



BOARD OPERATING PROCEDURES

21 November 2019

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1. The Governing and Advisory Bodies

The governing and advisory bodies of Unitaid are:

- 1.1. The Executive Board
- 1.2. The Board Committees and Working Groups
- 1.3. The Proposal Review Committee

2. The Executive Board

2.1. Board Functions

The Executive Board (the “**Board**”) is the decision making body for Unitaid. All decisions relating to Unitaid shall be taken by the Board, unless delegated. The functions of the Board are further elaborated in Article 4.2.1 of the Unitaid Constitution (the “**Constitution**”).

2.2. Board Composition

The members of the Board (each a “**Board Member**”) are the individuals nominated as representatives by the holders of the Board seats. The holders of the Board seats (each a “**Board Constituency**”) are the countries and other constituencies listed in Article 4.2.1.2 of the Constitution. Each Board Constituency may also designate an alternate Board Member (an “**Alternate**”).

2.3. Geographic and gender balance

In so far as possible and practical, Board Constituencies and their representatives shall endeavour to ensure that the Board reflects an appropriate geographic and gender balance. In particular, this shall be taken into account in the selection of Board officers, including the Board Chair and Vice-Chair, and Committee Chairs and Vice-Chairs, as well as in decisions on Committee membership.

2.4. Capacity of representatives

Board Members and Alternates serve as the representatives of the Board Constituencies holding the Board seats and do not serve in an individual and personal capacity. Individuals who have been formally nominated and appointed as Board Members and Alternates by a Board Constituency, in accordance with Article 2.8 below, have the right to vote and participate in Board deliberations. Exceptionally and subject to the Board Chair’s prior agreement, Delegation members may vote and participate in Board deliberations at the request of and in the place of the Board Member or the Alternate.

2.5. Duty of care

All Board officers, including the Board Chair and Vice-Chair, Board Members and Alternates, together with all Committee and Working Group Members, shall act in the best interests of Unitaid and shall perform their responsibilities in a way that is aligned with and serves Unitaid's mission, objectives and priorities.

2.6. Conflicts of interest

Board Constituencies and their representatives are required to adhere to the Board's Conflict of Interest Policy, as adopted by the Board.

2.7. Alternate Board Members

Alternates may represent the Board Constituency in the place of the Board Member. When doing so, they shall have the same rights, privileges and responsibilities as the Board Member.

2.8. Nomination and appointment of Board Members, Alternates and Focal Points

2.8.1. The Board Members and Alternates are selected and appointed by the Board Constituencies they represent. The Board Constituencies listed in Article 4.2.1.2 of the Constitution shall each notify the Executive Director in writing of the names of the individuals selected to represent them as their Board Member and Alternate and of any subsequent changes. Notifications should be received by the Secretariat at least two weeks prior to the next scheduled Board or Committee Meeting, in so far as possible.

2.8.2. In the interests of the Board's coherence and effectiveness, Board Constituencies shall endeavour, if possible and practical, to ensure that the appointment of their Board Members and Alternates is for at least two years.

2.8.3. In addition to their Board Member and Alternate, each Board Constituency may appoint an individual to act as its focal point (each a "**Focal Point**") for communication purposes.

2.9. Board Constituencies representing groups of countries, organizations or stakeholders

- 2.9.1. Where a Board Constituency comprises a group of countries, organizations or stakeholders, it shall develop and agree on internal processes to select its Board Member and Alternate, as well as any other members of its Delegation. These processes shall be communicated to the Board through the Secretariat.
- 2.9.2. Where the Board Constituency represents a group of countries, the Alternate Member shall be selected from a different country within the Board Constituency to that of the Board Member, if practicable. Similarly, where the Board Constituency comprises a group of organizations, the Alternate Member shall be selected from a different organization within the Board Constituency to that of the Board Member, if practicable.
- 2.9.3. In the first instance, members of the Board Constituency should endeavour to resolve any dispute regarding the selection of a Board Constituency's representatives. In the event that the matter is not settled by members of the Board Constituency, it may be settled by the Board.
- 2.9.4. Before voting or presenting any significant positions or decisions on behalf of their Board Constituency, the Board Member and Alternate shall take proactive steps to ensure an appropriate level of consultation with relevant stakeholders within their Board Constituency, with a view to representing the Board Constituency in a meaningful manner.

2.10. Board Delegations

- 2.10.1. In addition to the Board Member and Alternate Member, Board Meeting delegations may include the Focal Point, together with additional stakeholders and advisors designated by the Board Constituency (each a "**Delegation**"). Each Delegation will normally not exceed five (5) persons present at any one time in the Board meeting room.
- 2.10.2. A list of the members of each Delegation who will participate in Board Meetings, in addition to the Board Member and Alternate, should be received by the Executive Director at least two (2) weeks before the opening of the relevant Board Meeting.
- 2.10.3. Delegation members shall have the right to speak or participate directly in the deliberations of the Board only when doing so at the request of and in place of

the Board Member or the Alternate for their Delegation.

