

Nomination and Election Policy

Nomination and Election Policy for the IAS Governing Council

The Governing Council Nomination and Election Policy (the "GC Election Policy") sets out the guidelines and formal process for the identification, nomination and appointment of candidates for the Governing Council (the "GC") of the International AIDS Society (the "IAS").

The GC Election Policy, which is maintained by the Nomination and Election Committee (the "NEC") of the GC, ensures that all such appointments are made (a) on the basis of individual merit, ability and complementarity with the collective skills/profile of the GC, (b) with due regard to the strategic direction of the IAS, and (c) in line with the expectations of the IAS Members.

1. POLICY OBJECTIVES

- 1.1 The primary objectives of the GC Election Policy are to:
 - 1.1.1 Set general principles that provide guidance to the GC and NEC in reviewing candidates to the GC
 - 1.1.2 Set criteria for GC candidates
 - 1.1.3 Establish a transparent, effective and efficient nomination and election process.

2. GENERAL PRINCIPLES

- 2.1 **Compliance with relevant laws and regulations:** The GC nomination process, as outlined in this GC Election Policy, has been prepared with full awareness of the applicable legal and regulatory requirements of the IAS.
- 2.2 **NEC responsibility in the nomination and election process:** The NEC is responsible for initiating, guiding and coordinating the nomination process, with support from the IAS Secretariat. Authority for final election of GC members always rests with the IAS membership. The NEC is appointed by, and accountable to, the GC.
- 2.3 **Continuity and renewal:** The GC composition should be targeted at ensuring continuity and adequate preservation of institutional knowledge.
- 2.4 **Optimal set of knowledge, skills and experience in line with IAS priorities:** The backgrounds and qualifications of GC members should collectively provide an appropriate breadth of knowledge, skills and experience that enable the GC to fulfil its responsibilities in relation to the IAS.
- 2.5 **Diversity:** Through its nomination process, the GC aspires to ensure that the diversity objectives of the GC (thematic, gender, geography) are given due attention. The GC recognizes the need for diversity of skills, background, knowledge and experience on the GC in ways that facilitate critical and engaged exchange and avoid groupthink.
- 2.6 **Independent judgement:** The NEC will base its recommendations on its expertise and collective and independent judgement.

3. GC NOMINATION CRITERIA

In order to be considered as a suitable candidate for the GC, prospective nominees should: (a) meet the integrity requirements, (b) meet general suitability requirements, (c) be able to devote sufficient time to the GC, and (d) fit the Target GC Profile contained in Annex 1 of the GC Election Policy. All nominees must submit, prior to the elections, a declaration that they meet the requirements under (a)-(c).

(a) Integrity requirements

- 3.1 **Honesty, integrity and trust:** Through their personal history, professional track record or other commitments, GC nominees shall be able to demonstrate to the IAS the highest standards of ethics, honesty, integrity and fairness and in general demonstrate a sustained commitment to the vision, mission and values of the IAS.
- 3.2 **Reputation:** The candidate shall have an excellent reputation, enjoy high esteem and have recognition from their peers.
- 3.3 **Conflicts of interest:** The GC candidates shall ensure that their personal or business interests do not conflict with those of the IAS, and if a potential conflict of interest arises, the GC ensures that it is dealt with transparently in line with the IAS Conflict of Interest Policy.

(b) General suitability requirements

- 3.4 **Understanding of the IAS:** Candidates shall have relevant knowledge and experience which would permit the development of a proper understanding of the organization, culture, legal and regulatory context, services, and stakeholders of the IAS. Candidates shall have been a paid-up member of the IAS for at least two years.
- 3.5 **Leadership and HIV expertise:** The candidate shall be a person working professionally in the field of HIV and AIDS. The candidate shall be able to demonstrate leadership in their area of expertise. The candidate shall be able to demonstrate knowledge of HIV and AIDS organizations, societies and networks within their region, as well as engagement with them.
- 3.6 **Independent mind-set and challenge potential:** The candidate shall be distinctly capable of forming and expressing an independent judgement on all matters that reach the GC and shall have the requisite candour to positively challenge proposals and views.
- 3.7 **Collegiality and team skills:** Candidates must have the ability to work collegially with other GC members, contributing productively to the deliberations and decision making of the GC.
- 3.8 **Endorsements:** A candidate shall have been nominated by at least two members of the IAS (other than themselves), who must have been IAS Members for a minimum of one year at the time of the call for nominations. The candidate shall agree to the nomination.

