

**GF/B25/5**

**Attachment 6**  
**Revision 1**

## **GOVERNANCE REFORMS**

The document below comprises part of the “Governance Reform Documents” described in the Executive Summary of the Board Governance Reforms Paper (GF/B25/5), as follows:

Attachment 6: Operating Procedures of the Board and Committees of the Global Fund to Fight AIDS, Tuberculosis and Malaria

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

**21 November 2011<sup>1</sup>**

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<sup>1</sup> These Operating Procedures replace in their entirety the Board Operating Procedures (as amended by Electronic Decision Point GF/B22/EDP/10) and the Committee Operating Procedures of the Global Fund

## **PURPOSE AND AMENDMENTS**

These Operating Procedures apply to the Board and to the Committees of the Board of 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**

These Operating Procedures are organized into two sections:

### **1. Board Operating Procedures:**

- A. Board Member Representation
- B. Calling Board Meetings
- C. Conduct of Board Meetings
- D. Inter-sessional Deliberations of the Board
- E. Roles and Responsibilities
- F. Election Procedures for Board Chair and Vice-Chair
- G. Procedures for Appointment and Assessment of Executive Director and Inspector General
- H. Miscellaneous Board Matters

### **2. Committee Operating Procedures:**

- I. Committee Operating Procedures
- J. Committee Membership
- K. Committee Work Methods

## **Annex 1: Board and Committee Member Roles And Responsibilities**

## **A. BOARD MEMBER REPRESENTATION**

### **1. Board Members**

- 1.1. Seats with voting power on the Board of the Global Fund to Fight AIDS, Tuberculosis and Malaria (the “Global Fund”) are allocated in the By-Laws to representatives of donor countries, developing countries, civil society, the private sector, private foundations, non-governmental organizations, and the communities living with the diseases. Board Members shall serve 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. Board Members serve as the representatives of a constituency, which may be comprised of a single country, a group of countries based on geographic or other commonalities and various other stakeholder organizations and communities. The Executive Director shall hold a non-voting seat on the Board as Chief Executive Officer of the Global Fund for the duration of his or her term.
- 1.2. Only Board Members who have been properly registered on the list of Board Members held by the Secretariat shall have the right to vote and to participate in Board deliberations.
- 1.3. 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 involve broad consultation within that constituency.
- 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.
- 1.5. While highly effective Board Members 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 who possess key competencies and have capacity to perform the responsibilities of Board Members.

### **2. Alternate Members**

- 2.1. Each Board Member representing a constituency that consists of either a single country or single organization may designate an Alternate Member to serve in his or her stead. The Alternate Member serving in the stead of a Board Member shall have the same rights, privileges and responsibilities as such Board Member. Alternate Members should also possess the same competencies and have the capacity to perform the same responsibilities as the Board Member in accordance with the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures.
- 2.2. In cases where the Board seat represents a constituency of more than one country or organization, the Alternate Member may be selected by the members of the constituency in any manner decided by the constituency, which should involve broad consultation within that constituency. If, for any reason, the Alternate Member is not available to attend a Board meeting or part of a Board meeting in the place of a

Board Member, then a replacement Alternate Member can be appointed by that constituency at any time.

- 2.3. Each constituency shall maintain and adhere to its internal procedures and guidelines for ensuring the Board Member and the Alternate Member possess the appropriate delegation of authority to speak and vote on behalf of the constituency on matters before the Board.
- 2.4. 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.

### **3. Communications Focal Points**

- 3.1. Constituencies shall appoint a Communications Focal Point to ensure effective information flows between the Board Member and Alternate Member, the constituency they represent, including the Committee Members, and the Secretariat. The Communications Focal Point shall facilitate strong engagement by constituencies on all matters related to the Global Fund. Although each 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.

### **4. Additional Delegates, Advisers, and Observers; Invited Guests**

- 4.1. In addition to the Board Member, Alternate Member and Communications Focal Point, delegations to Board meetings may include additional delegates, advisers and/or observers, provided, however, that the total delegation will normally not exceed 10 persons, 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 encouraged to limit the size of their delegations below these maximums.
- 4.2. In general, there will be video transmission of Board proceedings to a controlled-access room 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.
- 4.3. Delegation members other than the Board Member or Alternate Member of that constituency 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. However, such delegation members shall not have voting rights. Only one individual from a delegation, including the Board Member or Alternate Member, may speak per agenda item.
- 4.4. The Board Chair may invite guests to Board meetings at such times and for such purposes as he or she deems appropriate.

## **5. Notification of Representation and Selection Processes**

- 5.1. 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.
- 5.2. Each constituency shall submit to the Secretariat their internal processes for the selection of the Board Member, Alternate Member and Communications Focal Point. 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.

## **B. CALLING BOARD MEETINGS**

### **6. Regular Board Meetings**

- 6.1. The Board is required by the Bylaws to have a minimum of two meetings per year. One of these meetings will be held in Geneva, Switzerland and another will be held in an implementer country. The Board shall adjust the frequency and number of these meetings as necessary. The location of the host recipient country will rotate appropriately between regions and shall only be held in countries where travel restrictions do not apply to persons who are HIV positive.
- 6.2. Meetings will generally be kept to two days in length. When deciding on the location of meetings, due consideration will be given to ensuring that delegations are not faced with any difficulties in visiting the selected country, especially with visa requirements.
- 6.3. Venue and timing of Board meetings will normally be scheduled as part of the business of the preceding meeting.
- 6.4. Notice of the time and place of each regular meeting of the Board shall be provided to the Board at least forty days in advance of the meeting.
- 6.5. Unless otherwise agreed by the Board, proposed agenda items for Board meetings should be submitted to the Secretariat at least four weeks in advance of a scheduled Board meeting.
- 6.6. An agenda with related documentation should be circulated to Board Members at least three weeks in advance of Board meetings by the Board Chair or Board Vice-Chair with synthesized options, recommendations, and supporting rationale (maximum of ten to fifteen pages per agenda item) prepared by the Secretariat with items requiring decisions identified and prioritized in the agenda.

