

DRAFT

TERMS OF REFERENCE OF THE OFFICERS OF THE EXECUTIVE BOARD

I. Introduction

The Executive Board plays a central role in the governance of WHO, including acting as the executive organ of the Health Assembly; giving effect to Health Assembly policies and decisions; providing advice as requested or of its own accord, and submitting proposals to the Health Assembly; submitting a general programme of work to the Health Assembly; preparing the agenda of the Health Assembly; and generally studying all questions within the competence of the Board. In addition, the Executive Board may take emergency measures within the functions and financial resources of the WHO to deal with events requiring immediate action.

The Officers of the Executive Board – the Chair, the four Vice-Chairs and the Rapporteur¹ -- play key roles in ensuring the smooth and efficient operations of the Board in carrying out its functions. As elected Officers of the Board, they act in their individual capacities rather than on behalf of their governments. The responsibilities and functions of the Officers derive from the Rules of Procedure of the Executive Board, decisions by the Board and good practice. To strengthen the effectiveness of the functioning of the Officers, these terms of reference, building on established mandates and practices, outline and clarify their responsibilities and functions.²

II. Responsibilities

In order to facilitate the smooth and efficient conduct of the Executive Board, all Officers have the following responsibilities:

- **Service for a full elective term:** Officers are elected each year at the first Board session following the Health Assembly and hold office until their successors are elected. Those elected should in principle be available and prepared to serve throughout their full elective term.³

¹ See Rule 13 of the Rules of Procedure of the Executive Board.

² No provisions herein are intended to imply or reflect any amendment of the Rules of Procedure or changes to decisions by the Executive Board.

³ Should the Chair be unable to complete the term of office, the Board shall elect a new Chair for the remaining period of her or his term. See Rule 17 of the Rules of Procedure of the Executive Board. Should one of the Vice-Chairs or the Rapporteur be unable to complete the term of office, the Board has adopted a mechanism to elect a replacement. See document EB153(4) (2023).

- **Time Commitment:** In addition to formal sessions of the Board,⁴ Officers are invited to two meetings of the Officers per year to consider the provisional agenda of the Board, which is drawn up by the Director-General in consultation with the Officers, as well as other informal or formal meetings as needed. All Officers of the Board should be prepared to commit sufficient time to prepare substantively for, and provide leadership on, discussions of technical and policy issues that may come before the Board.
- **Chairing Meetings:** As described below and in the Rules of Procedure of the Executive Board, the Chair has specific responsibilities and functions with respect to the conduct and management of Board meetings; the Vice-Chairs have the same functions and duties when acting as Chair. The Chair and the Vice-Chairs should be prepared to draw on their experience to lead effective meetings and facilitate cooperation among Member States.
- **Communication:** All Officers should be ready and able to communicate clearly, orally and in writing, in one or more of the WHO official languages, whether chairing meetings of the Board or otherwise participating in Board-related matters.
- **Expertise:** Officers should anticipate drawing on their technical qualifications in the field of health as relevant and necessary to support Board consideration of specific topics.
- **Collaboration:** Recognizing the variety of perspectives brought by Members of the Board, Officers should be prepared to work with others to help craft solutions to issues presented.
- **Managing conflicts of interest:** All Officers should maintain high ethical standards, including taking steps to avoid any conflicts of interest or perception thereof. For example, an Officer should recuse her- or himself from consideration of a proposal for an addition to the provisional agenda from the Member State that nominated the Officer in question.

III. Functions

A. The Chair

1. The Chair is charged with presiding over meetings of the Board. This entails an array of duties designed to ensure the smooth and efficient running of meetings of the Board, including:

- Declaring the opening and closing of each meeting;⁵

⁴ The Board holds at least two sessions a year. *See rule 5 of the Rules of Procedure of the Executive Board.* One regular session is in January or February and usually lasts for six to seven working days. The second regular session is in May or June, following the Health Assembly, and usually lasts for one or two days. In addition, special sessions of the Board may be convened as necessary.

⁵ *See Rule 14 of the Rules of Procedure of the Executive Board.*

- Proposing speaking times for each category of participants as well as the working hours for the session. In doing so, the Chair, in consultation with the Secretariat, is expected to take the size of the agenda and historical data on the number of agenda items that may fit in a given time period into consideration and to seek to ensure that there is an appropriate opportunity for the discussion of all items. The Chair, at her or his discretion, may propose adjustments to the speaking times as needed during the session.
 - Directing the discussions,⁶ including, as appropriate, making procedural and other proposals to assist in moving discussions forward and ensuring focus on guiding questions that may have been put to the Board in reports and other documents;
 - According the right to speak in the order of requests, including calling to order any speaker whose remarks are not relevant to the subject under discussion;⁷
 - Putting questions;⁸
 - Announcing decisions;⁹ and
 - Ensuring the application of all Rules of Procedure, including with respect to the discussion and consideration of amendments to draft resolutions or decisions;¹⁰ deciding points of order;¹¹ managing the list of speakers;¹² according the right of reply;¹³ permitting advisers to speak;¹⁴ requiring, at her or his discretion, that decisions motions, resolutions or amendments be seconded;¹⁵ appointing tellers in the case of a secret ballot;¹⁶ and receiving and, as appropriate, advising on proposals to suspend the Rules of Procedure.¹⁷
2. The Chair does not vote in meetings of the Board, but may, if necessary, appoint an alternate from her or his delegation to do so.¹⁸
3. The Chair also fulfils the following functions:

⁶ See Rule 14 of the Rules of Procedure of the Executive Board.

