



# **RBM PARTNERSHIP TO END MALARIA**

## **GOVERNANCE BYE-LAWS**

**18/11/19**

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## **1. Introduction**

The RBM Partnership to End Malaria is a global health initiative created to implement coordinated action against malaria. It aligns and supports affected countries, donors and other partner organizations to achieve internationally agreed targets for malaria control and elimination, map resource requirements and gaps, and lead in the mobilization of resources. The Partnership is composed of a multitude of Partners, including malaria-affected countries, their bilateral and multilateral development partners, the private sector, nongovernmental and community-based organisations, philanthropic foundations, and research & academic institutions. The Partners join the Partnership on a voluntary basis through their commitment to the **Vision of "a world free of malaria"**.

The RBM Partnership, complements the work of WHO and other critical Partners and provides value to the Partners through the following four roles:

**a) Convene:**

The Partnership brings together all interested parties (public and private sector) to jointly work together to create a world free of malaria and to overcome challenges to that goal.

**b) Co-ordinate:**

The Partnership, through its mechanisms, co-ordinates the work of the individual Partners to ensure that each Partner's efforts are aligned with those of the others, duplication and inefficiencies are avoided, collaboration between Partners is facilitated, and common challenges are addressed co-operatively.

**c) Mobilize Resources:**

The Partnership will assist in (i) identifying resource requirements, (ii) creating a compelling humanitarian and business case to support the mobilization of resources, and will support partners in the mobilization process.

**d) Facilitate Communication, Identify and Address Opportunities and Challenges:**

By bringing together partners, the Partnership can ensure that Partners are communicating with one another, sharing experience and best practice, and ensuring that challenges or bottlenecks identified are brought to the attention of other Partners or the entire Partnership as appropriate. Where Partners are failing to meet their commitments to the Partnership, this facilitation role will allow the other Partners to hold them to account. It will allow the Partnership to work with them constructively to find ways to overcome the challenges that are preventing them from meeting their commitments.

## **2. Partners**

RBM Partners are organizations that:

- Endorse the values and the principles of the RBM Partnership.
- Support the Vision of the Partnership and its associated strategies and plans.
- Are active in the area of malaria, sustainable development and related fields, and committed to collective action in the fight against malaria.
- Advocate for a malaria free world as a public health threat at all levels.

Any organisation that meets these criteria can apply to join the Partnership. The Management Team will administer the process for reviewing applications and informing

applicants whether they have been accepted or not. The decision to admit partners shall be made by the Partnership Board based on the outcome of the review process undertaken by the Management Team. The Management Team will also maintain the database of Partners which will be made available through the RBM Partnership website.

Partners are eligible to participate in all Partnership Board approved activities and mechanisms of the Partnership in line with these Bye-laws and any associated operational framework.

Partners will be encouraged to convene together into groups of like-minded stakeholders to co-ordinate activities and facilitate communication both among themselves and with the Partnership's mechanisms (including the Partnership Board).

## **2.1. Roles and Responsibilities**

Partners will:

- In the context of Partnership activities, commit themselves to follow Partnership Board approved strategies, operational plans, and programmes that are informed by and aligned with World Health Organization (WHO) technical and other normative policies and other internationally agreed and adopted policies, plans, frameworks that support them.
- Collaborate with one another and commit themselves to achieve the vision of "a world free of malaria".
- Participate in the work of the Partnership fully, ensuring that Partners' representatives in the RBM Partnership mechanisms are of appropriate seniority and can talk authoritatively to the issue under discussion.
- Promote cohesion amongst Partners and the fight against malaria within their organisations and compatibility between their organisational objectives and the Partnership objectives.
- Share information and expertise for development and the scaling up of best practice.
- Be flexible – be ready to change in the light of changing needs and monitoring of the performance of the Partnership and individual partners.

## **2.2. Accountability**

Partners are accountable to the Partnership Board and to other Partners and Partnership Mechanisms for the achievement of targets set out in RBM strategies, operational plans, and programmes for which they have accepted accountability. The Partnership Board and other mechanisms may request Partners to report on their progress towards achieving these targets.

# **3. Partnership Mechanisms**

The key Partnership mechanisms are:

- The **Partnership Board**.
- A **Management Team**, led by a **Chief Executive Officer (CEO)**.
- **Partner Committees** – focused on the three priorities of the Partnership:
  - Advocacy and Resource Mobilization
  - Strategic Communications
  - Country/Regional Support
- **Working Groups**.

The Partnership shall have working relationship with other key malaria actors such as WHO, UNICEF, the World Bank, the African Union, ASEAN, Regional Development Banks, and other mechanisms such as ALMA, APLMA, and the End Malaria Council and those who engage in advocacy and mobilize global actors to work towards achieving the Partnership Strategy, leveraging their unique positions across sectors and geographies.