2.11. Observers

- 2.11.1. At least two (2) weeks prior to the opening of each Board Meeting, the Board Chair, in consultation with the Board and the Executive Director, shall determine whether to invite any Observers to attend the Board Meeting, or part of it. Observers may be experts, including speakers invited in a personal capacity or individuals designated to represent organizations or stakeholders, or countries which are not Board Constituencies. Invitations shall normally be issued by the Secretariat on behalf of the Board Chair.
- 2.11.2. No more than two (2) Observers will normally be permitted to attend from any single organization or country which is not a Board Constituency and their attendance will be based on the relevance of their presence to the items on the Meeting Agenda. Observers shall not address the meeting unless invited to do so by the Board Chair and shall not be present in the meeting room when decisions are taken by the Board.
- 2.11.3. The Secretariat shall notify Board Members, Alternates and Focal Points of the final list of Observers no later than one week prior to the opening of the relevant Board Meeting, in accordance with Article 5.2.3.

2.12. Prolonged absence of Board representatives

In the event that a Board Member and their Alternate are absent during a Board Meeting, without communication on behalf of the Board Constituency or the substitution of an alternative representative, the Board Chair shall notify and liaise with senior representatives of the Board Constituency, with a view to ensuring effective representation in that seat or otherwise clarifying the Board Constituency's intentions.

3. Board Chair and Vice-Chair

3.1. General

- 3.1.1. The Board Chair may be either a Board Member or Alternate representing a Board Constituency with voting privileges or an external qualified person.
- 3.1.2. The Vice-Chair shall be a Board Member or Alternate representing a Board

Constituency with voting privileges.

- 3.1.3. The Board Chair and Vice-Chair shall serve in an individual and personal capacity. The resignation of the Board Chair and/or Vice-Chair will therefore result in the need for the Board to hold an election to replace them.
- 3.1.4. On the election of a Board Member or Alternate as Board Chair, the Board Constituency formerly represented by that individual shall appoint a new Board Member or Alternate to represent it.
- 3.1.5. The Board Chair and Vice-Chair shall act in Unitaid's best interests in accordance with Article 2.5.
- 3.1.6. The Board Chair shall be responsible for the conduct of all Board Meetings and shall sign any formal written Resolutions setting out decisions, following their adoption by the Board in accordance with Article 7.4.
- 3.1.7. The Board shall adopt Terms of Reference for the Board Chair and Vice-Chair setting out all responsibilities and functions assigned to him or her, in addition to those set out in these Board Operating Procedures.
- 3.1.8. In the event of the temporary absence or incapacity of the Board Chair for any reason and at any time, the responsibilities and functions of the Board Chair shall normally be assumed by the Vice-Chair, unless otherwise decided by the Board.
- 3.1.9. The Vice-Chair shall not vote or express the viewpoint of their Board Constituency, if he or she is presiding over Board proceedings. Another member of the Delegation of the relevant Board Constituency shall therefore normally represent that Board Constituency, participate in discussions and vote as appropriate.
- 3.1.10. The Board Chair and Vice-Chair shall maintain close communications among Board Members between meetings and shall work closely with the Executive Director to attend to the business of the Board. Official written communications on behalf of the Board Chair or Vice-Chair shall be undertaken in consultation with and normally through the Secretariat.
- 3.1.11. The Board Chair shall convene periodic meetings involving the Board Chair, Board Vice-Chair, Committee Chairs and Vice-Chairs, Executive Director and Deputy Executive Director. The agenda for these meetings should be proposed by the Board Chair and shared with the full Board in advance, in the interests of transparency. Meeting participants shall have no authority to take decisions on behalf of the full Board.

- 3.1.12. The Board Chair and Vice-Chair shall not enter into any agreements with third parties that create a legally binding commitment on the Secretariat. In addition, they shall not make any commitments to third parties in relation to the use of the Unitaid name or logo, without the prior written consent of the Executive Director.

