

## **EXECUTIVE DIRECTOR SELECTION PROCESS**

### **PURPOSE:**

1. This paper outlines the proposed approach and high-level timetable for search for the next Executive Director of the Global Fund.
2. It is based on preliminary input from the March 2012 Board Retreat in Geneva and from two Board teleconferences in early April 2012.
3. The paper presents a draft decision point to formally launch the search process at the Twenty-Sixth Board Meeting.
4. Annex 1 to this paper sets out the Terms of Reference of ad-hoc nominations committee to support the Board in its selection decision, as approved at the Twenty-Sixth Board meeting.

## **Part 1: Introduction**

1.1 During its March 2012 Retreat the Global Fund Board agreed that the search for the next Executive Director should be launched at its May 2012 Board meeting.

1.2 At the Retreat, there was also consensus around the following key items:

- Whilst recognizing the inherent complexity in the role, leadership of the Secretariat should be retained in one individual who reports to the Board and is responsible and accountable for the overall leadership and management of the Global Fund's administrative functions;
- The next Executive Director should bring to the role a blend of the following key competencies, with significant emphasis on the first of these:
  - i. an exceptional manager of people and systems;
  - ii. a proven leader, a visionary, preferably with strong prior engagement with the Global South; and
  - iii. strong public relations skills in their field, even if not specifically in the three diseases, although preferably in international development or international health;
- Extensive efforts must be made to reach out and identify talented, highly-qualified women and men to be considered for the role, with the Board not accepting that a short-list of men only reflects the true pool of possible talent across the globe;
- It is the Board which must lead and be fully accountable for the selection process from start to finish. However, there is considerable merit in the involvement of highly talented external experts in the process. First through the inclusion of an appropriate number of non-Board constituency affiliated experts in the ad-hoc Nominations Committee<sup>1</sup> ('AHNC') that the Board will constitute at the May 2012 Board; and second through the appointment of an executive search firm who can provide advice and counsel; and
- The latest date which the Board would wish to make a decision on the next Executive Director is the November 2012 Board Meeting. If it were possible to bring this decision forward, to facilitate a longer transition period with the General Manager, that may bring benefit. However, this should not be considered if it would compromise in any way the quality and diversity of the pool of possible candidates, or due consideration of each candidate according to the selection criteria.

1.3 During pre-Board conference calls on 13 April 2012, it was also recognized that:

- Appointing the AHNC is only one part of the whole process and we need to map out more fully the whole process;
- Whilst the AHNC must have sufficient delegated authority to perform its work, the Board Chair and Vice-Chair have an important overall stewardship role of the complete process; and

---

<sup>1</sup> Section 33 of the Global Fund's Board and Committee Operating Procedures (21 November 2011)

- Finding the appropriate balance between ensuring candidate confidentiality, and keeping the Board adequately informed, was an early issue to address.
- 1.4 The Phase 1 governance reforms adopted by the Board at its September 2011 meeting envisaged that the coordinating group would manage any nomination, appointment and succession process developed by the Board from time to time.<sup>2</sup> Unless the Board prefers otherwise, on this occasion the coordinating group's role would be to support the Chair and the Vice-Chair in their overall stewardship of the process, including: provision of information on the application of policies on ethics and conflicts of interest; adherence to document policies; and also ensure adherence to Board agreed processes and timelines for selection of the next Executive Director.

## **Part 2: High-level timetable for selection of next Executive Director**

2.1 A number of key elements are required:

- **Appointment of an appropriately sized AHNC** comprised of talented individuals who work in the best-interests of the Global Fund. For the non-constituency expert members, the expectation is that in addition to bringing a high degree of professional competence in one or more of the key competency areas, they bring additional skills in areas such as interviewing techniques
  - **Engagement of an executive search firm**
  - **Candidate search**, proactively seeking out female and male talent
  - **Opportunities for the AHNC to report on progress** to the full Board
  - **Opportunities to seek the Board Leadership's counsel**
  - **A decision making process** that achieves, to fullest extent possible, the goal of a selection based on merit, in a non-political, open and competitive manner.
- 2.2 Figure 1 on the following page expands on these elements, with a possible timeline to guide the process.
- 2.3. Acceleration of this timeline may be possible by the AHNC, but only if quality of the process and the depth of the candidate pool are not adversely impacted.

