

BYE-LAWS OF THE RBM PARTNERSHIP TO END MALARIA

May 2023¹

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Table of Contents

1. INTRODUCTION	1
2. PARTNERS	1
2.1. ROLES AND RESPONSIBILITIES	2
3. PARTNERSHIP MECHANISMS	2
3.1. THE KEY PARTNERSHIP MECHANISMS	2
3.2. OVERVIEW OF COORDINATION AND ACCOUNTABILITY ACROSS PARTNERSHIP MECHANISMS	3
4. THE PARTNERSHIP BOARD	4
4.1. ROLE OF THE PARTNERSHIP BOARD	4
4.2. PARTNERSHIP BOARD COMPOSITION	5
4.3. PARTNERSHIP BOARD LEADERSHIP	8
5. PARTNERSHIP BOARD MEETINGS	10
5.1. CONVENING MEETINGS	10
5.2. COMMUNICATION	10
5.3. MEETING PREPARATION	10
5.4. MEETING CONDUCT	11
5.5. DECISION-MAKING	13
6. SECRETARIAT	13
6.1. ROLES AND RESPONSIBILITIES	13
6.2. CHIEF EXECUTIVE OFFICER (CEO)	14
7. PARTNER COMMITTEES	15
7.1. MEMBERSHIP	15
7.2. FUNCTIONS	16
7.3. IMPLEMENTATION AND LEADERSHIP	16
7.4. COORDINATION	18
8. WORKING GROUPS	19
8.1. ROLE	19
8.2. MEMBERSHIP	19
8.3. LEADERSHIP AND IMPLEMENTATION	19
8.4. CREATION OF A WORKING GROUP AND CRITERIA FOR ACCREDITATION	20
8.5. DISSOLUTION OF A WORKING GROUP	20
9. CONFLICT-OF-INTEREST	20
10. AMENDMENTS TO THE BYE-LAWS	21
11. SUSPENDING THE BYE-LAWS	21
ANNEX 1: RBM PARTNERSHIP BOARD MEMBER – SELECTION CRITERIA	22

1. Introduction

The RBM Partnership to End Malaria (the “Partnership” or “RBM Partnership”) is a global health initiative created to implement coordinated action against malaria. It aligns and supports affected countries, donors and other partner organisations to achieve internationally agreed targets for malaria control and elimination, map resource requirements and gaps, and lead in the mobilisation of resources. The Partnership is composed of a multitude of partners, including malaria-affected countries, their bilateral and multilateral development partners, the private sector, nongovernmental and community-based organisations, philanthropic foundations, and research & academic institutions (“Partners”). The Partners join the Partnership on a voluntary basis through their commitment to the **vision of “a world free of malaria”**.

The RBM Partnership, complements the work of WHO and other critical Partners and provides value to the Partners through the following four roles:

a) Convene:

The Partnership brings together all interested parties (public and private sector) to jointly work together to create a world free of malaria and to overcome challenges to that goal.

b) Co-ordinate:

The Partnership, through its mechanisms, co-ordinates the work of the individual Partners to ensure that each Partner’s efforts are aligned with those of the others, duplication and inefficiencies are avoided, collaboration between Partners is facilitated, and common challenges are addressed co-operatively.

c) Mobilise Resources:

The Partnership will assist in (i) identifying resource requirements, and (ii) creating a compelling humanitarian and business case to support the mobilisation of resources and will support Partners in the mobilisation process.

d) Facilitate Communication, Identify and Address Opportunities and Challenges:

By bringing together Partners, the Partnership can ensure that Partners are communicating with one another, sharing experience and best practice, and ensuring that challenges or bottlenecks identified are brought to the attention of other Partners or the entire Partnership as appropriate. Where Partners are failing to meet their commitments to the Partnership, this facilitation role will allow the other Partners to hold them to account. It will allow the Partnership to work with them constructively to find ways to overcome the challenges that are preventing them from meeting their commitments.

2. Partners

RBM Partners are organisations that:

- Endorse the values and the principles of the RBM Partnership.
- Support the vision of the Partnership and its associated strategies and plans.
- Are active in the area of malaria, sustainable development and related fields, and committed to collective action in the fight against malaria.

- Advocate for a malaria free world as a public health threat at all levels.

Any organisation that meets these criteria can apply to join the Partnership. The Secretariat, based on any relevant policies that the Board may adopt, will administer the process for reviewing applications, deciding on them, and informing applicants whether they have been accepted or not. The Secretariat will also maintain the database of Partners which will be made available through the RBM Partnership website.

Partners are eligible to participate in all Partnership Board approved activities and mechanisms of the Partnership in line with these Bye-Laws and any associated operational framework.

Partners are encouraged to convene together into groups of like-minded stakeholders to coordinate activities and facilitate communication both among themselves and with the Partnership's mechanisms (including the Partnership Board).

2.1. Roles and Responsibilities

Partners will:

- In the context of Partnership activities, commit themselves to follow Partnership Board approved strategies, operational plans, and programmes that are informed by and aligned with World Health Organisation (WHO) technical and other normative policies and other internationally agreed and adopted policies, plans, frameworks that support them.
- Collaborate with one another and commit themselves to achieve the vision of "a world free of malaria".
- Participate in the work of the Partnership fully, ensuring that Partners' representatives in the RBM Partnership mechanisms are of appropriate seniority and can talk authoritatively to the issue under discussion.
- Promote cohesion amongst Partners and the fight against malaria within their organisations and compatibility between their organisational objectives and the Partnership objectives.
- Share information and expertise for development and the scaling up of best practice.
- Be flexible – be ready to change in the light of changing needs and monitoring of the performance of the Partnership and individual partners.

3. Partnership Mechanisms

3.1. The key Partnership Mechanisms

The key Partnership mechanisms are:

- The **Partnership Board**.
- A **Secretariat**, led by a Chief Executive Officer (CEO).

- **Partner Committees**, each represented by a **Steering Group** and led by **Co-Chairs**.
- **Working Group(s)**.