3.2. Timing of elections and term of office of Board Chair and Vice-Chair

- 3.2.1. The initial term of office of the Board Chair shall be three (3) years.
- 3.2.2. The term of office of the Vice-Chair shall be as set out in the Board Resolution by which they are appointed. Their term of office shall usually be established with a view to aligning the end date of their term with that of the Board Chair.
- 3.2.3. Both the Board Chair and Vice-Chair shall each be re-electable once, provided that the total term of office of the Board Chair or Vice-Chair shall not exceed a total period of five (5) years.
- 3.2.4. Notwithstanding Article 3.2.1 or the term of office set out in the Resolution appointing the Vice-Chair, the term of office of both the Vice-Chair and Chair shall end on the election of their successor, or where relevant, on the date on which they cease to be the representative of a Board Constituency, if this is earlier.
- 3.2.5. Elections for the office of Board Chair and Vice-Chair shall take place at the first Board Meeting of the calendar year in which their terms of office are either due to end, or have ended.
- 3.2.6. Unless otherwise agreed by the Board, the terms of office for the Board Chair and Vice-Chair shall commence upon their election.
- 3.2.7. At least six months before the end of the Board Chair's first term of office, the Board shall decide whether to invite the Board Chair to serve a second term. The Board shall normally be guided in this decision by an assessment of the Chair's performance.
- 3.2.8. In the event that the Board decides by unanimity that it wishes the Board Chair to serve for a second term, the Board Chair shall be invited to do so by the Secretariat on behalf of the Board, and shall be asked to formally respond to the Secretariat within ten (10) days of the Secretariat's invitation. The Board Chair's decision shall be promptly communicated by the Secretariat to all Board Members and Alternates.

3.2.9. In the event that the Board Chair accepts an invitation to serve a second term of office, the Board will re-elect the incumbent Board Chair by acclamation, in which case, the open election process set out in Article 3.3 below shall be waived. Such re-election by acclamation shall take place during the Board Meeting at which an open election would otherwise be scheduled to take place.

3.3. Announcement of Elections and Nomination of the Board Chair

3.3.1. In the event that either: (i) the Board decides not to invite the Board Chair to serve for a second term; or (ii) the Board Chair does not accept the Board's invitation to do so; or (iii) the Board Chair is already serving a second term; the Secretariat shall announce open elections and address a written call for the nomination of Board Chair candidates at least five (5) months prior to the opening day of the Board Meeting at which the election of the Board Chair is due to take place. The call shall be addressed to Board Members, Alternates and Focal Points

3.3.2. Nominations may only be submitted by a Board Member or Alternate representing a Board Constituency with voting privileges.

3.3.3. Nominations for Board Chair must be submitted during the Nominations Period, which shall commence on the date that the Secretariat announces the call for nominations and end sixty (60) days thereafter.

3.3.4. Nominations must be addressed to and received in writing by the Executive Director, accompanied by the following:

- a) a supporting letter from the candidate setting out his or her vision regarding Unitaid's strategic priorities;
- b) the candidate's curriculum vitae; and
- c) any other supporting documentation requested by the Board.

3.3.5. Immediately following the end of the Nominations Period, the Executive Director shall inform the Board of all nominations received during the Nominations Period.

3.3.6. At least sixty (60) days prior to the Board Meeting at which the election will take place, the Board shall decide whether any candidates and if so, which, should be interviewed by the full Board in a Closed Session. At the request of any Board Member, a teleconference may be scheduled in accordance with Article 7.2 below to facilitate this decision.

3.4. Nomination of the Vice-Chair

- 3.4.1. Nominations for the Vice-Chair may be submitted at any time prior to and during the Board Meeting at which the election of the Vice-Chair will take place. The Vice-Chair shall be nominated from among existing Board Members and Alternates.

3.5. Election of the Board Chair and Vice-Chair

- 3.5.1. The Board Meeting at which an election is held shall be chaired by the Board Chair. However, if the election is for a Board Chair and the incumbent is a candidate, the Vice-Chair shall chair the relevant part of the Board Meeting. During an open election under Article 3.3, no candidates shall be permitted in the meeting room.
- 3.5.2. The Board shall first use best efforts to reach a decision by consensus but if consensus is not reached, the matter shall be put to a vote in accordance with the decision making procedure set out in Article 7.1.1.
- 3.5.3. In the event that there is only one candidate for the office of Board Chair or Vice-Chair, the election may proceed by acclamation. However, any Board Member or Alternate representing a Board Constituency with voting privileges may nevertheless request that the election be subject to a vote, instead of acclamation.
- 3.5.4. In the event of a vote, the candidate is elected when he or she receives support from a two-thirds majority of those Board Members or Alternates present and voting. Any Members abstaining from voting are considered as not voting.
- 3.5.5. In the event that no candidate obtains a two-thirds majority in the first ballot, a second ballot shall be held which shall be restricted to the two candidates obtaining the largest number of votes during the first ballot. If the votes are equally divided in the second ballot, the Board shall continue to vote on the two candidates until a two-thirds majority is obtained by one of the candidates.
- 3.5.6. If a Board Member is a candidate for the office of Board Chair or Vice-Chair, the Alternate representing the Board Constituency in question shall cast the vote on behalf of that Board Constituency (and vice versa, in the case of election of the Vice-Chair).

