

Terms of Reference of the Global Fund Ethics Officer / Chief Risk Officer ¹

1. Mandate

Ethical conduct and sound risk management are hallmarks of the Global Fund, and they apply to all those involved in the operation and governance of the organization. In accordance with the Ethics & Integrity Framework,² the Ethics Officer / Chief Risk Officer is responsible for providing assurance on the extent to which the Global Fund has fully and effectively implemented its ethics and integrity-related policies, codes and requirements. In accordance with the Board-approved Risk Management Policy, the Ethics Officer / Chief Risk Officer supports the implementation of effective systems for identifying, assessing, and managing risks that could impact the achievement of the Global Fund's mission.

The Ethics Officer / Chief Risk Officer therefore serves as the second line of defense: on the one hand, in relation to ethics and integrity risks facing the Global Fund, leading efforts to promote strong ethics and integrity-related values, systems and practices, monitoring their implementation and responding to potential ethical misconduct. On the other hand, in the risk management role, they support the Executive Director in making risk management integral to the Global Fund's culture, strategic planning, decision making and resource allocation to proactively manage risk.

In accordance with accountabilities for managing such ethics and integrity risks, the Ethics Officer / Chief Risk Officer engages with Global Fund Governance, the Secretariat and (at the operational level) stakeholders in implementing countries. The Ethics Officer / Chief Risk Officer undertakes the responsibilities set forth in these Terms of Reference to fulfil this mandate.

The ethics related aspects, under the oversight of the Executive Director and Board, through the Committee responsible for ethics matters (the "Committee"), are outlined first in this document. The risk-related functions, under the purview of the Executive Director, are outlined in the Annex I to these Terms of Reference.

2. Engagement with stakeholders

The Ethics Officer / Chief Risk Officer will advise the Board, through the Committee, on (i) the strength of the Global Fund's overall ethics and integrity framework, including major issues and trends observed at the levels of both Secretariat and grant operations; and (ii) ethics and integrity-related issues pertaining to the activities of Governance Officials and advisory body members. The Ethics Officer / Chief Risk Officer will advise the Executive Director on (i) the strength of the Secretariat's ethics and integrity-related systems and policies; and (ii) ethics and integrity-related issues pertaining to Secretariat and grant operations.

At the governance level, the Ethics Officer / Chief Risk Officer:

- i. Advises on and manages ethical and conflict of interest issues relating to Governance Officials;

¹ As adopted by the Board on 30 July 2015 (Decision Point GF/B33/EDP14), amended by the Board on 1 June 2021 (Decision Point GF/B45/EDP02), and amended by the Board on 4 August 2025 (Decision Point GF/B53/EDP07).

² As adopted by the Board on 21 November 2014, (Decision Point GF/B32/DP09).

- ii. Supports the response to potential ethical misconduct by Governance Officials,³ including advising on investigations of Governance Officials following referral to, and as requested by, the Ethics and Governance Committee in accordance with its Charter⁴ and the Code of Conduct for Governance Officials;
- iii. Monitors the effectiveness of the Code of Conduct for Governance Officials, the Ethics and Integrity Framework, the Policy on Conflict of Interest⁵, the Policy to Combat Fraud and Corruption⁶ and other ethics-related policies applicable to the Board and its Committees; and
- iv. Reports to the Board on the strength of the Global Fund's overall ethics and integrity framework, including Secretariat systems and practices.

At the Secretariat and operational levels, the Ethics Officer / Chief Risk Officer:

- i. Advises on ethics and conflict of interest risks relating to employees and individuals/entities involved in grant implementation (e.g., grant implementers, Local Fund Agents, suppliers, Country Coordinating Mechanisms);
- ii. Supports and manages programs to ensure a consistent application of Codes of Conduct;
- iii. Monitors the effectiveness of the Codes of Conduct for Employees, Country Coordinating Mechanism Members, Recipients of Global Fund Resources and Suppliers, and other ethics-related requirements applicable to them; and
- iv. Advises the Executive Director on the strength of the Secretariat's ethics-related systems and policies.

The Ethics Officer / Chief Risk Officer will gain an in-depth understanding of Global Fund governance, Secretariat and operational processes. As head of the Ethics function, the Ethics Officer / Chief Risk Officer leads a team working with the Board, its Committees, the Office of the Inspector General and the Secretariat, notably the Grant Management Division, the Legal and Governance Department, the Human Resources Department and the Supply Operations Department. Through mutual exchange of information and best practices, the Ethics Officer / Chief Risk Officer is responsible for integrating ethics and integrity risk management and impact into decision-making and processes. The Ethics Officer / Chief Risk Officer also monitors the adequacy of controls around ethics and integrity, at all levels in the Global Fund.