(c) Time commitment

- 3.9 Candidates shall be committed to devoting significant time and energy required to discharge their duties as GC members (the number of hours per week will depend on the type of involvement) and be prepared to:
- 3.9.1 Actively participate in and contribute to a number of conferences and meetings managed by the IAS
 - 3.9.2 Become involved in IAS committees, thematic working groups, resource mobilization, as well as in IAS conferences (for example, as a chair, speaker, point person, etc.).

(d) Profile requirements

- 3.10 The NEC will discuss the compositional needs based on a GC Competency Framework and Target GC Profile that is annexed to this policy (see Annex 1). The framework is maintained by the NEC and is reviewed at least once a year and/or whenever a GC appointment is envisaged. As a result of these reviews, the nature and number of skills might change over time.
- 3.11 The NEC shall endeavour to ensure that the knowledge, skills and experience of candidates align with the current collective compositional needs of the GC.
- 3.12 **Thematic experience**
As the thought leadership body of the IAS, the GC is required to have competencies and expertise in identified thematic areas within the field of HIV and AIDS. Relevant thematic experience is further detailed in Annex 1.
- 3.13 **Governance expertise**
Although not a formal profile requirement, candidates' experience in governance-related areas is desired. Relevant governance experience is further detailed in the Executive Board Nomination and Election Policy (the "**EB Appointment Policy**").
- 3.14 **Diversity:** The following tenets of diversity shall be encouraged to ensure diverse perspectives in the IAS's governance:
- 3.14.1 **Age diversity and balance**
 - 3.14.2 **Gender diversity and balance**
 - 3.14.3 **Adherence to the Greater Involvement of People Living with HIV (GIPA) Principle**
 - 3.14.4 **Geographical**
In order to ensure geographical representation from across the regions:
 - 3.14.4.1 The members shall be elected by the IAS membership with four members elected from each of five geographic zones of the world by members in those regions: 1) United States and Canada; 2) Europe; 3) Africa; 4) Latin America and the Caribbean; and 5) Asia and the Pacific Islands.
 - 3.14.4.2 Only one member per country can be elected to the GC¹. There are three assigned seats for one member in non-anglophone Africa, one member in eastern Europe and one member in the Caribbean that shall be filled by members with the most votes in these areas, in the respective regions.

4. GC NOMINATION AND ELECTION PROCESS

- 4.1 The competency framework is an internal tool used to communicate competencies required for the GC and EB. Before the elections, the NEC will use the competency framework to identify gaps. Candidates will assess the extent to which they bring those identified competencies. The voting IAS membership will use the candidates' election statements to inform their votes.

¹ Except for region United States and Canada where both countries need to be represented.

- 4.2 The nomination and election process shall be spearheaded by the NEC in accordance with the below steps:

President-Elect and Treasurer

Step 1: Before the commencement of the election of the GC, the President-Elect and Treasurer shall be elected from amongst and by the current GC members. Following a call for nominations, GC members shall be contacted via email and be asked to electronically vote for their preferred candidates. The candidates with the highest score for each position shall become President-Elect and Treasurer at the close of the International AIDS Conference.

GC members

Step 2: The NEC identifies the current GC members whose tenure is expiring.

Step 3: Approx. seven months prior to the close of the elections, the NEC shall assess, according to the competency framework, the composition of the GC in light of the impact of the individuals who step down or who are up for re-election. The NEC shall identify any competency gaps or specific competency priorities. The outcome of this process shall determine any competencies sought after in GC candidates. Where deemed necessary, minimum quotas may be applied.

Step 4: The NEC shall call for nominations for the vacant GC seats for each region with the support of the IAS Secretariat.

