

**OPERATING PROCEDURES OF THE BOARD
AND COMMITTEES OF
THE GLOBAL FUND TO FIGHT AIDS, TUBERCULOSIS AND
MALARIA**

9 August 2018¹

¹ These Operating Procedures of the Board and Committees of the Global Fund to Fight AIDS, Tuberculosis and Malaria, as approved on 28 January 2016 (GF/B34/EDP07), replace in their entirety the Operating Procedures of the Board and the Committees of the Global Fund that were approved on November 2011 (GF/B25/DP7), amended on 16 April 2012 (GF/B25/EDP18), 20 November 2014 (GF/B32/DP05) 21 April 2016 (GF/B34/EDP21), and 9 August 2018 (GF/B39/EDP08).

PURPOSE AND AMENDMENTS

These Operating Procedures apply to the Board and Committees of the Board (the “Committees”), as described in the Bylaws of the Global Fund to Fight AIDS, Tuberculosis and Malaria (the “Global Fund”).

These Operating Procedures may be amended at any time by the Board in accordance with the decision-making procedures of these Operating Procedures.

OVERVIEW OF SECTIONS

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PART I: BOARD OPERATING PROCEDURES

A. BOARD COMPOSITION AND MEMBERSHIP

1. Board Composition

- 1.1. The voting and non-voting members of the Board of the Global Fund to Fight AIDS, Tuberculosis and Malaria (the “Global Fund”) are described in Article 7.1 of the By-Laws.
- 1.2. Each voting and non-voting member of the Board of the Global Fund represents a constituency of the Board.
- 1.3. The twenty constituencies of the Board of the Global Fund that are represented by voting members are further grouped as follows: (a) the group encompassing the eight donor country representatives, one private sector representative and one private foundation representative (the “Donor Voting Group”); and (b) the group encompassing the seven developing country representatives, the two non-governmental organization (“NGO”) representatives, and the representative of an NGO who is a person living with HIV/AIDS or from a community living with tuberculosis or malaria (the “Implementer Voting Group”).
- 1.4. The seven developing country seats are allocated to six constituencies based on each of the six World Health Organization (WHO) regions and to an additional constituency from Africa. WHO has no role in selecting Board Members. WHO regions are used only as a reference for the purpose of aggregating developing countries into regional groups.

2. Board Chair and Vice-Chair

- 2.1. The Board Chair and Vice-Chair serve coinciding two-year terms, or until the appointment of their respective successors, in their personal capacity as non-voting members in accordance with the Terms of Reference of the Board Chair and Vice-Chair and the Board and Committee Membership Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures. The Board Chair and Vice-Chair will act solely in the best interests of the Global Fund without any constituency representation status or obligation.
- 2.2. The Board Chair and Vice-Chair, shall share and allocate between themselves responsibility for chairing all Board meetings, including ensuring correct procedures, adherence to the agenda while allowing adequate time for discussion, reaching clear decisions and overseeing a vote of all decisions. The Board Chair and Vice-Chair shall be the principal spokespersons for the Board.
- 2.3. The Board Chair and Vice-Chair will encourage active and effective contributions by all members of the Board, communicate with members of the Board between Board meetings, and will work closely with other members of the Coordinating Group to carry out the day-to-day business of the Board.

3. Board Members

- 3.1. Each Board constituency will develop its own process to designate its representatives to the Board and determine the members of its delegation. The selection process

should be shared with the Secretariat and involve broad consultation within that constituency.

- 3.2. Board Members serve as the representatives of their respective constituencies for a two-year term that starts at the first Board meeting in a given calendar year, and ends at the opening of the first Board meeting in the second calendar year following the commencement of their term. The terms of Board Members may be renewed by their respective constituencies upon communication to the Secretariat.

4. Alternate Members

- 4.1. Each Board constituency shall designate an Alternate Member to serve in the absence of such constituency's Board Member. The Alternate Member serving in the stead of a Board Member shall have the same rights, privileges and responsibilities as such Board Member.
- 4.2. Only Alternate Members who are properly registered on the list of Alternate Members held by the Secretariat shall have the right to vote and to participate in Board deliberations.

5. Communications Focal Points

- 5.1. Board constituencies shall appoint a Communications Focal Point to ensure effective information flow to and strong engagement by constituencies on all matters related to the Global Fund. Although each Board constituency is responsible for deciding how to select its Communication Focal Point, the selected representative should embody the competencies and have the capacity to perform the responsibilities outlined in the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures.

6. Participants of Board meetings

- 6.1. Including the Board Member, Alternate Member and Communications Focal Point, no more than 10 persons from each Board constituency may attend Board meetings, no more than five of whom shall be in the room in which a Board meeting is taking place at any one time. In order to enhance the efficiency of Board proceedings, Board Members are urged to limit the size of their delegations below these maximums. Constituencies are encouraged to include their representatives on a Committee in the delegation.
- 6.2. In general, there will be video transmission of Board proceedings to a controlled-access room, or through password-protected online streaming, for use by the additional delegation and Secretariat members who do not have access to the Board meeting room unless the Board decides to meet in closed Executive Session.
- 6.3. Members of a Board constituency's delegation to a Board meeting other than the Board Member or Alternate Member shall only have the right to speak or participate directly in the deliberations of the Board when doing so at the request of and in place of the Board Member or Alternate Member of their delegation. Each constituency shall provide the Secretariat with written notification of the names of such members and the relevant agenda items for which they will speak instead of the Board Member or Alternate Member as far in advance of the relevant agenda item as possible (e.g., prior to the start of the Board meeting), and at least one-hour prior to the scheduled start of the relevant agenda item. Only one individual from a Board constituency, including the Board Member or Alternate Member, may speak per agenda item at Board

meetings. However, only the Board Member or Alternate Member, or their duly authorized designee, shall have voting rights.

- 6.4. The Board Chair may invite guests to Board meetings at such times and for such purposes, as he or she deems appropriate.

7. Selection Processes of Board Constituency Roles

- 7.1. The Board Member, Alternate Member and Communications Focal Point may be selected by the members of the constituency in an open, consultative and transparent manner decided by the constituency. Each Board constituency shall submit to the Secretariat their internal processes for the selection of the Board Member, Alternate Member and Communications Focal Point.

- 7.2. While highly effective Board Members, Alternate Members and Communications Focal Point come from a wide range of backgrounds, constituencies should refer to the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, to select Board Members, Alternate Members and Communications Focal Point who possess key competencies and have capacity to perform their respective responsibilities.

- 7.3. Appointments of Board Members, Alternate Members and Communications Focal Points will be confirmed in writing by an authorized representative of the constituency and delivered to the Secretariat at the time of such appointment, and re-confirmed no later than two weeks prior to the start of a scheduled Board meeting. Notification should include the Board Member's and Alternate Member's contact information. Upon the substitution or replacement of a Board Member or Alternate Member, written notification should be provided to the Secretariat as soon as possible.

- 7.4. Additionally, each constituency shall submit to the Secretariat the delegation of authority to the Board Member and Alternate Member to speak or vote on behalf of the constituency for reference. Any updates or revisions to these processes shall be submitted to the Secretariat in a timely manner. If, for any reason, the Board Member or Alternate Member is not available to attend a Board meeting or part of a Board meeting, then a replacement can be designated by that constituency at any time.

- 7.5. Only Board Members and Alternate Members, or their duly authorized designees, who have been properly registered with the Secretariat shall have the right to participate in Board deliberations, in-person or otherwise, or exercise the voting power held by the constituency they represent throughout such Board Member's and Alternate Member's terms, unless otherwise delegated in writing and provided to the Secretariat.

8. Disputed Board Seats

- 8.1. Disputes regarding entitlement to a Board seat should in the first instance be resolved by members of the constituency entitled to the Board seat. If the matter is not resolved by the constituency, it may be settled by the Board, in consultation with the Committee mandated with governance responsibilities.

9. Vacancies on the Board

- 9.1. A vacancy in any office or position resulting from death, resignation, disqualification or other reason, shall be filled in the same manner in which the original holder of that

office or position was appointed or selected. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.

B. BOARD MEETINGS

10. Regular Board Meetings

- 10.1. The Board is required by the Bylaws to have a minimum of two meetings per year, one of which will be held in Geneva, Switzerland. The Board shall adjust the frequency and number of these meetings as necessary. Meetings will generally be kept to two days in length.
- 10.2. When deciding on the location of meetings, due consideration will be given to ensuring that Board constituencies are not faced with any difficulties in visiting the selected country, especially with visa requirements. The location of the meetings outside of Geneva, Switzerland will rotate appropriately between regions and shall only be held in countries where travel restrictions do not apply to persons who are HIV positive.
- 10.3. Notice of the time and place of each regular meeting of the Board shall be provided to the Board at least ninety days in advance of the meeting. The Board shall approve the location of any Board meeting, as well as meetings of the Partnership Forum, outside of Geneva, Switzerland.

