

Terms of Reference for the Executive Director Nomination Committee¹

August 2025

Authority

1. The Global Fund Board approves these Terms of Reference for the 2 Executive Director Nomination Committee (“EDNC”) in accordance with Article 36 of the Operating Procedures of the Board and Committees of the Global Fund to Fight AIDS, Tuberculosis and Malaria (“BCOP”) based on the recommendation of the Board Chair and Vice-Chair (together the “Board Leadership”) and following consultations with the Ethics and Governance Committee (“EGC”).

Purpose and engagement

2. The purpose of the EDNC is to assist the Board with the selection of the next Executive Director of the Global Fund. The EDNC reports directly to the Global Fund Board and its mandate shall expire on the appointment of the Executive Director.
3. While the EDNC reports to the Board, its work is overseen by the EGC, acting on behalf of the Board Leadership. Accordingly, as further specified in paragraphs 18 and 19 below, the EDNC will ensure the EGC and Board Leadership are appropriately informed throughout the process.
4. The Ethics Officer will advise the EDNC, the EGC and Board Leadership on all due diligence and conflict of interest issues in accordance with the Terms of Reference of the Global Fund Ethics Officer.
5. As further set out in the BCOP and in these Terms of Reference, the EGC shall provide the necessary support and advice to the Board Leadership with respect to the recruitment process of the Executive Director.

Membership

6. Membership of the EDNC shall be comprised of **seven** persons, including a Chair and Vice-Chair, as nominated by the Board Chair and Vice-Chair, following consultations with the EGC, and approved by the Board, as follows:

¹ As approved by the Board by electronic decision on 6 August 2025 (Decision Point GF/B53/EDP08).

- a. **Six constituency members**, preferably Board Members and Alternate Members, coming in equal proportion from the Implementer and the Donor voting groups; and
 - b. **One independent member**, fulfilling the independence criteria set out in Annex A attached hereto, with recent experience in the oversight and appointment of chief executive officers or their equivalent in organizations of a similar scale and reach to the Global Fund. The individual selected will bring additional gravitas and global experience to the EDNC and shall provide additional technical expertise or insight to the EDNC.
7. All persons nominated as EDNC members must be able to dedicate sufficient time, estimated up to 20 days for members and at least 30 days for the Chair and Vice-Chair, to the EDNC and to be committed to fully cooperate and participate in the EDNC.
 8. When taken as a group, the members will bring senior level experience in management of people and systems; public representation and outreach; and strategic leadership in the field of international finance, development, or global health and/or the three diseases and beyond. The members will also bring skills in the specific task of identifying and interviewing senior executive talent, with previous experience in a Global Fund ad hoc nomination committee being an asset. To the extent possible, the members will come from a broad range of sectors and regions.
 9. All members shall serve in their personal capacity and in the best interests of the Global Fund; they shall not disclose any confidential information to any person or seek or accept instructions in regard to their performance on the EDNC from any constituency of the Global Fund Board or other individual or entity, and shall report any undue influence, or attempt thereof, to the Ethics Officer. Furthermore, should any member believe that he/she has a perceived or actual conflict of interest with any of the candidates for the position of Executive Director, such member shall disclose it immediately to the Ethics Officer who shall advise on remedial measures, as appropriate.
 10. In the exceptional event that one of the members of the EDNC may no longer serve as member, the EGC in consultation with the Board Leadership shall nominate and appoint a new member coming from the same group of the original member as set out in paragraph 6 above.
 11. In addition to their membership role, the Chair of the EDNC shall provide coordination support and shall regularly report and update the Board on behalf of the EDNC. In the event the Chair is unavailable to perform his/her duties, the Vice-Chair shall step in on their behalf.

Work plan

12. The EDNC shall define and undertake its work according to a strategic work plan that is agreed between its members. The work plan shall envisage that the Board will receive a final report approximately one month prior to the Board's appointment of the next Executive Director.

13. The principal task of the EDNC shall be to screen and interview candidates in order to present a short-list of highest-qualified candidates to the Board for a final decision.

