

## BOARD MANUAL

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The Secretariat is hosted and administered by the World Health Organization

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- Take decisions on invitations to high-level, high-impact speaking engagements;
- Working closely with Board members, mobilize resources for task force lead partners (which are not UN agencies or donors/foundations).

The EC consists of seven Board members, including the Chair and Co-Chairs, and one member from each of the remaining three constituencies that are not represented by the Chair and Co-Chair seats. The host institution will serve as a permanent ex-officio member of the EC to ensure timely advice on legal and other issues related to hosting procedures and processes. Membership is on a rotating basis, similar to the selection process for Board members themselves.

The EC holds six-weekly meetings by teleconference. All meetings are minuted and minutes are made available to Board Members.

### **Committee and Task Force Chairs**

The Board shall identify a qualified candidate to chair a committee or task force taking into account the mandate of the committee or task force. The Board will strive to balance maternal, newborn and child health expertise as well as constituency representation across chairships of committees and task forces.

### **Amendments to this Board Manual**

This Board Manual may be amended at any time by the Board.



provide guidance and decisions on operational issues. The EC does not take decisions on operational issues where there are expected to be controversies or differences of view without wider consultation with Board Members. The EC refers to the full Board decisions which are likely to be of considerable significant to the Partnership. Also, delegation of Board functions to the EC will be subject to relevant WHO regulations and guidelines, unless specific provisions are made in the Memorandum of Understanding.

The EC has these specific functions<sup>5</sup>:

- Agree on Board agendas and any process issues to ensure effective use of Board meetings;
- Take action on operational issues that arise in the execution of the Partnership value-added work plan and provide operational guidance to the Secretariat;
- Generate recommendations for Board consideration on the work plan and any operational policies and procedures;
- Editorial approval of PMNCH publications (not on controversial issues, which are referred to the Board), taking into account WHO requirements as specified in the Memorandum of Understanding;
- Ensure effective coordination amongst task forces undertaking Partnership activities;
- Monitor overall performance of the task forces and application of the subsidiarity principle<sup>6</sup>, i.e., that the Secretariat takes a lead role when this is the stated preference of the partners;

<sup>5</sup> Source: Board Meeting November 10-11, 2008, Geneva, Note for the Record

<sup>6</sup> In a partner-centric approach, this principle implies that implementation of added-value activities by the Secretariat or by third parties (eg consultants) should only be pursued if it is agreed that the activities cannot or will not be undertaken fully and effectively by the partners themselves.



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## Introduction

The Partnership for Maternal, Newborn and Child Health (PMNCH) is an alliance of international organizations, government agencies, non-governmental organizations, partner countries, donors and foundations, health care professional organizations and academic/research/training institutions who have a shared interest in, and commitment to, the achievement of the maternal and child health-related MDGs and are willing to be committed to short- and long-term measures to achieve them.

The Partnership initiates strategic priorities and initiatives through a partner-centric approach. This means that partners take leadership in defining overall objectives, aims and content of the initiatives, mobilize resources for their successful implementation, and monitor and report on progress achieved. Lead partners are supported by other partners with an interest and comparative advantage in the work. The Partnership Secretariat has a facilitative role.

The Partnership works within the internationally-agreed frameworks including the Program of Action of the International Conference on Population and Development and the Platform of Action of the Fourth World Conference on Women<sup>1</sup>. The Partnership is not an independent entity, but a collaborative mechanism amongst its Members. Members are committed to providing adequate and sustainable funding for the continued operation of The Partnership and its Secretariat.

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<sup>1</sup> Source: PMNCH Conceptual and Institutional Framework Document, December 2005.



Task forces are structured around an agreed mandate and set of deliverables and are time-limited.

Terms of reference for task forces clearly set out respective roles of partners, the Secretariat and/or external consultants for each activity. These terms of reference are approved by

the Executive Committee (see next section) and shared with the full Board. They are comprised of a majority of Board Members, including Alternate, and should in all circumstances be chaired by a Board Member or Alternate. Task forces may include other members of the Partners Forum, who are not Board members, when invited by the Board or task force chair to participate in a task force due to their specific skills and expertise.

