

BOARD CHAIR AND VICE CHAIR TERMS OF REFERENCE

PURPOSE:

1. This paper outlines the proposed approach and timetable for the selection of the next Board Chair and Vice Chair of the Global Fund.
2. The paper presents revised Terms of Reference for the Board leadership roles and a draft decision point to formally adopt the TORs prior to the launch of the search and selection process.

PART 1: INTRODUCTION

- 1.1. According to the By-Laws of the Global Fund to Fight AIDS, Tuberculosis and Malaria, elections for the Board Chair and Vice Chair occur at two year intervals. Although the Board Chair and Vice-Chair do not represent the views of any one constituency or bloc, the positions alternate between individuals drawn from the donor voting bloc and the implementer voting bloc of the Board for each two-year term. Historically the donor and implementer blocs have each defined a process by which to identify candidates and nominate them, and from these candidates select the Chair or Vice Chair of the Board.
- 1.2. In preparation for the election of a new Chair and Vice Chair of the Board prior to the Twenty-Ninth Board Meeting in May 2013, the Terms of Reference for the roles were reviewed ('TORs'), and proposed revised TORs for the roles are set out in Annex 1.
- 1.3. These revisions are in accordance with re-defined Board priorities following the adoption of Phase 1 of the Board's governance reforms. Specifically the TORs were reviewed to:
 - i. More clearly define the role of the Board Chair and Vice Chair in relation identifying and operationalizing strategic priorities for the Board;
 - ii. Detail the relationship between the Board Chair and Vice Chair and other governance entities of the Global Fund;
 - iii. Delineate the actual time commitment and responsibilities for the roles in keeping with the changes adopted under governance reform.
- 1.4 The Board is requested to formally adopt and approve the revised TORs during its Twenty-Seventh Board Meeting in September 2012.

PART 2: SUGGESTED TIMELINE

- 2.1 According to the Board and Committee Operating Procedures of the Global Fund, the Board Chair should announce elections for an incoming Board Chair and Vice Chair no less than three calendar months in advance of the election. In addition, nominations are to be sent to the Office of the Board Chair within four calendar weeks after the date on which the call for nominations is sent to constituencies. Whilst not expressly stated, such a time line probably anticipates that there has been some level of consultation amongst the Board's stakeholders, to give due consideration to the potential leadership talent to reach out to.
- 2.2 As such, the proposed timeline for the election of the Board Chair and Vice Chair is as follows:
 - i. **September 2012** - Discussion during Twenty-Seventh Board Meeting on the proposed nomination and selection process to be followed by the Donor and Implementer blocs
 - ii. **September-November 2012** - Constituency discussions on potential nominees
 - iii. **November 2012** - Discussion during the Twenty-Eighth Board Meeting within blocs on potential nominees coming out of constituency consultations
 - iv. **January 2013** - Election for Board Chair and Vice Chair launched
 - v. **February 2013** - Candidates for Board Leadership seats sent to the Office of the Board Chair

- vi. **March 2013** - Formal Appointment of incoming Board Chair and Vice Chair by electronic vote (or in-person vote in the event of a Board Retreat)
- vii. **May 2013** - Incoming Board Chair and Vice Chair attend Twenty-Ninth Board Meeting for formal introduction to Board members, Alternates, and delegates

2.3 By utilizing the timeline as outlined above, the Board will ensure that there it has sufficient time to discuss candidates for its leadership positions at the constituency, bloc, and finally full Board level.

PART 3

Decision

3.1 As a next step the Board will discuss and approve the revised terms of reference for the Board Chair and Vice Chair. These TORs must be adopted prior to the launch of the Board Chair and Vice Chair selection process. The proposed decision point is below.

Decision Point GF/B27/XX:

The Board approves the revised Terms of Reference for the Chair and Vice-Chair of the Board of the Global Fund, as set forth in GF/B27/09 (the “Revised Terms of Reference”), which supersede the existing Terms of Reference for the Chair and Vice-Chair of the Board, as last amended in December 2010 (GF/B22/DP6).

TERMS OF REFERENCE

CHAIR AND VICE-CHAIR OF THE BOARD OF THE GLOBAL FUND TO FIGHT AIDS, TUBERCULOSIS AND MALARIA¹

Introduction

The Global Fund's Board is the supreme governing body of the organization, and is represented at the most senior level by two key roles – the Board Chair and Board Vice-Chair (together the 'Board Leadership').

Working in the best interests of the Global Fund as a whole, the Board Chair and Vice-Chair have a number of important responsibilities. This includes supporting the Board's strategic focus on its six core functions²; being the public face and primary spokespersons of the Board; and being a source of leadership for the many stakeholders that make up the Global Fund – including implementers, donors, partners, staff, and elected representatives. Operationally, the Board Leadership also oversees effective performance management across the Board and its various governance and advisory bodies, and direct reports.

The Board Chair and Vice-Chair serve in their personal capacities as non-voting members of the Board. They bring to their respective roles broad perspective and accumulated wisdom and experience. As representatives of the Board as a whole, they collaborate with management to achieve the strategic vision of the organization, providing broad guidance and input into management's decision making to assist in implementation of that vision.

The Global Fund's Bylaws, Board and Committee Operating Procedures, Committee Charters and Coordinating Group Terms of Reference provide for the role of Board Chair and Vice-Chair, and set out certain elements of the two roles. These Terms of Reference specifically define the Board Chair and Vice-Chair's responsibilities in the context of those underlying governance documents.

