

# 40<sup>th</sup> Board Meeting

## Strengthening Committee Selection Processes

GF/B40/09

14-15 November 2018, Geneva

### **Board Input**

Purpose of the paper:

- (1) To inform the Board of the progress thus far following its decisions GF/B39/DPO6 from May, 2018, regarding strengthening committee selection processes.
- (2) To present the modalities to develop recommendations to the Board envisaged by the EGC, as well as a timeline for the initiative.
- (3) To launch engagement with Board constituencies on strengthening committee selection processes.

# Executive Summary

## Context

Recent external advisory reviews, assessments and lessons learned have revealed challenges associated with the processes to select committee members and leadership. In decision GF/B39/DPO6, the Board instructed the Ethics and Governance Committee (“EGC”) to undertake a review of the existing committee selection processes, and make recommendations to the Board on potential revisions in order to strengthen the processes on a.) principles and concrete actions to underpin and guide the selection processes, b.) standards and processes for due diligence and c.) a review of the size and composition of the EGC.

## Questions this paper addresses

- A. What are the working modalities of the EGC?
- B. What input is sought from the Board at the pre-day at its 40th Meeting in November 2018?
- C. What are the next steps?

## Conclusions

- A. The EGC has set up an informal working group to assist in reviewing a number of different inputs, including constituency inputs, best practice, comparison with partner organizations, and the observations of existing advisory reviews. Consultation with constituencies will be the centrepiece of this work.
- B. The EGC seeks input from the Board on ways forward on the different areas for review regarding committee selection processes.
- C. Next steps include a pre-day Board session, consultations with Board constituencies, and submission of recommendations by the EGC to the Board for decision in May 2019.

## Input Sought

This paper serves to inform the discussion on committee selection processes at the pre day meeting of the Board on 13 November 2018. It outlines a number of questions related to different aspects of the processes in order to gather input from the Board on possible ways of addressing challenges.

## Input Received

- This topic has been discussed at the 7<sup>th</sup> and 8<sup>th</sup> meeting of the EGC.
- The Secretariat provided background information on past decisions and lessons learned in a document submitted to the 7<sup>th</sup> meeting of the EGC.
- The EGC Working Group on Strengthening Committee Selection Processes submitted a working document to the 8<sup>th</sup> meeting of the EGC on the modalities to carry out the consultative process.

## Background: What is the need or opportunity for strengthening Committee Selection Processes?

1. **Global Fund governance.** The Global Fund has a robust governance framework made up of the Board and standing committees, which are governed by policies and procedures as set out in the core governance documents, last reviewed in April 2016. Selection of Committee Leadership and Committee Membership is a core governance process and improvements to these processes are a priority activity in the Governance Action Plan.
2. **Challenges with Committee Selection Processes.** Recent external advisory reviews, assessments and lessons learned have revealed challenges associated with the existing committee selection processes defined in the Operating Procedures. Challenges identified include: perceived lack of transparency; balanced representation; limited candidate pools; due diligence and balancing continuity and membership renewal.<sup>1</sup>
3. **Board instruction in response to feedback on Committee Selection Processes.** At the 39<sup>th</sup> Board Meeting in May 2018, the Board instructed the Ethics and Governance Committee (“EGC”) to undertake a review of the existing processes, and make recommendations to the Board on potential revisions, originally scheduled for a decision at the 40<sup>th</sup> Board Meeting in November 2018. This was in response to feedback from constituencies on the 2017-2018 committee selection processes (Committee Chairs and Vice Chairs, Committee Members and Independent Committee Members). The recommendations should be developed through **broad consultation**, and ensure the involvement of a **representative from a civil society constituency** in EGC deliberations.<sup>2</sup>
4. The **scope of the recommendation** should include:
  - i. principles and concrete actions to underpin and guide the selection processes, including transparency, rotation of constituency representation, relevant experience, institutional memory, and gender equality;
  - ii. standards and processes for due diligence undertaken as part of the selection processes; and
  - iii. review of the size and composition of the EGC.
5. **Governance Action Plan.** The Board’s decision aligns with the intent of the Governance Action Plan (“GAP”),<sup>3</sup> developed by the EGC in 2017-2018. One of six agreed thematic areas of the GAP relates to **Succession Planning, Selection Processes and Skills**, including the following action item: to **adopt enhanced Committee Leadership and Committee Membership selection processes** which are competency based, and draw on best practice and lessons learned from the 2017-2018 processes.
6. The GAP provides a prioritized, coordinated and consolidated response to recommendations of the Office of the Inspector General’s 2017 Advisory Review on Governance,<sup>4</sup> as well as governance performance assessments conducted in 2016-2018 under the Governance Performance Assessment Framework.<sup>5</sup> Key observations of relevance, included:

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<sup>1</sup> Summarized in EGC document GF/EGC07/04 on *Strengthening Committee Selection Processes: Next Steps*.

<sup>2</sup> GF/B39/DP06 (May 2018) <https://www.theglobalfund.org/board-decisions/b39-dp06>

<sup>3</sup> GF/B39/16: Governance Action Plan (April 2018)

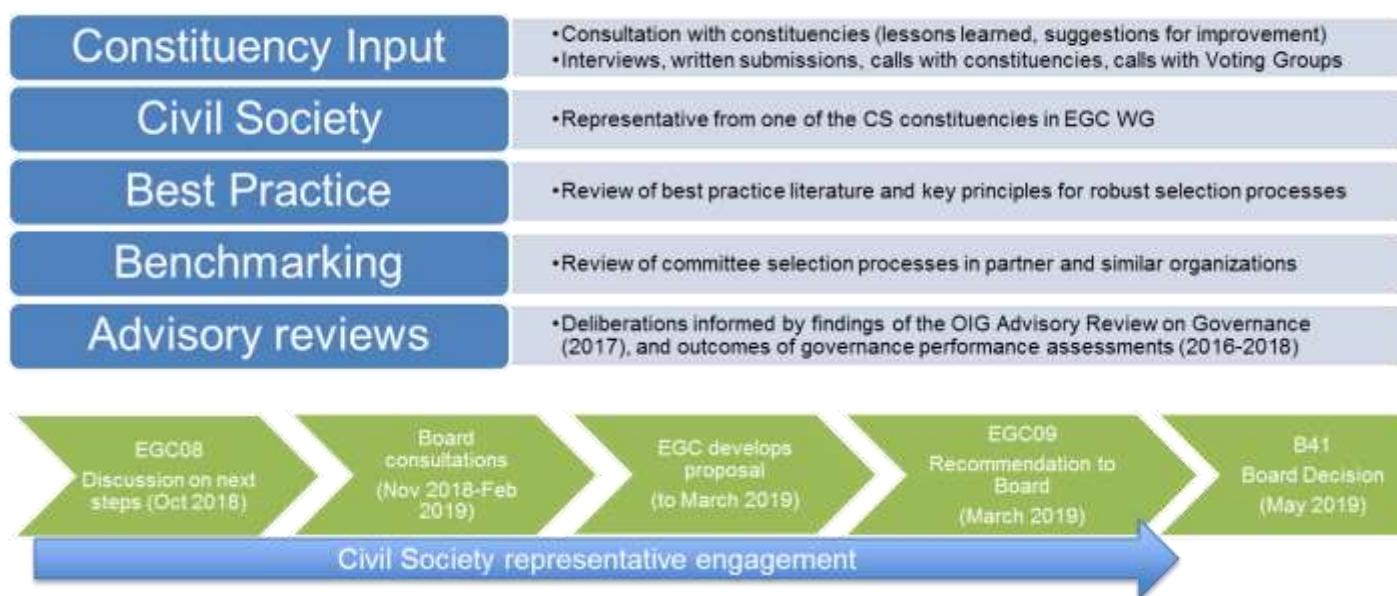
<sup>4</sup> GF-OIG17-009 Advisory Review on Governance (April 2017)

<sup>5</sup> Approved September 2015: <https://www.theglobalfund.org/board-decisions/b33-edp18>