### Finance Committee

The Finance Committee (FC) shall be a permanent committee of the Board, reporting to the Board, and composed of three members elected by the Board<sup>4</sup>. The FC works closely with the Director and other Secretariat staff, and is responsible for providing advice on all policy and strategy issues that relate to finance and audit to the Board. The Committee reviews budgets and budget reports and work plan implementation reports and recommend these for approval (or not) by the Board. The Finance Committee also alerts the Chair and Co-Chair to budget overages. Terms of reference are provided in **annex A**.

### Executive Committee

The Executive Committee shall be a permanent committee of the Board. The main responsibility of the Executive Committee is to manage Board business between Board meetings, and to

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<sup>4</sup> Source: Report to the PMNCH Board of the Governance Committee, July 2008.



Nominations may be received any time prior to the election. Candidates are eligible for election when they have been nominated, and their nomination has been seconded, by Board members with voting privileges, and they have confirmed to the Secretariat that they accept the nomination.

The Chair shall conduct the election, or, in the event the Chair is a candidate, the Co-Chair. In the event both the Chair and Co-Chair are candidates, the longest-serving Board member shall conduct the election. During the election no candidates shall be permitted in the meeting room. The election process may be conducted by email. In this case, the Secretariat will provide facilitation. If there is only one candidate for the position, the process shall proceed by acclamation.

## Committees of the Board and Task Forces

### General

The Board may establish such committees, task forces, advisory panels and other similar groups it deems necessary to carry out the business of the Board. Committees will be established with defined terms of reference and deliverables. The terms of reference of committees shall be reviewed by the Board as appropriate. Committees will normally meet before and/or after Board meetings at the discretion of the committee chair and depending on their program of work. Committees will operate under this Board Manual. Committees and task forces may conduct business only when a majority of members are present.

### Task Forces

The work of the Partnership is undertaken by the partners through task forces.



The Partnership consists of a network of some 250 plus organizations, a Partners Forum, a 23-member Board and a Secretariat, working together to realize a common vision for maternal, newborn and child health (MNCH).

- Membership is open to all organizations and institutions that work in the MNCH field and/or have a shared interest and commitment to achieving MDGs 4 and 5. Members may apply using a web-based application process;
- The Partners Forum is a consultative and ideas-sharing body, which shares MNCH best practice and experience, promotes communication amongst the spectrum of MNCH stakeholders, provides an opportunity for active exchange of views and information on global and national practices, and provides members with an opportunity to contribute to, or be involved in, PMNCH activities, including task forces;
- The Secretariat is currently hosted by the World Health Organization. It undertakes a series of core functions including servicing the governance structure, supporting the Partners in carrying out partnership activities, and supporting the Executive Committee and the Board in mobilizing resources for Partnership activities, and administrative and other functions;
- The Board is the governing body of the Partnership and holds decision-making authority, as set out below in this Board Manual. In addition, there are two standing committees: the Executive Committee and the Finance Committee.



## Board Functions

### The Board has these responsibilities:

- Endorses the Partnership's mandate and institutional framework;
- Sets policy, establishes goals, priorities and strategies for the Partnership in line with internationally agreed frameworks;
- Approves the Partnership's work plan and budget and monitors progress in implementing work plan and budget;
- Mobilizes adequate funds for the effective operation of the Partnership and its initiatives;
- Presents a consensus recommendation to the Director-General of WHO concerning the appointment of the Director of the Partnership Secretariat, as per due process described in the host-agency Memorandum of Understanding;
- Assumes management responsibility for the Secretariat through the Director and monitors his/her performance through regular reports and budget statements presented by the Director;
- Supports the PMNCH strategic priorities, i.e., political advocacy for MNC health, harmonization and accountability;
- Establishes committees of the Board and time-limited task forces and approves their terms of reference;
- Represents the Partnership to donors, countries, institutions and other appropriate fora;
- Approves Partnership publications.



The Chair will maintain close communications among the members of the Board between meetings, and will work closely with the Director to carry out the day-to-day business of the Board.

### Director

The Director shall attend all Board meetings, and shall be responsible for the preparation and distribution of all materials required for the meeting, and for such other duties and responsibilities as may be assigned by the Chair of the Board.

### Rapporteur

The Secretariat serves as Rapporteur for the Board. The Rapporteur is responsible for the timely preparation, review and approval of the Board minutes, and such other related duties and responsibilities as may be assigned by the Chair.

## Election of Board Chair and Co-Chair

### Term of office

The term of office of the Chair and Co-Chairs is two years, renewable once.