## **4. The Partnership Board**

### **4.1. Role of the Partnership Board**

The Partnership Board is the governing body of the Partnership and leads the Partnership in the drive towards achieving the vision through its strategies and associated operational plans.

Specifically, the Partnership Board will:

- Set the strategic direction of the Partnership.
- Support the raising of funds needed for Partnership functions and for the fight against malaria.
- Approve and monitor the strategies, budgets, work plans, and time-bound targets with specific milestones for achieving the Partnership's Vision, as presented by the CEO.
- Approve the operating mechanisms for the Partnership.
- Provide oversight and support to the CEO and Partner Committees.
- Provide strategic direction to the CEO for the work of RBM, who will be under the administrative direction of the Host Agency.
- Take a lead role with respect to the Host Agency's recruitment, selection and termination decisions concerning the CEO in accordance with the Host Agency's rules and regulations and an expectation that the Host Agency will respect and carry out the expressed wishes of the Partnership Board, providing these are in line with the Host Agency's rules, regulations, policies and procedures.
- Appoint Chairs of the Partner Committees, following elections by the respective Committees and ensure accountability of such Partner Committees to the Partnership Board.
- Create any committees it deems necessary, *e.g.* regarding finance and risk.
- The approval of hosting arrangements including hosting terms and Standard Operating Procedures (SOPs), hosting entity or any other legal status of Partnership.

### **4.2. Accountability**

The Partnership Board is accountable to the Partners, global public opinion, and especially to people living in communities affected by malaria. The Partnership Board will seek opportunities to engage and consult with Partners on an on-going basis. The Partnership Board will establish and regularly update an accountability framework that includes regular, published, independent performance reviews of the Partnership and itself.

### **4.3. Partnership Board Membership**

The Partnership Board will have a maximum membership of seventeen individuals. This shall be an interim measure to facilitate a staggered approach to Board rotation.

One member of the Partnership Board will be a senior representative of the World Health

Organization (WHO). The Host Agency will also be represented on the Partnership Board in ex officio non-voting capacity to advise the Board, where necessary, of any decisions or situations that may be incompatible with the Host Agency's or UN's own legal or governance framework.

At least half of the other members of the Partnership Board will be drawn from malaria affected countries and regions whether from government, civil society, multisectoral, private sector or international organizations. Apart from the senior representative of the WHO and the Host Agency, all Partnership Board Members sit in their individual capacity. Notwithstanding the foregoing, Partnership Board members drawn from affected countries and regions, are expected to consult annually with affected country representatives on the side lines of WHO Regional Committee meetings by WHO Regional offices and to the extent feasible and appropriate through civil society consultations, economic forums, and financial (e.g. Global Fund, Development Banks), health and malaria-specific meetings. The Partnership will support the cost of such engagement wherever possible and appropriate. Such Partnership Board members shall thereafter report to the Partnership Board on the outcome of such annual consultations and any related affected country requests and concerns thereby ensuring a degree of sustained accountability to such affected countries and regions.

Partnership Board Members have an obligation to inform the full Partnership Board of changes in their professional affiliations. Such changes shall be discussed by the Partnership Board and may impact the continued participation of such Partnership Board Member(s) in the Partnership Board, should the Partnership Board determine that their new affiliation is no longer as relevant to the work of RBM, or should there be an irreconcilable conflict of interest or other reasons why the member would be unable to fulfil their duties to the Partnership Board.

#### **4.3.1. Eligibility**

Any person working or with significant experience in the field of global health and/or development, including both public and private sectors, and committed to the RBM Partnership Vision is eligible to be considered for membership of the Partnership Board. Partnership Board Members should be prominent leaders in the global malaria community and/or individuals who are able to ensure consistent resourcing of the Partnership mechanisms or global efforts to fight malaria

#### **4.3.2. Responsibilities**

Partnership Board Members are expected to:

- Commit time (non-remunerated) of approximately 15 days per year and to attend all Partnership Board meetings.
- Act as an advocate on behalf of the Partnership to all stakeholders and support the Management Team in its partnership resource mobilization efforts by making new connections, and utilizing existing relationships to garner awareness and funding for the Partnership's Vision.
- Read documents and gain an understanding of all issues, prior to Partnership Board deliberations (meetings, teleconferences, email communication).
- Participate fully in Partnership Board meetings and discussions.
- Reach out to Partners, either individually or through any groups of like-minded Partners that may have been formed, to ensure that the Partnership Board's discussions are informed by a wide range of views from within the Partnership.
- Actively contribute and support the development / refinement of the Partnership

Strategy and workplan.

