

Electronic Report to the Board

Appointment of the Chairs and Vice-Chairs of the Standing Committees

GF/B34/ER10
Board Decision

PURPOSE: This report provides for Board approval, the Board Chair and Board Vice-Chair's recommended candidates to serve as neutral, non-voting Chairs and Vice-Chairs of the three Standing Committees of the Board.

1. GF/B34/EDP14: Appointment of the Chairs and Vice-Chairs of the Standing Committees of the Board.

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I. Decision Point

1. Based on the rationale described below, the following electronic decision point is recommended to the Board:

Decision Point GF/B34/EDP14: Appointment of the Chairs and Vice-Chairs of the Standing Committees of the Board

1. The Board approves the appointment of:

- a. Greg J. Ferrante as Chair of the Audit and Finance Committee;***
- b. Beatrijs Stickers as Vice-Chair of the Audit and Finance Committee;***
- c. Mohamed Salah Ben Ammar as Chair of the Ethics and Governance Committee;***
- d. Jan Paehler as Vice-Chair of the Ethics and Governance Committee;***
- e. Dorothee Kinde-Gazard as Chair of the Strategy Committee;***
and
- f. Julia Martin as Vice-Chair of the Strategy Committee.***

2. The Board notes each Committee Chair and Vice-Chair appointed under this decision point shall begin their term on 1 May 2016 and serve for two years or until the appointment of their successor.

2. In January 2016, the Board endorsed the establishment of the enhanced governance structures of the Global Fund formed by five bodies: the Board, the Coordinating Group and three new Standing Committees of the Board.

3. The three new Standing Committees of the Board are as follows:

- i. The Audit and Finance Committee (the “AFC”);
- ii. The Ethics and Governance Committee (the “EGC”); and
- iii. The Strategy Committee (the “SC”).

4. As such, from the conclusion of the 35th Board Meeting in April 2016 the new Standing Committees of the Board will replace the Strategy Investment and Impact Committee (“SIIC”), the Finance and Operational Performance Committee (“FOPC”) and the Audit and Ethics Committee (“AEC”).

5. In accordance with the Charters of the AFC, EGC and SC as well as the Operating Procedure of the Board and Committees, the Board Leadership requested the voting constituencies of the Board to submit nominations for Committee Chairs and Vice-Chairs (“Committee Leadership”) based on the skills, experience and competencies required to fulfil the mandate of each Standing Committee.

6. Following a robust nomination and selection process, the Board Leadership recommends the list of constituency-nominated candidates outlined in the decision point above to serve as neutral, non-voting Chairs and Vice-Chairs of the AFC, EGC and SC for a two-year term or until the appointment of their successors, starting from 1 May 2016.

7. As part of induction and handover arrangements for Committee Chairs and Vice-Chairs, the appointed candidates will participate, as observers, in the next and final round of SIIC, FOPC and AEC in-person meetings planned for 8-10 March 2016.

II. Relevant Past Decisions

Relevant past Decision Point	Summary and Impact
GF/B34/EDP07: Enhanced Governance Structures¹	<p>On 28 January 2016 the Board approved the enhanced governance structures of the Global Fund formed by five bodies: the Board, the Coordinating Group and three new Standing Committees of the Board (i.e., the SC, AFC and EGC). The new Standing Committees of the Board replace the SIIC, FOPC and AEC whose terms are arriving to an end.</p> <p>Following this Board decision, and in anticipation for the handover between Committee Leaderships, on 29 January the Board Leadership launched a call for nominations for neutral, non-voting Committee Chairs and Vice-Chairs according to the new Committee Charters and the Operating Procedure of the Board and Committees.</p>
GF/B30/DP08: Appointment of Committee Leaderships²	<p>On 8 November 2013 the Board approved the appointment of new neutral, non-voting SIIC and FOPC Chairs and Vice-Chairs. A new AEC Vice-Chair was also appointed. All these Committee Leadership roles were filled in with nominations submitted by voting constituencies of the Board, according to the respective Committee Charters and were appointed to serve two-year terms or until the appointment of their successors. The decision point presented in this electronic report appoints successors for the current Committee Leaderships.</p>
GF/B31/DP13: Appointment of Audit and Ethics Committee Members³	<p>On 7 March 2014 the Board approved the appointment of five of the total eight current members of the AEC including its independent Chair. The decision point presented in this electronic report appoints a successor for this Committee Leadership role</p>

¹ GF/B34/EDP07: Approval of the Enhanced Governance Structure
<http://www.theglobalfund.org/Knowledge/Decisions/GF/B34/EDP07/>

² GF/B30/EDP08: Appointment of Committee Leadership
<http://www.theglobalfund.org/Knowledge/Decisions/GF/B30/DP08/>

³ GF/B31/DP13: Appointment of Audit and Ethics Committee Members
<http://www.theglobalfund.org/Knowledge/Decisions/GF/B31/DP13/>

III. Background

8. At the 30th Board Meeting in November 2014, the Board appointed five individuals as neutral, non-voting Chairs and Vice-Chairs of the FOPC, SIIC and Vice-Chair of the AEC for a two-year term or until the appointment of their successors, starting from 1 March 2014. The independent Chair of the AEC was re-appointed in March 2014 to serve a coinciding term.

