



BOARD OPERATING PROCEDURES

11 November 2010

BOARD OPERATING PROCEDURES

TABLE OF CONTENTS

	PAGE
A. BOARD MEMBER REPRESENTATION	4
1. Board Members	4
2. Balance: Board Officers, Committee Officers and Committee Membership	4
3. Requirements for Attendance	4
4. Capacity	5
5. Constituency	5
6. Alternate Members	5
7. Additional Delegates, Advisers, and Observers	6
8. Notification of Representation	7
9. Notification of Representation at Meetings	7
B. BOARD MEETINGS	7
10. Regular Board Meetings	7
11. Special Board Meetings	8
12. Communication	9
C. CONDUCT OF MEETINGS	10
13. General Conduct of meeting	10
14. Agenda and documentation	10
15. Decision-making	11
16. Quorum	12
17. Languages	12
18. Restricted Session	13
19. Transparency	13
20. Minutes and resolutions	13
D. ROLES AND RESPONSIBILITIES	14
21. Officers	14
a. Board Chair and Vice Chair	14
b. Other Officers	15
22. Executive Secretary	15
E. ELIGIBILITY AND ELECTION PROCEDURES FOR BOARD CHAIR AND VICE CHAIR	15

23. Timing of Elections and Terms	15
F. COMMITTEES	16
24. General	16
25. Role of the Secretariat	18
26. Committee Chairs and Vice Chairs	18
27. Membership of Committees	19
28. Quorum for Committees	19
29. Decision Making in Committees	19
30. Committee Accountability	20
G. BOARD ACCOUNTABILITY	20
31. Board Key Performance Indicators and Assessment	20
H. MISCELLANEOUS	20
32. Certain Expense Reimbursements	20
33. Conflict of Interest	20
34. Disputed Representation within a Constituency	21
35. Vacancies	21
36. Website documentation	21
37. Amendments	21

A. BOARD MEMBER REPRESENTATION

The UNITAID constitution, Section 4, provides that "the Executive Board (Board) is the decision-making body for UNITAID. It shall make all decisions relating to UNITAID (except for those delegated to the Secretariat)".

1. Board Members

Board members shall be those set out in the Constitution or as otherwise agreed to by the Board.

2. Balance: Board Officers, Committee Officers and Committee Membership

An appropriate geographic and gender balance shall be ensured in the selection of Board officers, including the Board Chair and Vice Chair, and committee Chairs and Vice Chairs, as well as in decisions on committee membership.

3. Requirements for Attendance

- a. A Board Member is deemed to have resigned if such Board Member and his/her representative misses three successive Board meetings without communication.
- b. When a Board member and his/her representative misses two consecutive meetings without communication, the Chair shall notify the member government or constituency focal point responsible for notification of representation in paragraph A(8) of the Board Operating Procedures of the absences noting that a third absence would constitute a deemed resignation of the government's or constituency's membership on the Board.

- c. When deemed resignations arise, it is the responsibility of the Board Chair to take a final decision on the resignation and to notify the Board Member, and other Members, in writing.

4. Capacity

Board Members serve as the representatives of the particular country, organization or other entity, or other constituency holding the Board seat. Only properly accredited Board Members and Alternates, as described in paragraph 8 below, have the right to vote and to participate in Board deliberations. Board membership comes with privileges but also responsibilities. All Board members should contribute a duty of loyalty to UNITAID.

5. Constituency

- a. Certain Board seats are allocated to or may be held by constituencies, including groups of organizations or countries. In such circumstances, each constituency will develop its own process to designate its representatives to the Board and determine the members of its delegation, and shall inform the Board Chair and Executive Secretary of this process for future reference of the Board.
- b. All Board member constituencies should ensure an appropriate level of consultation within their respective constituency, reaching out to relevant stakeholders and advisers with the objective of representing their respective constituency on the UNITAID Board in a meaningful manner.

6. Alternate Members

Each holder of a Board seat may designate an Alternate Member to serve in his or her stead. The Alternate Member serving in the stead of

a Board Member shall have the same rights, privileges and responsibilities as such Board Member. In cases where a single Board seat represents a constituency of more than one country or organization, the Alternate Member may be selected by the members of the constituency in any manner they choose. However, where practicable, the alternate should not come from the same country/organization as the Board Member.

