



BRINGING CIVIL SOCIETY TOGETHER
TO END THE TUBERCULOSIS EPIDEMIC

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TBEC governance framework

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1. General

The TB Europe Coalition (hereafter, TBEC) governance framework is intended as a guide of TBEC internal governance structures and management procedures. The framework acts as an operational manual for the members. It describes various layers of management and outlines different management policies within the organization. The framework document includes references to several key governance documents such as TBEC Deed of Incorporation (Annex 1), TBEC bylaws (Annex 2) and TBEC Strategy 2017-2021 (Annex 3) amongst other documents.

Mission

Formally, under its Deed of Incorporation, TB Europe Coalition has as its statutory objective to further the achievement of a world free of tuberculosis (TB) and support community, humanitarian, social, health promotion, medical and scientific activities throughout the world and especially within Europe and Central Asia (the European region of the World Health Organisation) for the care, relief and rehabilitation of people affected by TB and related medical and social conditions, and for the prevention and management of the disease.

Within the scope of this objective, TBEC has defined its mission and vision:

TBEC vision: a world free of TB.

TBEC mission: civil society driving the TB response.

Values

TBEC maintains a commitment to the following core values:

Empowerment: TBEC believes that people's needs should be at the centre of any TB decision-making. As such, TBEC seeks to empower civil society and TB affected communities to actively participate in the TB response.

Human rights based approach to TB: A human rights-based approach to TB prioritises the dignity and autonomy of all people with TB. TBEC is committed to promoting and defending the rights of TB affected people.

Equality & social justice: TBEC upholds the principles of promoting and defending health equality, with special focus given to engaging and empowering vulnerable and marginalised groups in TB affected communities.

Independence, transparency and accountability: TBEC only accepts funding from donors whose objectives are in line with its vision and core value. Furthermore, TBEC maintains a policy of transparency and disclosure for its beneficiaries, donors, and partners.

Legal form

TBEC has been officially registered under Dutch law as a foundation (or “Stichting” in Dutch) in the Netherlands’ Chamber of Commerce in December 2017. Its official address, or seat, is with Global Health Advocates, in Brussels, Belgium.

Deed of Incorporation & Bylaws

TBEC is officially registered in the Netherlands via its Deed of Incorporation and has established further working procedures through its own Bylaws.