The Partnership shall have working relationships with other key malaria actors such as the World Health Organisation (“WHO”), UNICEF, the World Bank, the Global Fund, the African Union, the Association of Southeast Asian Nations (“ASEAN”), Regional Development Banks, and other mechanisms such as the African Leaders Malaria Alliance (“ALMA”), the Asia Pacific Leaders Malaria Alliance (“APLMA”), and the End Malaria Council and those who engage in advocacy and mobilise global actors to work towards achieving the Partnership Strategy, leveraging their unique positions across sectors and geographies.

3.2. Overview of Coordination and Accountability across Partnership Mechanisms

The Partnership was established to implement coordinated action against malaria through convening and co-ordinating partners, supporting resource mobilisation and facilitating communications (Section 1). To fulfil these roles the Partnership mechanisms will operate in a coordinated way with reporting lines outlined in this Section and supplemented elsewhere in these Bye-Laws.

The Partnership Board is the governing body of the Partnership which brings Partners together in a largely representative model and is accountable to global public opinion and especially to people living in communities affected by malaria. The Partnership Board will provide oversight, support and strategic direction to the Secretariat and the Partner Committees and these mechanisms report to the Partnership Board.

The Secretariat through its CEO is accountable to the Partnership Board and will lead the implementation of the Partnership strategy, work plans, and manage associated budgets approved by the Board (Section 7). The CEO will also, in collaboration with all relevant Partnership mechanisms, lead in the development of Partnership strategies, work plans and associated budgets, as well as targets. In so doing, the CEO will coordinate the Partnership functions across the Secretariat, Partner Committees, and Working Groups integrating and prioritising planning of their respective functions and activities.

The Partner Committee Steering Groups will facilitate engagement with the broader partner community around the topics of their focus and lead in directing the implementation of their work plans. The Steering Groups through their Co-Chairs will report to the Partnership Board, which will establish the Standard Operating Procedures and terms of reference for the Partner Committees and their Steering Groups. The CEO will coordinate and oversee the work of the Partner Committees and the Steering Groups through the Partner Committee Coordination Group (Section 7.3.5).

The Working Groups, which are partner convened and led, will be invited periodically to report on their work to the Partnership Board. The Working Groups will strive to co-ordinate their work in a way that complements the activities of the other RBM Partnership mechanisms (Section 8).

4. The Partnership Board

4.1. Role of the Partnership Board

The Partnership Board leads the Partnership in the drive towards achieving the vision through its strategies and associated work plans.

Specifically, the Partnership Board will:

- Set the strategic direction of the Partnership.
- Provide advocacy and resource mobilisation support for the overall fight against malaria.
- Support the raising of funds needed for Partnership functions (as required for the implementation of the Partnership strategy, work plans, and associated budgets including the Secretariat and the Partner Committees' activities).
- Approve and monitor the Partnership strategies, work plans and associated budgets, as well as targets for achieving the Partnership's Vision, as presented by the CEO.
- Approve the operating mechanisms for the Partnership.
- Provide strategic direction, support to and oversight of the CEO who is tasked with implementing the Partnership strategies and work plans, and who will be supervised and performance managed by the executive head of the Host Agency or their delegate, in agreement with, and informed by the Partnership Board based on a process involving the Partnership Board or its formal designee.
- Be involved in and inform the selection/decision-making process for the appointment of the CEO, including renewal or termination thereof, which shall be made by the executive head of the Hosting Agency, in agreement with the Partnership Board.
- Appoint Chairs of the Partner Committees, following elections held in accordance with the Partner Committees' Standard Operating Procedures (SOPs) (to which terms of reference setting out a Partner Committee's focus areas and specific activities are annexed) and approve such SOPs and terms of references.
- Approve Standard Operating Procedures for Working Groups (to which terms of reference setting out a Working Group's focus areas and activities that are subject to CEO approval are annexed).
- Establish any Board committees (such as an audit, finance and risk committee) composed of Partnership Board Members and/or other participants deemed useful to fulfil such roles and responsibilities as the Partnership Board deems necessary.
- Approve hosting arrangements including hosting terms and Standard Operating Procedures (SOPs), hosting entity or any other legal status of Partnership.

4.2. Partnership Board Composition

The Partnership Board shall consist of up to 23 voting members and one non-voting ex-officio member. The voting members shall consist of:

- Nine (9) representatives from malaria-affected countries, with six (6) from Africa, two (2) from Asia and one (1) from the Americas;
- Five representatives from key investors in the RBM Partnership and/or in the fight against malaria, including one (1) from a regional or global financing mechanism, one (1) from a foundation or other philanthropic organisation, and three (3) representatives from sovereign or other investors;
- Two (2) representatives from civil society organisations and affected communities;
- Two (2) representatives from the private sector;
- One (1) representative from the science and innovation communities, including academia;
- One (1) representative from the World Health Organisation (WHO);
- Up to three (3) unaffiliated members sitting in their private capacity ("Unaffiliated Board Member(s)"), including possibly the Chair.

The Host Agency will be represented on the Partnership Board in an ex officio non-voting capacity.

Partnership Board members that represent a group, government or organisation are referred to as "Representative Board Members."

At least half of the voting members of the Partnership Board will be drawn from malaria affected countries. To implement this, at least one of the two representatives from civil society organisations and affected communities and one from the private sector shall be from malaria affected countries. Similarly, at least one of the up to three Unaffiliated Board Members shall also be from malaria affected countries and the science and innovation communities are encouraged to identify a representative from malaria affected countries.

4.2.1. Eligibility

Partnership Board Members should be prominent leaders in the global malaria community and/or individuals who are able to ensure consistent resourcing of the Partnership mechanisms or global efforts to fight malaria. They should be able to meet the responsibilities and have the skills set out below.

No Partnership Board Member shall have a leadership role in another Partnership mechanism at the same time.