#### **4.3.3. Skills**

Partnership Board Members should be able to demonstrate most of these skills:

- In-depth understanding of and personal commitment to the Partnership principles, core values, and achievement of its Vision.
- Be recognized as a leader in global health and/or development with the understanding and knowledge required to help shape overall strategic direction for the Partnership.
- In-depth knowledge of the issues around malaria, international health and/or development, and development financing.
- Strong leadership and management skills.
- Ability to act as an ambassador/advocate and to represent the Partnership at a senior level (*e.g.* represents a larger viewpoint, possess decision-making authority within their organization).
- Experience working in a multicultural environment.
- Experience serving in partnerships and governing bodies, and the ability and capacity to network effectively and broadly.
- Facilitative and consultative approach—diplomatic with policy and strategic skills.
- Access to the necessary communication infrastructure to carry out their role as Partnership Board Members effectively (*e.g.* telephone, fax, e-mail and mobile phone).
- Ability to work in written and spoken English and/or French.

#### **4.3.4. Selection Process**

Candidates for the Partnership Board may be nominated by Partners or sitting Members of the Partnership Board.

When vacancies for the Partnership Board occur and the Partnership Board initiates a new selection process, it will establish the criteria for the member(s) to be selected. These criteria will be published on the RBM website along with a notice seeking nominations. The Management Team will administer the nominations process.

The Partnership Board will appoint a Partnership Board Selection Committee (BSC) of a minimum of three and a maximum of seven Partnership Board Members to review the nominations and select suitable candidates to fill vacancies in the Partnership Board. The BSC will be chaired by the Partnership Board Chair and /or Vice Chair. The Management Team will supply the BSC with the details of the nominations received and act as the Secretariat for the BSC.

The BSC should make efforts to ensure their selection reflects the need for appropriate gender diversity, geographic balance (including appropriate sub-regional representation from affected regions) and for at least half of Partnership Board Members to be drawn from malaria affected countries and regions.

The BSC will submit their recommended candidate(s) to fill the Partnership Board vacancies to the full Partnership Board for its approval at the next Partnership Board Meeting. In urgent cases, a special meeting of the Partnership Board may be convened to approve the BSC proposals. In the event that the Partnership Board does not approve the BSC recommendation(s), then the Partnership Board Chair will discuss with the Partnership Board members their objections. The Partnership Board

will then decide next steps (*e.g.* re-run the entire nominations process, ask the BSC to reconvene and select alternative candidates from the existing set of nominations, postpone the process until a future date).

The decisions of the selection process will be posted on the RBM Partnership website.

#### **4.3.5. Term of office**

Partnership Board Members serve the Partnership for a term of three years, renewable once. A Partnership Board Member cannot be re-appointed to the Partnership Board after serving two terms consecutively until a break of three years has occurred.

### **4.4. Partnership Board Leadership**

The Partnership Board is led by a Chair, who is elected by the Partnership Board from among its members. In addition, the Partnership Board may decide to also elect a Vice Chair, who can deputise for the Chair in his/her absence. When the Vice Chair deputises for the Chair, he/she has all the roles and responsibilities of the Chair.

#### **4.4.1. Roles**

- The principal role of the Partnership Board Chair is to lead the Partnership and, along with the CEO, to be the public face of the Partnership.
- Facilitate Partnership Board deliberations by ensuring that the agenda is set in advance, all issues are addressed, and a diversity of opinions are heard.
- Set annual performance objectives for the CEO.
- The Chair will have regular performance discussions with the CEO which may involve other Board members as appropriate. The Board Chair will formally meet the Executive Director of the Host Agency once per year and they will jointly meet the CEO for a formal annual review at that time.

#### **4.4.2. Responsibilities**

- Commit time to the Partnership (approximately 30 days/year).
- Work with the Partnership Board and the Management Team to set agendas for Partnership Board meetings.
- Ensure that the performance of the CEO is reviewed annually.
- Ensure the performance of the Partnership Board is reviewed regularly and oversee the implementation of any recommendations aimed at improving Partnership Board performance.
- Interact with the Host Agency to address and resolve major issues that impact the hosting relationship.
- With the full knowledge of the Partnership Board, delegate, as appropriate, certain responsibilities to the Vice-Chair.

#### **4.4.3. Skills**

- Ability to solicit input from a wide range of stakeholders and ensure that input is included in Partnership Board discussions.
- Ability to lead and manage a diverse group of people, ensuring that open communication is maintained and all voices are heard.

- Possession of excellent communication skills and a history of written and spoken communication related to global health.
- Ability to work effectively with the Management Team, to include an understanding of basic financial principles.
- History of involvement with the Partnership and knowledge of the Partnership's history, goals, and policies.
- Experience in governance (e.g., leadership role within other partnerships/governing Partnership Boards).

#### **4.4.4. Selection Process**

The Chair (and Vice Chair) will be elected by the Partnership Board from amongst their members.

Approximately six months before the end of the Chair (& Vice Chair) term of office, the Chair will solicit from the Partnership Board nominations for his/her successor. Any Partnership Board Member may nominate candidates for either position. Candidates are considered eligible for election when they have received a nomination and their nominations have been seconded by another Partnership Board Member. If there is more than one nomination, the Partnership Board will make the selection by a vote. This can be in person at a Partnership Board Meeting or electronically. The successful candidate will require a simple majority of the votes of the Partnership Board Members cast.

