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1. Introduction

The Uniting to Combat NTDs (Uniting) partnership is a unique global health partnership that complements the work of the World Health Organization (WHO) in reaching goals to control, eliminate or eradicate neglected tropical diseases. Through collaboration, information sharing, and aligned strategies, the diverse partners of the Uniting to Combat NTDs complement and extend the reach of the World Health Organization to support national programs in their efforts to build and implement NTD programs.

The purpose of this governance document is to outline the structure of the Uniting partnership, as well as the roles and responsibilities, accountabilities, and rules and procedures that guide the operations of each component of the structure.

1.1 Overview of the Uniting to Combat NTDs partnership

Neglected tropical diseases affect the world's poorest, most marginalized and most remote communities. They are treatable and preventable diseases that place a heavy burden on 1.6 billion people around the world.

Drawing inspiration from the World Health Organization (WHO) "Roadmap for Implementation", which outlined bold targets for the control, elimination or eradication of 17 Neglected Tropical Diseases (NTDs) by 2020, leaders of several prominent global health and development organizations, together with industry partners, met in London in 2012 and pledged to unite in their efforts to support the achievement of the WHO 2020 goals in respect to 10 neglected tropical diseases. These diseases had essential ingredients for immediate support. 5 of these diseases can be controlled through what is known as mass drug administration—that is, large-scale population treatment with safe and effective medicines and the other 5 can be controlled by what is known as innovative and intensified disease management (IDM)—that is, individual diagnosis and treatment, surgery where needed, care and rehabilitation of infected individuals.

These collective promises of support were formalized into the London Declaration on NTDs, and it is around this declaration that the coalition of partners called Uniting to Combat NTDs was created. Since then, partners have been working alongside WHO and national programs to address the neglected disease burden in some of the world's hardest to reach areas and tracking their progress towards the 2020 goals.

1.2 Partnership Value Proposition beyond 2020

The vision is to end the epidemic of NTDs by 2030. The mission of the Uniting partnership is to create political will and an enabling environment for countries to achieve the WHO NTD Roadmap goals and end the epidemic of NTDs. The partnership's work will be focused on opportunities and challenges which span NTDs, working collaboratively with the WHO and partners across NTDs, constituencies and sectors. The partnership aims to create value for the NTD community in two primary ways:

1. Raise awareness of NTDs with the goal of influencing policy development and policy adoption to include and prioritize NTDs in global and domestic health agendas.
2. Advocate for maintained and increased donor and endemic country resource commitments for NTDs.

2. Partner Network

The Uniting to Combat NTDs partnership is a “coalition of the willing” comprised of any organization or individual committed to the fight against NTDs.

2.1 Constituencies

The Uniting Partner Network is a broad inclusion of stakeholders who are working to achieve the WHO NTD goals and achieve the SDG 3.3 target and are interested in collaborating across organizations, constituencies, geographies, and sectors to do so.

Constituency groups include, but are not limited to, industries like pharmaceuticals and diagnostics, non-governmental organizations and civil society, governments, donors including governmental, multilateral, and private philanthropy, global health and development institutions, academic and research institutions, and advocacy organizations.

The UTC NTD’s Partner Network is comprised of organizations and individuals that:

- Endorse the principles and value proposition represented by the partnership
- Support the vision, strategies, and workplans of the partnership
- Are committed to the idea of collective action in the context of the partnership’s value proposition
- Are advocates for WHO global goals for the sustained control or elimination of NTDs

Any organization or individual that meets the above criteria may join the Uniting Partner Network by submitting the required information on the Uniting website. The Secretariat maintains a database to capture relevant contact information, area(s) of focus and expertise, and interests pertaining to participation in the partnership.

2.2 Communication and collaboration

The Uniting Partner Network is the foundation of the partnership’s collective NTD voice. Each member plays a role in strengthening the partnership’s communication and coordination channels by:

- Sharing with the partnership and other members of the Uniting Partner Network, through both formal structures and informal collaboration, their own experiences, lessons learned, and needs identified in the field; for example, in advocating for NTD global policy development or resource mobilization
- Learning about strategies, initiatives and outcomes achieved by the partnership and other partnership members in an attempt to prevent duplication, learn from best practices and identify opportunities to maximize their own impact in combating NTDs
- Learning about cross-NTD advocacy messages, tools and resources made available through the partnership for use within their own organization’s advocacy and resource mobilization efforts
- Sharing with their communities, organizations, governments and/or constituencies the outbound communication from the partnership pertaining to the partnership’s strategies, initiatives, news and requests.

Members of the Uniting Partner Network may serve on the Board, Consultative Forum, or Working Groups. The Secretariat will share information regarding open seats, member criteria and selection processes to the Uniting Partner Network distribution lists.

The Secretariat may leverage information in the Uniting Partner Network database to establish smaller networks of members with similar interests or needs for the purposes of fostering partnership communication and coordination. Members may also self-organize to discuss challenges or opportunities amongst themselves or with other constituency groups, as well as connect individually with other members who could provide needed guidance or perspectives.

3. Partnership Governance Structure

The structure of the partnership exists to:

- Provide governance to the secretariat and working groups to ensure transparency, accountability, and inclusivity in the way that the secretariat and working groups create and manage the Uniting to Combat NTDs brand and conduct activities therein
- Create a collective voice that can be deployed in pursuit of the mission

A set of guiding principles should govern the operations of the partnership. The Uniting to Combat NTDs partnership will:

- Develop a strategy to identify a clear value-added role for the partnership, and we will implement the strategy through an operational plan that clarifies roles and responsibilities for the secretariat and working groups.
- Put the needs of countries and communities affected by NTDs at the center of our work and ensure that NTD endemic countries have representation and leadership in the partnership structure.
- Invest in clear and timely communication and strive for appropriate and adequate participation of partners.
- Not put special interests of specific partners ahead of the goals set forth in the partnership strategy.
- Monitor and evaluate our relevance and effectiveness and modify the partnership structure, strategy and operational plans accordingly.