4.2.2. Responsibilities

Partnership Board Members are expected to:

- Commit sufficient time (non-remunerated) to be able to participate meaningfully in all Partnership Board meetings.
- Act as an advocate on behalf of the Partnership to all stakeholders and support the CEO and the Secretariat in its partnership resource mobilisation efforts by making new connections and utilising existing relationships to garner awareness and funding for the Partnership's functions and broader Vision.
- Read documents and gain an understanding of all issues, prior to Partnership Board deliberations (meetings (in person and video), teleconferences, email communication).
- Reach out to the groups or constituencies that they represent to ensure the Partnership Board's discussions are informed by constituents' views and that the groups and constituencies are made aware of the outcome of Board meetings.
- Participate fully in Partnership Board meetings and discussions.
- Actively contribute and support the development / refinement of the Partnership Strategy and workplan.

4.2.3. Skills

Partnership Board Members should be able to demonstrate most of these skills:

- In-depth understanding of and personal commitment to the Partnership principles, core values, and achievement of its Vision.
- Be recognised as a leader in global health and/or development with the understanding and knowledge required to help shape overall strategic direction for the Partnership.
- In-depth knowledge of the issues around malaria, international health and/or development, and development financing.
- Strong leadership and management skills.
- Ability to act as an ambassador/advocate and to represent the Partnership at a senior level (*e.g.* represents a larger viewpoint, possess decision-making authority within their organisation).
- Experience working in a multicultural environment.
- Experience serving in partnerships and governing bodies, and the ability and capacity to network effectively and broadly.
- Facilitative and consultative approach—diplomatic with policy and strategic skills.
- Access to the necessary communication infrastructure to carry out their role as Partnership Board Members effectively (*e.g.* telephone, fax, e-mail and mobile phone).
- Ability to work in written and spoken English and/or French.

4.2.4. Selection and Appointment Process for Representative Board members

Each government, organisation or group mentioned in Section 4.2 of these Bye-Laws ("Selecting Groups") will determine a process for selecting its Representative Board Member ("Selection Process"), provided that such Representative Board Member(s) meet(s) the criteria set out in an Annex to these Bye-Laws, as may be amended by the Partnership Board from time to time. Each Selecting Group shall communicate its Selection Process to the Board through the Secretariat.

Once the Selection Process is completed, the Selecting Group shall notify the Board Chair, through the Secretariat, of the appointment of its Representative Board Member and the effective date when the Representative Board Member starts. The Board Chair will inform the Board of any newly selected Representative Board Members.

4.2.5. Alternates

When identifying a Representative Board Member, the Selecting Group will also present an alternate to replace the Representative Board Member in any meetings that the Representative Board Member would not be available to attend ("Alternate"). Alternates can participate in Board meetings but the Representative Board Member will vote on behalf of his or her government, organisation or group.

An Alternate is expected to have the required level of experience, expertise, seniority and authority to undertake the role and responsibilities of the Partnership Board Member and the specific agenda items being discussed at the Partnership Board Meetings in which the Alternate participates.

4.2.6. Selection and Appointment Process for Unaffiliated Board Members

When vacancies for Unaffiliated Board Members occur the Board will initiate a selection process as set out below with the aim of appointing individuals that meet the criteria for Partnership Board Members as set out in an Annex to these Bye-Laws and who bring skills and experience that are complementary to the Board. In doing so, the Partnership Board will establish, taking into account a skills and experience matrix of the Board, any additional criteria for the member(s) to be selected. All criteria will be published on the RBM website along with a notice seeking nominations. Candidates for the Partnership Board may be nominated by Partners, sitting Members of the Partnership Board or through other means as may be approved by the Board.

The Partnership Board will appoint an Unaffiliated Board Member Selection Committee of a minimum of three and a maximum of seven Partnership Board Members to review the nominations and select suitable candidates to fill Unaffiliated Board Member vacancies. The Selection Committee will be chaired by the Partnership Board Chair and /or Vice Chair. The Secretariat will supply the Selection Committee with the details of the nominations received and support the Selection Committee.

As set out in Section 4.2 above, at least one of the Unaffiliated Board Members shall be from a malaria-affected country or region. In addition, the Unaffiliated Board Member Selection Committee shall make efforts to ensure their selection supports overall Board diversity and inclusion in other terms such as gender, ethnicity, age, and other identities.

The Unaffiliated Board Member Selection Committee will submit their recommended candidate(s) to fill the Unaffiliated Board Member vacancies to the full Partnership Board for its approval.

The Partnership Board may establish any additional procedures with respect to the selection process of Unaffiliated Board Members as it deems necessary to carry out these provisions.

4.2.7. Term of office

Representative Board Members and Alternates shall serve a, once-renewable, two-year term, unless their nominating government, organisation or group determines otherwise.

Each nominating government, organisation or group should inform the Secretariat regarding the term, and any renewals thereof, of its Board Members and Alternatives.

Unaffiliated Board Members shall serve on the Partnership for a term that the Board determines at the time of selection, normally two years, renewable once by the same length. An Unaffiliated Board Member cannot be re-appointed to the Partnership Board after serving two terms consecutively until a break of at least three years has occurred.

4.2.8. Resignation

A Partnership Board Member may tender their resignation at any time in writing to the Partnership Board Chair. In addition, a Partnership Board Member is deemed to have resigned if he or she does not personally participate in two consecutive meetings, with or without communication, unless there are extenuating circumstances.

When such deemed resignations arise in cases of non-participation, it is the responsibility of the Chair, after discussion with the Partnership Board Member, to take a final decision on the resignation and notify the Partnership Board Member and, as relevant, their government, organisation or group they represent in writing.

4.3. Partnership Board Leadership

The Partnership Board is led by a Chair, who is elected by the Partnership Board from among its voting members. In addition, the Partnership Board may decide to also elect a Vice Chair, who can deputise for the Chair in his/her absence. When the Vice Chair deputises for the Chair, he/she has all the roles and responsibilities of the Chair.

In the event that the Chair is an Unaffiliated Board Member, the Vice Chair shall normally be a Representative Board Member and vice versa. In situations where there is both a Chair and a Vice Chair, the Board shall make every effort to ensure that at least one of them is from a malaria affected country.

