



GF/B7/4

Rules and Procedures for the Election of Vice Chair of the Board

Outline: This document explains the rules and procedures that will govern the election to fill the vacancy of Vice Chair of the Board.

Part 1: Election Procedures

1. The resignation of Dr. Suwit Wilbulpolprasert, Vice Chair of the Board, creates a vacancy in that position effective 17 March 2004.
2. The Board's Bylaws and Board Operating Procedures govern the terms and conduct of the election to fill the vacant slot. The following apply:
 - a. Term of Office. The individual elected to fill the vacancy serves out the term of his or her predecessor, namely until the second Board Meeting of 2005. (Bylaws, Article 12).
 - b. Eligible Candidates. Candidates must be voting Board members of the recipient voting block (the seven regional representatives from developing countries and two NGO representatives)(Bylaws, Article 7.3). Because new Board members will begin their terms on 18 March, the Vice Chair will be elected from the pool of new Board members. To be eligible, a candidate must be nominated by a voting Board member, the nomination must be seconded by a voting Board member, and the candidate must confirm acceptance of the nomination (Board Operating Procedures, Section 18). The Nomination Form should be used.
 - c. Nominations. The election has been called for 18 March 2004. Though nominations may be received at any time, the Board Operating Procedures call for nominations to be received by the Secretariat 20 days prior to the election, or 27 February 2004 (Board Operating Procedures, Section 18). The Nomination Form is attached as Annex 1.
 - d. Election. The Chair of the Board will conduct the election on the 18 March 2004. Decision making will occur according to Board procedures. (Board Operating Procedures, Section 10 and 19)

Part 2: Relevant Governance Provisions

1. Extracts from the Bylaws:

7.3. Chair and Vice Chair

Board Members will select the Chair and the Vice Chair of the Foundation Board from among voting Board Members, provided that the two positions will alternate every two years between the voting groups described in Article 7.6.

Article 12. Vacancies.

A vacancy in the office of Chair or Vice Chair resulting from death, resignation, disqualification or any other reason, shall be filled in the same manner in which the original holder of that office or position was appointed or selected. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.

2. Extracts from the Board Operating Procedures:

10. 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 of both: a) the group encompassing the 7 donor seats and the 2 private sector seats and b) the group encompassing the 7 developing country seats and the 2 non-governmental organization seats.

E. ELECTION PROCEDURES FOR BOARD CHAIR AND VICE CHAIR

17. Timing of Elections; Commencement of Terms

Elections of the Chair and Vice Chair shall take place at the first Board meeting of the year. In the case of a vacancy, elections to fill the vacant slot shall take place at the first Board meeting at which a vacancy exists.

The terms of office for Chair and Vice Chair shall commence on the second Board meeting of the year, except in the case of elections to fill a vacancy, where terms shall commence immediately upon election.

18. Nomination

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

Nominations may be received any time prior to the election, though nominations should be received by the Secretariat 20 days 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.

19. Voting Process

The Chair shall conduct the election, or, in the event the Chair is a candidate, the Vice Chair. In the event both the Chair and the Vice Chair are candidates, the Rapporteur shall conduct the election.

During the election no candidates shall be permitted in the meeting room. If there is only one candidate for the position, the process shall proceed by acclamation.

If there is more than one candidate for the position, the Board shall proceed under the decision-making procedures outlined in Section 10.

The Global Fund to Fight AIDS, Tuberculosis and Malaria Nomination Form	
Position	Vice Chair of the Board
Name	
Title	
Country/Organization	
Constituency	
Nominated By	Board member: Constituency:
Seconded By	Board member: Constituency:
Nomination Accepted by Candidate	
Date of Submission	