



Roll Back Malaria Partnership By-Laws

These By-Laws of the Roll Back Malaria Partnership (RBM) set out the operational procedures aimed at achieving the vision and objectives of the Partnership as set out in the RBM Partnership Operating Framework, and the functioning of the governing, administrative and advisory mechanisms found therein, and at giving effect to the various administrative provisions set out in the Memorandum of Understanding with the World Health Organization (WHO) concerning hosting, secretariat and administrative services for the RBM Secretariat.

Article 1. Roll Back Malaria Partnership

1.1. Conditions of Partnership

Participation in the global alliance to implement coordinated action against malaria is expressed primarily by a commitment to the pursuit of the RBM Global Malaria Action Plan (GMAP) in a coordinated manner, *inter alia* by supporting and employing the operating mechanisms of the RBM Partnership.

1.2. Constituency Registration

1.2.1. Partners are organized primarily according to seven constituencies:

- (a) The Malaria Endemic Countries Constituency represents those countries (grouped regionally) which the WHO World Malaria Report lists as having some level of malaria endemicity or being at risk of some level of malaria endemicity.
- (b) The Donor Countries Constituency is made up of donor governments providing aid to malaria prevention and control and/or related health system strengthening.
- (c) The Multilateral Development Partners Constituency consists of United Nations and other intergovernmental organizations active in the field of malaria prevention and control.
- (d) The Private Sector Constituency is broadly defined as the community of businesses with a recognized role or interest in malaria control.
- (e) The Non-Governmental Organizations (NGOs) Constituency is divided into two broad categories; Southern NGOs and Northern NGOs. Southern NGOs are NGOs having their main office/headquarters in a malaria endemic and/or developing country, typically in the Southern hemisphere. The Northern NGOs are primarily international NGOs with headquarters in developed countries.
- (f) The Foundations Constituency embraces all foundations and other philanthropic organizations with a recognized interest in malaria control.
- (g) The Research & Academic Institutions (R&A) constituency is defined as all academic institutions and non-profit or governmental research organizations. These organizations can be located anywhere in the world.

1.2.2. Other partners include but are not limited to: The UN Secretary General's Special Envoy for Malaria, the Global Fund to fight AIDS, TB and Malaria, Africal Leaders Malaria Alliance (ALMA) and UNITAID.

1.2.3. Constituencies shall choose a Focal Point whose contact details shall be forwarded to the RBM Secretariat.

1.2.4. Any organization wishing to be part of the constituencies covering the private sector; nongovernmental and community-based organizations; foundations; and research and academic institutions, shall notify its intention by registering with the RBM Secretariat; such a notification must be accompanied by proof of its commitment to the goals of the Partnership.

- 1.2.5. Proof of commitment to the goals of the Partnership may take various forms, e.g. the constitution of the organization/institution/foundation which shows commitment to the goals of the Global Malaria Action Plan (GMAP); provision of resources for direct malaria aid, etc.
- 1.2.6. The RBM Secretariat shall maintain email distribution lists for each constituency.

1.3. Constituency Consultative Mechanisms

- 1.3.1. Each constituency, with the assistance of the RBM Secretariat, shall establish effective means of communication with its members, other constituencies, the elected officers of the Board and other governance/advisory mechanisms, and with the Secretariat, so as to ensure the effective representation of their broader constituency's interests.
- 1.3.2. Each constituency shall establish a transparent mechanism for nominating representatives to various governance and advisory mechanisms of the Partnership; whenever possible, regional or global existing consultation mechanisms should be used. Such mechanisms shall be communicated to the Secretariat. However, it is the responsibility of each constituency to determine the level of Secretariat support required throughout the nomination process.
- 1.3.3. As regards the Donor Countries, currently the three Board seats for this constituency are allocated to the 3 largest donors of direct malaria aid. The determination of which countries are the largest contributors of direct malaria aid is made every two years by the RBM Board, using OECD/DAC Official Development Assistance figures. Every two years, the Partnership re-assesses whether this is, in fact, the appropriate representation model or if the Donor Countries Constituency should revert to a similar constituency representation model as the Private Sector, Foundations, NGO and R&A constituencies utilize.
- 1.3.4. As regards the Multilateral Partner Constituency, the Board representation is currently assured by the four founding members of RBM: UNDP, UNICEF, WHO and the World Bank.

1.4. Roles and Responsibilities

The roles and responsibilities of Partners are those set out in the RBM Operating Framework (2.4.2).

1.5. Dissolution

- 1.5.1. The Board may decide to dissolve the Partnership if a two-thirds majority of the Board Members present and voting, including representatives of each of the seven constituencies, so decide, in a ballot at a regular meeting.
- 1.5.2. The Partnership Secretariat shall be responsible for the efficient implementation of the dissolution procedures as set out in the Operating Framework (7.4), and the provisions of Article 9 of the Memorandum of Understanding with WHO, the hosting agency.

Article 2. Partnership Forum

- 2.1. The RBM Forum, comprising all RBM constituencies and members, is convened periodically by the Board in order to appraise progress and to review, update and endorse the Partnership's long-term vision and goals.
- 2.2. The form, timing, procedures, planning, reporting mechanisms and budget for such a Forum shall be determined by the Board.
- 2.3. Based on the outcome of such Forums, the Board shall determine the initiatives that might usefully contribute to the better working of the Partnership and the achievement of its objectives.

Article 3. Board

3.1. Delegation of powers

- 3.1.1.** The Board may delegate its powers, except where the Operating Framework or these By-Laws may otherwise prohibit delegation, and except that no committee or person shall be delegated the power to (a) amend, alter or repeal the Operating Framework or these By-Laws; (b) amend or alter the mission or purpose of the Partnership; (c) appoint or remove any member of the Board or the Executive Committee; (d) authorize the voluntary dissolution of the Partnership or revoke proceedings initiated to this effect; (e) approve a long-term strategy; (f) approve any major new funding or programme initiative; or (g) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee or person.
- 3.1.2.** Powers delegated by the Board will be exercised under the authority and direction of the Board and any such delegation may be rescinded by the Board at any time.

3.2. Membership

- 3.2.1.** Membership seats of the Board, with the exception of the seats for the Multilateral Development Partners and the Donor Countries Constituencies, are attributed through RBM constituencies. All seven constituencies within the RBM Partnership are represented on the Board to maximize the contribution of RBM Partners and provide a mechanism for harmonizing and coordinating their work. Official acts of Board members shall be deemed to be taken in their capacity as representatives of their respective constituencies.

In order to ensure strong leadership and ownership by the countries most affected, as well as to ensure that the deliverables of the Partnership are relevant to the affected countries, the Endemic Countries Constituency enjoys the largest number of voting member seats of any constituency.

There are 28 Board Members, of which there is a Chair and Vice-Chair, 21 voting members and 5 ex-officio non-voting members. With the exception of the Donor Countries and the Multilateral Development Partners Constituencies, and the ex-officio members, all other members are rotating based on the mandate received from their respective constituencies.