⁷ See Rule 14 of the Rules of Procedure of the Executive Board.

⁸ See Rule 14 of the Rules of Procedure of the Executive Board.

⁹ See Rule 14 of the Rules of Procedure of the Executive Board.

¹⁰ See Rules 33 and 43 of the Rules of Procedure of the Executive Board.

¹¹ See Rule 34 of the Rules of Procedure of the Executive Board.

¹² See Rule 35 of the Rules of Procedure of the Executive Board.

¹³ See Rule 36 of the Rules of Procedure of the Executive Board.

¹⁴ See Rule 30 of the Rules of Procedure of the Executive Board.

¹⁵ See Rule 47 of the Rules of Procedure of the Executive Board.

¹⁶ See Rule 56 of the Rules of Procedure of the Executive Board.

¹⁷ See Rule 63 of the Rules of Procedure of the Executive Board.

¹⁸ See Rule 16 of the Rules of Procedure of the Executive Board.

- Designates a Vice-Chair to preside in the case of her or his absence from a meeting or session;¹⁹
 - Makes proposals, at her or his discretion, to the Board regarding the composition of any committee of limited membership of the Board;²⁰
 - Represents the Board at the Health Assembly, including providing information to the relevant Committee on agenda items considered at Board sessions preceding the Health Assembly;²¹
 - Acts as an *ex officio* member of the two standing committees of the Board: the Programme, Budget and Administrative Committee of the Executive Board (PBAC)²² and the Standing Committee on Health Emergency Prevention, Preparedness and Response (SCHEPPR);²³
 - Presides over the Selection Panels of the Public Health Prizes and Awards;²⁴
 - Serves in an advisory function to the Director-General in convening and/or determining the place of any special session of the Board;²⁵ and
 - Assists in the process of the Board's nomination of person(s) to be considered for election to the post of Director-General, including by receiving proposals from Member States and chairing candidates' forums.²⁶
4. The Chair is not eligible for re-election until two years have elapsed since he or she ceased to hold office.²⁷

B. The Vice-Chairs

¹⁹ See Rule 15 of the Rules of Procedure of the Executive Board; should the Chair be unable to make this designation, the Board elects a Vice-Chair to preside.

²⁰ See Rule 18 of the Rules of Procedure of the Executive Board.

²¹ See resolution EB59.R7 (1977); see also Rules 43 and 44 of the Rules of Procedure of the World Health Assembly.

²² See decisions EB131.R2 and EB146(5) and the revised terms of reference of the Programme, Budget and Administrative Committee, paragraph 1.

²³ See decision EB151(2) (2022) and the Terms of reference of the Standing Committee on Health Emergency Prevention, Preparedness and Response, paragraph 1.

²⁴ See, e.g., article 6 of the Statutes of the Ihsan Dogramanci Family Health Foundation; article 5 of the Statutes of the Sasakawa Health Prize; article 6 of the Statutes of the United Arab Emirates Health Foundation; article 6 of the Statutes of the State of Kuwait Health Promotion Foundation; article 6 of the Statutes of the Dr Lee Jong-Wook Memorial Prize for Public Health; article 5 of the Statutes of the Nelson Mandela Award for Health Promotion

²⁵ See Rule 6 of the Rules of Procedure of the Executive Board.

²⁶ See Rule 62 of the Rules of Procedure of the Executive Board.

²⁷ See Rule 13 of the Rules of Procedure of the Executive Board.

1. In the absence of the Chair, a Vice-Chair presides over a meeting (or any part thereof) or over a session of the Board.²⁸ When acting as Chair, a Vice-Chair is charged with the same duties that would otherwise be carried out by the Chair.²⁹
2. A Vice-Chair may also act for the Chair in between sessions, if the Chair is unable to act. The order in which the Vice-Chairs are requested to serve is determined by lot at the session at which the election occurs.³⁰
3. A Vice-Chair acting as the Chair does not vote but may, as necessary, appoint an alternate from his or her delegation to do so.³¹
4. Vice-Chairs may be requested to represent the Board at the Health Assembly, including providing information to the relevant Committee on agenda items considered at the Board sessions preceding the Health Assembly.³²
5. One Vice-Chair serves as an *ex officio* member of each standing committee of the Board: the PBAC³³ and the SCHEPPR.³⁴
6. The first Vice-Chair is a member of the annual Award Selection Panel for the Nelson Mandela Award for Health Promotion.³⁵

C. The Rapporteur

The Rapporteur's primary function is, on request of the Chair and with the support of the Secretariat as required, to report on or formulate any aspect of the deliberations of the Board. The Rapporteur, for example, is normally invited to read out in a public meeting any resolution or decision that has been adopted by the Board in a private meeting of the Board.

