Terms of Reference and rules of procedure for the Governing Board

These TORs and rules of procedure adopted at the establishment of the Defeat-NCD Partnership may be modified with further experience.

1. The Defeat-NCD Partnership will be overseen by its Governing Board (GB) with the following terms of reference:

   • to decide on policies and strategies.
   • to review and endorse the periodic work plans and budgets of the Partnership including the secretariat, and to monitor performance and progress on the delivery of the Partnership’s strategies and objectives.
   • To communicate, advocate and make other appropriate representations to promote and advance the Partnership
   • to make best possible efforts to mobilise resources and to ensure the financial viability of the Partnership and its secretariat.
   • to establish “rules of engagement” with the private business sector based on the principles of the United Nations Global Compact.
   • to identify and manage any risks – strategic, operational, and reputational.
   • to appoint the Governing Board chair, vice chair, and treasurer, for renewable three-year terms.
   • to set rules for its own meetings and manage governance processes.
   • to provide accountability to donors and other stakeholders in the Partnership.
   • to play an active lead role in identifying the chief executive, advise and support him/her and, through the chair, provide appraisal and functional supervision of the chief executive.

2. The GB composition is intended to provide a broad reflection of stakeholders and constituencies that are relevant to NCDs and that are also providing financial, technical and other practical support to the Partnership. These will include donor governments/public sector, 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.

3. The World Health Organization, as the lead global health agency for the United Nations system, has ex-officio presence on the GB, with the right to vote. Other ex-officio members with full voting rights include the representative of the governments of countries where the Partnership has programmes.

4. Other ex officio members include (a) a representative of the agency hosting the Partnership and (b) the chief executive. They participate fully in meetings but do not have voting rights.

5. The minimum size of the GB shall be 7 members and the maximum 28 members. The optimal size of the GB is seen as approx. 17 members. As the Partnership develops with more and more partners coming on board, a constituency-based system may be introduced to ensure that the GB remains optimally-sized but representative of its stakeholders. Initial thresholds for financial contributors who would like a seat on the GB may also be instituted.
6. The quorum for decision making shall be at least 7 members present with decision made by majority of them when a formal vote is required.

7. The GB is committed to the principle of gender equality and will strive strongly to ensure a gender-nuanced approach in all Partnership programming, as well as equal representation by women and men in our own internal processes.

8. All members, while discharging their commitments as GB 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 that GB members 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. A system for managing any possible conflicts of interest will be developed, for example, by relevant members being recused from decision-making on particular issues if that would be appropriate.

9. The GB will meet by teleconference approx. every four months or as frequently as its members decide. All such meetings will be deemed to have occurred in Geneva even as members attend digitally from elsewhere. At least one GB meeting annually will be held face-to-face, in Geneva or elsewhere, subject to the availability of resources.

10. The normal period of notice for a GB meeting shall be 14 days and the agenda and supporting documents should be made available to members at least 7 days in advance. The record of decisions made at a GB meeting shall normally be circulated within 7 days.

11. Decisions would normally be made at a regularly-convened Board meeting. However, for the efficient discharge of the Partnership’s business, necessary decisions may also be made by email. Such electronic decision-making will normally be made by giving members 14 days to respond to draft decisions. As long as a quorum of 7 responses have been received electronically, the decisions will be deemed to have been taken if so approved by the majority of them.

12. An extraordinary meeting of the GB may be convened by the chair at any time at his or her own initiative, or at the request of at least 3 members, or at request from the chief executive. If the chair refuses such a request, an extraordinary meeting may still be convened if at least 5 members so demand. Extraordinary meetings shall be required to give 5 working days’ notice.

13. 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 acting together may jointly take necessary decisions. Such decisions should be communicated as soon as feasible electronically to the full Board membership for endorsement.

14. All GB members serve voluntarily and may not be remunerated for their time or effort while performing their duties as GB members. They may reclaim travel expenses incurred on behalf of the Partnership unless they decide to waive this or if these cannot be covered from their own agencies.