

## **Governing Board document: 2A/2019**

6 March 2019; effective 13 March 2019

### **Statutes for The Governance Mechanism of The Defeat-NCD Partnership**

*Following adoption by Decision 1/2019 dated 13 March 2019, these statutes replace the provision entitled “terms of reference and rules of procedure for the Governing Board” contained in GB Doc 3/2018 dated 31 January 2018 rev 7 Feb 2018.*

#### **1. INTRODUCTION**

1.1 The Defeat-NCD Partnership is overseen by a Governance Mechanism that has three components: a High Level Council (HLC), a Consultative Group (CG) and an Executive Committee (EC). These are not hierarchical – they discharge complementary roles as indicated.

1.2 The statutes outlined here are informed by several considerations, including the need to :

- balance inclusive participation by interested stakeholders;
- efficiency of governance processes;
- access professional expertise essential to ensure effective governance and oversight;
- transparent handling of any actual or perceived interests of conflict;
- lessons learnt from other models and practices of governance, adapted to the requirements of our Partnership.

1.3 These statutes may be modified through due rules of procedure, with further experience and the evolving circumstances of the Partnership.

#### **2. THE HIGH LEVEL COUNCIL (HLC)**

2.1 Purpose. The HLC is the Partnership’s senior level body for providing policy guidance and garnering political will in support of the Partnership.

2.2 Terms of reference. The role of the HLC is to:

- provide guidance on policy matters concerned with advancing universal health coverage for the prevention and management of NCDs.
- consider the results and impact being achieved by the Partnership, and advise on improvements.
- garner wider political and resourcing commitment towards expanding and strengthening the Partnership.

2.3 Membership. The members of the HLC include:

- representatives at the level of minister or permanent secretary or above of countries contributing financial resources at the minimum set level, and countries that are conducting programmes under the framework of the Partnership.
- representatives at the level of chief executive officer or above of private sector companies and other non-governmental entities contributing financial resources at the minimum set level.
- a representative of the World Health Organisation at the level of assistant director general or above.
- other high-level representatives, at equivalent rank, of key partner organisations or eminent personalities whose involvement would enhance the work of the Partnership.
- the chief executive officer of the Partnership is in attendance, ex officio as secretary, to facilitate the functioning of the HLC.

2.4 Chair. The HLC is chaired by a government representative of a financial contributor or programme country at the level of minister, or above. S/he is selected by general consensus of the HLC, and serves for one-year renewable periods.

2.5 Frequency. The HLC meets face to face once a year – most likely around the time of the World Health Assembly in May.

2.6 Size. There is no limit to numbers of HLC members.

2.7 Delegation. Where the principal member of the HLC is unable attend a meeting, his/her designated representative may attend the HLC as a speaking observer.

2.8 Convening. The HLC may be convened by request of its chair, or by request from the chair of the Executive Committee or by request from the Partnership's chief executive. The normal period of notice for a face to face meeting of the HLC is two months with the agenda and supporting documents made available to members at least one month in advance. The record of discussions and recommendations are circulated within one month.

2.9 Electronic working. Discussions would normally be held and recommendations made at a regularly-convened face to face meeting of the HLC. However, for the efficient discharge of the Partnership's business, necessary discussions may also be conducted by teleconference and recommendations made by email. Electronic communications normally require two weeks' notice and conclusions, if reached electronically, are deemed to have been made in Geneva.

2.10 Decision-making. The HLC works through general consensus when making observations and offering recommendations. These are required to be presented by the Partnership's chief executive officer via the chair of the Executive Committee for its formal consideration.

### **3 THE CONSULTATIVE GROUP (CG)**

3.1 Purpose. The CG provides the forum that reflects stakeholders and constituencies that are relevant to NCDs and that are also providing financial, technical and other practical support to the Partnership. These include donor governments/public sector/intergovernmental bodies,

civil society and groups representing people with NCDs, international agencies, philanthropies, research and academia, private business sector, and those with other specialist expertise deemed to be relevant and useful. Membership is subject to management of conflicts of interest.

3.2 Terms of reference. The role of the CG is to:

- act as sounding board for the chief executive and advise on the Partnership's policies and strategies from technical, scientific, and organisational perspectives.
- catalyse and exchange learning and best practices among the members of the Partnership, in support of the objectives of the Partnership.
- review the Partnership's results and impact, and advise on improvements.
- Constitute subgroups as needed to work on specific issues and provide advice accordingly.
- communicate, advocate and make other appropriate representations to promote and advance the Partnership.
- make best possible efforts to mobilise resources for the work of the Partnership.

