

Board Leadership Nomination Committee Update

(BLNC Progress Report 1 to the Board)

48th Board Meeting

GF/B48/18

15 – 17 November 2022, Geneva, Switzerland

Board Information

Purpose of the paper: This updated report submitted by the Board Leadership Nomination Committee (“BLNC”) provides an update on the work undertaken by the committee in the lead up to the formal launch of the selection process for the next Chair and Vice-Chair of the Board. The report covers the period up until 23 October 2022. A prior version of this report was submitted under the document reference GF/EGC20/11 to the Ethics and Governance Committee. The BLNC will present its next update report to the Board in January 2023.

Executive Summary

Context

The next Chair and Vice-Chair of the Board are due to commence their three-year term in May 2023. In line with the process adopted in 2018, the Board established in August 2022 a Board Leadership Nomination Committee (“BLNC”) to conduct the Board Leadership selection process. On behalf of the Board, the BLNC is tasked with reviewing nominations from voting constituencies, shortlisting candidates, conducting interviews and recommending one final pair of candidates to the Board for approval. The EGC oversees the overall selection and due diligence process. This is the first progress report of the BLNC to the Board, covering the period up until 23 October 2022 .

Questions this paper addresses

- A. What is the topic of this update?
- B. What are the key roles and responsibilities?
- C. What is the current status?
- D. What are our next steps?
- E. A note on communication and confidentiality

Conclusions

- A. This report provides a status update on the nomination and selection process for the Chair and Vice-Chair of the Board for the 2023-2026 term, as well as a number of key reminders on the selection process.
- B. Progress to date includes the issuance of information materials to Board constituencies, bilateral consultations between the search firm and constituencies, as well as the formal constitution of the BLNC. The BLNC has convened virtually for its first meeting, has received supporting background documentation, and briefings on roles, responsibilities, conduct and confidentiality. The launch of the selection process took place at the end of September, with a formal call for nominations issued by Board Leadership to constituencies. Advertisements have been placed in [Jeune Afrique](#) and [The Economist](#) (online).
- C. The deadline for candidate nominations from voting constituencies for the Board Chair and Vice-Chair role is 10 January 2023. Over the coming weeks, constituencies are invited to engage in their own outreach and to liaise with the search firm for in-confidence discussions on how the search firm might support them, as well as to discuss potential nomination of candidates identified through other avenues. Following the close of the nominations period, the BLNC will convene to review and shortlist nominations in early February. The full BLNC will interview shortlisted candidates in early March before recommending one final pair of candidates to the Board for appointment in April.

Input Sought

The Board is requested to note the information provided in this report.

Voting constituencies are reminded to submit to Russell Reynolds (gfbf@russellreynolds.com) nominations by 18.00 CET on Tuesday 10 January 2023. Constituencies are invited to contact the Legal and Governance Department and the BLNC leadership should they have any questions relating to this progress report, or the process more broadly. Constituencies are invited to contact the search firm, Russell Reynolds Associates (gfbf@russellreynolds.com), should they wish to hold an in-confidence conversation regarding the support that the search firm can offer, or to express interest in nominating a candidate identified by the search firm.

Input Received

A prior version of this report has been shared with the EGC in advance of its 20th Meeting. The EGC discussed the report with BLNC Leadership in session.

NA

Report

What is the topic of this update?

1. This paper is the **first progress report of the Board Leadership Nomination Committee** ("BLNC") to the Board and provides a status update on the Board Leadership selection process for the 2023-2026 term.

What are the key roles and responsibilities?

2. The **key roles and responsibilities for the Board Leadership selection process** can be summarized as follows:
 - a. The **Board** appoints the final pair of recommended candidates for the role of Chair and Vice-Chair, via electronic decision point.
 - b. **Voting constituencies** identify and nominate highly qualified candidates, ensuring confidence in candidates' ability to fulfil the requirements of the role, and to role model the Code of Conduct for Governance Officials.
 - c. **Non-voting constituencies** may put forward candidates to the search firm for consideration and formal nomination by a voting constituency.
 - d. The **BLNC**, following a competency-based approach based on the requirements for the role, (1) receives all nominations submitted, (2) distributes them to the BLNC sub-committees for review and shortlisting, (3) conducts interviews with shortlisted candidates, and (4) recommends one final pair of candidates for Board Chair and for the Vice-Chair to the Board for approval.
 - e. The **Ethics and Governance Committee ("EGC")** oversees the selection process and due diligence process steps.
 - f. The **search firm** supports the process by (1) receiving candidate nominations; (2) carrying out broad outreach to identify candidates, (3) facilitating the matching of candidates identified through advertising, outreach or by a non-voting constituency, for formal nomination by a voting constituency, and (4) supporting due diligence and background checks, as required.
 - g. The **Ethics Officer** reviews declarations of interests and conducts due diligence, supported by the search firm.
 - h. The **Legal and Governance Department** provide facilitation, governance, and legal advisory support.

What is the current status?