11. Emergency Board Meetings and Urgent Board Decisions

- 11.1. The Board Chair and the Vice-Chair, acting together, shall call in-person emergency Board meetings only as necessary to address extraordinary circumstances (e.g. major financial, legal and/or ethical issues, loss of confidence in leadership), and only with the approval of at least one-third of the Board Members of both the Donor Voting Group and the Implementer Voting Group. Any Board Member, or the Executive Director, may suggest the need for an emergency meeting to the Board Chair and Vice-Chair.
- 11.2. The Board Chair and Vice-Chair, acting together, may, as reasonably required under the circumstances, modify the normal procedural guidelines for Board meetings in the case of an emergency Board meeting (e.g., provision for delegations, translation services, etc.). In the event that no consensus is reached between the Chair and Vice-Chair over whether procedural changes are required, the Chair shall make the determination.
- 11.3. The Board Chair and Vice-Chair, acting together, may take action on behalf of the Board when they consider the procedures for calling regular and emergency meetings, or other forums for broad deliberations, are unable to accommodate the nature and urgency of the required action to be taken as provided by Article 7.3 of the Bylaws. If the Board Chair and Vice-Chair are unable to reach a consensus on whether such action is necessary, the Board Chair shall make the final determination. To the extent practical in the circumstances, the Board Chair and Vice-Chair shall take such action following consultation with the Coordinating Group. The full Board shall be notified of any decision immediately with a full explanation why such decision was deemed urgent. A full report on the decision shall be presented to the Board at its subsequent meeting. The Board will review, and may modify or reverse, the decision.

C. CONDUCT OF BOARD MEETINGS

12. Quorum of the Board

- 12.1. The Board may conduct business only when a simple majority of Board Members of each of the Donor Voting Group and Implementer Voting Group are present.

13. General Conduct at Board Meetings

- 13.1. Meetings will generally be conducted by the Board Chair, the Vice-Chair, or such other person with a written delegation of authority by the Board Chair or Vice-Chair to perform such functions.
- 13.2. Interventions should be concise and will be limited to three minutes by the Board Chair or Vice-Chair unless previously scheduled as a speech or announcement.
- 13.3. When the meeting floor is open for discussion, the Board Chair and Vice-Chair shall call upon Board constituencies in the order in which they signal their desire to speak by raising their constituency or name flag.

14. Attendance at Board Meetings

- 14.1. Attendance by Board Members, Alternate Members, Communications Focal Points and other members of a constituency's delegation shall be recorded at the start of each Board meeting by the Secretariat.

15. Agenda of Board Meetings and Background Documentation

- 15.1. The Coordinating Group, in consultation with the Secretariat, will develop the Board meeting agenda, and seek input from Board constituencies before sending a final agenda to the Board at least three weeks in advance of the meeting, which will be approved by the Board as a routine order of business at the beginning of each meeting in accordance with Article 20.4 of these Operating Procedures.
- 15.2. Background documentation for each agenda item should be circulated to Board constituencies at least three weeks in advance of Board meetings, with items requiring decisions identified and prioritized.

16. Rapporteur

- 16.1. As a routine order of business, the Board shall appoint a member of the Board, in accordance with Article 20.4 of these Operating Procedures, to act as the Rapporteur for each Board meeting based on a nomination by the Board Chair. With the assistance of the Secretariat, the Rapporteur will be responsible for the execution of final decision points approved by the Board and such other related duties and responsibilities as may be assigned by the Board Chair.

17. Advanced Preparation of Decisions for Board Meetings

- 17.1. As a general principle, there should be minimum changes to decisions that have been prepared by Committees on the understanding that Committees have considered options in line with their expertise and mandate in preparing appropriate decisions for the Board.

- 17.2. If a constituency of the Board wishes to submit an amendment to a proposed Decision Point proposed by a Committee, the following procedural guidelines should be followed:
 - 17.2.1. The constituency should provide a draft of the proposed amendment to the relevant Committee Chair and Vice-Chair as early as possible, but at least 48 hours prior to the start of the Board meeting; and
 - 17.2.2. All draft amendments should be provided in an electronic or written format that shows the proposed changes to the original text and should be copied to the Secretariat focal point who will ensure it is circulated to the Secretariat and others who must be informed of the proposed amendments.
- 17.3. The Committee Chair and Vice-Chair will consult with other members of the Committee to determine whether the proposed amendment is consistent with the Committee's intent.
- 17.4. Amendments determined to be consistent with the Committee's intent will be highlighted by the Committee Chair or Vice-Chair during his or her presentation to the Board and attributed to the constituency proposing the amendment. Copies of the proposed amendments shall be made available at the documents table with the amended language left in red-line or tracked changes.
- 17.5. If a constituency believes a proposed amendment that has been deemed as inconsistent with the Committee's intent by the relevant Committee Chair and Vice-Chair still needs to be considered by the full Board, the constituency's Board Member or Alternate Member may introduce a motion, according to Article 18 of these Operating Procedures, to propose the amendment during the relevant discussion during the Board meeting. In such cases, the Board shall vote on such motion to present an amendment before reviewing the proposed amendment.
- 17.6. For decisions that are not submitted to the Board through a Committee, but prepared and presented in advance of the Board meeting, constituencies seeking to submit amendments to the proposed Decision Point shall follow the same procedures and modalities described in this Article 17 of the Operating Procedures, but direct such submissions to the Board Chair and Vice-Chair.

18. Motions of the Board

- 18.1. Motions present the Board with a proposed action to discuss or vote upon.
- 18.2. Motions by a Board Member must be seconded by another Board Member before the motion may be debated on the floor.
- 18.3. Motions may be amended by a Board Member during debates if the amendment is relevant to the original motion and is seconded by another Board Member. The adoption of an amendment changes the motion on the floor; it does not adopt the original motion. A secondary amendment may be made to the primary amendment to the original motion, but the secondary amendment must be decided before the primary amendment. There may only be two amendments on the floor at one time.
- 18.4. Incidental motions relate to procedural issues that are generally not debatable and rarely amendable rather than the main issue or question debated on the floor. When an incidental motion is made, it must be acted upon before business can continue. The following are common types of incidental motions:

- 18.4.1. Point of order: made when a Board Member feels the Board Chair or Vice-Chair is failing to operate within the rules, which requires the Board Chair or Vice-Chair to either defend his action or accept the point;
- 18.4.2. Point of information: made to obtain additional information on the subject being considered with the answer to be given by the Board Chair, Board Vice-Chair or relevant authority identified by either the Board Chair or Vice-Chair;
- 18.4.3. Division: made by any Board Member to call for a verification of a vote that requires the Board Chair or Vice-Chair to re-take the vote to assure the Board of the vote; and
- 18.4.4. Permission to withdraw a motion: allows the Board Member to withdraw a motion with consent of the group, which the Board may handle by use of general consent.

19. New Motions or Decision Points

- 19.1. A Board Member that wishes to introduce motions that are not on the agenda must first notify the Secretariat in advance of proposing the motion. The notice should be submitted as a typed (or written in block capital letters) draft of the motion indicating which constituency intends to propose it and expressing a preference for when the motion will be made. Motions should be submitted as far in advance as possible, but not later than one full week before the start of the Board meeting.
- 19.2. The motion will be prepared in the appropriate format for review by the Board Chair and Vice-Chair, who will decide on the admissibility of the motion. The motion will be circulated to all Board Members at least 48 hours before the Board meeting and placed on the documents table for delegations to review before the motion is presented. The Board Chair and Vice-Chair shall invite the constituency making the motion to introduce the motion at a time deemed appropriate by the Board Chair and Vice-Chair.
- 19.3. If delegations have advanced notice that they intend to introduce new motions during the Board meeting, these should be provided to the Secretariat in advance of the meeting so as to be reviewed by the Board Chair and Vice-Chair and circulated to all Board Members.
- 19.4. No new motions will be considered immediately upon introduction from the floor, all new motions will be required to be circulated to all delegations in advance of consideration on the floor.

20. Decision-making and voting procedures of the Board

- 20.1. The Board Chair and Vice-Chair shall use best efforts to facilitate decisions by consensus, confirmed by a formal vote of the Board.
- 20.2. If all practical efforts by the Board and the Board Chair and Vice-Chair have not led to consensus, in order to pass, motions require a two-thirds majority of those present of both: a) the Donor Voting Group; and b) the Implementer Voting Group.
- 20.3. During voting, each constituency's approval, disapproval or abstention with respect to the motion voted upon shall be put into the record of the relevant meeting or deliberations.

- 20.4. Notwithstanding the procedures on moving and seconding a motion in Article 18 of these Operating Procedures, routine orders of business will be approved if no voting Board Member objects when asked by the Board Chair or Vice-Chair if there is any opposition to taking the proposed action. Routine orders of business consist of, for example, approving the agenda and Rapporteur of a meeting.