I. RESPONSIBILITIES

In accordance with the Global Fund's core governance documents, the Board Chair and Vice-Chair have the following responsibilities

¹ GF/B19/DP10, as amended at the Twenty-Second Board Meeting by GF/B22/DP6 and at the Twenty-Seventh Board Meeting by GF/B27/DPXX

² As described in Article 7.4 of the Global Fund Bylaws:

A. Strategic Leadership

1. Setting out a strategic approach for the Board Leadership term that assists the Board to perform effectively its core functions;
2. Developing Board priorities and meeting agendas in consultation with Committee Chairs and Vice-Chairs and the Secretariat that facilitate discussions to fulfill the identified strategic priorities;
3. Guiding the alignment of the work plans and agendas of the governing, advisory, coordinating and administrative bodies of the Global Fund; and
4. Facilitating communication between the Board and the Executive Director, and with other direct reports
5. Overseeing all aspects of the Board's functions and deliberations in between its bi-annual in-person meetings.

B. Governance Stewardship

1. Guiding the transparent selection, appointment, assessment and removal, if necessary, by the Board of the Executive Director, Inspector General or any other direct appointee;
2. Recommending to the Board the selection of the Chairs and Vice-Chairs of the Board's Committees;
3. Collaborating with Board constituencies as well as Committee Chairs and Vice-Chairs to identify, attract and recommend for Board approval qualified candidates for Committee Membership roles;
4. Planning and organizing the nomination and election process for the Board's selection of successors to the Board Chair and Vice-Chair positions; and
5. Exercising the respective casting votes of the Board Chair and Vice-Chair in the Strategy, Investment and Impact Committee and Finance and Operational Performance Committee Charters should the Committees be unable to reach a decision.

C. Overseeing Institutional Performance

1. Supporting the Board and its Committees to undertake routine performance assessments of the Global Fund's governing, advisory and administrative bodies;
2. On behalf of the Board, undertaking the annual performance assessment of the Board's direct reports and reporting the assessment to the Board; and
3. Guiding the Board's multi-year strategic deliberations and decisions on how to achieve and assess impact of financial investments.

D. Coordinating Risk Management

1. Guiding and supporting the Board in its establishment, review and adjustment, if necessary, of the risk management strategy of the Global Fund, including risk classification, tolerance and mitigation; and
2. Leading the Coordinating Group's effective allocation of risk-oversight activities amongst the Committees of the Board.

E. Acting as Ambassadors for the Global Fund

1. Acting as principal spokespersons for the Global Fund to advocate, promote and raise funds for the Global Fund and its mission; and
2. Maintaining effective communication and engagement with stakeholders such as partners, donors, implementers and the media to ensure the Board understands and addresses the issues and concerns of its wide and diverse range of stakeholders.

F. Maintaining Procedural Order

1. Chairing and leading all Board meetings, retreats, executive sessions, teleconferences or communications through any other mediums;
2. Ensuring adequate time and procedures for informed discussion, consideration and voting on agenda items and decisions of the Board, including reaching clear decisions and overseeing a vote if consensus is not reached; and
3. In accordance with the Bylaws and Board and Committee Operating Procedures, acting on behalf of the Board between Board meetings to make immediate decisions where the Board Chair and Vice-Chair determine the nature and urgency of the decision cannot be accommodated by emergency Board meetings, teleconferences or electronic decision points.

II. COMPETENCIES

The Board and Committee Operating Procedures set out the following minimum competencies that they should collectively possess:

1. Experience chairing or leading decision-making bodies comprised of diverse stakeholders in either the public or private sector;
2. Experience and skill in organizing and facilitating discussions, building consensus, and mediating disputes among diverse stakeholders;
3. Experience with strategic planning, implementation and problem-solving;
4. Knowledge of the Global Fund's purpose, governance structure and strategy;
5. Leadership experience in a governance or management capacity for entities from either the public or private sector;
6. Experience and skill in reading financial statements, budgets and reports to analyze and assess the implications of such documents;
7. Experience conducting risk assessments and developing mitigation strategies in either the public or private sector;
8. Expertise in some or all of the following areas: advocacy, medicine, public health, international finance, international development, diplomacy, negotiations and fundraising;
9. Able to demonstrate discretion and professional ethics with respect of private and confidential matters;
10. Able to communicate clearly, concisely and persuasively and listen attentively and respectfully to other stakeholder views;
11. Able to act, think and speak independently with conviction and confidence; and
12. Fluent in written and spoken English (with additional languages beneficial).

III. SELECTION AND TERM

The Chair and Vice-Chair of the Global Fund Board are selected by the Board in accordance with the Bylaws and Board and Committee Operating Procedures.

The Chair and Vice-Chair serve coinciding two year terms, or until the appointment of their respective successors. The positions alternate between individuals from the implementing and donor blocs³ every two years to ensure diversity and equitable participation in the selection of Board Leadership. However, the individuals filling each position shall not represent any bloc, nor any particular constituency, Board voting group or other stakeholder.

IV. TIME COMMITMENT

The Board Chair and Vice-Chair should be prepared and able to dedicate at least one working day per week to Global Fund matters. This commitment may not be uniformly distributed throughout the calendar year. For example, Board, Committee and Coordinating Group meetings, as well as periods before and after such meetings, may require the Board Chair and Vice-Chair to commit full capacity to Global Fund matters for several consecutive days. The Board Chair and Vice-Chair should be prepared and able to commit additional time in exceptional circumstances.

The Board Chair and Vice-Chair shall communicate regularly with Committee Chairs and Vice-Chairs, Board Members, the Secretariat, partners and other stakeholders between Board Meetings. Additionally, the Board Chair and Vice-Chair should be prepared and willing to travel as a representative of the Global Fund, in some cases to locations with security, economic and infrastructural challenges.

[xx] September 2012

³ As described in Article 7.6 of the Global Fund Bylaws.