7. Additional Delegates, Advisers, and Observers

- a. In addition to the Board Member and Alternate Member, delegations to Board meetings may include additional delegates, advisers and/or observers, provided, however, that only two delegates from each delegation shall be on the floor at any one time. Delegations to the Board in the meeting room will normally not exceed five persons.
- b. Delegation members other than the Board Member or Alternate Member shall only have the right to speak or participate directly in the deliberations of the Board when doing so at the request of and in place of the Board Member or Alternate Member of their delegation.
- c. The Chair, in consultation with the Board and the UNITAID Executive Secretary, may invite observers to Board meetings at such times and for such purposes as he or she deems appropriate. Such consultation shall take place at least 2 weeks prior to a Board meeting. Observers shall not have the right to take the floor unless invited to do so by the Chair. Furthermore, no more than 2 observers will normally be permitted from any single organization and their attendance will be based on the relevance of their presence to items on the agenda. The final list of observers will be sent by the Chair to the Executive

Secretary with a copy to all Board members no later than 1 week prior to the opening of the relevant Board meeting.

8. Notification of Representation

Appointments of Board Members and Alternate Members will be confirmed in writing delivered to the Secretariat at the time of such appointment, preferably at least 2 weeks prior to a scheduled Board meeting. Notification should include name, title, business address, telephone (including cell phone) and fax numbers, and e-mail address. Upon the substitution or replacement of a Board Member or Alternate Member, written notification should be provided to the Secretariat as soon as possible.

9. Notification of Representation at Meetings

A list of each Board Member's delegation that will participate in Board or Committee meetings should be received by the Executive Secretary at least two working days before the relevant Executive Board or Committee meeting. Notification should include name, title, business address, telephone (including cell phone) and fax numbers, and e-mail address. Upon the substitution or replacement of a member of the delegation, written notification should be provided to the Secretariat as soon as possible.

B. BOARD MEETINGS

10. Regular Board Meetings

- a. Pursuant to Article 2.5 of the Bylaws, the Board is required to meet as often as necessary and will generally have two regular in-person meetings per year. The Board will agree the location of Board meetings, as noted in 10(b) below.

- b. Meetings will generally be kept to two days in length. Meetings should, in general, take place in Geneva. Only on special occasions will board meetings be held outside Geneva. When deciding on the location of such meetings, due consideration will be given to ensuring that delegations are not faced with any difficulties in visiting the selected country, especially as regards visa requirements and extra costs.
- c. The Board shall schedule dates for regular Board meetings 24 months in advance. Venue and timing of Board meetings will normally be confirmed as part of the business of the preceding meeting.
- d. Notice of the time and place of each regular meeting of the Board shall be provided to Board Members and Alternate Members at least forty (40) days in advance of the meeting.

11. Special Board Meetings

- a. Any Board Member, or the Executive Secretary, may suggest the need for a Special Board meeting to the Chair and Vice Chair.
- b. The Board Chair and the Vice Chair, acting together, shall call in-person Special Board meetings only as necessary, and only with the approval of two-thirds of the members of the Board. In the event no consensus is reached between the Board Chair and Vice Chair over whether need for a Special Board meeting exists, the Board Chair shall determine whether such meeting is necessary.
- c. The Board Chair and Vice Chair, acting together, may, as reasonably required under the circumstances, modify the normal

procedural guidelines for Board meetings in the case of a Special Board meeting (e.g., provision for delegations, translation services, time period for providing documentation, etc.). In the event that no consensus is reached between the Board Chair and Vice Chair over whether procedural changes are required, the Board Chair shall make the determination.

12. Communication

- a. Communication between the Secretariat and Board Members may be by mail, fax or email. Board and other meetings may be held by teleconference, videoconference or e-mail exchange in circumstances, and subject to conditions, determined by the Chair of the meeting. Teleconference and videoconference calls will be scheduled at various times to accommodate participants in various time zones. Board decisions should, generally, only be made during in-person meetings. The Chair may decide that exceptional circumstances exist requiring specific decisions to be made using other means of communication.
- b. Unless otherwise requested, the Secretariat will send all necessary notices related to Board business directly to the designated Board Member and Alternate Member and make all related documentation available to the same via a Board SharePoint site. In addition, each Board Member is requested to designate one additional “communication focal point” authorized to receive documentation. It will be the responsibility of the Board Member, Alternate Member and/or the communication focal point to make any further distribution of documents to constituent members.
- c. Board Members, Alternate Members and communication focal points should keep the Secretariat informed of changes in their

business address, telephone and fax numbers, and e-mail address.