---

<sup>2</sup> Refer to paragraph 5 of the Coordinating Group's terms of reference:  
[http://www.theglobalfund.org/documents/committees/Core\\_CoordinatingGroup\\_ToR\\_en/](http://www.theglobalfund.org/documents/committees/Core_CoordinatingGroup_ToR_en/)

**Figure 1 – High level Timetable for ED Selection Process**



## Part 3: Membership of the AHNC

### Broad principles

- 3.1 Historically, AHNC members have been selected from constituencies of the Global Fund Board. Once selected, members act in their personal capacity.
- 3.2 The Board has drawn lessons from the 2006 Executive Director selection process, and 2012 identification and nomination of independent members of the Audit and Ethics Committee ('AEC') of the Global Fund Board. These lessons include:
  - i. Constituency-nominated members contribute most effectively when they have sufficient time to personally dedicate to the role, have considerable knowledge of the Global Fund's strategic direction and its operations, are an experienced person with some seniority, and have access to effective communications arrangements to facilitate frequent, high-quality engagement in the committee's deliberations. The most appropriate person may therefore be a person other than the Board Member or Alternate Member, particularly for constituencies that involve multiple stakeholders or countries;
  - ii. The inclusion of a number of non-constituency affiliated persons brings improved awareness of potential conflicts of interest, and increased diversity in opinion and experience that can strengthen the integrity of complex decision-making processes;
  - iii. Non-constituency members can increase the gravitas and technical competency of a particular committee. This may be in the key areas of interviewing techniques, or one or more of the key competencies for the Executive Director role itself;
  - iv. Individuals who are external to the Global Fund, are above politics ('post-politics'), are recognized in their field as bringing a fresh opinion and independent thought, and hold sufficient seniority and skills add real value;
  - v. Where non-constituency members join a nomination committee (such as the AEC or for the Executive Director search), it is appropriate for the Chair of that nominations committee to be someone who is a constituency nominated person (whether a Board Member, Alternate Member or other person with strong, recent knowledge of the Global Fund, its strategic direction and its operations). This will bring important experience and operational effectiveness to the work of the nominations committee;
  - vi. There is less complexity in decision making within a committee structure if there is an uneven number of members; and
  - vii. Committee size is an important consideration to balance representation and manageability.
- 3.3 Drawing on these lessons, comments from the Retreat, 13 April 2012 Board constituency conference calls and inputs provided to an initial draft version of this paper, **Annex 1** to this paper sets out the Terms of Reference for the AHNC as approved by the Board at its Twenty-Sixth meeting.
- 3.4 Annex 1 identifies that the AHNC concludes the appointment of the Executive Search firm in the weeks after the Board meeting. This ensures sufficient time for search firms to be invited to submit competitive proposals for the role and strengthened mutual accountability between the AHNC and the Executive Search firm.
- 3.5 As a guide, members of the AHNC may need to allocate up to 20 working days of their time between the May and November 2012 Board meetings. This will include in-person interviewing of a select number of candidates.