4. The Executive Director

- 4.1.1. The Secretariat shall be headed by an Executive Director recruited and appointed by the Director-General of WHO, against Terms of Reference agreed by the Board and upon recommendation of the Board, in accordance with the Hosting Arrangement with WHO.
- 4.1.2. The Executive Director shall be accountable to the Board and shall implement the Board's decisions, subject to applicable WHO Rules and Regulations, together with the Memorandum of Understanding between WHO and the five initial donors, concerning the hosting of Unitaid and dated 19 September 2006.
- 4.1.3. The Executive Director shall attend all Board Meetings with the exception of those held in Closed Session. However, the Executive Director shall not be a Board Member and shall not be entitled to a vote. He or she shall report regularly to the Board and shall advise the Board with respect to policies and strategies.
- 4.1.4. The Executive Director shall lead the Secretariat and be responsible for all activities attributed to it under these Board Operating Procedures.
- 4.1.5. The Executive Director shall perform such other duties and responsibilities as may be assigned by the Board or by the Board Chair on behalf of the Board.

5. Board Agendas and Documentation

5.1. Board Agendas

- 5.1.1. The Executive Director, Board Chair and Vice-Chair shall develop the Board Meeting agenda (the "Agenda"). The Agenda shall be approved by the Board at the beginning of each Board Meeting.
- 5.1.2. Unless otherwise agreed by the Board, a provisional Agenda should be submitted by the Secretariat to Board Members at least three (3) weeks in advance of a scheduled Board Meeting and Board Members should submit any comments on the provisional Agenda, including with respect to the categorisation of Board Meeting Sessions, or propose further agenda items, at least two (2) weeks in advance of a scheduled Board Meeting. Any Board Member may request that a Closed, Executive or Restricted Session of the Board be added to the Agenda of a scheduled Board Meeting.
- 5.1.3. Agendas should be annotated, so that items are clearly designated for decision,

discussion and/or information and should clearly indicate the categories of Board Meeting Sessions in which the Board is to be convened, in accordance with the categories set out in Article 6.4. The Board Chair and Vice-Chair, in consultation with the Executive Director, shall determine the designation of each agenda item to the appropriate category of Board Meeting Session.

- 5.1.4. Insofar as possible, the Board Chair or Vice-Chair shall provide advance notice to Board Members and Alternates of the provisional agenda items that are designated for discussion during Closed, Executive or Restricted Sessions of the Board Meeting. The Board Chair and Vice-Chair may determine that the circulation of provisional agendas for such sessions shall be limited to the Board Members and Alternates, together if necessary, with any Secretariat staff required to participate in those Sessions.

5.2. Board documentation

- 5.2.1. Unless otherwise requested, the Secretariat will send all necessary Board related notices by email directly to the designated Board Members, Alternates and Focal Points. In addition, the Secretariat shall make all Board related documentation available to the designated Board Members, Alternates and Focal Points via a password protected Board SharePoint site (the "Board Sharepoint").
- 5.2.2. The Secretariat will prepare Board briefing papers and draft Board decisions, which shall normally be made available two (2) weeks in advance of the Board Meeting, through the Board Sharepoint, to Board Members, Alternates and Focal Points.
- 5.2.3. A final list of Observers shall also be made available by the Secretariat at least one week prior to the opening of the Board Meeting, in accordance with Article 2.11.3.
- 5.2.4. Electronic copies of presentations and additional papers presented during the Board Meeting shall normally be made available to Board Members, Alternates and Focal Points as soon as the Board Meeting has concluded.
- 5.2.5. Board Meeting Minutes and Board Resolutions shall be made available in accordance with Articles 6.5 and 7.4.3.
- 5.2.6. Board Members, Alternates and Focal Points shall be alerted through an appropriate mechanism when key documents are placed on the Board Sharepoint.

6. Board Meetings

6.1. Regular Board Meetings

- 6.1.1. The Board shall meet as often as necessary and will usually have two (2) in-person meetings per year.
- 6.1.2. The Board shall schedule dates for regular Board Meetings at least twelve (12) months in advance.
- 6.1.3. The timing and location of each regular Board Meeting shall be notified by the Secretariat to Board Members, Alternates and Focal Points at least forty (40) days in advance of the Board Meeting.

