



COMMITTEE RULES AND PROCEDURES

Section I: Establishment of Committees

A. General Principles¹

1. [The Board may establish such Committees, Working Groups, Advisory Panels and other similar groups, as it may deem necessary to carry out the business of the Board. Committees will be established with defined mandates, terms of reference and deliverables².
2. All Committees will be reviewed at each Board meeting for decisions on continuation and/or modification. Committees will normally meet before and/or after the Board meetings, at the discretion of the committee chair and depending on their program of work.]

B. Current Committees³

1 Ethics Committee

1.1 Purpose

1.1.1 The Ethics Committee shall function as a standing committee of the Global Fund to Fight AIDS, Tuberculosis and Malaria (hereinafter the Global Fund). The purpose of the Committee shall be to prevent any situation which might affect the reputation and integrity of the Global Fund, as well as to assist with the implementation of the Global Fund Policy on Ethics and Conflict of Interest (the COI Policy), thereby promoting good practices of adherence to Global Fund's conflict of interest and ethics standards.

1.2 Composition:

1.2.1 The Ethics Committee shall consist of four members of the Board, including the Vice Chair as a permanent member, and Chair, of the Committee.

¹ Section 1.A. all text in brackets was approved in the Board Operating Procedures (BOP), June 2003

² A committee mandate is assigned by the Board and provides a high level overview of the responsibilities of the committee, the TORs are defined by the committee, reflecting the mandate, and are updated as new tasks are assigned within the overall mandate

³ The mandates of MEFA, PMPC, GPC, RMCC were approved by Board decision in October 2002.

1.2.2 The Ethics Committee shall be assisted by an Ethics Official designated by the Global Fund Executive Director from among the staff of the Secretariat.

1.2.3 The Ethics Committee may conduct business only when two members and the Chair are present.

1.3 Duties

The Ethics Committee shall:

1.3.1 Provide guidance and information on the application of the COI Policy, and advise the members of the bodies and staff of the Global Fund on conflict of interest and ethics issues;

1.3.2 Oversee the Conflict of Interest Policy and its implementation;

1.3.3 Resolve differences in the interpretation of conflict of interest;

1.3.4 At its discretion, bring any conflict issue it may consider necessary to the Board for discussion and determination;

1.3.5 Keep appropriate written records of its activities;

1.3.6 Report annually to the Foundation Board;

1.3.7 Take such other actions as are consistent with the Global Fund Bylaws, Board Operating Procedures, COI Policy and these Rules, as are necessary and appropriate for achieving the objectives of the Committee.

1.4 Procedures

1.4.1 Where the Ethics Committee finds or has reasonable cause to believe that a covered individual has a conflict of interest, it shall inform the covered individual about the nature of the conflict, and provide him/her with an opportunity to provide information to the Committee regarding the conflict, in writing or, at the Ethics Committee discretion, through personal appearance.

1.4.2 Upon making a finding that a conflict of interest exists, the Ethics Committee may impose conditions or restrictions in order to manage or resolve the conflict. Such conditions or restrictions may include, but are not limited to:

- deciding to exclude the individual from any participation in matters relating to the issue that has given rise to the conflict of interest,
- deciding to bring a case of conflict of interest to the entire Board for resolution.

1.4.3 The Ethics Committee shall seek consensus. If it cannot achieve consensus, it shall act by a simple majority of the members. In case of a tie, the Chair shall have the deciding vote.

1.5 Ethics Official's duties

The Ethics Official shall:

- 1.5.1 Keep and screen the Declaration of interest and provide to the Ethics Committee for review and action those which may present a potential or real conflict of interest;
- 1.5.2 inform, and periodically report to the Ethics Committee on conflict on interest issues;
- 1.5.3 keep the minutes of each Ethics Committee meeting;
- 1.5.4 prepare the annual report for the Ethics Committee to report on conflict of interest and ethics issues.

1.6 Reports

- 1.6.1 The Ethics Committee shall submit a report to the Board Foundation at its second meeting of each year beginning in 2004. This report shall note the number of conflict of interest and ethics cases reviewed and the nature of their resolution.

