



BRINGING CIVIL SOCIETY TOGETHER
TO END THE TUBERCULOSIS EPIDEMIC

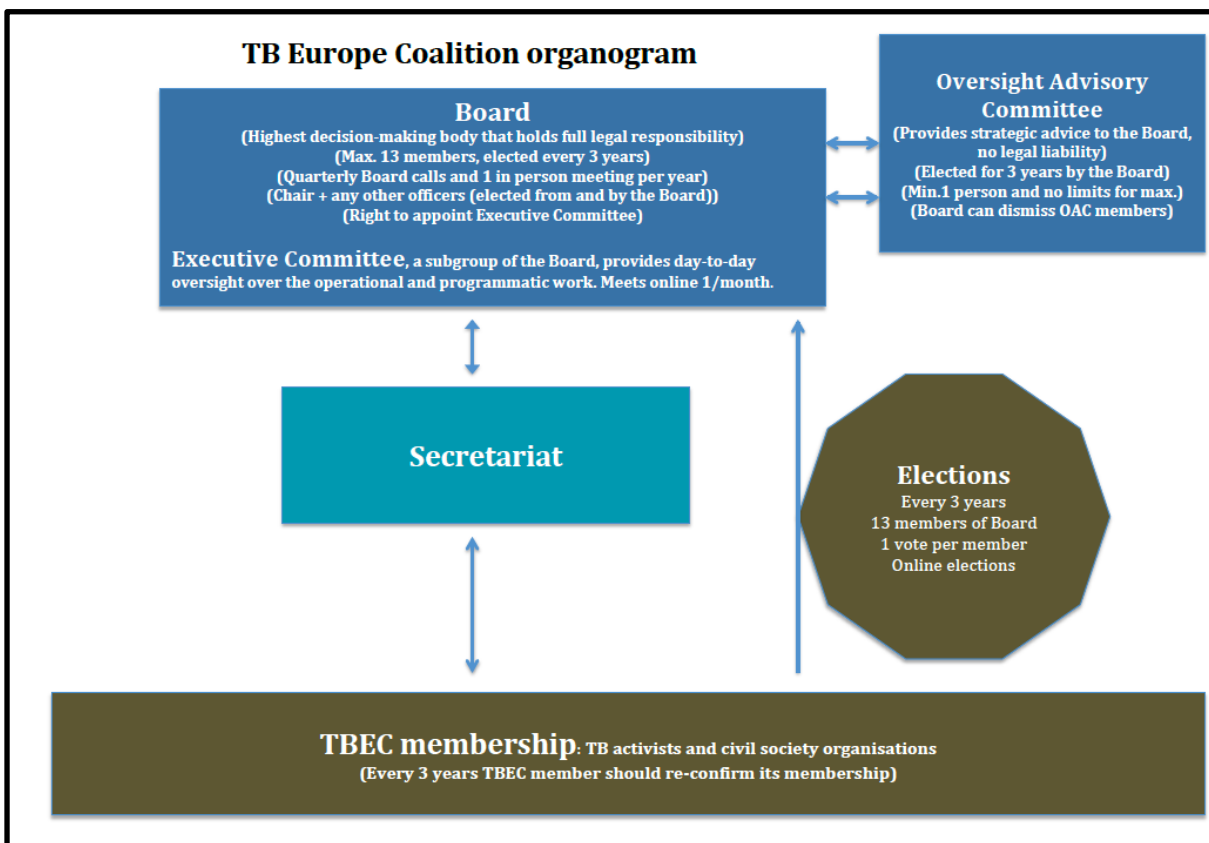
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TB Europe Coalition Board Function and Elections

This note is intended to be helpful by summarising rules relating to the Board and elections to it. Note, however, that the definitive text is the Deed of incorporation, not this note.

TBEC is governed by two key bodies: The Board and an Oversight Advisory Committee (OAC). The Board is TBEC's highest governing authority and is legally liable for the work of TBEC.



It provides strategic, operational and financial oversight of the implementation of TBEC's strategy. The Oversight Advisory Committee provides strategic advice to the Board on organisational development, strategy, governance, policy and finance. Members of the OAC are appointed by the Board.

The Secretariat is responsible for the coordination, communication, administration and management of the network.

Nevertheless, TBEC's overarching vision and mission is to ensure civil society has, and continuously increases, its capacity to drive the TB response. Thus, TBEC believes that the needs



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of the members should be at the core of TBEC strategic direction. The active involvement of TBEC membership in the governance and management of the network happens via a variety of ways, the most obvious of which is Board elections, but also via regular consultations and communication between the general membership and the governance bodies.

