

**LEADERSHIP AND MEMBERSHIP OF THE
COMMITTEES OF THE BOARD OF THE GLOBAL FUND**

PURPOSE

This paper provides, for Board ratification, the Board Chair and Board Vice-Chair's selection of:

- i. The three constituency representatives who will be voting members on the Audit and Ethics Committee, and the individual from that group who will serve as Vice-Chair; and
- ii. The neutral, non-voting Chair and Vice-Chair of the Finance and Operational Performance Committee and the Strategy, Investment and Impact Committee.

1. BACKGROUND

1.1 At its Twenty-Fourth Board meeting, the Global Fund Board decided to re-purpose the Committees of the Board with effect from 1 December 2011 (GF/B25/DP3). The reasons for this decision are set out the paper titled ‘Governance Reforms’ and presented to the Twenty-Fifth Board Meeting (GF/B25/5). The new Committee structure is reflected in table 1 below.

Table 1: Committees of the Board – Twenty-Fourth Board Decision

Committee	Voting membership	Leadership
Audit and Ethics	4 independent members 3 members from the Board’s voting constituencies (donor or implementer)	<ul style="list-style-type: none"> Chair: selected from the 4 independent members Vice-Chair: from the membership
Finance and Operational Performance	5 representatives from the implementer voting bloc 5 representatives from the donor voting bloc	<ul style="list-style-type: none"> Chair: from nomination of implementer bloc Vice-Chair: from nominations of donor bloc
Strategy, Investment and Impact	5 representatives from the implementer voting bloc 5 representatives from the donor voting bloc	<ul style="list-style-type: none"> Chair: from nominations of donor bloc Vice-Chair: from nominations of implementer bloc

1.2 The selection of the leadership of the committees (with the exception of the Vice-Chair of the Audit and Ethics Committee) must take place at the Twenty-Fifth Board Meeting to enable appointment of the committee members by 1 December 2011.

1.3 Prior practice has been that the Board Chair and Board Vice-Chair (“Board Leadership”) select the Committee leadership and membership. This selection process took into account the terms of reference of the existing Committees as the major consideration. However, criticisms of that process include a lack of transparency around the selection process, and an absence of clarity of the key competencies and responsibilities of the Committee roles to guide constituency nominations.

1.4 The process for this round of selections, and moving forward, is guided by the following key principles:

- i. Constituencies nominate individuals for Committee Leadership and Committee Member roles according to key competencies set out in the Board’s governing documents;
- ii. The Committee Leadership for the Finance and Operational Performance Committee, and the Strategy, Investment and Impact Committee serve as neutral non-voting members, additional to the voting Committee Members;
- iii. The Committee Leadership for the Audit and Ethics Committee are voting members of the Committee. The Vice-Chair represents its nominating constituency, whilst the Chair is independent of any constituency;
- iv. From nominations received, the Board Leadership select the three voting Committee Members of the Audit and Ethics Committee, and select one of those individuals as Vice-Chair of that Committee;

- v. From nominations received, the Board Leadership select the Committee Leadership of the Finance and Operational Performance Committee, and the Strategy, Investment and Impact Committee;
- vi. The Board's Coordinating Group, comprised of the Board Leadership, the Vice-Chair of the Audit and Ethics Committee, and the Committee Leadership of the Board's two other Committee, convene to select, from nominations received, the voting Committee Members of the Finance and Operational Performance Committee, and the Strategy, Investment and Impact Committee; and
- vii. As soon as they are appointed, the three voting Audit and Ethics Committee Members will launch a process to select the four independent members of that Committee, including the independent Chair.

2. COMMITTEE LEADERSHIP SELECTION PROCESSES IN NOVEMBER 2011

2.1 Immediately following the Twenty-Fourth Board meeting, the Board Chair and Vice-Chair made simultaneous calls for constituency nominations for Committee Leadership and Committee Member positions as follows:

- i. For the Audit and Ethics Committee: On 19 October 2011 a call for nominations for the three voting Committee Member roles, including a request for the nominated individuals to identify any interest in being selected as Vice-Chair; and
- ii. For the Finance and Operational Performance Committee, and the Strategy, Investment and Impact Committee: On 27 October 2011 a call for nominations for the non-voting Committee Leadership roles and the voting Committee Member roles.

2.2 The calls for nominations included the draft 'key competencies and responsibilities' developed during the governance reform consultations that took place from May-October 2011.

2.3 Tables 2, 3 and 4 below set out the nominations received for the three Committees in alphabetical order of the constituency of the nominated individual. Referring back to paragraph 1.4.iv and 1.4.v, part 3 of this paper makes recommendations only on for the roles shaded in yellow.

Table 2: Nominations received for the Audit and Ethics Committee

Constituency	Audit and Ethics		
	Gender	Vice Chair	Membership
Donor Bloc			
France – Claude Rabinowitz	M	x	x
Germany/Canada/Switzerland – Daniel Rychner	M		x
Private Sector – Brian Brink	M	x	x
United States – Bernard Nahlen	M		x
Implementer Bloc			
Developing Country NGO – Karlo Boras	M	x	x
Eastern Europe and Central Asia – Anna Marzec-Boguslawska	F		x
South East Asia – Shirley Tissera	M		x

Table 3: Nominations received for the Finance and Operational Performance Committee

Constituency	Finance and Operational Performance		
	Gender	Leadership	Membership
Implementer Bloc		Chair	
Developing Country NGO - Allan Ragi	M		X
Eastern and Southern Africa - Blandina Nyoni	F		X
Eastern Europe and Central Asia - Viorel Soltan	M	X	
Latin America and the Caribbean - Juliette Bynoe-Sutherland	F		X
West and Central Africa - Joseph Niangue	M		X
Donor Bloc		Vice-Chair	
European Commission - Jan Paehler	M	X	
Italy and Spain - Pasqualino Procacci	M		X
Point Seven - Tom Hunstad	M		X
Private Sector – Ann Lion	F		X
United Kingdom and Australia – Carlton Evans	M		X
United States – John Monahan	M	X	