The **Uniting partnership Board** is the main governing and decision-making body for the Uniting partnership.

The **Secretariat** facilitates development and implementation of Board-approved strategies and operational plans aligned with the above stated value proposition and carries out the day-to-day work of the Uniting partnership. The Secretariat is legally and administratively accountable to a Host Organization, as the Uniting partnership does not have its own legal status. Donors providing funding to the Secretariat must provide funds aligned with the Board-approved strategy.

A **Consultative Forum**, consisting of representatives from the Partner Network, serves as a pool of experts available and on-point to provide non-binding advice, input, and recommendations to key discussions, deliberations, and decisions being considered by the Board and Secretariat. The Consultative Forum is accountable for reviewing and providing input and recommendations on the development of and adjustments to the partnership strategic and operational plans.

Working Groups are a formal mechanism to leverage Partner expertise to execute on the partnership's strategies and operational plans.

4. The Board

4.1 Role of the Board

The Board is the governing body of the partnership and is responsible for setting the strategic direction for the partnership aligned with WHO-NTD goals and NTD indicator in the SDGs. Specifically, the Board will:

- Contribute to, review, approve and monitor the strategic plans, operational plans, and budgets proposed by the Secretariat
- Provide direct input, oversight, and support to the Secretariat for development of partnership strategic and operational plans to be implemented by the Secretariat
- Approve the creation and disbanding of Working Groups as needed to carry out the partnership's strategic goals
- Engage with Consultative Forum and key stakeholders within the partnership to maintain relationships, facilitate communication, build consensus, create new linkages across sectors, and catalyze collaboration across the partnership in line with the established value proposition
- Support advocacy for NTDs with a collective voice
- Provide oversight of the Secretariat's financial reports; supporting efforts to raise resources as needed to achieve the objectives of the partnership strategy
- Provide input to the Host Organization on recruiting and performance management for the Executive leadership of the Secretariat
- Select the Board Chair and Vice Chair
- Oversee the effectiveness and efficiency of the governance model, including:
 - Approval of policies and procedures
 - Amendments to established policies and procedures
 - Revision of the partnership structure and composition of bodies within the structure
 - Approval of Secretariat hosting arrangement, including hosting terms and SOPs

4.2 Accountability

The Board is accountable to the Partner Network and the broader NTD community for whom the partnership aims to empower through collective NTD voice.

4.3 Board Membership

4.3.1 Roles and responsibilities

Board members are expected to:

- Endorse the partnership's vision and value proposition
- Commit sufficient non-remunerated time to prepare for, attend, and participate fully in all Board meetings, discussions and decisions
- Review, contribute to, support the development and refinement of, and approve strategic and operational plans proposed by the Secretariat
- Reach out to members of the Consultative Forum and Uniting Partner Network as necessary to ensure that diverse voices are brought into Board discussions and deliberations

- Act as an advocate for the partnership and support the Secretariat in the implementation of the partnership strategy and efforts to catalyze global and domestic resources for NTDs

4.3.2 Composition

The Board has a minimum membership of eight and a maximum membership of twelve individuals having one vote each. Voting members shall consist of a maximum of three fixed seats for organizations which provide funding to the Secretariat aligned with the Board-approved strategy (that will appoint their organization's representative to the Board), and rotating seats for individuals who are appointed in their individual capacity on the basis of their expertise and not representing any particular constituency. The composition of the Board should reflect the diversity of the NTD field and strive for both geographic and gender balance.

The Board will also include one Executive leader of the Secretariat who shall serve as an ex-officio, non-voting member as well as the following Board Observers:

- One or two senior representatives of the WHO may serve in an Observer capacity in accordance with WHO stance on partnership participation
- One representative from the Host Organization may serve as an Observer to advise the Board, where necessary, of any decisions or situations that may be incompatible with the Host's own legal or governance framework
- The Host Organization representative that has observer status on the Board will have an administrative or governance function in order to minimize potential conflicts of interest

4.3.3 Terms of office for rotating seats

Board members serve for a term of three years, renewable once. Board members may re-apply for a Board seat after sitting out for a period of time equal to at least one term.

A Board member is deemed to have resigned if he or she misses two consecutive meetings, with or without communication, unless there are extenuating circumstances. When deemed resignations arise, it is the responsibility of the Vice Chair, after discussion with the Board member, to take a final decision on the resignation and notify the Board member in writing.

Board members can resign at any time by giving written or electronic notice to the Vice Chair and Executive leadership.

4.3.4 Member criteria

Fixed donor seats are reserved for organizations that make a minimum annual financial contribution to the Secretariat in the amount of at least 30% of the Secretariat's annual budget. Should a donor not contribute this amount, there will be a one-year grace period allowed before they will be asked to step down from the Board.

Rotating seats are open to individuals with significant experience in the field of global health and/or development, including both public and private sectors, and who are committed to the partnership vision. Board members should be prominent leaders in the NTD community and/or individuals who are able to contribute to the achievement of the partnership's value proposition for the NTD community.

Board members reflect, but do not represent the diverse NTD community. They shall serve in an individual capacity and act in good faith in the best interests of the partnership. Board members should have a skill set and/or expertise necessary to support the value proposition and further the goals of the partnership including but not limited to; understanding of endemic country priorities and challenges, expertise and experience in advocacy for NTDs or other global health issues at a local and/or global level, experience and familiarity with the implementation of NTD programs, experience and familiarity with the private sector including drug donation programs, ability to secure funding for the partnership as appropriate, understanding of donor government priorities and policies, experience leading global health or other diverse, multi-stakeholder partnerships.

