

Terms of Reference

Chair and Vice-Chair of the Board of the Global Fund to Fight AIDS, Tuberculosis and Malaria¹

November 2018

Introduction

The Global Fund's Board is the supreme governing body of the organization. The Board Chair and Vice-Chair (together the "Board Leadership") lead the Board's strategic focus on its core functions, by performing the responsibilities outlined in these Terms of Reference.

The primary role of the Board Chair and Vice-Chair is managing the affairs of the Board, including ensuring the Board is organized properly, functions effectively, and meets its obligations and responsibilities.

The Board Chair and Vice-Chair are key public representatives and spokespersons for the Global Fund, maintaining communication with and among Board members, the Executive Director, the Secretariat and the Fund's main stakeholders. The Board Leadership acts as ambassadors for the mission of the Global Fund.

The Board Chair and Vice-Chair are the stewards for the Fund's governance and interact with Management to support the implementation of the strategic vision of the organization.

The Board Chair and Vice-Chair serve in their personal capacities as non-voting members of the Board and are required to always act in the best interest of the Global Fund and uphold the Global Fund's values, as well as the highest ethical standards, in accordance with the Code of Conduct for Governance Officials.²

I. RESPONSIBILITIES

In accordance with the Global Fund's core governance documents, the Board Chair and Vice-Chair have the following responsibilities:

A. The Board's Core Functions

1. Overseeing and ensuring the effective performance of the Board as it carries out its six core functions as set forth in the Bylaws, namely Strategy Development, Governance Oversight, Commitment to Financial Resources, Assessment of Organizational Performance, Risk Management and Partnership Engagement, and Resource Mobilization and Advocacy. Board Leadership serves as champions for

¹ GF/B19/DP10, as amended at the Twenty-Second Board Meeting in December 2010 by GF/B22/DP6, by decision of the Board by electronic vote on 13 December 2012, B28/ER/04, at the Thirty-Second Board Meeting on 20 November 2014 by GF/B32/DP05, at the Board Retreat 27-28 February 2017 by GF/BR2017/DP05, and at the 37th Board Meeting on 3-4 May 2017 by GF/B37/DP03. On 9 November 2018 the Board approved Decision Point: GF/B39/EDP18: Revised Terms of Reference for the Chair and Vice-Chair of the Board.

² As outlined in the Board approved Ethics and Integrity Framework and the Code of Conduct for Governance Officials.

the organization's governance culture.

B. Strategic Leadership

1. Ensure that the Board defines and approves the overall strategy and performance framework as well as on an annual basis reviews the substantive results as well as the financial performance;
2. Defining the strategy for the Board Leadership term to ensure the Board effectively performs its core functions;
3. Aligning the work plans and agendas of the Board, standing committees and Coordinating Group with the Board's mandate;
4. Facilitating communication between the Board and its direct reports, the Executive Director and Inspector General;
5. Developing Board priorities and meeting agendas in consultation with Committee Chairs and Vice-Chairs and the Executive Director;
6. Coordinating Board deliberations and communications in between meetings; and
7. Identifying themes or issues for further deliberation and consideration by the Board or its standing committees.

C. Governance Stewardship

1. Holding accountable the governing structures, with the help of the committee mandated with governance responsibilities (the "Ethics and Governance Committee"), to make best use of the Board's time to undertake proper decision making, by promoting consultations, ensuring all agenda items are well developed, and identifying challenges and barriers;
2. Guiding the Board in the transparent selection, appointment, assessment and removal, if necessary, of the Executive Director, Inspector General or any other direct appointee upon the advice of the Ethics and Governance Committee;
3. Recommending to the Board, taking into consideration the recommendations of the Ethics and Governance Committee, the selection of the Chairs and Vice-Chairs of the Board's committees;
4. Collaborating with Board constituencies as well as committee Chairs and Vice-Chairs to identify qualified candidates, for committee membership; and taking into consideration the recommendations of the Ethics and Governance Committee, present qualified candidates for Board approval;
5. Supporting the Board's nomination and selection process for the appointment of successors to the Board Chair and Vice-Chair, as overseen by the Ethics and Governance Committee;
6. Working closely with the other members of the Coordinating Group, ensuring a focus on the mandate outlined in the Coordinating Group's terms of reference and agreed workplan.

