

## Decision

**Decision Point: GF/B47/EDP05: Amendments to the Operating Procedures of the Board and Committees of the Global Fund to fight AIDS, Tuberculosis and Malaria**

- 1. Based on the recommendation of the EGC, the Board approves the amendments to the Operating Procedures of the Board and Committees of the Global Fund, as set out in Annex 2 to GF/B47/ER04. The amendments to the BCOP shall enter into force upon the adoption of this decision point.***

**Budgetary implications (included in OpEx budget)**

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

## Annex 2 – Policy document for approval (*only excerpts of relevant provisions*)



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### OPERATING PROCEDURES OF THE BOARD AND COMMITTEES OF THE GLOBAL FUND TO FIGHT AIDS, TUBERCULOSIS AND MALARIA

~~11 November 2019~~ May 2022<sup>1</sup>

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<sup>1</sup> As approved on 28 January 2016 (GF/B34/EDP07 and amended on 21 April 2016 (GF/B34/EDP21), 9 August 2018 (GF/B39/EDP08), 1 April 2019 (GF/B40/EDP11) and 11 November 2019 (GF/B41/EDP15). These Operating Procedures of the Board and Committees of the Global Fund to Fight AIDS, Tuberculosis and Malaria replace in their entirety the Operating Procedures of the Board and the Committees of the Global Fund that were approved on November 2011 (GF/B25/DP7), amended on 16 April 2012 (GF/B25/EDP18), ~~and 20 November 2014 (GF/B32/DP05) and 11 November 2019 (GF/B41/EDP15).~~

## PART I: BOARD OPERATING PROCEDURES

### A. BOARD COMPOSITION AND MEMBERSHIP

#### 1. Board Composition

- 1.1. The voting and non-voting members of the Board of the Global Fund to Fight AIDS, Tuberculosis and Malaria (the “Global Fund”) are described in Article 7.1 of the By-Laws.
- 1.2. Each voting and non-voting member of the Board of the Global Fund represents a constituency of the Board.
- 1.3. The twenty constituencies of the Board of the Global Fund that are represented by voting members are further grouped as follows: (a) the group encompassing the eight donor country representatives, one private sector representative and one private foundation representative (the “Donor Voting Group”); and (b) the group encompassing the seven developing country representatives, the two non-governmental organization (“NGO”) representatives, and the representative of an NGO who is a person living with HIV/AIDS or from a community living with tuberculosis or malaria (the “Implementer Voting Group”).
- 1.4. The seven developing country seats are allocated to six constituencies based on each of the six World Health Organization (WHO) regions and to an additional constituency from Africa. WHO has no role in selecting Board Members. WHO regions are used only as a reference for the purpose of aggregating developing countries into regional groups.

#### 2. Board Chair and Vice-Chair

- 2.1. The Board Chair and Vice-Chair serve coinciding ~~three~~two-year terms, or until the appointment of their respective successors, in their personal capacity as non-voting members in accordance with the Terms of Reference of the Board Chair and Vice-Chair and the Board and Committee Membership Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures. The Board Chair and Vice-Chair will act solely in the best interests of the Global Fund without any constituency representation status or obligation.
- 2.2. The Board Chair and Vice-Chair, shall share and allocate between themselves responsibility for chairing all Board meetings, including ensuring correct procedures, adherence to the agenda while allowing adequate time for discussion, reaching clear decisions and overseeing a vote of all decisions. The Board Chair and Vice-Chair shall be the principal spokespersons for the Board.
- 2.3. The Board Chair and Vice-Chair will encourage active and effective contributions by all members of the Board, communicate with members of the Board between Board meetings, and will work closely with other members of the Coordinating Group to carry out the day-to-day business of the Board.

#### 3. Board Members

- 3.1. Each Board constituency will develop its own process to designate its representatives to the Board and determine the members of its delegation. The selection process

of the Board Member or Alternate Member of their delegation. Each constituency shall provide the Secretariat with written notification of the names of such members and the relevant agenda items for which they will speak instead of the Board Member or Alternate Member as far in advance of the relevant agenda item as possible (e.g., prior to the start of the Board meeting), and at least one-hour prior to the scheduled start of the relevant agenda item. Only one individual from a Board constituency, including the Board Member or Alternate Member, may speak per agenda item at Board meetings. However, only the Board Member or Alternate Member, or their duly authorized designee, shall have voting rights.

