

Electronic Report to the Board

Revised Terms of Reference for the Chair and Vice-Chair of the Board

GF/B39/ER15

26 October 2018

Board Decision

Purpose: This paper sets forth, on the recommendation of the Ethics and Governance Committee, revised Terms of Reference for the Chair and Vice-Chair of the Board.

The document proposes one decision point as follows:

- GF/B39/EDP18: Revised Terms of Reference for the Chair and the Vice-Chair of the Board

Decision

Decision Point: GF/B39/EDP18: Revised Terms of Reference for the Chair and Vice-Chair of the Board

- 1. The Board approves the revised Terms of Reference of the Chair and Vice-Chair of the Board of the Global Fund to Fight AIDS, Tuberculosis and Malaria, as revised and set forth in Annex 1 to GF/B39/ER15 (the “Terms of Reference”), which shall enter into force upon the commencement of the term of the next Chair and Vice-Chair of the Board.**
- 2. The Terms of Reference shall supersede any and all prior versions of terms of reference of the Board Chair and Vice-Chair previously approved by the Board.**

A summary of relevant past decisions providing context to the proposed Decision Point can be found in Annex 3.

Executive Summary

Context

- **Why review the Board Leadership Terms of Reference (“BL TORs”)?**
In August 2018, the Board approved a revised selection process for the Chair and Vice-Chair of the Board (see GF/B39/EDP08). The Board now has the opportunity to consider some revisions to the BL TORs.
- **What has triggered this proposal and why now?**
The current BL TORs were last revised in May 2017 when the incumbent Board Chair and Vice-Chair were appointed. The proposed revisions aim to simplify and clarify the wording of the existing BL TORs. Given that the selection process will be launched next month, if revised BL TORs are to be used in the upcoming process, they will need to be approved by the Board before the next Board Meeting in November 2018.
- **How does it link to the Global Fund Strategy?**
Appointing the Board Chair and Vice-Chair is a key task of the Board, which is all the more important given the upcoming Replenishment.

Questions this paper addresses

- A. **Why review the current BL TORs?**
- B. **What options were considered?**
- C. **What are the next steps?**

Conclusions

- A. The BL TORs set forth in Annex 1 to this Report have been revised to simplify the wording of some provisions.
- B. The Ethics and Governance Committee (“EGC”) first considered reviewing the BL TORs as part of the overall process of strengthening the Board Leadership selection process. Following a consultation in September 2018 with the Board Governance Focal Point Network and a discussion at the 8th EGC meeting in October 2018, the EGC adopted on 23 October 2018 a decision to recommend to the Board for approval revised BL TORs.
- C. The Board is invited to approve the revised BL TORs, as recommended by the EGC, by electronic decision ahead of the upcoming 40th Board Meeting in November 2018.

Input Sought

The Board is invited to approve the following electronic decision point:

- GF/B39/EDP18: Revised Terms of Reference for the Chair and the Vice-Chair of the Board.

Input Received

The EGC considered the option of updating the BL TORs at its 7th EGC meeting in June 2018. Proposed revisions to the BL TORs were submitted to the EGC in July 2018 and discussed at the 8th EGC meeting. The proposed revisions were further refined after the meeting taking into account feedback received from the consultation held with the Board Governance Focal Point Network in September 2018. The EGC adopted its recommendation on the revised BL TORs (GF/EGCo8/ER03) on 23 October 2018.

Why review the current BL TORs?

1. The recent adoption by the Board of a new selection process for Board Leadership provides an opportunity to consider whether the existing BL TORs are still “*fit for purpose*”. Since 2019 will be a key replenishment year for the Global Fund, the selection of a new Board Chair and Vice-Chair will have a crucial impact on the Board’s governance of the organization and the ability to deliver on its mission.

What is proposed for adoption and why?

What is the proposal?

2. The revised BL TORs do not aim to introduce substantive changes – rather the objective is to simplify and clarify the wording of the existing BL TORs adopted in May 2017.

