

GF/B31/ER12

For Decision

**APPOINTMENT OF INDEPENDENT MEMBER
OF THE GLOBAL FUND'S AUDIT AND ETHICS COMMITTEE**

Purpose: This electronic report provides a recommendation to the Board on the appointment of one person to serve on the Audit and Ethics Committee as an independent member, and proposes the following decision point:

- GF/B31/EDP11: Appointment of Independent Member of the Audit and Ethics Committee

This document is part of an internal deliberative process of the Global Fund and as such cannot be made public until after the Board deliberations close and a decision has been taken.

Part 1: Background

1.1. In November 2011, the Global Fund Board approved the formation of its Audit and Ethics Committee (“AEC”) as part of a set of broad-ranging governance reforms. As set out in its Charter, five of the eight AEC members must be independent persons, serving in their own personal capacity. This decision was taken by the Board to strengthen oversight and assurance within the Global Fund’s governance framework.

1.2. The initial independent members of the AEC were appointed in April 2012 to serve a two-year term, or until the appointment of their successor, following a transparent, broad call for applications and review by a selection panel made up of both AEC members, and a number of independent experts to strengthen the selection process.

1.3. As the term of the members of the initial AEC drew to a close in the first quarter of 2014, a majority of independent members expressed a willingness to be considered for one additional two-year term. One independent member decided to stand down at the end of the term or until a replacement was appointed as required by the Operating Procedures of the Board and Committees (section 42.7). Therefore, the Coordinating Group agreed on 3 February 2014 to: (i) recommend the Board to appoint those independent members that expressed a willingness to continue serving on the AEC for a second and final term; and (ii) refer back to the early 2012 initial pool of candidates so as to seek interest and, if possible, fill the one arising vacancy.

1.4. Of the pool of ten candidates contacted with potential financial expertise, two expressed interest in being considered again as an independent member of the AEC. After reviewing the candidacy of these individuals, the process was expanded through an external advertising of the position.

1.5. The advert was published in selected newspapers and in auditing and professional networks with a submission deadline of 14 March 2014.

1.6. The current Chair and Vice-Chair of the AEC (“AEC Leadership”), together with the previous AEC Vice-Chair and the Vice-Chair of the Finance and Operational Performance Committee (“FOPC”) formed an Advisory Panel to review the candidate applications.

Review of Applications

1.7. Following the external advertisement of the vacant position of independent member of the AEC, a total of thirty-seven applications were received and acknowledged. Fourteen candidates were pre-screened in the List ‘A’ category as presenting profiles more closely matching the requirements of the position, as advertised. Sixteen were classified under category ‘B’, with a profile meriting consideration but with identified gaps in some areas. The remaining seven candidates were categorized as List ‘C’, for not matching the required profile.

1.8. The Advisory Panel requested the application package – CV and motivation letter – of five candidates, three from list ‘A’ and two from ‘List B’. After reviewing these applications, four candidates were proposed by the Advisory Panel on a final shortlist for teleconference interviews.

1.9. Conference Call interviews were held with the four candidates on 6 - 8 May 2014, based on a set of guiding questions previously agreed upon by the Advisory Panel.

1.10. The Advisory Panel unanimously agreed on Ms Jeya Wilson's suitability for the role, based on her extensive experience and professional expertise relative to the AEC's work.

1.11. The Chair of the Advisory Panel highlighted that Ms Wilson was the Advisory Panel's consensus first choice. In addition to her outstanding skills and competencies, she would bring useful experience gained from managing a Global Fund grant in the past and a strong implementing country perspective. No conflicts of interest were reported for this candidate.

1.12. The Advisory Panel agreed, on that basis, to recommend Ms Jeya Wilson as the new external independent member of the Audit and Ethics Committee.

Part 2: Coordinating Group Recommendation

2.1. Pursuant to its Terms of Reference, the Coordinating Group reviewed the Advisory Panel Report, and the underlying materials presented in support of the proposed nomination of Ms Jeya Wilson as a new external independent member of the AEC.

2.2. The Coordinating Group believed that the process conducted by the Advisory Panel was robust, and that the consensus report of the Advisory Panel presented a clear and sound recommendation.

2.3. Consequently, the proposed candidate is recommended to the Board for appointment as an independent member of the Audit and Ethics Committee to replace the outgoing candidate, Veronica Charlesworth, whose term of office will end with this appointment.