## **7. Emergency Board Meetings**

- 7.1. 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: a) the group encompassing the eight donor country seats, one private sector seat and one private foundation seat (the “Donor Voting Bloc”); and b) the group encompassing the seven developing country seats, the two non-governmental organization (“NGO”) seats, 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 Bloc”). Any Board Member, or the Executive Director, may suggest the need for an emergency meeting to the Board Chair and Vice-Chair.
- 7.2. 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.
- 7.3. 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.

## **8. Communications**

- 8.1. Communication between the Board and Secretariat may be by mail, or other electronic formats. Board and other meetings may be held by teleconference or e-mail conference in circumstances, and subject to conditions, determined by the chair of the meeting. Teleconference calls will be scheduled at various times to accommodate participants in various time zones.
- 8.2. Unless otherwise requested, the Secretariat will send all necessary documentation related to Board business 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.
- 8.3. 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.

## **C. CONDUCT OF BOARD MEETINGS**

### **9. General Conduct at Board Meetings**

- 9.1. 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.
- 9.2. Interventions should be concise and will be limited to five minutes by the Board Chair or Vice-Chair unless previously scheduled as a speech or announcement.
- 9.3. All Board meetings shall convene at the stated time and commence immediately in accordance with the agenda as adopted.
- 9.4. The Board Chair or Vice-Chair shall call upon Board Members, Alternate Members or designated delegates by their individual name and function.
- 9.5. When the meeting floor is open for discussion, the Board Chair and Vice-Chair shall call upon Board Members, Alternate Members or designated delegates in the order in which they signal their desire to speak. Board Members, Alternate Members or designated delegates signal their desire to speak by raising their constituency or name flag.

### **10. Attendance at Board Meetings**

- 10.1. 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.

### **11. Agenda of Board Meetings**

- 11.1. The Coordinating Group in consultation with the Secretariat will develop the Board meeting agenda, which will be approved by the Board at the beginning of each meeting.

### **12. Advanced Preparation of Decisions for Board Meetings**

- 12.1. 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.
- 12.2. If a constituency wishes to submit an amendment to a proposed Decision Point proposed by a Committee, the following procedural guidelines should be followed:
  - 12.2.1. The constituency should provide a draft of the proposed amendment to the relevant Committee Chair as early as possible, but at least 48 hours prior to the relevant Committee session at the Board meeting; otherwise, the constituency must notify the Committee Chair of an intention to submit an amendment and provide it to the Committee Chair no later than 19h00 on the evening before the decision will be presented to the Board;

- 12.2.2. All draft amendments should be provided in typed format or written in block capitals 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; and
- 12.2.3. Failure to submit proposed amendments in accordance with these procedures and formats will result in the Board Chair and Vice-Chair, in consultation of the relevant Committee Chair and Vice-Chair, making a final determination whether to accept the proposed amendment(s).
- 12.3. The Committee Chair will exercise his or her best judgment to determine if the proposed amendment is consistent with the intention of the Committee. The Committee Chair may consult with other members of the Committee. If the Committee Chair determines the proposed amendment is consistent with the Committee's intent and the Committee, by consensus that is formally documented in writing, decides to accept the proposed amendment, the Committee Chair may accept the proposed amendment and notify the constituency making the proposal of such decision as soon as possible.
- 12.4. Accepted amendments will be highlighted by the Committee 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.
- 12.5. If a constituency believes a proposed amendment to a Decision Point that has not been accepted by the relevant Committee Chair still needs to be considered by the full Board, the constituency's Board Member or delegate speaking on the agenda item may introduce the proposed amendment during the relevant discussion during the Board meeting. However, such action should have the significant support of other Board Members. The constituency should notify the relevant Committee Chair and the Secretariat of the intention to introduce the proposed amendment at the relevant Board Session.
- 12.6. For decisions that are not submitted to the Board through a Committee, the Board Chair determined the procedures and modalities for submitting the proposed Decision Point to the Board.

### **13. Motions of the Board**

- 13.1. Motions are a proposal that the Board take a certain action or a proposal that reflects the opinion expressed by the group making the motion.
- 13.2. Motions by a Board Member must be seconded by another Board member before the motion may be debated on the floor.
- 13.3. Motions may be amended by a Board Member during debates if the amendment is germane 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.

- 13.4. 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:
- 13.4.1. Point of order: made when a Board Member feels the Board Chair is failing to operate within the rules, which requires the Chair to either defend his action or accept the point;
  - 13.4.2. Point of Information: made to obtain additional information on the subject being considered with the answer to be given by the Board Chair or relevant authority identified by the Chair;
  - 13.4.3. Division: made by any Board Member to call for a verification of a vote that requires the Board Chair to re-take the vote to assure the Board of the vote; and
  - 13.4.4. 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.

#### **14. New Motions or Decision Points**

- 14.1. 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 received as far in advance as possible, but not later than one full day before the constituency intends to make the motion.
- 14.2. 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 and placed on the documents table for delegations to review before the motion is presented. The Board Chair shall invite the constituency making the motion to introduce the motion at a time deemed appropriate by the Board Chair.
- 14.3. 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.
- 14.4. 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.

#### **15. Decision-making of the Board**

- 15.1. The Board shall use best efforts to reach all decisions by consensus such that:
  - 15.1.1. If the Board Chair believes there is a clear consensus, the Chair shall restate the Decision Point and declare that the Board has reached consensus and that a decision has been made;

- 15.1.2. If the Board Chair believes the debate is too close to reach a consensus, the Chair may decide it is appropriate to move that the matter be deferred until the next Board meeting;
- 15.1.3. The Board Chair may call for an informal polling such as through a show of hands to test the status of a debated issue, which will not serve as a formal vote, but serve as a gauge for how far the Board is from a consensus;
- 15.1.4. The Board Chair will use all practical efforts to achieve a consensus by encouraging amendments that meet the concerns of both sides of the debate. The Board Chair may also consider the formation of smaller working groups of interested Board Members or their designees to negotiate language or proposals to present to the Board and reach a consensus on a Decision Point; and
- 15.1.5. If all practical efforts by the Board and the Board Chair have not led to consensus, any member of the Board with voting privileges may call for a vote. In order to pass, motions require a two-thirds majority of those present of both: a) the Donor Voting Bloc; and b) the Implementer Voting Bloc.
- 15.2. Between Board meetings the Chair and the Vice-Chair, acting together, shall take action on behalf of the Board which they consider must be taken urgently without recourse to other procedures as provided in the Bylaws or Board Operating Procedures. In the event the Chair and Vice-Chair are unable to agree, the Chair shall make the decision. To the extent practical in the circumstances, the Chair and Vice-Chair shall take such action following consultation with the Coordinating Group.
- 15.3. Decisions taken between Board meetings shall be notified to the Board immediately, with an explanation on 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.
- 15.4. In accordance with section 7.3 of the Bylaws, the Board Chair and Vice-Chair, acting together, may take action on behalf of the Board on issues which they consider must be taken urgently.
- 15.5. The Board may vote on motions in-between sessions of the Board electronically and in accordance with the voting procedures set forth in this Section 15 of these Operating Procedures. The timelines for casting votes shall be 10 day unless an urgent motion requires a shorter timeline for reaching a decision.
- 15.6. In the ordinary course of a vote relating to a recommendation by the Strategy, Investment and Impact Committee on the allocation of funding for proposals, the Board shall vote on the recommendation as a whole and shall not approve or reject parts of the recommendation only.