The Management Team will administer the process for the nomination and election of the Chair (& Vice Chair). The election process should be completed at least three months prior to the end of the Chair's (& Vice Chair's) term of office to allow for a smooth handover period.

#### **4.4.5. Term of office**

The Partnership Board Chair serves for a term of three years, non-renewable, commencing when he/she takes up the role of Chair. The Vice Chair (if appointed) also serves for the same period of time. The Partnership Board may vary the term of the Chair (and Vice Chair) if necessary.

The incoming Partnership Board Chair (and Vice Chair) will be elected prior to the end of the serving Chair's term, with sufficient time to achieve a smooth transition. Ideally the Chair and Vice Chair will have their terms staggered to ensure continuity of the leadership of the Partnership Board.

## **5. Partnership Board Meetings**

### **5.1. Convening Meetings**

The Partnership Board shall meet approximately on a quarterly basis, of which at least one meeting will be face to face. The other meetings will be by teleconference or videoconference. Meetings will be approximately every three months, taking into account the schedule of the Partnership Board members. Dates of the Partnership Board meetings will be posted on the RBM Partnership website so that Partners are aware of the schedule of meetings.

The Partnership Board Chair may convene extraordinary meetings of the Partnership Board. Normally these will be by telephone or videoconference. The Chair may, as is reasonably required under the circumstances, modify the normal procedural guidelines for Partnership Board meetings in the case of an extraordinary Partnership Board meeting (*e.g.* translation services).

## **5.2. Communication**

Communication between Partnership Board Members and the Management Team will normally be by email. Unless otherwise requested, the Management Team will send all necessary documentation related to Partnership Board business directly to the Partnership Board Members. In addition, each Partnership Board Member may designate one additional person authorized to receive documentation.

## **5.3. Meeting Preparation**

### **5.3.1. Agenda**

The Partnership Board Chair and the Management Team will solicit agenda items from Partnership Board Members and other Partners in advance of the next meeting. Based on this input, the Chair will circulate a proposed outline agenda to the Partnership Board 6 weeks before the next Partnership Board meeting for comment. Following an appropriate period for feedback, the Management Team will develop the provisional agenda for the meeting with the Partnership Board Chair to be circulated along with other Partnership Board documentation. The provisional agenda will also be posted on the RBM Partnership website at the same time so that Partners are aware of the items to be discussed at the next meeting.

### **5.3.2. Documentation**

The Partnership Board agenda will be circulated to the Partnership Board Members in English and French no later than two weeks prior to the meeting. If an agenda item does not have the planned supporting Partnership Board documents submitted before this time, it will be taken off the draft agenda. Prior to the Board meeting, revisions cannot be made to Partnership Board documents that have already been submitted to the Partnership Board. All documents shall be translated into French and submitted to the full Partnership Board no later than one-and-a-half weeks before the Partnership Board meeting. Exceptions to these rules can only be made if a majority of Partnership Board Member present agree otherwise through a vote by a show of hands.

The documentation shall clearly present the issues proposed for decision by the Partnership Board. The Management Team will issue guidelines for the format of Partnership Board documentation.

### **5.3.3. Working Languages**

The working languages of the Partnership will be English and French. All Partnership Board documentation will be distributed in both languages. Simultaneous interpretation will be made available at Partnership Board meetings if requested by a Partnership Board Member and if the Partnership Board Chair deems it is feasible to do so.

#### **5.3.4. Cost of Attendance**

All reasonable costs of Partnership Board Members attendance at Partnership Board meetings will be borne by the Partnership in accordance with the applicable travel policies of the Host Agency. Partnership Board Members are encouraged to see if they are able to support their own attendance at meetings, through their employing organizations if applicable, so as to reduce costs to the Partnership.

### **5.4. Meeting Conduct**

#### **5.4.1. Conduct**

The Partnership Board meeting will be led by the Partnership Board Chair.

A quorum for a Partnership Board meeting is that two-thirds of Partnership Board Members are present either in person or by tele- or videoconference.

#### **5.4.2. Attendance**

It is expected that Partnership Board Members will attend all meetings, either in person or by tele- or videoconference. Every effort will be made in organising the meetings to accommodate the schedules of Partnership Board Members.

#### **5.4.3. Resignation**

A Partnership Board Member may tender their resignation at any time in writing to the Partnership Board Chair. In addition, a Partnership Board Member is deemed to have resigned if he or she misses two consecutive meetings, with or without communication, unless there are extenuating circumstances. When deemed resignations arise, it is the responsibility of the Chair, after discussion with the Partnership Board Member, to take a final decision on the resignation and notify the Partnership Board Member in writing.