- 3.2.2.** The composition of the Board, with respective voting rights is as follows:

(a)	Board Chair	1 seat
(b)	Board Vice-Chair	1 seat
Voting members (21):		
(c)	Foundations	1 seat
(d)	Malaria Endemic Countries	8 seats
(e)	Multilateral development partners	4 seats
(f)	Non-Governmental Organizations	2 seats ¹
(g)	Donor Countries	3 seats
(h)	Private Sector	2 seats
(i)	Research and Academia	1 seat
Non-voting ex-officio members (5):		

¹ One from a Northern NGO and one from a Southern NGO.

(j)	Executive Director of The Global Fund	1 seat
(k)	Executive Director of the RBM Partnership	1 seat
(l)	Executive Secretary of UNITAID	1 seat
(m)	UN Secretary General's Special Envoy for Malaria	1 seat
(n)	African Leaders Malaria Alliance (ALMA)	1 seat

3.2.3. All partner organizations that participate in any of the Partnership mechanisms may be granted observer status at Board meetings, through a decision of the Board Chair.

3.2.4. No Board Member (other than the Executive Director as ex-officio Board Member) shall be an employee of the RBM Partnership Secretariat or a member of the immediate family or partner of any such employee.

3.3. Term

3.3.1. Board Members serve terms of two years and are eligible for a second two-year term if re-nominated by their constituency. Board Members having served two consecutive mandates cannot be re-elected unless a period of two years has elapsed between the end of their last term and the start of their new term. Upon the expiration of a first or second mandate, Board Members may become Alternates within their own constituency through a process managed by their own constituency. Board Members may appoint the Alternate Member from their constituency at any time to serve in their stead.

3.3.2. Each Board Member shall hold office until the completion of his or her term, unless circumstances (death, resignation or removal by the Board) determine otherwise. The Board should strive to ensure staggering of Board Members' terms so as to limit turnover of the Board Membership.

3.4. Nomination of the Constituency Representatives to serve on the RBM Partnership

Board

3.4.1. Rotating Members of the Board are nominated by an appropriate consultative mechanism, specific for each constituency (see 1.3.2 above). The Secretariat may provide support to the constituency focal point to carry out transparent and fair nomination and election processes.

3.4.2. The processes for the nomination of representatives should be described by each constituency and be easily available to the public at large, resulting in a transparent appointment process. Such a procedure will enhance accountability of Board Members to their constituency.

3.5. Alternate

To ensure effective representation at Board meetings, constituencies may appoint Alternate Board Members to substitute for a Board Member. The number of Alternates may not exceed the number of Board seats attributed to the constituency. When acting in place of the Board representative, Alternate Board Members shall have the same rights, privileges and responsibilities as Board Members.

3.6. Notification of Representation

Appointments of Board Members and Alternate Members will be confirmed in writing delivered to the Secretariat at the time of such appointment, preferably at least two weeks prior to a scheduled Board meeting. Notification should include name, title, business address, telephone (including cell phone) and fax numbers, and e-mail address. Upon the substitution or replacement of a Board Member or Alternate Member, written notification should be provided to the Secretariat as soon as possible.

3.7. Constituency Support Delegation, Observers and Invited Guests

- 3.7.1.** In addition to Board Members and Alternates, constituency support delegations to Board Members may participate in Board deliberations (if not closed session), space permitting. The total constituency support delegation will normally not exceed 10 persons.
- 3.7.2.** In order to enhance the efficiency of Board proceedings, Board Members are encouraged to limit the size of their delegations to below these indicated numbers.
- 3.7.3.** Only one individual from a delegation, including the Board Member or Alternate Member, may speak per agenda item.
- 3.7.4.** Constituency members other than that Board Member or Alternate shall only have the right to speak or participate directly in the deliberations of the Board when doing so at the request of and in place of the Board Member or Alternate.
- 3.7.5.** The Chair may invite guests to Board meetings at such times and for such purposes as he/she deems appropriate.

3.8. Resignation

Board Members may resign at any time by serving written notice to the Board Chair or Vice-Chair, or by giving oral or written notice at any Board meeting. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.9. Removal

A single constituency member or a group of registered constituency members from the same constituency may call upon the RBM Board Chair to conduct a vote on a motion of no-confidence regarding the Board Member(s) or Alternate for that constituency. Such a request has to be justified by the member(s) making the call with regard to the current representative not fully meeting his or her roles and responsibilities and / or the expectations as established by the constituency. The Secretariat will conduct an e-mail vote (registered constituency membership on constituency list shall serve for this purpose) of no-confidence within 4 weeks of having received this request. The vote of no-confidence is upheld if two thirds of the registered constituency members Board Member cast their vote in favour of the motion. The Secretariat will manage and conduct a new election process for the constituency within four weeks. Once nominations and votes have been collected by the Secretariat, the new Board Member will be announced by the Secretariat to the constituency. As this is a change in Board Membership, the Secretariat shall also communicate the decision of the constituency to the full Board.

3.10. Vacancy

A vacancy of a Board Member for any reason shall be filled in the same manner in which the original individual was appointed. Individuals appointed to fill vacant positions shall hold such positions for the unexpired terms of their predecessors.

3.11. Sponsorship of representation from the MEC and Southern NGO Constituencies

- 3.11.1.** Board Members representing Malaria Endemic Countries (MEC) and the Southern NGO constituencies shall receive sponsorship support from the Partnership Secretariat to attend regular and ad hoc Partnership Board meetings. This shall include coverage of airfare costs and other compensation as stipulated in the applicable WHO rules and regulations.
- 3.11.2.** The Partnership Secretariat may facilitate the provision of support to MEC and Southern NGO Alternate Board Members, including assistance in arranging air travel and accommodation, but will not offer financial assistance unless informed at least two weeks in advance of a Board meeting that the Alternate will be acting in place of the Board Member at the Board meeting.

Article 4. Election Procedures of Board Chair and Vice-Chair and their Respective Roles

4.1. Valid nominations

- 4.1.1. The Board Members will select the Chair and Vice-Chair of the Board from amongst voting members of the Board.
- 4.1.2. To be valid, the nominations for new candidates for both positions must come from sitting Board Members with voting rights or their Alternates. All constituencies may submit nominations for either position.
- 4.1.3. Nominees (candidates) for the position of Chair must be from the Malaria Endemic Countries Constituency or from the Southern NGO Sub-Constituency representatives.
- 4.1.4. Nominees (candidates) for the position of Vice-Chairperson must be from one of the following constituencies: the Multilateral Development Partners, Donor Countries, Research and Academia, Private Sector, Foundations, or from the Northern NGO Sub-Constituency.

4.2. Quorum

The Board quorum for the election of the Chair and Vice-Chair comprises a majority of the members of the Board, or their permitted Alternates.

4.3. Closed Session

At its discretion, the Board may conduct its business in restricted session (Members and Alternates only).

4.4. Secret Ballot

The Chair will propose to conduct an open ballot. The Board may decide to conduct a secret ballot.

4.5. Voting procedure

4.5.1. Announcement of nominations:

- (a) The Chair will announce the nominations received for Chair and Vice-Chair of the Board.
- (b) The Chair will invite the constituencies who have nominated candidates for the position of RBM Partnership Chair and Vice-Chair to introduce their candidates. After each introduction, the Chair will ask the Board to second the nominated candidates.