Step 5: The IAS Secretariat shall commence election-related communication with all paying IAS Members approx. six months prior to the close of elections. At this time, an email is sent, announcing that nominations are open in each region for the upcoming elections. The email shall list the responsibilities of becoming a GC member, shall include the criteria and deadlines for a completed nomination, and shall list the competencies sought after in GC candidates. In order to ensure geographical representation from across the regions, only one member per country can be elected to the GC. Therefore, members in countries already represented by the remaining regional representatives in each region cannot be nominated to run for election.²

Step 6: Approx. five months prior to the close of elections, a list of nominations from each region is collected at the IAS Secretariat and all nominees with two or more nominations from eligible³ IAS Members, and whose dues are paid, are identified. The IAS Secretariat shall then contact these nominees to confirm their interest and solicit the candidate's declaration, self-assessment form, a recent photo, CV, and biography, which shall include the candidate's aspiration for the IAS, and two references. Nominees who fail to respond during this time shall be removed from further consideration. The candidates' competencies shall thereafter be matched against the competency framework by the NEC.

Step 7: Approx. four months prior to the close of elections, the NEC shall present a list of candidates – who have accepted their nominations to the EB. Following EB endorsement, the list shall be shared with the GC. GC members who are up for re-election and have accepted to run for a second term shall be automatically included on the final list of candidates.

Step 8: Approx. three months prior to the close of elections, all final candidates shall be listed on a web-based voting site, together with their material. IAS Members who have been members for at least one year and who paid their membership fee before the call for nominations shall be contacted by email and asked to electronically vote for candidates in their region, by ranking the candidates in their preferred order.

Step 9: The candidates with the highest score in each region shall be identified, taking into consideration the one member per country rule referred to in Step 5, and the assigned seats for one member in non-anglophone Africa, one member in eastern Europe, and one member in the

² Except for region United States and Canada where both countries need to be represented.

³ As per 3.8, only IAS Members who have been members for at least one year at the time of the call for nominations may nominate candidates for the GC. The nominees are required to have been IAS Members for at least two years.

Caribbean. These seats shall be filled by members in these locations with the most votes, in the respective regions. If there is a tie between candidates, a run-off may be conducted in that region. Assigned seats for identified competencies shall be filled by members with the most votes across the regions.

Step 10: The GC elections shall be completed at least one month prior to the International AIDS Conference. The outcome of the elections shall be presented at the General Members' Meeting in conjunction with the conference and posted on the IAS website.

5. FINAL PROVISIONS

- 5.1 This policy shall be reviewed regularly (at least every two years) by the NEC. The NEC may propose changes to be validated by the GC and EB.

Nomination and Appointment Policy for the IAS Executive Board

The Executive Board Nomination and Appointment Policy (the “**EB Appointment Policy**”) sets out the guidelines and formal process for the identification, nomination and appointment of those members of the Executive Board (the “**EB**”) of the International AIDS Society (the “**IAS**”) that do not serve on the EB ex officio. Ex officio members include the President, President-Elect and Treasurer as voting members as well as the Immediate Past President and Executive Director as non-voting members.

The EB Appointment Policy, which is maintained by the Nomination and Election Committee (the “**NEC**”) of the GC, ensures that all such appointments are made (a) on the basis of individual merit, ability and complementarity with the collective skills/profile of the EB, and (b) with due regard to the operational oversight needs of the IAS.

1. POLICY OBJECTIVES

- 1.1 The primary objectives of the EB Appointment Policy are to:
 - 1.1.1 Set general principles that provide guidance to the GC and NEC in reviewing candidates for appointment to the EB.
 - 1.1.2 Set criteria for EB candidates.
 - 1.1.3 Establish a transparent, effective and efficient nomination and election process.

2. GENERAL PRINCIPLES

- 2.1 **Compliance with relevant laws and regulations:** The EB nomination process, as outlined in this EB Appointment Policy, has been prepared with full awareness of the applicable legal and regulatory requirements of the IAS.
- 2.2 **NEC responsibility in the nomination and appointment process:** The NEC is responsible for initiating, guiding and coordinating the nomination and appointment process, with support from the IAS Secretariat.
- 2.3 **Continuity and renewal:** The EB composition should ensure continuity and adequate preservation of institutional knowledge.
- 2.4 **Optimal set of knowledge, skills and experience in line with governance needs and IAS priorities:** The backgrounds and qualifications of EB members should collectively provide an appropriate breadth of knowledge, skills and experience that enable the EB to fulfil its responsibilities in relation to the IAS.
- 2.5 **Diversity:** Through its nomination process, the GC recognizes the importance of a diversity of skills, background, knowledge and experience on the EB.
- 2.6 **Independent judgement:** The NEC will base its recommendations on its expertise and collective and independent judgement.