If a Chair or Vice Chair is a Representative Board Member he or she will serve in their personal capacity as non-voting members with the Alternate being able to vote for and represent the government, organisation or representative group.

4.3.1. Roles

- The principal role of the Partnership Board Chair is to lead the Partnership and, along with the CEO, to be the public face of the Partnership.
- Facilitate Partnership Board deliberations by ensuring that the agenda is set in advance, all issues are addressed, and a diversity of opinions are heard.
- Set annual performance objectives for the CEO.

- The Chair will have regular performance discussions with the CEO which may involve other Partnership Board Members as appropriate. The Board Chair will formally meet the Executive Director of the Host Agency once per year and they will jointly meet the CEO for a formal annual review at that time.

4.3.2. Responsibilities

- Commit sufficient time to the Partnership.
- Work with the Partnership Board and the Secretariat to set agendas for Partnership Board meetings.
- Ensure that the performance of the CEO is reviewed annually.
- Ensure the performance of the Partnership Board is reviewed regularly and oversee the implementation of any recommendations aimed at improving Partnership Board performance.
- Interact with the Host Agency to address and resolve major issues that impact the hosting relationship.
- With the full knowledge of the Partnership Board, delegate, as appropriate, certain responsibilities to the Vice-Chair.

4.3.3. Skills

- Ability to solicit input from a wide range of stakeholders and ensure that input is included in Partnership Board discussions.
- Ability to lead and manage a diverse group of people, ensuring that open communication is maintained and all voices are heard.
- Possession of excellent communication skills and a history of written and spoken communication related to global health.
- Ability to work effectively with the Secretariat, to include an understanding of basic financial principles.
- History of involvement with the Partnership and knowledge of the Partnership's history, goals, and policies.
- Experience in governance (e.g., leadership role within other partnerships/governing Partnership Boards).

4.3.4. Selection Process

The Chair (and Vice Chair) will be elected by the Partnership Board from amongst its voting members in accordance with a process established by the Board.

4.3.5. Term of office

The Partnership Board Chair shall serve for an initial term of two years, commencing when he or she takes up the role of Chair renewable once by the Partnership Board for a further two-year term, which shall not exceed his or her remaining term of service as a Partnership Board Member. The Vice Chair (if appointed) also serves for the same period of time. The Partnership Board may vary the term of the Chair (and Vice Chair) if necessary.

The incoming Partnership Board Chair (or Vice Chair) will be elected prior to the end of the serving Chair's term, with sufficient time to achieve a smooth transition. Ideally the Chair and Vice Chair will have their terms staggered to ensure continuity of the leadership of the Partnership Board.

5. Partnership Board Meetings

5.1. Convening Meetings

The Partnership Board shall meet as often as necessary, and no less than twice per year, of which at least one meeting will be face to face unless circumstances prevent such an in-person meeting. Any meeting that is not face to face will be conducted by teleconference or videoconference. Dates of the Partnership Board meetings will be posted on the RBM Partnership website so that Partners are aware of the schedule of meetings.

A meeting of the Partnership Board may be called by the Chair or the Vice Chair, at the request of at least four Partnership Board Members, or by the CEO at the direction of the Chair or Vice Chair. The Partnership Board Chair may convene extraordinary meetings of the Partnership Board. Normally these will be by telephone or videoconference. The Chair may, as is reasonably required under the circumstances, modify the normal procedural guidelines for Partnership Board meetings in the case of an extraordinary Partnership Board meeting.

5.2. Communication

Communication between Partnership Board Members and the CEO will normally be by email. Unless otherwise requested, the Secretariat will send all necessary documentation related to Partnership Board business directly to the Partnership Board Members and Alternates. In addition, each Partnership Board Member may designate one additional person authorised to receive documentation.

5.3. Meeting Preparation

5.3.1. Agenda

The Partnership Board Chair, in consultation with the CEO and the Vice Chair, shall prepare the agenda of the Partnership Board's meetings ("Agenda"). The Agenda shall be approved by the Partnership Board at the beginning of each Partnership Board Meeting.

Any Partnership Board Member wishing to propose an agenda item should do so in writing to the Chair and the CEO at least four (4) weeks prior to a Board meeting. Taking any such input from Board Member(s) into account, the proposed Agenda will be circulated to the Partnership Board Members no later than three (3) weeks prior to the Meeting.

5.3.2. Documentation

To the maximum extent possible, documents shall be translated into French and submitted to the full Partnership Board no later than two (2) weeks before the Partnership Board meeting.

The documentation shall clearly present the issues proposed for decision by the Partnership Board. The Secretariat will issue guidelines for the format of Partnership Board documentation.

5.3.3. Working Languages

The working languages of the Partnership will be English and French. All Partnership Board documentation will be distributed in both languages. Simultaneous interpretation will be made available at Partnership Board meetings if requested by a Partnership Board Member and if the Partnership Board Chair deems it is feasible to do so.

5.3.4. Costs of Attendance

All reasonable costs of Partnership Board Members and Alternates for attendance at Partnership Board meetings will be borne by the Partnership in accordance with the applicable travel policies of the Host Agency. Partnership Board Members are however encouraged to support their own attendance at meetings to the maximum extent possible by notifying the Secretariat or by attending by means of videoconferencing.

5.4. Meeting Conduct

5.4.1. Conduct

The Partnership Board meeting will be led by the Partnership Board Chair (or in his or her absence the Vice Chair).

A quorum for a Partnership Board meeting is that two-thirds of voting Partnership Board Members (or in case of their inevitable absence their Alternate) are present either in person or by tele- or videoconference.

5.4.2. Attendance

It is expected that Partnership Board Members and their Alternates will attend all meetings, either in person or by tele- or videoconference. Every effort will be made in organising the meetings to accommodate the schedules of Partnership Board Members.

5.4.3. CEO, Secretariat, and Observers

The CEO shall participate in meetings of the Partnership Board as a non-voting participant, and members of the Secretariat needed for presenting, explaining content or for the administration of the meeting shall also attend. In addition, interpreters shall be invited as required. Individuals who are invited by the Chair for certain sessions to make presentations to the Partnership Board or to give expert advice-and-guidance shall participate in those sessions only. A list of such invitees shall be communicated by the Chair to the full Board no later than two weeks prior to a Board Meeting.