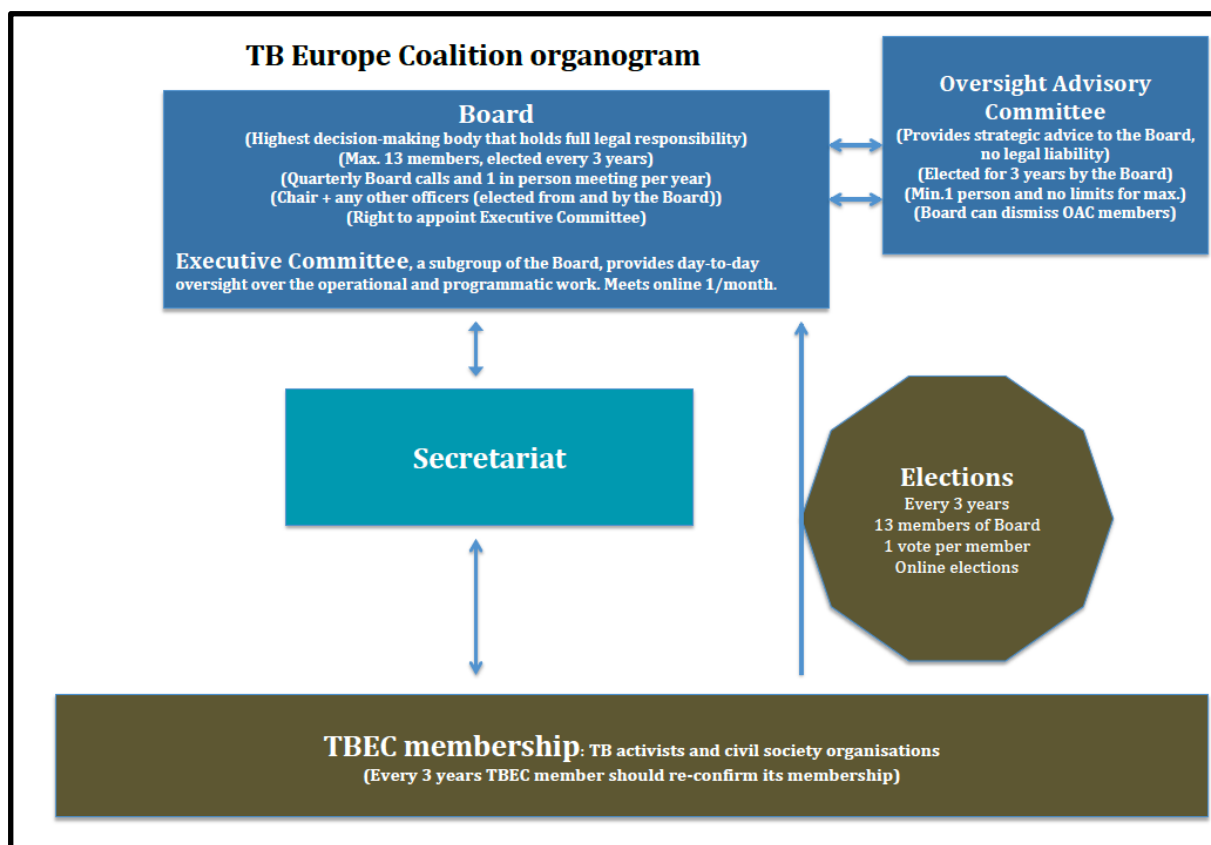
- Deed of Incorporation – Annex 1; this document is legally binding and establishes the main governance framework for TBEC (its Board and Oversight Advisory Committee) and how it operates. It also contains articles relating to dissolution of TBEC, audit and finances. The original document is in Dutch, but an English translation is available. Any changes to this document need to be done with a notary.
- Bylaws – Annex 2; Some internal governance and management procedures of TBEC do not fall under the legal jurisdiction of a Stichting. For example, the Stichting model foresees the Board as the highest and only governing body. As such, this model does not legislate on TBEC membership or Board election, as neither is legally required in a Stichting model. However, in practice TBEC network is governed by its members. In order to comply with internal governance principles, TBEC has therefore chosen to lay out more specific provisions in Bylaws. Article 13.1 of the Article of Incorporation stipulates that adoption of and changes to the Bylaws require a 3/4 majority of those participating in the relevant Board meeting. Subject to that requirement, the Board has the right to make changes to the Bylaws at any time.

2. Management and governance

Governance structure

TBEC is governed by two key bodies: the Board and an Oversight Advisory Committee. 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.

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



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

2.1. TBEC Board and Executive Committee

Board

TBEC Board has full legal responsibility for TBEC, under Dutch law. 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 connects 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 individuals with personal experience of TB (whenever possible).

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 five hours per month to

TBEC related engagements. They are also expected to participate in quarterly conference calls and be present at the Annual Board Meeting. Further, each Board member is expected to contribute at least one article per year on TB related issues for the TBEC website.

Chairperson and other officers

Any member of the Board can put forward their candidacy for the position of the Chair and for any other officers. The Board, once elected, will determine what posts are required and then will elect other officers from among the Board members. The Chair and any other officers will be elected in the first monthly call after the elections of the Board. The Chair will be responsible for chairing quarterly conference calls of the Board and monthly conference calls of Executive Committee, and attend the annual meeting in person.

Meetings

The Board will hold a meeting at least every three months. Meeting requires at least a seven-day notice period. The notice must specify the date, time and place of the meeting and the general nature of the business.

Meeting can be held by means of telephone or videoconference, or by any other means of communication (provided every participating Board member can be heard by all others simultaneously).

The Chairperson or any Board member can also request 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 also has a right to establish an Executive Committee to provide day-to-day oversight and to work closely with the Secretariat regarding programmatic and operational activities of the network. An Executive Committee member is expected to contribute up to five hours per month to TBEC related activities and engagements.

Votes

During online and in-person meetings both the Board and Executive Committee will make decisions based on simple majority rule, but only if respective majority of the Board and Executive Committee members are present at the meeting. For example, at least seven members of the Board have to be present at the meeting to achieve quorum necessary to make and adopt any decisions.

There are some specific instances, when a $\frac{3}{4}$ majority is required (with all 13 Board members present or represented):

- Foundation enters into agreements for the acquisition, alienation, encumbrance and disposal of **registered real estate** to a third party or person. See article 7.2.
- Foundation enters into agreements, under and in pursuance of which the Foundation **binds itself as surety or severally liable co-debtor** to a third party or person. See article 7.2.
- Foundation wants to **bind itself for a debt of third party or person**. See article 7.2
- Board wants to **amend the Deed of Incorporation**. See article 14.1
- Board wants to **dissolve the Foundation**. See article 14.1.

