

## **Terms of Reference of the Global Fund Ethics Officer<sup>1</sup>**

### **1. Mandate**

Ethical conduct is a hallmark of the Global Fund, and it applies to all those involved in the operation and governance of the organization. In accordance with the Ethics & Integrity Framework,<sup>2</sup> the Ethics Officer is responsible for providing assurance on the extent to which the Global Fund has fully and effectively implemented its ethics and integrity-related policies, codes and requirements.

The Ethics Officer therefore serves as the second line of defence in relation to ethics and integrity risks facing the Global Fund, leads efforts to promote strong ethics and integrity-related values, systems and practices, monitors their implementation and responds to potential ethical misconduct.

In accordance with accountabilities for managing such ethics and integrity risks, the Ethics Officer engages with Global Fund governance, the Secretariat and (at the operational level) stakeholders in implementing countries. The Ethics Officer undertakes the responsibilities set forth in these Terms of Reference to fulfil this mandate.

### **2. Engagement with stakeholders**

The Ethics Officer will advise the Board, through the Committee, on (i) the strength of the Global Fund's overall ethics and integrity framework, including major issues and trends observed at the levels of both Secretariat and grant operations; and (ii) ethics and integrity-related issues pertaining to the activities of Governance Officials and advisory body members. The Ethics Officer will advise the Executive Director on (i) the strength of the Secretariat's ethics and integrity-related systems and policies; and (ii) ethics and integrity-related issues pertaining to Secretariat and grant operations.

At the governance level, the Ethics Officer:

- i. Advises on and manages ethical and conflict of interest issues relating to Governance Officials;
- ii. Supports the response to potential ethical misconduct by Governance Officials,<sup>3</sup> including advising on investigations of Governance Officials following referral to, and as requested by, the Ethics and Governance Committee in accordance with its Charter<sup>4</sup> and the Code of Conduct for Governance Officials;
- iii. Monitors the effectiveness of the Code of Conduct for Governance Officials, the Ethics and Integrity Framework, the Policy on Conflict of Interest<sup>5</sup>, the Policy to Combat Fraud and Corruption<sup>6</sup> and other ethics-related policies applicable to the Board and its Committees; and

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<sup>1</sup> As adopted by the Board on 1 June 2021 (Decision Point GF/B45/EDPo2).

<sup>2</sup> As adopted by the Board on 21 November 2014, (Decision Point [GF/B32/DP09](#)).

<sup>3</sup> As defined in the Code of Conduct for Governance Officials, adopted by the Board on 1 April 2015 (Decision Point GF/B33/DP10) and as amended.

<sup>4</sup> As adopted by the Board on 17 November 2015 (Decision Point GF/B34/DP07) and as amended.

<sup>5</sup> As adopted by the Board on 10 October 2003 (Decision Point GF/B03/DP10) and as amended.

<sup>6</sup> As adopted by the Board on 15 November 2017 (Decision Point GF/B38/DP09) and as amended.

- iv. Reports to the Board on the strength of the Global Fund’s overall ethics and integrity framework, including Secretariat systems and practices.
- v. At the Secretariat and operational levels, the Ethics Officer:
- vi. Advises on ethics and conflict of interest risks relating to employees and individuals/entities involved in grant implementation (e.g., grant implementers, Local Fund Agents, suppliers, Country Coordinating Mechanisms);
- vii. Supports and manages programs to ensure a consistent application of Codes of Conduct;
- viii. Monitors the effectiveness of the Codes of Conduct for Employees, Country Coordinating Mechanism Members, Recipients of Global Fund Resources and Suppliers, and other ethics-related requirements applicable to them; and
- ix. Advises the Executive Director on the strength of the Secretariat’s ethics-related systems and policies.

The Ethics Officer will gain an in-depth understanding of Global Fund governance, Secretariat and operational processes. As head of the Ethics function, the Ethics Officer leads a team working with the Board, its Committees, the Office of the Inspector General and the Secretariat, notably the Grant Management Division, the Risk Management Department, the Legal and Governance Department, the Human Resources Department and the Supply Operations Department. Through mutual exchange of information and best practices, the Ethics Officer is responsible for integrating ethics and integrity risk management and impact into decision-making and processes. The Ethics Officer also monitors the adequacy of controls around ethics and integrity, at all levels in the Global Fund.