3. EB NOMINATION CRITERIA

- 3.1 The candidates for appointment to the EB who are not officers shall either be selected from the GC or be co-opted from the IAS membership or externally.
- 3.2 In order to be considered as a suitable candidate for the EB, prospective nominees should:
 - (a) meet the integrity requirements, (b) meet general suitability requirements, (c) be able to devote sufficient time to the EB, and (d) fit the Target EB Profile contained in Annex 2 of the EB Appointment Policy.

(a) Integrity requirements

- 3.3 **Honesty, integrity and trust:** Through their personal history, professional track record or other commitments, EB nominees shall be able to demonstrate to the IAS the highest standards of ethics, honesty, integrity and fairness and in general demonstrate a sustained commitment to the vision, mission and values of the IAS.
- 3.4 **Reputation:** The candidate shall have an excellent reputation, enjoy high esteem and have recognition from their peers.
- 3.5 **Conflicts of interest:** The EB members shall ensure that their personal or business interests do not conflict with those of the IAS, and if a potential conflict of interest arises the EB ensures that it is dealt with transparently in line with the IAS Conflict of Interest Policy.

(b) General suitability requirements

- 3.6 **Understanding of the IAS:** Candidates shall have relevant knowledge and experience which would permit the development of a proper understanding of the organization, culture, legal and regulatory context, services, and stakeholders of the IAS.
- 3.7 **Leadership and expertise:** The candidate shall have appropriate experience in the candidate's profession and area of expertise.
- 3.8 **Independent mind-set and challenge potential:** The candidate shall be distinctly capable of forming and expressing an independent judgement on all matters that reach the EB and shall have the requisite candour to positively challenge proposals and views.
- 3.9 **Collegiality and team skills:** Candidates must have the ability to work collegially with other EB members, contributing productively to the deliberations and decision making of the EB and the IAS.
- 3.10 **Nomination:** The candidate shall have been nominated by the NEC and shall agree to the nomination.

(c) Time commitment

- 3.11 Candidates shall be committed to devoting significant time and energy required to discharge their duties as EB members (the number of hours per week will depend on the type of involvement). EB members shall be prepared to attend and actively participate in all meetings of the EB.

(d) Profile requirements

- 3.12 The NEC will discuss the compositional needs based on an EB Competency Framework and Target EB Profile that is annexed to this policy (see Annex 2). The framework is maintained by the NEC and is reviewed at least once a year and/or whenever an EB appointment is envisaged. As a result of these reviews, the nature and number of skills might change over time.
- 3.13 The NEC shall endeavour to ensure that the knowledge, skills and experience of candidates align with the current collective compositional needs of the EB.
- 3.14 **Governance expertise:** The following profile requirements seek to ensure a well-balanced EB that incorporates the necessary governance expertise:
 - 3.14.1 **Budgeting / finance / accounting / audit:** Experience with financial planning, budgeting, monitoring fiscal health, risk management/monitoring of financial performance, safeguarding and maximizing return on assets.
 - 3.14.2 **Legal:** Knowledge of legal issues in the following key areas: legal governance, legal and regulatory compliance, risk management; clear understanding of the role of a governing board.

- 3.14.3 **Business development (including programme development, resource mobilization):** Understanding of growth dynamics (both in membership and financially) in an organization, including in terms of developing new offices/sections and accessing new fundraising sources in innovative ways.
 - 3.14.4 **Organizational management and change (including risk management):** Understanding of the IAS's business model (convene/advocate/educate) and its organizational dynamics, especially the interaction and division of roles and balance of power between the international and national levels. Planning and monitoring human resource policies and practices. Powerful vision for the future of the IAS and ability to enable change in order to propel the movement forward.
 - 3.14.5 **Communications / marketing / strategic information:** Experience in presenting information and connecting with stakeholders to ensure a positive image of the IAS.
- 3.15 **Diversity:** The following tenets of diversity shall be encouraged to ensure diverse perspectives in the IAS's governance:
- 3.15.1 **Age diversity and balance**
 - 3.15.2 **Gender diversity and balance**
 - 3.15.3 **Adherence to the Greater Involvement of People Living with HIV (GIPA) Principle**
 - 3.15.4 **Geographical**
From the non-officer members of the EB, not more than two can be from the same region.

