

Code of Conduct for Governance Officials¹

June 2020

Governing the Global Fund towards the end of the HIV/AIDS, Tuberculosis and Malaria epidemics

Vision

Governance Officials are charged with steering the Global Fund towards its Vision:

A world free of the burden of AIDS, TB and Malaria with better health for all

Mission

To attract, leverage and invest additional resources to end the epidemics of HIV, tuberculosis and malaria and to support attainment of the Sustainable Development Goals.

As an organization investing the world's money to accelerate the end of HIV/AIDS, tuberculosis and malaria as epidemics by 2030, the Global Fund contributes to the achievement of the United Nations Sustainable Development Goals (SDGs), in particular, SDG3, Ensure Healthy Lives and Promote Well-Being for All at All Ages. The Global Fund expects Governance Officials to guide the organization towards its goal in a manner that is consistent with achieving the SDGs.

Principles and Values

Ethical conduct is a hallmark of the Global Fund and applies to all those involved in its operations and governance. To achieve our Vision it is of utmost importance that Governance Officials act in the best interest of the Global Fund and abide by the organization's core ethical values when exercising their governance and oversight duties over Global Fund programs and activities. As the primary representatives of the Global Fund, Governance Officials must set an example for others and exemplify the Global Fund's Principles and Values.

This Code of Conduct for Governance Officials (the "Code") reflects the core ethical values of the Global Fund as provided by its [Ethics and Integrity Framework](#), the principles reflected in the [Policy to Combat Fraud and Corruption](#) and the Policy on Conflict of Interest.

Global Fund principles	Global Fund ethical values
Partnership Country ownership Performance-based funding Transparency	Duty of care Accountability Integrity Dignity and respect

¹ As adopted at the 33rd Global Fund Board meeting, 31 March-1 April 2015 (GF/B33/DP10) and amended by the Global Fund Board at the 43rd Board Meeting on 15 May 2020 (GF/B43/EDP05).

This Code of Conduct (the “Code”) applies to members of the Global Fund Board, Alternates, Focal Points, members of constituency delegations in connection with their Global Fund activities, members of any committee, taskforce, the Technical Review Panel (TRP), the Technical Evaluation Reference Group (TERG), or any other advisory or affiliate body of the Global Fund Board (together, “Governance Officials”). This Code provides requirements that Governance Officials must abide by, as well as expectations they are encouraged to meet in the course of their official roles, duties and functions at the Global Fund.

Everyone should lead by example, but the Board and Committees are particularly visible because of their strategic management and institutional oversight responsibilities. As such, Board and Committee leaders are responsible for ensuring their respective bodies maintain the highest standards of integrity and ethical behaviour.

The Board’s main responsibility is to provide clear strategic guidance and oversight to the Global Fund. As provided by the Global Fund Bylaws, Board Members’ core functions include:

- Strategy development;
- Governance oversight;
- Commitment of financial resources;
- Assessment of organizational performance;
- Risk management;
- Partnership engagement, resource mobilization and advocacy.

Integrity, ethical conduct and objectivity must also drive the behaviour of members of the TERG and the TRP, which provide an independent evaluation of the Global Fund investments, impact, and funding requests and serve as advisory bodies to the Board.

Duty of Care

Acting in the interest of the Global Fund

The duty of care towards those impacted by the three diseases is a critical part of the fiduciary responsibility of Governance Officials towards the Global Fund. Governance Officials must inform themselves of all material facts, policies and processes before making a decision, and give the matter due deliberation. Governance Officials have a duty to perform their functions in good faith to the best of their ability.

Safeguarding the reputation of the Global Fund

The behavior of Governance Officials impacts the reputation of the Global Fund whether they act in their capacity as Governance Officials or in their other professional duties. They are expected to act as role models and in a way that safeguards the reputation of the Global Fund.

Appropriate use of Global Fund resources

Governance Officials are stewards of Global Fund resources and must fulfil their duties in a way that promotes accountability over their use by all those involved in programs and activities financed by the Global Fund.