2.3 Membership. The members of the CG include:

- representatives of the governments of countries contributing the minimum set financial contribution to the Partnership.
- representatives of private sector companies and non-governmental entities contributing the minimum set financial contribution to the Partnership.
- representatives of programme governments who are in active joint programming work with the Partnership.
- representatives of other organisations who are in active joint programming work with the Partnership.
- representatives of other key institutions or expert individuals whose involvement enhances the work of the Partnership.
- the chief executive officer of the Partnership is in attendance, ex officio, and acts as secretary to the CG.

2.4 Chair. The chair of the Executive Committee will also normally be the chair of the CG and s/he may appoint a vice chair and other officers as required for the conduct of CG meetings.

2.5 Frequency. The CG meets twice a year, one of which is face to face and the other by teleconference.

2.6 Size. There is no limit to numbers of CG members.

2.7 Delegation. Where the principal member of the CG is unable attend a meeting, his/her designated representative may attend the CG as a speaking observer.

2.8 Convening. The CG may be convened by request of its chair/chair of Executive Committee or by request from the Partnership's chief executive officer. The normal period of notice for a face to face meeting of the CG is one month with the agenda and supporting documents made available to members at least two weeks in advance. The record of discussions and recommendations are circulated within one month.

2.9 Electronic working. Discussions would normally be held and recommendations made at a normally-convened meeting of the CG. However, for the efficient discharge of the Partnership's business, necessary discussions may also be conducted by teleconference and recommendations made by email. Electronic communications normally require two weeks' notice and conclusions, if reached electronically, are deemed to have been made in Geneva.

2.10 Decision-making. The CG works through general consensus when making observations and offering recommendations. These are required to be presented by the Partnership's chief executive officer via the chair to the Executive Committee for its formal consideration.

### **3 THE EXECUTIVE COMMITTEE (EC)**

3.1 Purpose. The EC is charged with the decisive responsibility to govern the Defeat-NCD Partnership and discharge the obligations inherent in this function, taking cognisance of the rules and regulations of the United Nations agency that is hosting the Partnership Secretariat and which have been incorporated into the hosting terms agreement.

3.2 Terms of reference. The role of the EC is to:

- formally consider the advice and recommendations made by the High-Level Council and the Consultative Group and, conversely, formally request those bodies for their consideration and advice on identified issues.
- make formal decisions on the policies and strategies that commit the resources of the Partnership.
- consider and approve the hosting terms agreement with the hosting agency.
- set the minimum level of financial contributions for membership of the High Level Council and Consultative Group, and consider and approve the other CG members that are invited or appointed.
- play an active lead role in identifying the chief executive and, through the chair, provide appraisal and functional supervision of the chief executive.
- decide on the level of authority delegated to the chief executive for conducting the programmes and operations of the Partnership.
- act as a sounding board for the chief executive, and advise and support him/her as appropriate.
- review and endorse the periodic workplans and budgets of the Partnership including the Secretariat, and monitor performance and progress on the delivery of the Partnership's strategies and objectives.
- provide, via the chief executive officer, accountability to donors and other stakeholders in the Partnership.
- establish "rules of engagement" with the private business sector based on the principles of the United Nations Global Compact.
- identify and manage/mitigate any risks – strategic, operational, and reputational.
- formally consider the reports of evaluations and audits carried out in relation to the Partnership.
- consider and investigate any complaints that the chair decides as meriting attention.
- update the statutes of the governance mechanism of the Partnership as necessitated by changing circumstances.
- facilitated by the Partnership Secretariat and in consultation with relevant components of the Governance Mechanism, promulgate their applicable rules of procedure if the provisions contained in these statutes require elaboration.

3.3 Membership. The core voting members of the EC serve in their personal capacities and are individuals of proven integrity with no competitive self-interest in the work of the Partnership. They must also have established professional competence and track record in one or more of these areas:

- financial and private sector expertise
- legal expertise
- person living with an NCD and personally experienced in the issues faced by people living with NCDs.
- expertise in an area relevant to health, social or economic development or humanitarian action
- special policy, political, diplomatic, innovation, or managerial expertise deemed essential for the functioning of the Partnership

Ex-officio member attendees include

- a representative of the World Health Organisation (ex officio)
- the chief executive officer of the Partnership (ex officio and non-voting), and acting as secretary to the EC.
- a representative of the agency hosting the Partnership (ex officio, non-voting and attending for relevant sessions concerned with hosting issues)

3.4 Chair and other officers. The EC selects, through consensus among its core voting members, its own chair, vice chair, and treasurer, for renewable three-year terms. The chief executive officer acts as secretary to the EC and may designate Secretariat staff to provide support in that function.

3.5 Frequency. The EC meets every four months including at least one face-to-face meeting with the others being conducted by teleconference as required.

3.6 Size. There are a minimum of 5 and a maximum of 7 core voting members of the EC. Core voting candidate members are subject to due diligence and vetting processes before appointment.