- 6.4. The Board Chair may invite guests to Board meetings at such times and for such purposes, as he or she deems appropriate.

## 7. Selection Processes of Board Constituency Roles

- 7.1. The Board Member, Alternate Member and Constituency Focal Point may be selected by the members of the constituency in an open, consultative and transparent manner decided by the constituency. Each Board constituency shall submit to the Secretariat their internal processes for the selection of the Board Member, Alternate Member and Constituency Focal Point. The process for selecting the Board Member, Alternate Member and Constituency Focal Point shall include an integrity due diligence review conducted by the constituency in accordance with guidance from the Ethics Officer.
- 7.2. While highly effective Board Members, Alternate Members and Constituency Focal Point come from a wide range of backgrounds, constituencies should refer to the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, to select Board Members, Alternate Members and Constituency Focal Point who possess key competencies and have capacity to perform their respective responsibilities.
- 7.3. Appointments of Board Members, Alternate Members and Constituency Focal Points will be notified to the Office of Board Affairs in writing by an authorized representative of the constituency. Notification should include contact information for the Board Member, Alternate Member or Constituency Focal Point, and a completed Declaration of Interest form to be submitted to the Ethics Office. Following 14 calendar days from the receipt of such notification, the Office of Board Affairs shall inform the Board of the new appointment of the Board Member or Alternate Member. Board Members, Alternate Members and Constituency Focal Points are to be re-confirmed no later than two weeks prior to the start of a scheduled Board meeting.
- 7.4. Additionally, each constituency shall submit to the Secretariat the delegation of authority to the Board Member and Alternate Member to speak or vote on behalf of the constituency for reference. Any updates or revisions to these processes shall be submitted to the Secretariat in a timely manner. If, for any reason, the Board Member or Alternate Member is not available to attend a Board meeting or part of a Board meeting, then a replacement can be designated by that constituency at any time.
- 7.5. Only Board Members and Alternate Members, or their duly authorized designees, who have been properly registered with the Secretariat shall have the right to participate in Board deliberations, in-person or otherwise, or exercise the voting power held by the constituency they represent throughout such Board Member's and Alternate Member's terms, unless otherwise delegated in writing and provided to the Secretariat.

## **8. Disputed Board Seats**

- 8.1. Disputes regarding entitlement to a Board seat should in the first instance be resolved by members of the constituency entitled to the Board seat. If the matter is not resolved by the constituency, it may be settled by the Board, in consultation with the Committee mandated with governance responsibilities.

## **9. Vacancies on the Board**

- 9.1. A vacancy in any office or position resulting from death, resignation, disqualification or other reason, shall be filled in the same manner in which the original holder of that office or position was appointed or selected. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.

## **B. BOARD MEETINGS**

### **10. Regular Board Meetings**

- 10.1. The Board is required by the Bylaws to have a minimum of two meetings per year, one of which will be held in Geneva, Switzerland. The Board shall adjust the frequency and number of these meetings as necessary. Meetings will generally be kept to two days in length. **Board meetings held virtually may be longer than two days in length.**
- 10.2. When deciding on the location of meetings, due consideration will be given to ensuring that Board constituencies are not faced with any difficulties in visiting the selected country, especially with regard to key populations, visa requirements and consideration if such country has conferred privileges and immunities to the Global Fund and its officials. Board meetings may only be held in countries where travel restrictions do not apply to persons who are living with HIV and where no life threatening risks related to stigma and discrimination are identified for people living with HIV and key populations.
- 10.3. Notice of the time and place of each regular meeting of the Board shall be provided to the Board at least ninety days in advance of the meeting. The Board shall approve the location of any Board meeting, as well as meetings of the Partnership Forum, outside of Geneva, Switzerland.