3. Responsibilities

a. *Ensure Sound and Effective Ethical Risk Management*

- i. Provide an annual written opinion to the Board, through the relevant Board Committee (the "Committee"), on (i) the state of ethics and integrity across the entire Global Fund and the activities it finances, including anti-corruption controls, based on available assessments of key risk areas; and (ii) the extent to which Global Fund activities have complied with ethics and integrity-related policies, codes and requirements;
- ii. Monitor the effectiveness of existing systems, controls and procedures for mitigating ethics and integrity risks across Global Fund operations, including the activities of (i) the Board and its

³ As defined in the Code of Conduct for Governance Officials, adopted by the Board on 1 April 2015 (Decision Point GF/B33/DP10) and as amended.

⁴ As adopted by the Board on 17 November 2015 (Decision Point GF/B34/DP07) and as amended.

⁵ As adopted by the Board on 10 October 2003 (Decision Point GF/B03/DP10) and as amended.

⁶ As adopted by the Board on 15 November 2017 (Decision Point GF/B38/DP09) and as amended

Committees; (ii) the Secretariat and Office of the Inspector General (OIG); (iii) grant implementers, including CCMs; and (iv) third-party providers (e.g., LFAs and suppliers of both the Secretariat and grant implementers);

- iii. Advise the Executive Director and/or the Committee on ethics and integrity risk management, including potential modifications to ethics-related systems and policies to align with evolving norms and ensure continuous improvement of controls;
- iv. Collaborate with stakeholders to support the development and implementation of tools for embedding ethics and integrity into operations (e.g., capacity-building, communication strategies and trainings programs for Governance Officials, employees and external stakeholders); and
- v. Monitor the effectiveness of compliance systems for holding individuals and entities accountable for violations of ethical and integrity-related policies and codes, and propose modifications as appropriate.

b. Advice⁷ and Support across Global Fund Governance and Operations

- i. Provide regular advice, guidance and support to Governance Officials on ethics and integrity-related risks (both at and in-between meetings) by, amongst other actions, addressing conflict of interest issues which can be fully mitigated in a way acceptable to both the Ethics Officer / Chief Risk Officer and the Governance Official, and monitoring their implementation;
- ii. For all other issues, provide regular advice and support to the Committee on ethics and integrity-related risks involving Governance Officials;
- iii. Based on the Ethics Officer/ Chief Risk Officer's advice, the Committee will decide appropriate preventive, mitigating or remedial actions;
- iv. Provide regular advice and support to the Executive Director on ethics and integrity-related risks pertaining to Secretariat activities and grant operations related to grant recipients, CCMs, third-party providers (e.g., LFAs and suppliers of both the Secretariat and grant implementers) and employees;⁸ Based on the Ethics Officer/ Chief Risk Officer's advice, the Executive Director will determine and implement appropriate preventive or mitigating actions;
- v. When advising and supporting Governance Officials or the Secretariat as provided in paragraphs 2.b.i and iii above, the Ethics Officer / Chief Risk Officer keeps the Committee informed of risks that are identified as presenting real or perceived significant and novel issues, including financial or reputational risk;
- vi. Ensure coordination between the Committee and the Executive Director when issues are raised involving individual(s) concurrently holding operational, Secretariat and/or governance roles; and
- vii. Regularly provide reports directly to the Board, through the Committee, on the Global Fund's activities in response to ethical issues at the governance, Secretariat and operational levels.

⁷ The advice provided by the Ethics Officer / Chief Risk Officer will be based on the norms and principles set forth in the Ethics & Integrity Framework and applicable policies including the relevant Code of Conduct

⁸ For issues involving the Executive Director, the Ethics Officer / Chief Risk Officer will consult directly with, and provide advice to the Committee.

c. *Collaboration and Advocacy*

- i. Collaborate with Global Fund stakeholders to build and maintain full and effective ethics and integrity systems, particularly with the Office of the Inspector General, and the Grant Management, Risk Management, and Legal and Governance functions of the Secretariat;
- ii. Promote high ethical standards in Global Fund operations, through engagement with management, employees and the Global Fund Ombudsperson;
- iii. Collaborate with the Communications Department on the Global Fund's ethics initiatives and commitment to its core ethical values; and
- iv. Collaborate with the Grant Management Division to support advocacy to CCMs and grant implementers regarding the enhancement of ethics and integrity systems.
- v. Collaborate with stakeholders to support training and awareness programs with respect to the Codes of Conduct.

