

# CHARTER OF

## THE "MENA HPF - MIDDLE EAST AND NORTH AFRICA HEALTH POLICY FORUM"

### Preamble

The purposes of the "MENA HPF - Middle East and North Africa Health Policy Forum" are:

1. To address issues related to health policy in the Middle East and North Africa region in response to:
  - i) scarcity of systematic research and analysis of health development challenges in the region;
  - ii) inadequate capacity to conduct applied health policy research in the region;
  - iii) lack of mechanisms to share experiences within the region and those of other countries in the world;
  - iv) weak links between research and policymaking;
  - v) inadequate data to support policy analysis at both national and regional levels.
  
2. To reflect a broad recognition of the critical importance of health policy in the fulfilment of social justice and economic development in a region where the health systems tend to exhibit:
  - i) inefficiency in the provision of health services and the prevention of illness;
  - ii) social inequity arising from misallocation of resources and inadequate risk protection;
  - iii) implementation failure, in instances where good health policies are adopted;

- iv) lack of readiness to meet new challenges, especially as the population begins to age and non-communicable disease becomes more prevalent.
3. In responding to these challenges, the following understandings about health outcomes and health policies are salient:
- i) determination of health outcomes is multi-faceted, implicating not only the health system, but also education and social policies, and the wider environment;
  - ii) some health problems have a regional dimension, and can fruitfully be tackled comparatively or collectively (e.g. procurement of trained health workforce and pharmaceuticals);
  - iii) health policy reforms require collective action to overcome resistance to change by vested interests, both commercial and professional;
  - iv) the presence of strong independent critique can be a catalyst for change, especially when the critique is sensitive to the factors that have inhibited good policy making and effective implementation in the past.

## **I Name, Domicile and Aim**

### Article 1

Under the name "MENA HPF - Middle East and North Africa Health Policy Forum (Forum de la Politique de Santé du Moyen Orient et de la Nord Afrique)", abbreviation MENA HPF, an association exists according to para. 60 ff. of the Swiss Civil Code. It is a non-profit, non-governmental, association (hereinafter "MENA HPF" or the "Forum").

### Article 2

The domicile of the Forum is in Zurich.

### Article 3

The aim of the Forum is to contribute to the development, particularly in the low and middle income countries of the regions of the Middle East and North Africa, of effective, efficient, equitable and sustainable policies that improve health and/or that mitigate adverse consequences of ill health, particularly for those who are most disadvantaged.

Therefore, the Forum will seek to have an impact upon policy formulation. It will do so primarily in accordance with the following Avenues of Impact:

**1.** Undertaking the following activities:

- (i) supporting the development of accessible data sets to conduct comparative analysis of health policy issues and to monitor the effectiveness of health policy reforms;
- (ii) supporting the building of analytical and policy making capacity in the region (through workshops, seminars, occasional internships);
- (iii) commissioning and disseminating high quality original research and analysis of health policy questions;
- (iv) publishing various policy relevant papers, newsletters, and other publications as necessary;
- (v) providing a venue for networking and for exchange of ideas and experience amongst those with interest in health policy;
- (vi) supporting through partnership related academic and research institutions in the region;
- (vii) establishing a website with Forum papers, resources and links.

**2.** Prioritising its research agenda giving weight to the following criteria:

- (i) impact on achieving the Forum's mission, tackling problems that affect a large segment of the population, focusing upon those that appear susceptible to solution;
- (ii) policy relevance, focusing in particular on problems that can be addressed by policymakers, and
- (iii) breadth of regional coverage and importance.

- 3.** Ensuring the quality of the research and policy analysis that it endorses or sponsors by:
  - (i) establishing a quality assurance process involving independent peer reviews both at the proposal and final-draft stages of the process, and
  - (ii) directly commissioning papers by known experts in the field, in addition to the usual competitive tender of papers among regional researchers.
  