- d. Quarterly teleconference meetings shall be held involving the Board Chair, Board Vice Chair, Chairs and Vice Chairs of the Board committees, Executive Secretary and Deputy Executive Secretary. The agenda for these teleconferences should be proposed by the Chair. Meeting participants shall have no authority to take decisions on behalf of the full Board.

C. CONDUCT OF MEETINGS

13. General Conduct of meeting

Meetings will be conducted by the Board Chair, the Vice-Chair, or exceptionally such other person delegated by the Board Chair or Vice-Chair, in his or her capacity as acting Chair, to perform such functions.

14. Agenda and documentation

- a. The Executive Secretary and Board Chair, acting together with the Vice Chair, will develop the Board meeting agenda, which will be approved by the Board at the beginning of each meeting. In circumstances where no consensus is reached on the items to be included on the agenda, the Board Chair shall determine which items are to be included in the meeting agenda.
- b. Unless otherwise agreed by the Board, a provisional agenda should be submitted by the Secretariat to Board members at least three weeks in advance of a scheduled Board meeting, and Board members should submit comments to the Provisional Agenda or propose further agenda items at least two weeks in advance of a scheduled Board meeting.

- c. Agendas should be annotated. Items for decision, discussion and/or information will be clearly identified. The Secretariat will prepare synthesized options, recommendations, draft decisions and supporting rationale (maximum of ten to fifteen pages per agenda item) and distribute them 2 weeks in advance of the Board meeting. Supporting papers should be numbered uniquely (including any subsequent revisions) using established protocols. Where additional papers are presented at the Board itself, electronic versions of these papers should be provided as soon as the Board meeting has concluded.

15. Decision-making

- a. The Board shall use best efforts to reach all decisions by consensus (By-laws, Article 2.5). If all practical efforts by the Board and the Board Chair have not led to consensus, any member of the Board with voting privileges may call for a vote. In order to pass, motions require a two-thirds majority of those present and voting.
- b. Each Board Member shall have one vote. The Board Chair, to the extent that he or she is an externally qualified person and not a Board Member, and WHO, have no voting rights. Where conflicts of interest arise, each member should declare voluntarily this conflict and recuse him or herself from the related decision-making process.
- c. Between Board meetings the Board Chair and the Vice Chair, acting together and in consultation with the Executive Secretary, may propose an action to the Board which they consider must be taken urgently. This proposal shall be accompanied by an explanation of why such a decision is deemed urgent. If the matter cannot be considered and decided upon during an in-

person board meeting, the Board may take the decision through the means stated in paragraph d below.

- d. Other than during in-person board meetings, the Board may take decisions through the conduct of a vote during a teleconference or through an electronic vote. During a **teleconference**, the participation of at least two-thirds of the Board is required in order for a vote on the decision to take place. In order for a resolution on the action to pass during a teleconference, a two-thirds majority of those present and voting is required. In order for a resolution to pass through an **electronic vote**, a two-thirds majority of all Board Members with voting privileges is required. Board Members shall be provided with a period of not less than one week to cast an electronic vote.
- e. All decisions of the Board will be recorded in minutes of Board meetings and teleconferences, provided by the Executive Secretary and provided to all voting and non-voting Board Members for approval, and retained in the records of UNITAID. In addition, a report on decisions taken through an electronic vote shall be prepared by the Executive Secretary and provided to all voting and non-voting Board Members, and retained in the records of UNITAID.

16. Quorum

The Board may conduct business only when two-thirds of Board Members are present.

17. Languages

Materials prepared by and for the Board, including Minutes of Board meetings, shall be in English and translated into other United Nations languages upon prior written request of a Board Member. Board

meetings shall have simultaneous interpretation into one or more of the official United Nations languages.

18. Restricted Session

An appropriate time shall be found in all Board meetings for the Board to conduct its business in Restricted Session (Board Members and Alternate Members only). The Board may decide to minute the discussions during the Restricted Session, and if so agreed, the Board Chair or Vice-Chair shall appoint a Board or Alternate Member to prepare such minutes and any other documents. The Board shall determine during the session the extent to which such minutes or documents shall be confidential consistent with UNITAID's Transparency Policy.

19. Transparency

Board decisions and board and committee documents will be made public when and as finalized after relevant recommendations have been passed to the Board and decided upon, according to UNITAID's Transparency Policy.