3. In 2022-23, the Board Leadership selection process will follow the process adopted by the Board in 2018 ([GF/B39/EDP08](#)), with some slight operational improvements based on the lessons learned during the 2019 Board Leadership selection process.
4. Under the overall oversight of the EGC, **the following progress has been achieved**, supported by the Legal and Governance Department and the Ethics Office:

- a. An **Information Note** has been shared by EGC Leadership with Board constituencies in early August, providing a high-level overview of the selection process, with an emphasis on constituencies' role in the process.
- b. Based on the recommendation of the EGC, on 24 August 2022, the **Board appointed** the following individuals to serve as **members of the BLNC** ([GF/B47/EDP13](#)):
 - i. Grace Rwakarema, Chair of the Nomination Committee;
 - ii. Sherwin Charles, Vice-Chair of the Nomination Committee;
 - iii. Cecilia Senoo, Member;
 - iv. Heiko Warnken, Member;
 - v. Fiu Williame-Igara, Member;
 - vi. Mamadi Yilla, Member; and,
 - vii. Ren Minghui, Member
- c. By end of August, the search firm benefitted from the **insights of various stakeholders** (including Board and EGC leadership, Executive Director, Inspector General, members of senior management and committee chairs) on the roles of the Board Chair and Vice-Chair and their participation in the governance processes of the Global Fund.
- d. **Individual consultations between all interested constituencies and the Search Firm** are in progress, with a view of ensuring a thorough understanding of constituency needs and perspectives on the Board Chair and Vice-Chair roles, as well as to discuss constituencies' interest to potentially nominate candidates identified through other avenues (i.e. non-voting constituencies, search firm outreach or advertisements).
- e. A **first virtual meeting of the BLNC** was held on 12 September 2022. The BLNC endorsed its workplan, aligned with the timing of key milestones previously supported by the EGC, and received onboarding briefings on its role and responsibilities, the overall selection process, conduct and confidentiality. BLNC members also had the opportunity to meet the search firm and provide inputs to the campaign materials and approach prepared by the search firm. A virtual call between BLNC members and the Search Firm is taking place in the first week of November.
- f. The Board Leadership selection process was **formally launched via a Call for Nominations on 28 September 2022** by the current Board Leadership. The [nomination form](#), completed by both the candidate and either the Board Member, Alternate Board Member or Focal Point of a voting constituency, must be sent by the Board Member, Alternate or Focal Point to **Russell Reynolds Associates (GFBL@russellreynolds.com) by 18.00 CET on Tuesday 10 January 2023**, together with a **Curriculum Vitae** and **Motivation letter**. All documents should be **submitted in Word format**.
- g. **Advertisements** were placed by the Search Firm in [Jeune Afrique](#) and [The Economist](#) (online versions), and an update (press information) issued on [the Global Fund website](#), with the objective to attract the attention of potential candidates to be nominated by voting constituencies.

- h. An **informal process update** was provided to the **EGC** during its pre-Committee call on 13 September, and a **formal progress update by BLNC leadership** during its 20th Meeting in October 2023.

What are our next steps?

5. The BLNC’s objective is to recommend to the Board a **final pair of candidates for the roles of Board Chair and Vice-Chair**. The BLNC is strongly committed to regular and transparent communication with the Board throughout the selection process, while ensuring the highest confidentiality of BLNC deliberations. The table below provides a high-level overview of key milestones as agreed by the BLNC.

Timeline	Activity
28 September 2023	Launch of BL selection process: Call for nominations issued for Board Chair and Vice-Chair
10 January 2023	18:00 CET: Deadline for nominations from voting constituencies for Board Chair and Vice-Chair
January 2023	BLNC Progress Report 2 (to EGC and Board)
January 2023	Screening and Due Diligence Part 1 – all candidates
February 2023	Second BLNC Meeting (Shortlisting) <ul style="list-style-type: none"> • BLNC review of nominations • Shortlisting by BLNC subcommittees
February 2023	Due Diligence Part 2 - shortlisted candidates
February 2023	BLNC Progress Report 3
March 2023	Third BLNC meeting (Interviews) <ul style="list-style-type: none"> • Interviews for short listed candidates • Identification of final candidate pair for recommendation to the Board
March 2023	Due Diligence Part 3 - finalist candidates
March-early April 2023	Final BLNC Report and Recommendation to Board on final pair of candidates for appointment Board Decision – Appointment (EDP)
Mid-May 2023	Onboarding Incoming Board Chair and Vice-Chair assume office and attend May Board Meeting. Term formally commences at the close of the 49 th Board Meeting.

6. In line with the **rotation principle**, nominations are sought from voting constituencies as follows:
- Constituencies from the **Implementer Voting Group** nominate candidates for the position of **Chair**.
 - Constituencies from the **Donor Voting Group** nominate candidates for the position of **Vice-Chair**.