D. Shared Functions of the Officers

²⁸ See Rule 15 of the Rules of Procedure of the Executive Board.

²⁹ See, *supra*, A.1 and the Rules of Procedure of the Executive Board.

³⁰ See Rule 17 of the Rules of Procedure of the Executive Board.

³¹ See Rule 17 of the Rules of Procedure of the Executive Board.

³² See resolution EB59.R7 (1977); see also Rules 43 and 44 of the Rules of Procedure of the World Health Assembly.

³³ See decisions EB131.R2 and EB146(5) and the revised terms of reference of the Programme, Budget and Administrative Committee, paragraph 1.

³⁴ See decision EB151(2) (2022) and the terms of reference of the Standing Committee on Health Emergency Prevention, Preparedness and Response.

³⁵ See Article 5 of the Statutes of the Nelson Mandela Award for Health Promotion.

1. **Preparation of the Provisional Agenda:** The Officers and the Director-General meet to review the draft provisional agenda prepared by the Director-General for each regular session of the Board and to make recommendations regarding the handling of proposals for additional items for the agenda.³⁶

The Officers collectively consider:

- Whether the proposal addresses a global public-health issue, a new subject within the scope of WHO or an issue that represents a significant public-health burden;³⁷
- Whether the Board is the appropriate governing body to address the proposal (e.g., a proposal of an exclusively regional character may be best handled by the relevant regional committee); and
- The last time, if any, that the proposed item was considered by governing bodies; work, if any, performed currently by WHO in relation to the proposed item; and any existing reporting requirements related to the proposed item.

Following review, the Officers recommend one of five options: accepting the proposal as a new agenda item; combining the proposed item with an existing item; deferring the proposal to a later session; referring the proposal to another governing body; or not including the proposal in the agenda of the session at issue.

Regional Coordinators may be invited to observe meetings of the Officers held for this purpose. At the discretion of the Chair and based on the topics to be discussed, the Chair of the PBAC and/or the SCHEPPR may be invited to attend as well.

2. **Agenda management:** The Officers are encouraged to consider steps to address the heavy nature of the Board's agenda, including:

- **Manage the number of agenda items and sub-items:** The Chair, in consultation with the Secretariat, may – at her or his discretion – propose steps to manage the number of items and sub-items to be included on the agenda for a regular session of the Board including a limit on the number of such items and sub-items.³⁸

³⁶ See Rule 8 of the Rules of Procedure of the Executive Board.

³⁷ Document EB121.R1 (2007).

³⁸ See document EB154/33 Add.1, paragraph 12.

Any such proposal should be based on an overall assessment of the number of items that may be discussed and given the appropriate attention during the time available for the Board session as well as the number and content of the items already included in the draft provisional agenda, based on historical data and additional costs associated with going beyond this level. Member States would be informed of the proposed limit when invited to submit proposals for new agenda items and the Officers would take the limit into account in reviewing the draft provisional agenda.

- **Agenda items with late documentation:** The Chair, in consultation with the Officers, may – at her or his discretion – consider postponing agenda items with late documentation (published, in the six official languages of WHO, later than three weeks prior to the opening of the relevant regular Board session).³⁹

In deciding whether postponement is appropriate, the Officers should consider among other things any time imperative for Board consideration of the item, the impact of postponement, the volume of the documentation, and when publication of the documentation in the six official language would be possible.

3. **Fostering regional coordination:** The Officers are encouraged to develop and maintain close contact with the Regional Coordinators for their respective regions. As an informal mechanism for regional coordination, the Regional Coordinators act as the primary liaisons with Member States within their respective regions. The Officers may wish, for example, to consult informally with Regional Coordinators to gather information from the regional perspective on additional items proposed for the Board agenda. Such contact may additionally serve to promote the rapid sharing of information to the regions.

IV. Mode of Operation

1. Meetings:

- Two meetings of the Officers per year shall be scheduled, in virtual, hybrid or in-person format, with the Director-General, to consider the provisional agenda of the regular sessions of the Board.
- Additional virtual, hybrid or in-person meetings of the Officers shall be scheduled, as needed.

³⁹ See decision EB154(3), paragraph (4).

2. **Quorum:** In the interest of promoting the expression of a range of perspectives, the quorum for each meeting of the Officers of the Board shall be a majority of the Officers of the Board. In the absence of a quorum, the Chair may decide to proceed with the meeting on a provisional basis, in which case the outcome of the meeting shall be considered as final only when subsequently approved in writing by a majority of the Officers.