21. Languages

- 21.1. English is the official working language of the Global Fund. During Board meetings, interpretation may be provided in any of the six United Nations languages upon request. However, materials prepared by and for the Board, including Minutes of Board meetings, shall be in English. The Secretariat may provide translations of certain materials. Where disputes may arise from the contents of translated materials (e.g., Board document, Decision Point, summary), the English version shall prevail.

22. Closed Sessions of the Board

- 22.1. In its discretion, the Board may conduct its business in closed executive session where only the Board Members and Alternate Members of voting constituencies of the Board, or their official designates, may be present. The Board Chair and Vice-Chair may invite the Board Members and Alternate Members of the non-voting constituencies of the Board, Chairs and Vice-Chairs of the Standing Committees, or other participants to attend closed executive sessions based on the matters to be discussed.
- 22.2. Unless the Board decides otherwise, business conducted in closed executive sessions shall follow the same procedures, where relevant, as business conducted in open sessions, including the procedures related to decision making and voting in Article 20 of these Operating Procedures.
- 22.3. In accordance with Board policy, recordings of the closed sessions shall be kept confidential. However, the outcome of the deliberations, particularly if there are financial implications, shall be summarized in an open session of the Board meeting. Unless otherwise agreed by the Board, decisions taken by the Board in closed sessions shall be communicated by the Board Chair or Vice-Chair to the relevant parties in the Secretariat or Office of the Inspector General that may be charged with monitoring or executing such decisions. An official record of closed sessions must be maintained by the Board Chair and Vice-Chair and deposited with the Legal Counsel of the Global Fund.

23. Transparency

- 23.1. Board Decisions and related documentation will be made public in accordance with the Global Fund's Documents Policy.

D. INTER-SESSIONAL DELIBERATIONS OF THE BOARD**24. Communications**

24.1. Communications between the Board Chair and Vice-Chair and the Board Members and the Coordinating Group during inter-sessional deliberations will be conducted as follows:

24.1.1. Through in-person meetings, teleconferences or other virtual means of communication.

24.1.2. Inter-sessional deliberations shall be conducted in accordance with these Operating Procedures and in coordination with the Secretariat. All matters discussed and decided upon at inter-sessional meetings shall be reported to the full Board.

24.1.3. The Board Chair and Vice-Chair may establish advisory and other working groups to address matters that arise between sessions of the Board. The Board Chair and Vice-Chair shall ensure the Board approves the establishment of the advisory or working group with clear terms of reference including appropriate delegated authority and reporting modalities in a Decision Point ratified in accordance to the voting procedures of these Board Operating Procedures before commencement of the work of the advisory or other working group.

24.2. Communication between the Board and the Secretariat will be conducted as follows:

24.2.1. By email, or other electronic formats such as tele- or video-conferencing.

24.2.2. Unless otherwise requested, the Secretariat will send all necessary documentation related to Board work directly to the designated Board Member, Alternate Member and Communications Focal Point. It will be the responsibility of the Board Member, Alternate Member and/or the Communications Focal Point to make any further distribution of documents to members of their constituency.

24.2.3. Board Members, Alternate Members and Communications Focal Point should keep the Secretariat informed of changes in their contact information, as the official information listed in the Secretariat's records shall be used for the delivery of all official documents and communications.

25. Electronic decision making

25.1. The Board may vote on motions in-between sessions of the Board electronically and in accordance with the following:

25.1.1. In order to pass, motions require a two-thirds majority of both: a) the Donor Voting Group; and b) the Implementer Voting Group;

25.1.2. The timelines for casting votes shall be at least 10 working days unless an urgent motion requires a shorter timeline for reaching a decision, and may be extended during the voting period by the Board Chair and Vice-Chair;

25.1.3. Constituencies shall communicate their approval, disapproval or abstention, as well as any commentary or questions, in the electronic format in which such motion is presented to the Board;

25.1.4. Amendments to such decisions are not permitted; and

25.1.5. All electronic decisions approved by the Board will be summarized in a report submitted to Board Members ahead of each in person Board meeting.

26. No-Objection Process for Board decisions

26.1. Notwithstanding Articles 17 and 18 of these Operating Procedures, decisions by the Board to provide funding for grant programs may be made on a no-objection basis under the process outlined in this Article 26 of these Operating Procedures.

26.2. As directed by the Board, the Secretariat shall issue a request for decision on each funding recommendation, and shall notify the Board accordingly. Unless four Board Members of either the Donor Voting Group or Implementer Voting Group object to the requested decision within a time period specified by the Board following the date of notification, the requested decision shall be deemed approved by the Board, except that a requested decision not to make a funding commitment shall be deemed approved by the Board unless four Board members of both the Donor Voting Group and Implementer Voting Group object to the recommendation within a time period specified by the Board following the date of notification.

E. ROLES AND RESPONSIBILITIES

27. Other Officers

27.1. The Board may elect or appoint such other officers, with such other powers and responsibilities, as it deems necessary to carry out the work of the Board.

28. Executive Director

28.1. The Executive Director shall attend all Board meetings as an ex-officio non-voting Board Member, and shall be responsible for the preparation and distribution of all materials required for the meeting, and for such other duties and responsibilities as may be assigned by the Board or the Board Chair and Vice-Chair.

29. Secretariat

29.1. The Secretariat shall support the Board with the planning and organization of Board meeting logistics, agendas and procedures. The Secretariat shall maintain a list of Board Members, Alternate Members and Communications Focal Points including official contact information to coordinate and communicate with constituencies during and between Board sessions.

29.2. The Secretariat shall monitor and ensure compliance with the maximum number of governance officials funded by the Global Fund and list of registered participants at each Board meeting. It will also ensure that all governance officials participating in a Board meeting have submitted a delegation of authority, where necessary, and updated declarations of interest as well as mitigated any potential or actual conflicts of interest prior to the start of the Board meeting.

- 29.3. All submissions of papers, Decision Points, proposed amendments and other documentation for Board consideration and discussion shall be prepared by or provided to the Secretariat with proper notice according to these Operating Procedures. The Secretariat will be responsible for making all revised and updated documents available at the documents table at all Board meetings.

F. NOMINATION AND SELECTION PROCESS FOR BOARD CHAIR AND VICE-CHAIR

30. Nomination Process and Eligibility to Stand for Board Chair or Vice-Chair

- 30.1. At least six months prior to the expiry of the incumbent Board Chair and Vice-Chair's terms, a Board Leadership Nomination Committee ("Nomination Committee"), comprised of Board constituency members, shall be established by the Board at the recommendation of the Standing Committee mandated with governance responsibilities. The membership and ways of working shall be outlined in greater detail in the terms of reference of the Nomination Committee.
- 30.2. The main task of the Nomination Committee shall be to recommend to the Board for approval a final pair of candidates for the positions of Board Chair and Vice-Chair. The mandate of the Nomination Committee shall expire upon the appointment of the new Board Chair and Vice-Chair.
- 30.3. Also, at least six months prior to the expiry of the incumbent Board Chair and Vice-Chair's terms, the incumbent Board Chair and Vice-Chair shall announce the forthcoming selection process for Board Chair and Vice-Chair and issue a call for nominations which shall be open for at least two months.
- 30.4. Any individual who possesses the skills, competencies, time, and capacity to perform the responsibilities of the Board Chair and Vice-Chair in accordance with the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures and the Terms of Reference for Board Chair and Vice-Chair, may be eligible to be nominated for the position of Board Chair or Vice-Chair.¹
- 30.5. While individuals with a suitable profile for the Board Chair and Vice-Chair positions may be identified by any Board constituency or by an executive search firm contracted by the Secretariat, candidates may only be officially nominated by a Board voting constituency.
- 30.6. Candidates' nominations must be submitted by the Board voting constituencies to the executive search firm. Following the deadline for the submission of the candidates' nominations, the executive search firm shall forward all nominations to the Nomination Committee.
- 30.7. The Nomination Committee shall review the nominations in accordance with its terms of reference and shall recommend to the Board for approval one candidate for the position of Board Chair and one candidate for the position of Vice-Chair.
- 30.8. The Nomination Committee shall, in close cooperation with the Ethics Officer and the executive search firm, ensure that appropriate due diligence is conducted on short-listed candidates.

¹ The minimum attributes for the Board Chair and Vice -Chair are set out in the document entitled "Terms of Reference for Board Chair and Vice-Chair", as amended from time to time, and available at: <http://www.theglobalfund.org/en/governance/>

- 30.9. The Standing Committee mandated with governance responsibilities shall carry out oversight of the due diligence review of candidates and of the overall selection process. The Nomination Committee may in this respect seek guidance and clarification from the Standing Committee mandated with governance responsibilities.
- 30.10. Although the Board Chair and Vice-Chair do not represent any constituency, the positions alternate between the Donor Voting Group and Implementer Voting Group of the Board after each two-year term as provided for under the Bylaws.