### **11. Emergency Board Meetings and Urgent Board Decisions**

- 11.1. The Board Chair and the Vice-Chair, acting together, shall call in-person emergency Board meetings only as necessary to address extraordinary circumstances (e.g. major financial, legal and/or ethical issues, loss of confidence in leadership), and only with the approval of at least one-third of the Board Members of both the Donor Voting Group and the Implementer Voting Group. Any Board Member, or the Executive Director, may suggest the need for an emergency meeting to the Board Chair and Vice-Chair.
- 11.2. The Board Chair and Vice-Chair, acting together, may, as reasonably required under the circumstances, modify the normal procedural guidelines for Board meetings in the case of an emergency Board meeting (e.g., provision for delegations, translation services, etc.). In the event that no consensus is reached between the Chair and Vice-Chair over whether procedural changes are required, the Chair shall make the determination.

**11.3.** The Board Chair and Vice-Chair, acting together, may take action on behalf of the Board when they consider the procedures for calling regular and emergency meetings, or other forums for broad deliberations, are unable to accommodate the nature and urgency of the required action to be taken as provided by Article 7.3 of the Bylaws. If the Board Chair and Vice-Chair are unable to reach a consensus on whether such action is necessary, the Board Chair shall make the final determination. To the extent practical in the circumstances, the Board Chair and Vice-Chair shall take such action following consultation with the Coordinating Group. The full Board shall be notified of any decision immediately with a full explanation why such decision was deemed urgent. A full report on the decision shall be presented to the Board at its subsequent meeting. The Board will review, and may modify or reverse, the decision.

**11.3.11.4.** Without prejudice to Article 11.3 of the Operating Procedures, the Board Chair and Vice-Chair, in consultation with the Coordinating Group, may decide that urgent decisions may, in exceptional circumstances, be presented directly, and in an expedited manner, to the Board.

## **C. CONDUCT OF BOARD MEETINGS**

### **12. Quorum of the Board**

- 12.1. The Board may conduct business only when a simple majority of Board Members of each of the Donor Voting Group and Implementer Voting Group, or their designated representatives, are present.

### **13. General Conduct at Board Meetings**

- 13.1. Meetings will generally be conducted by the Board Chair, the Vice-Chair, or such other person with a written delegation of authority by the Board Chair or Vice-Chair to perform such functions.
- 13.2. Interventions should be concise and will be limited to three minutes by the Board Chair or Vice-Chair unless previously scheduled as a speech or announcement.
- 13.3. When the meeting floor is open for discussion, the Board Chair and Vice-Chair shall call upon Board constituencies in the order in which they signal their desire to speak by raising their constituency or name flag. The Board Chair and Vice-Chair may, however, use their discretion to adjust the order of the speakers in support of balanced and inclusive deliberations.

### **14. Attendance at Board Meetings**

- 14.1. Attendance by Board Members, Alternate Members, Constituency Focal Points and other members of a constituency's delegation shall be recorded at the start of each Board meeting by the Secretariat.

### **15. Agenda of Board Meetings and Background Documentation**

- 15.1. The Coordinating Group, in consultation with the Secretariat, will develop the Board meeting agenda, and seek input from Board constituencies before sending a final agenda to the Board at least three weeks in advance of the meeting, which will be approved by the Board as a routine order of business at the beginning of each meeting in accordance with Article 20.4 of these Operating Procedures.
- 15.2. Background documentation for each agenda item should be circulated to Board constituencies at least three weeks in advance of Board meetings, with items requiring decisions identified and prioritized.

### **16. Rapporteur**

- 16.1. As a routine order of business, the Board shall appoint a member of the Board, in accordance with Article 20.4 of these Operating Procedures, to act as the Rapporteur for each Board meeting based on a nomination by the Board Chair. With the assistance of the Secretariat, the Rapporteur will be responsible for the execution of final decision points approved by the Board and such other related duties and responsibilities as may be assigned by the Board Chair.

### **17. Advanced Preparation of Decisions for Board Meetings**

- 17.1. As a general principle, there should be minimum changes to decisions that have been prepared by Committees on the understanding that Committees have considered

options in line with their expertise and mandate in preparing appropriate decisions for the Board.