9. In January 2016, the Board endorsed the establishment of the enhanced governance structures which led to the replacement of the FOPC, SIIC and AEC by three new Standing Committees of the Board, namely, the AFC, EGC and SC. In accordance with the Charters of the AFC, SC and EGC and the Operating Procedures of the Board and Committees, the Board Leadership requested the voting constituencies to submit nominations for the six vacant Committee Leadership roles based on the skills, experience and competencies required to fulfil the mandate of each Standing Committee, and the roles of Committee Chair and Vice-Chair.

10. The appointment of the six incoming Committee Chairs and Vice-Chairs is based on the nominations received from the twenty voting constituencies of the Board, and on the basis of the selection process made by the Board Leadership. In line with the rotation principle for Committee Chair and Vice-Chair roles outlined in the Charters of the new Standing Committees, between terms as well as between the SC and AFC, nominations for the different roles were requested as follows:

Table 1: Committee Leadership positions open to Board constituency groups

Committee	Leadership Role and the Constituencies Eligible to Nominate Candidates
Audit and Finance Committee	<u>Chair</u> : constituencies from the donor group <u>Vice-Chair</u> : constituencies from the implementer group
Ethics and Governance Committee	<u>Chair</u> : constituencies from the implementer group <u>Vice-Chair</u> : constituencies from the donor group
Strategy Committee	<u>Chair</u> : constituencies from the implementer group <u>Vice-Chair</u> : constituencies from the donor group

11. When assessing individual nominations, the Board Leadership has taken into account the factors outlined below in accordance with the Operating Procedures:

- i. how each nominee’s skills and experience match the mandate of the relevant Committee, according to its Charter; and whether they could fulfil the responsibilities of Committee Leadership according to the Board and Committee Member Roles and Responsibilities; and
- ii. balanced representation among Board constituencies and voting groups.

IV. Nomination and selection process

12. On 29 January 2016, the Board Leadership launched the call for nominations for Committee Leadership roles of the AFC, EGC and SC, to be submitted following an open and transparent process agreed within each constituency Table 2 presents the number of nominations per roles submitted by the extended deadline of 12 February 2016:

Table 2: Total number of nominations received for each Committee Leadership Role

Committee	Role	Total number of nominations received
Audit and Finance Committee	Chair	2
	Vice-Chair	2
Ethics and Governance Committee	Chair	5
	Vice-Chair	3
Strategy Committee	Chair	6
	Vice-Chair	4

13. A preliminary review of the supporting documentation for nominations was conducted by the Transitional Governance Committee (“TGC”), in line with its mandate, to ensure that each candidate’s profile met the core competencies matched against a) the relevant Committee Charter, and b) key responsibilities for Committee Leadership roles outlined in the Operating Procedures. All nominees were also requested to submit a Declaration of Interest to the Ethics Official to address any potential ethics or conflicts of interest issues.

14. Then, as stated in paragraph 11, the Board Leadership reviewed all the nominations submitted by constituencies taking into consideration the input provided by the Ethics Officer and the TGC. In addition to individual skills and past relevant experience, the Board Leadership also considered the Chair and Vice-Chair pairs, as a team, to deliver the mandate of the relevant Standing Committee.

15. As a last step in the selection process, the Board Leadership consulted with other members of the Coordinating Group to provide final input on the six shortlisted candidates. Table 3 sets out the shortlisted candidates recommended by the Board Leadership to the full Board for approval.

Table 3: shortlisted candidates for incoming Committee Chairs and Vice-Chairs and their respective nominating constituencies

Committee	Role	Name	Constituency / Group
Audit and Finance Committee	Chair	<i>Greg J. Ferrante</i>	Private Foundations (Donor)
	Vice-Chair	<i>Beatrijs Stickers</i>	Developed Country NGOs (Implementer)
Ethics and Governance Committee	Chair	<i>Mohamed Salah Ben Ammar</i>	Eastern Mediterranean Region. (Implementer)
	Vice-Chair	<i>Jan Paehler</i>	European Commission (Donor)
Strategy Committee	Chair	<i>Dorothee Kinde-Gazard</i>	West and Central Africa (Implementer)
	Vice-Chair	<i>Julia Martin</i>	USA (Donor)

16. As such, based on the process outlined above and the decision point in section I in this report, the Board Leadership presents to the Board the constituency-nominated individuals listed in Table 3 for appointment to serve as neutral, non-voting Chairs and Vice-Chairs of the Standing Committees of the Board. Based on the ongoing work of the SIIC, FOPC and AEC as well as Board priorities, the incoming Committee Leaderships will serve for two year term starting from 1 May 2016 or until the appointment of their successors.