4.5.2. Election of the Chair and Vice-Chair of the Board:

- (a) If there is only one candidate for each position, the Chair will propose the acceptance of both candidates by consensus.
- (b) If there is more than one candidate for the position of Chair or Vice-Chair, all the candidates will be asked to leave the room. Their Alternates will vote for the constituency the candidates represent. The Board will be invited to voice objections to any of the candidates. The Chair will then ask the Board Members to orally cast their vote for Chair, candidate by candidate in alphabetical order of the surnames of the candidates.
- (c) The Chair will ascertain which candidate has achieved the majority required by the voting procedure. If a majority has been attained for one candidate, the motion will be carried by majority vote. The Chair will then announce the results of the election and the candidates will be invited back into the room.
- (d) If the motion is not carried, the Chair will immediately call for a second round of voting. The same procedure as above shall be followed.
- (e) If the motion is still not carried the Chair will announce a thirty minute break after which the election for Chair will resume with, if necessary, two more rounds of voting.

This process will continue until a result is achieved, or a Board Member proposes a new round of nominations.

4.5.3. Terms of Chair and Vice-Chair of the RBM Board:

- (a) The term of office for the Chair and Vice-Chair will start immediately after the meeting in which they are elected. The term will last for a 24 month period, renewable once.
- (b) Notwithstanding the foregoing, if the Chair becomes temporarily or permanently absent, unavailable, or otherwise unable to fulfil the duties of the position, the following procedure applies:
 - (i) If the Chair becomes temporarily unavailable, the Vice-Chair will take over his or her functions and responsibilities.
 - (ii) If the Chair becomes permanently unavailable, the Vice-Chair will take over his or her functions and responsibilities until the next meeting, regular or extraordinary, of the Board, at which time a new Chair shall be elected as outlined in these By-Laws.
 - (iii) If both the Chair and Vice-Chair become permanently unavailable, the Executive Director will take over the functions and responsibilities of the Chair until the next meeting, regular or extraordinary, of the Board, at which time a new Chair shall be elected as outlined in these By-Laws.

4.6. Role of Chair

4.6.1. The Chair shall conduct meetings of the Board in accordance with Article 5 of these By-Laws. In particular the Chair shall:

- (a) declare the opening and closing of each meeting of the session;
- (b) present the issues for decision by the Board;
- (c) direct the discussions at meetings;
- (d) ensure observance of these By-Laws;
- (e) accord the right to speak, call any speaker to order, put questions, sum up the discussions and announce decisions.

4.6.2. The Chair shall rule on points of order and, subject to these By-Laws, shall have complete control over the proceedings at any meeting. The Chair may, in the course of the discussions of an item, propose to the Board the limitation of the time to be allowed to speakers, the number of times each representative may speak on any question, the closure of the list of speakers, the suspension or adjournment of the meeting, or the adjournment or closure of the debate on the item under discussion.

4.6.3. The Chair shall only vote in exceptional circumstances as outlined in the Operating Framework and By-Laws.

4.6.4. The Vice-Chair, acting as Chair, shall have all the powers and be subject to the same restrictions as the Chair.

Article 5. General Rules and Procedures of the Partnership Board Meetings

5.1 Regular Meetings

5.1.1. A Board meeting shall not be held unless two thirds² of members or their permitted Alternates have agreed in advance to participate and all constituencies indicate that they will be

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At present, 18 of the 28 Board Members must confirm their participation for a Board meeting to be convened.

represented. A Board meeting shall not have a quorum unless all constituencies are represented and a majority of voting members are present.³

- 5.1.2. The Board shall hold two regular meetings each year at such time and for such duration as it may determine.
- 5.1.3. When deciding on the location of Board meetings, due consideration will be given to ensuring that delegations are not faced with any difficulties in visiting the selected country, especially as regards visa requirements.
- 5.1.4. Venue and timing of Board meetings will normally be scheduled as part of the business of the preceding meeting.
- 5.1.5. All decisions of the Board will be recorded in the minutes of the Board meetings, approved by the Board and provided to all Board Members, and retained in the permanent records of the Secretariat.

5.2 Extraordinary Meetings

- 5.2.1. The Board may decide to call an extraordinary board meeting between regular Board meetings on request submitted in writing by at least one third of the members, voting or non-voting, of the Board, or with the concurrence of one third of the members of the Board on the call of the Board Chair and the Vice-Chair, or on the call of the Executive Director. Notice of a meeting of the Board shall be given to each Board Member at least one month prior to such meeting.
- 5.2.2. The Board Chair and Vice-Chair, acting together, may, as reasonably required under the circumstances, modify the normal procedural guidelines for Board meetings in the case of an extraordinary Board meeting (e.g., provision for delegations, translation services, etc.). In the event that no consensus is reached between the Chair and Vice-Chair over whether procedural changes are required, the Chair shall make the determination.

5.3 Draft Agenda

- 5.3.1. The Executive Committee shall prepare a draft agenda, which shall include all items as are required by these By-Laws or as are proposed by:

- (a) the Board at a previous session;
- (b) any member of the Board;
- (c) the RBM Executive Director.

- 5.3.2. The draft agenda shall normally be circulated to all members of the Board at least four weeks in advance of the session. The first item of the draft agenda shall be the adoption of the agenda. During a session, the Board may, by a two-thirds majority of the members present and voting, amend the agenda by the deletion, addition or modification of any item.

5.4 Documentation

- 5.4.1. Any official working documents that are not submitted in English to the full Board ten days before the Board meeting cannot be included in the Board meeting. If an agenda item does not have the planned working document submitted before this time, it should be taken off the draft agenda. Revisions cannot be made to Board documents that have already been submitted to the Board. All documents that include Board decision point(s) shall be translated in French and submitted to the full Board five days before the Board meeting. Exceptions to this can only be made with the approval of the Executive Committee.

³ At present, 11 of the 21 voting Board Members, including at least one representative from each constituency, shall constitute a quorum.

Ad hoc motions have to come forth out of discussion of an accepted board agenda and be submitted in English and French before the opening session of the final day of the Board meeting and will be discussed at the end of the final session of the Board ahead of the "Any Other Business" item.

5.4.2. The documentation shall clearly present the issues proposed for decision by the Board. The wording of decision points are to be cleared by the Executive Committee prior to their distribution.

5.4.3. Following Board meetings, draft minutes and additional documents will be circulated electronically to members normally within six weeks. The final minutes of Board deliberations will also be publicly available on the RBM Partnership website.

5.5. Working language

The working language of the Board shall be English and French, with simultaneous interpretation made available for all formal Board sessions.

5.6. Communication

5.6.1. Communication between the Secretariat and Board Members may be by mail, fax or email. Board and other meetings may be held by teleconference or e-mail conference in circumstances, and subject to conditions, determined by the Chair of the meeting. Teleconference calls will be scheduled at various times to accommodate participants in various time zones.