The Board Chair may invite observers, including, as relevant, Co-Chairs of Partner Committees and Working Groups, to attend the full meeting or specific sessions of the Partnership Board meeting. The Chair may grant speaking privileges to observers, but they do not have voting rights.

Partnership Board Members shall make requests for the attendance of observers to the Chair no later than two weeks prior to the Partnership Board meeting. To the

maximum extent possible, observers shall attend Partnership Board meetings by means of video conference facilities.

Partnership Board Members will be informed of any proposed attendance of observers in the Partnership Board documentation and will have the opportunity to raise any issues or objections with the Chair in advance of the meeting.

Partners may organise themselves to hold meetings around the meetings of the Partnership Board for the purpose of interacting with Partnership Board Members. This is at their discretion and expense. However, they will not be permitted to join the actual meetings, unless as invited observers as per the provision above.

5.4.4. Closed Sessions

At its discretion, the Partnership Board may conduct some of its business in a closed session where only the Partnership Board Members, their Alternates and any invitees relevant for the topic(s) to be discussed are present (and interpreters if requested by a Partnership Board Member). These sessions must be convened by the Partnership Board Chair. Should a Partnership Board Member wish to request a closed session, they must do so in writing to the Partnership Board Chair in advance of the meeting. The Chair will then consider the nature of the request and determine whether a closed session of the Partnership Board is appropriate.

If, during a meeting, a Partnership Board Member feels that it is appropriate that the meeting go into closed session, they can make a verbal proposal to this effect. The Chair will consider the nature of the request and determine whether the Board will go into closed session.

5.4.5. Partnership Board Minutes

The Secretariat will arrange for minutes to be taken of Partnership Board meetings. The draft minutes will be circulated to Members (in the working languages of the Partnership) within three weeks of the meeting. Partnership Board Members will be asked to review them within a defined time (not less than two weeks) and then the minutes will be finalised in consultation with the Partnership Board Chair. The Partnership Board Chair will then issue the finalised minutes to the Partnership Board Members within six weeks of the end of the Partnership Board meeting and they shall be formally adopted at the next Board meeting.

The Partnership Board may decide to take minutes of a Closed Session. The Partnership Board will delegate one member to take the minutes of such sessions. The Partnership Board will decide to what extent the minutes of such sessions will be made public.

5.4.6. Transparency

In principle the final Partnership Board Minutes and related documentation will be published through the RBM Partnership website. The Partnership Board Chair may decide that certain sections of the minutes and certain documents are not published because of issues of confidentiality including any requests from the Host Agency, but this will be in exceptional situations and the minutes will note that certain parts of the minutes have been withheld.

5.5. Decision-making

5.5.1. Decision-making Process during Meetings

Decisions of the Partnership Board shall normally be taken on the basis of consensus, unless otherwise stated in these Bye-Laws, among those voting Partnership Board Members present or linked by telephone or videoconference and where a quorum exists.

If the Chair determines that every effort to achieve a consensus on any matter has been exhausted, that matter may be put to a vote by the Chair acting on his or her own initiative or at the request of a Partnership Board Member.

With the exception of non-voting members, each Partnership Board Member has one vote.

The outcome of a vote rests on a two-thirds majority of Partnership Board Members (or their Alternates in their absence) present (in person or by tele- or video conference link) and voting. A two-thirds majority is defined as the number of votes cast in favour must be at least twice the number of votes cast against.

Vote by proxy by another Partnership Board Member is permitted, if communicated to the Partnership Board Chair in writing prior to the meeting.

Voting shall normally take place by a show of hands.

5.5.2. Decision-making between Meetings

Unless otherwise restricted by these Bye-Laws, the Partnership Board may act without a meeting by means of proxy letter, e-mail, or such other method of communication on a no-objection basis and subject to procedures determined by the Partnership Board.

6. Secretariat

6.1. Roles and Responsibilities

The RBM Partnership mechanisms are supported by a Secretariat engaged by the legal entity that provides Hosting Services to the Partnership. The Secretariat's primary role is to facilitate the work of the Partnership through supporting the implementation of the Partnership Board-approved strategy and work plans and other decisions. Additionally, the Secretariat will support the Partnership Board, the Partner Committees and their Steering Groups and Co-Chairs, the Partner Committee Coordination Group and other mechanisms with the planning and organisation of meetings logistics, agendas, and procedures.

The Secretariat will include Partner Committee Managers who will work with the CEO and the Co-Chairs of the Partner Committees in furtherance of the CEO's coordination and oversight functions as well as to implement and support the work of the Partner Committees.

6.2. Chief Executive Officer (CEO)

6.2.1. Role

The CEO supports the Partnership Board to develop a strategy and associated work plans. He/ She leads the Partnership Secretariat in implementing the strategy and work plans approved by the Partnership Board with the Partner Committees and works with regional and national entities to ensure that regions and countries are empowered to address malaria. He or she is the public face of the Partnership and its mechanisms on a day-to-day basis.

The CEO may delegate his/her responsibilities set out in these Bye-Laws to employees of the Secretariat, as appropriate.

The selection, appointment and termination processes of the CEO, as well as the process for supervision and performance management of the role is set out in Section 4.1 of these Bye-Laws.

6.2.2. Responsibilities

Partnership Secretariat

- Define and revise as needed the structure and role descriptions of the Partnership Secretariat.
- Provide day-to-day leadership—including coordinating implementation of activities and budget execution by the Partnership Secretariat—and oversight of the Partnership Secretariat staff, including rigorous performance appraisals.
- Ensuring operations in alignment with all applicable laws and regulations, including but not limited to those of the host, and conducting business practises in a manner consistent with the mission and values of the Partnership.
- Recruit staff for the Partnership Secretariat.