31. Commencement of Terms and Vacancies

- 31.1. The terms of office for the incoming Board Chair and Vice-Chair shall commence on the date indicated in the appointment decision. In the case where an appointment is made to fill a vacancy, the term of office shall continue for the duration of the remaining term of the vacant position.
- 31.2. If the appointment is to be made at the Board Meeting, the outgoing Board Chair shall conduct the session, or, if the Chair is a candidate, the outgoing Vice-Chair. In the event both the Chair and the Vice-Chair are candidates, the Rapporteur shall conduct the session.
- 31.3. In the case of a vacancy for either position due to circumstances other than the end of either position's natural term, the Board shall fill the vacancy either at the Board meeting following the vacancy or by an electronic vote, under the decision-making and voting procedures outlined in these Operating Procedures.

32. Chair and Vice-Chair Transition

- 32.1. The outgoing Board Chair and Vice -Chair shall prepare the necessary presentations, documentation and other briefing materials to prepare the incoming Board Chair and Vice- Chair for their responsibilities.
- 32.2. The outgoing and incoming Board Chair and Vice-Chair shall arrange regular communications and meetings with the assistance of the Secretariat and the Coordinating Group to ensure a proper transfer of knowledge and information to the incoming Board Chair and Vice-Chair.

33. [Intentionally Omitted]

G. PROCEDURES FOR APPOINTMENT AND ASSESSMENT OF THE EXECUTIVE DIRECTOR AND INSPECTOR GENERAL

34. Appointment of the Executive Director

- 34.1. The Executive Director shall be appointed by the Board in accordance with the By-Laws for a term of not more than four years, which the Board may renew not more than once. The Executive Director is responsible for the day to day management of the Secretariat, as described in the Terms of Reference of the Executive Director.

35. Appointment of the Inspector General

- 35.1. The Inspector General shall be appointed by the Board in accordance with the By-Laws and the Charter of the Office of the Inspector General for a non-renewable term of six years. The Inspector General is responsible for leading the Office of the Inspector General's mission to provide the Global Fund with independent and

objective assurance over the design and effectiveness of controls in place to manage the key risks impacting the Global Fund's programs and operations, as described in the Terms of Reference of the Inspector General.

36. Nomination, Recruitment and Appointment of the Executive Director and Inspector General

- 36.1. No later than six months prior to the end of the term of the incumbent Executive Director or Inspector General, the Board shall, in accordance with the Bylaws, launch a competitive recruitment process, publicly inviting applications for the position of Executive Director or Inspector General. Nevertheless, prior to the end of an incumbent Executive Director's first term, the Board may invite and appoint the incumbent Executive Director to continue for a second non-renewable term without launching such recruitment process if he or she has a satisfactory performance appraisal, in accordance with Article 37 of these Operating Procedures, over his or her first term.
- 36.2. When the Board decides to launch a recruitment process, it shall be assisted by an ad hoc Nomination Committee (the "Nomination Committee"). At least six months prior to the end of the term of the incumbent Executive Director or Inspector General or at any other time decided by the Board, the Board Chair and Vice-Chair shall in consultation with the Committee mandated with governance responsibilities, notwithstanding the otherwise applicable procedures under these Operating Procedures, recommend for Board approval the terms of reference of the Nomination Committee and nominate for Board approval a Chair and the membership of the Nomination Committee. The Committee mandated with governance responsibilities shall review relevant documents or information and advise the Board Chair and Vice-Chair on both the content and approval process for such matters. Membership in the Nomination Committee shall not count towards the two-committee limit referenced in Article 43.4 of these Operating Procedures.
- 36.3. The Board Chair and Vice-Chair may also recommend for Board approval updated terms of reference of the Executive Director or Inspector General and the criteria for their selection, in consultation with the Committee mandated with governance responsibilities, which shall review relevant documents or information and advise the Board Chair and Vice-Chair accordingly on the relevant content and approval process for such matters. Following approval of the membership of the Nomination Committee, the recruitment process is launched.
- 36.4. The Nomination Committee shall interview and rank candidates, and present the highest-ranking candidate(s) to the Board, which shall then take the final appointment decision.
- 36.5. The mandate of the Nomination Committee shall expire upon the appointment of the Executive Director or Inspector General.

37. Assessment of the performance of the Executive Director and Inspector General

- 37.1. The Board Chair and Vice-Chair, supported by the Committee mandated with governance responsibilities, shall ensure that the performance of the Executive Director and the Inspector General is assessed each year based on best practices, incorporating key performance indicators and methodologies determined in consultation with the Executive Director and the Inspector General, with a focus on

ensuring annual benchmarking of performance over time. The Committee mandated with governance responsibilities shall review this process and advise the Board Chair and Vice-Chair accordingly before the process is shared with the Board for information and comment prior to its commencement. All documentation related to such assessment shall be provided to the Board not later than the first Board meeting following the completion of such assessment.

H. ETHICS AND INTEGRITY

38. The Ethics framework and policy on ethics and conflict of interest

- 38.1. Board Members, Alternates, Communications Focal Points, Committee Members, and members of Board delegations at Board meetings (“Governance Officials”) are required to adhere to the Global Fund’s Code of Ethical Conduct for Governance Officials (the “Governance Official Code”), reflecting the Global Fund’s core ethics and integrity values as set forth in the Ethics and Integrity Framework.
- 38.2. As required under Governance Official Code, all Governance Officials shall submit, on an annual basis, a completed Declaration of Interest Form to the Ethics Officer. Between annual updates, Governance Officials are required to update their Declaration of Interest following any material change in circumstance.
- 38.3. Each member of a Board constituency participating in a Board Meeting must submit a completed Declaration of Interest form prior to attendance at a Board meeting.
- 38.4. Individuals authorized to act with delegated authority on behalf of a Board Member, Alternate Member, or Committee Member are required to submit a completed Declaration of Interest Form to the Ethics Officer prior to participation in a Board or Committee meeting under delegated authority.
- 38.5. Governance Officials are required to inform the Ethics Officer of the Global Fund immediately upon learning of any actual, potential or perceived conflict of interest, as described in the Policy on Ethics and Conflicts of Interest and the Governance Official Code, and resolve such issues before participating in decision-making that affects their personal or professional interests. The Ethics Officer will advise the Governance Official on measures to be taken to mitigate such actual or potential conflicts of interest, which may include, among other measures, recusal from any action or decision that gives rise to the conflict. Conflict of interest matters of a complex or highly visible nature will be referred to the Standing Committee responsible for ethics and integrity matters for decision as to the appropriate course of action.
- 38.6. The provisions of the Ethics Framework, Policy on Ethics and Conflict of Interest, and Governance Official Code may be amended from time to time.

I. MISCELLANEOUS BOARD MATTERS

39. Delegation of Authority

- 39.1. The Board may delegate its powers and authority, except where governing law or the Bylaws may otherwise prohibit delegation by a Decision Point in accordance with the decision-making procedures under Article 20 of these Operating Procedures. Such delegated authority shall be exercised under the authority and direction of the Board and may be revoked by the Board under the same procedures in place for the original delegation of authority. The Board reserves and retains all powers not expressly delegated to any other governing, administrative or advisory body of the Global Fund.

40. Certain Expense Reimbursements

- 40.1. The Global Fund will pay and provide for the costs of attendance at Board meetings for three members from each Implementer Voting Group constituency and Committee Members from those constituencies.

PART II: COMMITTEE OPERATING PROCEDURES

J. GENERAL

41. Establishment of Committees

- 41.1. Each Standing Committee of the Board must be established under a Charter approved by the Board that outlines the Committee's decision-making, advisory and oversight authority delegated by the Board.
- 41.2. Committees will meet in accordance with the annual work plan established by the Committee Chair and Vice-Chair, in consultation with the Coordinating Group and Secretariat, and depending on the Committee's program of work.
- 41.3. Committees will operate under these Operating Procedures of the Board and Committees. Committee meetings will be held in Geneva, Switzerland. The Board must approve holding a Committee meeting in any other location, unless held alongside a Board meeting in which the location has been approved in accordance with Article 10 of these Operating Procedures.

K. COMMITTEE MEMBERSHIP

42. Committee Leadership

- 42.1. The Chair and Vice-Chair of a Committee (the "Committee Leadership") should possess the requisite skills and experience that align with the functions and responsibilities of the Committee they chair. Unless otherwise stated in the relevant Committee Charter, any member of a relevant Board constituency that meets such qualifications may serve as a Chair or Vice-Chair of a Committee, including Board Members and Alternate Members.
- 42.2. Candidates for Committee Leadership will be evaluated according to the following key factors, ordered based on their relevance: (i) how a nominee's skills and experience match the mandate of the Committee, according to its Charter, and the competencies and responsibilities of Committee Leadership according to the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, (ii) balanced representation among Board constituencies and voting groups, and (iii) an individual's experience with the Global Fund.
- 42.3. The Committee mandated with governance responsibilities will advise the Board Chair and Vice-Chair on the candidates for Committee Leadership after conducting an initial review in accordance with Article 42.2 of these Operating Procedures. Candidates identified by the Board Chair and Vice-Chair, after factoring in advice from the Committee mandated with governance responsibilities, will be presented, together with their qualifications (e.g., CV, resume, biography, candidacy statement), to the Board for approval in accordance with the voting procedures set forth in Article 20 of these Operating Procedures. In the event the Board Chair and Vice-Chair cannot agree on a qualified candidate, the Board Chair shall present a candidate to the Board for approval.
- 42.4. Each Committee shall have one Chair and one Vice-Chair in accordance with their respective Charters.