5.6.2. Unless otherwise requested, the Secretariat will send all necessary documentation related to Board business directly to the designated Board Member and Alternate Member. In addition, each Board Member is requested to designate one additional communication focal point authorized to receive documentation. It will be the responsibility of the Board Member, Alternate Member and/or the communication focal point to make any further distribution of documents to constituent members or other interested parties.

Article 6. Board Decision Making

6.1. Eligibility to cast votes

6.1.1. Each voting Member shall have one vote. Only Board Members have the right to vote and to participate in formal Board deliberations unless specifically mandated as a replacement by the Board Member of their constituency. Alternates may speak or cast votes when replacing the Board Member.

6.1.2. In addition, other members of the delegation shall only have the right to speak or participate directly in the deliberations of the Board when doing so at the request of and in place of the Board Member.

6.2. Quorum

A majority of the Members of the Board, or their permitted Alternates, which shall include at least one representative from each of the seven constituencies of the Board, shall constitute a quorum. Details on the requirements to convene a Board meeting and to establish a quorum are set out in Article 5 of these By-Laws.

6.3. Decisions by consensus and vote

6.3.1. Decisions of the Board shall normally be taken on the basis of consensus, unless otherwise required by these By-Laws, among those present or linked by teleconference and where a quorum exists.

- 6.3.2.** If the Chair determines that every effort to achieve a consensus on any matter has been exhausted, that matter may be put to a vote by the Chair acting on his or her own initiative or at the request of a Member.
- 6.3.3.** All decisions that explicitly indicate a material budgetary implication for the Partnership shall require a vote.
- 6.3.4.** The outcome of a vote rests on a majority of members present and voting. For the purpose of these By-Laws, Members present and voting means members casting an affirmative or negative vote and shall not include abstentions or defective ballots.
- 6.3.5.** Vote by proxy by another Board Member of the same constituency is possible, if communicated to the Board Chair prior to the meeting in writing.

6.4. Decision-making by the Board without a Meeting

Unless otherwise restricted by the Operating Framework or By-Laws, the Board may act without a meeting by means of proxy letter, teleconference, e-mail or such other method of communication in which the votes of each Board Member may be recorded, subject to procedures determined by the Board. All such decisions of the Board will be recorded in minutes approved by the Board and provided to all voting and non-voting Board Members, and retained in the permanent records of the Secretariat.

- 6.4.1.** Decisions by the Board may be made on a no-objection basis under the following process:
- (a) The Secretariat shall issue a request for decision on issue for which a Board decision is required, and shall notify the Board accordingly.
 - (b) Unless eleven (11) Board members with voting rights, described in Paragraph 3.2.2., object to the requested decision within a time period⁴, specified by the Secretariat, following the date of notification, the requested decision shall be deemed approved by the Board.

6.5. Majority required for certain Board decisions

- 6.5.1.** The following are exceptions to the majority rule set out in 6.3.4:

- (a) decisions to amend the adopted agenda of a session of the Board;
- (b) to suspend these By-Laws or the Operating Framework;
- (c) to amend these By-Laws or the Operating Framework.

Regarding each of the three items above, decisions shall be taken by a two-thirds majority of the Members present and voting.

- 6.5.2.** Specific provisions are set out above (Article 1.5) to dissolve the RBM Partnership.
- 6.5.3.** If a vote is equally divided on a matter other than an election, a second vote shall be taken. If the vote is again equally divided, the Chair may exercise a casting vote

6.6. Method of voting

- 6.6.1.** Except as provided in voting by correspondence, electronic voting, and voting by secret ballot, the vote shall normally be by show of hands, except that a Board Member may request a roll-call, which shall then be taken in the English alphabetical order of the names of the members. The name of each member shall be called in all roll-calls, and its representative shall reply "yes", "no" or "abstention".
- 6.6.2.** When the Board votes by electronic means, a vote without recording names shall replace a vote by show of hands.

⁴ Good governance requires that the Secretariat avails the Board Members with time-frame of **5 working days** to announce their decision. However in cases of 'emergency' decision required, the above time-frame may be reduced, in which case the Secretariat will make its best effort to ensure that all voting Board Members are aware of the request for vote.

6.7. Explanation of vote

Board Members may make brief statements consisting solely of explanations of their votes, before the voting has commenced or after the voting has been completed.

6.8. Closed / Open Session

At its discretion, the Board may conduct its business in restricted session (Members and Alternates only).

6.9. Secret Ballot

The Chair will normally propose to conduct an open ballot. The Board may decide to conduct a secret ballot.

6.10. Conduct during voting

After the Chair has announced the commencement of voting, no Board Member may interrupt the voting except on a point of order in connection with the actual process of voting.

Article 7. Conduct**7.1. Interventions**

7.1.1. No one may address the Board without first having obtained the permission of the Chair. The Chair shall call upon speakers in the order in which they signify their desire to speak.

7.1.2. Debate shall be confined to the question before the Board and the Chair may call a speaker to order if his or her remarks are not relevant to the subject under discussion.

7.1.3. The Board may limit the time allowed to speakers and the number of times the Board Member may speak on any question. Permission to speak on a motion to set such time limits shall be accorded only to two Board Members favouring and to two opposing such limits, after which the motion shall be put to the vote immediately. Interventions on procedural questions shall not exceed five minutes, unless the Board decides otherwise. When debate is limited and a speaker exceeds the allotted time, the Chair shall call him or her to order without delay.

7.2. Closing of list of speakers

During the course of a debate, the Chair may announce the list of speakers and, with the consent of the Board, declare the list closed. When there are no more speakers on the list, the Chair shall, with the consent of the Board, declare the debate closed.

7.3. Points of order

During the discussions of any matter, a Board Member may, at any time, raise a point of order, which shall be immediately decided by the Chair. A Board Member may appeal against the ruling of the Chair. The appeal shall be immediately put to the vote, and the ruling of the Chair shall stand, unless overruled by a majority of votes cast. In raising a point of order, a Board Member may not speak on the substance of the matter under discussion.

7.4. Right of reply

The right of reply shall be accorded by the Chair to any Member who requests it. In exercising this right, Board Members should attempt to be as brief as possible, and, preferably, to deliver their statements at the end of the agenda item at which this right of reply is requested.

7.5. Suspension or adjournment of the meeting

During the discussion of any matter, a Board Member may at any time move the suspension or the adjournment of the meeting. Permission to speak on the motion shall be accorded only to two Board Members favouring and two opposing the adjournment, after which the motion shall be put to the vote immediately.

7.6. Adjournment of debate

A Board Member may at any time move the adjournment of the debate on the item under discussion. Permission to speak on the motion shall be accorded only to two Board Members favouring and two opposing the adjournment, after which the motion shall be put to the vote immediately.

7.7. Closure of debate

A Board Member may, at any time, move the closure of the debate on the item under discussion, whether or not any other Board Member has signified his or her desire to speak. Permission to speak on the motion shall be accorded only to two Board Members opposing the closure, after which the motion shall be put to the vote immediately.

7.8. Order of motions

The motions indicated below shall have precedence in the following order over all proposals or other motions before the meeting:

- (a) to suspend the meeting;
- (b) to adjourn the meeting;
- (c) to adjourn the debate on the item under discussion;
- (d) to close the debate on the item under discussion.