Strategy and Planning

- Lead the development of strategies, work plans and budgets, as well as targets for fulfilling the Partnership's strategy for approval by the Partnership Board. This will be undertaken with close collaboration with the Partnership Board, the Partner Committee Coordination Group and other relevant Partnership mechanisms.
- Monitor the Partnership's progress towards key targets and regularly report to the Partnership Board.
- Escalate to the Partnership Board at an early stage any Partnership operational challenges that need Partnership Board support, including any resource deficiencies.
- Identify opportunities to grow and strengthen the Partnership.

Partnership Board

- Support meetings of the Partnership Board and participate in them as a non-voting member.
- Communicate on a regular basis with the Chair of the Partnership Board.

Other Partnership mechanisms

- Coordinate and oversee the work of the Partner Committees and their Steering Groups, including through the Partner Committee Coordination Group.
- Allocate Partner Committee Managers from the Secretariat to support Partner Committees, their Steering Groups and Co-Chairs.
- Through meetings with the Co-Chairs, facilitate the coordination of Working Group activities and their complementarity with the work of other Partnership mechanisms.
- Allocate a designated Secretariat resource for supporting the above-mentioned coordination of the activities of Working Groups.

Resource Mobilisation, Advocacy and Communications

- Support the efforts of the Partnership Board and Partner Committees to mobilise resources for the global fight against malaria.
- Support the Partnership Board’s fundraising for the Partnership operations.
- Update all Partners, including key donors and affected countries, directly on progress against the Partnership Strategy and deliverables.
- Liaise with other key relevant partnerships and agencies, including regional entities.
- Ensure that malaria remains high on the global health and development agenda.

7. Partner Committees

Partner Committees are intended to convene RBM partners around priorities of the Partnership, including advocacy, resource mobilisation, strategic communications and country/regional support and in doing so formalise, consolidate, and amplify the core Partnership priorities as established by the Partnership Board.

Each Partner Committee implements and manages a particular Partnership priority as identified by the Partnership Board.

The Partnership Board will, based on the Partnership priorities, determine the Partner Committees that are to serve the Partnership and will set and approve the Standard Operating Procedures for and terms of reference of these Partner Committees and appoint the Co-Chairs thereof. The Partnership Board from time to time, and in order to best meet the needs of the Partnership, may establish new Partner Committees, discontinue, or merge existing Partner Committees.

The work of the Partner Committees and their Steering Groups will be coordinated and overseen by the CEO including by working through the Partner Committee Coordination Group.

7.1. Membership

Partner Committees are made up of RBM Partners who are interested in the topic that a Partner Committee is focused on. RBM Partners nominate themselves for those Partner Committees that they wish to be a part of.

Workstream teams may be established by the Partner Committee Co-Chairs as necessary to work on specific issues /priority areas of support within each Partner Committee.

7.2. Functions

- Convene Partners with an interest in the particular topic or priorities of each Partner Committee in order to then facilitate communication and coordination of activities. Routinely support fora that bring Partners, including those from malaria-affected countries, together to identify and highlight key challenges related to the priorities focused on by the Partner Committee, and to develop plans to address these challenges.
- Through the Steering Groups(s) and the Partner Committee Coordination Group, work to obtain necessary inputs, avoid duplication of efforts, and resolve any concerns over responsibilities for aspects of the Partner Committees' work.
- Engage and relate with regional entities to ensure regions and countries are empowered to address malaria, with particular attention to cross border settings.

7.3. Implementation and Leadership

7.3.1. Funding

The resources required to implement a Partner Committee's priorities shall be part of the RBM Partnership workplan and budget subject to Board approval. Relevant Partners are also encouraged to mobilise funds for and contribute partner resources to Partner Committees' activities.

7.3.2. Partner Committee Co-Chairs

Each Partner Committee will normally be led by two Co-Chairs who are appointed by the Partnership Board following a process set out in the Partner Committees' Standard Operating Procedures and having received confirmation that the candidate's employer has approved their designation in this role.

The Partner Committee Co-Chairs will serve for a term of three years, renewable once, commencing when he/she takes up the role. The Partnership Board reserves the right to remove a Co-Chair before the end of their term of office in circumstances when it judges that the Co-Chair is unable to fulfil their responsibilities set out below.

The Partner Committee Co-Chairs also head the Steering Group of the Partner Committee. The Co-Chairs and Steering Group will guide the Partner Committee in the implementation of its work plan and activities, providing specific expertise, resources and support as may be needed.

The work of the Steering Groups will be coordinated and overseen by the CEO including through the Partner Committees' Coordination Group.

7.3.3. Roles & Responsibilities

Subject to any further elaboration set out in the Partner Committees' Standard Operating Procedures, the roles and responsibilities of the Partner Committee Co-Chairs shall include:

- In a process led and coordinated by the CEO through the Partner Committee Coordination Group (Section 7.4), develop budgets and work plans for their respective Partner Committee to be incorporated in the Partnership work plan and budget for the CEO to submit to the Partnership Board for approval. Work plans will include strategic priorities, and present how results will be measured and reported to the Partnership Board.
- Convene workstream teams as required for the execution of the agreed workplans from among the Partner Committee members, ensuring a balanced geographic representation, relevant skills and experience and capacity/time commitment.
- Working with the relevant Partner Committee Manager, oversee the work of the Partner Committee to implement the approved work plans. Implementation of activities may need to be prioritised by the Co-Chairs, in consultation with the Steering Group and CEO as appropriate, to conform to available resources.
- Report annually to the Partnership Board on the progress of the approved work plans, or more frequently if required by the Partnership Board.
- Commit sufficient time to the Partnership, which may vary by Partner Committee, to allow successful implementation of the Board-approved work plans.

7.3.4. Skills and criteria

Subject to any further elaboration set out in the Partner Committees' Standard Operating Procedures, the Partner Committee Co-Chairs are expected to have the following skills:

- Ability to solicit input from a wide range of stakeholders and ensure that input is included in the Partner Committee and Steering Group discussions.
- Ability to lead and manage a diverse group of people, ensuring that open communication is maintained, and all voices are heard.
- Possession of excellent communication skills and a history of written and spoken communication related to global health.
- Ability to work effectively with the Secretariat, to include an understanding of basic financial principles.
- High level of expertise in the subject matter of the relevant Partner Committee.