14. Specifically, the EDNC shall:

- a. Work on a non-political and merit basis;
- b. Direct and oversee the work of the Executive Search Firm to develop a candidate list for the role of Executive Director, ensuring that the search firm reaches out to broad Board constituency and other networks to find highly skilled candidates;
- c. Develop the scope of the integrity due diligence process and establish a plan for conducting due diligence which will ensure coordination of due diligence providers and allow the evaluation of each candidate's demonstration of ethical values and history with respect to key Global Fund strategic issues, including gender equality, key populations, communities living with HIV and affected by tuberculosis and malaria;
- d. Provide any assistance that may be requested by the EGC and the Ethics Officer to facilitate and support the integrity due diligence assessment;
- e. Provide to the Board by not later than one month prior to the Board meeting at which the Executive Director is to be appointed:
 - i. a short list of the four to five highest-qualified candidates for the role of Executive Director, which should have given due regard to seeking diversity in gender and regional background, leadership and management skills, technical expertise, including with respect to HIV, tuberculosis and malaria, as well as implementation experience, and based on the selection criteria as defined in the candidate profile outlined in the Executive Director Terms of Reference notifying the Board should the EDNC anticipate the expected number of short listed candidates may not be met²; and
 - ii. a final report describing the attributes that each would bring to the Global Fund. This report should include the extent to which each candidate fulfills the selection criteria, and the candidate's ability to perform the duties of the Executive Director as outlined in the Executive Director Terms of Reference and weight those capacities according to the key areas of competency for the role.
- f. Provide a progress report to the Board, outlining the overall timeline, milestones and associated reporting schedules, and how short-listed candidates will be presented to the Board once the final report is submitted to the Board. This progress report should also provide clear guidance on the confidential nature of the information and documents which may be shared by the Board constituencies at the different stages of the recruitment process and alert the Board to particular risks (e.g. leak of confidential information or dropping out of short-listed candidates) that may adversely impact the

² The EDNC is not mandated with the development of selection criteria for the Executive Director. In accordance with Art. 36.3. such selection criteria may be recommended for Board approval by the Board Leadership in consultation with the EGC.

Executive Director search and appointment decision and propose potential mitigating actions;

- g. Ensure that potential candidates are sufficiently informed of the process, the scope of the due diligence assessment, and understand that the names and biographies of the short-listed candidates will not be deemed confidential information once the final report, which will remain confidential, is submitted to the Board.

Confidentiality

- 15. The ED shall conduct itself at all times in a manner that fully respects the privacy and personal reputation of potential candidates, as well as the need to promote open and frank discussions during this internal deliberative process, within an appropriate framework of confidentiality, including the Global Fund's Code of Ethical Conduct for Governance Officials and other applicable Global Fund documents regarding information classification and records management. Discussions within the EDNC shall be kept strictly confidential.
- 16. Each member must sign a confidentiality agreement, strictly adhere to its contents, and take responsibility for protecting the confidentiality of documents, information and discussions throughout the EDNC's term.

Decision-making and governance

- 17. The EDNC shall seek to make its decisions by consensus. Recognizing that the role of the EDNC is to propose the best possible candidates for the role of Executive Director, where consensus may not be obtained, the majority view of the EDNC will prevail³.
- 18. The EGC, acting on behalf of the Board Leadership, shall oversee the work of the EDNC and the overall process to select the next Executive Director. This shall include reviewing, prior to the submission to the Board, the: (i) draft EDNC strategic work plan; (ii) proposed scope and plan for the due diligence process; and (iii) regular progress reports to the Board in accordance with milestones and associated timelines set forth in the EDNC's strategic work plan.
- 19. Following the EDNC's submission of its final report on the short-listed candidates to the Board, the Board Leadership will be responsible for leading the final process steps regarding the Board's selection of the next Executive Director. The EDNC, in coordination with the Board Leadership, will be responsible for planning and managing the handover of this responsibility to the Board Leadership.

³ For the avoidance of doubt, the Chair and Vice-Chair of the EDNC, and the independent member, will have voting capacity.

**Criteria of Independence for the independent members of the Executive
Director Nomination Committee**

Members of the governance, advisory and administrative bodies of the Global Fund ("Global Fund Officials") may not serve as independent members in the Executive Director Nomination Committee ("Nomination Committee"), with the exception of current independent members of the Ethics and Governance Committee and the Audit and Finance Committee who may be considered subject to the criteria below.

In addition, a candidate will not be considered independent if he or she:

- a. has been a Global Fund Official at any time within the last three years;
- b. has within the last three years served in an elected or appointed position within the Government of a country represented through a constituency on the Board;
- c. has been within the last three years an employee of a firm that has provided audit, assurance or other oversight services to the Global Fund;
- d. has participated or attended deliberations of the governance, advisory and administrative bodies of the Global Fund within the last three years as a delegate for a constituency of the Board;
- e. has been within the last three years an employee of a company or an organization that has directly or indirectly made payments to or received payments from the Global Fund over the last three years in excess of the lesser of US\$500,000 or 2 per cent of the consolidated expenditures or revenues of the company or organization; or
- f. holds any professional responsibilities that might infringe on her/his independence during their tenure on the Nomination Committee.