Expectations

Governance Officials should:

- Discharge all their professional duties with diligence and efficiency, to the best of their abilities, to enhance public trust in the Global Fund;
- Be well-aware of the activities and operations of the Global Fund, and understand the Global Fund strategy, policies and core values to make an informed judgment on Global Fund affairs;
- Develop a shared understanding of risks, including financial, programmatic and reputational risks, and how they should be managed;
- Promote robust, fair and transparent decision-making;
- As appropriate, consider relevant evidence and the views of our broad stakeholder community in decision-making.

Requirements

Governance Officials must:

- Make their decisions in good faith, based on a due process which is fair, balanced and relies on relevant key facts;
- Diligently prioritize and manage risks that could potentially affect the Global Fund as well as its programs and activities, including financial, programmatic and reputational risks;
- Attend all meetings which they are required to attend, unless exceptional circumstances make attendance impractical;
- Protect and preserve the property, assets and resources of the Global Fund, and use these appropriately;
- Be responsive to guidance and advice provided by advisory bodies;
- Not use social or other media irresponsibly or in a way that may unduly harm the reputation of the Global Fund and breach their confidentiality obligations; and
- Avoid misrepresenting or releasing inaccurate data relating to the Global Fund or its programs.

Accountability

Duty of loyalty while reporting to constituencies

Governance Officials' primary duty of loyalty is to the Global Fund while reporting to constituencies on the performance of the organization. Governance Officials are expected to act with an understanding that the Global Fund's direction is shaped by incorporating and balancing varying constituency interests while ensuring its resources are maximised for the benefit of people and communities affected by HIV/AIDS, tuberculosis and malaria.

Providing objective advice on programs and activities

Members of advisory bodies provide sound, independent and objective advice to the Global Fund with a view to strengthening the strategic orientations and decision-making underlying Global Fund activities. Members of advisory bodies are accountable to their oversight Committee and to the Board. Members of advisory bodies are selected and serve in their individual capacities, and do not represent the interests of Constituencies or institutions.

Expectations

Governance Officials should respect the outcomes of Board decisions on the prioritization of Global Fund resources, including those that might be to the detriment of their constituency or country of citizenship or residence.

Governance Officials should promote compliance with policies and procedures of the Global Fund as well applicable international and national law, provided these are not discriminatory or do not undermine access to health goods and services, both within the organization as well as for recipients, suppliers, contractors and other third parties.

Members of advisory bodies should keep up to date with relevant research and evidence related to programs and activities financed by the Global Fund.

Requirements

Governance Officials must:

- Always act in the best interest of the Global Fund and of people and communities affected by HIV/AIDS, tuberculosis and malaria while being accountable to constituencies on the performance of the organization;
- Not overstep their role or their duties and responsibilities conferred upon them;
- Request information from the Secretariat on matters within their remit for strategic oversight through the appropriate channels;
- Report to constituencies promptly and completely on such matters;
- Share relevant documents within their constituency and delegation to achieve better-informed decision-making, except for documents identified as confidential; and
- Comply with restrictions around confidential or sensitive documents or deliberations, as established by Board or Committee Leadership.

Members of advisory bodies must:

- Provide unbiased and evidence-based assessment and advice on the programs and activities financed by the Global Fund and adhere to their Terms of Reference (TORs).

Integrity

Working with integrity requires transparency, impartiality, fairness and truthfulness. As part of this responsibility, all Governance Officials are required to safeguard the interests of the Global Fund and people and communities affected by HIV/AIDS, tuberculosis and malaria, act without bias and demonstrate full transparency regarding any private interests that could give rise to actual, perceived or potential conflicts of interest.

Preventing Conflicts of Interests

Conflict of interest issues often depend on the context and require an analysis of a variety of factors. The Global Fund Policy on Conflict of Interest defines a conflict of interest as

“Covered Parties have a conflict of interest when, by act or omission, a Covered Party’s Private Interests, or those of an associated person or associated institution, interfere with the performance of his or her official power, role, duty or function with respect to a Covered Activity, or with the integrity, independence and impartiality required of this person’s role or position.”

Governance Officials must comply with the standards provided by the Policy on Conflict of Interest and other procedures of particular advisory bodies (e.g. TRP or TERG), including raising any conflict of interest as soon as they arise. Governance Officials should seek advice from the Ethics Office in relation to issues of compliance with this code, including where private interests and constituency requirements may interfere with the interests of the Global Fund.