#### **5.4.4. Advisors, Observers, Alternates**

Partnership Board Members will be allowed to bring one advisor with them to attend all open sessions of the Partnership Board. The advisor will not be entitled to speak on behalf of the Partnership Board Member during the meeting, unless permission is given by the Chair. The cost of advisor's attendance is to be covered by Board members unless otherwise agreed in advance with the Partnership Board Chair.

Observers or presenters may be invited to attend sessions of the Partnership Board at the discretion of the Partnership Board Chair. Requests for the attendance of observers shall be made to the Chair no later than two weeks prior to the Partnership Board meeting.

Partnership Board Members will be informed of the proposed attendance of observers in the Partnership Board documentation and will have the opportunity to raise any issues or objections with the Chair in advance of the meeting.

Partnership Board Members are selected to sit on the Partnership Board as

individuals. As such alternates are not normally permitted. The only two exceptions are the World Health Organization (WHO) and the Host Agency, who have a seat on the Partnership Board as an organisation. WHO and the Host Agency shall determine their delegation to the Partnership Board that shall comprise the Partnership Board Member, an Alternate and / or an adviser. An Alternate is usually expected to have the required level of experience, expertise, seniority and authority to undertake the role and responsibilities of a Partnership Board Member and the specific agenda items being discussed at Partnership Board meetings.

Other Partnership Board Members who cannot attend a meeting in person or by telephone or videoconference, may exceptionally request that another person attends in their place with written permission of the Chair. Only Partnership Board Members may hold voting proxies on behalf of other members. All requests for alternates to attend must be made in writing to the Partnership Board Chair no later than two weeks prior to a meeting.

The only other automatic attendees at Partnership Board meetings should be the CEO, who can participate in meetings of the Partnership Board as a non-voting participant, and members of the Management Team needed for the administration of the meeting, including interpreters. Individuals who are invited by the Chair for certain sessions to make presentations to the Partnership Board or to give expert advice-and-guidance shall participate in those sessions only. A list of such invitees shall be communicated by the Chair to the full Board no later than two weeks prior to a meeting.

Partners may organise themselves to hold meetings around the meetings of the Partnership Board for the purpose of interacting with Partnership Board Members. This is at their discretion and expense. However, they will not be permitted to join the actual meetings, unless as invited observers as per the provision above.

#### **5.4.5. Closed Sessions**

At its discretion, the Partnership Board may conduct its business in a closed session where only the Partnership Board Members and Alternates are present (and interpreters if requested by a Partnership Board Member). These sessions must be convened by the Partnership Board Chair. Should a Partnership Board Member wish to request a closed session, they must do so in writing to the Partnership Board Chair in advance of the meeting. The Chair will then consider the nature of the request and determine whether a closed session of the Partnership Board is appropriate.

If, during a meeting, a Partnership Board Member feels that it is appropriate that the meeting go into closed session, then they make a verbal proposal to this effect. It is at the discretion of the Chair as to whether to ask the Partnership Board to consider such a proposal. If he/she does deem it appropriate, then the Partnership Board will be asked to vote on the proposal to go into closed session.

#### **5.4.6. Partnership Board Minutes**

The Management Team will arrange for minutes to be taken of Partnership Board meetings. The draft minutes will be circulated to Members (in the working languages of the Partnership) within three weeks of the meeting. Partnership Board Members will be asked to review them within a defined time (not less than two weeks) and then the minutes will be finalised in consultation with the Partnership Board Chair.

The Partnership Board Chair will then issue the final minutes to the Partnership Board Members within six weeks of the end of the Partnership Board meeting.

The Partnership Board may decide to take minutes of a Closed Session. The Partnership Board will delegate one member to take the minutes of such sessions. The Partnership Board will decide to what extent the minutes of such sessions will be made public.

#### **5.4.7. Transparency**

In principle the final Partnership Board Minutes and related documentation will be published through the RBM Partnership website. The Partnership Board may decide that certain sections of the minutes and certain documents are not published because of issues of confidentiality including any requests from the Host Agency, but this will be in exceptional situations and the minutes will note that certain parts of the minutes have been withheld.

### **5.5. Decision-making**

#### **5.5.1. Preparation of Decision Points**

As a principle, all draft decision points and Partnership Board documentation will be prepared in advance by the Management Team, in consultation with the Partnership Board Chair, and will be sent to the Partnership Board Members at least two weeks prior to the meeting.

#### **5.5.2. Amending Decision Points**

If a Partnership Board Member wishes to propose an amendment to a decision point, then he/she should normally submit the proposed amendment to the Partnership Board Chair and to the Management Team no later than one week prior to the Partnership Board Meeting. This will allow time for all Partnership Board Members to properly consider the proposed amendments. Any amendments proposed later than this will be considered by the Partnership Board Chair on a case-by-case basis.

The proposed amendment will be open for discussion at the Partnership Board Meeting and will be decided or voted upon prior to the vote on the decision point itself.

