
Electronic Report to the Board

GF/B43/ER05

11 June 2020

Amended and Restated Code of Conduct for Governance Officials

Board Decision

Purpose of the paper: As part of the Ethics Officer's review of the Global Fund's ethics and integrity policies and codes of conduct, this paper presents the Ethics and Governance Committee's recommendation to the Board to approve the amended and restated Code of Conduct for Governance Officials.

1. GF/B43/EDP05: Amended and Restated Code of Conduct for Governance Officials

I. Decision

Based on the information below, the following electronic decision point is recommended to the Board.

Decision Point: GF/B43/EDP05 : Amended and Restated Code of Conduct for Governance Officials

- 1. Based on the recommendation of the Ethics and Governance Committee (GF/EGC12/EDP01), the Board approves the revisions to the Code of Conduct for Governance Officials, as set forth in Annex 1 and 2 to GF/B43/ER05, developed in furtherance of the Ethics and Integrity Framework adopted by the Board at its 32nd Meeting (GF/B32/DP09);***
- 2. Accordingly, the Board acknowledges that this decision point and the revisions to the Code of Conduct for Governance Officials shall supersede the approval of the previous Code of Ethical Conduct for Governance Officials, as set forth in Annex A to GF/B33/15 – Revision 2, pursuant to paragraph 2 of the decision point GF/B33/DP10.***

A summary of relevant past decisions providing context to the proposed Decision Point can be found in Annex 4.

Executive Summary

Context

Following a comprehensive consultation process and unanimous recommendation by the Ethics and Governance Committee (EGC), this paper seeks Board approval of the amended and restated Code of Conduct for Governance Officials (Code). The updated Code incorporates the input received at the 11th EGC Meeting on 14-15 October 2019, through the consultations of Board Constituencies, Board Committee Leadership and leadership of the Technical Review Panel (TRP) and Technical Evaluation Reference Group (TERG) held in December 2019 and January 2020 and the input received at the 12th EGC Meeting. Board approval of the Code is sought to respond to the Board's request that the Ethics Officer advise on the review of the Code of Ethical Conduct for Governance Officials conducted by Board Leadership in collaboration with the EGC, to the 2019 OIG Audit Report Managing Ethics and Integrity at the Global Fund before, and to further align the Code with good practices.

Questions this paper addresses

- A. It provides details about the objectives of the revisions to the Code and the associated benefits.
- B. It provides details about who was consulted on the Code and the outcomes of the consultation process.
- C. It provides an overview of the Code's implementation plan.

Conclusions

- Provided the Board approves the Code it will be implemented and enforced under the oversight of the EGC with the support of the Ethics Officer in accordance with their Terms of Reference.

Input Sought

Decision Point: GF/B43/EDP03 **Amended and Restated Code of Conduct for Governance Officials**

Input Received

- The EGC, Board Constituencies, Board Committee Leadership, and TRP and TERG leadership provided substantive input before the Code is resubmitted to the EGC for recommendation for Board approval.

Report

What is the need or opportunity?

1. The initiative to revise the Code responds to the Board's request to further integrate ethics and integrity standards within the Global Fund's operations, including a specific instruction to the Board Leadership and the committee responsible for ethics matters (currently the EGC) to revise and streamline the Code of Conduct for Governance Officials following appointment of the Ethics Officer¹. It also responds to the 2019 Audit Report Managing Ethics and Integrity at the Global Fund², specifically to Agreed Management Action #4 on completing the review of codes of conduct and policies within the Ethics and Integrity Framework by 30 June 2020, and further align the Code with good practices in the area of ethics and integrity at the governance level.
2. Following a thorough consultation process, this paper seeks Board approval of the Code of Conduct for Governance Officials, as set forth in Annex 1 and 2 along with a summary of its implementation plan.

What do we propose to do and why?

Objectives of the amended and restated Code of Conduct for Governance Officials

3. The amended and restated Code of Conduct for Governance Officials is included in Annex 1 in tracked changes compared to the version circulated for consultation, and in 'clean' format in Annex 2. The recommended changes to the Code include the following:
 - i. Including TRP, TERG and other members of advisory bodies under the definition of Governance Officials, considering the influence they may exercise on programs and activities financed by the Global Fund;
 - ii. Including additional requirements typically applying to Board Members, such as:
 - a. Further emphasizing Governance Officials' duty to prioritize to the best interest of the people affected by the three diseases;
 - b. Prohibiting interference by political activities;
 - c. Prohibiting all forms of bullying and harassment, including sexual harassment;
 - d. Duty to be aware of the Global Fund operations and discharging duties to the best of Members' abilities;
 - e. Relying on fair and robust decision-making;
 - f. Safeguarding the reputation of the Global Fund;
 - g. Assessing Secretariat performance in implementing the Global Fund's strategy and reporting to constituencies;
 - h. Refraining from engaging in practices prohibited by the Policy to Combat Fraud and Corruption.
 - iii. Including higher-level expectations of behavior for Governance Officials over and above mandatory sanctionable requirements;