Approximately 30% of Board members should be drawn from regions or countries where NTDs are endemic, whether from governments, non-governmental organizations and civil society, private industry, donors, global health and development institutions, academic and research institutions, or advocacy organizations.

All Board members must meet the following set of criteria:

- Have an in-depth understanding of, be aligned with, and have a personal commitment to the partnership vision, objectives, principles, and core values
- Have knowledge of the issues around NTDs, international health and/or development, and development financing and/or advocacy
- Be a recognized expert in their field with the knowledge and capability to contribute to shaping the overall strategic direction of the partnership
- Engage members of the Consultative Forum and Secretariat with a consultative approach to learn from and take into account diverse perspectives and experiences
- Ensure the independence of their decisions and act in the best interest of the partnership rather than any specific organization
- Have sufficient time available to dedicate to the role

Additionally, the following skills and experiences are desirable, but not required, for all Board members:

- Senior leadership experience, having the viewpoint and decision-making authority to influence and guide the direction and outcomes of an organization or institution
- Strong management skills with experience working in a diverse and complex, multi-stakeholder environment
- Experience serving in partnerships and governing bodies, and the ability and capacity to network effectively and broadly
- Ability to act as ambassador and advocate for the partnership

4.3.5 Selection processes for rotating seats

When there is a vacancy to be filled on the Board, the Vice Chair will initiate a new selection process. The Board will establish the criteria for the member(s) to be selected. The Secretariat will publish the criteria on the Uniting website and distribute to the Consultative Forum, Working Groups and Partner Network.

The Secretariat will administer the nominations process. Individuals may self-nominate or be nominated by sitting members of the Board and Consultative Forum, as well as organizations

and individuals in the Partner Network. The period for nominations will last for a minimum of four weeks. Nominated individuals must submit an application confirming interest and commitment in serving on the Board. The Secretariat will screen applications for completeness and fit with published criteria.

The Board will appoint a Board Search Committee (BSC) of a minimum of three and a maximum of five individuals, including:

- Two to three sitting Board members, including at least one of the fixed donor seats
- One to two sitting Consultative Forum members

Sitting Board and Consultative Forum members may express interest in participating in the BSC to the Vice Chair. The Vice Chair will submit a proposal for the BSC composition to the Board for approval in accordance with the Board's decision-making procedures.

The BSC will evaluate each candidate screened by the Secretariat against the criteria, taking into account appropriate diversity of skills and expertise required for the Board, as well as gender and geographic balance, and narrow the pool to a maximum of two candidates per open seat. The BSC will submit their recommended candidate(s) to the full Board for election at the next Board meeting. In urgent cases, a special meeting of the Board may be convened.

Candidates must receive 2/3 majority vote in order to be approved. If the Board cannot elect a suitable candidate to fill the vacancy, the Vice Chair will discuss with the Board members their objections. The Board will then decide next steps (e.g. re-run the entire nominations process, ask the BSC to reconvene and select alternative candidates from the existing set of nominations, postpone the process until a future date).

The decisions of the selection process will be posted on the Uniting website.

4.4 Board Chair

The Board is led by a Chair and Vice Chair. The Chair is recruited and selected through the selection process described above. The Chair serves in a personal capacity and provides strategic leadership to the Board and the partnership. The Vice Chair is elected by the sitting Board members with a 2/3 majority vote. The Vice Chair can deputize for the Chair in his/her absence. When the Vice Chair deputizes for the Chair, he/she has all the roles and responsibilities of the Chair.

4.4.1 Roles, skills and responsibilities

The principal role of the Chair is to lead the partnership and, along with the Executive leadership of the Secretariat, be the public face of the partnership. The Chair will represent the partnership on the global stage, liaising and connecting with relevant global actors both within and outside the NTD community to deliver on the partnership's value proposition. The Chair's key responsibilities are:

- Act as a principal spokesperson for the partnership, representing the partnership's vision and sharing its goals with partners and external stakeholders
- Convene and preside over Board meetings, allowing adequate time for discussion, ensuring active contribution of all members, leading deliberations towards clear decisions, and overseeing a vote if consensus is not reached

- Advocate globally on behalf of the partnership, making new connections and utilizing existing relationships to garner awareness and catalyze increased resources for NTDs
- Participate in events to increase awareness of NTDs and raise the profile of the partnership
- Support efforts to ensure adequate funding is available for execution of the partnership strategy and liaise with donors to fill funding gaps as needed and as appropriate

The principal role of the Vice Chair is to ensure smooth operations of the Board in coordination with other partnership bodies and supported by the Secretariat. The Vice Chair's key responsibilities are:

- Consult with the Secretariat, Consultative Forum, and Working Groups to surface decisions that should be made by the Board vs. decisions that can be addressed by other partnership bodies
- In partnership with the Secretariat, set meeting agendas in advance and ensure that all Board-level issues are appropriately addressed
- Coordinate with the Consultative Forum to establish processes and timelines for formal input regarding strategic plans and collective action recommendations per the Consultative Forum role described in these Terms of Reference
- Ensure that the performance of the Board is reviewed regularly and oversee the implementation of any recommendations aimed at improving Board performance
- Support efforts to ensure adequate funding is available for the execution of the partnership strategy and liaise with donors to fill funding gaps as needed

Additionally, the Vice Chair ensures effective oversight of the Secretariat, including:

- Provide strategic guidance to Executive leadership in accordance with the Board's objectives and feedback
- Set annual performance objectives for the Secretariat and assess extent to which those objectives are met
- Conduct regular performance discussions with Executive Leadership, formally meeting with the Host Organization at least once per year to provide input for performance reviews
- Engage with the Host Organization to address any major concerns impacting the effectiveness and/or viability of the hosting arrangement

Both the Chair and Vice Chair must have the requisite capabilities and sufficient time to commit to fulfilling these roles and responsibilities.