2 Governance and Partnerships Committee (GPC):

2.1 The GPC is mandated to focus on:

- 2.1.1 making the bodies of the Fund work effectively, including Board processes and structure;
- 2.1.2 CCM partnership and policies related to expanding partnerships at the global level;
- 2.1.3 policies on interactions among Board, TRP, Secretariat and Partnership Forum; and
- 2.1.4 personnel policies.

3 Monitoring, Evaluation, Finance and Audit Committee (MEFA)

3.1 MEFA is mandated to review Fund progress with a view to managing performance including:

- 3.1.1 financial budget oversight and the mechanisms for accomplishing it (e.g. external audit);
- 3.1.2 updates on programmatic progress in beneficiary countries, including its impact on reducing disease burden;
- 3.1.3 results based disbursement and overall performance of the Fund at a global level.

4 Portfolio Management and Procurement Committee (PMPC)

4.1 PMPC is mandated to continue the previous and ongoing work of the Proposals Working Group such as:

- 4.1.1 TRP review guidelines;
- 4.1.2 The proposals appeal process (recourse mechanism);
- 4.1.3 policies related to grants management;
- 4.1.4 policies on procurement and supply management.

5 Resource Mobilization and Communication Committee (RMCC)

5.1 RMCC is mandated to support the development of projections of resource needs and the development of strategies to achieve mobilization targets, especially through cooperative work of Board members and constituencies.

6 Partnership Forum Steering Committee (PFSC)

6.1 The PFSC is mandated to develop the Partnership Forum to include an ongoing, broad-based consultative process and a biennial event to serve as a public forum for feedback from key stakeholders and open debate on policy issues.

Section II: Leadership

1. There will be a balance between chairs from developed and developing countries. There will be one chair per committee.
2. Committee chairs will preferably be either Board members or alternates. The Board Chair and Vice Chair, in consultation with the relevant constituency, will identify a qualified candidate to chair a committee for ratification by the Board. 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 ratification. Candidates will be evaluated against the mandate of the committee.
3. For reasons of efficiency, the committee chair will, taking into account balance and availability, and in consultation with the relevant constituency, appoint a qualified Vice Chair. The appointment will be done in consultation with the Board Chair and Vice Chair to ensure the overall balance between the committees.
4. The Vice Chair is an active part of the committee leadership. The Chair will systematically consult the Vice Chair and, where appropriate and efficient, delegate tasks to the Vice Chair.
5. The Board Chair and Vice Chair will be able to designate or replace committee chairs when necessary as, for example, when a committee

chair is no longer available, or is not adequately fulfilling the role. The Board will approve the change of any committee Chair.

Section III: Membership

A. Selection, Balance and Continuity

1. The Board Chair and Vice Chair, in consultation with the committee Chair, will propose the constituencies to be included on each committee, based on applications made by constituencies for committee seats, for full Board approval. Each constituency may participate in a maximum of three committees. Where demand for committee seats exceeds the maximum, priority will be given to ensuring the balance of donors, recipient countries, NGOs, private sector and foundations.
2. Membership of committees will be by constituencies who will designate one qualified individual to be the committee member. While it is preferable that constituencies choose Board members or alternates to serve on committees, they are free to choose any individual to represent them. This individual 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 their constituency.
3. In cases where a constituency's committee member is not also the Board Member, the committee member is expected to represent the Board member's positions and keep the Board member regularly updated on all committee activities.
4. While substitutes will be discouraged, committee members will be able to send substitutes as an exception without the approval of the committee chair.
5. Committee membership will be reviewed every time there is a change in Board leadership. Current committee membership will be reviewed in March 2004.
6. The renewal of committee membership will be led by the Board Chair in consultation with the Vice Chair who will consult with Board Members on their preferences and allocate membership based on priority expressed, with a view toward efficiency, productivity, rotation and continuity of the committees.
7. During the renewal of the committee membership the Board Chair and Vice Chair will take into account the balance of representatives of different constituencies from the Board and the representation on the committee, as well as the specific mandate of that committee.
8. Membership of committees will be limited to a maximum of three per constituency, except that membership of the Ethics Committee and the

Partnership Forum Steering Committee will be available to constituencies regardless of their current membership in other committees.