7. **Voting constituencies may nominate candidates from any geographic region or background** who fulfil the requirements outlined in the Board-approved TORs of the Board Chair and Vice-Chair. In other words, **a candidate's eligibility for the Chair or Vice-Chair role is determined by the type of nominating constituency** (donor or implementer), rather than the candidate's nationality or background.
8. There is **no limit to the number of candidates any voting constituency may nominate**, and constituencies are encouraged to consider submitting **multiple nominations** to broaden the candidate pool; ensure complementarity and diversity of the final pair; and to mitigate against the risk of candidate withdrawal.
9. **Non-voting constituencies may identify candidates** which need to be formally nominated by a voting constituency prior to the closing date of 10 January 2023. The **matching of candidates** sourced by non-voting constituencies, or via advertisements and outreach, with interested voting constituencies for formal nomination will be **facilitated by the search firm**, in order to preserve confidentiality of applications.
10. The Board Leadership selection process is a **competency-based selection process**. In order to be appointed, candidates must meet the requirements set out in the Board-approved Terms of Reference of the Board Chair and Vice-Chair; the skills and requirements outlined in Table 4, Annex 1, of the Board and Committee Operating Procedures, and fulfill additional criteria detailed in the BLNC TORs.
11. In line with the Integrity Due Diligence Framework, the Ethics Office will support the selection process with a **comprehensive due diligence approach**, in line with the strengthened methodology successfully followed previously. Due diligence will be conducted jointly by the Ethics Office, the search firm, and a specialist due diligence provider, with attention to effective coordination to avoid duplication of effort. Due diligence will be conducted in multiple stages, and outcomes reported at each step to the BLNC and EGC (who oversees the due diligence process):
 - a. Step 1: For all nominated candidates: Sanctions Lists, Watch lists, Adverse media, OIG intelligence database, Ethics Office database.
 - b. Step 2: For shortlisted candidates: Disclosure of personal and professional interests, detailed public profile review, additional background checks and inquiries.
 - c. Step 3: Disclosure of financial interests to the Ethics Officer.
12. **Constituencies are invited to reach out directly to the search firm**, Russell Reynolds Associates (gfbf@russellreynolds.com), at their earliest convenience should they wish to hold in-confidence conversations about the matching process or about the support the search firm can offer to them.

A note on communication and confidentiality

13. The BLNC recognizes that the Board has entrusted the BLNC with the delegated responsibility **to recommend one final pair of candidates to the Board for appointment**. The BLNC is committed to effective communication and will provide **regular progress updates to the EGC and the Board**.

14. The Board Leadership selection process is a **confidential process**, and the BLNC is committed to respecting the privacy and personal reputation of potential candidates and enabling the BLNC to have open discussions and deliberations. BLNC members have signed confidentiality undertakings, and their Terms of Reference require them **not to seek or accept instructions or submit to any other form of lobbying or other influence** by constituencies or individuals on behalf of any candidate.
15. Information regarding the **names of the full pool of candidates and the BLNC's deliberations will remain strictly confidential** and will not be disclosed by the BLNC. BLNC members are committed to upholding the confidentiality of BLNC discussions, and following the Terms of Reference of the BLNC, will conduct themselves in a corresponding manner.
16. It is acknowledged that individual candidate names may need to be discussed during constituency-internal deliberations prior to nominations being submitted. In recognition of the fact that this is not a public election process, **constituencies are asked to refrain from discussing candidate names outside of the constituency group responsible for deciding the nomination.**
17. Any **media enquiries** should be forwarded to Christy Feig, Head Communications Department, at the Global Fund (Christy.Feig@theglobalfund.org).
18. Constituencies are invited to contact the Legal and Governance Department, and/or BLNC Leadership should they have any **questions** relating to the process at any point in time.

Annexes

The following items can be found in Annex:

- Annex 1: Relevant Past Board Decisions

Annex 1 – Relevant Past Board Decisions

Relevant past Decision Point	Summary and Impact
GF/B47/EDP13: Appointment of the Board Leadership Nomination Committee Membership¹	The Board appointed the members of the BLNC as recommended by the EGC.
GF/B47/DP07: Board Leadership Term (May 2022)²	The Board approved amendments to the Terms of Reference of the Chair and Vice-Chair, Bylaws and Operating Procedures, increasing their term length from 2 to 3 years.
GF/B39/EDP18: Revised Terms of Reference for the Chair and Vice-Chair of the Board (November 2018)³	Board approval of revised Terms of Reference of the Chair and Vice-Chair of the Board, superseding all prior versions of terms of reference of the Board Chair and Vice-Chair
GF/B39/EDP08: Terms of Reference of the Board Leadership Nomination Committee and Corresponding Amendments to the Core Governance Documents (August 2018)⁴	Board adoption of the ToRs of the Board Leadership Nomination Committee, and the amendments to the Operating Procedures of the Board and Committees of the Global Fund and the Charter of the Ethics and Governance Committee
GF/B39/DP12: Strengthening the Board Leadership Selection Process (May 2018)⁵	Board adoption in principle of the revised process for selecting the Chair and Vice-Chair of the Board, as recommended by the EGC.

¹ <https://www.theglobalfund.org/kb/board-decisions/b47/b47-edp13/>

² <https://www.theglobalfund.org/kb/board-decisions/b47/b47-dp07/>

³ <https://www.theglobalfund.org/kb/board-decisions/b39/b39-edp18/>

⁴ <https://www.theglobalfund.org/kb/board-decisions/b39/b39-edp08/>

⁵ <https://www.theglobalfund.org/kb/board-decisions/b39/b39-dp12/>