- i. Strong and effective Board and committee leaders and members are critical for governance effectiveness. As such, review of selection processes should be prioritized.<sup>6</sup>
- ii. The OIG’s 2017 advisory review noted improved attention to skills and competencies in the selection of committee members was needed. Challenges remain, including management of institutional memory, both on the Board and in committees, and within constituencies.<sup>7</sup>
- iii. “Selection of Committee members may often be more political than serving the purpose”.<sup>8</sup>
- iv. “Skills of Committee members are too heterogeneous in terms of technical as well as language and communication skills”.<sup>9</sup>

## What are the working modalities of the EGC?

7. **EGC Working Group established.** At its 7th Meeting in June 2018, the EGC established an informal working group to assist in its work to develop a series of recommendations for the Board based on broad consultation. The Ethics and Governance Committee Working Group on Committee Selection Processes (“EGC WG”) is composed of four EGC Members as well as a representative from a civil society constituency. (See Annex 6 - Information note on EGC WG).
8. Informed by the Working Group, the EGC will consider a variety of inputs in order to develop its recommendations, including previously gathered lessons learned, inputs from all Board constituencies, best practice, benchmarking exercises as well as existing advisory reviews. Broad consultation with all constituencies is viewed as key.



9. The following principles will be among those considered to inform this work:
  - i. Representation and term

<sup>6</sup> Drawn from summary results of multiple governance performance assessments conducted by an independent consultant from 2016-2018. GF/B36/19: Results of Board and Board Leadership Performance Assessment (November 2016); GF/EGC04/10: Report of Egon Zehnder to the EGC (July 2017); GF/EGC05/12: Egon Zehnder Update and Synthesis for the Ethics and Governance Committee. The summary of observations, reflections and recommendations is taken from various reports and language may be similar to the original publications issued by Egon Zehnder, all of which are hereby cited collectively.

<sup>7</sup> GF-OIG17-009 OIG Advisory Review on Governance (April 2017)

<sup>8</sup> Citation of Egon Zehnder’s viewpoint taken from GF/B39/17 Committee Performance Assessment Outcomes 2018 (April 2018)

<sup>9</sup> Idem

- a. Balanced representation among constituencies, including rotation of constituencies from one term to the next
- b. Balancing continuity and renewal, including for institutional memory management
- c. Gender equality
- ii. Competency-based selection
  - a. Clear competency and role requirements to assess candidates
  - b. Complementarity of candidates (for Chair and Vice-Chair roles)
  - c. Heterogeneous skill sets amongst committee members
- iii. Transparency of the process and due diligence standards

## What views has the EGC expressed so far?

10. At its **7<sup>th</sup> meeting in June 2018**, the EGC discussed various aspects of the committee selection processes including the candidate pool, balanced representation, candidate assessments, continuity and term length as well as due diligence questions. It concluded that a revised process should be efficient without loss of quality, and that a strong process would result in balanced representation and candidate competency, together with effective due diligence. (See Annex 1 for more details)
11. At its **8<sup>th</sup> meeting in October 2018**, the EGC voiced general support for the modalities of the Working Group to develop the recommendations. It was agreed that constituencies would be consulted through a unified survey seeking similar input from the different constituencies. A draft set of questions is to be developed in time for the 40<sup>th</sup> meeting of the Board in November 2018. It was underlined that a key aim of strengthening committee selection processes is to ensure competency-based selection and balanced representation, which are among the principles informing the work to strengthen committee selection processes.

## What input is sought from Board constituencies during the consultations?

12. The EGC is seeking input by constituencies on the questions below (non-exhaustive) through discussions at the pre-day session on Committee Selection Processes, through in-person interactions at the Board meeting, as well as by receiving written comments after the Board meeting.
- i. On **principles and concrete actions** to underpin and guide the selection processes:
    - a. What **practical options** would your constituency suggest to improve the following in the **committee membership selection** process:
      - Continuity, renewal and institutional memory
      - Balanced representation of constituencies across the three committees
      - Process transparency, balanced with confidentiality
      - Gender equality
      - Candidate pool and attracting candidates
    - b. What would your constituency suggest to improve the following in the **committee leadership selection** process:
      - Continuity, renewal and institutional memory
      - Balanced representation of constituencies across the three committees
      - Process transparency, balanced with confidentiality
      - Gender equality
      - Candidate pool and attracting candidates