20. Minutes and resolutions

- a. The full minutes and Resolutions of each Board meeting should be provided to the Board within 2 weeks from the date of a Board meeting and comments from board members should be received within a week after receiving the drafts. Final minutes and signed Resolutions will be provided no later than one month from the board meeting and the minutes should be presented on the agenda of the subsequent Board meeting for approval.
- b. Resolutions and board documents will, subject to the UNITAID Transparency Policy, be posted on the UNITAID website as

soon as possible after Board adoption and not more than two weeks after their adoption by the Board.

D. ROLES AND RESPONSIBILITIES

21. Officers

a. Board Chair and Vice Chair

- i. The Board Chair may either be a Board Member or an external, qualified person. The Board Chair shall be responsible for the conduct of all meetings of the Board, and shall be the principal spokesperson for the Board. The Board Chair shall owe a duty of loyalty to UNITAID, including in regard to his or her role in advocacy and fundraising.
- ii. When the Board Chair or Vice Chair are Board members and presiding over Board proceedings, their Alternate shall participate in discussions and vote as appropriate.
- iii. The Board Chair and Vice Chair will maintain close communications among the members of the Board between meetings, and will work closely with the Executive Secretary to tend to the business of the Board. Official written communications shall be undertaken in consultation with and normally through the Executive Secretariat.
- iv. In the context of his/her role in advocacy and fundraising, the Board Chair shall coordinate with and consult the Executive Secretary on all matters relating to relationships with implementing partners, resource mobilization, media and communication events. The Board Chair and Vice Chair shall not enter into any agreements with third parties that create a

legally binding commitment on the Secretariat, nor shall the Board Chair or Vice Chair make any commitments to third parties in relation to the use of the UNITAID name or logo, without the prior written consent of the Executive Secretary.

b. Other Officers

The Board may elect or appoint such other officers, with such other powers and responsibilities, as it deems necessary to carry out the work of the Board.

22. Executive Secretary

- a. The Executive Secretary shall be recruited, and appointed by the Director-General of WHO upon recommendation of the Board in compliance with the Hosting Arrangement with WHO and Article 4.2 of the UNITAID By-Laws. The term of office of the Executive Secretary shall be 4 years, and may be extended for an additional 3 years upon the recommendation of the Board and subject to WHO rules and regulations.
- b. The Executive Secretary is accountable to the Board, subject to applicable WHO rules and regulations. The Executive Secretary shall attend all Board Meetings, and shall be responsible for the preparation and distribution of all materials required for the meeting, and for such other duties and responsibilities as may be assigned by the Board or the Board Chair.

E. ELIGIBILITY AND ELECTION PROCEDURES FOR BOARD CHAIR AND VICE CHAIR

23. Timing of Elections and Terms

- a. Unless otherwise agreed by the Board, the terms of office for the Board Chair and Vice Chair shall commence upon the adjournment of the Board meeting at which their election is held, except in the case of elections to fill a vacancy, where terms shall commence immediately upon election.
- b. The terms of office of the Board Chair and Vice Chair shall end upon the adjournment of the first regular Board meeting of the third year after their election.
- c. The mandates of the Board Chair and Vice Chair are renewable once.
- d. In the case of a vacancy, elections to fill the vacant slot shall take place at the first Board meeting at which a vacancy exists.
- e. Special procedures for election of the Chair, including nomination, eligibility and voting process are provided in Annex 1 to these Board Operating Procedures.

F. COMMITTEES

24. General

- a. The Board may establish up to three standing Board committees, as well as advisory panels, ad hoc task forces and other similar groups it deems necessary to facilitate the business of the Board (hereinafter collectively referred to as "Committees"). Committees serve the Board in an advisory function in all matters covered by their respective Terms of Reference; final decision making for all matters considered by Committees rests with the Board except where the Board specifically delegates such authority to a Committee. It shall be

the responsibility of Committee chairs to maintain regular and open communication among Committee members and with the Board.