4.4.2 Criteria

The Board Chair must have current or past experience serving in a high-profile position within a government or organization, with the ability to leverage resources, influence policies, and make decisions. The Chair should be well-known and highly respected within the global health community in general and/or among NTD advocates specifically, having access to a broad network of current and/or potential NTD advocates that can be leveraged to raise awareness and advance the mission of the partnership.

The Vice Chair must have significant management and leadership experience with the ability to collaborate with diverse stakeholders and build consensus to drive results. The Vice Chair

should be an action-oriented individual with demonstrated success in similar roles and/or environments. The Vice Chair should reflect the values of the partnership in carrying out the responsibilities of the role.

4.4.3 Selection processes

The Chair will be selected through the Board member selection process described in this Terms of Reference. Candidates for Chair may be sitting members of the Board or individuals external to the Board.

The selection process should begin approximately six months before the sitting Chair's term is set to expire. The Secretariat will administer the selection process, and the Board Search Committee will be established to vet and propose candidates for election by the Board.

The Vice Chair will be elected from the sitting Board members. Candidates for Vice Chair must have at least one year of experience on the Board and/or significant governance experience on another board in order to be eligible. Candidates may nominate themselves or be nominated by a voting member of the Board. Nominations require a second by another voting member of the Board. To be considered for the position, candidates must submit a statement of interest.

If there is more than one seconded nomination, the Vice Chair will be elected by a 2/3 majority vote to be held at a Board meeting or electronically. Board members are expected to review the candidates' statement of interest and consult Consultative Forum members as needed to get broader insight pertaining to the candidates' abilities to work across the partnership.

Selection of a new Chair or Vice Chair should be completed at least three months prior to the end of the sitting Chair or Vice Chair's term to allow for a transition period.

4.4.4 Term of office

Both the Chair and Vice Chair will serve a three-year term, renewable once. The selection process for the Chair and Vice Chair will be staggered to ensure continuity of Board leadership through a transition of Chair or Vice Chair. After rotating off the Board, a previous Chair or Vice Chair may re-apply for a Board seat after a period of time equal to at least one term.

If the Chair or Vice Chair leaves office before the end of the three-year term, for any reason, then the Secretariat will initiate the selection process for the replacement Chair or Vice Chair as quickly as possible. As applicable, the sitting Vice Chair or Chair will assume all responsibilities of the vacant position in the interim. If there is neither a sitting Chair nor a Vice Chair, then the Executive leadership will act as the principal spokesperson for the partnership and manage the Board in the interim.

The Chair and Vice Chair do not serve as representatives of a particular constituency or organization and are not required to hold any particular position outside of the partnership in order to continue serving in their roles. If, however, status or position changes to such an extent that continued ability to fulfill the roles and responsibilities of the position is called into question, the Board may determine continued eligibility to serve as Chair or Vice Chair with a 2/3 majority vote.

4.5 Board Committees

The Finance Committee is a standing committee of the partnership Board. It is responsible for oversight of the financial reports and operations of the Secretariat. The Finance Committee is

an advisory body that does not have decision-making authority on its own unless delegated by the Board on specific topics. It is responsible for making recommendations to the Board. The Finance Committee shall be comprised Board members with skills and expertise in financial management as well as any external individuals appointed by the Board.

The Governance Committee is a standing committee of the partnership Board. It is responsible for maintaining governance processes including Board membership processes. The Governance Committee is an advisory body that does not have decision-making authority on its own unless delegated by the Board on specific topics. It is responsible for making recommendations to the Board. The Governance Committee shall be comprised of Uniting Board members with knowledge and experience of Governance matters

The Board can establish other Board Committees composed of Board members to fulfill such roles and responsibilities as the Board deems necessary. The Board will approve terms of reference governing these Committees when they are established.

4.6 Board Operations

4.6.1 Convening Meetings

The Board shall meet regularly, approximately four times per year, with at least one face-to-face meeting. The Vice Chair may call emergency Board meetings to address extraordinary circumstances (e.g., major financial, legal, or ethical issues).

The Secretariat will make reasonable efforts, based upon the available budget, to meet the cost of attendance for Board members who cannot support their own attendance, e.g. through their employing organizations. Board members from donor or for-profit organizations are not eligible to receive financial assistance for travel to in-person Board meetings.

4.6.2 Preparation and documentation for Board meetings

The Secretariat is responsible for all operational and logistical support for Board meetings with guidance from the Vice Chair.

At the end of each Board meeting, the Vice Chair will solicit agenda items for the next meeting. The Vice Chair and Secretariat will incorporate additional input from the Board, Secretariat, Consultative Forum and Working Groups to develop an agenda to be circulated at least two weeks in advance of each Board meeting. The agenda should clearly classify and prioritize items for decision, discussion and/or information sharing.

The Secretariat will also ensure adequate supporting documentation for each agenda item. Board meeting materials should be routed to Board members at least two weeks in advance of the meeting.

Board decisions and related documentation will be made public via the partnership's website within two weeks after the Board meeting.

4.6.3 Communication with Consultative Forum

Board members are expected to consult with Consultative Forum members as needed to understand perspectives and nuances pertaining to decisions to be made by the Board.

4.6.4 Meetings conduct

Board meetings require a quorum of two-thirds of members to be present either in person or virtually. It is expected that Board members will attend all meetings, and every effort will be made in organizing the meetings to accommodate their schedules.