- 4.** Ensuring the relevance and impact of the research and analysis that it endorses or sponsors by:
  - i) being sensitive to the political economy determinants of decision making;
  - ii) actively engaging policy makers at an early stage of project development to integrate their concerns and priorities (though without compromising independence and integrity) and to gain access to relevant data;
  - iii) taking into account in the course of conducting research and policy analysis such dimensions as:
    - distributional issues,
    - political calculus (winner/loser analysis; political sustainability),
    - alternative policy options,
    - implementation issues, and
    - budgetary implications and affordability.
  
- 5.** Employing various dissemination routes and techniques to maximise the impact of its work, including:
  - i) holding conferences, workshops and seminars that involve all relevant stakeholders: ministers and other government officials, parliamentarians, representatives of professional associations, health insurers, self-help groups, NGOs, charities, and international agencies;
  - ii) issuing press releases and directly interacting with the media as appropriate;
  - iii) publishing its research and policy analysis in the form of:

- a. newsletter (paper/electronic),
  - b. working papers,
  - c. books, and/or
  - d. policy positions (endorsed by a two-third majority of the Board).
- iv) creating a Forum website, and
  - v) creating affiliated country chapters.

## **II Membership**

### Article 4

Members of the Forum will be selected with the objective of strengthening the ability of the Forum to achieve its mission. To that end, the Forum will seek candidates with:

- i) expertise in the areas of health management and planning, economics, statistics, public health, sociology of medicine and political economy;
- ii) experience with health policy issues, nationally, regionally and/or internationally;
- iii) commitment to participate in forum meetings and to contribute to the solution of health policy problems;
- iv) personal interest in the aim of the Forum, either by dint of residence, upbringing or nationality.

Nobody is entitled to become a Member of the Forum.

Members of the Forum are expected to participate actively in the Forum.

### Article 5

Members of the Forum have the following rights:

- i) to participate in the activities organised by the Forum;
- ii) to receive information about the activities organised by the Forum;
- iii) to participate at the annual General Meeting and at extraordinary General Meetings;
- iv) to vote at such meetings;

- v) to submit papers for publication by the Forum or for presentation in Forum events (subject to the Forum's quality assurance procedures);
- vi) to receive all publications by the Forum against payment of fees to be determined by the Board of Trustees guided by the cost of production.

#### Article 6

Members of the Forum are elected by the Board of Trustees.

A candidate for Membership must be nominated by (i) at least two Members of the Forum or (ii) by the Advisory Committee.

The Advisory Committee will review the candidates for Membership according to the criteria stated above and will submit its recommendation to the Board of Trustees. The review will be based on the recommendations made by Members of the Forum, the candidate's CV, publications, qualifications and other information available to the Advisory Committee.

The Advisory Committee will also have responsibility to seek and to recommend to the Board of Trustees additional Members of the Forum to achieve independent-mindedness, innovativeness, a balance of skills, geographical and gender representation, and to maximise the impact of the Forum.

#### Article 7

Five years after appointment, Members of the Forum must have their Membership renewed, following the same procedure new candidates follow, save that nomination is assumed. In case of a negative decision of the Board of Trustees the Membership including any membership of any body of the Forum ends on the date of such negative decision.

#### Article 8

Membership can be terminated any time by a two third majority decision of the Board of Trustees, taken on the recommendation of the Advisory Committee, in the event a Member of the Forum:

- i) seeks to derive a commercial profit from the activities of the Forum;
- ii) seeks to promote approaches of questionable benefit to the maintenance or improvement of health;

- iii) behaves in a way that has the potential to compromise the Forum's achievement of its mission in any other way.

#### Article 9

Any Member of the Forum may resign by submitting a written resignation to the Board of Trustees. Such resignation shall become effective at the moment of the receipt of the resignation.

### VII Organisational Form and Governance

#### Article 10

The bodies of the Forum are:

- i) the **General Meeting**
- ii) the **Board of Trustees**
- iii) the **Advisory Committee**
- iv) the **Auditors**

#### A General Meeting

#### Article 11

The annual General Meeting takes place once a year. It is called by the Board of Trustees who determines date, place and time.