## **16. Quorum of the Board**

- 16.1. The Board may conduct business only when a majority of Board Members of each of the two voting groups defined in Section 15.1.5 of these Operating Procedures are present.

**17. No-Objection Process for Board decisions**

- 17.1. Notwithstanding Sections 14 and 15 of these Operating Procedures, decisions by the Board to provide funding for approved proposals beyond the initial funding commitment, or for proposals requesting continued funding for grants that are reaching the end of their funding terms, may be made on a no-objection basis under the process outlined in this Section 17 of these Operating Procedures.
- 17.2. As directed by the Board, the Secretariat shall issue a request for decision on each funding commitment for which a Board decision is required, and shall notify the Board accordingly. Unless four Board Members of either the Donor Voting Bloc or Implementer Voting Bloc 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 Bloc and Implementer Voting Bloc object to the recommendation within a time period specified by the Board following the date of notification.

**18. Languages**

- 18.1. English is the working language of the Global Fund. During Board meetings, interpretation is provided in all six United Nations languages. However, materials prepared by and for the Board, including Minutes of Board meetings, shall be in English. The Secretariat shall undertake reasonable efforts based upon available budget to translate full documents or core summaries that are essential for Board deliberations based on its assessment of the needs of constituencies. Where disputes may arise from the contents of a translated document, Decision Point or summary, the English version shall prevail.

**19. Closed Sessions of the Board**

- 19.1. In its discretion, the Board may conduct its business in closed (executive) session where only Voting Board Members and Alternate Members, or their official designates, may be present. The Board Chair should exclude non-voting ex-officio Board Members from attending a closed session, unless it is deemed by the Board Chair to be appropriate to include such Board Members based on the content of the discussion.
- 19.2. In accordance with Board policy, recordings of the closed sessions shall be kept confidential. However, the outcome of the deliberations may be made public if the Board Chair deems it appropriate. An official record of closed sessions must be maintained by the Board Chair and deposited with the Legal Counsel of the Global Fund and handed over to his or her successor or as needed.

**20. Transparency**

- 20.1. 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**

### **21. Communications**

- 21.1. The Board Chair and Vice-Chair shall communicate with Board Members and the Coordinating Group during inter-sessional deliberations through in-person meetings, teleconferences or other virtual means of communication.
- 21.2. Inter-sessional meetings 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 at its next meeting.
- 21.3. 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 and appropriate delegated authority 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.

## **E. ROLES AND RESPONSIBILITIES**

### **22. Officers**

- 22.1. 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 act solely in the best interests of the Global Fund without any constituency representation status or obligation.
- 22.2. 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 decision and overseeing a vote if consensus is not reached. The Board Chair and Vice-Chair shall be the principal spokespersons for the Board.
- 22.3. The Board Chair and Vice-Chair will encourage active and effective contributions by all members of the Board and communicate with members of the Board between Board meetings, and will work closely with the Coordinating Group to carry out the day-to-day business of the Board.

### **23. Rapporteur**

- 23.1. The Board Chair shall designate a member of the Board to act as the Rapporteur for each Board meeting. With the assistance of the Secretariat, the Rapporteur will be responsible for the recording and transcription of the proceedings of the meeting, the preparation, review and approval of the Minutes, and such other related duties and responsibilities as may be assigned by the Board Chair.

**24. Other Officers**

- 24.1. 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.

**25. Executive Director**

- 25.1. 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.

**26. Secretariat**

- 26.1. 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.
- 26.2. The Secretariat shall monitor and ensure compliance with the maximum number of delegates funded by the Global Fund at each Board meeting.
- 26.3. All submissions of papers, Decision Points, proposed amendments and other documentation for Board consideration and discussion shall be provided to the Secretariat with proper notice according to these Operating Procedures, which will be responsible for making all revised and updated documents available at the documents table at all Board meetings.

**F. ELECTION PROCEDURES FOR BOARD CHAIR AND VICE-CHAIR**

**27. Timing of Elections and Commencement of Terms**

- 27.1. Elections of the Board Chair and Vice-Chair shall take place at the first Board meeting of the calendar year in which the elections are scheduled to occur in accordance with the terms for the Board Chair and Vice-Chair as set out in the Bylaws. In the case of a vacancy for either position due to circumstances other than the end of either position's natural term, elections to fill the vacant slot shall take place at the first Board meeting at which a vacancy exists or by an electronic vote called by either the Board Chair or Vice-Chair, whichever one has not been vacated, under decision-making and voting procedures outlined in Section 15 of these Operating Procedures.
- 27.2. The terms of office for the Board Chair and Vice-Chair shall commence upon the adjournment of the Board meeting at which the election is held, except in the case of elections to fill a vacancy, where terms shall commence immediately upon election and continue for the duration of remaining term on the vacant position.

**28. Nominations Process and Eligibility to Stand for Board Chair or Vice-Chair**

- 28.1. The Board Chair shall announce forthcoming elections and call for nominations no less than three calendar months in advance of the election.

- 28.2. Nominations must be sent to the Office of the Board Chair and Vice-Chair and received within four calendar weeks after the date on which the call for nominations was sent to constituencies.
- 28.3. Although the Board Chair and Vice-Chair do not represent any constituency, the positions alternate between the Donor Voting Bloc and Implementer Voting Bloc of the Board after each two-year term.
- 28.4. Subject to the operation of Section 28.5 below, any individual who possess the competencies 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, may stand for the offices.<sup>2</sup>
- 28.5. Candidates are eligible for election when they have been nominated by an authorized representative from Board constituencies which have a vote on the Board, and they have confirmed to the Office of the Board Chair that they accept the nomination.