- c. **Competency-based selection:** what would your constituency suggest for both membership and leadership selection on:
- Competency and experience requirements for candidates?
  - Process to review and assess nominated candidates?
  - What options might be considered to enhance continuity and succession planning for committee leadership roles?
- ii. On **standards and processes** for due diligence for both membership and leadership selection:
- a. What concrete suggestions would your constituency suggest in relation to the due diligence process for committee membership and leadership appointments?
  - b. What concrete suggestions would your constituency suggest in relation to the decision making process of committee selection and composition?
- iii. On the **review of the size and composition** of the EGC:
- a. The EGC has six voting members, two non-voting members (Chair and Vice Chair) as one non-voting Ethics Expert. Is the EGC's size appropriate to its mandate?
  - b. In the context of EGC members serving in personal capacity, are mechanisms to incorporate broad constituency input effective?
  - c. The EGC has one independent member providing ethics expertise. Given its mandate, is any other independent expertise needed?

## What are the next steps?

13. Board constituencies will be given ample opportunity to engage in this consultative process via a variety of means, as outlined in the indicative project plan and timeline:

<b>Indicative activity</b>	<b>Envisaged timeline</b>
<b>Board update and timeline</b>	November 2018
<b>Board consultations, including:</b>	November 2018 - February 2019
<ul style="list-style-type: none"> <li>• Pre-day session at 40th board meeting</li> <li>• Interviews with constituencies (in-person or virtual)</li> </ul>	13 November 2018 During and following 40 <sup>th</sup> Board Meeting
<ul style="list-style-type: none"> <li>• Follow-up consultations, as required, prior to finalization of draft recommendations to EGC</li> <li>• Specific constituency calls</li> </ul>	November 2018 - February 2019  As required throughout initiative through to May 2019
<b>Draft paper with recommendations to EGC</b>	February/March 2019
<b>EGC discussion and recommendation to the Board</b>	March 2019 (9 <sup>th</sup> EGC Meeting)
<b>Submission of EGC's recommendation to Board</b>	April 2019
<b>Board decision at 41<sup>st</sup> Board Meeting</b>	May 2019

## Annexes

### **Annex 1 – Summary of Committee Input**

*Extract from the Report of the 7<sup>th</sup> EGC Committee Meeting, 26-28 June 2018*

#### **Strengthening Committee Selection Processes: next steps**

The Secretariat presented lessons learned following 2017-2018 committee leadership and membership selection processes, based on Board and EGC feedback (Document GF/EGCo7/04). The session led by EGC leadership focused on next steps on (1) strengthening the committee selection processes; (2) standards and processes for due diligence in selection processes; and (3) review of the size and composition of the EGC.

#### **Committee Selection Processes (Membership and Leadership)**

##### **a. Candidate pool:**

- i. Effective constituency nomination processes are key to ensuring broad and robust candidate pool. A proactive constituency focal point is essential.
- ii. Single nominations from constituencies remain a challenge. Multiple nominations, as a requirement were discussed.
- iii. Time commitment. The commitment expected of committee members. Several constituencies had mentioned this as a factor in finding interested and available candidates.

##### **b. Balanced representation:**

- i. Competency and representation. The EGC commented on the tension around balancing individual member competencies with gender equality and constituency representation. An effective process must appropriately combine considerations relating to both competency and representation.
- ii. Trust. Defining modalities to uphold balanced representation may enhance constituency trust in the selection process.
- iii. There is a need to explore the extent to which representational balance should be prescribed in the process. For example, should there be a requirement of constituency representation on either the AFC or the SC?

##### **c. Candidate assessment:**

- i. Selection criteria should be clear and prioritized, and include gender balance and constituency representation, as well as competencies and experience.
- ii. Interviews. The Board Chair supported maintaining interviews for committee leadership candidates.