A written invitation is sent to all Members of the Forum at least 30 days before the annual General Meeting. The agenda items are announced within the invitation.

Members of the Forum may submit propositions in writing to the Board of Trustees at least 20 days before the annual General Meeting.

#### Article 12

Stating the purpose of the meeting and the agenda to be submitted, Members of the Forum representing twenty percent of all the Members of the Forum may request the Board of Trustees in writing to call an extraordinary General Meeting.

#### Article 13

The General Meeting is the main body and has in particular the following responsibilities:

- i) supervision of the Forum and the Board of Trustees;
- ii) amendment of the Charter;
- iii) election and dismissal of the Members of the Board of Trustees;
- iv) approval of the annual report, the annual financial statement and the balance sheet;
- v) discharge of the Board of Trustees and the Executive Director;
- vi) liquidation of the Forum; and
- vii) all resolutions, which are not assigned to another body of the Forum.

#### Article 14

Resolutions are made by the majority of the votes cast. Abstentions are not counted.

A Member of the Forum may vote in writing or may appoint a representative among the Members of the Forum to vote in his name.

Resolutions may also be taken in writing.

Amendments to the Charter are adopted with a two-thirds majority vote of all voting Members of the Forum. The amendments must be formulated in advance by the Board of Trustees or signed by ten percent of the voting Members of the Forum and sent to the Members of the Forum together with the respective invitation for a General Meeting.

#### Article 15

Where there is a conflict of interest between the personal interest of a Member of the Forum and the aim or the interest of the Forum such Member of the Forum generally remains a participant in any discussion but in all cases without voting rights. Furthermore, a Member of the Forum has no right to vote if he or she is at the time of the vote a government official or if he or she at the time of the vote lacks connexion to the region by dint of residence up-bringing or nationality or if he or she is at the time of the vote an employee of a commercial organisation. Nor may a member vote for resolutions about decisions, acts or disputes regarding themselves, any direct relative, his or her employer or, in case of officials of national or international organisations, the respective government, national or international organisation.

Solely the Board of Trustees is competent to decide whether a Member of the Forum is conflicted in case of doubt and it shall exercise its judgement in case of disputes about possible conflicts of interest in its sole discretion.

## **B Board of Trustees**

### Article 16

The Board of Trustees governs the Forum and has in particular the following responsibilities:

- i) to oversee and to enforce the application of this Charter;
- ii) to call ordinary and an extraordinary General Meetings;
- iii) to evaluate, appoint and dismiss the Executive Director;
- iv) to appoint and dismiss the Advisory Committee and other committees as it sees fit;
- v) to appoint a Chairperson, a Deputy-Chairperson and a Treasurer;
- vi) to admit, renew and where necessary terminate Membership;
- vii) to raise funds for the Forum and to approve funding proposals;
- viii) to represent the Forum;
- ix) periodically to evaluate the Forum's activities and impact;
- x) to select External Financial Auditors;
- xi) to draft the annual report, the annual financial statement and the balance sheet for submission to the General Meeting; and
- xii) to take all other actions required to meet the Forum's mission not reserved by law or this Charter for the General Meeting or another governing body of the Forum.

The Board of Trustees may entrust the preparation and the execution of its decisions or the supervision of certain transactions to committees (such as an executive committee) or to particular Members of the Forum. It is empowered to transfer the management of the Forum to an Executive Director. For this purpose, the Board of Trustees will issue organizational regulations.

### Article 17

The Board of Trustees comprises a maximum of thirteen Trustees seven of which shall be drawn from the Members of the Forum. In order to guarantee their objectivity, none of the Trustees can simultaneously hold an executive officer position within the Forum.

### Article 18

The Members of the Board of Trustees shall be elected for a term of office of four years. They can serve for a maximum of two terms of four years' duration.