D. Overseeing Institutional Performance

1. Serving as a sounding board to the Executive Director and providing advice on key strategic issues;
2. Participating in the annual performance assessment of the Executive Director and Inspector General in line with Board-approved processes;
3. Engaging in periodic discussions with direct reports of the Board around progress and performance; and
4. Guiding the Board's review of the multi-year strategic plan and decisions on how to achieve the desired results and assess the impact of financial investments.

E. Coordinating Risk Management

1. Facilitating, with the support of the Coordinating Group, the Board's establishment and adjustment of the risk management strategy of the Global Fund; and
2. Ensuring the effective allocation of risk-oversight activities amongst the committees.

F. Advocating for the Global Fund

1. Acting as principal spokespersons for the Board to advocate, promote awareness, and raise funds for the Global Fund and its mission; and
2. Communicating and engaging with global stakeholders, including partners, donors and implementers, to ensure the Board addresses the concerns of its wide and diverse range of stakeholders, also taking into consideration the 2030 Agenda for Sustainable Development.

G. Maintaining Procedural Order

1. Convening, chairing and leading all Board meetings, executive sessions, and retreats; ensuring adequate time and the appropriate procedures are followed for informed discussion and decision-making on agenda items and electronic decisions of the Board, and intervening if necessary if consensus is not reached;
2. Balancing representation and decision-making to ensure transparency and inclusion, deciding when to bring discussions to a close, and when to proceed to decision-making, striving to achieve consensus; intervening to address inappropriate behavior within the Board; and
3. Ensuring, with the support of the Ethics and Governance Committee, that the Board and its committees operate in a transparent and accountable way in line with the values, principles and policies of the Global Fund.

H. Formal Decision-Making

1. In urgent, exceptional circumstances, and as provided for in the Bylaws and Operating Procedures of the Board and Committees, the Board Chair and Vice-Chair may take joint action on behalf of the Board between Board meetings.
2. In such cases, they shall report to the Board on any such actions as soon as possible thereafter and a full report on the decision shall be presented to the Board at its next meeting.
3. With the exception of instances outlined in section H.1 above, formal decision making at the governance level is reserved to the Board and its committees.

II. DIVISION OF RESPONSIBILITIES

1. At the beginning of their term, the Board Chair and the Vice-Chair shall clearly define which responsibilities shall be carried out by the Chair and which ones will be carried out by the Vice-Chair, and they will communicate this distribution to the Board, the standing committees and Secretariat. This division can be adjusted and any changes will be communicated to the Board.
2. The Board Chair shall take the lead on behalf of the Board as spokesperson for the Global Fund for resource mobilization and advocacy on behalf of the Global Fund.
3. The Board Chair and Vice-Chair will consult throughout the duration of their term.
4. The Board Chair and Vice-Chair will step in for each other on a temporary basis if he/she is unable to perform his/her specific responsibilities.

III. EXPERIENCE

The Chair and Vice-Chair should collectively possess experience in:

1. Best practices of Board operations and good governance practices;
2. Chairing or leading decision-making bodies composed of diverse stakeholders from government, civil

- society, or the private sector;
3. Proven skills in organizing and facilitating discussions, building consensus, and mediating disputes among diverse stakeholders;
 4. Performing high-level outreach to key stakeholders, including the donor and implementer governments, civil society organizations, the private sector and partners;
 5. Leadership in a governance or management capacity in government, civil society, or the private sector
 6. Strategic planning, implementation, and problem-solving;
 7. Defining long term strategies based on evidence and best practices;
 8. Reviewing performance reports and financial statements, to analyze and assess their strategic implications;
 9. Conducting risk assessments and developing mitigation strategies;
 10. Expertise in some or all of the following areas: advocacy, promotion of human rights and gender equality, public health, international finance and development, diplomacy, negotiations and fundraising.

IV. COMPETENCIES

The Operating Procedures³ outline the minimum competencies that the Board Chair and Vice-Chair should collectively possess, which are further defined as follows:

Board Leadership

1. Capacity to personally commit to the Global Fund’s mission, core values, including on human rights and gender equality as well as accepting differences;
2. Ability to facilitate constructive discussion and debate on key issues, and to work with Board constituencies to reach agreement on solutions.
3. Ability to leverage all Board members’ skills and knowledge to maximize Board performance and drive impact.