## **29. Voting Process**

- 29.1. The Board Chair shall conduct the election, or, in the event the Chair is a candidate, the Vice-Chair. In the event both the Chair and the Vice-Chair are candidates, the Rapporteur shall conduct the election.
- 29.2. During the election no candidates shall be permitted in the meeting room. If there is only one candidate for the position, the process shall proceed by acclamation.
- 29.3. If there is more than one candidate for the position, the Board shall proceed under the decision-making procedures outlined in Section 15 of these Operating Procedures.

## **30. Chair and Vice-Chair Transition**

- 30.1. 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.
- 30.2. 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.
- 30.3. The incoming Board Chair and Vice-Chair shall work with the existing Coordinating Group to conduct the call for nominations and approval of the incoming Committee Leadership and Membership by the Board within three months of the start of the call for nominations.

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<sup>2</sup> The minimum attributes for the 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/?lang=en>

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

**31. Appointment of the Executive Director**

- 31.1. The Executive Director shall be appointed by the Board in accordance with the Bylaws 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.

**32. Appointment of the Inspector General**

- 32.1. The Inspector General shall be appointed by the Board in accordance with the Bylaws and the Charter and Terms of Reference for the Office of the Inspector General. 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.

**33. Nomination, Recruitment and Appointment Process**

- 33.1. 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. Subject to any relevant term limits, the Board may invite the incumbent Executive Director or Inspector General to re-apply, together with other candidates, for such position and publicly announce such invitation based on a satisfactory performance appraisal.
- 33.2. When the Board decides to launch a recruitment process, it shall be assisted by an ad hoc 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 Chair of the Board shall in consultation with the Coordinating Group, 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. Membership in the Nomination Committee shall not count towards the two committee limit referenced in Section 42.1 of these Operating Procedures.
- 33.3. The Board Chair and Vice-Chair, supported by the Coordinating Group, may also recommend for Board approval updated terms of reference of the Executive Director or Inspector General and the criteria for their selection. Following approval of the membership of the Nomination Committee, the recruitment process is launched.
- 33.4. The Nomination Committee shall interview and rank candidates, and present the highest ranking candidates to the Board, which shall then select a candidate.
- 33.5. The mandate of the Nomination Committee shall expire upon the appointment of the Executive Director or Inspector General.

**34. Assessment of the performance of the Executive Director and Inspector General**

- 34.1. The Board Chair and Vice-Chair, supported by the Coordinating Group, shall ensure that the performance of the Executive Director and the Inspector General is assessed each year based on best practices. 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. MISCELLANEOUS BOARD MATTERS**

### **35. Delegation of Authority**

- 35.1. 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 Section 15 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.

### **36. Certain Expense Reimbursements**

- 36.1. The Global Fund will pay and provide for the costs of attendance at Board meetings for three members from each Implementer Voting Bloc constituency (the “Funded Members”) and Committee Members from those constituencies. The Global Fund will pay and provide for the costs of attendance at Committee meetings for the Committee Chair and one Committee Member from each Implementer Voting Bloc constituency serving on the Committee.

- 36.2. In circumstances where the Global Fund is responsible for covering the costs of Committee attendance (i.e., Implementer Voting Bloc delegations):

36.2.1. Only the Committee Member, or the officially designated alternate, is funded by the Global Fund;

36.2.2. If the Committee Chair holds Committee meetings immediately preceding Board Meetings as formal Committee meetings (but not as informal consultations at which no action is taken), Committee Members shall be funded to attend these meetings; and

36.2.3. 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.

### **37. Conflict of Interest**

- 37.1. Board Members, and other covered individuals are required to adhere to the Global Fund’s Policy on Ethics and Conflicts of Interest.

- 37.2. The Board Chair and Vice-Chair, Board Members, Alternate Members and Communications Focal Points shall submit and update, on an annual basis, the Global Fund’s Declaration of Interest Form to the Secretariat.

- 37.3. The Board Chair and Vice-Chair, Board Members, Alternate Members and Communications Focal Points shall inform the Audit and Ethics Committee and the Ethics Official of the Global Fund immediately upon learning of any actual, potential or perceived conflict of interest, as defined in the Policy on Ethics and Conflicts of Interest, and measures to be taken to mitigate such actual or potential conflicts of interest which may include, among other measures, recusing themselves from any action or decision which gives rise to the conflict.

### **38. Disputed Board Seats**

- 38.1. 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.

### **39. Vacancies on the Board**

- 39.1. 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.

## **I. COMMITTEE OPERATING PROCEDURES**

### **40. General**

- 40.1. Only the Board of the Global Fund may establish such committees, working groups, advisory panels and other similar groups 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 for a fixed duration under terms of reference approved by the Committee.
- 40.2. Committees will be established under a Charter that outlines the Committee's decision-making, advisory and oversight authority delegated by the Board. The Committee Charter shall be prepared and reviewed, in consultation with the Legal Counsel, and approved by the Board under decision-making procedures in accordance with Section 15 of these Operating Procedures.
- 40.3. Committees will normally meet before and/or after Board meetings in accordance with the annual agenda 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.
- 40.4. Committees will operate under these Committee Operating Procedures and the Board Operating Procedures adopted by the Board and amended from time to time. In the event of any conflict between these Committee Operating Procedures and the Board Operating Procedures, these Committee Operating Procedures shall govern.

### **41. Committee Leadership**

- 41.1. The Board Chair and Vice-Chair, in consultation with Board members, will nominate chairs and vice-chairs for each committee, based on applications made by constituencies for committee leadership, the mandate of the Committee, 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, and outlined in Section 42 of these Operating Procedures. Nominated candidates must be approved by the Board.