### Article 19

Election Process:

Up to seven Members of the Board of Trustees are elected by Members of the Forum from amongst Members of the Forum every four years according to the following procedures:

A list of candidates is compiled by the Chairperson of the Board of Trustees. Such list includes two parts:

- i) Part A: the current Board of Trustees' proposed list of seven candidates for the new Board of Trustees, which may include renewals of current Board of Trustees Members;
- ii) Part B: a list of additional candidates, each nominated by at least two Members of the Forum.

The intention is to give the current Board of Trustees the opportunity to make a proposal that may be accepted if Members of the Forum are satisfied with the Forum's current direction.

Each Member of the Forum has a number of votes equal to the number of Trustees to be elected and these votes must be attributed to different candidates. The seven candidates who receive the largest number of votes become Trustees. They shall elect a Chairperson from among themselves.

## Article 20

Two additional Members of the Board of Trustees should then be selected by the newly elected or re-elected Members of the Board of Trustees to ensure regional, professional and gender balance and otherwise to serve the Forum's mission.

## Article 21

Subject to the approval by the majority of the seven Forum-elected Trustees, the Board of Trustees shall than be further completed by up to four further Members of the Board of Trustees representing the four largest Forum donors in the most recent five-year period provided the respective Forum donors elect to appoint such representatives.

The rights and duties of such Donor representatives and in particular their voting rights, if any, as well as early resignation of such members in case the respective donor ceases to be a donor of the Form, shall be specified by the Board of Trustees in its organizational regulations.

## Article 22

In case Members of the Board of Trustees cease to be Members of the Board of Trustees during their four year term of office the Board of Trustee shall elect new Members of the Board of Trustees replacing the leaving Members of the Board of Trustees for the remaining term of office.

## Article 23

The Board of Trustees may form an executive committee from amongst themselves to which it may delegate some of its powers.

## Article 24

All Board decisions are made by simple majority votes, with a minimum quorum of seven Trustees, of whom a majority should not be donor-representatives. In the case of a tie, the Chairperson has the casting vote.

## Article 25

All Members of the Board of Trustees must:

- i) advise the Chairperson and Deputy Chairperson, and assist them in their functions;
- ii) participate regularly in Board meetings;
- iii) inform the Board and the Forum of their activities on behalf of the Forum.

Trustees who fail to attend three consecutive board meetings or otherwise fail to carry out their duties are subject to dismissal by a two-third majority by the remaining Board Members.

### **Chairperson, Deputy-Chairperson and Treasurer**

#### Article 26

The Board of Trustees shall constitute itself autonomously and shall elect a Chairperson, a Deputy-Chairperson and a Treasurer from amongst its Members.

#### Article 27

The Chairperson has the following duties:

- i) to represent the forum officially and legally;
- ii) to call and to head the meetings of the Board of Trustees;
- iii) to sign a contract with the Executive Director;
- iv) to sign contracts for premises and make similar commitments on behalf of the Forum, and
- v) to accept endowments on behalf of the Forum.

#### Article 28

The Deputy-Chairperson has the following duties:

- i) to assume the duties of the Chairperson when he/she is absent, and
- ii) to assist the Chairperson in carrying out his/her duties.

#### Article 29

The Treasurer has the following duties:

- i) to liaise with the Executive Director on the financial management of the Forum's endowment, cash flows and financial statements;

- ii) to report to the Board on any important developments that require Board attention/decision, and
- iii) to co-sign cheques with the Executive Director for amounts exceeding a sum to be stipulated by the Board.

### **Executive Director**

#### Article 30

The Board of Trustees may appoint an Executive Director. The Board of Trustees shall seek as Executive Director an experienced and qualified leader, and accord her/him broad discretion to carry out her/his vision for the Forum.