There are some specific instances, when a $\frac{3}{4}$ majority is required (with simple majority of 13 Board members present or represented):

- Board wants to **adopt bylaws**, regulating issues that are not contained in the Articles of Incorporation. See article 13.1.

The decisions are expected to be fully and openly debated prior to the vote taking. Each member of 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 they may have.

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

The Secretariat staff will attend and record monthly, quarterly and annual meetings, but will not have a vote.

Other

Seats at the Board are not transferable from one person to another without the approval of the other Board members by majority vote, as seats are currently held according to personal and professional expertise. In the event of prolonged absence due to illness or unforeseen circumstances, that Board member can propose a replacement for their seat.

Board Members are free to resign at any time.

2.2. Oversight Advisory Committee

TBEC decided to add an Oversight Advisory Committee to its governance structure to ensure checks and balances, as well as transparency and accountability. This is provided for by Article 10 of the Deed.

Rights and responsibilities

The Oversight Advisory Committee (hereafter, OAC) does not bear legal responsibility for the work of TBEC. Its task is to provide advice to the Board on the strategic direction of the network, including aspects of strategy, policy and finances. In order to do so, OAC members have the right to ask for information concerning the business of the network, including all books, documents and correspondence of the network, which the Board has the responsibility to provide.

Appointments

The Board has the right to appoint and dismiss members of the OAC. The OAC members are appointed for a period of three years, and are eligible for reappointment. At the time of first appointment of OAC members, the Board can decide to appoint some members only for one or two years to ensure that only a fraction of the members of the OAC will be appointed each year, rather than all at once.

The Board also has the right to determine the number of OAC members, with a minimum of one individual. If the Board appoints an individual who is not yet a member of TBEC, that individual must join TBEC before becoming an OAC member.

If the Board decides to have more than 1 OAC member, the OAC itself can appoint a Chairperson (elected by simple majority).

Meetings

The OAC will meet at least once per calendar year or as often as a simple majority of OAC members or the Chairperson calls for. Meetings are called by the Chairperson, who indicates the items to be discussed. Meetings can take place in person or online. On request, Board members can attend meetings of the OAC. Resolutions require a simple majority vote to be adopted.

Other

OAC members are not paid.

In case of a conflict of interest, the OAC member has to indicate the issue to the Chairperson and other OAC members. The Chairperson will determine whether there is a sufficient potential conflict of interest. If yes, the OAC member will withdraw from the discussion and will not vote in the decision-making process on the matter.

For more detailed information, please consult Articles 10 and 11 in the Deed of Incorporation.

2.3. TBEC Secretariat

The Secretariat is responsible for the coordination, communication, administration and management of the network. TBEC was originally created by individuals of different

organisations and still relies on staff from different organisations, who put time into coordination and implementation of the strategy, work plans and operational and programmatic grants.

As of February 2018, TBEC *de facto* “Secretariat” consists of staff members of [RESULTS UK](#) based in London, [Global Health Advocates France](#) in Brussels and the [Alliance for Public Health](#) in Kyiv. The role of the Secretariat is to ensure that the network’s work programme is successfully implemented, and to ensure that the network’s operations are transparent and efficient.

The Secretariat holds a bi-weekly online conference call to coordinate its activities and inform on latest policy and/or project development to allow better coordination and conflict resolution, if needed.

It will be the role of the Board to determine how it wants the Secretariat to develop and transition into a sustainable and independent TBEC Secretariat in the future.

2.4. TBEC membership

Membership

At its first meeting in January 2018, the Board adopted bylaw 1, providing a system of membership. TBEC membership is open and free of charge to all individuals and civil society organisations working to end the TB epidemic within the WHO Europe Region.

To become a member, interested individuals and/or civil society organisations must contact the TBEC Secretariat and provide the following information:

- Name, Surname;
- Organisation if relevant;
- Country of residence;
- Email address;
- Areas of expertise;
- Areas of interest;

Organisations joining as members must provide the name and contact details of one person to act as their representative. It is the responsibility of organisational members to notify TBEC of any change in representative or contact details. Other individuals belonging to an organisational member are welcome to join but as individual members.

By joining TBEC, members confirm that they share TBEC’s values and principles.