d. *Support Investigations of Ethical Misconduct*

- i. Promote and support compliance with the Whistle-blowing Policy and Procedures for the Global Fund to Fight AIDS, Tuberculosis and Malaria,⁹⁹ and protection for whistle-blowers.
- ii. Support implementation of the principles of the Whistle-blowing Policy by collaborating with the Inspector General to implement procedures to ensure the timely referral of ethics or integrity-related issues, as well as issues involving fraud and abuse, to the Ethics Officer / Chief Risk Officer or to the Office of the Inspector General, in accordance to the principles set out in the Charter of the Office of the Inspector General and the Terms of Reference for the Inspector General;
- iii. Undertake referrals, preliminary assessments and investigations in accordance with the mandates approved by the Board and/or its standing Committees having oversight of the OIG, the Global Fund's human resources policies and the Ethics and Integrity Framework, respectively. The Ethics Officer / Chief Risk Officer will collaborate with the OIG and Secretariat to define ways of working and coordination; and
- iv. In all matters relating to Governance Officials, after having sought the Ethics Officer/ Chief Risk Officer's advice, the Committee will determine and implement appropriate remedial actions following misconduct in accordance with their Charter and the Code of Conduct for Governance Officials. In the event the ethics issue concerns a Governance Official, and the matter concerns or has an impact on operations, the Ethics Officer / Chief Risk Officer will work to ensure coordination between the Committee and the Executive Director as a key part of the process of determining the appropriate response.

e. *Administrative Functions*

The Ethics Officer / Chief Risk Officer will maintain case management systems and electronic system(s) for the submission and administration of declarations of interest, based on the specific requirements contained under the applicable Codes of Conduct.

⁹ GF/B13/6, as amended

The Ethics Officer / Chief Risk Officer will maintain facilities to ensure the confidential handling of sensitive information, such as information regarding Governance Officials and other personal data.

4. Reporting Arrangement

In the ethics capacity, the Ethics Officer / Chief Risk Officer will have a dual reporting line, reporting to the Board, through the Committee, and to the Executive Director.

Through the dual reporting line, the Ethics Officer will serve as a direct advisor to both the Board, through the Committee and the Executive Director. This dual reporting line also applies to all matters relating to the ethics function, including the mandate, Ethics Officer / Chief Risk Officer selection and appointment, performance management, and the development and approval of the workplan and budget for the ethics functions within the Ethics Officer / Chief Risk Officer 's mandate.

The Ethics Officer has an open channel of communication with both the Board, through the EGC, and the Executive Director. In addition, the Ethics Officer / Chief Risk Officer is accountable to the Board, through the Committee, and the Executive Director, who share responsibility for overseeing the Ethics Officer.

The performance evaluation of the Ethics Officer / Chief Risk Officer will be jointly conducted by the Committee and the Executive Director, with input from the Board Leadership and the Inspector General. In the event consensus cannot be reached, the matter will be referred to the full Board for decision.

This post is located in Geneva and may require frequent travel.

5. Budget and Managerial Responsibility

The Ethics Officer / Chief Risk Officer will be accountable for ensuring the effective operation of the ethics and risk management functions, including recordkeeping in relation to ethics and integrity requests and cases, and efficient and effective management of its budgets.

The strategic priorities and work plan of the ethics functions under the Ethics Officer / Chief Risk Officer will be developed by the Ethics Officer / Chief Risk Officer in consultation with the Executive Director and submitted to the Committee for approval. The Committee will also endorse the corresponding budget, which will be approved as part of the Secretariat budgeting cycle.

6. Required Skills and Experience

The Ethics Officer / Chief Risk Officer must:

- i. Have an advanced degree in ethics, law, risk management, accounting, internal/operational auditing, business administration, corporate governance, or other related fields;
- ii. Have at least ten years of leadership experience in the areas of organizational ethics, corporate responsibility, assurance, risk management, and/or corporate governance;
- iii. Have demonstrated experience in implementing and strengthening the maturity of ethics, risk, and compliance programs in multifaceted environments;
- iv. Have demonstrated experience in advising complex organizations on ethics- and risk- related issues at all levels including boards of directors, executive management and external stakeholders;

- v. Have demonstrated experience in conducting or overseeing investigations of suspected misconduct;
- vi. Have extensive experience in advising for-profit and/or non-profit entities in the areas of leadership, ethical values, risk management and organizational culture;
- vii. Have fluency in written and spoken English, with a working knowledge of French or other languages desirable;
- viii. Demonstrate the Global Fund's core ethical values of integrity, duty of care, accountability, and dignity and respect;
- ix. Understand and promote the mission, strategy and priorities of the Global Fund; and
- x. Display understanding and sensitivity to all values underpinning the mission of the Global Fund.