- 42.5. The Committee Chair and Vice-Chair shall decide on an allocation of their work and responsibilities. They will remain in regular communication during and between Board and Committee meetings.
- 42.6. The Committee Chair and Vice-Chair shall serve coinciding two-year terms, or until the appointment of their respective successors, in their personal capacity as neutral, non-voting members of the Committee. As such, Chairs and Vice-Chairs of a Committee do not count towards the limits on the number of committees that each Board constituency may participate or the number of representatives each constituency may have on a single Committee.
- 42.7. A vacancy for either the Chair or Vice-Chair position in any Committee resulting from death, resignation, disqualification or other reason, shall be filled in the same manner in which the original holder of that position was appointed or selected, from the relevant constituency voting group (i.e., Donor Voting Group or Implementer Voting Group) that initially nominated the outgoing Committee Chair or Vice Chair. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.

43. Selection, Balance and Continuity of Committee Members

- 43.1. Committee Members should possess the requisite skills and experience that align with the functions and responsibilities of their Committee. Any member of a relevant Board constituency that meets such qualifications may serve as a Committee Member.
- 43.2. Board constituencies shall submit a prioritized list of the names of individuals they wish to nominate for Committee membership along with the specific Committee they prefer their nominees to serve. Candidates for Committee membership will be evaluated according to the following key factors, ordered based on their relevance: (i) how a nominee's skills and experience match the mandate of the Committee, according to its Charter, and the competencies and responsibilities of Committee Members according to the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, (ii) balanced representation among Board constituencies, and (iii) an individual's experience with the Global Fund.
- 43.3. The Committee mandated with governance responsibilities will advise the Board Chair and Vice-Chair on the candidates for Committee membership after conducting an initial review in accordance with Article 43.2 of these Operating Procedures. The proposed membership identified by the Board Chair and Vice-Chair, after factoring in advice from the Committee mandated with governance responsibilities and further consultation with the Coordinating Group, will be presented, together with the qualifications of each candidate (e.g., CVs, resumes, candidacy statements), to the Board for approval in accordance with the voting procedures set forth in Article 20 of these Operating Procedures. In the event the Board Chair and Vice-Chair cannot agree on a qualified candidate, the Board Chair shall present a candidate to the Board for approval.
- 43.4. Each constituency should be represented in at least one committee and a maximum of two committees (membership on other ad-hoc committees where the Board specifically provides that membership shall not apply toward this limit).
- 43.5. Where demand for committee seats exceeds the maximum, priority will be given to those nominees having the required set of skills based on the mandate and Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these

Operating Procedures, as well as ensuring balance of donor countries, implementing countries, NGOs, the private sector and foundations.

- 43.6. Committee Members shall serve a term of two years or until a successor has been appointed. Committee Members serve coinciding terms that expire at the same time.
- 43.7. Committee Members should have an appropriate mandate, be sufficiently informed, briefed and empowered, so that they can contribute to the work of the Committee and accurately represent, speak and vote on behalf of their constituency. Each Committee Member shall remain engaged and diligent in the performance of his/her responsibilities. Failure by a Committee Member to demonstrate the requisite skills and experience required to perform the work of the Committee, or repeated failure to attend meetings or engage in committee deliberations, may be grounds for the Committee Leadership to seek a replacement in accordance with the procedures set forth in these Operating Procedures.
- 43.8. Committee Members who are not independent as defined in Article 44, or are not otherwise deemed to serve in a personal capacity, represent their Board constituencies. Those Committee Members serving in their personal capacity will bring their individual expertise and judgment to the Committee and shall not seek or accept instructions in regard to their performance on the Committee from any constituency of the Global Fund Board, including any government, organization or other authority, other than through action by the Board. All Committee Members should act in the best interest of the Global Fund.
- 43.9. An alternate from the same constituency of the Board can be identified to represent a Committee Member at a specific Committee meeting in the exceptional case that such Committee Member cannot attend the meeting. In such exceptional cases, the constituency may send an alternate representative provided that the constituency receives the written consent of the Committee Chair, which shall be requested through the Secretariat no later than one week prior to the next Committee meeting. The request shall include the name and title of the alternate representative and the appropriate delegation of authority by the constituency to the alternate representative to speak and vote on behalf of the constituency. The alternate representative is subject to the ethics frameworks and policies applicable to governance officials set forth in Article 55 of these Operating Procedures, and submit the required declaration of interest to be cleared by Ethics Officer. This appointment and delegated authority is temporary and expires at the end of the Committee Meeting in which the Committee Member cannot attend. Communication with the alternate representative is the responsibility of the constituency and the Committee Member.
- 43.10. A vacancy in any Committee membership seat that arises prior to the end of a Committee Member's term (e.g., death, resignation, disqualification), shall be filled with a replacement from the same constituency as the outgoing Committee Member, provided such replacement demonstrates the skills and competencies required for the mandate of the committee. The Board shall approve the appointment of such replacement once identified and communicated by the constituency to the Committee Leadership. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.
- 43.11. In the event that an incumbent Committee Member must be replaced permanently by a new Committee Member, both the incoming and outgoing members may, with the written permission of the Committee Chair, attend one meeting together in order to facilitate the transition of membership. Such arrangements shall be communicated

to the Committee Leadership and Secretariat as soon as such transition is known to the constituency.

44. Independent committee members

- 44.1. Committees may have independent non-voting members among its membership based on the required expertise to fulfil the mandate of the relevant Committee. Independent members shall serve in their personal capacity and shall not seek or accept instructions in regard to their performance on the Committee from any constituency of the Global Fund Board, including any government, organization or other authority, other than through action by the Board.
- 44.2. All independent members will be required to sign a declaration of independence outlining the criteria for independent members to participate in the relevant Committee.
- 44.3. Independence shall mean individuals that:
- 44.3.1. Are not a member of the governance, advisory and administrative bodies of the Global Fund (“Global Fund Officials”).²
 - 44.3.2. Have not been a Global Fund Official at any time within the last three years;³
 - 44.3.3. Have not within the last three years served in an elected or appointed position within the Government of a country represented through a constituency on the Board;
 - 44.3.4. Have not been within the last three years an employee of a firm that has provided audit, assurance or other oversight services to the Global Fund;
 - 44.3.5. Have not participated or attended deliberations of the governance, advisory and administrative bodies of the Global Fund within the last three years as a delegate for a constituency of the Board;
 - 44.3.6. Have not been within the last three years an employee of a company or an organization that has directly or indirectly made payments to or received payments from the Global Fund in any of the last three calendar years in excess of the lesser of US\$500,000 or 2 per cent of the consolidated expenditures or revenues of the company or organization; or
 - 44.3.7. Do not hold any professional responsibilities that might infringe on her/his independence.

45. Committee Observers

- 45.1. Either the Board Member or the Alternate Member of each constituency may attend a Committee meeting as an observer. Attendance may be in person, by teleconference, by video-conference or by other electronic means that allows the observer to follow meeting discussions as they occur in real time in a secure, access-controlled manner. However, observers shall not speak or vote during Committee meetings.
- 45.2. The Committee Leadership may permit another member of a constituency to attend a Committee meeting as an observer in certain cases where both the Board Member and Alternate Member of such constituency are unable to attend (e.g., illness, injury, bereavement, constraints due to geography) provided such constituency does not have

² Global Fund Officials include, but are not limited to, Board members and alternates, members of Board Committees, members of the Technical Review Panel and other advisory bodies, and employees, consultants and contractors of the Secretariat and the OIG.

³ An individual who has served as an independent member of a Board Committee may be renewed for one additional term.

an individual serving as a member of the relevant Committee. Such cases shall remain the exception, with the Committee Leadership considering the availability and practicality of in-person attendance as well as alternatives to in-person attendance, including how travel time and distance or time-zone differences may pose challenges to meeting observation.

- 45.3. Observers of Committee meetings are subject to the ethics frameworks and policies applicable to governance officials set forth in Article 55 of these Operating Procedures, and shall submit the required declaration of interest, or updates thereto, to be cleared by the Ethics Officer.
- 45.4. Observers shall be excluded from attending or otherwise accessing closed sessions of a Committee in accordance with Article 50 of these Operating Procedures. Accordingly, the Committee Leadership may restrict meeting attendance or information access by observers, as they deem appropriate.