Board members in rotating seats are selected as individuals and not as representatives of a specific organization. Therefore, members in rotating seats are not permitted to designate alternates, though an exception in extraordinary circumstances may be made if approved in advance by the Vice Chair. All requests for alternates need to be made in writing to the Vice Chair at least two weeks in advance of a meeting. If approved, alternates for Board members in rotating seats shall not hold voting proxies on behalf of absent Board members.

Board members will be allowed to bring one advisor with them to attend all open sessions of the Board. The advisor will not be entitled to speak on behalf of the Board member during the meeting, unless permission is given by the Chair.

Guests may be invited on an ad-hoc basis to attend all or part of a meeting with invitation from the Vice Chair; Guests shall have no right to participate directly in the discussion but may be requested to comment or give input on particular issues.

At its discretion, the Vice Chair may convene a closed session where only voting Board members are present. Requests for a closed session must be submitted to the Vice Chair in writing at least four weeks prior to the meeting. The Vice Chair will discuss the content nature of the request and determine whether a closed session of the Board is appropriate. In the case a topic arises during a meeting that required a closed session, the Vice Chair may call a vote to convene part of the meeting as a closed meeting.

If the Board decides to take minutes during closed sessions, it will determine the extent to which the minutes are confidential. The outcome of deliberations during closed sessions may be made public if the Vice Chair deems it appropriate.

4.6.5 Decision-making procedures

Decisions of the Board shall normally be taken on the basis of consensus, unless otherwise stated in these Terms of Reference, among those present or linked by telephone or videoconference. A quorum of 2/3 of members must be present in order to take decisions.

- In cases where clear consensus seems apparent, the Chair will restate the decision point and declare that the Board has reached a decision by consensus;
- The Chair may call for an informal poll, conducted via showing of hands, polling app or other technology, to test the status of a debated issue. An informal poll is not a formal vote, but serves as a gauge for how far the Board is from consensus;
- The Chair will try to achieve consensus by encouraging compromises that address concerns on both sides of the debate;
- If all practical efforts by the Chair have not led to consensus, any voting member of the Board may call for a formal vote, which requires a 2/3 majority of voting members present to approve the decision. Each voting member has one vote.

Unless otherwise restricted by the Terms of Reference or prior Board decisions, the Board may take a decision without a meeting. For example, the Secretariat in carrying out its roles and responsibilities may need to bring issues to the Vice Chair for rapid consideration. If the Vice

Chair determines that a decision needs to be taken by the Board before the next Board meeting, the decision point must be circulated in writing, along with instructions for casting a vote by electronic survey, e-mail response or other method of communication deemed appropriate. The decision will be considered approved with a 2/3 majority vote.

5. Consultative Forum

5.1 Role of the Consultative Forum

The Consultative Forum serves to expand the representation and input from the Uniting Partner Network to the Board, support dissemination of information from the Board to the broader partnership, and help ensure relevance of the partnership's value proposition to the NTD community. Input from the Consultative Forum may support decision-making by the Board, Secretariat and Working Groups, but the Consultative Forum is not a decision-making body in and of itself. Specifically, the Consultative Forum should:

- Review and advise the Board and Secretariat on priorities, strategies, and operational plans as developed and proposed by the Secretariat
- Identify and inform the Secretariat for approval by the Board of opportunities for the partnership to coordinate either voice or action across disease areas, constituencies and/or sectors in accordance with the partnership's value proposition
- Identify and inform the Secretariat for approval by the Board of opportunities to leverage the partnership's convening, collaborative voice and message harmonization capabilities to advocate for global policy development and adoption and for both global and domestic resource mobilization
- Provide guidance to the Board and Secretariat as decisions are made regarding creating, monitoring and disbanding working groups tasked with progressing collective action in accordance with the partnership's value proposition
- Provide guidance and expertise as needed to members of Working Groups in support of achievement of goals outlined in Working Groups' terms of reference and operational plans
- Provide input on Board member and open-seat Consultative Forum members through participation in Board or Consultative Forum Search Committees
- Work with the Board and Secretariat to harmonize advocacy efforts across the partnership
- Work with the Board and Secretariat to disseminate partnership information and advocacy tools to constituencies and the Partner Network more broadly

5.2 Accountability

The Consultative Forum is accountable to the Board for reviewing and providing input into strategic and operational plans and for enabling productive feedback loops, representing the views of the Partner Network, and supporting decision-making with constructive guidance.

5.3 Consultative Forum Membership

5.3.1 Roles and responsibilities

All Consultative Forum members are expected to:

- Endorse the partnership's vision and value proposition
- Field ad-hoc requests from the Board and Secretariat for insight and advice

- Review and provide input on documents including partnership strategy and workplan upon request by the Board or Secretariat
- Proactively request to the Secretariat and/or respond to requests by the Board or Secretariat to identify and/or prioritize issues to be discussed, deliberated, or decided in future Board meetings
- Review developments in the NTD field at the disease, sector, regional, or country level in order to provide strategic advice to the Board as requested

Consultative Forum members serving in Constituency seats must be especially equipped to represent a diverse set of views, have the capacity to provide leadership for their constituency, and be strongly committed to developing their constituency. Specifically, these members are expected to:

- Demonstrate a clear understanding of their constituency's goals, opportunities and challenges
- Establish strong channels of communication with their constituencies
- Seek input from other members of their constituency to inform guidance and recommendations to the Board and Secretariat
- Relay partnership information and Board decisions to their constituencies in a timely and effective manner
- Act as an advocate on behalf of the partnership within their constituency, making new connections and utilizing existing relationships to garner awareness of the partnership's value proposition and strengthen its collective voice

5.3.2 Composition

The Consultative Forum will be comprised of twenty to thirty members, with a mix of seats filled by constituency representatives and seats for individuals selected by the Board. The composition of the Forum should reflect the diversity of the NTD field and strive for both geographic and gender balance. Consultative Forum members in both types of seats will serve a term of two years, renewable once.