### Election

Elections of the Chair and Co-Chair shall take place at the first Board meeting of the year. In the case of a vacancy, elections to fill the vacant slot may take place at the first Board meeting at which a vacancy exists, or prior to, by correspondence.

The Secretariat shall announce forthcoming elections and call for nominations at least 40 days in advance of the election.



Board Member, Board meetings will have simultaneous interpretation in any official UN language.

### **Closed Sessions**

At its discretion, the Board may conduct its business in closed session. Board Representatives only may attend.

### **Transparency**

Board decisions and related documentation will be made public, via the Partnership's website.

### **Cost of meeting attendance**

The cost of attendance for representatives of developing-country ministries, non-governmental organizations, academic/research/training institutions, and health care professional associations will be met by the Partnership. This support is limited to **one** person, i.e., the Representative or the Alternate (when the Representative cannot attend), but not both.

## **Roles and responsibilities**

### **Chair and Co-Chair**

The Chair shall be responsible for the conduct of all meetings of the Board, and shall be the principal spokesperson for the Board. While the Board Chair, or in his or her absence, the Co-Chair, is presiding, his or her Alternate Member will be permitted to participate in the discussion. However, the Board Chair or Co-Chair will retain the single vote of the seat.



## **Board Member Representation**

### **Size and Composition of the Board**

The Board consists of no more than 23 members selected from amongst the Partners Forum membership. Board Members represent six constituencies (see below) ensuring there is a balance between maternal, newborn and child health interest health and between national and international institutions as well as a mix of geographical representation. Board Members are institutional or representative of a constituency. Board Members normally speak for their institutions or constituencies and will indicate when they are reflecting a personal view.

Seats on the Board are allocated to representatives as follows:

- Donor governments/agencies and foundations, including one specific seat for a foundation (**four**);
- Developing countries, represented through the Ministry responsible for health (**four**);
- Multilateral organizations with a health mandate related to MDGs 4 and 5: UNICEF, UNFPA, WHO and the World Bank (**four**);
- Non-governmental organizations (**four**);
- Academic/research/training institutions (**three**);
- Health care professional associations (**three**);
- Optional seat which may be filled by an additional bilateral donor (**one**);



## Terms of Office

Board Members serve as the representatives of constituencies holding the Board seat.

The four multilateral organizations (UNICEF, UNFPA, WHO, the World Bank) hold permanent seats on the Board. The term of office for all other Board Members is two years, renewable once. A Board Member's term shall begin at the opening of the first Board meeting in a given year, and end at the opening of the first Board meeting in the second calendar year following the commencement of their term.

In order to ensure continuity, Board members' terms of office shall be staggered. Board Members have a responsibility to communicate their (and their agencies') intentions to rotate off and to inform their constituencies in a timely manner when rotation is under consideration.

The following rotation schedule shall be observed: constituency groups with four Board seats to rotate (and replace) two in April 2009; and for those with three Board seats to rotate (and replace) one.

## Selection of Board Members

Each constituency will develop its own process to designate its representatives to the Board and shall provide this process to the Board for reference.

Selection of members will be guided by the following criteria:

- Currently and actively working in the field of maternal, newborn or child health;



be clearly identified and prioritized. The Board agenda will be approved by the Board at the beginning of each meeting. In circumstances where no consensus is reached, the Board

Chair shall determine which items are to be included in the meeting agenda submitted to the Board for approval.

## Decision making

The Board shall use best efforts to reach all decisions by consensus. If all practical efforts by the Board and the Chair have not led to consensus, any member of the Board with voting privileges may call for a vote. In order to pass, motions require a **two-thirds** majority of those present. In the event of a tied vote, the Chair has the deciding vote.

If, in exceptional circumstances, the Director, Board Chair, or Co Chairs, determine that a pending issue requires Board input, and the issue cannot wait until the next Board meeting, the Board Chair and Co-Chair will consult the Executive Committee. Such Board input will wherever possible take the form of consultations that inform the decision of the Board Chair and Co-Chairs, rather than formal Board decisions. If the Board Chair and Co-Chair are unable to agree on whether such consultation with Board members is required, the Chair may determine whether to do so.

## Quorum

The Board may conduct business only when a simple majority of Board members is present.

## Languages

Materials prepared by and/or for the Board, including minutes of meetings, shall be in English. Upon prior request of a





Communication between the Secretariat and Board Members will normally be by email. Board meetings will be face-to-face meetings.