46. Committee Accountability

- 46.1. The Coordinating Group, in line with its terms of reference, will ensure coordination and collaboration between the Board and its committees regarding the Board's mandate around governance, risk and administration functions, and make appropriate recommendations regarding their membership, annual work plans and mandates as priorities arise.
- 46.2. Performance assessment of the committees will be executed in accordance with the framework approved by the Board.
- 46.3. The Committee Chair and Vice-Chair, in consultation with the Coordinating Group and the Secretariat, shall develop committee work plans, agendas and roles during and between Board and Committee sessions to address the pending issues or work in progress related to the Committees' functions and responsibilities. These work plans will be updated as new tasks are assigned by the Board
- 46.4. The Coordinating Group shall specify which Committee shall bear primary responsibility for a particular issue, and in accordance with the respective committee mandates, in cases where more than one Committee may be reasonably expected to have a joint interest in a policy or area of work. Board decisions and the subsequent work plan must clearly state which Committee is the lead actor on that area of work. Where appropriate, committee meetings will be scheduled to facilitate collaboration between committees with a common interest (including cross-cutting meetings).

K. COMMITTEE WORK METHODS

47. Committee Processes

- 47.1. The Board will establish Charters for its Committees. Committees shall act only in accordance with these Charters, or on any other matter at the direction of the Board. Committees shall decide, recommend and oversee matters in accordance with the authority delegated by the Board and outlined in each Committee's Charter.
- 47.2. The Secretariat will conduct an induction of new Committee Members, and shall provide core background documentation and other materials outlining roles and functions of each Committee and Secretariat staff assigned to support them, and the expected responsibilities of Committee Members.

- 47.3. Committee Chairs and Vice-Chairs, in consultation with the Coordinating Group and Secretariat, shall create an annual meeting plan and meeting agendas. The objectives and associated agendas of the Committees must be validated at each meeting between the Coordinating Group and the Secretariat, to ensure clarity of objectives and elimination of overlap.
- 47.4. Committees will consult broadly on major policy issues by welcoming and considering substantive comments from constituencies through the constituency's designated representatives. The Secretariat will establish a password-secured platform for each committee to facilitate this consultation and to provide Board Members access to the working documents of all committees.
- 47.5. Committees shall follow standard reporting formats when submitting reports to the Board of all decisions and actions taken during a Committee meeting whether in-person or by teleconference, video-conference or other electronic medium of communication. All recommendations to the Board should include associated costs and budgetary implications, or state no such implications exist.
- 47.6. Committees shall ensure that proposed papers, Decision Points and other documentation for the Board are reviewed by the Legal and Compliance Department prior to submitting them to the Board for review or decision.
- 47.7. The Secretariat shall distribute meeting materials to ensure receipt by Committee Members at least two weeks in advance of the start of the Committee Meeting and shall ensure that materials contain the text of draft Decision Points proposed for Committee consideration.
- 47.8. Committees and the Secretariat shall use red-lining/track changes as a standard practice when providing draft proposed amendments or revisions to any documents previously made available to Committee Members for review. Constituencies shall submit to the Committee Chair and Secretariat focal point any proposed amendment as soon as possible, but no later than 48 hours prior to the start of the relevant Committee meeting. The proposed amendment shall be typed or written in block capital letters. The Committee Chair, in consultation with the Committee Vice-Chair, shall determine whether to accept the proposed amendment; however, the final decision belongs to the Committee Chair. If Committee Chair decides to reject a proposed amendment, the constituency seeking to propose the amendment may motion to propose and introduce the amendment at the relevant Committee session, but such motion must be seconded by another Committee Member and have significant support from other constituencies.
- 47.9. Only the Board of the Global Fund may establish Committees, working groups, advisory panels and other similar groups or governing bodies it deems necessary to carry out the business of the Board. Committees may only establish sub-committees, external working groups and other advisory groups with the prior consent of the Coordinating Group, with the objective to align Board priorities and work-streams in each of the Committees. Such groups established by a Committee shall fulfill a specific function. The Committee Chair and Vice-Chair will notify the Coordinating Group of such function and ensure the Committee approves terms of reference and appropriate delegated authority of the advisory or working group in a Decision Point ratified in accordance with the voting procedures relevant to Committees set forth in these Operating Procedures. All matters discussed by the advisory or working group shall be reported to the Committee and included in reports to the Board.

48. Quorum

- 48.1. The Committee may conduct business only when a simple majority of the voting members of the Committee is present, whether in person, by teleconference, by video-conference, or by any other electronic communication medium that allows a Committee Member to follow and contribute to meeting discussions as they occur in real time.

49. Committee decision making

- 49.1. The Committee shall use best efforts to reach all decisions by a consensus vote. In order to pass, all motions require a two-thirds majority of those present with at least two affirmative votes from both: a) the Donor Voting Group; and b) the Implementer Voting Group.
- 49.2. The Committee may vote on motions in-between sessions of the Committee electronically and in accordance with the following:
- 49.2.1. In order to pass, motions require two-thirds majority with at least two affirmative votes from both: a) the Donor Voting Group; and b) the Implementer Voting Group;
 - 49.2.2. The timelines for casting votes shall be at least 10 working days unless an urgent motion requires a shorter timeline for reaching a decision, and may be extended during the voting period by the Committee Leadership;
 - 49.2.3. Constituencies shall communicate their approval, disapproval or abstention, as well as any commentary or questions, in the electronic format in which such motion is presented to the Committee; and
 - 49.2.4. Amendments to such decisions are not permitted.
- 49.3. During voting, each Committee's approval, disapproval or abstention with respect to the motion voted upon shall be recorded in the record of the relevant meeting or deliberations.
- 49.4. Matters in which the Committee Chair and Vice-Chair fail to reach consensus in exercising their joint authority as set forth in these Operating Procedures will be resolved by the Committee Chair.

50. Closed sessions of the Committees

- 50.1. In its discretion, the Committee may conduct its business in closed executive session where only the voting Committee Members, or their official designates, may be present. The Committee Chair may invite non-voting Committee Members or other participants to attend closed executive sessions based on the matters to be discussed.
- 50.2. In line with Board policy, recordings of the closed Committee sessions shall be kept confidential. However, the outcome of the deliberations, particularly if there are financial implications, shall be summarized in the records of the meeting. An official record of closed sessions must be deposited with the Legal and Compliance Department of the Global Fund.

51. Use of Independent, External Experts by Committees

- 51.1. The Committees may request the advice of independent external experts to assist them in their deliberations and decisions. Independence shall have the same meaning as the criteria applied for independent committee members, as set forth in Article 44.3 of these Operating Procedures. The Committee Chair and Vice-Chair, in consultation with the Coordinating Group and Secretariat, will nominate independent external expert candidates to fulfill this advisory function. All independent external experts will be required to submit a Declaration of Interest to the Ethics Officer prior to participation in Committee activities, and disclose any personal or professional considerations that could give rise to an actual, potential or perceived conflict of interest.
- 51.2. Input from an independent external expert or panel of independent external experts shall be provided through a mechanism to be determined by the Committee Chair and Vice-Chair, which may include reporting directly to the Committee as a whole, or reporting through the Committee Chair and/or Vice-Chair.
- 51.3. The Committee must approve the final list of independent external experts and their terms of reference with a decision in accordance with these Operating Procedures.
- 51.4. There will be no open-ended invitations to constituencies to bring their own experts.

52. Inter-sessional Deliberations of the Committees

- 52.1. The Committee Chair and Vice-Chair shall communicate with Committee Members and the Coordinating Group during inter-sessional deliberations through in-person meetings, teleconferences or other virtual means of communication.
- 52.2. Inter-sessional deliberations shall be conducted in accordance with these Operating Procedures and in coordination with the Secretariat. All matters discussed and decided upon at inter-sessional meetings shall be reported to the full Committee.

53. Role of the Secretariat and Committees

- 53.1. The Secretariat will coordinate and facilitate the work of the Committees, providing support to the Committee Chairs and Vice-Chairs related to, among other matters, efficiency, continuity and management of crosscutting issues.
- 53.2. The Secretariat will appoint qualified individuals from the Secretariat to be focal points for the Committee.
- 53.3. The Secretariat will be accountable on a long-term basis to the Committees and will, for reasons of efficiency, coherence and continuity, provide assistance and support to the work of the Committees, attend the Committee meetings, and work closely with the Committee Chair and Vice-Chair in order to prepare, facilitate and coordinate the work plan and meetings of the Committee. The Secretariat will collaborate with the Committee Chair and Vice-Chair, and will be responsive to the tasks assigned to them by the Committee.
- 53.4. The Secretariat will maintain an official list of all Committee members, their official contact information and the written confirmation of their delegated authority to speak and act on behalf of the constituency they represent.