TBEC Board and Executive Committee

Board

TBEC Board has full legal responsibility for TBEC, under Dutch law (TBEC is registered in the Netherlands). The Board approves and monitors the implementation of TBEC strategy, policy and finances. The Board has 13 members, who are elected every three years in general elections. The Board meets quarterly via conference calls and once a year in person. When voting, TBEC members will be encouraged to reflect on the need for equal representation and geographical and gender diversity. The Board should seek to include representatives of individuals with personal experience of TB.

Rights and responsibilities

The Board members can represent TBEC and are expected to do so in the interest of the network. The Board members are expected to contribute up to 5 hours per month on TBEC related engagements. They are also expected to participate in quarterly conference calls and be present at the Annual Board Meeting. Furthermore, each Board member is expected to contribute minimum one article per year on TB related issues for TBEC newsletter and website.

Chair, other officers

Officers are appointed by the Board from among its own members. The Deed of Incorporation specifies that there must be a Chair; the Board itself can decide what other Officer positions are required (Currently as at January 2021, Co-Chair and 2 Vice-Chairs one of whom is designated Treasurer).

Any member of the Board can put forward his or her candidacy for the position of Chair and for any other officer positions. The Board, once elected, determines what posts are required and then elect the Chair and other officers from among the Board members. This is normally done in the first monthly call after the elections to the Board.

The Chair is responsible for chairing the quarterly conference calls of the Board and conference calls of the Executive Committee, and the annual face-to-facemeeting.

Board Meetings

The Board will hold a meeting at least every three months. Meetings require at least seven days notice. The notice must specify the date, time and place of the meeting and the general nature of the business.



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Meetings can be held by means of telephone or video conference or by any other means of communication (provided every participating Board member can be heard by all others simultaneously).

The Chair or any Board member can also call for an *ad hoc* meeting which has to take place within three weeks of the request.

At least one Board meeting each calendar year will take place in person;

Executive Committee

The Board has the right to establish an Executive Committee to provide day-to-day oversight and to work closely with the Secretariat with regards to programmatic and operational activities of the Coalition. The Board has decided that the Officers as a group will constitute the Executive Committee which meets as necessary between Board meetings. Executive Committee members can expect to contribute up to 5 hours per month on TBEC related activities.

Voting in the Board

During online and in-person meetings the Board makes decisions based on a simple majority. The quorum for the Board requires that a majority of members must be participating. Thus at least seven members of the Board have to be in the meeting to be able to adopt decisions.

There are some specific instances, specified in the Deed of Incorporation, when a three quarters majority is required, mostly regarding decisions relating to property, amendment of the Deed itself, adoption of By-Laws, or dissolution of the organisation.

Decisions are expected to be fully and openly debated prior to a vote being taken. Each member of the Board shall have one vote, but if there is equality of votes, the person, who is chairing the meeting, shall have a casting vote in addition to any other vote he or she may have.

Any conflict of interest must be disclosed to the Chair prior to the discussion of any matter in question. Board members with a conflict of interest should recuse themselves from voting, but may be involved in the discussion.

TBEC Board elections

The first meeting of the Board adopted By-law 4, stipulating that the persons appointed to the Board shall be those who are successful in an election open to all members of organisation. In the event of interim vacancies, the Board may fill them by appointment without an election and will decide whether or not it is necessary or convenient to hold an election. Vacancies must be filled within 3 months of them occurring.

Elections will take place every three years. To allow for practical circumstances, a leeway of 3 months either side of the end-date of the 3-year life of a Board shall be allowed as regards the organisation of elections. The outgoing Board shall remain in office until the new Board has been elected whether that happens early or late within the leeway period.



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The Secretariat will announce the call for nominations. Any member of TBEC may nominate themselves or other members. In the latter case, the nominator must check that the nominee is willing to stand. A nominator may not nominate more candidates than the number of vacancies. The nomination period must last at least 14 days from the day of announcement. After closure of the call, the Secretariat will review the nominations with regard to gender and geographical balance. If necessary, the Secretariat will advise the Board, which will then consider whether to extend the period of nominations to encourage additional candidates.

Nominees must be current members of TBEC at the date of close of nominations. The nominees must be individual members of TBEC. Before deciding to stand as a candidate, individuals should consider whether or not they may be frequently in a conflict of interest.

In order to be nominated, the applicant:

- has to be a TBEC member;
- has to speak English;
- has to give their country of residence;
- has to send a short biographical note (max. half a page), outlining his/her strengths and future contribution to TBEC;

The Secretariat will check the eligibility of nominees and confirm the willingness to stand of candidates nominated by other TBEC members. The Secretariat will start the voting period within two weeks of the close of nominations.

The Secretariat will post the list of candidates and their short bios on the TBEC website/listserves and social media.

An online voting system will be used.

The voting period will last at least 14 days. Each member has a right to one vote.

After the voting period is closed, no late ballots will be accepted. The successful candidates will be those who achieve the highest number of votes to the number of vacancies to be filled (i.e. 'First past the Post').

The results of the election will be announced within 14 days of the end of voting period.