

## **AIDS ACTION EUROPE STEERING COMMITTEE**

AIDS Action Europe is governed by a Steering Committee. This document describes the principles, functions, governance rules and profile 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.

### **Steering Committee Principles**

- The Steering Committee acts as the governing body of AIDS Action Europe on all programmatic issues concerning policy, strategy, finance, monitoring and evaluation.
- The Steering Committee should be composed by individuals from member organisations of AIDS Action Europe.
- The composition of the Steering Committee should be balanced in terms of HIV status, gender, geographic representation, thematic diversity and key populations.
- Steering Committee members attend on a personal title and in recognition of their personal expertise. Therefore, seats at the Steering Committee are not transferable automatically from one person to another within organisations. If a Steering Committee member is unable to participate in the Steering Committee for a period of over three months (due to situations like maternity leave or health conditions), a temporary replacement can be proposed to the Steering Committee by the organisation to guarantee continuity. The replacement shall start three months after the notice of absence and can last up to the original term.
- (Additional) specific required expertise of Steering Committee members is to be defined by the Steering Committee.

### **Steering Committee Functions**

- To represent AIDS Action Europe at global, regional and sub-regional meetings, including the interaction with multilateral organisations and regional political bodies.
- To facilitate representation of AIDS Action Europe in governing bodies, of other European or global networks and partnerships and their events.
- To (further) develop, implement and continuously monitor and evaluate the general policies and priorities for AIDS Action Europe, in consultation with member organisations



- To review and decide upon the planning and execution of the common programmes and projects. For this purpose, it shall be kept informed of all aspects of the development of the programmes and projects and consider reports and recommendations submitted to it by the office.
- To review and approve the plan of action and budget for each financial period, prepared by the office;
- To review proposals of the members, sub-regional partnerships and the office and approve arrangements for the financing of the common initiatives, programmes and projects;
- To review longer term plans of action and their financial implications;
- To review periodic reports that will evaluate the progress of the programmes and projects towards the achievement of its goals.

### **Steering Committee governance**

- Steering Committee members can represent AIDS Action Europe.
- The members of the Steering Committee are elected according to the election protocol developed by the Steering Committee.
- Resolutions on suspension or dismissal of members of the Steering Committee shall be reserved to the Steering Committee.
- A member of the Steering Committee may be suspended or dismissed by a majority of at least two thirds of the valid votes cast at a meeting of the Steering Committee with a quorum of two thirds of the members of the Steering Committee, for reasons deriving from the interest of AIDS Action Europe. This decision will only be taken after consultation of the Steering Committee member involved. The vote of the person who is the subject of the proposal of suspension or dismissal shall not be counted. The suspension of a member of the Steering Committee that is not followed within three months by the member's dismissal terminates at the end of that period.
- Although the Steering Committee works by the unwritten rule to decide by consensus, the majority principle prevails, meaning that decisions are taken by a majority of Steering Committee members, present or represented. The quorum consists of half plus one of the members of the Steering Committee. If there is a tied vote, the Chair has the casting vote.
- Steering Committee members can be represented by other Steering Committee members at conference calls and Steering Committee meetings. Members need to inform the Steering Committee prior to the meeting or conference call in writing if they appoint another Steering Committee member as their representative. The Steering Committee member appointed as representative has the right to vote on behalf of the appointing Steering Committee member. One Steering Committee member can represent only one Steering Committee member at one time.

- Steering Committee members have a term of office of maximum three years. A term always covers three calendar years. If a Steering Committee member is elected during the year, his/her term is shortened by the time that has already passed in the year. The Steering Committee member may re-apply for the vacancy, but the extension is not automatically guaranteed. The maximum period in office is two consecutive terms. After 2 consecutive terms, it is possible for a Steering Committee member to reapply after a period of minimum 3 years. AIDS Action Europe member organizations whose representative served 2 consecutive terms on the Steering Committee must also observe a period of 3-year break from the Steering Committee should they wish to reapply with a different representative. Members are free to resign at any time. Steering Committee members who re-apply after their term ends will be part of an open election procedure.
- The Steering Committee elects its Chair according to the procedure described in the Terms of Reference on Chair of the AIDS Action Europe Steering Committee.
- Steering Committee members are required to contribute about 15 working days yearly to the Steering Committee, including Steering Committee meetings and six-weekly conference calls.
- Permanent seats on the Steering Committee are reserved for the host organization of the office. There are no term restrictions for the representative of the host organization on the Steering Committee.
- AIDS Action Europe members need to get informed about Steering Committee decisions. This means that dates, agenda and minutes of Steering Committee meetings will be made available to members.
- The Steering Committee consists of minimum 6, maximum 10 members.
- Travel and communication expenses for Steering Committee meetings and conference calls will be reimbursed for Steering Committee members.
- If Steering Committee members represent AIDS Action Europe at international events, their travel expenses will be reimbursed. In return they are expected to deliver a timely report of the meeting attended.
- The office of AIDS Action Europe serves as the secretary of the Steering Committee.

### **Steering Committee Member Profile**

The member must:

- be individually committed to coordinated NGO action and the AIDS Action Europe mission;
- have previous experience in NGO exchange in the WHO Europe Region;
- have global knowledge about the main policies, trends, issues and activities in his/her respective geographical sub-region;



- have good networking skills and contacts with networks, NGOs and possible sponsors;
- have an excellent knowledge of English;
- be located in the WHO Europe Region;

### **Incompatibility of functions**

The role of Steering Committee member may be difficult to combine with some other public functions or a personal relationship with a sponsor or another member of the Steering Committee. Steering Committee members should indicate to the Steering Committee if they foresee a possible conflict of interest. If more than half of the Steering Committee concludes there is a conflict of interest, the Steering Committee member'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.

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