Table 4: Nominations received for the Strategy, Investment and Impact Committee

Constituency	Strategy, Investment and Impact		
	Gender	Leadership	Membership
Donor Bloc		Chair	
European Commission – Ignace Ronse	M		X
France – Patrice Debré	M	X	
Germany (Canada, Switzerland) – David Stevenson	M		X
Japan – Masaki Noki	M		X
Point Seven – Anders Nordström	M	X	
Private Foundations – Todd Summers	M	X	
Private Foundations – Kieran Daly	M		X
United Kingdom and Australia – Tim Poletti	M		X
United States – John Monahan	M	X	
United States - Julia Martin	F		X
Implementer Bloc		Vice-Chair	
Communities – Shaun Mellors	M	X	
Communities – Lucy Cheshire	F		X
Developed Country NGO – Joanne Carter	F		X
Developing Country NGO – Mabel Bianco	F		X
Eastern and Southern Africa – Vinand Nantulya	M	X	
Eastern Europe and Central Asia – Maksut Kulzhanov	M		X
Latin America and the Caribbean – Leslie Ramsammy	M		X
West and Central Africa – Yolande Vumbo	F		X
Western Pacific Region – Ren Minghui	M		X

3. BOARD LEADERSHIP SELECTIONS - FOR BOARD RATIFICATION

3.1 Most of respondents to the July 2011 Global Fund Health and Performance governance survey (“Governance Survey”) ¹believe that, among other areas for concern:

- i. The Board’s existing Committees are not run well or focus on priority issues;
- ii. Committee representatives do not always have appropriate expertise to contribute effectively;
- iii. Topics discussed and decisions taken by Committees do not help the Board to focus on priority issues; and
- iv. There is an absence of constructive engagement between the Secretariat and the Committees.

3.2 These inputs reinforce the need for competency to be the primary basis for Committee Leadership and Committee Member selection. The Board Chair and Board Chair had specific regard to the draft ‘key competencies and responsibilities’ for the respective roles when evaluating the resumes/curriculum vitae and application materials.

3.3 As explained in the two calls for nominations packages, other factors that were considered during the selection process were diversity in gender (which was not possible from the Committee Leadership nominations received), regional experience, and direct experience in program implementation. Importantly, the Committees are being formed in the context of the High Level Panel’s recommendations on the Global Fund’s fiduciary oversight systems and processes. Accordingly, the Board Leadership also took into account past experience in financial oversight when considering constituency nominations for the Audit and Ethics Committee Members, and the Finance and Operational Performance Committee Leadership roles.

3.4 Specifically for the Audit and Ethics Committee, the Board Leadership also considered the new situation of an independent Chair. In the Governance Reform Paper, the proposed Charter for the Audit and Ethics Committee provides criteria for the independent members that, appropriately, make it most unlikely for the Chair to be very knowledgeable about the Global Fund. This was an important consideration in the identification of the preferred candidate for Vice-Chair of the Audit and Ethics Committee. Table 5 below lists the recommended Committee appointments for Board ratification:

Table 5: Committee selections for Board ratification

Selected Individual	Role	Constituency	Voting Bloc
Audit and Ethics Committee			
Brian Brink	Vice-Chair	Private Sector	Donor
Claude Rabinowitz	Member	France	Donor
Karlo Boras	Member	Developing Country NGOs	Implementer
Finance and Operational Performance Committee			
Viorel Soltan	Chair	Eastern Europe & Central Asia	Implementer
John Monahan	Vice-Chair	United States	Donor
Strategy, Investment and Impact Committee			
Todd Summers	Chair	Private Foundations	Donor
Shaun Mellors	Vice-Chair	Communities	Implementer

¹ A summary of the high-level messages from the Governance Survey is provided at Annex 1 to the Governance Reform Paper (GF/B25/5).

4. DECISION POINT AND NEXT STEPS

4.1 The Board is requested to ratify the Board Leadership's selection of these individuals.

Decision Point

Appointment of Committee Leadership and Membership

1. **The Board approves the appointment of Todd Summers and Shaun Mellors respectively as Chair and Vice-Chair of the Strategy, Investment and Impact Committee to serve for a two-year term or until the appointment of their successors.**
2. **The Board approves the appointment of Viorel Soltan and John Monahan respectively as Chair and Vice-Chair of the Finance and Operational Performance Committee to serve for a two-year term or until the appointment of their successors.**
3. **The Board approves the appointment of Brian Brink, Claude Rabinowitz and Karlo Boras as Committee Members of the Audit and Ethics Committee representing voting constituencies of the Board, and from within that group, Brian Brink as Vice-Chair of the Audit and Ethics Committee, to respectively serve for a two-year term or until the appointment of their successors.**

4.2 The Coordinating Group, as comprised following the decision of the Board at its Twenty-Fifth Board meeting, will convene as soon as possible after the close of that meeting, and select the Committee Members of the Finance and Operational Performance Committee, and the Strategy, Investment and Impact Committee from the nominations received in response to the call for nominations discussed in paragraph 2.1 above. The selection will be presented to the Board by electronic decision point on or about 1 December 2011.

4.3 The Coordinating Group will also support to the Audit and Ethics Committee members in the design and implementation of a transparent process to select the independent members of that Committee, and the Chair, from amongst the independent appointees.

This document is part of an internal deliberative process of the Global Fund and as such cannot be made public until after the Board meeting.