##### **d. Continuity and term length:**

- i. An approach combining seat rotation, term limits and staggered terms was preferred by a number of committee members.
- ii. 3-year terms would support continuity and institutional memory management, but may increase difficulty of attracting candidates. One member noted that this would put the committees out of sync with the Board Leadership selection process.

**Due Diligence.** The committee noted how labor-intensive the due diligence process was in the most recent selection process, and agreed that it could be strengthened.

**Size and Composition of the EGC.** The committee considered the current small size of the EGC as effective and appropriate to the committee's mandate, enabling agility, accountability, and maintaining confidentiality on sensitive matters. In addition:

- a. Some members expressed support for the possibility of requiring civil society representation on the EGC.

b. An ad hoc or rotating committee seat may be an option, enabling the EGC to invite representatives or experts to contribute to certain discussions as required.

**Secretariat response.** The Secretariat noted that the selection process could be significantly streamlined. Next steps should include more benchmarking with peer organizations, whose processes are more significantly lighter.

**Conclusions:** Overall, the Committee concluded that a revised process should be efficient without loss of quality. A strong process would result in balanced representation and candidate competency, together with effective due diligence.

**Agreed next steps were as follows:**

a. A working group composed of Ana Filipovska, Suomi Sakai, and Renuka Gadde will lead the work on committee selection processes, with a representative from a civil society constituency. There will be a broad consultation process with the Board.

b. The EGC leadership will reach out to CSO delegations to identify a civil society member to be involved in these discussions.

c. The working group will focus on:

- i. Best practice and practices in partner organizations;
- ii. How to encourage more applications for positions considering gender balance, emphasizing the skills and competencies particular to each committee mandate;
- iii. Balancing consideration of competencies, gender equality, constituency representation and civil society representation;
- iv. The problem of “single nominations”;
- v. Term length and staggered terms.

d. The EGC is expected to make a recommendation to the Board at the 40th Board Meeting in November 2018.

***Extracts from the Draft Report of the 8<sup>th</sup> EGC Committee Meeting, 1-2 October 2018***

Members of the EGC Working Group (WG) on Strengthening Committee Selection Processes presented a report outlining the process and timeline for development of recommendations to be presented for Board approval at the 41<sup>st</sup> Board Meeting in May 2019.

The EGC voiced support for the proposed process to develop recommendations, with the aim to present a final option to the Board in May 2019. Members underlined the importance of engaging with Board Leadership and other Board and Committee stakeholders and commended the planned consultation process.

Balanced Representation & Candidate Profiles. The EGC emphasized the difficulty of balancing constituency representation and the challenges single-nominations pose to this selection criteria. Members also highlighted the importance of promoting the leadership-potential of committee members, whereby the best talent is identified for growth opportunities, while also reserving space for new talent and ideas.

Due Diligence. Concerns were expressed on the due diligence of candidates and how this process is managed most effectively. The Committee recognized the importance of strengthening the due diligence component of the process in order to ensure robust selection processes moving forward.



## Annex 2 – Relevant Past Decisions

Relevant past Decision Point	Summary and Impact
<p><b>GF/B39/DP06: Strengthening the Processes for Selection of Committee Leadership and Committee Members<sup>10</sup></b></p>	<p>Board called on EGC to develop recommendation to November 2018 Board meeting to strengthen committee selection processes, with a proposal to cover:</p> <ul style="list-style-type: none"> <li>i. principles and concrete actions to underpin and guide the selection processes, including transparency, rotation of constituency representation, relevant experience, institutional memory, and gender equality;</li> <li>ii. standards and processes for due diligence undertaken as part of the selection processes; and</li> <li>iii. review of the size and composition of the EGC.</li> </ul>
<p><b>GF/B39/DP05: Appointment of the Members of the Standing Committees of the Board<sup>11</sup></b></p>	<p>Board appointed Committee Members including Independent Members for 2018-2020 term.</p>
<p><b>GF/B38/EDP22: Appointment of Committee Chairs and Vice-Chairs of the Standing Committees of the Board (January 2018)<sup>12</sup></b></p>	<p>Board appointed Committee Chairs and Vice-Chairs for 2018-2020 term.</p>
<p><b>GF/B34/EDP07: Enhanced Governance Structure (January 2016)<sup>13</sup></b></p>	<p>Board approved current Committee structure and composition, committee Charters including the EGC, and revised Operating Procedures for Board and Committee, including guidelines for Committee leadership and membership selection.</p> <p>The Board and Committee Operating Procedures were subsequently amended in GF/B34/EDP21<sup>14</sup> (April 2016) but this had no impact on selection processes.</p>
<p><b>GF/B32/EDP04: Membership of the Transitional Governance Committee (December 2014)</b></p>	<p>The Board appointed six members to serve on the Transitional Governance Committee (the “TGC”) in their independent, personal capacities under the terms of reference previously approved in November 2014 as part of the Ad-Hoc Working Group on Governance’s recommendations on an enhanced governance structure.</p>