### **3. Responsibilities**

#### *a. Ensure Sound and Effective Ethical Risk Management*

- i. Provide an annual written opinion to the Board, through the relevant Board Committee (the “Committee”), on (i) the state of ethics and integrity across the entire Global Fund and the activities it finances, including anti-corruption controls, based on available assessments of key risk areas; and (ii) the extent to which Global Fund activities have complied with ethics and integrity-related policies, codes and requirements;
- ii. Monitor the effectiveness of existing systems, controls and procedures for mitigating ethics and integrity risks across Global Fund operations, including the activities of (i) the Board and its Committees; (ii) the Secretariat and Office of the Inspector General (OIG); (iii) grant implementers, including CCMs; and (iv) third-party providers (e.g., LFAs and suppliers of both the Secretariat and grant implementers);
- iii. Advise the Executive Director and/or the Committee on ethics and integrity risk management, including potential modifications to ethics-related systems and policies to align with evolving norms and ensure continuous improvement of controls;
- iv. Collaborate with stakeholders to support the development and implementation of tools for embedding ethics and integrity into operations (e.g., capacity-building, communication strategies and trainings programs for Governance Officials, employees and external stakeholders); and

- v. Monitor the effectiveness of compliance systems for holding individuals and entities accountable for violations of ethical and integrity-related policies and codes, and propose modifications as appropriate.

*b. Advice<sup>7</sup> and Support across Global Fund Governance and Operations*

- i. Provide regular advice, guidance and support to Governance Officials on ethics and integrity-related risks (both at and in-between meetings) by, amongst other actions, addressing conflict of interest issues which can be fully mitigated in a way acceptable to both the Ethics Officer and the Governance Official, and monitoring their implementation;
- ii. For all other issues, provide regular advice and support to the Committee on ethics and integrity-related risks involving Governance Officials;
- iii. Based on the Ethics Officer's advice, the Committee will decide appropriate preventive, mitigating or remedial actions;
- iv. Provide regular advice and support to the Executive Director on ethics and integrity-related risks pertaining to Secretariat activities and grant operations related to grant recipients, CCMs, third-party providers (e.g., LFAs and suppliers of both the Secretariat and grant implementers) and employees;<sup>8</sup> Based on the Ethics Officer's advice, the Executive Director will determine and implement appropriate preventive or mitigating actions;
- v. When advising and supporting Governance Officials or the Secretariat as provided in paragraphs 2.b.i and iii above, the Ethics Officer keeps the Committee informed of risks that are identified as presenting real or perceived significant and novel issues, including financial or reputational risk;
- vi. Ensure coordination between the Committee and the Executive Director when issues are raised involving individual(s) concurrently holding operational, Secretariat and/or governance roles; and
- vii. Regularly provide reports directly to the Board, through the Committee, on the Global Fund's activities in response to ethical issues at the governance, Secretariat and operational levels.

*c. Collaboration and Advocacy*

- i. Collaborate with Global Fund stakeholders to build and maintain full and effective ethics and integrity systems, particularly with the Office of the Inspector General, and the Grant Management, Risk Management, and Legal and Governance functions of the Secretariat;
- ii. Collaborate with the Chief Risk Officer in their risk assessment to ensure ethical risks are identified, and reflected in the appropriate tools and registers;
- iii. Promote high ethical standards in Global Fund operations, through engagement with management, employees and the Global Fund Ombudsperson;

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<sup>7</sup> The advice provided by the Ethics Officer will be based on the norms and principles set forth in the Ethics & Integrity Framework and applicable policies including the relevant Code of Conduct.

<sup>8</sup> For issues involving the Executive Director, the Ethics Officer will consult directly with, and provide advice to the Committee.

- iv. Collaborate with the Communications Department on the Global Fund's ethics initiatives and commitment to its core ethical values; and
- v. Collaborate with the Grant Management Division to support advocacy to CCMs and grant implementers regarding the enhancement of ethics and integrity systems.
- vi. Collaborate with the Human Resources Department to support their training and awareness programs with respect to the Codes of Conduct.

*d. Support Investigations of Ethical Misconduct*

- i. Promote and support compliance with the Whistle-blowing Policy and Procedures for the Global Fund to Fight AIDS, Tuberculosis and Malaria,<sup>9</sup> and protection for whistle-blowers.
- ii. Support implementation of the principles of the Whistle-blowing Policy by collaborating with the Inspector General to implement procedures to ensure the timely referral of ethics or integrity-related issues, as well as issues involving fraud and abuse, to the Ethics Officer or to the Office of the Inspector General, in accordance to the principles set out in the Charter of the Office of the Inspector General and the Terms of Reference for the Inspector General;
- iii. Undertake referrals, preliminary assessments and investigations in accordance with the mandates approved by the Board and/or its standing Committees having oversight of the OIG, the Global Fund's human resources policies and the Ethics and Integrity Framework, respectively. The Ethics Officer will collaborate with the OIG and Secretariat to define ways of working and coordination; and
- iv. In all matters relating to Governance Officials, after having sought the Ethics Officer's advice, the Committee will determine and implement appropriate remedial actions following ethical misconduct in accordance with their Charter and the Code of Conduct for Governance Officials. In the event the ethics issue concerns a Governance Official, and the matter concerns or has an impact on operations, the Ethics Officer will work to ensure coordination between the Committee and the Executive Director as a key part of the process of determining the appropriate response.