Why adopt the simplified BL TORs?

3. The BL TORs will serve as an important tool for the Board Leadership Nomination Committee (the “BLNC”) when it considers and assesses potential candidates for the role of Board Chair and Vice-Chair. It is thus important that the BL TORs reflect the Board’s expectations of the next Board Leadership.

What are the risks?

4. Should the Board decide not to recommend the revised BL TORs, the current BL TORs, adopted in May 2017, will be used for the upcoming selection process.

What options were considered?

What are the options?

5. **Option 1:** The Board approves the revised BL TORs, which will apply to the next Board Chair and Vice-Chair.

Option 2: Alternatively, the Board may decide not to adopt the revised BL TORs, in which case the existing BL TORs would apply in the next Board Leadership selection process.

What analysis was considered?

6. The review of the BL TORs is provided for under the EGC’s Governance Action Plan¹ and was foreseen as part of strengthening the overall Board Leadership selection process. Various elements of the BL TORs, such as term length, adopting separate terms of reference for both roles, were considered at different stages in the consultations held on revising the Board Leadership selection process (see Annex 4). Most recently, the simplified BL TORs were consulted in September 2018 with the Governance Focal Point Network of the Board, as part of the consultation on the Board Leadership selection process.

¹ See GF/B39/16, *Governance Action Plan* (May 2018).

What are the next steps?

7. In order for the revised BL TORs to be applied in the next Board Leadership selection process, they need to be approved by the Board before the 40th Board Meeting in November 2018, when the next selection process will be launched.

Recommendation

8. The Board is invited to adopt the Decision Point presented on page 2 on the recommendation of the EGC.

Annexes

- Annex 1: Revised Board Leadership Terms of Reference (clean unmarked version)
- Annex 2: Summary of Committee Input
- Annex 3: Relevant Past Decisions
- Annex 4: Relevant Past Documents & Reference Materials
- Annex 5: Revised Board Leadership Terms of Reference (with track changes)

Annex 1 – Revised Board Leadership Terms of Reference

TERMS OF REFERENCE CHAIR AND VICE-CHAIR OF THE BOARD OF THE GLOBAL FUND TO FIGHT AIDS, TUBERCULOSIS AND MALARIA¹

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:

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.

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

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 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.

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

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. 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.

Annex 2 – Summary of Committee Input

Key points from the most recent discussions held in the EGC at its 8th Meeting on 01-02 October 2018

- The EGC requested OBA to incorporate suggested revisions to the BL TORs in track changes and to revert back to the Committee with an updated draft together with the overview of the constituency feedback received after the close of the meeting.
- OBA was also requested to acknowledge receipt of the feedback received from the consultation on the Board Leadership selection process so that constituencies would be assured that their input was being duly considered by the EGC.
- Following a final review of the updated draft BL TORs, the EGC endorsed that the revised BL TORs be submitted to the Committee for approval by electronic decision.

Annex 3 – Relevant Past Decisions

Relevant Past Decision Points	Summary and Impact
GF/B39/EDPo8, Terms of Reference for the Board Leadership Nomination Committee and Corresponding Amendments to Core Governance Documents (August 2018)	On 8 August 2018, the Board approved by electronic decision a revised process for Board Leadership selection and corresponding revisions to the BCOP and EGC Charter to implement the new process.
GF/B39/DP12, Strengthening the Board Leadership Selection Process (May 2018)	On 10 May 2018, the Board acknowledged the need to strengthen the current selection process for Board Leadership and approved in principle the revised process as detailed in Section II of GF/B39/05 – Revision 1.
GF/B37/DPO3, Board Chair and Vice-Chair Terms of Reference, by decision of the Board at the Thirty-Seventh Board Meeting (May 2017)	On 3 May 2017, the Board adopted Terms of Reference for the Chair and Vice-Chair of the Board as set forth in Annex 1 of GF/B37/22 Revision 1, which entered into force at the conclusion of the Thirty-Seventh Board Meeting. These Terms of Reference supersede all previous versions adopted by the Board.
GF/BR2017/DP05 at the Board Retreat in February 2017, Amendment to the Board Leadership Terms of Reference (February 2017)	On 28 February 2017, the Board adopted revisions to the Terms of Reference to the Chair and Vice-Chair of the Global Fund Board.