<sup>10</sup> <https://www.theglobalfund.org/board-decisions/b39-dp06>

<sup>11</sup> <https://www.theglobalfund.org/board-decisions/b39-dp05>

<sup>12</sup> <https://www.theglobalfund.org/board-decisions/b38-edp10>

<sup>13</sup> <https://www.theglobalfund.org/board-decisions/b34-edp07>

<sup>14</sup> GF/B34/EDP21: Operating Procedures of the Board and Committees <https://www.theglobalfund.org/board-decisions/b34-edp21/>

Relevant past Decision Point	Summary and Impact
<p><b>GF/B32/DP05: Approving the Governance Plan for Impact (November 2014)</b></p>	<p>The Board approved, among several recommendations contained in the Ad-Hoc Working Group on Governance’s Governance Plan for Impact,<sup>4</sup> the finalization of an enhanced governance structure by the November 2015 Board meeting, comprised of the Board, the Coordinating Group and three re-configured standing committees—Audit and Finance, Ethics and Governance, and Strategy and Operations. Additionally, it established a Transitional Governance Committee (the “TGC”) and approved certain modifications to the terms of reference of the Coordinating Group (the “CG”) to transition to the enhanced governance structure. Furthermore, due to other recommendations by the TGC, the Board amended the Bylaws and the Operating Procedures of the Board and Committees.</p>
<p><b>GF/B32/DP08: Market Dynamics Oversight (November 2014)</b></p>	<p>The Board agreed to dissolve the Market Dynamics Advisory Group and place joint oversight of market dynamics matters with the Strategy, Investment and Impact Committee (the “SIIC”) and the Finance and Operational Performance Committee (the “FOPC”). As such, the Board approved amendments to their respective Charters.</p>
<p><b>GF/B27/DP06: Amendments to the Charters of the Audit and Ethics Committee and the Finance and Operational Performance Committee (September 2012)</b></p>	<p>The Board approved revisions to the Charters of the Audit and Ethics Committee (the “AEC”) and the FOPC to shift the responsibilities regarding review and recommendation of the annual audited financial statements from the FOPC to the AEC.</p>
<p><b>GF/B25/EDP18: Appointment of Independent Members of the Audit and Ethics Committee (April 2012)</b></p>	<p>The Board approved the initial independent members of the Audit and Ethics Committee (the “AEC”). In doing so, it revised the AEC Charter and the Operating Procedures of the Board to reflect the increase in the number of independent members from 4 to 5 and the total number of members from 7 to 8.</p>
<p><b>GF/B25/DP07: Governance Reforms (November 2011)</b></p>	<p>The Board approved a new governance structure, including the establishment of the Audit and Ethics Committee, the Finance and Operational Performance Committee, and the Strategy, Investment and Impact Committee, under Charters outlining their decision-making, advisory and oversight functions, together with revised Bylaws and Operating Procedures of the Board and Committees. Additionally, the Board established the Coordinating Group with its terms of reference outlining their responsibilities.</p>