For greater clarity, a Governance Official’s advocacy for policy changes to benefit specific populations or on human rights issues does not raise a conflict of interest if done (i) without private interests at stake; and (ii) in a way that respects the Global Fund’s principles, ethical values and best interests.

Refraining from engaging in prohibited practices

Fraud and corruption undermine the efforts financed by the Global Fund to accelerate the end of HIV/AIDS, tuberculosis and malaria as epidemics. The [Policy to Combat Fraud and Corruption](#) defines prohibited practices that governance officials must avoid engaging in at all times.

Expectations

Governance Officials should:

- Take necessary measures not only in response to situations where actual or potential conflicts of interests may arise, but also in situations where the perceptions of conflict of interest can arise;
- Promote compliance with applicable laws, policies and good governance practices in the conduct of programs and activities financed by the Global Fund, provided they do not undermine equal access to treatment;
- Be transparent about those seeking to influence them, including through lobbying practices, by seeking advice and making appropriate disclosures.

Requirements

Governance Officials must:

- Comply with the Policy on Conflict of Interest, including:
 - Being fully transparent about their private interests, as defined by the Policy and its implementing protocols and procedures;
 - Refraining from exerting undue influence on Global Fund staff;
 - Refraining from offering or accepting gifts, other than those of nominal value, that could give rise to a conflict of interest;
 - Refraining from abusing their official roles, duties and functions;
 - Refraining from providing preferential or unfair treatment;
- Comply with the Global Fund’s rules and regulations on travel and expenses, including remuneration, allowance and expense standards

- Comply with the [Policy to Combat Fraud and Corruption](#), including refraining from engaging in the following Prohibited Practices:
 - Corrupt practices;
 - Fraudulent practices;
 - Coercive practices;
 - Collusive practices;
 - Abusive practices;
 - Obstructive practices;
 - Retaliation;
 - Financing terrorism and engaging in money laundering.
- Inform the Ethics Office, or other authority as defined by the Policy and its implementing protocols and procedures, of any events that could possibly give rise to an actual, potential or perceived conflict of interest;
- Comply with mitigating actions determined by the Ethics Office, the Ethics and Governance Committee (the “EGC”) or other relevant authorities (e.g. TRP and TERG leadership);
- Seek authorization from the Ethics Office to participate in the consideration of a funding request submitted by the CCM of their country of citizenship or residency, or in decisions through which their country of citizenship or residency may receive a direct financial benefit;
- Refrain from unduly taking advantage of the reputation of the Global Fund to further their private interests or those of associated persons or associated institutions or, where applicable, their political or professional careers;
- Ensure that any political activities they engage in do not interfere with their official duties as Governance Officials.

Trust is central to an effective Board

Trust amongst members of boards of directors is central to effective governance. It is particularly important in demographically and culturally diverse settings. Trust does not come instantly with the badge of board member - it is built up over time through multiple interactions. Equally, it can be shattered by one or two inappropriate statements or actions.

Experts suggest a number of behaviors to build and maintain trust:

- **Clarity:** Be crystal clear on the organization’s mission, purpose, expectations and priorities.
- **Compassion:** Demonstrate care beyond yourself. Treat others with the concern and kindness you would like them to show toward you. Assume positive intent on the part of those with whom you are working, rather than attributing negative motivations or intentions.
- **Character:** Always chose to do what is right ahead of what is easy. Consistently.
- **Contribution:** Deliver the results that you have promised.
- **Communication:** Practice democracy of time in meetings. Refrain from monopolizing conversation and encourage participation from all present.
- **Competency:** Stay fresh, relevant and capable. Be teachable and a forever learner. An arrogant and “been-there-done-that” attitude holds you back from developing and compromises others’ confidence in you.
- **Connection:** Be someone who people want to follow and be around. Build connections with people through informal meetings and conversations, and by asking questions, listening, and showing gratitude.
- **Commitment:** Stand strong through adversity. Make sacrifices for the greater good.
- **Consistency:** Little things, done consistently, make a big difference. Consistently do the small but most important things first. This could include bilateral meetings and conversations with other Board Members.