Constituency Seats:

- NTD NGO Network (NNN): two
- Donors: two
- Industry: one
- Research: one
- WHO: one
- Disease representatives: *to be determined* – the number of allocated seats (if any) are subject to approval by the Board and dependent on the partnership strategy

Open Seats:

- Endemic Country: nine to ten
- Advocacy & Resource Mobilization: two to three
- WASH: one
- Youth Voice: one
- Unrestricted: up to five

The open seats are available to the Board to create space for balanced perspectives across constituencies, sectors and geographies. It is not expected that these seats will always be filled, but rather that they will provide the Board an opportunity to include new and needed voices as easily and quickly as possible. Open seats may be filled by individuals with desired perspectives and expertise, drawn from within or outside of the NTD community. As more specific needs are identified, the Board may add open seats reserved for specific perspectives and reduce the number of unrestricted seats.

5.3.3 Member criteria

All Consultative Forum members are expected to meet the following set of criteria for background and experience:

- Have an in-depth understanding of, be aligned with, and have a personal commitment to achieving 2030 SDG targets and WHO NTD goals as well as the partnership vision, objectives, principles, and core values
- Be a recognized expert in their field with the knowledge and capability to contribute to shaping the overall strategic direction of the partnership
- Engage members of the Board and Secretariat with a consultative approach
- A commitment and capacity to serve the roles and responsibilities of the Consultative Forum as described in the TOR

Consultative Forum members serving in Constituency seats should also be:

- Well regarded within their constituency
- Widely recognized as legitimate representative of voices across their constituency
- Capable of understanding and valuing perspectives outside of their own frame of reference
- Willing to expend time and effort communicating with and seeking input from their constituency
- Committed to developing and maintaining constituency inclusion in the Partner Network
- Committed to maintaining or strengthening mechanisms for the constituency to select appropriate representatives to serve in the Consultative Forum seat

Consultative Forum members selected by the Board for open seats are not expected to represent all interests across all diseases in all countries affected by NTDs. But it is critical for them to offer perspectives of country and/or community-level health and NTD issues to support Consultative Forum and Board deliberations. Members are selected based on their relevance and commitment to partnership goals and should cumulatively represent diverse conditions and geographic locations. Individuals filling these seats may:

- Hold a position within their Ministry of Health, with NTDs and/or related community health issues being an important component of their purview
- Have relevant global health experience that enables them to influence country, regional or global health policies and financing
- Have relevant advocacy and communications experience in NTD endemic countries, having represented voices like those of the NTD community

5.3.4 Selection processes

Selection processes differ in accordance with the type of seat.

Constituency Seats:

In order to be considered a constituency seat, there must be a formal or informal network, umbrella alliance or organization that is widely acknowledged as a legitimate mechanism to select an appropriate representative.

Representatives will be chosen by their constituencies in accordance with selection processes established by each constituency, with the expectation that representatives meet the member criteria.

If a constituency is not developed enough or interested in establishing a process to select a representative(s), the Board may choose to appoint the seat in collaboration with key stakeholders within the constituency or leave the seat vacant until the constituency is able to establish a process for selecting a representative that meets the criteria.

Open Seats:

When there is an open seat vacancy on the Consultative Forum or a call from the Board to fill a previously unfilled open seat, the Board Vice Chair will determine the appropriate timing for seeking new nominations. Once a selection process is initiated, the Board will establish the criteria for the member(s) to be selected. The Secretariat will publish the criteria on the Uniting website and distribute to the Consultative Forum, Working Groups and Uniting Partner Network.

The Secretariat will administer the nominations process. Candidates may self-nominate or be nominated by any member of the partnership structure, including any organization or individual in the Partner Network. The period for nominations will last for a minimum of four weeks, at which point the Secretariat will screen applications for completeness and fit with published criteria.

The Board Vice Chair will appoint an Consultative Forum Selection Committee (AGSC) comprised of one Board member and two sitting Consultative Forum members who have expressed interest in participating in the AGSC to the Vice Chair.

The Secretariat will screen each nomination against the criteria. The AGSC will evaluate each candidate screened by the Secretariat to determine the best fit for the partnership. If a decision cannot be reached by consensus, a simple majority vote will be taken.

The AGSC will submit their recommendation to the Board during the next Board meeting for approval, which will be determined in accordance with standard decision-making processes.

5.4 Consultative Forum Operations**5.4.1 Leadership**

The Secretariat will facilitate coordination amongst Consultative Forum members with guidance from the Board Vice Chair.

5.4.2 Convening

When a consensus view from the Consultative Forum is required on the strategic and operational plan, the Board Vice Chair will request the Secretariat to arrange a virtual or live meeting to bring multiple perspectives together. On other topics, the Consultative Forum will often fulfill its roles and responsibilities with an informal or ad-hoc approach with Consultative

Forum members collaborating individually with Board members, Working Group members and/or the Secretariat as needed.

Consultative Forum members may choose to convene virtually as a full group or as a subset in order to fill its roles and responsibilities. The Secretariat will make resources, such as web-links and conference lines, available to Consultative Forum members for virtual convening. Consultative Forum members may also seek approval from the Board Vice Chair to convene live meetings if deemed necessary to fulfill requests or needs specified by the Board.

The Secretariat will make reasonable efforts, based upon the available budget, to meet the cost of attendance at live meetings for Consultative Forum members who cannot support their own attendance, e.g. through their employing organizations.