Every three years, prior to Board elections, the Secretariat will request members to reconfirm their interest in remaining as members.

Rights and responsibilities

The rights of TBEC members include:

- The right to vote or to be a candidate in TBEC Board elections;
- Access to the TBEC listserv (which includes latest updates on conferences, workshops and funding opportunities);
- Access to TBEC advocacy materials (including the newsletter, policy reports and brochures in print and online);
- Access to TBEC training materials and toolkits (including online webinars and country-based workshops);
- Opportunity to provide input into consultations at regional and international level;
- Support from the Secretariat in national advocacy and administrative issues.

The responsibilities of TBEC members include:

- Active participation in regional consultations organised by TBEC on TB issues;
- Assisting the secretariat as a local contact in the event of a TBEC advocacy workshop visit;
- Disseminating information and raising awareness of TBEC activities whenever relevant;
- Participating in any other relevant TBEC activities.

Online consultation meeting

At least once a year, the Board will convene a Consultation Meeting in order to present to, and directly discuss with, the membership key issues relating to TBEC's overall strategy, work programme, and processes for engaging and communicating with members.

These meetings are open to all TBEC members. They take place online and are organised by the Secretariat. They will normally be organised in two sessions, one in Russian, and one in English.

The Board is responsible for setting the agenda, which will include space for free exchange of ideas, comments and recommendations by TBEC members.

The Secretariat will take minutes of Consultation Meetings and publish them on the TBEC website within 21 days of the meeting.

The Board will take into account the results of Consultation Meetings in developing its annual and multi-annual strategy.

2.5. TBEC Board elections

The first meeting of the Board also adopted bylaw 4, stipulating that the people appointed to the Board will be those that 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.

The Secretariat will announce the call for nominations. Any member may nominate themselves or other members (having checked that the proposed 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 applications in view of 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 either individual members of TBEC or a named representative of an organisational member. The latter, if elected, will sit as individuals and not as a representative of their organisation and may not be replaced by that organisation. 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 apply, the applicant:

- has to be a TBEC member;
- has to speak English;
- has to give their country of residence; and
- has to send a short biographical note (max. half a page), outlining their 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/listserv and social media.

An online voting system will be used.

The voting period will last at least 14 days. Each individual member and each named representative of an organisational 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.

3. Planning, policy and internal control measures

3.1. Strategic planning

The multi-annual TBEC Strategy is to be developed jointly by the Board, with input and assistance from the Advisory Oversight Committee and the Secretariat.

The current TBEC Strategy covers years 2017 to 2021.

3.2. Annual planning

Annual TBEC work plan is developed, implemented and monitored by the Secretariat and the Board via:

- Initial Secretariat coordination meeting at the beginning of each calendar year;
- Bi-weekly Secretariat calls throughout the year;
- Quarterly Board calls throughout the year; and
- At least one Board meeting each year will take place in person.

4. Transparency, accountability and finance

4.1. Transparency and accountability

TBEC is non-governmental, non-profit-making and independent of industry, commercial and business or other conflicting interests.

As of 2018, TBEC's project funding is comprised of charitable donations and project funding by international and regional stakeholders such as the Consumers, Health, Agriculture and Food Executive Agency (CHAFEA) of the EU or the Global Fund to fight AIDS, TB and Malaria among others. TBEC only accepts funding from donors whose objectives are in line with its vision and core values.

More work is expected from the new Board to define TBEC's policies towards private sector financing.

Furthermore, TBEC is committed to respecting a policy of transparency and disclosure for its beneficiaries, donors, and partners. TBEC is also committed to regularly evaluating the effects of its activities.

To ensure the transparency and accountability of the network, TBEC has put in place several transparency and accountability mechanisms such as:

- TBEC annual report published on TBEC website, comprising annual governance developments, work plan and implemented activities, as well as financial information;
- TBEC annual Board report published on TBEC website, comprising overview and action points from the annual in-person Board meeting;
- TBEC online consultation meeting minutes/recording available on TBEC website;
- TBEC online membership survey results published as part of TBEC annual report on TBEC website; and
- Contact details of TBEC Secretariat for direct inquiries, comments and suggestions – all answered in EN/RU in due time.

4.2. Audit and Finance

TBEC financial year is the calendar year.

The Secretariat will prepare Annual Accounts for approval by the Board.

Within six months of the end of the financial year, the Annual Accounts have to be signed by each Board member.

The Board is obliged to retain financial data for at least seven years.