6.2. Special Board Meetings

- 6.2.1. A Special Board Meeting may be called by any Board Member, or by the Board Chair and Vice-Chair, acting together. In the event that the Board Chair and Vice-Chair are not in agreement regarding the need for a Special Board Meeting, the Board Chair shall decide. The Chair and Vice-Chair may also be asked to call a Special Board Meeting by any Member of the Board or the Executive Director. In all cases, the decision to call a Special Board Meeting shall be subject to the approval of two-thirds of the Board Members.
- 6.2.2. A Special Board Meeting may be held in person or by teleconference.
- 6.2.3. 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 a Special Board Meeting (e.g. provision for Delegations, translation services, time period for providing notices and documentation, decision to hold the meeting by teleconference, etc). The timing and location of any Special Board Meeting shall be notified by the Secretariat to Board Members, Alternates and Focal Points as soon as reasonably practicable. In the event that the Board Chair and Vice-Chair are not in agreement regarding the need to modify normal procedural guidelines, the Board Chair shall decide, in consultation with the Executive Director.

6.3. Quorum

- 6.3.1. The Board may conduct business only when two-thirds of Board Constituencies are represented in person by a Board Member, Alternate or another Delegation

member designated in accordance with Article 2.4.

6.4. Categories of Board Meeting Sessions

6.4.1. Regular and Special Board Meetings may include Closed, Executive, Restricted and Open Sessions. Unless otherwise decided by the Board, the rules regarding the attendance of each shall be as follows:

- a) **Closed Sessions** may be attended only by Board Members and Alternates;
- b) **Executive Sessions** which may be attended only by Board Members, Alternates and the Executive Director;
- c) **Restricted Sessions** may be attended only by Board Members, Alternates and the Executive Director, together with other specific members of the Secretariat or invited individuals, as agreed to by the Board, prior to or during the opening of the Session; and
- d) **Open Sessions** may be attended by Board Members, Alternates and other members of each Delegation in accordance with Article 2.10, together with Observers invited in accordance with Article 2.11 and Secretariat representatives nominated by the Executive Director.

6.4.2. Exceptionally, another Delegation member may be designated in accordance with Article 2.4, to replace a Board Member or Alternate who is unavailable to attend a Closed, Executive or Restricted Session.

6.5. Board Meeting Minutes

6.5.1. Minutes of the Board's discussions during Open Sessions shall be prepared by the Secretariat. All Board decisions will be recorded in the Minutes, in addition to any formal Board Resolutions adopted during Open Sessions.

6.5.2. Minutes shall not be prepared for Closed, Executive and Restricted Sessions unless the Board decides otherwise. Minutes of the Board's deliberations during Restricted Sessions may be prepared by the Secretariat at the Board's request. In the event that the Board wishes to minute its discussions during Executive or Closed Sessions, the Board Chair or Vice-Chair shall appoint a Board Member or Alternate to prepare such Minutes and any other related documents, including formal Board Resolutions to be adopted during such sessions.

- 6.5.3. In the event that the Board decides that it does not wish to have Minutes for a Closed, Executive or Restricted Session, it shall nevertheless endeavour, if appropriate, to record any adopted decision in a formal written Board Resolution and may decide to re-adopt this during an Open Session, so that it can be recorded in the Minutes of that Session, in the interests of transparency.
- 6.5.4. The Board shall determine during its Restricted, Executive and Closed Sessions, the extent to which any Minutes of those Sessions, or related documents, including Board Resolutions, shall be confidential.
- 6.5.5. The full draft Minutes prepared by the Secretariat for each Board Meeting should be provided by the Secretariat to all voting and non-voting Board Members and Alternates within three (3) weeks from the date of a Board Meeting. Comments should be received from Board Members and Alternates within two (2) weeks of their receipt of the draft Minutes.
- 6.5.6. A final provisional draft of the Minutes prepared by the Secretariat shall be made available to Board Members no later than six (6) weeks following the Board Meeting and the Minutes should be presented on the Agenda of the following in-person Board Meeting for approval. These Minutes shall not be made publically available until adopted by the Board but unless otherwise determined by the Board, they shall be posted on Unitaid's website as soon as possible, and not more than two (2) weeks, following their adoption.
- 6.5.7. The provisions of this Article 6.5 shall apply equally with respect to Special Board Meetings held as teleconferences in accordance with Articles 6.2 and 7.2.

6.6. Language of Board Meetings and Board documentation

- 6.6.1. Materials prepared by and for the Board, including Minutes of Board meetings, shall be in English unless requested by the Board.
- 6.6.2. Board Meetings shall have simultaneous interpretation into English, French and any other language as agreed by the Board, in consultation with the Secretariat.