B. Accountability

1. The Board Chair in consultation with the Vice Chair will continuously review the output of committees, assess their effectiveness and make appropriate adjustments to membership and mandates as events require.
2. If, as a result of the monitoring and evaluation of a committee, a leadership problem is perceived the Board Chair and Vice Chair will make the necessary changes to the Chair and/or Vice Chair positions. No other leadership changes will be envisaged until the next formal committee selection process commences.
3. If, as a result of the monitoring and evaluation of a committee, a membership problem is perceived and a committee member is not performing, e.g. not attending committee meetings or not responding to explicit requests given by the committee Chair, then the first action will be for the committee Chair to consult with the concerned Board member. If the situation persists, the committee Chair will consult with the Board Chair and Vice Chair. As a last resort, the Board Chair and Vice Chair will remove the constituency from the Committee and the normal selection process will be followed to fill the vacancy.

C. Size

1. Committees will be limited to a maximum membership of seventeen, except the Ethics Committee which has a membership limit of four.
2. There will be no more than one member per constituency on any single committee. Only committee members (or their substitute) will attend committee meetings.
3. The committee Chair can decide on additional participation to the committee meeting but this will be limited to individuals who may have specific technical expertise required by the committee to perform its work, taking into consideration the cost implications. The invitation will be limited to participation in the relevant meeting and no other meetings unless the invitation is again extended.
4. There will be no open-ended invitations to constituencies to bring their own experts. There will be no observers permitted to attend committee meetings.
5. Since the committee Chair, for reasons of effectiveness, must chair the meeting without prejudice, the Chair will be permitted to bring an additional person from the constituency to act as committee member.

6. Where considered necessary by the committee Chair, the Vice Chair will be permitted to bring an additional person from the constituency to act as committee member.
7. In cases where the committee Chair or Vice Chair is from a recipient constituency (funded delegation) the additional person will be funded to attend the meeting.

Section IV: Operating Procedures

A. Terms of Reference, Timeframes and Work Methods

1. The Board will define mandates of the Committees. The Committee will then develop clear Terms of Reference⁴ and a workplan to reflect their mandate and distribute these to the Board Chair and Vice Chair and other committee Chairs and Vice Chairs. These Terms of Reference will be updated as new tasks are assigned by the Board.
2. Board requests to the committees will, after consultation with the committee Chair, state the timeframe in which they expect the work to be brought back to the Board. The time frame could be reviewed if necessary and on recommendation from the committee.
3. Committees will consult broadly on major policy issues and request and consider substantive comments from constituencies through the constituency's designated representatives.
4. Constituencies who are not members of a particular committee will have access to the deliberative documents for those committees should they request it, and any substantive comments they may have will be considered by the committee.

B. Crosscutting issues

1. The Board Chair and Vice Chair have the responsibility to consult widely on crosscutting issues and ensure they are appropriately dealt with by Committees.
2. The Board Chair and Vice Chair will convene a meeting of Chairs and Vice Chairs of committees whenever appropriate before Board meetings or at/during committee meetings to ensure appropriate consultation.
3. In cases where more than one committee may be reasonably expected to have a joint interest in a policy or area of work, then the Board decision and the subsequent Terms of Reference will clearly state which committee

⁴ The current Terms of Reference are attached as Annex 1.

is the lead actor on that area of work. Where appropriate, committee meetings will be scheduled near the same dates so that a cross-cutting meeting is possible.

4. The committee Chairs will work closely together, and discuss issues jointly on a regular basis.

C. Use of External Experts⁵

1. [Expert input will be provided at the discretion of committees and in consultation with the Executive Director and may take the form of a panel of independent experts.
2. The committee Chair and Vice Chair, in conjunction with the Executive Director, will then choose the panel from the list of nominations submitted by the committee. The Board will not need to approve the specific list of individuals selected. These independent experts will be subject to the agreed conflict of interest provisions.
3. When Board committees have designated an expert panel, the expert panel will be able to meet with the full committee, or (at the committee's discretion) independently, with only the committee Chair and/or Vice-Chair; in either case, Board/constituency members who are not members of the committee will not attend these expert panel meetings, unless invited to do so by the committee.
4. The committee will provide terms of reference for such panels.]