#### Article 31

The Executive Director is responsible for the prosecution of the Forum's mission and for the application of this Charter. Assisted by officers and staff, he/she is responsible for all executive functions of the Forum: activities, fund-raising, administrative and financial management, selection and appointment of officers and staff, etc. More specifically, the Executive Director shall:

- i) prepare an annual work plan with associated budget for the Board's approval;
- ii) draft an operating manual, to be approved by the Board;
- iii) ensure that an Annual General Meeting of Forum Members is convened, to be chaired by the Chair of the Trustees;
- iv) inform the Board and the Annual General Meeting of the Forum's activities in the previous year, including the preparation of the Forum's annual report;
- v) manage the activities and the general administration of the Forum, according to the instructions of the Board;
- vi) sign cheques on behalf of the Forum jointly with the Treasurer for amounts exceeding a sum to be stipulated by the Board;
- vii) ensure that an appropriate record of accounts is maintained (where all incomes and expenses, properties and capital are registered correctly in appropriate detail);

- viii) facilitate the fulfillment by the Board of its functions;
- ix) present a final report at the end of his/her mandate, detailing the situation of the Forum at the time, and providing all necessary information to his/her successor.

#### Article 32

The Executive Director is appointed for up to three years. Appointments can be renewed, but overall tenure cannot exceed nine years. He/she chooses all other executive officers, and is the only executive directly accountable to the Board of Trustees.

### **C Advisory Committee**

#### Article 33

The Board of Trustees appoints both an Advisory Committee of up to six members and, in addition, the Advisory Committee's Chairperson. Members of the Advisory Committee shall be Members of the Forum or other qualified persons, each to serve for a maximum of two terms of three years' duration. The Board of Trustees shall charge it with the following tasks:

- i) to review and to propose nominations for Membership of the Forum;
- ii) to advise the Board of Trustees on technical matters related to the selection of health policy themes and issues worthy of focus;
- iii) to advise the Board of Trustees on the criteria and processes required to assure the quality of the Forum's output;
- iv) to recommend actions by the Board of Trustees in furtherance of the Forum's mission;
- v) carry out other assignments that may be decided by the Board of Trustees.

#### Article 34

The Advisory Committee should comprise experienced, knowledgeable professionals selected to achieve balance where possible in terms of areas of specialization, geographical representation and gender.

#### Article 35

Advisory Committee members who fail to attend three consecutive meetings or who otherwise fail to carry out their duties, are subject to dismissal by a two-third majority of the Board of Trustees.

### **D Auditors**

#### Article 36

Auditors are elected by the Board of Trustees for a tenure of one year. They can be re-elected.

The Auditors examine and verify the Forum's financial statements and report to the Board of Trustees for the annual General Meeting. The Auditors apply for the discharge of the Executive Director or the denial of it.

### **IV Affiliation of National Health Policy Fora**

#### Article 37

The Board of Trustees is charged in due course to sponsor the development of national health policy fora, with aims and constitutions consistent with those of the MENA HPF.

#### Article 38

The Board of Trustees is charged with constructing terms of affiliation for such fora, so as to support the building of local capacity for analysis, and as a means of realising the Forum's vision.

### **V Finance**

#### Article 39

The income of the MENA HPF is generated by fundraising and all kinds of bounties or other donations.

Members are not obliged to pay membership fees.

#### Article 40

The Board of Trustees and the Executive Director on its behalf seek funding necessary to realise the Forum's mission.

All income and assets of the MENA HPF are for the purpose of the Forum only. All Members of the Board of Trustees and the Advisory Committee work honorarily and will there for not be remunerated. Compensation for expenses may be granted by the Forum.

#### Article 41

Funding proposals and/or donations are subject to approval by the Board of Trustees. The approval is guided by the following principles in the interest of ensuring the credibility and sustainability of the Forum:

- i) diversification of the funding base, and
- ii) avoidance of Funding sources that might compromise the perceived independence of the Forum's policy prescriptions.

#### Article 42

The financial year ends per 31 January, for the first time on 31 January 2009.

### **VI Liability**

#### Article 43

Only the assets of the Forum shall be liable for the debts and obligations of the Forum.

### **VII Liquidation**

#### Article 44

In addition to the Law, the Forum may be liquidated if all Members vote by a two thirds majority in favour of the liquidation.

In case of a liquidation, the remaining assets of the Forum are to be donated to one or more non-profit organisations with a similar purpose to that of the Forum, which organisations are to be identified by the Board of Trustees.