- 17.2. If a constituency of the Board wishes to submit an amendment to a proposed Decision Point proposed by a Committee, the following procedural guidelines should be followed:
  - 17.2.1. The constituency should provide a draft of the proposed amendment to the relevant Committee Chair and Vice-Chair as early as possible, but at least 48 hours (not counting Saturdays or Sundays) prior to the start of the Board meeting; and
  - 17.2.2. All draft amendments should be provided in an electronic or written format that shows the proposed changes to the original text and should be copied to the Secretariat focal point who will ensure it is circulated to the Secretariat and others who must be informed of the proposed amendments.
- 17.3. The Committee Chair and Vice-Chair will consult with other members of the Committee to determine whether the proposed amendment is consistent with the Committee's intent.
- 17.4. Amendments determined to be consistent with the Committee's intent will be highlighted by the Committee Chair or Vice-Chair during his or her presentation to the Board and attributed to the constituency proposing the amendment. Copies of the proposed amendments shall be made available at the documents table with the amended language left in red-line or tracked changes.
- 17.5. If a constituency believes a proposed amendment that has been deemed as inconsistent with the Committee's intent by the relevant Committee Chair and Vice-Chair still needs to be considered by the full Board, the constituency's Board Member or Alternate Member may introduce a motion, according to Article 18 of these Operating Procedures, to propose the amendment during the relevant discussion during the Board meeting. In such cases, the Board shall vote on such motion to present an amendment before reviewing the proposed amendment.
- 17.6. For decisions that are not submitted to the Board through a Committee, but prepared and presented in advance of the Board meeting, constituencies seeking to submit amendments to the proposed Decision Point shall follow the same procedures and modalities described in this Article 17 of the Operating Procedures, but direct such submissions to the Board Chair and Vice-Chair.

## **18. Motions of the Board**

- 18.1. Motions present the Board with a proposed action to discuss or vote upon.
- 18.2. Motions by a Board Member must be seconded by another Board Member before the motion may be debated on the floor.
- 18.3. Motions may be amended by a Board Member during debates if the amendment is relevant to the original motion and is seconded by another Board Member. The adoption of an amendment changes the motion on the floor; it does not adopt the original motion. A secondary amendment may be made to the primary amendment to the original motion, but the secondary amendment must be decided before the primary amendment. There may only be two amendments on the floor at one time.



nominations, the executive search firm shall forward all nominations to the Nomination Committee.

- 30.7. The Nomination Committee shall review the nominations in accordance with its terms of reference and shall recommend to the Board for approval one candidate for the position of Board Chair and one candidate for the position of Vice-Chair.
- 30.8. The Nomination Committee shall, in close cooperation with the Ethics Officer and the executive search firm, ensure that appropriate due diligence is conducted on short-listed candidates.
- 30.9. The Standing Committee mandated with governance responsibilities shall carry out oversight of the due diligence review of candidates and of the overall selection process. The Nomination Committee may in this respect seek guidance and clarification from the Standing Committee mandated with governance responsibilities.
- 30.10. Although the Board Chair and Vice-Chair do not represent any constituency, the positions alternate between the Donor Voting Group and Implementer Voting Group of the Board after each ~~three~~two-year term as provided for under the Bylaws.

### **31. Commencement of Terms and Vacancies**

- 31.1. The terms of office for the incoming Board Chair and Vice-Chair shall commence on the date indicated in the appointment decision. In the case where an appointment is made to fill a vacancy, the term of office shall continue for the duration of the remaining term of the vacant position.
- 31.2. If the appointment is to be made at the Board Meeting, the outgoing Board Chair shall conduct the session, or, if the Chair is a candidate, the outgoing Vice-Chair. In the event both the Chair and the Vice-Chair are candidates, the Rapporteur shall conduct the session.
- 31.3. In the case of a vacancy for either position due to circumstances other than the end of either position's natural term, the Board shall fill the vacancy either at the Board meeting following the vacancy or by an electronic vote, under the decision-making and voting procedures outlined in these Operating Procedures.