With acknowledgment to: Horsager, David (2012). “You can’t be a great leader without trust – here is how you build it”

Dignity and Respect

Governance Officials have a duty to treat people and communities affected by HIV/AIDS, tuberculosis and malaria with dignity and respect and promote human rights. They must also respect the dignity of Global Fund staff, other Governance Officials and partners.

Zero tolerance for discrimination, bullying and harassment, including sexual harassment

Governance Officials should use their monitoring, evaluation and oversight roles to ensure programs financed by the Global Fund do not contribute to discriminatory treatment or violation of human rights. Governance Officials must therefore always consider the dignity, respect and self-empowerment of those affected by the diseases.

Bullying and harassment, including sexual harassment and other abuses of power, can lead to toxic work environments. Bullying and harassment severely impede the performance of the Global Fund and may cause severe reputational harm to the Global Fund and its partners. Working conditions based on mutual respect have become the norm in successful organizations. Governance Officials should exercise their monitoring, evaluation and oversight roles to achieve such working conditions across Global Fund activities and operations.

Allowing for difficult conversations

Constituencies may have conflicting interests that Board members must convey at Board meetings. All Board members should acknowledge such potentially conflicting interests and work together in a respectful manner to resolve disagreements based on consensus. Board decisions are expected to take into account the different views and perspectives of all constituencies and provide all constituencies an opportunity to be part of decisions.

Expectations

Governance Officials should:

- Show understanding of varied cultures, beliefs and backgrounds in the exercise of their powers, duties and functions, whilst complying with the Global Fund's codes of conduct and policies;
- Value and leverage diverse perspectives with a view to making consensual decisions;
- As part of their advisory and oversight role, ensure the Global Fund has a working environment based on mutual respect and openness, and;
- Seek to ensure that the programs financed by the Global Fund are implemented to promote the right to health. This includes the dignity, respect and empowerment of people and communities affected by HIV/AIDS, tuberculosis and malaria.

Requirements

Governance Officials must:

- Never engage in bullying, harassment, sexual harassment, or other abuses of their power.
- Act on the basis of equity and non-discrimination when engaging with organizations and individuals across Global Fund operations;
- Practice and promote respectful deliberations, decision-making and social interaction in all Global Fund settings;
- Treat fellow Governance Officials, Global Fund Secretariat staff and OIG staff with courtesy and respect, without harassment, sexual harassment, physical or verbal abuse, and not exert undue influence on their activities;
- Not intimidate or exert undue pressure on Secretariat or OIG staff, implementing partners or other Governance Officials to influence strategy or policy development;
- Not engage in behaviours that would create a reputational risk for the Global Fund.

Implementation and Enforcement

Authority and Responsibilities

The primary responsibility for complying with this Code lies with each Governance Official. The EGC has the authority to oversee implementation and enforcement of this Code, with the support of the Ethics Officer in accordance with their Terms of Reference. The Ethics Office undertakes preliminary assessment of potential ethical and integrity-related misconduct by Global Fund Governance Officials.

Addressing issues and breaches of this Code and other integrity policies

Experiencing an actual, perceived or potential conflict of interest does not constitute ethical misconduct, provided it is disclosed promptly on becoming aware. However, if on inquiry, the Ethics Office or the EGC determine that Governance Officials have not followed the procedures for disclosing and managing a potential, perceived or actual conflict of interest, Governance Officials may be deemed to have breached this Code and the Policy on Conflict of Interest.

General advice. Should Governance Officials require guidance regarding potential, perceived or actual conflicts of interest or other ethical dilemmas, they should seek advice from the Ethics Office or other authority as defined by the Policy on Conflict of Interest and its implementing protocols and procedures.

Conflict of interest and ethical issues. The Ethics Office has the responsibility to undertake preliminary assessment of potential ethical and integrity-related misconduct by Global Fund Governance Officials, determine if breaches to this Code or to the Policy on Conflict of Interest have occurred and advise the Committee on conflict of interest or other ethical issues, as provided by the Policy on Conflict of Interest. The Ethics Office also supports the response to potential ethical misconduct involving Governance Officials.

Complex issues. The Ethics Office will refer conflicts of interest or other ethical issues they deem to be complex or sensitive, including those related to Board, Committee or advisory body leadership, to the EGC. The EGC will then decide on the matter.