D. Role of the Secretariat

1. The Secretariat will co-ordinate and facilitate the work of the committees, providing support to the committee Chairs and Vice Chairs related to, amongst others, efficiency, continuity and management of crosscutting issues. The Secretariat will as early as possible identify crosscutting issues and facilitate the co-ordination of committee Chairs in order to ensure appropriate treatment of crosscutting issues, and to ensure coherence of recommendations on related issues or matters of principle.
2. The Secretariat will appoint one qualified individual from the Secretariat for each committee to be the Secretariat focal point.
3. The Secretariat's committee focal point will be accountable on a long-term basis to the appointed committee/s and will, for reasons of efficiency, coherence and continuity, provide secretarial assistance and support to the work of the committees, attend the committee meetings, and assist the Chair and, subject to the role of the Vice Chair, the Vice Chair in order to

⁵ Section C. text in brackets was approved, BOP January 2003

prepare, facilitate and co-ordinate the work-plan and meetings of the committee. The focal point will be subject to the guidance of the Chair and Vice Chair, and will be responsive to the tasks assigned to them by the committee.

E. Committee Costs

1. Only the committee member is funded to come to committee meetings by the Fund (except as in Section III.C.7 above).
2. If the committee Chair designates committee meetings immediately preceding Board Meetings as formal Committee meetings, then committee members will be funded to attend these meetings.

Annex1

Terms of Reference of Committees:

1. Ethics Committee (proposed)

The Ethics Committee shall:

- 1.1. Provide guidance and information on the application of the COI Policy, and advise the members of the bodies and staff of the Global Fund on conflict of interest and ethics issues;
- 1.2. Oversee the Conflict of Interest Policy and its implementation;
- 1.3. Resolve differences in the interpretation of conflict of interest;
- 1.4. At its discretion, bring any conflict issue it may consider necessary to the Board for discussion and determination;
- 1.5. Keep appropriate written records of its activities;
- 1.6. Report annually to the Foundation Board;and
- 1.7. Take such other actions as are consistent with the Global Fund Bylaws, Board Operating Procedures, COI Policy and these Rules, as are necessary and appropriate for achieving the objectives of the Committee

2. Governance and Partnership Committee

The Governance and Partnership Committee shall:

- 2.1. Revise Bylaws and Board Operating Procedures based on decisions taken in June;
- 2.2. Continue work on Conflicts of Interest including developing ToRs for the Ethics Official and the Ethics Committee and making recommendations to Chair and Vice Chair on how to appoint Ethics Committee;
- 2.3. Review of policy and procedures for committees, develop procedures for renewal of membership;
- 2.4. Monitor existing Partnership Agreements, review arrangements for new partnerships (esp. MOUs with Roll Back Malaria and Stop TB);
- 2.5. Review any additions proposed to approved guidelines on CCMS, monitor information produced from case studies;
- 2.6. Monitor progress on Legal Status of the Fund in Switzerland, review negotiations with Swiss, prepare comprehensive recommendations for Board as soon as possible;
- 2.7. Develop procedures for Partnership Forum, make recommendations regarding the first Partnership Forum in 2004;

- 2.8. Review current expenditure and ethical issues related to funding participant travel to Board and Committee Meetings, recommend principles and procedures to govern funding.

3. Monitoring, Evaluation, Finance and Audit Committee

The Monitoring, Evaluation, Finance and Audit Committee shall:

- 3.1. Review Fund progress with a view to managing performance, including financial budget oversight and the mechanisms for accomplishing it (e.g. external audit);
- 3.2. Update the Board on programmatic progress in country, results based disbursement and overall performance of the Fund at a global level, including its impact on reducing disease burden.

In addition it shall address these specific tasks for the Board meeting in January 2003:

3.3. Monitoring and Evaluation:

- Present a plan for M&E appropriate to the Committee's mandate;
- Review and advise on the recommendation for an independent secretariat on M&E;
- Consider need to conduct independent external audits on performance of Global Fund and make recommendations
- Review implementation of decision points on M&E taken at October Board meeting and prepare report for Board in January;

3.4. Finance and Audit:

- Review revised budget for Secretariat;
- Review detailed work-plan, including parameters and benchmarks on different competitive options for the selection of LFAs;
- Review proposal for External Auditor from Secretariat.