7. Competencies

a. *Functional Competencies*

- i. Ethics
- ii. Risk Management
- iii. Advisory
- iv. Organizational Leadership
- v. Organizational Governance

b. *Organizational Competencies*

- v. The Ethics Officer / Chief Risk Officer must have the organizational competencies required of members of the Secretariat Management Executive Committee, as set forth by the Secretariat, in addition to those below:
- vi. Client orientation with a constructive approach to resolution of problems;
- vii. Excellent analytical skills and ability to interpret rules and guidelines, and ability to conceptualize policies;
- viii. Ability to demonstrate sound and independent judgment, prudence and maturity in complex and sensitive cases;
- ix. Excellent interpersonal skills with officials from the operational to most senior governance levels;
- x. Excellent drafting skills, and excellent communications skills (oral and written);
- xi. Ability to work with utmost discretion in handling sensitive and confidential matters; and
- xii. Respect for deadlines and ability to function under pressure.

8. Selection and Term

The Ethics Officer / Chief Risk Officer is appointed through standard Global Fund recruitment procedures for a three-year term that may be renewed no more than once.

The Committee and the Executive Director jointly select the Ethics Officer / Chief Risk Officer, who is then appointed on a no-objection basis by the Board. In the event the Committee and the Executive Director cannot reach consensus regarding the selection of a candidate, the matter will be referred to the Board for decision.

Given the unique role of the Ethics Officer / Chief Risk Officer, following the completion of their term(s) as Ethics Officer / Chief Risk Officer, they will be ineligible to serve as an employee, consultant or as a participant in a governance role for the Global Fund for a period of two years.

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### Annex I: Risk Management Function

*The following section outlines key risk management-related responsibilities assigned to the Ethics Officer / Chief Risk Officer. This section is therefore under the purview of the Executive Director of the Global Fund, who is ultimately responsible for risk management, and may modify this Annex, as required, and notify the Board and Committees responsible for Ethics and Risk matters.*

#### Risk Management Function

In accordance with the Board-approved Risk Management Policy and the Secretariat's Risk Management Framework, the Ethics Officer / Chief Risk Officer will support the implementation of effective systems for identifying, assessing, and managing risks that could impact the achievement of the Global Fund's mission. In the risk management role, the Ethics Officer / Chief Risk Officer provides strategic leadership on risk engagement across both governance and operational levels.

At the governance level, the Ethics Officer / Chief Risk Officer:

- (i) provides regular risk updates and consolidated reporting to the Audit and Finance Committee (AFC) in accordance with the Committee's risk oversight responsibilities and the Board on the overall risk profile, including risk levels relative to risk appetite, key thematic risks, and emerging/changing risks.

At the Secretariat level, the Ethics Officer / Chief Risk Officer:

- (i) leads the implementation of the Risk Management Policy and supporting framework, policies and processes, and
- (ii) oversees the integration of risk management into strategic planning, operations, and performance management through the Risk Management Department and collaboration with risk owners.

## **Risk Management Role**

### *a. Risk Policy Leadership*

Formulate and keep up to date the Global Fund's Risk Management Policy, ensuring it remains aligned with the organization's strategy, governance practices, and operating environment.

### *b. Risk Process Coordination*

Coordinate and facilitate the development and operation of risk management processes throughout the Secretariat, integrating risk practices across functions and decision-making frameworks.

### *c. Risk Register and Evaluation*

Facilitate preparation of the organizational risk register and evaluate risks in relation to strategy and work plans, engaging risk owners and senior leadership to ensure the completeness, accuracy, and timeliness of risk information.

### *d. Risk Reporting*

- i. Coordinate regular risk reporting to Senior Management and the Board, through the Executive Director.
- ii. Prepare consolidated reports, assurance updates, and trend analyses to support oversight by the Audit and Finance Committee.

### *e. Compliance and Process Verification*

Verify that risk management processes are functioning as intended, fulfilling a second-line compliance function that ensures policies, controls, and reporting systems operate effectively.

### *f. Strategic Risk Intelligence*

Lead efforts to identify, anticipate, and monitor material and emerging risks that may impact the Global Fund's ability to deliver on its mission, and ensure timely escalation to Senior Management and the AFC as appropriate.

## **Risk Management Reporting**

In the risk management capacity, the Ethics Officer / Chief Risk Officer reports solely to the Executive Director. This reporting line includes all matters of mandate, planning, resource allocation, and performance assessment relating to the Risk Management Department and its operations. While the Ethics Officer / Chief Risk Officer provides regular risk reports and assurance updates to the AFC, this engagement occurs under the delegated authority of the Executive Director, in line with the AFC's risk oversight role as defined in its Charter.