¹ See GF/B33/DP10: Ethics and Integrity: Second Stage Policy Proposals (April 2015), accessible at : <https://www.theglobalfund.org/board-decisions/b33-dp10/>

² Available at: <https://www.theglobalfund.org/en/oig/updates/2019-09-18-managing-ethics-and-integrity-at-the-global-fund/>

- iv. Including a reference to core duties of Board Members at the Global Fund (six core functions of the Board);
- v. Reorganizing the Code's standards for greater alignment with the four values of the Global Fund Ethics and Integrity Framework.

Who was consulted?

4. The Ethics Office revised the Code further to consultations with the Secretariat and Office of the Inspector General. The draft Code was then shared with the TERG and TRP Secretariat, before being submitted to the EGC for input at the 11th Ethics and Governance Meeting on 14-15 October 2019. Upon EGC agreement, extensive consultations were held with Board Constituencies, Board Committee Leadership and TRP / TERG Leadership in December 2019 and January 2020. Along with a revised version of the Code, Constituencies were provided with summaries of the main proposed changes, and their input was requested either in writing or through bilateral calls with the Ethics Office. Almost all Constituencies responded to the invitation to provide comments on the Code. In addition, the draft Code has been shared with the Global Fund's governance culture taskforce for their input.
5. The input received from these consultations was largely supportive and raised no major issues with respect to the Code. The changes proposed through the consultation process strengthened the language of the Code and increased the preciseness of some of the requirements. The changes brought following the consultation process are indicated in track changes mode in Annex 1. Some of the main outcomes of the consultation process include the following clarifications:
 - i. The expectations and requirements apply in the course of Governance Officials' roles, duties and functions at the Global Fund, but Governance Officials must safeguard the reputation of the Global Fund at all times, including by refraining from engaging in Prohibited Practices and bullying and harassment, including sexual harassment;
 - ii. Constituency representations in the governance of the Global Fund may be shaped by their views and interests provided these are aligned with the maximization of Global Fund resources for the benefit of people and communities affected by HIV/AIDS, tuberculosis and malaria;
 - iii. Oversight of ethical conduct within Constituencies is best addressed through the Constituency Management Guidelines;
 - iv. Governance Officials may be suspended from their official roles, duties and functions during an investigation when circumstances warrant;
 - v. Expectations and requirements were added to further align the code with the Governance Culture Initiative. For example, a box was added to highlight the importance of trust for an effective Board.
6. This document includes additional inputs as discussed at EGC12, i.e. to update the definition of conflict of interest in line with changes recommended to the updated Policy on Conflicts of Interest.
7. Now that the consultation process is over, the EGC recommends the Board's approval of the amended and restated Code of Conduct for Governance Officials.

What are the risks and proposed mitigations?

- i. Misunderstanding of the requirement to give precedence to the interests of the Global Fund over Constituency interests may impede on Constituencies' interests to convey their views*
8. **Risk:** A greater emphasis on Governance Officials' duties to give precedence to the interests of the Global Fund over Constituency interests may be misinterpreted by some Constituencies and lead them to oppose the expression of other Constituencies' views and interests on the governance of the Global Fund.
9. **Mitigation:** The Ethics Office consistently emphasized during the consultation process that the Constituencies' ability to express their views and interests should not be restricted as long as they are aligned with the best interest of the Global Fund, i.e. the optimization of its resources for the benefit of people and communities affected by HIV/AIDS, tuberculosis and malaria. However, this requirement could prohibit a member of a Constituency from exercising undue pressure and influence on other members to illegitimately shape the representations of this Constituency to the Global Fund.
 - ii. Imposing an increased workload of the Ethics Office without corresponding additional resources*
10. **Risk:** The monitoring, evaluation and enforcement of additional integrity standards arising from the Code of Conduct for Governance Officials may unreasonably increase the workload of the Ethics Office, which may affect program effectiveness.
11. **Mitigation:** Raising awareness, monitoring, evaluation and enforcement will be conducted within the existing Ethics Office resources serving Governance Officials, and as such should not increase the workload of the Ethics Office.