If, during the discussion of a decision point and/or proposed amendments at a Partnership Board meeting, the Partnership Board Chair decides that the discussion indicates that further amendments to the decision point are required or a member requests that further amendments should be considered, the Chair will propose that a small group of Partnership Board Members convene to revise the decision point in line with the discussion. If the Partnership Board agrees, the discussion of the decision point will then be postponed until an amended decision point has been drafted and can be considered by the Partnership Board.

#### **5.5.3. Decision Points not included in the Agenda**

If a Partnership Board Member wishes to introduce a decision point that is not on the agenda, then he/she must notify the Partnership Board Chair and the Management

Team no later than one week prior to the Meeting. Any new decision points proposed later than this will be considered by the Partnership Board Chair on a case-by-case basis. The notification must include the draft text of the decision point, any relevant supporting documentation, and an indication of where in the agenda it is proposed to be considered.

The Partnership Board Chair will decide on the admissibility of the proposed decision point based on the time available to discuss it and the relevance of the decision point to the rest of the meeting agenda. If it is deemed admissible, the proposed decision point will be circulated to all Partnership Board Members for review. The Partnership Board Chair will invite the Member proposing the decision point to introduce it at a time deemed appropriate by the Partnership Board Chair. No new decision points will be considered immediately upon introduction. All new decision points must be circulated to all Partnership Board Members before being considered by the Partnership Board.

#### **5.5.4. Decision-making Process**

Decisions of the Partnership Board shall normally be taken on the basis of consensus, unless otherwise stated in these Bye-Laws, among those present or linked by telephone or videoconference and where a quorum exists.

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.

Each Partnership Board Member has one vote. In the event of a tied vote, then the Partnership Board Chair will have the casting vote.

The outcome of a vote rests on a simple majority of Members present (in person or by tele- or video conference link) and voting. For the purpose of these Bye-Laws, Members present and voting means Members casting an affirmative or negative vote and shall not include abstentions or defective ballots.

Vote by proxy by another Partnership Board Member is permitted, if communicated to the Partnership Board Chair in writing prior to the meeting.

Voting shall normally take place by a show of hands.

#### **5.5.5. Decision-making between Meetings**

Unless otherwise restricted by the Bye-Laws or prior Partnership Board decisions, the Partnership Board may act without a meeting by means of proxy letter, telephone or videoconference, e-mail, or such other method of communication in which the votes of each Partnership Board Member shall be recorded, subject to procedures determined by the Partnership Board.

Decisions by the Partnership Board may be made on urgent matters between meetings on the basis of a simple majority of Partnership Board Members.

## **6. Partnership Board Committees**

The Partnership Board can establish Partnership Board Committees composed of Partnership Board Members to fulfil such roles and responsibilities as the Partnership Board deems necessary. The Partnership Board will approve terms-of-reference governing these Committees when they are established.

## **7. Partner Committees**

Partner Committees are intended to formalise, consolidate, and amplify the core Partnership functions as established by the Partnership Board. The Partner Committees are:

- Advocacy & Resource Mobilisation
- Strategic Communications
- Country/Regional Support

The Partnership Board will set and approve the Terms of Reference of the Partner Committees.

The work of the Partner Committees will be co-ordinated by the CEO. The Partner Committees shall in all respects be accountable to the Partnership Board.

### **7.1. Membership**

Partner Committees (PCs) are made up of RBM Partners who commit to dedicate time of their staff and other resources to work on Committee issues. Partners nominate themselves for those Partner Committees that they are able and wish to contribute to. Membership of PCs shall be validated by the Partnership Board and CEO.

Teams may be established by the Partner Committee Co-Chairs as necessary to work on specific issues /priority areas of support within each PC. Membership in these teams will be drawn from the Partner Committee Members by the Co-Chairs. It is expected that they will select members to ensure a balanced geographic representation of Partners as well as of appropriate expertise and capacity/time commitment. The terms-of-reference of these teams will be submitted to the Partnership Board for information when they are established.

### **7.2. Roles & Responsibilities**

- Convene Partners with an interest in the particular role of each Committee in order to then facilitate Communication and Co-ordination of activities. Routinely support fora that bring Partners, including those from malaria-affected countries, together to identify and highlight key challenges within their terms-of-reference, and to develop plans to address these challenges.
- Work with other Partner Committees – both directly and through the CEO / Management Team – to obtain necessary inputs, avoid duplication of efforts, and to resolve any concerns over responsibilities for aspects of the Partner Committees' work.
- Engage and relate with regional entities to ensure regions and countries are empowered to address malaria, with particular attention to cross border settings.

