

Annex 4

Terms of Reference of the Coordinating Group

TERMS OF REFERENCE

COORDINATING GROUP

THE GLOBAL FUND TO FIGHT AIDS, TUBERCULOSIS AND MALARIA[†]

A. Role and functions

1. The Coordinating Group of the Global Fund to Fight AIDS, Tuberculosis and Malaria (the “Global Fund”) provides a visible and transparent mechanism for co-ordination and collaboration between the Board and its committees ~~in regard to the Board’s governance, risk and administration functions. These governance functions involve tasks that require co-ordination and frequent discussions and collaboration.~~
2. The Coordinating Group carries out its work within the framework of the decision-making authorities of the Board, its Chair, and the committees of the Board as set out in the Global Fund’s by-laws, committee charters, and operating procedures.

B. Areas of work

Oversight of institutional ~~and leadership~~ performance

3. ~~Institutional performance:~~ The Coordinating Group will support the Board’s core function of setting the Global Fund’s performance assessment framework in regard to the organization’s operational and financial performance through:
 - a. Monitoring/tracking routine oversight by the Board’s committees of key performance indicators falling within the specific mandate of each committee;
 - b. For key performance indicators that have a cross-cutting element, ensuring a high-level of inter-committee collaboration to ensure the Board’s ability to assess overall corporate performance through a single information source; and
 - c. As required, making recommendations to the Board on possible adjustments to the performance assessment framework to strengthen Board and committee oversight of performance.
4. ~~Performance assessment of the Board’s direct reports: The Coordinating Group will support the Board’s core functions of undertaking routine, robust performance assessments of the Executive Director and the Inspector General, and ensuring effective succession planning through:~~
 - a. ~~Supporting the process of the annual performance reviews of the Executive Director and the Inspector General based upon key performance indicators and methodologies determined by the Board Chair based on consultation with the Board, the Executive~~

[†] ~~GF/B25/DP7, as amended at the at the Thirty-Second Board Meeting by GF/B32/DP05~~

~~Director and the Inspector General, with a focus on ensuring annual benchmarking of performance over time; and~~

- ~~b. Managing any nomination, appointment and succession process developed by the Board from time to time.~~

Risk oversight

- ~~5. The Coordinating Group will support the Board's core function in setting the Global Fund's overall risk management strategy through ensuring cross-committee collaboration and coordination in the identification and management of risks.~~

6.4. Effective administration and coordination of governance processes and systems

~~7.5. Board priorities, agenda setting and communications: The Coordinating Group will support the effective and coordinated administration of the Board through:~~

- ~~a. Supporting the Board Chair and Board Vice-Chair in priority-setting for the Board and its committees, including alignment of committee and Board work plans and agendas, and the comprehensive and rational assignment to specific committees of oversight of Board strategies and initiatives;~~
- ~~b. Reviewing follow-up to Board and committee decisions; and~~
- ~~c. Instituting effective communication modalities for sharing information, advice and recommendations between the Board and the committees and amongst the committees.~~

~~8.6. Appropriate documentation: The Coordinating Group will support the Board's goal of ensuring relevant and timely dissemination of relevant materials to members in a manner which facilitates timely application of the Global Fund's language policy and optimizes comprehension of the key issues for Board and committee discussion and decision. Within this area of work, key tasks for the Coordinating Group include:~~

- ~~a. Prioritizing preparation of reports to the Board and the Committees to ensure optimal use of resources in support of Governance structures; and~~
- ~~b. Setting standards for achieving an appropriate balance in length and simplicity of documentation to facilitate broad comprehension.~~

~~7. Membership engagement: The Coordinating Group will support the selection of Committee membership and facilitation of Committee functions by:~~

- ~~a. Consulting with the Board Chair and Board Vice-Chair on the potential candidates identified to serve as members of the Committees, prior to the Board Chair and Board Vice-Chair presenting the selected candidates to the Board for approval; and~~
- ~~b. Facilitating continued engagement by Committee members on tasks related to key topic areas between Committee meetings.~~

9. ~~Budget management of core governance mechanisms:~~ The Coordinating Group will work in close collaboration with the Secretariat in regard to the annual operating budget of the Board Chair and Board Vice Chair, the Board, its committees and advisory bodies as part of the regular budgeting cycle overseen by the Finance and Operational Performance Committee ~~committee responsible for overseeing the operating expenses budget.~~ Within this area of work, the tasks of the Coordinating Group will include reviewing and monitoring the resources afforded to the Board and its committees to ensure such bodies receive adequate resources to perform their respective functions effectively.

Constituency Committee functioning membership and functioning representation

~~The Coordinating Group will support the functioning selection of and selection of constituency representatives to the Committees and the functions of the Committees by:~~

- ~~Consulting with the Board Chair and Board Vice Chair on the potential candidates identified to serve as members of the Committees and to serve as the Chairs and Vice-Chairs of the Committees, prior to the Board Chair and Board Vice Chair presenting the selected candidates to the Board for approval; and~~
- ~~Facilitating continued engagement by Committee members on tasks related to key topic areas between Committee meetings.~~

~~Attract, develop and retain talent:~~ The Coordinating Group will support the Board's core function of attracting, developing and retaining Board talent through:

~~Setting the framework for induction and continued learning initiatives provided to Board and committee members through in-person and other means; and~~

~~Facilitating continued engagement by Committee members on tasks related to key topic areas between Committee meetings; and;~~

- ~~Supporting the Board Chair and Board Vice Chair in the biennial Committee Chair and Vice Chair selection process.~~

8. ~~Strengthened Board constituency engagement:~~ The Coordinating Group will support constituency engagement in governance processes through:

- i. ~~Promoting transparent and rigorous processes for constituency selection of Board members, based in part upon membership guidelines adopted by the Global Fund;~~
- j. ~~Identifying and nominating Committee members for Board approval, through a competency-based nomination process based on experience, credentials and commitment to the organization by the Board Chair and Board Vice Chair; and~~
- k. ~~Monitoring the use of constituency funding.~~

M.C. Composition and term

- ~~10.8.~~ The Coordinating Group comprises the Board Chair and Board Vice-Chair, and the Chair and Vice-Chair of each of the committees of the Board.
- ~~11.9.~~ The Coordinating Group may invite the Executive Director, the Inspector General, leadership or members of advisory groups and/or technical experts to attend meetings and/or support Coordinating Group deliberations on matters directly related to the respective functions or expertise of such individuals.
- ~~12.10.~~ Members of the Coordinating Group may not designate alternates to attend meetings or participate in deliberations of the Coordinating Group.

N.D. Reporting and communication

- ~~13.11.~~ To facilitate effective collaboration and coordination with the committees of the Board, Coordinating Group members shall regularly communicate feedback, advice and/or recommendations directly to the committees of the Board.
- ~~14.12.~~ To ensure transparency in its work, the Coordinating Group will make available at each Board meeting a summary of its key activities since the prior Board meeting, in addition to specific ad-hoc reports that the Board may request from time to time on key topics.

Quorum and voting

- ~~15.13.~~ The Coordinating Group may only ~~issue formal recommendations or undertake decisions~~ conduct business when a majority of members are present.
- ~~16.14.~~ The Coordinating Group shall use best efforts to make all recommendations and decisions by consensus. If all practical efforts by the Coordinating Group have not led to consensus, any member of the Coordinating Group may call for a vote. In order to pass, motions require a two-thirds majority of those present.