7. Board decision making

7.1. Decision making during Board Meetings

- 7.1.1. The Board shall use best efforts to reach all decisions by consensus. If all practical efforts by the Board and the Board Chair have not led to consensus, any Board Member or Alternate representing a Board Constituency with voting privileges may call for a vote. A two-thirds majority of those present and voting is required in order to adopt a decision.
- 7.1.2. Each Board Member or Alternate representing a Board Constituency with voting privileges shall have one vote on behalf of its Board Constituency.

7.2. Decisions made during teleconferences

- 7.2.1. Decisions may be taken outside Regular Board Meetings, during Special Board Meetings held as a teleconference, provided that all Board Constituencies have been informed with reasonable notice that a decision is expected to be taken during the teleconference and two-thirds of Board Constituencies are represented in the teleconference by their Board Member, Alternate or another Delegation member designated in accordance with Article 2.4.
- 7.2.2. A two-thirds majority of those present and voting is required in order for a decision to be approved during a teleconference. The Board may alternatively approve decisions through an electronic vote, in accordance with Article 7.3, following the teleconference.
- 7.2.3. The provisions of Article 6.5 above shall apply with respect to the preparation of Minutes of the deliberations of the Board during teleconferences.

7.3. Electronic decision making

- 7.3.1. The Board may approve decisions outside Board Meetings through an electronic vote. The Secretariat shall circulate the draft decision in the form of a Board Resolution for approval, together with any supporting documentation and shall otherwise manage the electronic voting process.
- 7.3.2. At any time before the voting deadline, a Board Constituency may request that the decision be discussed in a teleconference and the Secretariat shall organize the teleconference if requested to do so. The vote shall nevertheless proceed in

accordance with the original voting deadline, on the basis of electronic voting, unless the requirements set out in Article 7.2 are met with regard to voting during a teleconference.

- 7.3.3. In the event of an electronic vote, in order for a resolution to be adopted, a two-thirds majority of Board Members or Alternates voting will be required. Abstentions will not be counted for the purposes of determining the two-thirds majority.
- 7.3.4. Exceptionally, the Secretariat may present a decision for approval by the Board on a no-objection basis. A draft decision circulated in accordance with Article 7.3.1 shall be deemed to be approved, provided that no objections with respect to either the decision-making process or the substance of the decision are received by the Secretariat from any Board Constituency with voting privileges before the specified deadline.

7.4. Records of Board decisions

- 7.4.1. Board decisions shall normally be set out in a formal written Board Resolution, the text of which shall be approved by the Board when taking the decision. Board Resolutions shall be signed and dated by the Board Chair on behalf of the Board.
- 7.4.2. Board decisions adopted during Open Sessions of Regular or Special Board Meetings will be recorded in the Minutes of that Board Meeting, in accordance with Article 6.5 above.
- 7.4.3. Unless otherwise determined by the Board, Board Resolutions shall be posted on Unitaid's website as soon as possible, and not more than two (2) weeks, following their adoption by the Board.

7.5. Board Accountability

- 7.5.1. The Board shall conduct regular assessments of its performance. Such assessments may be facilitated by an external consultant engaged by the Secretariat for this purpose. Such assessment shall not include an assessment of WHO in its capacity as host organization.

8. Board Committees and Working Groups

8.1. General

- 8.1.1. A Policy and Strategy Committee and a Finance and Accountability Committee shall be established as the permanent Standing Committees of the Board. The Board may also establish any additional Committees that it deems necessary to facilitate the Board's business. All Committees shall be established with defined Terms of Reference, adopted by the Board.
- 8.1.2. Committees shall serve the Board in an advisory capacity with respect to all matters covered by their respective Terms of Reference. Final decision making for all matters considered by Committees shall rest with the Board, unless the Board expressly delegates such authority to a Committee.
- 8.1.3. In addition to Committees, the Board may also establish working groups, advisory panels, ad hoc task forces and any other similar groups that it deems necessary (collectively referred to herein as "Working Groups"). In particular, Working Groups may be used to facilitate more informal collaboration between Board officials, as well as with designated Secretariat staff and/or external advisors, with a view to taking forward initiatives of interest and making recommendations to the Board.
- 8.1.4. Working Groups shall normally also be established with defined Terms of Reference, adopted by the Board.
- 8.1.5. The Terms of Reference for any non-Standing Committees and Working Groups shall establish the Committee or Working Group for a limited duration, with the possible renewal of the term, subject to review and a further Board decision.
- 8.1.6. In the event of any conflict between these Board Operating Procedures and the Terms of Reference for any Committee or Working Group established in accordance with this Article 8, these Board Operating Procedures shall prevail, in accordance with Article 11.2.
- 8.1.7. Each Committee shall appoint a Committee Chair and a Committee Vice-Chair, in accordance with Article 8.2 below. Working Groups shall also appoint a Chair and may appoint a Vice-Chair from amongst their members. This matter shall be decided by the members of the Working Group or otherwise addressed in the Working Group Terms of Reference.