7.9. Other Procedural Questions

When guidance for the conduct cannot be found in these By-Laws, Robert's Rules of Order shall apply.

Article 8. Executive Committee

8.1. The primary functions of the Executive Committee (EC) shall be:

- (a) setting the Board agenda and drafting decision points for the Board's consideration;
- (b) oversight of the RBM Partnership Secretariat in work plan implementation; and
- (c) advice on non-planned activities.

The EC does not execute Board functions. The EC's main role is to generate agenda items for regular or extraordinary Board meetings and draft decision points for the Board to either approve or reject.

8.2. Composition

8.2.1. The Executive Committee consists of eight voting members; one Board Member from each of the seven constituencies, plus the hosting agency, all with full voting rights. In addition, the Board Chair, Vice-Chair and the RBM Executive Director are ex-officio non-voting members. The EC Chair has a casting vote only.

8.2.2. The membership of the Executive Committee shall be determined and/or confirmed by the Board at each of its biannual meetings.

8.2.3. In the absence of any new nomination of a representative of a constituency, the present incumbent shall retain his/her membership, provided he/she will not exceed the established term of office for an Executive Committee Member.

8.2.4. Any Board Member may join any EC meeting.

8.3. Executive Committee Chair

- 8.3.1.** The Board Chair normally serves as the Chair of the Executive Committee.
- 8.3.2.** The Board Chair may appoint a Chair of the Executive Committee to serve in his/her stead.
- 8.3.3.** The Chair and Vice-Chair are appointed for a two-year period, renewable once.

8.4. Executive Committee Meetings

Executive Committee meetings are held monthly. A meeting shall only proceed when a majority of voting members (5) plus the Executive Director confirm their participation and are present or linked by teleconference.

8.5. Duties of EC Members in regard to Board and EC Meetings

In advance of EC meetings where Board agendas are discussed, each EC member is responsible for:

- (a) sending a notification of Board agenda items and decision points to all members of their constituency;
- (b) reviewing responses and synthesizing them into a constituency position;
- (c) submitting items to the Executive Committee, and discussing as needed.

In advance of each Board meeting, each EC member is responsible for:

- (d) sending out Board meeting materials (agenda and preparation materials and/or background reading) assembled and provided by the Secretariat, to all members of their constituency;
- (e) scheduling a constituency preparation meeting (via teleconference or in person) to discuss Board agenda items and decision points and, where possible, reach constituency positions.

After each Board meeting, each EC member is responsible for:

- (f) sending a recap of decisions taken and next steps (prepared by the RBM Secretariat) to each member of the constituency;
- (g) highlighting implications and opportunities for the constituency (content of this communication not prepared by the RBM Secretariat).

8.6. Matters for Executive Committee Consideration

- 8.6.1.** The Board grants the EC decision making authority on behalf of the Board on issues or initiatives, as laid out in the Executive Committee's terms of reference in the Operating Framework.
- 8.6.2.** Unfinished business from Board meetings cannot be delegated to the EC for decision making between Board meetings. If the Board cannot resolve an issue put before it at a regular or extraordinary meeting, it may only request that the EC prepare new decision points on the issue within a specified timeframe.

8.7. Decision Making

- 8.7.1.** The Executive Committee shall make all reasonable efforts to make decisions by consensus. If no consensus can be reached, any decision of the Executive Committee shall require approval by a majority of EC members present and voting.
- 8.7.2.** Decisions made without consensus shall be immediately communicated to the Board Chair who will determine whether implementation of the decision should be postponed and presented to the full Board. In addition, any member of the Executive Committee may request that a decision which is not made by consensus must be revisited by the full Board.

8.8. Reporting

A report from the Executive Committee shall be presented to each Regular Board Meeting.

8.9. Communication

- 8.9.1.** The Executive Committee may also act by means of teleconference, email or other method of communication, subject to procedures determined by the Board from time to time.
- 8.9.2.** The working language of the EC is English.

Article 9. Board Standing Committees and Task Forces

- 9.1.** The Board may establish such other Board committees, including committee workstreams, and task forces/sub-committees it deems necessary to carry out the business of the Board. These various subsidiary bodies shall be established with defined terms of reference and deliverables. The terms of reference of these subsidiary bodies shall be reviewed by the Board as appropriate, and they shall operate under these By-Laws and their own specific rules and procedures adopted by the Board and amended from time to time. In the event of any conflict between these By-Laws and the rules and procedures of these subsidiary bodies, these By-Laws take precedence.

9.2. Board Standing Committees

A committee shall be formed by the Board to address a specific issue(s) of importance to the Partnership and which requires attention on a more regular basis in between biannual Board meetings. They may be dissolved at the discretion of the Board. Committees report to the full Board, or to the Executive Committee if deemed appropriate by the Board.

9.2.1. Terms of reference

The Board will define terms of reference of the committees. Committees shall act only in accordance with these terms of reference, or on any other matter at the direction of the Board.

9.2.2. Size

- (a) The size of committees shall be determined by the Board at the time of their creation.
- (b) There will be no more than one member per constituency on any single committee/workstream of the committee. Only committee/committee workstream members (or their alternate) will attend committee meetings.
- (c) Committee chair/co-chairs can decide on additional participation to the committee/committee workstream meeting but this will be limited to individuals who may have specific technical expertise required by the committee or its workstream to perform its work.
- (d) There will be no open-ended invitations to constituencies to bring their own experts. There will be no observers permitted to attend committee/committee workstream meetings.

9.2.3. Chair/Vice-Chair

- (a) The Board Chair and Vice-Chair, in consultation with the relevant constituency, shall identify a qualified candidate to chair a committee or a workstream⁵ of a committee, taking into account the mandate of the committee or its workstreams, and present the candidate to the Board for ratification. In the event the Board Chair and Vice-Chair cannot agree on a qualified candidate, the Board Chair shall present a candidate to the Board for ratification.
- (b) Chairmanship or co-chairmanship of the various committees shall reflect the balance of interests of the constituencies that make up the Board.
- (c) Committee/committee workstream chairs will preferably be either Board Members or Alternates.
- (d) The appointment of two co-chairs or the appointment of one chair and one vice chair will need to take into account balance between constituencies and availability. The appointments will be made in consultation with the Board Chair and Vice-Chair to ensure balance of representation of committee leadership.
- (e) Committee vice-chairs are an active part of the committee leadership. Committee chairs/co-chairs shall systematically consult with committee vice-chair(s) and, where appropriate and efficient, delegate tasks to the vice-chair(s).
- (f) The Board Chair and Vice-Chair shall nominate committee chairs/committee workstream co-chairs when necessary as, for example, when a committee chair/workstream co-chair is no longer available, or is not adequately fulfilling the role. The Board shall approve the change of any committee chair/workstream co-chair.
- (g) Because committee chairs/committee workstream co-chairs must chair the committee/committee workstream meetings impartially, they may bring an additional representative of their constituency to participate as a member of the committee/committee workstream. Where considered necessary by committee chair/committee workstream co-chairs, the vice-chair(s) of a particular committee/committee workstream may be permitted to bring an additional representative of the constituency to participate as a member of the committee.