### **32. Chair and Vice-Chair Transition**

- 32.1. The outgoing Board Chair and Vice-Chair shall prepare the necessary presentations, documentation and other briefing materials to prepare the incoming Board Chair and Vice-Chair for their responsibilities.
- 32.2. The outgoing and incoming Board Chair and Vice-Chair shall arrange regular communications and meetings with the assistance of the Secretariat and the Coordinating Group to ensure a proper transfer of knowledge and information to the incoming Board Chair and Vice-Chair.

### **33. [Intentionally Omitted]**

## **G. PROCEDURES FOR APPOINTMENT AND ASSESSMENT OF THE EXECUTIVE DIRECTOR AND INSPECTOR GENERAL**

### **34. Appointment of the Executive Director**

36.5. The mandate of the Nomination Committee shall expire upon the appointment of the Executive Director or Inspector General.

**37. Assessment of the performance of the Executive Director and Inspector General**

37.1. The Board Chair and Vice-Chair, supported by the Committee mandated with governance responsibilities, shall ensure that the performance of the Executive Director and the Inspector General is assessed each year based on best practices, incorporating key performance indicators and methodologies determined in consultation with the Executive Director and the Inspector General, with a focus on ensuring annual benchmarking of performance over time. The Committee mandated with governance responsibilities shall review this process and advise the Board Chair and Vice-Chair accordingly before the process is shared with the Board for information and comment prior to its commencement. All documentation related to such assessment shall be provided to the Board not later than the first Board meeting following the completion of such assessment.

**H. ETHICS AND INTEGRITY**

**38. The Ethics framework and policy on ethics and conflict of interest**

38.1. Board Members, Alternates, Constituency Focal Points, Committee Members, and members of Board delegations at Board meetings (“Governance Officials”) are required to adhere to the Global Fund’s Code of ~~Ethical~~ Conduct for Governance Officials (the “Governance Official Code”), reflecting the Global Fund’s core ethics and integrity values as set forth in the Ethics and Integrity Framework.

38.2. As required under Governance Official Code, all Governance Officials shall submit, on an annual basis, a completed Declaration of Interest Form to the Ethics Officer. Between annual updates, Governance Officials are required to update their Declaration of Interest following any material change in circumstance.

38.3. Each member of a Board constituency participating in a Board Meeting must submit a completed Declaration of Interest form prior to attendance at a Board meeting.

38.4. Individuals authorized to act with delegated authority on behalf of a Board Member, Alternate Member, or Committee Member are required to submit a completed Declaration of Interest Form to the Ethics Officer prior to participation in a Board or Committee meeting under delegated authority.

38.5. Governance Officials are required to inform the Ethics Officer of the Global Fund immediately upon learning of any actual, ~~potential~~ or perceived conflict of interest, as described in the Policy on Ethics and Conflicts of Interest and the Governance Official Code, and resolve such issues before participating in decision-making that affects their personal or professional interests. The Ethics Officer will advise the Governance Official on measures to be taken to mitigate such actual or potential conflicts of interest, which may include, among other measures, recusal from any action or decision that gives rise to the conflict. Conflict of interest matters of a complex or highly visible nature will be referred to the Standing Committee responsible for ethics and integrity matters for decision as to the appropriate course of action.

38.6. The provisions of the Ethics Framework, Policy on Ethics and Conflict of Interest, and Governance Official Code may be amended from time to time.

## PART II: COMMITTEE OPERATING PROCEDURES

### J. GENERAL

#### 41. Establishment of Committees

- 41.1. Each Standing Committee of the Board must be established under a Charter approved by the Board that outlines the Committee's decision-making, advisory and oversight authority delegated by the Board.
- 41.2. Committees will meet in accordance with the annual work plan established by the Committee Chair and Vice-Chair, in consultation with the Coordinating Group and Secretariat, and depending on the Committee's program of work.
- 41.3. Committees will operate under these Operating Procedures of the Board and Committees. Committee meetings will be held in Geneva, Switzerland, or virtually. The Board must approve holding a Committee meeting in any other location, unless held alongside a Board meeting in which the location has been approved in accordance with Article 10 of these Operating Procedures.

