on behalf of the Board in between formal sessions of the Board**
 - ii. The functions of the ExCom will be to:**
 - Provide guidance to and monitor the Partnership's strategic planning, work planning and budgeting processes, assess the options and make recommendations to the full Board;**

- Monitor, evaluate and report to the Board on the progress and outcomes of Partnership activities, (working with the Secretariat and, as necessary, with other Partnership components);
 - Preprocess issues for Board consideration, including the provision of guidance to the Secretariat on the preparation of Coordinating Board meetings;
 - On the basis of delegated authority from the Board, make decisions on issues judged not to require the consideration of the full Board;
 - Take emergency decisions on behalf of the Board subject to ratification of such decisions by the next full meeting of the Board¹²
 - Monitor the implementation of delegated powers by the Executive Secretary and report periodically to the Board;
- iii. **The Board Chairperson and the Director, WHO/Stop TB will serve on the ExCom ex officio**
- iv. **The remaining five members will be elected by a secret ballot following a call for nominations / volunteers by the Chair.**
- v. **The Chair of the Board shall also chair the ExCom.¹³**
- vi. **All elected members of the ExCom will serve for a period of two years and may be re-appointed for a further period**
- vii. **The Executive Secretary of the Board shall act as Secretary of the ExCom**
- viii. **The Excom will make every effort to reach consensus decisions. Where this proves impossible, decisions will be reached by vote where each member of ExCom has one vote and the Chair has a casting vote if required. Five members in agreement shall be considered a sufficient basis for decision.¹⁴**
- ix. **The ExCom may meet in telephonic or email consultation. Email consultation will include options for a “no objection” process, provided that there is confirmation of the receipt of the original email enquiry by each member of the ExCom.¹⁵**

¹² See Footnote 5

¹³ See Footnote 5

¹⁴ See also Footnote 7.

¹⁵ See Footnote 5

- x. **The Chair and Secretary of the ExCom shall circulate to the full Board membership a report of issues discussed and decisions taken by the ExCom within 15 days of any ExCom meeting.¹⁶**
 - xi. **A report of meetings of the ExCom shall be published on the Partnership website**
- b. To the Executive Secretary of the Partnership and Board: the Board shall delegate to the Executive Secretary the powers to**
- i) **Decide on the recommendations of the GDF TRC regarding grants, up to an amount specified for GDF spending in the work plan approved by the Coordinating Board, and according to the approved Partnership financial policy.¹⁷**
 - ii) **Signal and approve disbursement of appropriate Stop TB Partnership funds according to the work plan approved by the Coordinating Board or as specified by the donor in the case of fund transfers to partnership components. Appropriations and subsequent disbursements from them shall be accounted for in accordance with the approved financial policy in force.**

All such decisions will be reported to the Executive Committee to facilitate their monitoring function.

12. SELECTION OF EXECUTIVE SECRETARY: the following procedure shall be used

- a. **An appropriate Vacancy Notice will be issued by WHO and a link to the WHO Vacancy Notice posted on the Stop TB website, indicating that all applications are to be addressed to WHO.**
- b. **All CV's received will be reviewed by a Panel of the Board as well as by the official WHO Selection Panel.**
- c. **The Director, Stop TB/WHO will serve as a member of both Panels**
- d. **Short-listed candidates will be interviewed face to face by both the Board Panel and the WHO Selection Panel in separate processes.**
- e. **The two Panels will meet to reach consensus.**

¹⁶ See Footnote 5

¹⁷ See Footnote 5

- f. The WHO Selection panel will present its recommendation to the Director-General of WHO for approval.**

Where the above Rules do not meet the need of a specific problem or situation, the provisions of Roberts' Rules of Order (New and Revised) shall apply.¹⁸

¹⁸ Roberts' Rules of Order are the classic text of reference for the conduct of meetings, debate and discussions. See their website www.robertsrules.com.