9.2.4. Committee Composition

- (a) Membership on committees/committee workstreams will be determined by the Board. The Board Chair and Vice-Chair, in consultation with the committee chair/co-chairs, will propose membership of each committee/committee workstream, based on applications made by constituencies for committee/committee workstream membership, for full Board approval.
- (b) Membership of committees/committee workstreams will be by constituencies who will nominate one qualified individual to be the committee/committee workstream member. While it is preferable that constituencies choose Board Members or Alternates to serve on committees/committee workstreams, they may choose any individual to represent them. This individual should have an appropriate mandate, be sufficiently informed, briefed and empowered, so that he/she can contribute to the work of the committee/committee workstream and accurately represent his/her constituency.
- (c) In cases where a constituency's committee/committee workstream member is not also the Board Member, the committee/committee workstream member is expected to represent the Board Member's positions and keep the Board Member regularly updated on all committee/committee workstream activities.
- (d) To be effective, committees/committee workstreams require consistency in participation over time. Individuals nominated to serve on committees/committee

⁵ Board committees may have several workstreams, in which case a chair will be appointed for each of those workstreams and together they will be referred to as co-chairs of the committee.

workstreams, whether Board members, Alternates or other invited technical experts, should participate consistently in committee/committee workstream proceedings.

- (e) In the exceptional case that a committee/committee workstream member cannot attend a meeting, one named alternate can substitute for the member. Communication with the alternate is the responsibility of the committee/committee workstream member.
- (f) In the case of transition from one member to another, both the incoming and outgoing members may, with the explicit permission of the committee chair/committee workstream chair, attend one meeting together in order to facilitate the transition of membership.
- (g) The Executive Director shall be represented on all committees/committee workstreams as a member.
- (h) Committee/committee workstream membership should be for two year terms.

9.2.5. Decision Making

The Rules governing decision making of committees/committee workstreams are those applicable for the Executive Committee (8.7).

9.2.6. Communication and Reporting

The Rules governing communication and reporting for the Executive Committee (8.8-8.9) are also applicable to committees and their eventual workstreams; in those instances where the Board decides that a committee/committee workstream shall report to the Executive Committee, the reporting requirements shall be determined by the Executive Committee.

9.2.7. Meetings

The Committee chair/co-chairs shall convene all committee/committee workstream meetings with the assistance of the Secretariat.

9.2.8. Accountability

9.2.8.1. The Board Chair in consultation with the Vice-Chair will continuously review the output of committees, assess their effectiveness and make appropriate recommendations regarding their membership and mandates as events require.

9.2.8.2. If, as a result of the assessment of a committee, a leadership problem is perceived, the Board Chair and Vice-Chair will make the necessary changes to the chair/co-chair and/or vice-chair positions. In the case of a membership problem where a committee member is not performing, e.g. not attending committee meetings or not responding to explicit requests given by the committee chair, then the first action will be for the committee chair to consult with the concerned committee member. If the situation persists, the committee chair will consult with the Board Chair and Vice Chair. As a last resort, the Board Chair and Vice-Chair will terminate the membership and the normal selection process will be followed to fill the vacancy.

9.2.8.3. If a leadership or a membership problem arises in the case of a committee workstream, the committee co-chairs or chair/vice-chair will take appropriate action in similar fashion as outlined in the Paragraph 9.2.8.2.

9.3. Board Task forces

Task forces are convened by the Board for a finite duration to deliver a recommendation to the Board on a specific issue, at which point they are disbanded. Task Forces report to the full Board, or to the Executive Committee if deemed appropriate by the Board, and operate according to a set of terms of reference established by the Board. Task forces may include, and may be led by Board Members or other Partners. The functions, roles and responsibilities of Task Forces are to be found in the Operating Framework (3.10.1).

Article 10. Working Groups

10.1. Working Groups may be established by the Board as set out in the Operating Framework where it feels that alignment among Partners on key strategic issues is required. There are two different types of issues that require alignment and are, therefore, the focus of RBM Working Groups:

- (a) approaches, mechanisms and best practices for scaling-up;
- (b) coordinated or harmonized implementation support.

The role of Working Groups is not to address technical normative or standard setting issues.

10.2. The TORs of each Working Group are approved by the Board, and a Working Group may propose changes to its TORs when it feels such changes are necessary.

10.3. Membership

10.3.1. Working Groups are a willing assembly of RBM Partners; as such, membership is open to all interested institutional partners, provided that they meet the criteria for one of the membership types. The Board, in consultation with the Secretariat, shall determine the minimum level of expertise needed within each Working Group

10.3.2. Categories of Working Group Membership

Working Groups have two types of members: Core Members and Observers.

10.3.3. Working Group Core Members

- (a) Every interested partner organization can nominate a staff member for core membership of the Working Group if s/he meets the following criteria:
 - (i) expertise in relevant field for Working Group;
 - (ii) appropriate level of seniority and credibility;
 - (iii) ability to fund their own participation/ attendance at WG meetings, unless they qualify for financial support for participation via the Secretariat or other RBM partners.
- (b) The group of core members should meet the following criteria:
 - (i) balanced geographic representation;
 - (ii) balanced representation of constituencies;
 - (iii) representation of key organizations/institutions relevant for functions of Working Group.
- (c) If needed, the Working Group chair should actively approach and encourage individuals/organizations to join the Working Group to mirror the ideal composition.
- (d) Core working group members need to commit to actively engage in the implementation of Working Group activities, including participation in meetings and conference calls. If participation is poor, the Chair(s) can ask the individual concerned to consider "Observer" status.
- (e) Core members represent their organizations. Partner Organizations who wish to become core members and whose nominated representatives meet the criteria for membership are approved for membership by the Working Group Chair(s).

10.3.4. Working Group Observers

Observer status is reserved for those interested individuals/organizations that cannot commit to the same degree as core members; they are allowed to participate in working group meetings at the discretion of the (Co-) Chairs as observers and contribute as appropriate. Observers have no voting power.

10.4. Election of Chair/Co-chairs

- 10.4.1.** Two Co-Chairs or alternatively one Chair and one Co-Chair (at the discretion of the core Working Group members) are elected by the Working Group members prior to the mid-year meeting of the RBM Board. (Co-) Chairs are elected for a two year term with potential renewal. The Working Group Members will select the Co-Chairs and/or chair from amongst the Working Group members.
- 10.4.2.** The election procedure shall be transparent and open to all core members of the Working Group with one vote per core member.
- 10.4.3.** The Secretariat shall send out notifications one month prior to the election, soliciting nominations. Each core member has the right to nominate one person.
- 10.4.4.** Two weeks prior to the election the Secretariat shall obtain a confirmation from the nominees that they are interested and willing to run for election.
- 10.4.5.** Prior to the (Co-)Chair's endorsement by the Board, the Secretariat shall obtain an explicit assurance from their employer agreeing to the additional travel and workload related to assuming the role as chair of a RBM Working Group.
- 10.4.6.** The election should be carried out through a secret ballot and can either take place during one of the Working Group meetings or through the use of electronic vote. A simple majority decides.
- 10.4.7.** The (Co-)Chairs are endorsed by the RBM Board at the mid-year Board meeting.

