GNP+ Board Member Terms of Reference

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## About GNP+

We are the Global Network of People Living with HIV (GNP+), a network for people living with HIV, run by people living with HIV. We engage with and support national and regional networks of people living with HIV this ensures that our global work is grounded in their local experiences and priorities. The meaningful involvement of people living with HIV is at the heart of all that we do.

Our vision

A world where all people living with HIV are free from stigma and discrimination, have our rights recognised, our dignity respected and have universal access to treatment and care.

Our mission

To improve the quality of life for people living with HIV, in all our diversity.

Our Governance

GNP+ has a supervisory model of governance in place. The Board is the top governing body at GNP+. Our Board is made up of individual members living with HIV from every region of the world and most of the key populations affected by HIV.

The Board sets our strategic direction and appoints Executive Leadership that oversees day-to-day administration. The strategic direction provided by the board is implemented by our staff working collaboratively with networks of people living with HIV and marginalized people, UN partners, NGOs and delegations of people living with HIV in global health and development institutions.

## Composition and Board organization

1. Board members of GNP+ are all people living with HIV. The board is comprised of a minimum of 5 members and a maximum of 11 members at any given time. Board members are appointed for a term of 2 years, which can be extended for a second term of two years. All board members can serve up to a maximum of 2 terms. Any exceptions should be discussed by the full Supervisory Board and voted for.
2. Board members are appointed through an application process as individuals living with HIV based on pre-defined criteria, based on the skills and expertise that GNP+ needs for effective governance and organizational growth. In addition to selecting new members on the basis of their skills and experience, membership selection will also take into account geographic and demographic representation to ensure the diversity of experience. With a Board of 11 people, not all regions or populations will be represented on the Board at once. However, the Board will always reflect broad representation, taking into account the regional representation and gender balance.
3. The Board ensures that GNP+ establishes and holds the trust of the community by being clear in its mission, prudent and ethical in its activities, and accountable for its actions. Meetings focus on planning, policy-making, and assessing our progress. (GNP+) is responsible for governance of GNP+, i.e. to provide overall direction to the organization and oversight of the International Secretariat.
4. The Board elects from its members a Leadership   
   Group consisting of the Chair, Secretary and Treasurer. Their additional duties are to support and manage the Co-Executive Directors, oversee the full Board and take decisions when ad hoc issues arise on Operational level. The Treasurer is also tasked with overseeing the financial status of the organization with the support of the Financial Controller.

## Participation and Time Commitment:

1. Board members are legally required to fulfil their fiduciary duties, which will require you to devote a minimum of 35 hours per year to the organization. The amount of time will vary, from attending board meetings to regularly reviewing financial statements and meeting materials, committee meetings, orientation sessions, and special events.
2. The full board convenes on a quarterly basis by conference call, start and end of year meetings, and 1 yearly face to face meeting.

## Duties and Responsibilities:

The board has the responsibility to:

1. Board Members are expected to rigorously prepare for, attend and participate in all Board and applicable committee meetings, and to spend the time needed to properly fulfil their obligations.
2. Appoint, manage and regularly review the performance of the Co-Executive Directors
3. Participate in all Board activities including Meetings and relevant Committee Meetings as determined;
4. Represent GNP+ and the GNP+ Board upon request and provide post-meeting reports;
5. Approve, monitor and review the progress of the annual budget and workplan
6. Monitor and review the financial results
7. Approve annual and quarterly financial statements, and approve release thereof
8. Approve annual organizational reports, approve release thereof
9. Develop and monitor the 5-year Strategic Plan along with Executive Leadership
10. Respond to requests of endorsements and public statements along with Executive Leadership
11. All board members are expected to participate in helping to keep the organization healthy by mobilizing resources.

## Decision making process

1. Decisions are made either by consensus or majority vote. The detailed guidelines on the process is laid out in the articles of association of GNP+.

## Conflict of Interest and Code of Conduct:

1. Board Members are obliged to notify the Board regarding any potential conflicts of interest either professional, personal, or with regards to policy and programming of their regions and/or organizations.
2. The Board will annually review the appropriateness of the continued service of Board Members who change their position or responsibility that they held when they were elected to the Board.
3. The Board believes that it is a shared responsibility of the Board Members and the Co-Executive Directors to speak on behalf of the Organization. Individual members of the Board are allowed to meet or otherwise communicate with various constituencies that are involved with the Organization about GNP+ related issues, only with the knowledge of Co-Executive Directors and at the request of the Leadership Committee, the Board, or Co-Executive Directors.
4. Any communication and interaction with third parties outside the Board and the secretariat of the Organization must be according to agreed policy and strategic lines of the organization. As a Board governing by consensus or majority vote, Board Members can only represent the agreed position of the Board during external communications.
5. Board members are accountable to the membership and the Community, for competent, conscientious and effective accomplishment of the obligations of the Board.
6. Board members must act in a manner consistent with this Code of Ethics despite personal opinions, values or differences.
7. All Board members must maintain confidentiality of internal matters.

## Compensation

1. No member of the Board will receive compensation or remuneration in accordance with the policies, principles and criteria set forth in its charter.
2. Travel and lodging expenses for Board related activities are reimbursed according to GNP+ policies.

## Board performance evaluation

1. As part of the process to strengthen and improve governance and accountability, the GNP+ Board has implemented a self-performance evaluation for the Board members, on an annual basis to be performed at the end of the year to analyse board performance as a whole.
2. Board members are required to fill in an anonymised form to evaluate how the board performed in terms of its duties and responsibilities and identify gaps that need to be filled, or areas that need improvement.
3. If there is a specific board member who is underperforming in their role, they will be notified by Board leadership and will be given an opportunity to explain and recommit before they are discharged from the board.