## Annex 3 – Relevant Past Documents & Reference Materials

1. [EGC Working Document – 28 September 2018](#) (September 2018)
2. [GF/EGCo7/04 – Strengthening Committee Selection Processes: Next Steps](#) (June 2018)
3. [GF/B39/16 – Governance Action Plan](#) (April 2018)
4. [GF/EGCo5/ERo2 – Committee Membership Selection Processes](#) (December 2017)
5. [GF/EGCo4/05 – Committee Leadership and Membership Selection Processes](#) (July 2017)
6. [Information Notes from Committee Selection Processes](#) (2017-2018)
7. [OIG Advisory Review on governance, GF-OIG17-009](#) (April 2017)
8. Reports of Governance Performance Assessments:
  - a. [GF/EGCo6/11 Committee Performance Assessment Results](#) (March 2018)
  - b. [GF/EGCo5/12 – Egon Zehnder Update and Synthesis for the Ethics and Governance Committee](#). (October 2017)
  - c. [GF-EGCo4-10 Report of Egon Zehnder to the EGC](#) (July 2017)
  - d. [GF/B36/19 Results of Board and Board Leadership Performance Assessment](#) (November 2016)

## Annex 4 – Overview of Committee Selection Processes

### What is the current process to select and appoint Committee Leadership and Membership?

1. **Board-approved process.** The processes to select and appoint Committee Chairs and Vice-Chairs, and Committee Members, are defined in the BCOP (Articles 42 and 43 respectively). Required competencies for Committee Chairs and Vice Chairs, and Committee Member, are defined in Annex 1 of the BCOP (Tables 5 and 3 A&B respectively). For full details on process steps, roles and responsibilities, candidate requirements, and key factors for review of candidates, Information Notes are available [here](#).
2. **Enhancements in 2017-2018.** In 2017, the then EGC conducted a review of committee selection processes, and implemented a number of enhancements within the provisions of the BCOP. Enhancements included a communications plan, increased time for nominations, and informal interviews for leadership candidates, and were aimed at enabling:
  - i. Balancing transparency with candidate confidentiality;
  - ii. Ensuring clear understanding regarding key requirements of the roles and time commitment;
  - iii. A broad and diverse candidate pool including gender diversity;
  - iv. Multiple candidate nominations per constituency, enabling sufficient choice of candidates with relevant skills and competencies;
  - v. Continuity, institutional memory, and effective links to Board: candidates who serve, or have previously served, on a committee or are a past or current Board Member or Alternate;
  - vi. New talent, balancing membership continuity with renewal; and
  - vii. Complementarity: assessing the combined skillsets and Global Fund experience between Committee Chair and Vice-Chair to achieve a balanced leadership team.
3. **Additional due diligence** was conducted by the Ethics Officer aligned with organizational maturity and level of potential and/or perceived mission, functional and reputational risk (as described in annex 5)

## Committee Leadership Selection Process (August 2017 – January 2018)



**Control Point:** in the event of limitations in candidate pool (numbers; competencies; balanced representation), BL may seek additional nominations.

## Committee Membership Selection Process (January – May 2018)



**Control Point:** in the event of limitations in candidate pool (numbers; competencies; balanced representation), Board Leadership may seek additional nominations.

June 2018 – **Enhanced ONBOARDING**

## Annex 5 – Overview of due diligence aspects of Committee Selection Processes

The Global Fund Ethics Officer is responsible for ensuring sound and effective ethical risk management, and for monitoring the effectiveness of systems, controls and procedures for mitigating ethics and integrity risk at the Global Fund. In line with appropriate due diligence standards for a maturing organization, and as presented to the Ethics and Governance Committee in July 2017, the Ethics Officer will conduct two phases of ethics-related reviews.

### Committee Leadership Selection Process

- Phase I: for all candidates:
  - Screening against watch lists, sanction lists, adverse media and OIG intelligence database.
  - Politically Exposed Person screening
  - Personal and professional interest disclosure
  - Financial disclosure
  - Declaration of interest
- Phase II: for finalist candidates:
  - Outsourced due diligence verifications including social media screening

### Committee Membership Selection Process

- Phase I: for all candidates:
  - Screening against watch lists, sanction lists, Google screening, and OIG intelligence database.
  - Declaration of interest
- Phase II: for finalist candidates:
  - Screening against internal lists of implementers and CCM members
  - Additional due diligence may be conducted should any ‘red flags’ be identified in the above reviews. Such additional checks may include social media, criminal background checks and full adverse media. Candidates will be informed should such steps be deemed necessary.