4. Portfolio Management and Procurement Committee

- 4.1. The Portfolio Management and Procurement Committee (PMPC) will continue to build on the work of the Proposals Working Group, including issues such as TRP review guidelines and proposals appeal, as well as policies related to grants management and procurement and supply management.
- 4.2. The PMPC will undertake the following tasks and present a report on findings to the Board in January:
- 4.3. Portfolio Management
 - Identify the most needy and poorest countries and define mechanisms to ensure they are not systematically excluded;

- Consider the need for and make recommendations about a recourse mechanism for countries;
- Define ways to improve the information sharing between the Fund's stakeholders;
- Provide guidance on operational research to the TRP;
- Set clearer boundaries for financial support by the Fund, including eligibility, priorities and Round budgets;
- Review the functioning of the TRP, including how membership is selected and expanded and how it is renewed after two Rounds;
- Regarding the TRP Review approach, evaluate whether there are conflicts of interest for technical experts who provide the TRP with advice while also assisting CCM's on proposals for TRP review;
- Define how to deal more effectively with non-disease specific elements of the TRP review;
- Expand the partnership between various actors (including TRSG, WHO, UNAIDS), at all levels including technical assistance that can be provided by national and international NGO's.

4.4. Procurement and Supply Management – Items requiring additional consideration

- Procurement and pricing related to international and national law, and domestic production
- Supply Chain management
- Budgeting and Finance: in-kind donations.

5. Resource Mobilization and Communication Committee

5.1. The Resource Mobilization and Communication Committee of the Global Fund to Fight AIDS, Tuberculosis and Malaria will support the development of projections of resource needs and the development of strategies to mobilize resources for the Global Fund, especially through cooperative work of Board Members and constituencies. The work of the Committee will also be examined in light of the overall worldwide needs to fight the three diseases.

5.2. The Committee will concentrate its work on advising the Board and Secretariat on the following key tasks:

- Review of the ongoing Financial Prospectus
- Review of the analysis of the financial status of pledges and contributions to date and to look at this status in light of the approved proposals, grant agreements and actual disbursements to date.
- Review of the on-going approach to Resource Mobilization and the development of fundraising policies. The Committee will include in its remit the full range of resource mobilization; prioritising financial contributions, but also including social resources and in-kind donations (in conjunction with other Committees of the Global Fund Board.)
- Development of further innovative ideas to raise additional resources.
- Review of the communications strategy of the Global Fund
- Development of communications policies consistent with the on-going fundraising policies

- 5.3. The Committee will meet regularly to enhance resource mobilization efforts, to strengthen the development of well-focused worldwide communications policies, and to address specific issues related to these efforts.

6. Partnership Forum Steering Committee (proposed):

- 6.1. The rules and procedures that apply to other committees of the Fund (except for the Ethics Committee) also apply to the Steering Committee.
- 6.2. Develop the Partnership Forum to include an ongoing, broad-based consultative process and a biennial event to serve as a public forum for feedback from key stakeholders and open debate on policy issues
- 6.3. For both the ongoing process and the 2004 event:
 - a. Develop a strategy to insure equal balance between the three diseases, particularly as the 2004 Partnership Forum Event is tied to an international AIDS conference;
 - b. Develop a system to insure that recommendations summary from the Forum are synthesized and reported back to the Board;
 - c. Ensure coordination as appropriate with other committees (e.g., MEFA to assess fundraising needs for the Forum).
- 6.4. For the ongoing process:
 - a. identify regular opportunities for consultation with utilizing, to the maximum extent possible, existing fora and communication mechanisms;
 - b. establish linkages between these reporting mechanisms from these consultations and the biennial events.
- 6.5. For the biennial events:
 - a. Establish criteria for participation and rules of procedure for Partnership Forum event;
 - b. Determine the scope, objectives, measurable deliverables, date, venue, cost, structure, participation and management of the 2004 Partnership Forum event;
 - c. Establish a specific programme for the Forum event, including themes and format and the role and nature of the country-level and regional consultation;
 - d. Insure communication and coordination with a wide range of partners.
- 6.6. The Steering Committee will be active until after the first Partnership Forum at which time a full review of its tasks and responsibilities will need be undertaken and the Committee will propose a way forward for the mandate it had been assigned. Particular attention will be given to tasks which can be assumed by other committees.