Part 3: Decision Point

GF/B31/EDP11: Appointment of Independent Member of the Audit and Ethics Committee:

The Board approves the appointment of Ms. Jeya Wilson as an independent member of the Audit and Ethics Committee (the "AEC") for a term that will expire on 9 March 2016, or until the appointment of her successor.

Annex 1

Profile of the Proposed Candidate:

Ms Jeya Wilson

(See attached)

Jeya Wilson, PhD

Geneva, Switzerland

Professional Experience Summary

Extensive international public and private sector management experience

Education and qualifications

- PhD in International Relations, University of Oxford (United Kingdom)
- Bachelor of Arts (First Class Hons), Victoria University of Wellington (New Zealand)
- Women's Executive Leadership, Harvard Business School (United States)
- Financial Times Non-Executive Board Director Diploma (United Kingdom)

Work Experience (1992 to present)

- Current: International Labour Organisation's Independent Oversight Committee responsible for the monitoring and evaluation of the quality and the level of financial reporting, governance, risk management, and internal and external audit in the ILO.
- *Chef de Projet* on "The Professionalization of Boards: No Crooks, No Cronies, No Cowards." Analysis and evaluation of the financial performance and delivery of strategic objectives of specific FTSE-100 companies, including corporate governance and responsibility.
- 2013: Partnerships Consultant, World Health Organization establishing partnerships with governments, academic and research institutions and business; using evidence based research, formulating policy on the WHO's response to ageing ; and organising a global dialogue on women's health beyond reproduction.
- 2009 – 2012: Adjunct Professor and Executive Director, University of Geneva (Switzerland) – Manage all aspects of the International Organisations MBA with international faculty and students. Partner with business, UN and NGOs.
- 2008 – 2009: Chief Executive, World Heart Federation (Geneva): Lead comprehensive strategic review for effective delivery of services and formulate plan for financial sustainability to increase budget to CHF24.4M.
- 2007 – 2008: UN Private Sector Expert, United Nations (New York): Provide expert input and policy recommendations on the private sector's response. In-depth published research on the challenges and opportunities for attracting foreign direct investment for small-scale enterprise development.
- 2006 – 2007: Vice President, Global Alliances, CBM International (Germany): Establish a new international division, negotiate \$1.5M for pilot projects and €0.5M for global congress on children with disabilities.
- 2004 – 2006: Director, Business Partnerships Division, UNDP (New York): Establish the strategic framework for the new involvement of UNDP with the private sector and partnerships exceeding \$100M. Lead the implementation of the UN report "Unleashing

Entrepreneurship: Making Business Work for the Poor” and support private sector related activities in 135 country offices.

- 1999 – 2004: Chief Executive, Chamber of Commerce & Industry (Durban, South Africa): Manage Africa’s largest Chamber of 4500 companies and over 250,000 employees. Turn it around in four years from a R1.8M loss into a profit making entity. Received \$72M for HIV/Aids and business work.
- 2001 – 2004: New Zealand Honorary Consul, New Zealand (South Africa)
- 1992 – 1998: Director and Deputy Director, University of KwaZulu Natal and Durban University of Technology (South Africa) Formulate and manage the strategic plan and strategic objectives for the institution. Wrote the first book on democracy prior to the 1994 elections, *Waiting for Democracy*, followed by *Making Democracy Work*, translated into several African languages.

Board Experience

Independent Oversight Board, International Labour Organisation (2012 to present) ; Fondation de la Chapelle d'Emmanuel, Geneva (2010 to present); , World Chambers Federation Board, Paris (2000 – 2006); South African President’s Business Advisory Council (2001-2004) Chair, Chamber Foundation, South Africa (2002-2004); Economic Development Committee (2000 -2003); DCCI Pension and Provident Fund, South Africa (1999 – 2004); Tourism Board, South Africa (1999 – 2004); Durban University of Technology Council (1998-1999), University of KwaZulu Natal Council (1994-1999). Member, Cercle des Administratives Suisse

Other Experience

- President, Oxford Union; President, JCR, St Antony’s College, Oxford. World Debating Championship Runner-up
- AFS scholar, 21st Century Fellow, Aspen Institute Africa Leadership Fellow, Salzburg Global Fellow.
- Debating and Public Speaking teacher at the International School, Geneva.
- Lived in Samoa, South Africa, Sri Lanka, New Zealand UK, US, Germany and Switzerland, and travelled extensively.