Annex 4 – Relevant Past Documents & Reference Materials

- Consultation Package, *Board Leadership Selection Process*, EGC Consultation (17 September 2018)
- GF/B38/05, *Proposal for Strengthening the Board Leadership Selection Process*, (May 2018)
- Board Consultation Package, *Proposal for Strengthening the Board Leadership Selection Process*, EGC (26 March 2018)
- GF/EGCo6/07, *Strengthening the Board Leadership Selection Process: Summary and Discussion of Consultation Input* (March 2018)
- Board Consultation Package, *Strengthening the Board Leadership Selection Process*, EGC (2 February 2018)
- GF/B38/22, *Strengthening the Board Leadership Selection Process* (November 2017)
- GF/EGCo5/08, *Revised Board Leadership Selection Process: Key Points for Discussion* (October 2017)
- J. Dubinsky, *Over-arching principles for proposing a new selection process for Board Leadership at the Global Fund* (August 2017)
- GF/EGCo4/04, *Board Leadership Selection Lessons Learned – Initial Findings* (July 2017)
- GF/EGCo3/ER01, *2017 Board Leadership Terms of Reference* (February 2017)
- Egon Zehnder and Office of Board Affairs, *Principles to Guide Changes to Board Leadership TORs and Selection Processes* (February 2017)

Annex 5 – Revised Board Leadership Terms of Reference (version with track changes)

TERMS OF REFERENCE

CHAIR AND VICE-CHAIR OF THE BOARD OF THE GLOBAL FUND TO FIGHT AIDS, TUBERCULOSIS AND MALARIA¹

Introduction

The Global Fund’s Board is the supreme governing body of the organization. The Board Chair and ~~Board~~ Vice-Chair (together the “Board Leadership”) ~~facilitate~~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

~~They bring to their respective roles a broad perspective and accumulated wisdom and experience. As representatives of the Board as a whole, they provide guidance and collaborate with the Global Fund’s Management to achieve the successful implementation of the strategic vision of the organization.~~

~~Board Leadership is responsible for the overall stewardship of the Board, which is distinct from the overall management of the operations of the Secretariat and Office of the Inspector General, which are delegated by the Board to the Executive Director and the Inspector General respectively. The Secretariat provides support which may include dedicated personnel to the Board Leadership for the performance of its functions.~~

I. RESPONSIBILITIES

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

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.

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

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 the organization's governance culture.](#)

Strategic Leadership

1. [Setting out a strategic approach](#) 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 [that ensures to ensure](#) the Board effectively performs its core functions;
3. [Guiding the alignment of 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 [to facilitate deliberations to determine and achieve strategic priorities](#) in consultation with Committee Chairs and Vice-Chairs and the [Secretariat Executive Director](#);
6. Coordinating Board deliberations and communications in between meetings; and
7. Identifying [or proposing potential](#) themes or issues for further deliberation and consideration by the Board or its standing committees, [according to relevant mandates](#).

Governance Stewardship

1. Holding accountable the governing structures, with the help of the committee mandated with governance responsibilities, [to the Board](#) ["Ethics and Governance Committee"](#), to make best use of [its](#) [the Board's](#) time to undertake proper decision making, e.g., [allowing for an appropriate level of discussion and focus by promoting consultations](#), ensuring [papers and analysis](#) [all agenda items](#) are well developed, [and identifying challenges](#) and [properly brought before the Board](#) [barriers](#);
2. [Supporting and guiding](#) Guiding the Board in the transparent selection, appointment, assessment and removal, if necessary, of the Executive Director, Inspector General or any other direct appointee [with upon](#) the advice of the [committee mandated with governance responsibilities](#) [Ethics and Governance Committee](#);
3. Recommending to the Board, [following taking into consideration](#) the [evaluation by recommendations of the committee mandated with governance responsibilities](#) [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 [following taking into consideration](#) the [evaluation by recommendations of the committee mandated with governance responsibilities](#), [recommend](#) [Ethics and Governance Committee, present](#) qualified candidates for Board approval;
5. Supporting the Board's nomination and [election processes for the selection process for the appointment](#) of successors to the Board Chair and Vice-Chair [positions with, as overseen by](#) the [committee mandated with governance responsibilities](#); [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.

