

TERMS OF REFERENCE

THE CHAIR OF THE AIDS ACTION EUROPE STEERING COMMITTEE

The Steering Committee of AIDS Action Europe is chaired by a Chairperson. This document describes the term, the election procedure, the tasks and responsibilities and the profile of the Chair of the Steering Committee. Adoption of amendments of this document by the Steering Committee shall require a majority of at least three quarters of the valid votes cast at a meeting of the Steering Committee with a quorum of at least two thirds of the members of the Steering Committee present. If the required quorum is not present at said meeting, a new consultation of the Steering Committee shall be held, at the latest within three months, at which a resolution on the adoption or amendment shall be adopted by at least three quarters majority of the votes validly cast, regardless the number of the member of the Steering Committee present.

1 Role

The Chair of the Steering Committee facilitates the process of realising the mission and goals and makes sure that progress is made according to the guiding principles, the ethical code and the Strategic Framework of AIDS Action Europe. The Chair takes responsibility for decisions that have to be made outside the normal procedures. The Chair monitors the working conditions of the staff, mediates between partners in case of conflict and encourages Steering Committee members to act in accordance to agreements if necessary.

2 Term

The election or dismissal of the Chair of the Steering Committee shall be reserved to the Steering Committee. The Steering Committee elects its Chair for a two-year term. In principle each Steering Committee member that is part of the Steering Committee for at least six months and at the latest during his/her 4th year on the Steering Committee (to allow a full 2-year term) can apply for the position of the Chair. In case the term as a Steering Committee member of the current Chair expires during his/her term as a chair, he/she has to reapply for a second term on the Steering Committee.

The Chair of the Steering Committee shall be elected by a majority of at least two thirds of the valid votes cast in a secret voting procedure with a quorum of at least two thirds of the members of the Steering Committee. The application and the election procedure is initiated by the Office in due time so that the procedure of the election can be finalized by the end of the year.

A Chair that fails to perform his/her tasks or brings AIDS Action Europe into disrepute can be dismissed by a majority of at least two thirds of the valid votes cast in a secret voting procedure with a quorum of at least two thirds of the members of the Steering Committee.

3 Tasks

- Review the agenda of Steering Committee meetings and conference calls and make sure it is feasible;



- See to it that meetings are adequately prepared;
- Follow up on the work plan and the budget;
- Give feedback or input to the staff of the office;
- Keep in touch – at least monthly – with the staff and meet twice a year with the staff in the office for a supportive work meeting;
- Assist in meetings with (possible) sponsors when required;
- Mediate in case of conflict between Steering Committee members, other members, or with partners.

4 Responsibilities

The Chair fulfils his/her activities in close collaboration with the Executive Coordinator.

The staff of the office can take any decision within the framework of their job description.

The Steering Committee is responsible for any major important strategic decision. In the case of a strategic decision that has to be made in a timeframe that does not allow members of the Steering Committee to be properly consulted, the Chair will take responsibility. In this case, the decision has to be confirmed by the Steering Committee at the first meeting or conference call.

Within the approved budget, the Chair can take responsibility for urgent adjustments in the budget up to 5000 euro; the total of the budget however can't be exceeded without approval of the Steering Committee.

The Steering Committee decides by consensus whenever possible. However, if an important decision is due and consensus cannot be achieved in the available timeframe, the Chair may propose a vote on the subject. In the unlikely event of a tied outcome, the Chair has the casting vote

The Chair can represent the Steering Committee in all written agreements that are in accordance to Steering Committee decisions; he or she can for example sign memoranda of understanding.

5 Profile

Above the profile of a Steering Committee member, the Chair has excellent communication skills, is able to negotiate and is encouraging when giving feedback.

6 Time involvement and reimbursement

In order to fulfil the role of Chair adequately and give the necessary feedback, the Chair has to be available for an extra 10 days a year in surplus of the usual Steering Committee members' engagement of 15 days. While Steering Committee members are expected to voluntarily contribute their working time, the additional extra working days (maximum 10 yearly) will be reimbursed according to a reasonable per diem rate, to be decided upon by the Steering Committee case-by-case.



Travel and communication expenses for Steering Committee meetings and conference calls will be reimbursed. If the Chair represents AIDS Action Europe at international events, or needs to travel for chair-staff meetings, travel expenses will be reimbursed.

7 Incompatibility of functions

The role of Chair of the Steering Committee may be difficult to combine with some other public functions or a personal relationship with a sponsor or another member of the Steering Committee. The Chair of the Steering Committee should indicate to the Steering Committee if he/she foresees a possible conflict of interest. If more than half of the Steering Committee concludes there is a conflict of interest, the Chair's term could be ended by the Steering Committee according to the rules described in the procedure of suspension or dismissal of Steering Committee members.

Belgrade, April 12, 2016