Communication and influencing

1. Ability to build and sustain partnerships with key stakeholders in line with Global Fund’s Partnership Model.
2. Willingness to be challenged and reconsider positions when faced with new information or alternative theories.
3. Ability to develop effective and constructive relationships with the Board, Committee Leadership and members, the Executive Director, the Inspector General, the Ethics Officer, and senior management in the Global Fund Secretariat, as well as key external stakeholders and counterparts.
4. Excellent written and spoken communication skills in English (additional languages are beneficial).

Strategic Orientation

1. Strong visionary and analytical skills.
2. Ability to guide the Board’s development and alignment around its long-term strategic goals.
3. Ability to guide changes to Board culture necessary to support its long-term strategic vision.
4. An ability to evaluate various opportunities and challenges facing complex international organizations.

Intercultural Skills

1. A strong international perspective; ability to understand the different regional, social and cultural contexts.
2. Deep understanding of development and health landscapes, and ability to operate effectively in a wide range of donor and implementer country settings.

³ See Table 4 in Annex 1 to the Board and Committees Operating Procedures.

3. Understanding the concerns of people affected by the HIV, TB and malaria, especially key populations and tolerant of people's differences.
4. Respect for human rights.

Integrity and Independence

1. Ability to formulate a balanced and impartial view independently of organizational positions.
2. Ability to clearly express and defend opinions while remaining objective.
3. A commitment to speaking openly and respectfully.

V. SELECTION AND TERM

1. **Selection:** The Board selects its Chair and Vice-Chair in accordance with the Bylaws and the Operating Procedures of the Board and Committees. The process for the selection of the Board Leadership will preferably be completed 3 months before the beginning of the terms of the incoming Chair and Vice-Chair. Before assuming its new role, the incoming Board Leadership will have the option to shadow the outgoing Board Leadership to help ensure a smooth transition and will be offered comprehensive onboarding.
2. **Rotation:** To ensure diversity and equity in the Board Leadership, the positions alternate every two years between individuals who are nominated from the Implementer and Donor voting group constituencies.
3. **Neutral role:** Once appointed, the Board Chair and Vice-Chair act only in the best interest of the Global Fund as a whole. Specifically, they shall not represent or advocate for any Board voting group, constituency, or other stakeholder.
4. **Terms:** The Chair and Vice-Chair serve coinciding two year terms, or until the appointment of their respective successors.

VI. TIME COMMITMENT

1. The Board Chair is expected to dedicate an average of 40-50% of an individual's working time to Global Fund matters, while the Vice-Chair should anticipate an average of 25-40%.
2. The time commitment depends upon the Replenishment and Strategy cycles of the Global Fund. The Board Chair and Vice-Chair should be willing and able to commit additional time in exceptional circumstances.
3. The Board Chair and Vice-Chair shall communicate regularly with Committee Chairs and Vice-Chairs, Board Members, the Secretariat, partners, and other stakeholders between Board Meetings. Additionally, the Board Chair and Vice-Chair are expected to travel as representatives of the Global Fund, in some cases to locations with security, economic, and infrastructural challenges.

VII. HONORARIUM

1. An honorarium may be provided to the Board Chair and/or Vice-Chair for service in accordance with the honorarium framework approved by the Board.

VIII. ACCOUNTABILITY

1. The Board Chair and Vice-Chair are charged with upholding and serving as role models for the Code of Conduct for Governance Officials and for referring the conduct of any governance official, including Board and Committee Leadership, to the Ethics Officer and the Ethics and Governance Committee.
2. The Board Chair and Vice-Chair are accountable to the Global Fund Board as a whole. As part of the Board's Governance Performance Assessment Framework, the assessment of Board Leaders is included in the annual assessment of the Board.
3. The Board Chair and Vice-Chair will be expected to provide an annual report to the Board outlining their activities and their contributions to achieving the overall goals of the Global Fund.⁴

⁴ An expenditure report of the Board Leadership budget will be shared with the committee mandated with governance responsibilities annually.