6. Secretariat

6.1 Role of the Secretariat

The partnership structure and governance are supported by a Secretariat engaged by the legal entity that provides Hosting services to the partnership.

The Secretariat performs two primary roles:

- Facilitates the work of the partnership through development and implementation of Board-approved strategies and operational plans. This includes:
 - Developing strategies to enable achievement of the partnership's value proposition in collaboration with the Consultative Forum and the Board and subject to Board approval
 - Determining the operational plan and tactics to execute on the approved strategy in partnership with the Consultative Forum and subject to Board approval
 - Managing Secretariat resources in accordance with the approved strategy, operational plan and budget
 - Representing the partnership externally in any capacity needed to execute on the Board-approved strategy and operational plan; this includes, but is not limited to cross-NTD advocacy initiatives as defined in the operational plan
 - Convening the NTD community, e.g. planning summits, in line with the operational plan
 - Monitoring progress of the strategy and operational plan and reporting back to the Board
 - Collecting and synthesizing information from partnership bodies and the NTD community more broadly to identify and assess collective action opportunities
 - Drafting Terms of Reference for and present recommendations to the Board for creation of focused Working Groups in line with the partnership's value proposition and strategy.
- Provides coordination and administrative support to the Board and other bodies within the Structure. This includes:
 - Planning and organizing Board, Consultative Forum, and Working Group meeting logistics, agendas, materials and procedures
 - Facilitating communication between the Board, Consultative Forum, and Working Groups, in collaboration with the Board Vice Chair

- Facilitating the process to create and disband Working Groups when such actions are approved by the Board
- Managing a regular review process to assess Working Group progress toward achieving goals set out in the Terms of Reference and operational plans
- Bringing results of Working Group reviews to the Board, as well as recommendations to disband Working Groups as needed
- Maintaining a database to keep an accurate record of organizations and individuals who would like to be included in the Partner Network
- Maintaining external communication platforms, e.g. Uniting website
- Facilitating collaboration, knowledge-sharing, and communication with the broader Partner Network

6.2 Accountability

The Secretariat is functionally responsible to the Board to execute on the approved partnership strategy and operational plan in line with the partnership's vision and value proposition for the NTD community. The Secretariat is administratively accountable to the Host Organization in accordance with its policies and procedures. It is also responsible to the partnership as a whole and the broader NTD community to ensure that coordination and administrative practices drive transparency and inclusivity.

6.3 Executive leadership

Executive leadership consists of one or more roles required to effectively execute on the two primary roles for the Secretariat. Executive leadership is recruited by the Host Organization with input from the Board. Executive leadership is responsible to the Board for executing on the Board-approved strategy and administratively accountable to the Host Organization. The Board will provide input on Executive performance to the Host Organization on a regular basis, and the Host Organization will ensure effective performance assessment in accordance with its relevant policies and procedures.

6.3.1 Responsibilities

Executive leadership shapes the partnership's strategic and operational plans in collaboration with other partnership bodies, builds an effective organization with high-performing staff, guides the day-to-day work of implementing operational plans and coordinating all components of the partnership, and represents the partnership externally alongside the Board Chair.

Strategy and Planning:

- Develop, implement and monitor the strategy, operational plans and budgets for the partnership aligned with the stated value proposition and as approved by the Board
- Monitor and regularly report to the Board on progress against strategy and key milestones
- Identify opportunities to grow and strengthen the partnership
- Ensure strategic and operational plans fall within available budget and escalate to the Finance Committee at an early stage any concerns regarding resource deficiencies that could impact effective execution of the strategic and operational plan
- Produce an annual report to keep the Board, Consultative Forum, Donors and Partner Network abreast of the partnership's progress toward achieving strategic goals and executing operational plans

Secretariat team management:

- Define and revise as needed the structure and role descriptions of the Secretariat team
- Recruit Secretariat staff and ensure adequate resources and performance management processes in line with Host Organization policies and procedures to enable strong performance and development
- Provide visionary leadership and effective management to Secretariat staff, building a cohesive team dedicated to delivering on the partnership's strategic and operational plans
- Ensure that operations are in alignment with all applicable laws and regulations, including but not limited to those of the Host Organization, and business practices are conducted in a manner consistent with the vision and values of the partnership

Partnership coordination and administration:

- Manage, coordinate, and facilitate communication among stakeholders to build partnerships, ensure transparency, and advance the strategy of the partnership
- Communicate on a regular basis with the Board Chair and Vice Chair
- Provide dedicated governance support to the Board Chair and Vice Chair and provide feedback to Chair on performance of Vice Chair
- Attend all Board meetings as a non-voting member
- Ensure that materials for Board meetings are prepared and distributed in accordance with the Board Operations terms of reference
- Collaborate with the Board in ensuring adequate funds for execution of the partnership strategy, liaising as needed with existing and potential donors to secure and steward Secretariat funding

Advocacy and external communications:

- Lead the engagement on behalf of the partnership with external actors to further the mission of Uniting, in line with the approved partnership strategy and operational plan
- Collaborate with the Board Chair on high level opportunities to further the work of the partnership
- Catalyze global and domestic resources for NTDs to achieve SDG 3.3 and the WHO-NTD goals for control and elimination

7. Working Groups

7.1 Purpose

This document covers Working Groups that are formed by and sponsored by the partnership specifically to deliver on objectives as described in the Board-approved strategy.

Working Groups are a formal mechanism to leverage the expertise of members of the Uniting Partner Network to execute on the partnership's strategies and operational plans. Per the partnership's value proposition, working groups are intended to amplify the partnership's core focus on:

- Raising awareness of NTDs with the goal of influencing policy development and policy adoption to include and prioritize NTDs in global and domestic health agendas.