- 41.2. Representation within the Committee Leadership shall be balanced between representatives of the two voting blocs set out in Article 7.6 of the Bylaws, unless provided otherwise in the relevant Committee Charter. Each Committee shall have one Chair and one Vice-Chair as follows:
  - 41.2.1. For the Finance and Operational Performance Committee, the Committee Chair will be selected from nominations received from constituencies of the Implementer Voting Bloc and the Committee Vice-Chair will be selected from nominations received from constituencies of the Donor Voting Bloc;
  - 41.2.2. For the Strategy, Investment and Impact Committee, the Committee Chair will be selected from nominations received from constituencies of the Donor Voting Bloc and the Committee Vice-Chair will be selected from nominations received from constituencies of the Implementer Voting Bloc; and
  - 41.2.3. For the Audit and Ethics Committee, the Committee Vice-Chair may be selected from nominations received from constituencies of either the Donor Voting Bloc or the Implementer Voting Bloc, and the Committee Chair will be independent as defined in the Audit and Ethics Committee Charter.
- 41.3. Committee Chairs and Vice-Chairs, unless provided otherwise in the relevant Committee Charter, may be either Board Members or Alternate Members, but should possess the requisite skills and experience that align with the functions and responsibilities of the Committee they chair.
- 41.4. The Board Chair and Vice-Chair as well as each constituency are encouraged to consider the key competencies and responsibilities as set forth in the Board and Committee Member Roles and Responsibilities when nominating candidates to serve as Committee Chairs and Vice-Chairs.
- 41.5. 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 ratification.
- 41.6. 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.
- 41.7. 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 non-voting members of the Committee.
- 41.8. 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. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.

## **J. COMMITTEE MEMBERSHIP**

### **42. Selection, Balance and Continuity**

- 42.1. The Board Chair and Vice-Chair, in consultation with the Coordinating Group, will propose membership of each Committee, based on applications made by constituencies for Committee membership, the mandate of the Committee, and the competencies and responsibilities of Committee membership according to the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, for full Board approval. Each constituency may participate in a maximum of two committees (membership on other ad-hoc committees where the Board specifically provides that membership shall not apply toward this limit). Where demand for committee seats exceeds the maximum, priority will be given to ensuring the balance of donor countries, recipient countries, non-governmental organizations, private sector and foundations.
- 42.2. 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. Constituencies may choose Board Members, Alternate Members or other delegates from their constituency to serve on Committees, but constituencies should nominate candidates that possess skills and experience that align with the functions and responsibilities of the relevant Committee. Committee Members should have an appropriate mandate, be sufficiently informed, briefed and empowered, so that he/she can contribute to the work of the committee and accurately represent, speak and vote on behalf of his/her constituency.
- 42.3. The Board Chair and Vice-Chair as well as each constituency are encouraged to consider the key competencies and responsibilities as set forth in the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, when nominating candidates to serve as Committee Members.
- 42.4. Committee Members that are not independent as defined by the Audit and Ethics Committee Charter represent their Board constituencies. All Committee Members should act in the best interest of the Global Fund.
- 42.5. Each constituency shall maintain, and share with the Board and Secretariat, internal procedures for appointing an alternate to represent the constituency at a specific Committee meeting in the exceptional case that a Committee Member cannot attend the meeting. In such exceptional cases, the constituency may send an alternate representative provided that the constituency submits to the Committee Chair and Secretariat no later than one week prior to the next Committee meeting the name 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. 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.
- 42.6. Only the Committee Member or alternate representative in exceptional circumstances may attend a Committee meeting. 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 Chair and Secretariat as soon as such transition is known to the constituency.

- 42.7. Committee Members shall serve a term of two years or until a successor has been appointed.
- 42.8. A vacancy in any Committee membership seat 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.

43. **Committee Accountability**

43.1 The Coordinating Group will continuously review the output of Board committees, assess their effectiveness and make appropriate recommendations regarding their membership and mandates as events require.

43.2. Each Committee Member shall remain engaged and diligent in the performance of their responsibilities. Accordingly, each individual serving such a role shall be subject to the assessments by the relevant Board body, including the Board and Committee Leadership or the Coordinating Group in accordance with the Board Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, and the Charters or Terms of Reference of the relevant Committee or advisory body, respectively. If such assessments determine the individual has not fulfilled their responsibilities, including, without limitation, failing to attend required meetings and discussions, the Board Chair and Vice-Chair, in consultation with the Coordinating Group may request the individual's constituency to put forward a permanent replacement to complete the individual's term.

43.2.1. If, an assessment of a Committee identifies a leadership problem, the Board Chair and Vice-Chair, in consultation with the members of the Coordinating Group that are not part of the assessed leadership problem, will make the necessary changes to the Committee Chair and/or Vice-Chair positions;

43.2.2. If a Committee Member fails to demonstrate the competencies and requisite skills to perform the functions of the Committee, as outlined in the Committee Charter, then the Committee Chair and Vice-Chair, in consultation with the Coordinating Group, may request the constituency to submit a replacement Committee Member that possesses the required competencies and skills; and

43.2.3. If a Committee Member is not performing its responsibilities or engaged in the work of the Committee including, without limitation, not attending Committee meetings, not responding to requests by the Committee Chair or Vice-Chair, then the Committee Chair will first consult the Committee Member before consulting the Coordinating Group. As a last resort, the Board Chair and Vice-Chair, in consultation with the Coordinating Group, may decide to request the constituency to submit a permanent replacement or remove the constituency from the Committee and seek a replacement for the vacant Committee seat in accordance with these Committee Operating Procedures.