7.3.5. Partner Committee Steering Group

Each Partner Committee shall be supported by a Steering Group to guide and support the Co-chairs in the implementation of the Partner Committee work plan and activities, providing specific expertise, resources and support as may be needed.

Each Steering Group of a Partner Committee shall consist of approximately 10 to 15 members in a composition that is broadly reflective of the Partnership Board.

Steering Group members are expected to dedicate time and other Partner resources to take the focus topics forward. The Steering Group members will be selected in accordance with a process set out in the Partner Committees' Standard Operating Procedures and their selection shall be subject to validation by the CEO.

7.3.6. Roles and responsibilities

A Steering Group's aim is to facilitate engagement with the broader Partner Committee and decision-making on relevant matters. Further details on the functions and roles and responsibilities of the Steering Group are provided in the Partner Committees' Standard Operating Procedures but shall include:

- Actively participate in the work of the Partner Committee as per its terms of reference, including the delivery of its work plan,
- Facilitate engagement with the broader Partner Committee and decision-making on relevant matters,
- Promote cohesion among members and collaborate with one another,
- Share information and expertise, taking part in coordination calls, and promoting strategic linkages and collaboration,
- Support the Co-Chairs and the CEO in the preparation of Partner Committee work plans and their associated budgets to be integrated in the Partnership work plan and associated budget, as well as of reports and updates for the RBM Partnership.

7.3.7. Skills and criteria

Steering Group members are expected to commit sufficient time and/or resources to support the work of the Group and more detail on expectations may be stipulated in the Partner Committees' Standard Operating Procedures.

7.4. Coordination

The work of the Partner Committees and their Steering Groups will be coordinated and overseen by the CEO.

The CEO will effectively coordinate work with the Co-Chairs of each of the Partner Committees and the Partner Committee Managers (and/or any other member(s) of the Secretariat designated by the CEO) through the forum of the Partner Committee Coordination Group which will consist of the CEO, the Co-Chairs of each Partner Committee and any others provided for in the Partner Committees' Standard Operating Procedures.

The CEO will convene meetings of the Partner Committee Coordination Group as required to effectively align and coordinate work between the Partner Committees working with Partners to bring in additional capacity, insight and expertise as required.

The CEO's responsibilities will also include facilitation and coordination of Partner Committee engagement with the Partnership Board including reviewing terms of reference and nominations for Partner Committee Co-Chairs (as outlined in Section 6.2 above) and reviewing proposals from the Partner Committees for Partnership Board agenda items, before they are submitted for consideration.

8. Working Groups

8.1. Role

The RBM Partnership Working Groups, convened under the umbrella of the RBM Partnership through an accreditation process (Section 8.4), provide important platforms for Partners to share information and collaborate on specialised topics with a particular emphasis on implementation of malaria-affected country programmes.

Managed and led by Partners, with coordination support from the Secretariat, Working Groups are self-convening to ensure they meet the needs of their target group of Partners. The Working Groups will ensure that their work is aligned with that of WHO and the RBM Partnership while fostering complementarity and avoiding duplication.

8.2. Membership

Participation in the Working Groups shall be open to individuals, organisations and institutions committed to the particular focus of the Working Group and representing the diverse range of experience and disciplines necessary to fulfil the Working Group's functions. Membership is voluntary, with no remuneration for participating.

8.3. Leadership and implementation

Each Working Group will be led by two Co-Chairs, elected by the Working Group members according to a documented open and transparent process. At least one of the Working Group Co-Chairs shall be from a malaria-affected country. Defined in each Working Group's terms of reference, the term of service of the Working Group Co-Chairs will be up to three years, which may be renewed for a further term of up to three years.

The Working Group Co-Chairs may establish a steering group to facilitate overseeing the work of the Working Group. The composition of a Working Group and any steering group will reflect the diversity of the Partnership and ensure the right balance of capability and capacity to take work priorities forward.

8.3.1. Funding and support

The Working Group Co-Chairs individually and collectively will work with (funding) Partners, the CEO (and/or a member of the Secretariat he/she designates for this purpose) and Partnership Board to mobilise funds for the activities of the Working Groups. The Partnership work plan and budget would, at a minimum, include funding to support the coordination of the Working Groups with each other as well as with the other Partnership mechanisms.

8.3.2. Work planning and Coordination

The Working Groups will be self-convening while ensuring alignment and complementarity to relevant aspects of the work of the RBM Partnership and WHO. The coordination of activities and complementarity will be facilitated by the CEO and/or a member of the Secretariat the CEO designates for this purpose, including through coordination meetings with the Co-chairs of the Working Groups and, as relevant, including the Co-chairs of Partner Committees. The Working Group Co-Chairs and Working Group Coordinators will periodically meet with the CEO with

the aim of having at least one in-person meeting each year. The Co-Chairs of the Working Groups will be invited periodically to report on their work to the Partnership Board.

Recognising the different focus, structures and reach of the Working Groups, as well as the manner in which they are financed, there will be flexibility in how work plans are organised, operationalised and coordinated. Working Groups may be assisted by dedicated supporting structures (e.g., a Working Group Coordinator), external to the RBM Secretariat and typically supported financially by a Partner. This work planning and coordination process will be facilitated by the Working Group Co-Chairs, including through a consultative process across the Working Group and giving the opportunity for the CEO to provide comments and inputs to ensure harmonisation and consistency with other Partnership mechanisms.

8.4. Creation of a Working Group and Criteria for Accreditation

Where there are grounds for the establishment of a new Working Group, an application must be made to the Partnership Board for accreditation with the RBM Partnership.

Accreditation with the RBM Partnership is a prerequisite of using the Partnership brand and receiving funds from the Partnership budget. The Partnership Board is responsible for accrediting RBM Working Groups against a set of Board-approved criteria (as set out in the Working Group Standard Operating Procedures to be approved by the Partnership Board). A key consideration for such accreditation with the RBM Partnership will be adequate participation of malaria-affected country representatives within the Working Group. The Secretariat will monitor the performance of the Working Groups, taking into account progress made against a Working Group's workplan, and may request the Partnership Board to remove accreditation if a Working Group is either inactive or does not fulfil the accreditation requirements.