3.7 Appointment. At its start, the EC will be constituted by nominated members with nominations submitted to the Secretariat. Subsequently, whenever a vacancy occurs, there will be an open, public call via the website and social media of the Partnership for nominations. After diligence by the Secretariat to confirm eligibility, the nominees will be reviewed by the Chair and put to the full EC for their endorsement or selection if there are multiple nominations for the same vacancy.

3.8 Quorum. The quorum for decision making will be at least 4 core voting members present or, if absent, registering their position electronically in writing within 3 days of a formally convened meeting. Decision making is normally by consensus but if required voting may take place with a decision deemed to have been made if 4 core voting members are in favour.

3.9 Delegation. The authority of a core voting member cannot be delegated. No substitutions are permitted if the core member is unable to attend but his/her representative may attend as a speaking observer.

3.10 Convening. The EC is deemed to be in permanent session so that the Partnership is under continuous governance. However, for collective discussion, the EC may be normally convened by request of its chair or by request from the Partnership's chief executive officer. The normal period of notice would be one week with the agenda and supporting documents made available to members at least three days in advance. The record of discussions and recommendations are circulated within one week.

3.11 Electronic working. Discussions may be held and decisions made at a normally-convened meeting of the EC or through electronic exchange. Decisions would normally require one week notice and, if reached electronically, are deemed to have been made in Geneva.

3.12 Emergencies and special circumstances. In the case of an emergency where an immediate response or measure is required to protect the interests or activities of the Partnership, the chair (or vice chair in his/her absence) and the chief executive officer acting together may jointly take necessary decisions. Such decisions should be communicated as soon as feasible electronically to the full core voting EC membership for endorsement.

3.13 Extraordinary meeting. An extraordinary meeting of the EC may also be convened by the chair at any time at his or her own initiative or at request from the chief executive. If the chair or /and chief executive officer refuse such a request, an extraordinary meeting may still be convened if at least 4 core voting members so demand. Extraordinary meetings are required to give 3 working days' notice.

#### **4. GENERALLY APPLICABLE CONSIDERATIONS**

4.1. Equity. The Partnership is committed to the principle of gender equality and wider inclusiveness in terms of ability, personal orientation, and geographical diversity. The Governance Mechanism strives towards equitable representation in its own internal structure.

4.2 Conflict of interest. All Governance Mechanism members, while discharging their commitments as members, recognise their personal and professional duty to serve the best interests of the Partnership with due objectivity and integrity. Based on best governance practices in the international agency arena, a code of conduct will be developed for CG and EC members that they are expected to sign, as well as a register of relevant interests, to provide for transparency and the full disclosure of any actual or perceived conflicts of interest. Declarations of interest would be required to be signed on an annual basis and generally abide by the Defeat-NCD Partnership declaration of interest policy. The provisions of the United Nations Global Compact apply to all members. A system for managing any possible conflicts of interest will be developed, for example, by relevant members being recused from discussion and decision-making on particular issues if that is appropriate.

4.3. Remuneration. All members serve voluntarily and may not be remunerated by the Partnership for their time or effort while performing their duties as Governance Mechanism members. They may reclaim travel expenses incurred on behalf of the Partnership and according to its travel policies, unless they decide to waive this or if these cannot be reasonably covered from their own professional or personal resources. Those eligible for

reimbursement would normally be based in low- or-middle-income countries or may be other individuals invited specifically for their expertise and whose institutions (if any) are unable to sponsor them. Any such reimbursement would cover the most economical appropriate mode of travel and accommodation, and also depends on resources available to the Partnership Secretariat, and its obligations to ensure prudent and efficient use of resources.

## **5. COMPLEMENTING MECHANISMS**

5.1 The High Level Council, the Consultative Group, and the Executive Committee are the formal mechanisms of the Partnership's Governance Mechanism. In addition, the Partnership has two representative and information sharing or consultation mechanisms as below.

5.2 Honorary President(s) and Special Envoys. These are highly-distinguished individuals appointed by the Executive Committee to represent the Partnership for short- or long-term periods of time to discharge agreed representative, protocol, diplomacy, or advocacy functions. They have no financial or decision-making authority. Goodwill Ambassadors donate their time and will not be paid a salary. They may be given travel and daily subsistence allowances when they are travelling on behalf of the Partnership, though where possible they should ideally cover their own costs. When reimbursed, Goodwill Ambassadors will be entitled to the standard of travel and daily subsistence allowance normally accorded to EC Members.

5.3 Geneva "Friends of Defeat-NCD Ambassadors Group". These are members of the diplomatic corps in Geneva representing countries and international groupings of countries that are current or future stakeholders in the Defeat-NCD Partnership. They are brought together for briefings and consultations by the chief executive officer as required.