- 43.3. 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 related to the Committees functions and responsibilities.
- 43.4. The Coordinating Group shall specify which Committee shall bear primary responsibility for a particular issue, in cases where more than one Committee may be reasonably expected to have a joint interest in a policy or area of work. The Board decision 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).
44. **Size of Committees**
- 44.1. Committees will be limited to a maximum membership as follows:
- 44.1.1. Strategy, Investment and Impact Committee: comprised of five representatives put forth by the Donor Constituencies, five representatives put forth by the Implementer Constituencies, two non-voting representatives, one non-voting neutral Chair put forth by the Donor Constituencies, and one non-voting neutral Vice-Chair put forth by the Implementer Constituencies. The Board Chair shall have a casting vote.
- 44.1.2. Finance and Operational Performance Committee: comprised of five representatives put forth by the Donor Constituencies, five representatives put forth by the Implementer Constituencies, two non-voting representatives, one non-voting neutral Chair put forth by the Implementer Constituencies, and one non-voting neutral Vice-Chair put forth by the Donor Constituencies. The Board Vice-Chair shall have a casting vote.
- 44.1.3. Audit and Ethics Committee: comprised of four independently recruited experts with one acting as the Chair and three representatives from the Board with one act as the Vice-Chair, where independence shall be determined in accordance to the Audit and Ethics Committee Charter.
- 44.2. There will be no more than one member per constituency on any single committee. Only Committee Members will attend Committee meetings.
- 44.3. The Committee Chair and Vice-Chair can decide on additional participation to the Committee meeting but this will be limited to independent individuals who may have specific technical expertise required by the Committee to perform its work and in accordance with Section 46 of these Operating Procedures. The Committee Chair and Vice-Chair will take cost implications into account in issuing an invitation and shall limit participation to meetings at which the expertise is required. If the Committee Chair and Vice-Chair are unable to reach a consensus, the final determination shall belong to the Committee Chair, in consultation with the Coordinating Group.
- 44.4. There will be no open-ended invitations to constituencies to bring their own experts. There will be no observers permitted to attend Committee meetings.

## **K. COMMITTEE WORK METHODS**

### **45. Committee Processes**

- 45.1. 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.
- 45.2. The Committees will develop a work plan to reflect their mandate and distribute these to the Coordinating Group. These work plans will be updated as new tasks are assigned by the Board.
- 45.3. The Secretariat will conduct an induction of new Committee Members, and shall provide a manual outlining roles and functions of each Committee and Secretariat staff assigned to support them, and the expected responsibilities of Committee Members.
- 45.4. 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.
- 45.5. Committees will consult broadly on major policy issues and request and consider substantive comments from constituencies through the constituency's designated representatives. The Secretariat will establish a secure website for each committee to facilitate this consultation and to provide Board Members access to the working documents of all committees.
- 45.6. Each Committee will conduct an annual self-assessment (including meeting attendance, performance against plan, effectiveness) and discuss the results with the Coordinating Group. The formal role and scope of each Committee should be assessed by the Board after one year, and subsequently every two years, possibly at the time of renewal of Committee membership.
- 45.7. Committees shall decide, recommend and oversee matters in accordance with the authority delegated by the Board and outlined in each Committee's Charter.
- 45.8. 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.
- 45.9. Committees shall ensure that proposed papers, Decision Points and other documentation for the Board are reviewed by the Legal Counsel prior to submitting them to the Board for review or decision.
- 45.10. 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.

- 45.11. 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 19h00 of the evening before the relevant Committee session where the topic of the amendment shall be discussed. 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.
- 45.12. The Committee shall use best efforts to reach all decisions by consensus. If the Committee Chair believes there is a clear consensus, the Chair shall restate the decision and declare that the Committee has reached consensus and made a decision. If the Committee Chair believes the debate is too close to reach a consensus, the Committee Chair may decide it is appropriate to move that the matter be deferred until a later date. The Committee chair will use all practical efforts to achieve a consensus by encouraging amendments that meet the concerns of both sides of the debate. If all practical efforts by the Committee and Committee Chair have not led to consensus, any member of the Committee with voting privileges may call for a vote. In order to pass, motions require a two-thirds majority of those present with at least two affirmative votes from both: a) the Donor Voting Bloc; and b) the Implementer Voting Bloc.
- 45.13. The Committee may conduct business only when a majority of the 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.
- 45.14. The practice of Board consultations between Board Members, Committee Chairs and the Secretariat should be continued as a way to build cohesiveness and facilitate trust within and among constituencies and the Secretariat.
46. **Use of Independent External Experts by Committee**
- 46.1. The Committees may request the advice of independent external experts to assist them in their decisions. The Committee Chair and Vice-Chair, in conjunction with the Coordinating Group and Secretariat, will nominate independent external expert candidates to fulfill this advisory function. All independent external experts will be subject to the Global Fund's Policy on Ethics and Conflicts of Interest.
- 46.2. Input from an independent external expert or panel of independent external s 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.
- 46.3. 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.

46.4. Independence under this Section 46 of these Operating Procedures shall have the same meaning and application as the definition of independence in the Audit and Ethics Committee Charter except that the payment of compensation for the services provided shall be allowed.

47. **Inter-sessional Deliberations of the Committees**

47.1. The Committee Chair and Vice-Chair may conduct inter-sessional meetings in coordination with the Coordinating Group and Secretariat. All matters discussed at inter-sessional meetings shall be reflected in the minutes of each meeting and reported to the full Committee at its next meeting, and included in any report to the Board on the Committee meetings and actions.

47.2. The Committee Chair and Vice-Chair may establish advisory and other working groups to address matters that arise between sessions of the Committee. The Committee Chair and Vice-Chair notify the Coordinating Group of such plans and shall ensure the Committee approves the establishment of the advisory or working group with terms of reference and appropriate delegated authority in a Decision Point ratified in accordance to the voting procedures of 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. **Role of the Secretariat and Committees**

48.1. 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.

48.2. The Secretariat will appoint one qualified individual from the Secretariat for each Committee to be the Secretariat focal point.

48.3. The Secretariat's Committee focal point will be accountable on a long-term basis to the appointed Committee and will, for reasons of efficiency, coherence and continuity, provide secretarial assistance and support to the work of the Committees, attend the Committee meetings, and assist the Committee Chair and Vice-Chair in order to prepare, facilitate and coordinate the work plan and meetings of the Committee. The focal point will be subject to the guidance of the Committee Chair and Vice-Chair, and will be responsive to the tasks assigned to them by the Committee.

48.4. The Secretariat focal point 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.

49. **Miscellaneous**

49.1. Committee Members, and other covered individuals are required to adhere to the Global Fund's Policy on Ethics and Conflicts of Interest.

49.2. The Committee Chair and Vice-Chair, Committee Members, Alternate Members, experts or other invited Committee participants shall submit and update, on an annual basis, the Global Fund's Declaration of Interest Form to the Secretariat.

- 49.3. The Committee Chair and Vice-Chair, Committee Members, Alternate Members, experts or other invited Committee participants shall inform the Audit and Ethics Committee and the Ethics Official of the Global Fund immediately upon learning of any actual or potential conflict of interest, as defined in the Policy on Ethics and Conflicts of Interest, and measures to be taken to mitigate such actual or potential conflicts of interest including recusing themselves from any action or decision until instructed otherwise by the Audit and Ethics Committee in consultation with the Ethics Official.
- 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 Rules and Procedures will be resolved by the Committee Chair.