54. Certain Expense Reimbursements

- 54.1. The Global Fund will fund and provide for the costs of attendance at Committee meetings for Committee Chairs and Committee Vice-Chairs nominated by a constituency of the Implementer Voting Group and the Committee Member from each Implementer Voting Group constituency serving on the Committee.
- 54.2. In circumstances where the Global Fund is responsible for covering the costs of Committee attendance (i.e., those members of a committee from the Implementer Voting Group but excluding individuals attending meetings as observers):
 - 54.2.1. Only the Committee Member, or the officially designated alternate, is funded by the Global Fund;
 - 54.2.2. If the Committee Chair holds Committee meetings immediately preceding or following a Board Meeting as formal Committee meetings, Committee Members shall be funded to attend these meetings; and
 - 54.2.3. In the case of Committee Members attending a meeting together as part of a transition to a new term on a Committee, both incoming and outgoing members will be funded.

55. Ethics and Integrity Matters

- 55.1. As Governance Officials, Committee Leadership and Members are required to adhere to the Global Fund's Code of Ethical Conduct for Governance Officials (the "Governance Official Code"), reflecting the Global Fund's core ethics and integrity values as set forth in the Ethics and Integrity Framework.
- 55.2. As required under Governance Official Code, all Governance Officials shall submit, on an annual basis, a completed Declaration of Interest Form to the Ethics Officer. Between annual updates, Committee Leadership and Members are required to update their Declaration of Interest following any material change in circumstance.
- 55.3. Individuals authorized to act with delegated authority on behalf of a Committee Member are required to submit a completed Declaration of Interest Form to the Ethics Officer prior to participation in a Board or Committee Meeting under delegated authority.
- 55.4. Governance Officials are required to inform the Ethics Officer of the Global Fund immediately upon learning of any actual, potential or perceived conflict of interest, as described in the Policy on Ethics and Conflicts of Interest and the Governance Official Code, and resolve such issues before participating in decision-making that affects their personal or professional interests. The Ethics Officer will advise the Governance Official on measures to be taken to mitigate such actual or potential conflicts of interest, which may include, among other measures, recusal from any action or decision that gives rise to the conflict. Conflict of interest matters of a complex or highly visible nature will be referred to the Standing Committee responsible for ethics and integrity matters for decision as to the appropriate course of action.
- 55.5. The provisions of the Ethics Framework, Policy on Ethics and Conflict of Interest, and Governance Official Code may be amended from time to time.

BOARD AND COMMITTEE MEMBER ROLES AND RESPONSIBILITIES

1. PURPOSE

- 1.1 While constituencies have clear ownership of their internal process for selecting their Board Member, Alternate Member, Communications Focal Point and other representatives (such as nominees for Committee membership), the selection processes should involve broad consultation within their constituency, and be based on competency to serve in the relevant roles.
- 1.2 This document provides guidance on minimum key competencies and responsibilities of Board Members, Alternate Members, Communications Focal Points, Committee Members, and the Chair and Vice-Chair of the Board and the Committees of the Board.
- 1.3 In addition to competency, the Global Fund strongly encourages constituencies to look to diversity in gender, direct experience in implementing programs for the three diseases, and regional experience when selecting representatives of their constituencies. Specifically in regard to the Board Chair and Vice-Chair's role in Committee Chair and Vice-Chair selection, these principles will also be considered alongside demonstrated competency to fulfill these important roles. Gender diversity is also considered in selection of the Board Chair and Board Vice-Chair, and Committee Members.
- 1.4 This document supplements the Operating Procedures of the Board and Committees of the Global Fund (the "Operating Procedures"). If there is any conflict between this document and the Operating Procedures, then the Operating Procedures shall prevail.

2. ACCOUNTABILITY, ETHICS AND INTEGRITY

- 2.1 Each individual serving in a governance related role at the Global Fund ("Governance Official" (defined as an individual serving as a Board Member or Alternate Member, Committee Member, Communications Focal Point, or member of a Board delegation at a Board Meeting) shall remain engaged and diligent in the performance of their respective responsibilities.
- 2.2 Ethical conduct is a hallmark of the Global Fund. Governance Officials have an obligation to embody the organization's core ethical values. As primary representatives of the Global Fund, they set an example for the rest of the organization. This obligation applies even more strongly to Board and Committee Leadership, who are responsible for ensuring their respective bodies sustain high standards of ethical behaviour.
- 2.3 While Board Members, Alternate Board Members and non-independent Committee Members, represent their entire constituency, they have fiduciary responsibilities to act in the best interests of the Global Fund.

- 2.4 Governance Officials are expected to adhere to the core ethical values and expected conduct as set forth in the Governance Official Code, and to comply with the associated procedural requirements regarding declarations of interest, set forth in Articles 38 and 55 of these Operating Procedures.

3. KEY COMPETENCIES AND RESPONSIBILITIES

- 3.1 Tables 1 to 5 below outline key competences and responsibilities expected of individuals that will serve a Board role.

Table 1 – Key Competencies and Responsibilities of Board Members

| Key Competencies for the Board Member and Alternate | Responsibilities of the Board Member and Alternate |
|---|---|
| <ul style="list-style-type: none"> • Recognized leader in constituency with capacity and authority to represent the constituency. • An in-depth understanding of and personal commitment to the Global Fund principles, core values and mission. • An in-depth knowledge of the issues around HIV/AIDS, TB and malaria, international health and/or development, and development financing. • Experience of acting as a representative of a constituency in partnerships and governing bodies with an ability and capacity to network effectively and broadly. • A facilitative and consultative approach—diplomatic with policy and strategic skills. • Strong leadership and management skills gained in a multicultural environment. • High-level judgment in complex situations. • Acute analytical skills. • Ability to act as an ambassador/advocate and to represent this cause at a senior level. • Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone, fax, e-mail and mobile phone). • Ability to work in written and spoken English (additional languages a great advantage)¹. | <ul style="list-style-type: none"> • Be available to commit 20 – 25% of full working time to the Global Fund including two to three weeks to attend meetings. • Access to adequate staff support for the analysis, networking and consultation required to be an effective constituency representative. • Read all relevant documents and gain an understanding of the topics presented prior to a Board meeting to ensure effective input into the decision-making process. • Seek and ensure input from constituency on issues being considered by the Board prior to its meetings as well as during the Board's inter-sessional work and consultations. • Participate fully in all meetings and discussions of the Global Fund Board, including Board Member Retreats, teleconferences and other virtual means of communication among Board Members. • Communicate constituency views at Board meetings and report key issues back to the constituency after Board meetings. • Consult with constituency and vote on all necessary electronic Board decisions. • Act as an advocate on behalf of the Global Fund within the constituency and to external stakeholders. • Provide leadership and strategic vision for constituency. • Maintain a focus on issues of interest and importance to the constituency. • Assist with ensuring effective communication and information flows between Board Member, Alternate and Focal Point and the wider constituency, particularly prior to and post Board meetings. • Act as the custodian of the constituency functioning rules as established (or self-determined) by constituencies including |

¹ English is the working language of the Global Fund.

| Key Competencies for the Board Member and Alternate | Responsibilities of the Board Member and Alternate |
|---|--|
| | adherence to the constituency's conflicts of interest policy on selection. |

Table 2 – Key Competencies and Responsibilities of Communications Focal Points

| Key Competencies of the Communications Focal Point | Responsibilities of the Communications Focal Point |
|---|--|
| <ul style="list-style-type: none"> • Recognized leader in constituency with capacity and authority to represent the constituency. • Experience of acting as a representative of a constituency in partnerships and governing bodies with an ability and capacity to network effectively and broadly. • An in-depth understanding of and personal commitment to the Global Fund principles, core values and mission. • An in-depth knowledge of the issues around HIV/AIDS, TB and malaria, international health and/or development, and development financing. • Considerable experience of contact management, with relevant information technology skills. • Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone, fax, e-mail and mobile phone). • Excellent communication, analysis and synthesizing skills as well as networking skills. • A facilitative and consultative approach. • Have the ability to work in written and spoken English as well as languages relevant to the constituency (additional languages a great advantage)². | <ul style="list-style-type: none"> • Be available to commit 20 – 25% of full working time to the Global Fund including three to five weeks to attend meetings. • Access to adequate staff support for the analysis, networking and consultation required to be an effective constituency representative. • Circulating within the constituency all documents and materials to prepare and support members of the Board and Committees for their respective deliberations and communications on key issues to the constituency. • Develop an extensive network of contacts and maintain distribution lists for these contacts, including designated focal points and sub-focal points within the constituency to ensure that information related to the Global Fund is widely distributed. • Ensure that all communications from the Global Fund Board and Secretariat are distributed to all contacts within the constituency. • Be the catalyst for and the repository of constituency opinions and positions on Global Fund matters by seeking input into deliberations of the Board and Committees of the Board. • Develop a network of expertise and knowledge within the constituency to ensure that all available resources are drawn on in the development of constituency positions related to the Global Fund and in supporting the development of Global Fund policy. • Provide support to the Board Member and Alternate Member as necessary. • Identify key issues for discussion and positioning, in coordination with the Board Member and Alternate. |

² English is the working language of the Global Fund.