Overseeing Institutional Performance

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

Coordinating Risk Management

1. Facilitating, with the ~~support of the~~ Coordinating Group ~~support~~, the Board's establishment, ~~review~~ and adjustment, ~~if necessary~~, of the risk management strategy of the Global Fund; and
2. ~~Through the Coordinating Group, ensuring~~Ensuring the effective allocation of risk-oversight activities amongst the committees ~~and ensuring committees give sufficient attention to this matter~~.

Advocating for the Global Fund

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

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, ~~consideration~~, and ~~management of the voting process~~decision-making on agenda items and ~~electronic~~ decisions of the Board, ~~including~~and intervening ~~as needed if necessary~~ if consensus is not reached;
2. ~~At Board meetings, finding an adequate balance of~~Balancing representation and decision-making to ~~assure~~ensure transparency and inclusion, ~~but ultimately making a judgment call about~~deciding when to bring ~~discussion~~discussions to a close, ~~and when to~~ proceed to decision making, ~~and act if~~making, striving to achieve consensus; intervening to address inappropriate behaviors ~~require intervention~~behavior within the Board; and
3. Ensuring, with the support of the ~~committee charged with governance responsibilities~~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.

Formal Decision-Making

1. In ~~certain instances, as set forth in~~urgent, exceptional circumstances, and as provided for in ~~accordance with~~ the Bylaws and Operating Procedures of the Board and Committees, the Board Chair and ~~Board~~ Vice-Chair, ~~acting together~~, may ~~act~~take joint action on behalf of the Board between Board meetings ~~to take action when the Board Chair and Vice Chair determine the nature and urgency of the required action cannot be accommodated by emergency Board meetings, teleconferences or electronic decision points, and are required to~~,
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. ~~However, the role of the Board Leadership is primarily one of leadership, coordination and facilitation; as a result other than this limited instance described in the Operating Procedures of the Board and Committees, as referenced~~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

~~Within the Board Leadership, the Board Chair serves as the lead in ensuring that the Board Leadership fulfills its obligations and respects the division of its responsibilities under these Terms of Reference.~~

1. At the beginning of their term, the Board Chair and the Vice-Chair shall clearly define which responsibilities ~~within Terms of Reference will remain with and shall~~ be carried ~~out~~ by the Chair and which ~~responsibilities ones~~ will be ~~delegated to carried out by~~ the Vice-Chair, and ~~they will~~ communicate this distribution ~~of responsibilities~~ to the Board, ~~the~~ standing committees and Secretariat. This division can be adjusted ~~over time as needed~~ and ~~any changes will be~~ communicated to the Board.
2. ~~While the Board Chair and Vice-Chair will establish this division of responsibilities, the Board Chair is expected to~~The Board Chair shall take the lead on behalf of the Board as spokesperson for the Global Fund ~~in terms of Resource Mobilization or other for resource mobilization and advocacy on behalf of the Global Fund.~~
3. The Board Chair and Vice-Chair will consult ~~each other~~ throughout the ~~full~~ duration of their term.
4. ~~The Board Chair and the Vice-Chair will step in for the 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 ~~the following~~ experience in:

1. ~~Experience with governance topics and understanding best~~Best practices ~~in the context~~ of Board operations ~~and good governance practices;~~
~~Experience in performing high-level outreach to key stakeholders, including donor governments, implementer governments, civil society organizations, companies, private foundations and partners;~~
2. ~~Experience chairing~~Chairing or leading decision-making bodies composed of diverse stakeholders ~~in the from~~ government, civil society, or ~~the~~ private sector;
3. ~~Experience and skill~~Proven skills in organizing and facilitating discussions, building consensus, and mediating disputes among diverse stakeholders;
4. ~~Experience with strategic~~Performing high-level outreach to key stakeholders, including the donor and implementer governments, civil society organizations, the private sector and partners;
- 4.5. ~~Leadership in a governance or management capacity in government, civil society, or the private sector~~
- 5.6. ~~Strategic~~ planning, implementation, and problem-solving;
~~Leadership experience in a governance or management capacity for entities from either the government, civil society, or private sector;~~
7. ~~Experience and skill in reading~~Defining long term strategies based on evidence and best practices;
- 6.8. ~~Reviewing performance reports and~~ financial statements, budgets, and reports to analyze and

- assess ~~the their strategic~~ implications ~~of such documents~~;
- 7.9. ~~Experience conducting~~ Conducting risk assessments and developing mitigation strategies ~~in either the government, civil society, or private sector~~;
- 8.10. Expertise in some or all of the following areas: advocacy, promotion of human rights and gender equality, public health, international finance, ~~international and~~ development, diplomacy, negotiations and fundraising.

IV. COMPETENCIES

The Board and Committees 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 ~~efon~~ key issues ~~then, and to~~ work with Board constituencies to ~~agree and implement~~ reach agreement on solutions.
3. Ability to leverage all Board members' skills and knowledge to maximize Board performance and drive impact.

Influencing

Communication and influencing

1. Ability to build and sustain partnerships with key stakeholders in line with Global Fund's Partnership Model.
2. Openness Willingness to be challenged ~~on assumptions, beliefs, or viewpoints~~, and reconsider positions when faced with new information or alternative theories.
3. Ability to develop effective and constructive relationships with the Board, Committee Chairs Leadership and Vice Chairs, members, the Executive Director, the Inspector General, the Ethics Officer, and senior management in the Global Fund Secretariat, as well as key external opinion leaders 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 ~~aits~~ long-term view of strategic goals.
3. Ability to guide changes to Board culture ~~required~~ necessary to support ~~aits~~ 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. Board 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.

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

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 ~~and within the neutrality requirement of the role~~.
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 ~~63~~ 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. **Alternating between groups 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 ~~Groups 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 ~~must 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. ~~Depending on how the Chair and the Vice-Chair divide the responsibilities between them, the Board Chair should be prepared and able~~ ~~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%. ~~This commitment may not be uniformly distributed throughout the calendar year. For example, Board, committee and Coordinating Group meetings, as well as periods before and after such meetings, may require the Board Chair and Vice Chair to commit full capacity to Global Fund matters for several consecutive days.~~
2. The time commitment ~~for the Board Chair and Vice-Chair is highly dependent on~~ depends upon the Replenishment and Strategy cycles of the Global Fund. ~~In years where there will be either a Replenishment or the development of the Strategy for the upcoming period, it is anticipated that the time commitment of the Board Chair and Vice-Chair would be higher.~~ The Board Chair and Vice-Chair should ~~also~~ be ~~prepared~~ ~~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 should be prepared and willing~~ ~~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 ~~an~~ ~~the~~ honorarium framework ~~as may be~~ approved, ~~or as separately approved on an individual basis,~~ by the Board.

VIII. ACCOUNTABILITY

1. The Board Chair and Vice-Chair are charged with upholding and serving as role modellingmodels 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 ~~committee mandated with governance responsibilities for review if and when needed~~Ethics and Governance Committee.
2. The Board Chair and Vice-Chair are accountable to the Global Fund Board and as such are subject to the existing governance assessment procedures as a whole. As part of the ~~Board approved~~Board's Governance Performance Assessment Framework, the assessment of ~~the~~ Board Leadership function 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.