**ANNEX 1**

**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 role.
- 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 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 CONFLICT OF INTEREST**

- 2.1 Each individual serving in a Board role (defined as an individual serving as a Board Member or Alternate Member, Committee Member or Alternate Committee Member, Communications Focal Point, Board Chair or Board Vice-Chair, or Committee Chair or Committee Vice-Chair) shall remain engaged and diligent in the performance of their respective responsibilities.
- 2.2 While Board and Committee Members, including any relevant Alternate Member, represent their entire constituency, they have fiduciary responsibilities to act in the best interests of the Global Fund.
- 2.3 Each individual serving in a Board role will be subject to annual assessments by the relevant Board body in accordance with the Operating Procedures of the Board and Committees of the Global Fund, including the Board, Board Leadership, Committee Leadership or the Coordinating Group.

- 2.4 Where areas of potential concern arise from these assessments, the relevant Board body will discuss the issue with the constituency concerned, with a view to address the concern. Areas for concern may include issues related to routine absence at relevant Board or Committee meetings and deliberations, adherence to appropriate decision-making processes, or insufficient preparation and engagement toward Board or Committee matters.
- 2.5 Each individual serving in a Board role shall abide by the Global Fund’s Policy on Ethics and Conflicts of Interest, as amended from time to time (the “Ethics Policy”). Accordingly, each individual serving a Board role shall submit, and update on an annual basis, a signed Declaration of Interest Form as required under the Ethics Policy.
- 2.6 Additionally, all individuals serving in a Board role shall inform: (i) the Audit and Ethics Committee and (ii) the Ethics Official of the Global Fund immediately upon learning of any actual or potential conflict of interest, as defined in the Ethics Policy, and measures to be taken by the individual or constituency to mitigate such actual or potential conflicts of interest including refraining from participating in any action or decision until instructed otherwise by the Audit and Ethics Committee in consultation with the Ethics Official.

### **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 Board Members and Alternate Members	Responsibilities of Board Members and Alternate Members
<ul style="list-style-type: none"> <li>• Recognized leader in constituency with capacity and authority to represent the constituency.</li> <li>• An in-depth understanding of and personal commitment to the Global Fund principles, core values and mission.</li> <li>• An in-depth knowledge of the issues around HIV/AIDS, TB and malaria, international health and/or development, and development financing.</li> <li>• Experience of acting as a representative of a constituency in partnerships and governing bodies with an ability and capacity to network effectively and broadly.</li> <li>• A facilitative and consultative approach—diplomatic with policy and strategic skills.</li> <li>• Strong leadership and management skills gained in a multicultural environment.</li> <li>• High-level judgment in complex situations.</li> <li>• Acute analytical skills.</li> <li>• Ability to act as an ambassador/advocate and to represent this cause at a senior level.</li> <li>• Access to adequate staff support for the analysis, networking and consultation required to be an effective constituency representative.</li> <li>• Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone, fax, e-mail and mobile phone).</li> <li>• Ability to work in written and spoken English (additional languages a great advantage)<sup>3</sup>.</li> </ul>	<ul style="list-style-type: none"> <li>• Be available to commit 20 – 25% of full working time to the Global Fund including four to six weeks to attend meetings.</li> <li>• 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.</li> <li>• 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.</li> <li>• 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.</li> <li>• Communicate constituency views at Board meetings and report key issues back to the constituency after Board meetings.</li> <li>• Consult with constituency and vote on all necessary electronic Board decisions.</li> <li>• Act as an advocate on behalf of the Global Fund within the constituency and to external stakeholders.</li> <li>• Provide leadership and strategic vision for constituency.</li> <li>• Maintain a focus on issues of interest and importance to the constituency.</li> <li>• 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.</li> <li>• Act as the custodian of the constituency</li> </ul>

<sup>3</sup> English is the working language of the Global Fund. During Board meetings, interpretation is provided in all six United Nations languages, but documentation for meetings is provided in English only.

Key Competencies for Board Members and Alternate Members	Responsibilities of Board Members and Alternate Members
	<p>functioning rules as established (or self-determined) by constituencies including adherence to the constituency's conflicts of interest policy on selection.</p> <ul style="list-style-type: none"><li>• Participate in annual constituency self-evaluation process as part of Board good governance initiatives.</li></ul>

**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"> <li>• Recognized leader in constituency with capacity and authority to represent the constituency.</li> <li>• Experience of acting as a representative of a constituency in partnerships and governing bodies with an ability and capacity to network effectively and broadly.</li> <li>• An in-depth understanding of and personal commitment to the Global Fund principles, core values and mission.</li> <li>• An in-depth knowledge of the issues around HIV/AIDS, TB and malaria, international health and/or development, and development financing.</li> <li>• Considerable experience of contact management, with relevant information technology skills.</li> <li>• Access to adequate staff support for the analysis, networking and consultation required to be an effective constituency representative.</li> <li>• Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone, fax, e-mail and mobile phone).</li> <li>• Excellent communication skills and networking skills.</li> <li>• A facilitative and consultative approach.</li> <li>• Have the ability to work in written and spoken English as well as languages relevant to the constituency (additional languages a great advantage)<sup>1</sup>.</li> </ul>	<ul style="list-style-type: none"> <li>• Be available to commit 20 – 25% of full working time to the Global Fund including four to six weeks to attend meetings.</li> <li>• 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.</li> <li>• 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.</li> <li>• Ensure that all communications from the Global Fund Board and Secretariat are distributed to all contacts within the constituency.</li> <li>• 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.</li> <li>• 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.</li> <li>• Provide support to the Board Member and Alternate Member as necessary.</li> <li>• Identify key issues for discussion and positioning, in coordination with the Board Member and Alternate.</li> </ul>

<sup>1</sup> English is the working language of the Global Fund. During Board meetings, interpretation is provided in all six United Nations languages. Documentation for Board and Committee meetings is provided in English as the official language. The Secretariat makes reasonable efforts to translate key documents into other languages.