The Ethics Officer will submit his assessment to the Board Leadership to support their consideration of all candidates. The Ethics Officer will not rank or eliminate candidates on the basis of his review. In accordance with his TORs, the Ethics Officer will escalate complex or novel issues to the EGC, with due attention to confidentiality.

## Annex 6 – Ethics and Governance Committee Working Group on Committee Selection Processes

### Information Note

### Ethics and Governance Committee Working Group on Committee Selection Processes<sup>15</sup>

12 October 2018

#### Mandate and Deliverables

1. As instructed by the Board,<sup>16</sup> the Ethics and Governance Committee (“EGC”) is responsible for undertaking a review of existing processes for selection of committee leadership and members, in order to make recommendations to the Board on revisions to these selection processes.
2. To facilitate EGC ways of working on this initiative, the EGC has agreed to form an informal working group, the Ethics and Governance Committee Working Group on Committee Selection Processes (“EGC WG”).
3. The mandate of the EGC WG is to develop proposals on Global Fund committee selection processes, in order to support the EGC in its responsibility to develop an EGC recommendation to the Board at the 41<sup>st</sup> Board Meeting (May 2019). The EGC WG will develop and present the following to the EGC for consideration, leading to the EGC making a recommendation to the Board:
  - a. Principles and concrete actions to guide **committee selection processes**, including transparency, rotation of constituency representation, relevant experience, institutional memory, and gender equality;
  - b. Standards and processes for **due diligence** undertaken as part of the selection process;
  - c. Proposals regarding the **size and composition of the EGC**.
4. The final EGC recommendation will include any necessary revisions to core governance documents to reflect the proposed enhancements.
5. Committee mandates, while relevant context, are out of scope for this review.

#### Term

6. The term of the EGC WG commences in September 2018 and will expire following the 41<sup>st</sup> Board Meeting in May 2019.

#### Membership

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<sup>15</sup> Informal working group created at the 7<sup>th</sup> EGC Meeting (June 2018). Civil society representative selected September 2018.

<sup>16</sup> Board decision GF/B39/DP06: Strengthening Committee Selection Processes (May 2018)

7. The membership of the EGC WG includes individuals from the Implementer Group, Donor Group, EGC leadership, and civil society, and is composed as follows:
  - a. Ana Filipovska (EGC member from Implementer Group constituency)
  - b. Renuka Gadde (EGC member from Donor Group constituency)
  - c. Shaun Mellors (Representative nominated by civil society)
  - d. Suomi Sakai (EGC member from Donor Group constituency)
  - e. Sandra Thurman (EGC Chair)
8. Members of the EGC WG are volunteers from the EGC, and a civil society representative selected by the EGC leadership. All members serve in their personal capacity, bringing relevant expertise and experience to the discussions and work of the EGC WG, in support of the full EGC.

## Methods of Work

9. The EGC WG will work closely with the full EGC, and will consult broadly with the Board and its constituencies to prepare a robust proposal, for EGC recommendation to the Board. The EGC WG will engage in consultation with Board constituencies through methods including consultations and interviews, information briefings, and requests for written feedback. The EGC WG will also refer to committee selection processes in comparable organizations.
10. The Secretariat will support the EGC WG members in undertaking their mandate. Specifically:
  - a. The Office of Board Affairs will support research activities, provide institutional advice and guidance, draft materials, and provide coordination support to the EGC WG;
  - b. The Ethics Officer will be responsible for collaborating with the EGC WG to develop a proposed approach for integrity due diligence for committee selection processes; and
  - c. The Legal Department will review proposals and advise on alignment with, or amendments to, core governance documents.
11. The EGC WG will conduct its work principally via electronic means, with occasional in-person meetings, held where possible in the margins of scheduled, in-person Board or EGC meetings.
12. EGC WG members from the Implementer Group and civil society are eligible for Global Fund financial support in order to participate in in-person meetings of the EGC WG, under standard travel and expenses regulations.