Prohibited practices. If Governance Officials allegedly engage in prohibited practices as defined by the Global Fund [Policy to Combat Fraud and Corruption](#), the OIG will be responsible for conducting the investigation. The Ethics Office will refer any corruption and fraud allegations or assessment findings to the OIG.

Recusal. Should the conflict of interest or ethical issue referred to the EGC relate to a member of the EGC, including Committee Leadership, the concerned individual will recuse him/herself from the EGC deliberations and decision on the matter.

Due process. The assessment of potential ethical misconduct will reflect due process as defined by the EGC and will be fair, balanced, based on relevant facts and conducted on a strictly confidential basis.

Decision. The decision will be communicated to the concerned Governance Official and any other Global Fund official(s) whose involvement is necessary to implement the decision.

Reporting potential breaches of this Code or other integrity policies

Governance Officials must immediately disclose suspected or observed misconduct to the Global Fund or seek guidance from the Ethics Office, as appropriate.

Disclosing misconduct. Governance Officials concerned by potential breaches to this Code or other Global Fund integrity policies must bring the matter to the attention of the Global Fund, either

through the EGC, the Ethics Office, the OIG, or otherwise in accordance with the [Whistleblowing Policy and Procedures of the Global Fund](#).

Discretion. Governance Officials must raise concerns about specific individuals in accordance with this Code and the [Whistleblowing Policy and Procedures](#), and avoid discussing such concerns openly.

Zero tolerance of reprisals. The Global Fund will not tolerate any retaliation against anyone that in good faith, conveys or transmits a concern, allegation or information under this Code by any person. Knowingly reporting false information is contrary to this Code, and individuals who do so may be sanctioned accordingly.

[Potential Consequences of Ethical Misconduct](#)

If Governance Officials act in a way that is not consistent with the expectations and requirements of this Code, the Global Fund will address the matter. Remedial actions will be determined according to a proportionate, precedent-based approach, and may include the following:

- **Formal Reprimand.** A reprimand in the form of an official letter to the concerned Governance Official and his/her constituency.
- **Conditional Removal.** Removal from Global Fund governance operations, at both the Board, Committee and advisory body level, until certain conditions are satisfied.
- **Indefinite Removal.** Permanent removal from Global Fund governance operations, at the Board, Committee and advisory body level.

The remedial action imposed by the Global Fund is established by the EGC, in consultation with the Ethics Office.

The EGC may suspend Governance Officials from their official roles, duties and functions at the Global Fund during an investigation in relation with their behavior, when circumstances warrant.

[Accountability to the Board](#)

The Board will receive, as part of the annual opinion provided by the Ethics Office, a regular update on the implementation of this Code and key lessons learned.

A Framework for Ethics in Decision-making

Sometimes rules and numbers aren't enough to help you make a decision. An ethical dilemma means trying to decide between more than one 'right' answer, often between competing ethical values, principles or interests. The guidance below may help you to consult effectively and strengthen your decision-making in these challenging situations.

1. Get the **facts**:
 - What data, facts and evidence do I need to evaluate this dilemma? Can I get more or better information in the time available?
2. Consider the **stakeholders**:
 - Who are the stakeholders and constituencies, how will they be impacted, and what is the significance of their interests?
3. Identify the **ethical issues and tensions** involved:
 - Duty of care, inequality, autonomy, harm vs. benefits, individual honesty and respect, etc.
4. Identify the **compliance** requirements:
 - Consider Global Fund Policies, Board Decisions, Codes of Conduct, laws and other precedents
 - Who is authorised to make this decision?
5. Develop **options** and carefully consider **consequences**. Which outcome:
 - Produces the best balance of benefits over harms in the short, medium and long term (*Utility*)?
 - Enables fair participation in decision-making, and fair distribution of benefits and burdens (*Justice*)?
 - Best respects *individual rights*, including protection of vulnerable individuals from stigma?
6. **Decide, implement and reflect**:
 - Implement the decision and learn from it
 - Revisit decisions when new information or evidence warrants doing so
 - Consider *communication*: how the decision will be 'framed' and justified with sound arguments?