| Key Competencies of the Communications Focal Point | Responsibilities of the Communications Focal Point |
|--|--|
| | <ul style="list-style-type: none"> • Support the active engagement of the constituency on Committees of the Board, and with other constituencies of the Global Fund Board and more globally. • Provide coordination support to the constituency's delegation at and in between the Board and Committee meetings. • Sharing and communicating decisions from meetings of the Board and Committees of the Board, including implications for the constituency arising from those decisions. • Support adherence to the constituency's internal conflict of interest policy on selection of representatives within the constituency. |

Table 3.A – Minimum Key Competencies and Responsibilities of Committee Membership

| Key Competencies for Committee Members and any Alternate Committee Member | Responsibilities of Committee Members and any Alternate Committee Member |
|--|---|
| <ul style="list-style-type: none"> • Recognized leader in constituency with capacity and authority to represent the constituency. • An in-depth understanding of and personal commitment to the Global Fund principles, core values and mission. • An in-depth knowledge of the issues around HIV/AIDS, TB and malaria, international health and/or development, development financing, operations, governance or strategy. • Experience of acting as a representative of a constituency in partnerships and governing bodies with an ability and capacity to network effectively and broadly. • A facilitative and consultative approach—diplomatic with policy and strategic skills. • Strong leadership and management skills gained in a multicultural environment. • High-level judgment in complex situations. • Acute analytical skills. • Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone, fax, e-mail and mobile phone). • Have the ability to work in written and spoken English (additional languages a great advantage)³ | <ul style="list-style-type: none"> • Be available to commit 20 – 25% of full working time to the Global Fund including three to four weeks to attend committee meetings. • Access to adequate staff support for the analysis, networking and consultation required to be an effective constituency representative. • Read all relevant documents prior to a Committee meeting to ensure effective input into the decision-making process. • Seek input from constituency on issues being considered by the Committee prior to its meetings as well as during the Committee’s inter-sessional work and consultations. • Participate fully in all meetings of the Board and Committee, including teleconferences and other virtual means of communication among Committee Members. • Communicate constituency views at Committee meetings and report key issues back to the constituency after Committee meetings. • Consult with constituency and vote on all necessary electronic Board decisions. • Adherence to the constituency’s internal conflict of interest policy on selection. |

³ English is the working language of the Global Fund.

Table 3.B – Expected Minimum Key Competencies and Responsibilities to be reflected among Members of each of the Standing Committees of the Board

| Key Competencies of Strategy, Committee Members | Key Competencies of Audit and Finance Committee Members | Key Competencies of Ethics and Governance Committee Members |
|---|--|---|
| <ul style="list-style-type: none"> • Understanding of and experience in the preparation, implementation and evaluation of strategic policies. • Experience in the preparation, implementation and evaluation of investment and funding policies and criteria. • Capacity and experience in conducting financial due diligence in public- or private-sector environments. • Understanding of and experience in the analysis and evaluation of health, medical, scientific and epidemiological statistics, data and research. • Academic and professional qualifications or certifications in the fields relevant to the work of the Committee including finance, medicine, epidemiology, pharmacology or public policy. | <ul style="list-style-type: none"> • Experience in the banking, accounting and financial sectors. • Experience in preparing, auditing, analyzing or evaluating financial statements. • Experience with setting, approving, and monitoring annual budgets that present issues of comparable breadth and complexity to those presented by the annual budgets of the Global Fund and other major international financing institutions. • Designed, implemented or executed fundraising strategies for public- and private-sector donors. • Experience in managing human resource strategies, policies and procedures. • Experience in setting and monitoring internal operations of large organizations comparable to those carried out at the Secretariat • Academic and professional qualifications or certifications in the field of accounting, business, finance or management. | <ul style="list-style-type: none"> • Relevant experience or background overseeing ethics or standards of conduct and integrity. • Experience with reviewing allegations or complaints and conducting inquiries in relation to ethics, conflicts of interest or integrity concerns. • Knowledge and Experience working in large governing bodies or organizations comparable to the Global Fund including development, implementation and oversight of relevant operating procedure. • Understanding of (1) the governance structures and roles at the Global Fund and (2) rules and regulations binding the operations and performance of the Global Fund. • One independent member with academic qualifications or demonstrated professional experience in the field of ethics. |

| Key Competencies of Strategy, Committee Members | Key Competencies of Audit and Finance Committee Members | Key Competencies of Ethics and Governance Committee Members |
|---|---|---|
| | <ul style="list-style-type: none"> • One independent member with financial audit experience, with professional accreditation in financial accounting • One independent member with forensic investigation experience. • Previous responsibility or oversight in regard to financial audits and/or forensic investigations of financial expenses, internal controls, or other oversight duties. | |

Table 4 – Key Competencies and Responsibilities of the Board Leadership

| Key Competencies for the Board Leadership | Key Responsibilities of the Board Leadership |
|---|--|
| <ul style="list-style-type: none"> • An in-depth understanding of and personal commitment to the Global Fund principles, core values, mission, operations and governance mechanisms. • An in-depth knowledge of the issues around HIV/AIDS, tuberculosis and malaria, international health and/or development, operations, governance or strategy. • Experience acting as a representative and leader in partnerships and large governing bodies with an ability and capacity to network effectively and broadly. • Knowledge and experience in corporate governance mechanisms of large organizations. • A facilitative and consultative approach—diplomatic with policy and strategic skills. • Strong leadership and management skills gained in a multicultural/multi-stakeholder environment. • High-level judgment in complex situations. • Acute analytical skills. • Ability to act as an ambassador/advocate and to represent the Global Fund at a senior level. • Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone, fax, e-mail and mobile phone). • Ability to work in written and spoken English (additional languages a great advantage)⁴. | <ul style="list-style-type: none"> • Be available to commit 25 – 50% of full working time to the Global Fund including four to six weeks to attend meetings. • Access to adequate staff support for the analysis, networking and consultation required before, during and after meetings. • Provide strategic leadership to enable the Board to perform its core functions; ensure governance stewardship; oversee institutional performance and maintain procedural order during board meeting and intersessional work in accordance with the Global Fund Bylaws and other governance regulations and policies. • Collaborate with the Coordinating Group and Secretariat to set agendas for Board meetings. • Chair all Board meetings, including ensuring correct procedures, adherence to the agenda while allowing adequate time for discussion, reaching clear decision and overseeing a vote if consensus is not reached. • Encourage active and effective contributions by all members of the Board. • Communicate with Board Members and Committee Leadership during inter-sessional meetings, teleconferences or other virtual means of communication. • Recommend to the Board, the membership of the Board Committees. • Act as an advocate and principal spokesperson on behalf of the Global Fund with Board Members, constituencies and to external stakeholders. • Ensure that the performance of the Executive Director and Inspector General is conducted each year in accordance with a transparent, best practice methodology. • Take action on behalf of the Board during inter-sessional periods where standard meeting and communication procedures cannot accommodate the urgent need for a decision with a full report to the Board. |

⁴ English is the working language of the Global Fund.

Table 5 – Key Competencies and Responsibilities of Committee Leadership

| Key Competencies for Committee Leadership | Key Responsibilities of Committee Leadership |
|---|---|
| <ul style="list-style-type: none"> • An in-depth understanding of and personal commitment to the Global Fund principles, core values, mission, operations and governance mechanisms (experience as a Board Member or Alternate Member an advantage). • An in-depth understanding of and personal commitment to the Global Fund principles, core values and mission. • An in-depth knowledge of the issues around HIV/AIDS, tuberculosis and malaria, international health and/or development, operations, governance or strategy. • Experience in being part of governing bodies with an ability and capacity to network effectively and broadly. • A facilitative and consultative approach—diplomatic with policy and strategic skills. • Strong leadership and management skills gained in a multicultural/multi-stakeholder environment. • High-level judgment in complex situations. • Acute analytical skills. • Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone, fax, e-mail and mobile phone). • Have the ability to work in written and spoken English (additional languages a great advantage)⁵ | <ul style="list-style-type: none"> • Be available to commit 25 – 35% of full working time to the Global Fund including four to six weeks to attend meetings. • Be self-sufficient with respect to staff support needed for the analysis, preparation and consultation before, during and after meetings. • Attend all Board and Committee meetings and present Committee recommendations to the Board. • Chair all Committee meetings with neutrality, including ensuring correct procedures, adherence to the agenda while allowing adequate time for discussion, reaching clear decision and overseeing a vote if consensus is not reached. • Facilitate active and effective contributions by all members of the Committee for effective decision making. • Participate actively with the Coordinating Group including development of committee annual work plans in alignment with the committee mandate, communicating Committee’s decisions, recommendations and oversight activities. • Maintain inter-sessional communication with the Coordinating Group and members of the Committee. • Collaborate with the Secretariat to develop annual and meeting agendas for the Committee and review supporting background documentation used as basis for discussion and decision making. • Ensure appropriate delegation of responsibilities between the Board, Committee and the Secretariat. • Identify areas of need for the Committee to enhance the effective performance of its functions and mandate. |

⁵ English is the working language of the Global Fund.