- b. Committees will be established with defined terms of reference and deliverables. The terms of reference of Committees shall be reviewed by the Board as appropriate. Committees will normally meet before Board meetings at the discretion of the Committee chair and depending on their program of work. Committees will operate under these Board Operating Procedures and the specific Committee Terms of Reference adopted by the Board and amended from time to time. In the event of any conflict between these Board Operating Procedures and the Committee Terms of Reference, these Board Operating Procedures shall prevail.
- c. Committee chairs and vice chairs, in consultation with the Secretariat, shall create an annual meeting plan and meeting agendas. The annual objectives and associated agendas of the Committees will be discussed with the Executive Secretary.
- d. Committee chairs shall ensure that proposed decision points for the Board are reviewed by Secretariat and WHO legal staff prior to submitting them to the Board for review.
- e. Members of the Board shall be allowed to participate in all Committees, whether as full members, or as observers.
- f. The Secretariat shall distribute meeting materials to ensure receipt by all Board members at least 10 days in advance of the Committee meeting and shall ensure that materials contain the text of draft decisions proposed for committee consideration.
- g. A document containing the structure of UNITAID, its Board and subsidiary bodies, as well as the Secretariat, shall be annexed to these Board Operating Procedures.

25. Role of the Secretariat in relation to committees

- a. The Secretariat will co-ordinate and facilitate the work of the Committees, providing support to the Committee chairs and vice chairs related to, among other matters, efficiency, continuity and management of crosscutting issues
- b. The Secretariat will appoint one qualified individual from the Secretariat for each Committee to be the Secretariat focal point.
- c. The Secretariat's Committee focal point will be accountable on a long-term basis to the appointed committee and will, for reasons of efficiency, coherence and continuity, provide secretarial assistance and support to the work of the Committees, attend the Committee meetings, and assist the Committee chair and vice chair in order to prepare, facilitate and co-ordinate the work plan and meetings of the Committee. The Secretariat shall be appropriately represented.

26. Committee Chairs and Vice Chairs

- a. The Board Chair and Vice Chair, in consultation with the relevant member, shall identify a Board member to chair a Committee, taking into account the mandate of the committee, and present the candidate to the Board for ratification. In the event the Board Chair and Vice Chair cannot agree on a candidate, the Board Chair shall present a Board member as a candidate to the Board for ratification.
- b. A Committee chair, in consultation with the Board Chair and Vice Chair, shall recommend, a qualified vice chair for appointment by the concerned Committee, taking into account

balance, availability, and the terms of reference of the Committee, in line with paragraph 2 of these procedures.

- c. The term of office for Committee officers shall be two years, renewable once unless otherwise agreed by the Board.

27. Membership of Committees

- a. The Board Chair and Vice Chair, in consultation with the Committee chair will propose the membership to be included on each Committee, based on applications made by Board Members for committee seats, for full Board approval. Each Committee should not be comprised of more than seven Board Members. Board Members that are not members of the committee can attend meetings of the committee as observers.
- b. The term of membership shall be two years, renewable.
- c. Board Members may designate an individual to represent them on a given Committee. In case of inability of the Member to attend a particular meeting, she/he can nominate someone else from the constituency in this case.

28. Quorum for Committees

Committees may conduct business only when a two-thirds majority of members are present.

29. Decision Making in Committees

The chair of a Committee should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board.

30. Committee Accountability

Each Committee shall conduct a self-assessment exercise every two years, the results of which shall be disclosed to the full Board for discussion. Such assessment shall include, but not be limited to a review of Committee leadership, membership and workplan.

G. BOARD ACCOUNTABILITY**31. Board Key Performance Indicators and Assessment**

The Board shall develop Key Performance Indicators and conduct an annual assessment of its performance against such indicators. Such assessment may be facilitated by an external consultant engaged by the Secretariat for this purpose. For the avoidance of doubt such assessment shall not include an assessment of WHO in its capacity as host organization.

H. MISCELLANEOUS**32. Certain Expense Reimbursements**

UNITAID will pay and provide for the costs of attendance at Board meetings for two members and the Constituency Focal Point, from the NGO, Communities and African Union delegations, with a view to enable these delegations to have equal participation in the Board as that of other Board delegations, and may as well pay and provide for the cost of attendance at Board meetings of two members from any other constituency as determined by the Board from time to time.

33. Conflict of Interest

Board Members, and other covered individuals are required to adhere to UNITAID's Conflict of Interest Policy.

34. Disputed Representation within a Constituency

Disputes regarding entitlement to a Board seat should in the first instance be resolved by members of the constituency entitled to the Board seat. If the matter is not resolved by the constituency, it may be settled by the Board.

35. Vacancies

A vacancy in any office, Board member seat or position resulting from death, resignation, disqualification or other reason, shall be filled in the same manner in which the original holder of that office or position was appointed or selected. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.