### K. COMMITTEE MEMBERSHIP

#### 42. Committee Leadership

- 42.1. The Chair and Vice-Chair of a Committee (the "Committee Leadership") should possess the requisite skills and experience that align with the functions and responsibilities of the Committee they chair. Unless otherwise stated in the relevant Committee Charter, any member of a relevant Board constituency that meets such qualifications may serve as a Chair or Vice-Chair of a Committee, including Board Members and Alternate Members.
- 42.2. Candidates for Committee Leadership shall be nominated by Board constituencies following a competency-based nomination process and an initial integrity due diligence review, carried out by the constituency, of each nominated candidate. Candidates for Committee Leadership will be evaluated by the Committee mandated with governance responsibilities, in consultation with the Executive Director, according to the following key factors, ordered based on their relevance: (i) how a nominee's skills and experience match the mandate of the Committee, according to its Charter, and the competencies and responsibilities of Committee Leadership according to the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, (ii) balanced representation among Board constituencies and voting groups, and (iii) an individual's experience with the Global Fund.
- 42.3. The Committee mandated with governance responsibilities will advise the Board Chair and Vice-Chair on the candidates for Committee Leadership after conducting an initial review in accordance with Article 42.2 of these Operating Procedures. Candidates identified by the Board Chair and Vice-Chair in consultation with the outgoing Chair and, as applicable, Vice Chair of the respective committee, after factoring in advice from the Committee mandated with governance responsibilities, will be presented, together with their qualifications, to the Board for approval in accordance with the voting procedures set forth in Article 20 of these Operating Procedures following the completion of a due diligence assessment by the Ethics

Officer. In the event the Board Chair and Vice-Chair cannot agree on a qualified candidate, the Board Chair shall present a candidate to the Board for approval.

- 42.4. Each Committee shall have one Chair and one Vice-Chair in accordance with their respective Charters.
- 42.5. The Committee Chair and Vice-Chair shall decide on an allocation of their work and responsibilities. They will remain in regular communication during and between Board and Committee meetings.
- 42.6. The Committee Chair and Vice-Chair shall serve coinciding ~~three~~two-year terms, or until the appointment of their respective successors, in their personal capacity as neutral, non-voting members of the Committee. As such, Chairs and Vice-Chairs of a Committee do not count towards the limits on the number of committees that each Board constituency may participate or the number of representatives each constituency may have on a single Committee.
- ~~42.7.~~ A vacancy for either the Chair or Vice-Chair position in any Committee resulting from death, resignation, disqualification or other reason, shall be filled in the same manner in which the original holder of that position was appointed or selected, from the relevant constituency voting group (i.e., Donor Voting Group or Implementer Voting Group) that initially nominated the outgoing Committee Chair or Vice Chair. The Board shall be invited to approve such replacement pursuant to Article 26.3 of these Operating Procedures. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor.
- ~~42.8.~~ In the event of absence of the Committee Chair or Vice-Chair, short-term interim arrangements shall be put in place, as appropriate, in consultation with the Board Chair and Vice-Chair, pending the return of the Chair or Vice-Chair or the appointment of the successor.

### 43. Selection, Balance and Continuity of Committee Members

- 43.1. Committee Members should possess the requisite skills and experience that align with the functions and responsibilities of their Committee. Any member of a relevant Board constituency that meets such qualifications may serve as a Committee Member.
- 43.2. Board constituencies shall submit, following a competency-based nomination process, a prioritized list of the names of individuals they wish to nominate for Committee membership along with the specific Committee they prefer their nominees to serve. The constituencies shall carry out an initial integrity due diligence review of each nominated candidate in accordance with guidance from the Ethics Officer. Candidates for Committee membership will be evaluated according to the following key factors, ordered based on their relevance: (i) how a nominee's skills and experience match the mandate of the Committee, according to its Charter, and the competencies and responsibilities of Committee Members according to the Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, (ii) balanced representation among Board constituencies, and (iii) an individual's experience with the Global Fund.
- 43.3. The Committee mandated with governance responsibilities will advise the Board Chair and Vice-Chair on the candidates for Committee membership after conducting an initial review in accordance with Article 43.2 of these Operating Procedures. The