- 8.1.8. The Chairs and Vice-Chairs (where applicable) of the Committees and Working Groups shall create a Work Plan and Meeting Agendas, in consultation with the Secretariat.
- 8.1.9. Committees shall normally meet before Board Meetings, at the discretion of the Committee Chair and depending on their Work Plan.
- 8.1.10. The Chairs of the Committees and Working Groups shall ensure that any proposed decision points for the Board are reviewed by Secretariat and WHO legal staff, prior to submitting them to the full Board for its consideration.

8.2. Committee Chairs and Vice-Chairs

- 8.2.1. The Board Chair and Vice-Chair shall, in consultation with the relevant candidate, identify a representative of a Board Constituency with voting privileges as a candidate to chair each of the Committees, taking into account the mandate of the Committee. The candidates shall be presented to the Board for ratification. In the event that the Board Chair and Vice-Chair cannot agree on a candidate, the Board Chair shall present both candidates to the Board for a decision.
- 8.2.2. The Committee Chair, in consultation with the Board Chair and Vice-Chair, shall recommend a qualified Committee Vice-Chair for appointment, taking into account the objectives of gender and geographical balance in accordance with Article 2.3 and the Committee Terms of Reference. The term of office for the Committee Chair and Committee Vice-Chair shall be two (2) years, renewable once.
- 8.2.3. Committee Chairs and Committee Vice-Chairs shall usually be drawn from amongst the Board Members and Alternates. However, qualified alternate candidates may exceptionally be presented by their Board Constituency for consideration, with respect to either position. Such candidates must nevertheless be drawn from within the Board Constituency concerned and cannot be external consultants engaged by the Board Constituency.
- 8.2.4. Committee Chairs and Committee Vice-Chairs shall be the representatives of the Board Constituency and shall not serve in an individual and personal capacity. In the event of their resignation from the Board, or the ending for any reason of their role as the representative of the Board Constituency, their appointment as Committee Chair and/or Vice-Chair shall immediately come to an end. The Board Constituency's new Board representative shall be invited to assume the role of Committee Chair or Committee Vice-Chair in their predecessor's place, for the

remainder of their predecessor's term. In the event that the new Board Constituency representative declines to take on this role, a new Committee Chair or Committee Vice-Chair shall be appointed in accordance with Articles 8.2.1 and 8.2.2 above.

- 8.2.5. Notwithstanding that the Committee Chair and Committee Vice-Chair shall be the representatives of Board Constituencies and shall not serve in an individual and personal capacity, in the interests of the coherence and effectiveness of Committees, the respective Board Constituencies shall endeavour, if possible and practical, to ensure that they are represented by the same individuals in their roles as Committee Chair and Vice-Chair throughout the term of office.

8.3. Membership and attendance of Committees and Working Groups

- 8.3.1. Committee Members shall be selected following a call for expressions of interest open to Board Members and Alternates from Board Constituencies with voting privileges, or exceptionally, other qualified representatives of a Board Constituency formally nominated by the Board Constituency in the place of the Board Member or Alternate, with a view to bringing specific relevant expertise to the Committee. Any such other representatives must nevertheless be drawn from within the Board Constituency concerned and cannot be external consultants engaged by the Board Constituency.
- 8.3.2. On the basis of the expressions of interest received, the Board Chair and Vice-Chair, in consultation with the relevant Committee Chair, shall agree on a list of proposed Committee Members, which shall be submitted to the full Board for approval.
- 8.3.3. Each Committee shall be comprised of no more than seven (7) Committee Members. The places shall be allocated with a view to providing the opportunity for every Board Constituency to be represented on at least one of the Standing Committees. Insofar as possible, Board Constituencies shall take into account the technical skills relevant to the mandate of the Committee when selecting their representatives. Representation of a Board Constituency on each Committee shall be limited to one Committee Member.
- 8.3.4. The term of membership for Committee Members shall be two (2) years, renewable.