36. Website documentation

Board members shall be alerted through an appropriate mechanism when key documents are placed on the UNITAID website.

37. Amendments

These Board Operating Procedures may be amended at any time by the Board in accordance with the decision-making procedures set out in paragraph 15 above.

* _ * _ *

Annex 1

Procedures for the Election of the UNITAID Executive Board Chair

1. Eligibility

- a. The Executive Board Chair may either be a Board Member (other than WHO) or an External Qualified Personality.

2. Term of Office:

- a. The term of office for the Board Chair shall commence upon the adjournment of the Board meeting at which his/her election is held and shall end upon the adjournment of the first regular Board meeting of the third year after his/her election.
- b. The terms of office of the Board Chair shall only be renewable once. This limitation shall apply from the November 2010 Board Chair election onward.

3. Nomination Process For Election of the Executive Board Chair

- a. The Secretariat shall announce elections and a call for nominations in writing to Board Members at least 120 days prior to the opening day of the Board meeting at which the election will take place.
- b. Nominations may only be submitted by Board Members with voting privileges.
- c. Nominations for a candidate may only be submitted during the period beginning on the date that the Secretariat announces the elections and a call for nominations and shall end 60 days thereafter (the "Nominations Period").
- d. Nominations must be received in writing and addressed to the UNITAID Executive Secretary.
- e. Within 10 days after the end of the Nominations Period, the Executive Secretary shall inform the Board of all nominations received during the Nominations Period.
- f. Prior to deciding or voting on the election of a nominee, the nominee shall be asked whether he or she accepts the nomination.

4. Board Member Candidates

- a. Board Members may not nominate themselves for the office of Board Chair.
- b. At least 30 days prior to the Board meeting at which the election will take place, the Board shall decide whether and which Board Member candidates should be interviewed by the full Board in a restricted session open only to Board Members, Alternates, the Executive Secretary, the Deputy Executive

Secretary and other essential Secretariat staff as designated by the Executive Secretary.

5. External Qualified Personality Candidates

- a. Only a Board Member with voting privileges may nominate an External Qualified Personality for the office of Board Chair.
- b. A nomination of an External Qualified Personality must be accompanied by:
 - A two to three-page letter by the candidate on his/her vision on the priorities and strategies of UNITAID;
 - The candidate's curriculum vitae which should be no more than two to three-pages in length;
 - Other supporting documentation, upon request by the Board.
- c. At least 30 days prior to the Board meeting at which the election will take place, the Board shall decide whether and which External Qualified Personality candidates should be interviewed by the full Board in a restricted session open only to Board Members, Alternates, the Executive Secretary, the Deputy Executive Secretary and other essential Secretariat staff as designated by the Executive Secretary.

6. Election Process

- a. The meeting at which an election is held shall be chaired by the Board Chair. If the election is for a Board Chair, the Vice-Chair shall chair the meeting. If the Vice-Chair is unavailable, then the Board shall agree on a Board Member to Chair the meeting.
- b. During the election no candidates shall be permitted in the meeting room.
- c. If there is only one candidate for the office of Board Chair, the election may proceed by acclamation. However, any Board Member with voting privileges may request that the election be subject to a vote instead of acclamation.

7. Decision making process

- a. The Board shall first use best efforts to reach a decision by consensus.
- b. If consensus is not reached, the matter shall be put to a secret vote.
- c. The candidate is elected when he/she receives a two-thirds majority of those Board Members present and voting. For the purpose of these Rules, the phrase "present and voting" means Board Members casting a valid affirmative or negative vote. Members abstaining from voting are considered as not voting.
- d. If during an election for only one elective place, no candidate obtains a two-thirds majority in the first ballot, a second ballot shall be taken which shall be restricted to the two candidates obtaining the largest number of votes. If in the

second ballot the votes are equally divided, the Board shall continue to vote on the two candidates until a two-thirds majority by one of the candidates is obtained.

- e. If a Board Member is a candidate for the office of Board Chair, the designated alternate for such Board Member shall cast the vote.

8. Credentials

- a. At least 10 days prior to the opening day of the Board meeting at which the election of the Board Chair shall take place, a letter from the relevant authority representing each Board Member shall be received by the Executive Secretary formally designating the Board Member and alternate who shall be empowered to participate in the Board meeting and election.

* _ * _ *