## **Process for identification of non-constituency nominated technical experts**

3.6 The agreed timetable for identification of the non-constituency AHNC members is:

- i. Taking into account paragraph 2.b of Annex 1 to this paper, **by the morning of Monday 7 May 2012 Central European Time**, Board constituencies provide to the Board Chair ([boardchair@theglobalfund.org](mailto:boardchair@theglobalfund.org)) nominations for the non-constituency affiliated AHNC members. Persons being nominated need not have been contacted in regard to their interest and availability in advance, although preliminary contact would be helpful if possible and appropriate. Such contact will not bind the Global Fund in any respect;
- ii. **On the morning of Wednesday 9 May 2012**, the Board Leadership will provide Constituency Focal Points with the list of nominated persons, for distribution to their constituencies on a confidential basis within the parameters of the Twenty-Sixth Board meeting;
- iii. **During deliberations over 10 – 11 May 2012**, the Board will give consideration to the list of nominations and design a process to identify three independent people to serve on the AHNC. All nominated persons will be requested to confirm their interest and availability, and also submit a short-form biography to the Global Fund on a non-binding basis; and
- iv. **Immediately thereafter**, the constituency nominated AHNC members (as appointed on 11 May 2012 by the Board) will, working in conjunction with the Board Chair and Chair of the Audit and Ethics Committee, approach the target technical expert members, and select from that group three persons to fill the role of non-constituency technical experts on the AHNC. In making this selection, the constituency nominated AHNC members will seek to ensure diversity in gender and regional balance (in that order) without compromising on the essential requirement of persons who bring specific expertise in one or more of the three key competencies for the Executive Director role. Experience in senior executive appointment processes would be an added advantage.

### **Part 4: Decision Point**

- 4.1 To launch the executive search on a timely basis, the Board must make decisions on the size and overall composition of the AHNC at its May 2012 meeting. It must also approve terms of reference for the AHNC.
- 4.2 The decision point presented below facilitates this process.

### **Launch of the Selection Process for the next Executive Director - GF/B26/DP8**

#### **The Board:**

- 1. Establishes an ad hoc nominations committee ('AHNC') to assist the Board with its selection of the next Executive Director, with the Terms of Reference contained in Annex 1.**
- 2. Notes the constituency nominations for members of the AHNC, and appoints the following individuals as members, each serving in his or her personal capacity:**

[NAMES]

- 3. Requests the AHNC to initiate the selection process in accordance with its Terms of Reference, including the timely appointment of three non-constituency affiliated members to facilitate the work of the AHNC.**

**Terms of Reference for Ad-Hoc Nominations Committee for the  
appointment of the next Executive Director of the Global Fund**

(Approved at the Twenty-Sixth Board Meeting)

1. The purpose of the 2012 Ad-Hoc Nominations Committee ('AHNC') is to assist the Board with its selection of the next Executive Director of the Global Fund. It reports only to the Global Fund Board. At relevant times throughout its work, the AHNC will receive broad project management and quality assurance support from the Board's Coordinating Group as challenged through the Board Chair and Vice-Chair. This support may include: guidance and clarifications on core Global Fund policies on documents, ethics and conflicts of interest; and quality assurance of materials to be circulated to potential candidates. The coordinating group will also track deliverables against the Board approved timetable.
2. Membership of the AHNC shall be comprised of nine persons as follows:
  - a. **Six Board constituency members**, with the implementer bloc and donor blocs nominating three consensus candidates each, as approved by the Board at its Twenty-Sixth Board meeting. The constituency nominated persons will have sufficient time<sup>3</sup> to dedicate to the AHNC, and have access to effective communications arrangements to facilitate frequent, high-quality engagement in the AHNC's work. From a skills perspective, they will have considerable knowledge of the Global Fund's strategic direction and its operations, and are experienced in their field. Whilst acknowledging that achieving full balance is difficult in smaller groups, the individuals should preferably bring significant experience and skills in international management and/or health financing and/or development, and come from a range of different sectors and regions. The constituency nominated persons will serve on the AHNC in their personal capacity and act on a neutral, a-political basis, in the best interests of the Global Fund; and
  - b. **Three non-constituency affiliated members**, selected by the six Board constituency members of the AHNC based on nominations received prior to the Twenty-Sixth Board meeting. The individuals selected will bring additional gravitas and global experience to the AHNC, and serve as technical experts on the AHNC. When taken as a group, they will bring senior level experience in management of people and systems; public speaking and outreach; and strategic leadership in the field of international financing and/or development, or international health and/or the three diseases and beyond. To the extent possible, they will also bring skills in the specific task of identifying and interviewing senior executive talent. The three non-constituency members shall serve in their personal capacity and shall not seek or accept instructions in regard to their performance on the committee from any constituency of the Global Fund Board or other individual or entity.