4. EB NOMINATION AND APPOINTMENT PROCESS

- 4.1 Subsequent to the election process of the GC, the NEC shall initiate the appointment process to the EB.
- 4.2 As part of the EB's regular evaluation process, the EB shall complete a self-assessment of its effectiveness.
- 4.3 The NEC shall identify the current EB members whose tenure is expiring as well as EB members who could be re-appointed for a consecutive term, to determine any competency gaps to be filled.
- 4.4 The outcome of the evaluation and the identification of any competency gaps shall determine the re-appointments of EB members for a consecutive term.
- 4.5 The procedures in case of re-appointment shall follow the below steps:

Step 1: The IAS Secretariat shall contact the appointed EB member to confirm their interest in continuing on the EB for a consecutive term.

Step 2: The NEC proposes the EB members to be re-appointed to the GC for endorsement. The re-appointment can be done via teleconference, email or other electronic means, in parallel with appointments to any vacant seats.

- 4.6 The appointment procedures for vacant seats shall follow the below steps:

Step 1: The NEC shall assess, according to the competency framework, the composition of the GC in light of the impact of the individuals who have become part of the GC.

Step 2: The NEC shall map the required profile of the EB (see Annex 2) against the GC Competency Framework. The outcome of this process shall determine any competencies available for the EB.

Step 3: The NEC, in close collaboration with the EB and with the support of the IAS Secretariat, shall seek persons with the appropriate competencies from within the GC and if not found, within the IAS membership. If no appropriate candidates are found, the NEC shall seek candidates that do not form part of the IAS membership. For practical purposes and in the interest of time, the search can be done inside and outside the IAS membership at the same time.

Step 4: The appointment procedures for the co-opted EB members shall be used in the event that the appointment procedures above do not identify one or more candidates from the GC who meet one of the essential missing competency requirements for the EB. The candidates' competencies shall be matched against the competency framework by the NEC.

Step 5: The NEC, in close collaboration with the EB and with the support of the IAS Secretariat, shall develop a list of candidates for the vacant EB seats. A list of nominations is collected by the IAS Secretariat and nominees shall thereafter be contacted to confirm their interest and provide any required documentation.

Step 6: The NEC proposes the recommended candidates to the GC. The GC shall appoint the candidate if it deems the recommended candidate fit for the EB. The appointment can be done via teleconference, email or other electronic means, in parallel with any re-appointments.

5. FINAL PROVISIONS

- 5.1 This policy shall be reviewed regularly (at least every two years) by the NEC. The NEC may propose changes to be validated by the GC and EB.



Annex 1 – Target Governing Council profile

Thematic expertise	Level of expertise 0= none 1= moderate 2= substantial 3= extensive	Reach of expertise 0= none 1= local competence on the theme 2= regional competence on the theme 3= globally recognized as a resource on the theme
1. Basic science		
a) Cure		
b) Vaccine		
c) Other, please specify:		
2. Clinical Science		
Please specify:		
3. Epidemiology/prevention		
Please specify:		
4. Social and Behavioural science		
a) Modelling / statistics		
b) Stigma		
c) Other, please specify:		
5. Political science / economics / law		
a) Human Rights		
b) Health financing		
c) Other, please specify:		
6. Implementation science		
a) Service integration		
b) Other, please specify:		
7. Co-infections / morbidities		
a) Tuberculosis		
b) Hepatitis		
c) Non-communicable diseases		
d) Sexually transmitted infections		
e) Mental health		
f) Other, please specify:		
8. Paediatrics / young people		
Please specify:		
9. Key and vulnerable populations		
Please specify:		
10. Other (please specify)		



Annex 2 – Target Executive Board profile

Governance expertise (0= none; 1 = moderate experience; 2= substantial experience; 3= extensive experience)	
1. Budgeting / finance / accounting / audit	
2. Legal	
3. Business development (incl. programme development, resource mobilization)	
4. Organizational Management and change (incl. risk management)	
5. Communications / marketing / strategic information	