10.5. Secretariat

- 10.5.1.** Each Working Group is supported by a Secretariat that could either be from the RBM Secretariat or a partner organization:
- (a) first option; the RBM Secretariat designates staff to act as Secretariat for WG [recommended];
 - (b) second option, where the WG designates a partner organization to provide its Secretariat functions. .
- 10.5.2.** Roles and responsibilities of the Secretariat include:
- (a) coordination and organization of Working Group meetings in collaboration with (Co-)Chair;
 - (b) provision of facilities for meetings (rooms, conference call facilities etc.);
 - (c) preparation and dissemination of meeting minutes;
 - (d) preparation of monthly progress reports to RBM Secretariat and Executive Committee (see below);
 - (e) maintenance of Working Group homepage, update membership list and upload meetings minutes and progress reports;

- (f) other supporting functions as appropriate.

10.5.3. The RBM Secretariat shall designate a focal point within the RBM Secretariat to support and liaise with the Working Group.

10.6. Working Procedures

10.6.1. Annual Work Plan and Budget

Working Groups must develop an annual work plan and budget, guided by the GMAP Implementation Overview. The annual work plans and budgets are approved in November/December by the Board and are subsequently implemented by the Working Groups. The work plan and budget must match the funds identified by the Board.

For further details please refer to Annex 4 of the Operating Framework "Roll Back Malaria Partnership Financial Planning and Budgeting Framework".

10.6.2. Meetings

Working Groups should hold at least two ordinary meetings per year and ad hoc meetings as required:

- (a) ordinary Meetings; the Working Group Chair will call the Working Group meetings supported by the Working Group Secretariat in line with the programme of work, and following informal consultation with the RBM Secretariat and other Working Group members on the suitability of proposed meeting dates;
- (b) ad Hoc Meetings; meetings on issues requiring the urgent review of the Working Group will be organized on an ad hoc basis if called for by the Board.

10.6.3. Meetings via telecommunications

In the interest of efficient use of time and limiting costs associated with meetings, the Working Group will complement face-to-face meetings as held at a host partner's site with virtual meetings (i.e. teleconferences and videoconferences) of the Working Group as a whole or its sub-Working Group(s) as necessary.

10.6.4. Conduct of Business

The quorum of the Working Group for adopting recommendations and the work plan will be 80% of the core members. Observers have no voting rights. Recommendations of the Working Group will be made on the basis of consensus and communicated to the Board.

10.6.5. Minutes

The Working Group Secretariat will draft the minutes on the proceedings of the Working Group meetings, including those of Sub-Working Groups. The Chair(s), and other selected members depending on the subject matter, will review these minutes within two weeks after a meeting. The final minutes should be distributed no later than two weeks after the meeting.

The Working Group Chair(s) circulates the meetings minutes no later than two weeks after the meeting to the RBM Secretariat and the Executive Committee.

10.7. Reporting and Performance Review

Working Groups prepare two types of reports for the Executive Director (or appointed Performance Committee), a quarterly progress report that is circulated to the Executive Committee and a semi-annual report that is prepared for the semi-annual Board meeting.

- (a) Quarterly reporting: The Working Group Secretariat prepares a quarterly report for the Executive Director on progress in achieving the work plan objectives, including a financial report. The Working Group chair reviews this report. In order to keep reports concise and reduce the reporting burden, the report only specifies challenges and issues arising in the implementation of the work plan rather than giving a comprehensive picture.
- (b) Bi-annual reporting: Reports immediately preceding the Board meetings should summarize progress of the previous six months. At each Board meeting the Executive Committee should select two Working Groups to report to the Board and to allow an interactive discussion with Board Members on issues, challenges, progress to-date and future objectives and work plans. The choice of which Working Groups should report will be made based on the priority of the work of the Working Group and on the adverse gap between the Working Group's objectives and the actual achievement of them.

10.8. Dissolution of the Working Group

The TORs for each Working Group should be reviewed by the Board on a biennial basis. The review process should be based on specific performance criteria for each Working Group. In other words, Working Groups will be measured on how well they accomplish the activities and meet the goals and targets defined in their annual work plans. If a majority of targets cannot be met in the two year time period of the work plan and there is a low rate of participation among members, if the mandate of the Working Group has been completed, or if the Board no longer feels the mandate of the Working Group is relevant to the new Partnership Workplan, the Board can decide to dissolve the Working Group.

10.9. Workstreams

Workstreams may be established by Working Groups to work on specific issues of their work plans. The Workstreams are constituted from among WG members and are accountable to the Chair/Co-Chairs.

Article 11. Executive Director

- 11.1. The Executive Director shall be selected by the Board based on merit, in a non-political, open and competitive manner. He/she shall be appointed for a renewable term of three years.
- 11.2. The Executive Director shall have the responsibility for the general supervision of the Secretariat which shall be recruited and appointed by the Executive Director, under policies and procedures approved by the Board.
- 11.3. The roles and responsibilities of the Executive Director are those as set out in the Operating Framework (3.7).
- 11.4. The Executive Director together with the Chair of the Board and a senior Board Member (selected by the Board for this particular purpose) shall hold a meeting with the Director General of WHO once a year to discuss the performance of the Executive Director, as well as the hosting arrangements.

Article 12. The Secretariat

- 12.1. The Secretariat consists of a professional staff responsible for facilitating implementation of RBM Partnership Work Plans and carrying out the day-to-day operations of RBM in terms of administration and operations in pursuit of the Partnership's goals and objectives.
- 12.2. Its roles and responsibilities are those as set out in the Operating Framework (3.8.).

- 12.3.** The recruitment, and terms and conditions of employment of Secretariat staff are governed by policies and procedures determined by the Board, as well as those set out in the MoU with WHO.

Article 13. Sub-Regional Networks (SRNs)

- 13.1.** Sub-Regional Networks (SRNs) have been established by the RBM Partnership in Africa in order to support the work of Partners in delivering malaria control and elimination at the sub-regional level.
- 13.2.** The purpose of the SRNs is to convene, co-ordinate, and facilitate communications between national malaria control programmes (NMCPs) and partners within the sub-region. They mutually support the implementation of one another's plans to control and eliminate malaria. They ensure that implementation barriers to the delivery of country- and sub-regional level plans are identified and resolved as early as possible. They are supported in this work by the Harmonization Working Group (which co-ordinates the support from other RBM Mechanisms).
- 13.3.** The SRNs are the key RBM Mechanism for the establishment of the "three ones" of successful national malaria control & elimination efforts (one co-ordinating mechanism, one national plan, and one monitoring & evaluation system). They co-ordinate the relevant endemic country representation on the RBM Board and are the channel of communication with the relevant regional political and economic bodies.

13.4. Functions of the SRNs

The functions, roles and responsibilities of the SRNs are to be found in the Operating Framework, Article 3.11, and in Annex 2 to the same.