Advocating for maintained and increased donor and endemic country resource commitments for NTDs. Working Groups bring together the foremost leaders, thinkers and practitioners in these areas of fundamental importance to the partnership and the NTD community more broadly. Working Groups play a vital role in progressing the work of the partnership through collective voice in accordance with approved strategies, and in partnership with the Secretariat. Working Groups are non-governing bodies and their recommendations to the Secretariat and the Board are non-binding.

The Board will approve the Terms of Reference for both standing Working Groups and time-bound, focused Working Groups. In coordination with the Secretariat and the Consultative Forum, the Board will hold Working Groups accountable to their Terms of Reference.

7.2 Creating, monitoring and disbanding groups

Decisions to create Working Groups will be made by the Board per the recommendations of the Secretariat and the Consultative Forum:

- The need and/or request to establish a Working Group may be raised to the Secretariat by any member of the Board, Consultative Forum, Partner Network or Secretariat;
- The Secretariat, in collaboration with Consultative Forum members, will assess the need and/or request, and if deemed appropriate, establish the parameters and Terms of Reference for the proposed Working Group;
- The Board will review the parameters and Terms of Reference for the proposed Working Group and determine whether to approve the creation of a new Working Group in accordance with its decision-making procedures.

The Secretariat will coordinate the establishment of Working Groups as approved by the Board. The Secretariat will monitor progress and report to the Board in accordance with the Terms of Reference. The Secretariat should consult with members of the Consultative Forum and/or Uniting Partner Network to help assess progress made and value generated by the Working Groups.

The Board may disband a Working Group if:

- It is no longer fulfilling its terms of reference
- There is a low rate of participation among members, and thus lack of collective voice
- The mandate of the Working Group has been completed
- The Board no longer feels the mandate of the Working Group is relevant to the partnership goals and strategies

7.3 Leadership

The Leadership structure for each Working Group will be defined in the Working Group's Terms of Reference. The Chair or Co-Chairs may be either:

- Selected by the Board from amongst the Working Group members;
- Selected and approved by the Board from a shortlist developed by the Secretariat, in coordination with the Working Group; or
- Approved by the Board following the Working Group's nomination and selection process.

Responsibilities of the Working Group Chair or Co-Chairs include:

- Develop operational plans for the Working Group, in collaboration with the Secretariat
- Convene meetings at intervals deemed necessary to accomplish the goals set out for the Working Group
- Develop agendas and decision points for meetings
- Facilitate meetings in the spirit of collaboration and consensus building
- Prepare recommendations for partnership actions to be approved by the Secretariat and/or Board
- In collaboration with the Secretariat, communicate with members of the Consultative Forum and the Uniting Partner Network to help coordinate actions across Partners where Partners see value and ability to do so
- Report progress to the Secretariat and/or the Board

Unless the Working Group is for a time-limited period or otherwise specified, Chairs or Co-Chairs will serve a term of three years or until the Working Group is disbanded, whichever is shorter. Terms are renewable once. Chairs and Co-Chairs must be able to commit sufficient time to the Working Group and may be requested to resign if they can no longer carry out the requisite duties. The process to fill the vacancy should be enacted as soon as practical.

The Secretariat will support the Chair or Co-Chairs of each Working Group in an administrative and coordination capacity, including, but not limited to, coordinating meeting logistics and fostering communication with other partnership bodies.

7.4 Financing principles

In general, members of Working Groups are non-remunerated volunteers, and meetings should take place virtually with little to no expense incurred. Should a Working Group deem financial support from the partnership necessary, the Chair or Co-Chair may raise the funding request to the Secretariat. The Secretariat will assess the request considering the approved budget and determine whether to seek approval from the Board via a recommendation from the Finance Committee to allocate partnership funding to the Working Group.

8. Conflicts of Interest

Conflict of interest means that an individual or his/her partner (“partner” includes a spouse or other person with whom he or she has a similar close personal relationship), or the organization with which the individual has an employment relationship, has a financial or other interest that could unduly influence the individuals with respect to the subject-matter being considered. An apparent conflict of interest exists when an interest would not necessarily influence the individual but could result in the individual’s objectivity being questioned by others. Conflicts can create the perception that a Board member’s judgment is biased. As such, conflicts can compromise or undermine the trust that stakeholders place in the Board and the Uniting partnership.

The Board will approve a partnership Conflict-of-Interest policy that will define relevant interests that need to be declared and the process for making a Declaration of Interests (DoI). All members of the Board, as well as other governance bodies established by the Board, will complete a DoI annually and also when any significant changes in the previously declared information occurs. Failure to submit and update completed forms may result in non-appointment to the body in question.

The information submitted on the DoI will be used to assess whether the declared interests constitute an appreciable real, potential, or apparent conflict of interest and to determine an appropriate course of action if required. In the event of an actual or potential conflict of interest by a Board member, he or she shall not participate in the matter that has given rise to the conflict, absent a waiver from the Board Vice Chair. This means that the Board member shall not vote or speak on the matter and shall recuse him/herself without comment before any discussion or voting on the matter, unless a waiver has been granted.

For full transparency, all Board members must also make a verbal DoI at the start of meetings if they have an interest in any of the subject-matter under discussion. If necessary, they may be asked by the partnership Board Chair or may themselves volunteer to recuse themselves from either the discussion of that subject-matter or just from the voting on it.

In addition, the Secretariat, to avoid any conflict of interest, will not make grants and shall not be involved in any funding bids to support other work or programs of the Host Organization.

9. Amendments to the Terms of Reference

The Board may amend the Terms of Reference at any time through the decision-making procedures set out in the Board Operations section.