### **7.3. Leadership**

The Co-Chairs of each of the PCs are selected and approved by the Partnership Board from a shortlist presented by the PC via the CEO. When vacancies for Committee Co-Chairs arise the relevant PC will draft a Terms of Reference (ToR) for a call for nominations approved by the Management Team. For each available Co-Chair position, PCs will nominate and shortlist up to three members to put forward. Nominees will require a letter of support from their employer to confirm the requisite time commitment as per the ToR. If more than three candidates are nominated for a designated vacancy, the relevant PC will vote to shortlist three nominees to be put forward to the Management Team.

The Management Team will review shortlisted nominations to ensure each meets the relevant ToR and present all nominations meeting these criteria to the Partnership Board for final selection and approval.

The Management Team will administer the election process. The Co-Chairs will serve for a term of three years, renewable, commencing when he/she takes up the role.

The Partnership Board reserves the right to remove a Co-Chair before the end of his/her term of office in extreme circumstances, when it judges that the Co-Chair is unable to fulfil his/her responsibilities as set out below. If this happens, then a new election will be called as soon as practical to fill the vacancy.

The Co-Chairs will be supported in their work by a Partner Committee Manager. He/she will be a member of the Management Team.

#### **7.3.1. Roles & Responsibilities**

- Working with the relevant Partner Committee Manager and CEO, and under guidance from the Partnership Board, develop budgets and workplans for the Partnership Board to approve. The work plan will include strategic priorities, and how results will be measured and reported to the Partnership Board.
- Work with relevant Partners, the Management Team and the Partnership Board to mobilise required finances and resources to implement PC priorities (It is envisaged that the PC workplans will not necessarily be funded centrally but will mobilise & leverage their own / partner resources). Convene teams as required for the execution of the agreed workplans from among the Partner Committee members, ensuring a balanced geographic representation, relevant skills and experience and capacity/time commitment.
- Working with the relevant Partner Committee Manager, oversee the work of the Committee to implement the approved work plans.
- Report annually to the Partnership Board on the progress of the approved work plans, or more frequently if required by the Partnership Board.
- Commit sufficient time to the Partnership – which may vary by committee leadership ToR but will be expected to constitute no less than 25% FTE - to allow full implementation of the agreed workplans.

#### **7.3.2. Skills**

- Ability to solicit input from a wide range of stakeholders and ensure that input is included in Committee discussions.
- Ability to lead and manage a diverse group of people, ensuring that open communication is maintained and all voices are heard.
- Possession of excellent communication skills and a history of written and spoken communication related to global health.
- Ability to work effectively with the Management Team, to include an

- understanding of basic financial principles.
- High level of expertise in the subject matter of the relevant Partner Committee.

## **7.4. Partnership Committee Co-ordination**

The work of the Partner Committees will be co-ordinated by the CEO.

The CEO will effectively coordinate work with the Co-Chairs of each of the Partner Committees, the Partner Committee Managers and the Partnership Board Chair (or Vice Chair).

The CEO will convene meetings as required to effectively align and co-ordinate work between the Partner Committees working with Partners to bring in additional capacity, insight and expertise as required. The CEO's responsibilities will also include facilitation and coordination of PC engagement with the Partnership Board including reviewing ToRs and nominations for Committee Co-Chairs (as outlined in section 7.3) and reviewing proposals from the Partner Committees for Partnership Board agenda items, before they are submitted for consideration.

The CEO will develop a six-month (or annual) work plan that will be submitted for discussion and approval to the Partnership Board on periodic basis.

## **8. Management Team**

### **8.1. Roles and Responsibilities**

The RBM Partnership mechanisms are supported by a Management Team engaged by the legal entity that provides Hosting Services to the Partnership. The Team's primary role is to facilitate the work of the Partnership through supporting the implementation of the Partnership Board-approved Strategy and Work Plans and other decisions. Additionally, the Management Team will support the Partnership Board and other mechanisms with the planning and organisation of meetings logistics, agendas, and procedures.

### **8.2. Chief Executive Officer (CEO)**

#### **8.2.1. Role**

The CEO supports the Partnership Board to develop a strategic plan to (i) align and support affected countries, donors and other partner organizations to achieve internationally agreed targets for malaria, (ii) map resource requirements and gaps, and (iii) mobilize resources. He/ She leads the Partnership Management Team in implementing the strategy and operating plans approved by the Partnership Board and works with regional entities to ensure that regions and countries are empowered to address malaria. He or she is the public face of the Partnership and its mechanisms on a day-to-day basis.

The CEO is selected by the Partnership Board and the appointment by the Host Agency based on the Partnership Board's selection and according to relevant Host Agency policies and procedures. The CEO is functionally accountable to the Board Chair and administratively to the Host Agency's Executive Director in accordance with its policies and procedures.

The Partnership Board Chair and Host Agency will jointly ensure the effective performance assessment of the CEO.