---

<sup>3</sup> As a guide, the anticipated time commitment may be up to 20 days from May 2012 to November 2012, although the AHNC will use its best endeavors to undertake its work with a time commitment of between 10 and 20 days, with the majority of this time not requiring in-person attendance.



3. A Chair of the AHNC will be selected by the members of the AHNC from amongst its members. In addition to their membership role, the Chair will provide coordination support, and report to the Board on behalf of the AHNC.
4. The AHNC shall develop and undertake its work according to a detailed action plan that is agreed between its members and quality assured by the Coordinating Group, and shared with the Board by 31 May 2012. The work plan should envisage a not later than November 2012 Board decision on the next Executive Director. To the extent possible, the AHNC may seek to expedite its work and bring forward its recommendations for decision at an earlier time, provided this does not adversely compromise the integrity of the AHNC's work, or the presentation of an appropriately diverse pool of candidates.
5. Specifically, the AHNC shall:
  - a. Appoint an Executive Search firm to assist the AHNC in its role of identifying a short list of highly qualified, talented men and women to present as final candidates to the Board for the role of Executive Director. The AHNC will make the Executive Search firm appointment from potential firms identified by the Board Leadership through a competitive process between April – mid May 2012;
  - b. Guide and oversee the work of the Executive Search Firm, ensuring that the search firm reaches out to the broadest of Board constituency and other networks to find highly skilled candidates;
  - c. By 15 June 2012 present to the Board for its electronic approval, revised terms of reference for the Executive Director ('ED TORs'). The AHNC will refine the ED TORs through a process of broad outreach to all Board constituencies (voting and non-voting), drawing on the support and experience of the Executive Search Firm to strengthen the process. The ED TORs presented to the Board will have a particular focus on competency in the following areas, with the first item being of highest priority:
    - i. an exceptional manager of people and systems;
    - ii. a proven leader, a visionary, a person preferably with strong prior engagement with the Global South;
    - iii. strong public relations skills in their field; and
    - iv. preferably, substantive knowledge and experience in international development and/or international health financing and/or the three diseases and/or public health;
  - d. Ensure that it seeks the input of non-voting Board constituencies in a structured way throughout the whole of the AHNC's work. In particular, proactively engaging with partners at the headquarters and regional level on partnership principles that should be enshrined in the ED TORs; seeking the names of potential candidates to reach out to; and providing feedback through appropriate, confidential arrangements on the candidate pool during the shortlisting process;

- e. Provide to the Board, by not later than 15 October 2012:
    - i. a short list of up to four persons that represent the strongest candidates across the global for the role of Executive Director, which must have at least as many women as men ('AHNC Short List'), and be based on the selection criteria approved by the Board in June 2012;
    - ii. the AHNC's reasons for their assessment of each of the short listed candidates, which should include the extent to which each candidate fulfills the selection criteria, and the candidates relative ability to perform the duties of the Executive Director as outlined in the ED TORs, and weight those capacities according to the three main areas of competency referred to in item d. above;
  - f. Provide, at intervals of approximately four to eight weeks (or more frequently if the AHNC believes appropriate), progress updates to the Board through electronic or teleconference means; and
  - g. Ensure that it conducts itself at all times in manner that respects the privacy and personal reputation of potential candidates, and work within an appropriate framework of confidentiality.
6. The AHNC shall seek to make its decisions by consensus. Recognizing that the role of the AHNC is to propose the best possible male and female candidates for the role of Executive Director, where consensus cannot be obtained, the majority view of the AHNC will prevail.
7. Membership in the AHNC shall not count towards the two-committee limit set forth in Section 42.1 of the Board and Committee Operating Procedures.