- 8.3.5. In the event that a Committee Member is unavailable to attend a particular Committee Meeting, their Board Constituency may nevertheless nominate an alternative representative for that meeting. The name of the alternative representative shall be provided in writing to the Secretariat at least one week before the opening of the Committee Meeting.
- 8.3.6. Board Members and Alternates who are not Committee or Working Group Members may participate in Committee and Working Group Meetings. However, all Board Constituencies shall endeavour to limit the number of any other representatives or advisors.
- 8.3.7. Committees and Working Groups may, with the agreement of the Board, agree to invite external advisors to assist them in their work. Such advisors shall not be Committee or Working Group Members.
- 8.3.8. Working Group Members shall be selected on the basis set out in the Working Group Terms of Reference or following a call for expressions of interest by Board Members and Alternates. If possible, all Board Constituencies expressing an interest shall be entitled to put forward a representative to participate in the Working Group.
- 8.3.9. Working Groups shall normally be comprised of Board Members and Alternates. However, exceptionally, other qualified representatives of a Board Constituency may be formally nominated in the place of the Board Member or Alternate, with a view to bringing specific relevant expertise to the Working Group. Any such other representatives must nevertheless be drawn from within the Board Constituency concerned and cannot be external consultants engaged by the Board Constituency.

8.4. Quorum for Committees and Working Groups

- 8.4.1. Committees and Working Groups may conduct business only when at least two-thirds of the Committee or Working Group Members are present. Both Committees and Working Groups may nevertheless agree to establish temporary sub-groups, with a clear mandate to report back to the full Committee or Working Group on specific issues and within a defined timeframe.

8.5. Decision Making in Committees and Working Groups

- 8.5.1. Committee and Working Group Chairs should aim for consensus on all decisions.

If consensus cannot be reached, majority and minority positions shall be presented to the Board.

8.6. Committee documentation

- 8.6.1. Unless otherwise requested, the Secretariat will send all necessary Committee related notices by email directly to the designated Committee Members.
- 8.6.2. Committee agendas, briefing papers and draft decisions shall be prepared by the Secretariat, working closely with the Committee Chairs and Committee Vice-Chairs and shall normally be made available at least one week in advance of the Committee Meeting. Minutes of Committee meetings shall be prepared by the Secretariat following the meetings. All of the Committee documentation shall be made available to Committee Members, all other Board Members, Alternates and Focal Points.

8.7. Role of the Secretariat

- 8.7.1. The Secretariat will co-ordinate and facilitate the work of the Committees, providing support to the Committee Chairs and Committee Vice-Chairs related to, among other matters, efficiency, continuity and management of crosscutting issues.
- 8.7.2. The Secretariat will appoint one qualified individual from the Secretariat for each Committee to be the Secretariat Focal Point.
- 8.7.3. The Secretariat's Committee Focal Point will be accountable on a long-term basis to the appointed Committee and will, for reasons of efficiency, coherence and continuity, provide secretarial assistance and support to the work of the Committees, attend the Committee meetings, and assist the Committee Chair and Committee Vice-Chair in order to prepare, facilitate and co-ordinate the work plan and meetings of the Committee. The Secretariat shall be appropriately represented.

8.8. Standing Committee Accountability

- 8.8.1. Each Standing Committee shall conduct a regular self-assessment exercise, the results of which shall be disclosed to the full Board for discussion. Such assessment shall include, but not be limited to a review of Standing Committee leadership, membership and work plan.

9. The Proposal Review Committee

- 9.1.1. The Proposal Review Committee (the “PRC”) is an independent advisory committee of individuals selected for their technical expertise. It shall report to and advise the Board.
- 9.1.2. The Board shall approve the Terms of Reference of the PRC and appoint its Members taking into account appropriate geographic and gender diversity. Each of the PRC Members shall be appointed in a personal and individual capacity.
- 9.1.3. The Board shall appoint a chair and may appoint a vice-chair of the PRC from within the PRC’s membership.
- 9.1.4. The chair and vice-chair of the PRC may be invited to attend Board Meetings, in which case, they shall be invited as Observers in accordance with Article 2.11 above.

10. Financial support to Board and Committee representatives

- 10.1.1. Unitaid shall provide grants or otherwise support the costs of attendance at Board and Committee Meetings for the Board Member, Alternate and Focal Point representing the two civil society network Board Constituencies (NGOs and Communities Living With Diseases), as well as the Board Constituency for the African countries, with a view to ensuring the effective representation of these Constituencies within the Board.
- 10.1.2. Unitaid may provide grants or otherwise support the costs of attendance at Board and Committee Meetings for the Board Member, Alternate and Focal Point representing Constituencies other than those referred to in Article 10.1.1 above, at the determination of the Board.

11. General Provisions

11.1. Amendments

11.1.1. These Board Operating Procedures may be amended at any time by the Board in accordance with the decision-making procedures set out in Article 7 above.

11.2. Hierarchy of governance documents

11.2.1. The following order of hierarchy as between Unitaid's governance documentation shall be applied in the event of any conflicting provisions, (with the highest in precedence listed first):

- a) The Constitution;
- b) These Board Operating Procedures; and
- c) Committee, Working Group, or any other Terms of Reference adopted by the Board.