### **8.2.2. Responsibilities**

#### *Partnership Management Team*

- Define and revise as needed the structure and role descriptions of the Partnership Management Team.
- Provide day-to-day leadership—including coordinating implementation of activities and budget execution by the Partnership Management Team—and oversight of the Partnership Management Team staff, including rigorous performance appraisals.
- Ensuring operations in alignment with all applicable laws and regulations, including but not limited to those of the host, and conducting business practises in a manner consistent with the mission and values of the Partnership.
- Recruit staff for the Partnership Management Team.

#### *Strategy and Planning*

- Lead the development of strategies, budgets, work plans, and time-bound targets with specific milestones for fulfilling the Partnership’s Vision, and ensure their approval by the Partnership Board. This will be undertaken with close collaboration with the Partnership Board, the Partner Committees, and relevant Partnership mechanisms.
- Monitor the Partnership’s progress towards key targets and regularly report to the Partnership Board.
- Escalate to the Partnership Board at an early stage any Partnership operational challenges that need Partnership Board support, including any resource deficiencies.
- Identify opportunities to grow and strengthen the Partnership.

#### *Partnership Board*

- Support the efforts of the Partnership Board and Partner Committees to mobilize resources for the global fight against malaria.
- Support the Partnership Board’s fundraising for the Partnership operations.
- Participate in meetings of the Partnership Board as a non-voting member.
- Communicate on a regular basis with the Chair of the Partnership Board.

#### *Advocacy and Communications*

- Update all Partners, including key donors and affected countries, directly on progress against the Partnership Strategy and deliverables.
- Liaise with other key relevant partnerships and agencies, including regional entities.
- Ensure that malaria remains high on the global health and development agenda.

## **9. Working Groups**

### **9.1. Role**

Managed and led by Partners, these provide venues for Partners to share information and collaborate on specialized topics. Working Groups will be self-financing and self-convening to ensure they continue to meet the needs of their target group of Partners. The Working

Groups will at all times ensure that their work is aligned with, and complements, that of WHO.

## **9.2. Criteria for Accreditation**

Working Groups must ensure the adequate participation of malaria-affected country representatives to fulfil their purpose and as a prerequisite of using the Partnership brand. The Management Team will develop detailed criteria to permit Working Groups to be accredited as RBM Working Groups and these will be approved by the Partnership Board. The Partnership Board will also approve all applications for accreditation by Working Groups. The Management Team will monitor the performance of the Working Groups and may request the Partnership Board to remove accreditation if a Working Group is either inactive or does not fulfil the requirement to ensure adequate participation of malaria-affected countries in its activities.

## **10. Conflict-of-Interest**

Conflict of interest means that an individual or his/her partner ("partner" includes a spouse or other person with whom he or she has a similar close personal relationship), or the organisation with which the individual has an employment relationship, has a financial or other interest that could unduly influence the individual's with respect to the subject-matter being considered. An apparent conflict of interest exists when an interest would not necessarily influence the individual but could result in the individual's objectivity being questioned by others. Conflicts can create the perception that a Partnership Board Member's judgment is biased. As such, conflicts can compromise or undermine the trust that stakeholders place in the Partnership Board and the RBM Partnership.

The Partnership Board will approve a Partnership Conflict-of-Interest policy that will define relevant interests that need to be declared and the process for making a Declaration of Interests (DoI).

All Members of the Partnership Board will complete a DoI annually and also when any significant changes in the previously declared information occurs.

All Members of the Partnership Committees and any other governance bodies established by the Partnership Board will also complete a DoI annually or when there are any significant changes to the information previously supplied.

The information submitted on the DoI will be used to assess whether the declared interests constitute an appreciable real, potential, or apparent conflict of interest and to determine an appropriate course of action if required. The Management Team will gather and summarize the DoI forms in a special matrix for each RBM mechanism, which will allow the relevant Chair (in consultation with the Management Team) to take informed decisions on how to prepare and handle the proceedings of each particular meeting. The DoI of a Chair will be reviewed by the Vice Chair or a Co-Chair (as appropriate).

For full transparency, all Members of the Partnership Board, Partnership Committees, and other governance structures must also make a verbal DoI at the start of meetings if they have an interest in any of the subject-matter under discussion. If necessary, they may be asked by the Partnership Board Chair or may themselves volunteer to recuse themselves from either the discussion of that subject-matter or just from the voting on it.

Submitting and updating a DoI is mandatory for all Partnership Board Members and

members of Partnership Committees and other governance mechanisms. Failure to submit and update completed forms may result in non-appointment to the body in question.

## **11. Amendments to the Bye-Laws**

The Partnership Board may amend these bye-laws at any time through the decision-making process set out in Section 6.5 above. If no consensus can be reached, then a two-thirds majority of the members present and voting will be required to approve any amendment.

A two-thirds majority is defined as the number of votes cast in favour must be at least twice the number of votes cast against.

## **12. Suspending the Bye-Laws**

The Bye-laws may be suspended for a specific length of time by a two-thirds majority of the Members present and voting at a meeting of the Partnership Board (face-to-face or virtual).