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

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

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

**Table 3.B – Expected Minimum Key Competencies and Responsibilities of Members of each of the Standing Committees of the Board**

Key Competencies of Strategy, Investment and Impact Committee Members	Key Competencies of Finance and Operational Performance Committee Members	Key Competencies of Audit and Ethics Committee Members
<ul style="list-style-type: none"> <li>• Understanding of and experience in the preparation, implementation and evaluation of strategic policies.</li> <li>• Experience in the preparation, implementation and evaluation of investment and funding policies and criteria.</li> <li>• Capacity and experience in conducting financial due diligence in public- or private-sector environments.</li> <li>• Understanding of and experience in the analysis and evaluation of health, medical, scientific and epidemiological statistics, data and research.</li> <li>• Academic and professional qualifications or certifications in the fields relevant to the work of the Committee including finance, medicine, epidemiology, pharmacology or public policy.</li> </ul>	<ul style="list-style-type: none"> <li>• Experience in the banking, accounting and financial sectors.</li> <li>• Experience in preparing, auditing, analyzing or evaluating financial statements.</li> <li>• 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.</li> <li>• Designed, implemented or executed fundraising strategies for public- and private-sector donors.</li> <li>• Experience in managing human resource strategies, policies and procedures.</li> <li>• Academic and professional qualifications or certifications in the field of accounting, business, finance or management.</li> </ul>	<ul style="list-style-type: none"> <li>• At least one voting member with financial audit experience.</li> <li>• At least one voting member with forensic investigation experience.</li> <li>• At least one voting member with legal and dispute resolution experience.</li> <li>• At least one voting member with academic qualifications or demonstrated professional experience in the field of ethics.</li> <li>• Previous responsibility or oversight in regard to financial audits and/or forensic investigations of financial expenses, legal, internal controls, ethics or other oversight duties.</li> <li>• May not hold any position or engage in any transaction, activity or relationship that may create a financial or other interest that, if disclosed, could create the perception that such interest could influence actions related to Committee matters.</li> </ul>

**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"> <li>• An in-depth understanding of and personal commitment to the Global Fund principles, core values, mission, operations and governance mechanisms.</li> <li>• An in-depth knowledge of the issues around HIV/AIDS, tuberculosis and malaria, international health and/or development, operations, governance or strategy.</li> <li>• Experience acting as a representative and leader in partnerships and large governing bodies with an ability and capacity to network effectively and broadly.</li> <li>• Knowledge and experience in corporate governance mechanisms of large organizations.</li> <li>• A facilitative and consultative approach—diplomatic with policy and strategic skills.</li> <li>• Strong leadership and management skills gained in a multicultural/multi-stakeholder environment.</li> <li>• High-level judgment in complex situations.</li> <li>• Acute analytical skills.</li> <li>• Ability to act as an ambassador/advocate and to represent the Global Fund at a senior level.</li> <li>• Access to adequate staff support for the analysis, networking and consultation required to be an effective constituency representative.</li> <li>• Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone,</li> </ul>	<ul style="list-style-type: none"> <li>• Be available to commit 25 – 50% of full working time to the Global Fund including four to six weeks to attend meetings.</li> <li>• Collaborate with the Secretariat to set agendas for Board meetings.</li> <li>• 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.</li> <li>• Encourage active and effective contributions by all members of the Board.</li> <li>• Communicate with Board Members and Committee Leadership during inter-sessional meetings, teleconferences or other virtual means of communication.</li> <li>• Identify and select appropriate candidates nominated by the constituencies to act as the Chair and Vice-Chair of each Board Committee.</li> <li>• Recommend to the Board, as part of the Coordinating Group, the membership of the Board Committees.</li> <li>• Act as an advocate and principal spokesperson on behalf of the Global Fund with Board Members, constituencies and to external stakeholders.</li> <li>• Ensure that the performance of the Executive Director and Inspector General is conducted each year in accordance with a transparent, best practice methodology.</li> </ul>

Key Competencies for the Board Leadership	Key Responsibilities of the Board Leadership
<p>fax, e-mail and mobile phone).</p> <ul style="list-style-type: none"><li>• Ability to work in written and spoken English (additional languages a great advantage)<sup>2</sup>.</li></ul>	<ul style="list-style-type: none"><li>• 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.</li></ul>

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<sup>2</sup> English is the working language of the Global Fund. During Board meetings, interpretation is provided in all six United Nations languages. Documentation for Board and Committee meetings is provided in English as the official language. The Secretariat makes reasonable efforts to translate key documents into other languages.

**Table 5 – Key Competencies and Responsibilities of Committee Leadership**

Key Competencies for Committee Leadership	Key Responsibilities for Committee Leadership
<ul style="list-style-type: none"> <li>• 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).</li> <li>• An in-depth understanding of and personal commitment to the Global Fund principles, core values and mission.</li> <li>• An in-depth knowledge of the issues around HIV/AIDS, tuberculosis and malaria, international health and/or development, operations, governance or strategy.</li> <li>• Experience of acting as a representative of a constituency in partnerships and governing bodies with an ability and capacity to network effectively and broadly.</li> <li>• A facilitative and consultative approach—diplomatic with policy and strategic skills.</li> <li>• Strong leadership and management skills gained in a multicultural/multi-stakeholder environment.</li> <li>• High-level judgment in complex situations.</li> <li>• Acute analytical skills.</li> <li>• Access to adequate staff support for the analysis, networking and consultation required to be an effective constituency representative.</li> <li>• Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone, fax, e-mail and mobile phone).</li> </ul>	<ul style="list-style-type: none"> <li>• Be available to commit 25 – 35% of full working time to the Global Fund including four to six weeks to attend meetings.</li> <li>• Attend all Board and Committee meetings.</li> <li>• Chair all Committee 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.</li> <li>• Facilitate active and effective contributions by all members of the Committee.</li> <li>• Participate actively with the Coordinating Group including communicating Committee’s decisions, recommendations and oversight activities.</li> <li>• Maintain inter-sessional communication with the Coordinating Group and members of the Committee.</li> <li>• Collaborate with the Secretariat to develop annual and meeting agendas for the Committee.</li> <li>• Ensure appropriate delegation of responsibilities between the Committee and the Secretariat.</li> <li>• Conduct annual self-assessment and report on governance effectiveness.</li> <li>• Identify areas of need for the Committee to enhance the effective performance of its functions.</li> </ul>