Unless otherwise requested, the Secretariat will send all necessary documentation related to Board business directly to the designated Board Member and Alternate Members. In addition, each Board Member may, from time to time, designate one additional "communication focal point" authorized to receive documentation. It will be the responsibility of the Board Member, Alternate Member and/or the communication focal point, not the Secretariat, to make any further distribution of documents to constituent members or other interested parties.

Board Members, Alternate Members and communication focal points should keep the Secretariat informed of changes to their business address, telephone and email address.

## Conduct of Meetings

### General conduct

Meetings will be conducted by the Chair and Co-Chairs.

### Agenda

Unless otherwise agreed by the Board, proposed agenda items for Board meetings should be submitted to the Secretariat at least **four weeks** in advance of a scheduled meeting.

An agenda with related documentation should be circulated to Board Members by the Secretariat at least **two weeks** in advance of Board meetings. Board agendas will provide background and rationale for each item. Items for decision will



- Level of profile within the constituency and regionally or globally;
- Level of authority in the organization represented;
- Willingness and ability to afford the time and resources required for Board work;
- Specific criteria (e.g., representation from a specific geographic area or a specific issue) may be set by the Board, and a constituency group with an opening may be asked to prioritize such criteria in selecting candidates.

### Requirements for Attendance

A Board Member is deemed to have resigned if he/she misses **two** Board meetings without proper reasons and/or communication. A Board Member is deemed to have resigned after missing **three** meetings with or without proper reasons and/or communication. When deemed resignations arise, it is the responsibility of the Board Chair to take a final decision on the resignation and to notify the Board Member in writing<sup>2</sup>.

### Chairs and Co-Chairs

The Board has a Chair and two Co-Chairs who act in support to, and in the absence of, the Chair. As far as possible, the Chair and Co-Chairs reflect a balance between maternal, newborn and child health interests and represent different constituencies and geographical areas. The Chair and Co-Chairs represent the Partnership in communications with organizations, countries and other initiatives in the global health arena. The Chair and Co-Chairs are elected in a transparent manner by the Board. The Chair and Co-Chairs

<sup>2</sup> Source: Board Meeting, July 17-18, 2008, Note for the Record



will be selected by Board Members through a process of voting following a request for nominations. Nominations may be submitted by Board Members only<sup>3</sup>.

### **Alternate Members**

Each holder of a Board seat may designate an Alternate Member to serve in his or her place. The Alternate Member serving in the place of a Board Member shall have the same rights, privileges and responsibilities as the Board Member. Alternate Board Members may be selected by organizations or constituencies in any manner they choose. Only one individual, the Board Member or the Alternate, may speak per agenda item.

### **Additional Delegates, Advisers, Observers, Invited Guests**

A maximum of ten persons may be invited as Observers. Such persons are not to be decision-makers and do not carry a vote. No person or constituency has permanent observer status. Observers from other global health partnership will be welcomed in the interest of collaboration. No more than two observers will be permitted from any single organization and their attendance will be based on the relevance of their presence to items on the agenda.

### **Notification of Representation**

Appointment of Board Members and Alternate Members will be confirmed by email to the Board Chair and Secretariat at the time of the appointment. Appointments may be received at any time. Notification should include name, title, business address, telephone and email address. Upon substitution or

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<sup>3</sup> Source: Report of the Ad Hoc Committee on Governance, submitted to the Board, December 2007.



replacement of a Board Member or Alternate Member, email notification should be provided to the Secretariat as soon as possible.

## **Calling Board Meetings**

### **Regular Board Meetings**

The Board Chair convenes Board Meetings. The Board is required to have two meetings per year, however, the Board may adjust the frequency of meetings as necessary. When deciding on the location of meetings, due consideration will be given to ensuring that the membership does not face difficulty in visiting the selected country, especially with regards to visa requirements and costs. The Board Chair may convene a Board meeting by teleconference.

The Board meeting schedule will be set annually.

### **Extraordinary Board Meetings**

The Board Chair and Co-Chairs, acting together, may call extraordinary Board Meetings only as necessary to address critical circumstances and only with the approval of at least one-third of the members of the Board. In the event no consensus is reached between the Chair and Co-Chairs over whether such critical or extraordinary circumstances exist, the Chair shall determine whether such meeting is necessary. Any Board member, or the Director, may suggest the need for an extraordinary meeting to the Board Chair and Co-Chairs.

### **Communications**