proposed membership identified by the Board Chair and Vice-Chair, after factoring in advice from the Committee mandated with governance responsibilities and further consultation with the Coordinating Group, will be presented, together with the qualifications of each candidate (e.g., CVs, resumes, candidacy statements), to the Board for approval in accordance with the voting procedures set forth in Article 20 of these Operating Procedures. In the event the Board Chair and Vice-Chair cannot agree on a qualified candidate, the Board Chair shall present a candidate to the Board for approval. The Board Chair and Vice-Chair shall consider the following principles when submitting the list of proposed members for committee membership pursuant to article 43.3 of these Operating Procedures: (i) each voting constituency should be represented in the Strategy Committee ("SC") and the Audit and Finance Committee ("AFC") for at least one term within a three terms cycle; (ii) each voting constituency should be represented, in any given term, in at least the SC or the AFC; (iii) the implementer group representation at the SC and AFC should include government and civil society/communities; (iv) each voting constituency should have the opportunity to have an individual nominated by it serving in their personal capacity in the Ethics and Governance Committee at least once within a three-term cycle; (v) In setting out the list of proposed members, the Board Chair and Vice-Chair shall consider experience, competency, continuity and gender balance.

- 43.4. Each constituency should be represented in at least one standing committee.
- 43.5. Where demand for committee seats exceeds the maximum, priority will be given to those nominees having the required set of skills based on the mandate and Board and Committee Member Roles and Responsibilities, as set forth in Annex 1 to these Operating Procedures, as well as ensuring balance of donor countries, implementing countries, NGOs, the private sector and foundations.
- 43.6. Committee Members shall serve a term of ~~three~~ years or until a successor has been appointed. Committee Members serve coinciding terms that expire at the same time.
- 43.7. Committee Members should have an appropriate mandate, be sufficiently informed, briefed and empowered, so that they can contribute to the work of the Committee and accurately represent, ~~represent~~ speak and vote on behalf of their constituency. Each Committee Member shall remain engaged and diligent in the performance of his/her responsibilities. Failure by a Committee Member to demonstrate the requisite skills and experience required to perform the work of the Committee, or repeated failure to attend meetings or engage in committee deliberations, may be grounds for the Committee Leadership to seek a replacement in accordance with the procedures set forth in these Operating Procedures.
- 43.8. Committee Members who are not independent as defined in Article 44, or are not otherwise deemed to serve in a personal capacity, represent their Board constituencies. Those Committee Members serving in their personal capacity will bring their individual expertise and judgment to the Committee and shall not seek or accept instructions in regard to their performance on the Committee from any constituency of the Global Fund Board, including any government, organization or other authority, other than through action by the Board. All Committee Members should act in the best interest of the Global Fund.
- 43.9. An alternate from the same constituency of the Board can be identified to represent a Committee Member at a specific Committee meeting in the exceptional case that such Committee Member cannot attend the meeting. In such exceptional cases, the constituency may send an alternate representative provided that the constituency receives the written consent of the Committee Chair, which shall be requested through the Secretariat no later than one week prior to the next Committee meeting. The

#### **54. Certain Expense Reimbursements**

- 54.1. The Global Fund will fund and provide for the costs of attendance at Committee meetings for Committee Chairs and Committee Vice-Chairs nominated by a constituency of the Implementer Voting Group and the Committee Member from each Implementer Voting Group constituency serving on the Committee.
- 54.2. In circumstances where the Global Fund is responsible for covering the costs of Committee attendance (i.e., those members of a committee from the Implementer Voting Group but excluding individuals attending meetings as observers):
  - 54.2.1. Only the Committee Member, or the officially designated alternate, is funded by the Global Fund;
  - 54.2.2. If the Committee Chair holds Committee meetings immediately preceding or following a Board Meeting as formal Committee meetings, Committee Members shall be funded to attend these meetings; and
  - 54.2.3. In the case of Committee Members attending a meeting together as part of a transition to a new term on a Committee, both incoming and outgoing members will be funded.