*e. Administrative Functions*

The Ethics Officer will maintain case management systems and electronic system(s) for the submission and administration of declarations of interest, based on the specific requirements contained under the applicable Code of Conduct.

The Ethics Officer will maintain facilities to ensure the confidential handling of sensitive information, such as information regarding Governance Officials and other personal data.

#### **4. Reporting Arrangement**

The Ethics Officer will have a dual reporting line, reporting to the Board, through the Committee, and to the Executive Director.

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<sup>9</sup> GF/B13/6, as amended

Through the dual reporting line, the Ethics Officer will serve as a direct advisor to both the Board, through the Committee, and the Executive Director. The Ethics Officer has an open channel of communication with both the Board, through the Committee, and the Executive Director. In addition, the Ethics Officer is accountable to the Board, through the Committee, and the Executive Director, who share responsibility for overseeing the Ethics Officer.

The performance evaluation of the Ethics Officer will be jointly conducted by the Committee and the Executive Director, with input from the Board Leadership and the Inspector General. In the event consensus cannot be reached, the matter will be referred to the full Board for decision.

This post is located in Geneva and may require frequent travel.

## **5. Budget and Managerial Responsibility**

The Ethics Officer will be accountable for ensuring the effective operation of the ethics function, including recordkeeping in relation to ethics and integrity requests and cases, and efficient and effective management of its budget.

The strategic priorities and work plan of the Ethics Officer will be developed by the Ethics Officer in consultation with the Executive Director and submitted to the Committee for approval. The Committee will also endorse the corresponding budget, which will be approved as part of the Secretariat budgeting cycle.

## **6. Required Skills and Experience**

The Ethics Officer must:

- i. Have an advanced degree in ethics, law, business administration, corporate governance, or other related fields;
- ii. Have at least ten years of leadership experience in the areas of organizational ethics, corporate responsibility and/or corporate governance;
- iii. Have demonstrated experience in implementing and strengthening the maturity of ethics and compliance programs in multifaceted environments;
- iv. Have demonstrated experience in advising complex organizations on ethics- related issues at all levels including boards of directors, executive management and external stakeholders;
- v. Have extensive experience in advising for-profit and/or non-profit entities in the areas of leadership, ethical values and organizational culture;
- vi. Have fluency in written and spoken English, with a working knowledge of French or other languages desirable;
- vii. Demonstrate the Global Fund's core ethical values of integrity, duty of care, accountability, and dignity and respect;
- viii. Understand and promote the mission, strategy and priorities of the Global Fund; and
- ix. Display understanding and sensitivity to all values underpinning the mission of the Global Fund.

## **7. Competencies**

### *a. Functional Competencies*

- i. Ethics
- ii. Advisory
- iii. Organizational Leadership
- iv. Organizational Governance

### *b. Organisational Competencies*

- v. The Ethics Officer must have the organisational competencies required of members of the Secretariat Management Executive Committee, as set forth by the Secretariat, in addition to those below:
- vi. Client orientation with a constructive approach to resolution of problems;
- vii. Excellent analytical skills and ability to interpret rules and guidelines, and ability to conceptualize policies;
- viii. Ability to demonstrate sound and independent judgment, prudence and maturity in complex and sensitive cases;
- ix. Excellent interpersonal skills with officials from the operational to most senior governance levels;
- x. Excellent drafting skills, and excellent communications skills (oral and written);
- xi. Ability to work with utmost discretion in handling sensitive and confidential matters; and
- xii. Respect for deadlines and ability to function under pressure.

## **8. Selection and Term**

The Ethics Officer is appointed through standard Global Fund recruitment procedures for a three-year term that may be renewed no more than once.

The Committee and the Executive Director jointly select the Ethics Officer, who is then appointed on a no-objection basis by the Board. In the event the Committee and the Executive Director cannot reach consensus regarding the selection of a candidate, the matter will be referred to the Board for decision.

Given the unique role of the Ethics Officer, following the completion of their term(s) as Ethics Officer, they will be ineligible to serve as an employee, consultant or as a participant in a governance role for the Global Fund for a period of two years.