8.5. Dissolution of a Working Group

When the functions of a Working Group are no longer deemed relevant, the Co-Chairs of the Working Group may, in consultation with its members, agree to dissolve it.

9. Conflict-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 organisation with which the individual has an employment relationship, has a financial or other interest that could unduly influence the individual 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 Partnership Board Member's judgment is biased. As such, conflicts can compromise or undermine the trust that stakeholders place in the Partnership Board and the RBM Partnership.

The RBM Partnership Conflict of Interest Policy, as approved by the Board, defines relevant interests that need to be declared and the process for making a Declaration of Interests (DoI).

RBM does not engage with the tobacco or arms industries or entities that work to further the interests of these industries. The Partnership Conflict of Interest Policy reflects this and ensure the requirement for disclosures of interests related to tobacco and arms industries. All Members of the Partnership Board and Alternates will complete a DoI upon appointment, annually, and also when any significant changes in the previously declared information occurs.

The Co-Chairs of the Partnership Committees and Working Groups as well as members of any other governance bodies that the Partnership Board may establish will also complete a DoI annually or when there are any significant changes to the information previously supplied.

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. The Secretariat will gather and summarise the DoI forms in a special matrix for each RBM mechanism, which will allow the relevant Chair (in consultation with the Secretariat) to take informed decisions on how to prepare and handle the proceedings of each particular meeting. The DoI of a Chair will be reviewed by the Vice Chair or a Co-Chair (as appropriate).

For full transparency, all members of the Partnership Board, Partnership Committees, and other governance structures 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.

Submitting and updating a DoI is mandatory for all Partnership Board Members, Alternates and Co-Chairs of Partnership Committees and Working Groups as well as members of any other governance mechanisms the Board may have established. Failure to submit and update completed forms may result in non-appointment to the body in question.

10. Amendments to the Bye-Laws

The Partnership Board may amend these Bye-Laws at any time through the decision-making process set out in Section 5.5 above.

11. Suspending the Bye-Laws

The Bye-Laws may be suspended for a specific length of time by a two-thirds majority of the Members present and voting at a meeting of the Partnership Board (face-to-face or virtual).

Annex 1: RBM Partnership Board Member – Selection Criteria

Dated: May 2023

For all Partnership Board Members, including Representative Board Members and Unaffiliated Board Members:

- Strong commitment and dedication to the RBM Partnership’s mission and making a difference to people affected by malaria
- Prominent leaders in the global malaria community and/or individuals who are able to ensure consistent resourcing of the Partnership mechanisms or global efforts to fight malaria
- Ability to commit to a term, for example, a minimum of two years (to avoid frequent changes and break in continuity) and maximum of three years
- Capacity to commit the necessary time to consider and contribute to Partnership business including digesting Board documents
- In-depth knowledge of the issues around malaria, health and/or development, and development financing
- Ability to galvanise collaboration within the RBM Partnership and beyond
- Leadership and management skills and Board-level experience, especially in partnerships
- Ability to act as an ambassador/advocate representing and generating support at the highest levels for the global fight to end malaria

In addition to the above, at least half of the Board members (excluding WHO and the Host representative) should be drawn from malaria affected countries.

To the maximum extent possible, the RBM Partnership shall endeavour to ensure that the Board is diverse and inclusive in terms of gender, national origin, race, ethnicity and age.

No Partnership Board Member shall have a leadership role in another Partnership mechanism at the same time.

Additional criteria for Representative Board Members representing constituencies:

For all representational Board members (regardless of constituency)

- Ability to speak with knowledge and authority for the constituency
- Capacity to contribute the necessary time to engage with constituency before and after board meetings using the appropriate mechanisms/platforms

For Malaria-affected countries

- Bringing country perspectives of one of the following disciplines through current or past senior level engagement; public health programming, public finance, development finance, or the economy
- Ability to reach out to the countries represented in the constituency, recognising that the member represents the whole constituency, not a single country
- Versed in the multi-sectoral challenges of fighting malaria either from a health/development background, a finance or planning/environmental background or other sectors of relevance to ending malaria

For Civil Society

- Recognised civil society leader working in the field of malaria
- At least one Board member with direct geographical or language link to affected communities
- Ability to effectively convene a highly diverse constituency and gather input through a consultative process bringing together the different perspectives, expertise and resources from the group and synthesising them into key messages to inform Board deliberations

For Funders

- Ability to speak with knowledge and authority on behalf of their government, organisation or constituency (as relevant)
- Appropriate level of decision-making authority within organisation or government

Private Sector

- Senior executive from a company with a proven leadership role in RBM Partnership activities at the global, regional or country level
- Ability to effectively convene a highly diverse constituency and gather input through a consultative process bringing together the different perspectives, expertise and resources from the group and synthesising them into key messages to inform Board deliberations

For Unaffiliated Board members:

- Senior executives capable of providing meaningful guidance and oversight to the RBM Partnership and its Board
- Bringing complementary skills, experience, and networks to those available on the Board in areas such as:
 - finance and audit,
 - risk management,
 - advocacy and communications,
 - resource mobilisation from private or public sources,
 - academia or research,
 - connecting ideas with implementers,
 - public health and related subject matters.

For the Partnership Board Chair

- High profile leader with the ability to leverage resources, bring a rich network to bear, and influence policies to further the RBM Partnership's mission
- Ability to develop and maintain important relationships for the RBM Partnership and solicit input from a wide range of stakeholders
- Ability to lead and manage a diverse Board including high-level representatives from governments and other stakeholders
- Supreme communicator, listener, and collaborator
- Ability to develop and maintain productive relationships with the Board, Vice Chair and CEO
- Broad-based and long-term view of strategic and organisational goals and an ability to foster open debates on those and other subjects
- Capability to inspire and influence positive behaviour and actions across the Partnership