13.5. Members

The SRNs are willing assemblies of RBM Partners, including the countries of the sub-regions. Membership is open to all interested partner organizations operating at a sub-regional level or outside the region but with activities in countries within the region concerned.

13.6. Member status

Every interested and eligible organization can become a member of the SRN if it meets the following criteria:

- (a) Eligible to participate in one of the Partnership's constituencies;
- (b) Can be regularly represented at an appropriate level of seniority and credibility;
- (c) Able to fund their own participation/ attendance at SRN meetings, unless they qualify for financial support for participation via the RBM partnership Secretariat or other RBM partners.

13.7. Co-ordinating Committee

The work of each SRN will be run by a Co-ordinating Committee (CC). Membership of the Committee will be drawn from members of the SRN. CC members have a vested interest in the success of the network to improve coordination, communication, resource-sharing, and malaria outcomes in the sub-region.

The size and composition of the CC may vary according to the number of member countries in the sub-region and to the availability of local representation from all the constituencies.

Representation on the CC would typically be comprised of:

Chair/Vice Chair or Co-Chairs (elected from the CC members)	1-2 seats
Foundations	1 seat
Donor Countries	1-2 seats
Malaria Endemic Countries	1-4 seats
Multilateral Development Partners	1-2 seats
Non-Governmental Organizations	1-2 seats
Private Sector	1-2 seats
Research and Academia	1 seat
RBM Secretariat Representative	1 seat
SRN Coordinator (ex-officio, non voting)	1 seat
SRN host institution representative (unless already represented through any of the above constituencies)	1 seat

The roles and responsibilities of the Co-ordinating Committee are those set out in the Operating Framework.

13.8. Chair / Co-Chair

The Chair /Co-Chairs are elected as follows:

- (a) Two Co-chairs or alternatively one Chair and one Vice-Chair (at the discretion of the SRN members) are elected by the SRN members prior to the mid-year meeting of the RBM Board. Chairs are elected for a two year term with one potential renewal.
- (b) The election procedure shall be transparent and open to all CC members of the SRN with one vote per CC member.
- (c) The SRN Coordinator shall send out notifications one month prior to the election, soliciting nominations. Each CC member has the right to nominate one person for each position from within the CC.
- (d) Two weeks prior to the election the SRN Coordinator shall obtain a confirmation from the nominees that they are interested and willing to run for election.
- (e) Prior to the (Co) Chairs' endorsement by the Board, the SRN Coordinator shall obtain an explicit assurance from the nominee's employer agreeing to the additional travel and workload for their representative related to assuming the role as chair of a SRN.
- (f) The election should be carried out through a secret ballot and can either take place during one of the Co-ordinating Committee meetings or through the use of electronic vote. A simple majority decides.
- (g) The (Co-) Chairs are endorsed by the RBM Board at the mid-year Board meeting

The roles and responsibilities of the (Co) Chairs are set out in the Operating Framework.

13.9. SRN Coordinator

- 13.9.1.** Each SRN is supported by a Co-ordinator who shall act as Focal Point for the RBM Secretariat. The Co-ordinator is a full-time role and will be funded by the RBM Secretariat. However the exact functional, hosting, and administrative reporting relations of the Co-ordinator will be negotiated between the Secretariat, the hosting institution, and the SRN Chair(s) in order to ensure that the situation reflects the individual sub-regional needs. These relations will be fully documented by the RBM Secretariat to avoid any misunderstanding and to ensure that the RBM Board can be fully aware of each SRN's situation when reviewing performance.
- 13.9.2.** As an employee of the RBM Partnership, his/her recruitment shall conform with the applicable rules and procedures applying to the rest of the RBM Partnership Secretariat.
- 13.9.3.** The roles and responsibilities of the Coordinator are set out in the Operating Framework.

13.10. Sub-Working Groups / Taskforces

- (a) Sub-Working Groups/ Taskforces may be established by the Co-ordinating Committee to work on specific issues of the SRN work plan;
- (b) Responsibilities are dependent on Sub-Working Group / taskforce tasks and will be established by the Co-ordinating Committee. They will be documented by the SRN Coordinator;
- (c) Chair(s) may propose the creation of Sub-Working Groups /Taskforces and the RBM Executive Committee may endorse the Sub-Working Group /Taskforce at its monthly meeting.

13.11. Reporting and Performance Review

SRNs prepare two types of reports for the Executive Director: a monthly progress report that is circulated to the Executive Committee for its monthly meetings and a biannual report that is prepared for the biannual Board meeting.

Monthly reporting: The Coordinator prepares a monthly report for the Executive Director on progress in achieving the work plan objectives, including a financial report. The SRN Chair(s) reviews this report. In order to keep reports concise and reduce the reporting burden. The report only specifies challenges and issues arising in the implementation of the work plan rather than giving a comprehensive picture.

Semi-annual reporting: Reports immediately preceding the Board meetings should summarize progress of the previous six months against the approved Work Plan. At each Board meeting the SRN Chair(s) and Coordinator will be invited to report to the Board and to allow an interactive discussion with Board members on issues, challenges, progress to-date and future objectives and work plans. In view of the importance of the work of the SRNs to the achievement of the GMAP in Africa, until such time as the Board decides otherwise, all four SRNs will be invited to Board Meetings.

13.12. Dissolution of a Sub-Regional Network

The performance of each SRN should be reviewed by the Board on a biennial basis. The review process should be based on specific performance criteria for each SRN. In other words, SRNs will be measured on how well they accomplish the activities and meet the goals and targets defined in their annual work plans. If a majority of targets cannot be met in the two

year time period of the work plan and there is a low rate of participation among members or if the Board no longer feels the mandate of a SRN is relevant to the new Partnership Workplan, the Board can decide to dissolve the SRN.

Article 14. WHO

WHO provides hosting arrangements for the Partnership Secretariat. These are set out in the Memorandum of Understanding with WHO.

Article 15. Conflict of Interest Policy

- 15.1.** The Board requires all Partners appointed to any of the RBM governance mechanisms (the Board, Executive Committee, Standing Committees, Working Groups, Task Forces and SRNs) to complete the Declaration of Interests (DOI) form prior to participation in the deliberations of these bodies.
- 15.2.** Partners are required to submit/update their DOI form on a yearly basis or sooner if any important change occurs in the information disclosed previously.
- 15.3.** The Secretariat shall gather and summarize the DOI forms in a special matrix for each RBM mechanism, which will allow the Chair in consultation with the Secretariat to take informed decisions on how to prepare and handle the proceedings of each particular meeting.

Article 16. Suspension or Amendment of By-Laws

16.1. Suspension of By-Laws

These By-Laws may be suspended by a two-thirds majority of the members present and voting at any meeting of the Board, provided that notice of the intention to propose the suspension has been communicated to the representatives not less than 24 hours before the meeting at which the proposal is to be considered.

16.2. Amendment of By-Laws

Amendments of, or additions to, these By-Laws may be adopted by a two-thirds majority of the members present and voting at any meeting of the Board, provided that the intention to propose the amendment or addition has been communicated to the representatives not less than 24 hours before the meeting at which the proposal is to be considered.