#### **55. Ethics and Integrity Matters**

- 55.1. As Governance Officials, Committee Leadership and Members are required to adhere to the Global Fund's Code of ~~Ethical~~ Conduct for Governance Officials (the "Governance Official Code"), reflecting the Global Fund's core ethics and integrity values as set forth in the Ethics and Integrity Framework.
- 55.2. As required under ~~the~~ Governance Official Code, all Governance Officials shall submit, on an annual basis, a completed Declaration of Interest Form to the Ethics Officer. Between annual updates, Committee Leadership and Members are required to update their Declaration of Interest following any material change in circumstance.
- 55.3. Individuals authorized to act with delegated authority on behalf of a Committee Member are required to submit a completed Declaration of Interest Form to the Ethics Officer prior to participation in a Board or Committee Meeting under delegated authority.
- 55.4. Governance Officials are required to inform the Ethics Officer of the Global Fund immediately upon learning of any actual, ~~potential~~ or perceived conflict of interest, as described in the Policy on Ethics and Conflicts of Interest and the Governance Official Code, and resolve such issues before participating in decision-making that affects their personal or professional interests. The Ethics Officer will advise the Governance Official on measures to be taken to mitigate such actual or potential conflicts of interest, which may include, among other measures, recusal from any action or decision that gives rise to the conflict. Conflict of interest matters of a complex or highly visible nature will be referred to the Standing Committee responsible for ethics and integrity matters for decision as to the appropriate course of action.
- 55.5. The provisions of the Ethics Framework, Policy on Ethics and Conflict of Interest, and Governance Official Code may be amended from time to time.

## Annex 4 – Relevant Past Board Decisions

Relevant past Decision Point	Summary and Impact
GF/B47/DP08: Leveraging the work of the Standing Committees (May 2022)	The Board approved amendments to the Charters of the Standing Committees of the Board, which included, among other revisions, an extension of Committee terms from two to three years.
GF/B47/DP07: Board Leadership Term (May 2022)	The Board approved amendments to the Terms of Reference of Chair and Vice-Chair of the Global Fund, extending the term was extended from two to three years. The decision point also amends the provisions in Bylaws of the Global Fund and in the BCOP relating to the Board Leadership term.
GF/B41/EDP15: Revisions to the Committee Leadership Selection Process, the Due Diligence Process and the EGC Size and Composition (November 2019) <sup>2</sup>	The BCOP was last revised in November 2019 (GF/B41/EDP15). The amendments in 2019 related to strengthening Committee Leadership Selection Processes. Additional competencies were added to the list of required competencies for Committee Chair and Vice-Chair. Additional selection criteria for selecting Committee leadership were also added. Amendments to Charter of the Ethics and Governance Committee were also approved by the Board in November 2019 in the same decision point. The Board also endorsed the due diligence process.
GF/B40/EDP11: Amendments to the Operating Procedures of the Board and Committees of the Global Fund (April 2019) <sup>3</sup>	The Board approved amendments to the Operating Procedures also in April 2019. The amendments related to the attendance at Board meetings, the Executive Director Selection process, the naming of Communications Focal Points, requirements to the location of Board meetings, the recording of closed sessions, and Committee replacements mid-term.
GF/B39/EDP08: Terms of Reference of the Board Leadership Nomination Committee and Corresponding Amendments to the Core Governance Documents (August 2018)	Based on the recommendation of the Ethics and Governance Committee, the Board approved the Terms of Reference of the Board Leadership Nomination Committee. Corresponding amendments were made to the BCOP.
GF/B34/EDP21: Operating Procedures of the Board and Committees	The Board approved a number of amendments to core governance documents to integrate revisions to committees' structure, size and composition. Language was also clarified and aligned to existing practice.

<sup>2</sup> <https://www.theglobalfund.org/board-decisions/b41-edp15/>

<sup>3</sup> <https://www.theglobalfund.org/board-decisions/b40-edp11/>