What options did we consider?

What are the options?

- i. Option 1: Status Quo*
12. The current Code of Ethical Conduct for Governance Officials does not apply to Global Fund advisory bodies, who may yield significant influence on programs and operations financed by the Global Fund. It also does not include standards that typically apply to Board of Directors of international organizations and private sector entities. In addition, the Board had specifically instructed Board Leadership, in collaboration with the lead committee for ethics matters, to conduct a review of the Code of Ethical Conduct for Governance Officials after the appointment of the Ethics Officer. The OIG audit on Managing Ethics and Integrity at the Global Fund further highlighted the completion of the review of codes of conduct within the Ethics and Integrity Framework as an agreed management action. Therefore, status quo is not considered a viable option.

- ii. *Option 2: Conduct more comprehensive revisions to the Code to better define the scope and depth of ethical requirements applying across the Governance Level of the Global Fund (chosen option)*

13. This is the preferred option given that it addresses an important gap by including members of advisory bodies who are not currently subject to a specific code of conduct, and further aligns the Code with good practices by subjecting Governance Officials to duties and requirements typically applying to Board members in international organizations and private sector organizations.

What assessment criteria did we apply?

14. Revisions to the Code were drawn from best practices as implemented in other international organizations and governments. Revisions to the Code were also drawn from the 2019 Audit Report: Managing Ethics and Integrity at the Global Fund.

What do we need to do next to progress?

What is required to progress the proposal?

15. Following the constituency consultations and EGC input on the Code with no outstanding issues to be resolved, the EGC has unanimously recommended that the Board to approve the Code of Conduct for Governance Officials included in Annex 1 and 2. Following approval of the text, the document will be graphically formatted in a similar style to that of the Code of Conduct for CCM Members.

What would be the impact of delaying or rejecting the decision to progress?

16. Delaying the approval of the revisions to the Code of Conduct for Governance Officials would be a lost opportunity to address stakeholder expectations and minimize integrity risk by further embedding the Ethics and Integrity Framework into Global Fund governance and operations, as recommended by the 2019 OIG Audit Report Managing Ethics and Integrity at the Global Fund.

How are we going to implement the Code?

17. The implementation plan is as follows:

18. For all **Governance Officials**:

- i. Tailored training will be provided to all Governance Officials through the Ethics Office's current means of communications and training. These typically include a combination of face-to-face meetings/trainings and the publication of a question and answer (Q & A) document.
- ii. Each Governance Official will need to certify that they have read, understood and will comply with the Code of Conduct.
- iii. The Ethics Office is available for consultation and advice on matters related to the Code of Conduct.

19. For the **Secretariat Governance team, TRP and TERG Secretariat**:

- i. The Ethics Office will have an information session to raise their awareness of the content and changes arising from the new Code, so that they will be able to answer questions and provide

guidance to Governance Officials as necessary. No additional ongoing workload is expected for these teams.

Recommendation

20. The Board is requested to approve the Decision Point presented on page 2.

Annexes

Annex 1 – Policy document for approval

(Tracked changes compared to first consultation version)

Code of Conduct for Governance Officials

Governing the Global Fund towards the end of the HIV/AIDS, Tuberculosis and Malaria epidemics

Vision

Governance Officials are charged with steering the Global Fund towards its Vision:

A world free of the burden of AIDS, TB and Malaria with better health for all

Mission

To attract, leverage and invest additional resources to end the epidemics of HIV, tuberculosis and malaria and to support attainment of the Sustainable Development Goals.

As an organization investing the world's money to accelerate the end of HIV/AIDS, tuberculosis and malaria as epidemics by 2030, the Global Fund contributes to the achievement of the United Nations Sustainable Development Goals (SDGs), in particular, SDG3, Ensure Healthy Lives and Promote Well-Being for All at All Ages. The Global Fund expects Governance Officials to guide the organization towards its goal in a manner that is consistent with achieving [all the SDGs linked to the Global Fund's strategy](#).

Principles and Values

Ethical conduct is a hallmark of the Global Fund and applies to all those involved in its operations and governance. [To achieve our Vision it](#) is of utmost importance that Governance Officials act in the best interest of the Global Fund and abide by the organization's core ethical values when exercising their governance and oversight duties over Global Fund programs and activities. As the primary representatives of the Global Fund, Governance Officials must set an example for others and exemplify the Global Fund's Principles and Values.

~~The Global Fund's Principles and Values~~

This Code of Conduct for Governance Officials (the "Code") reflects the core ethical values of the Global Fund as provided by its [Ethics and Integrity Framework](#), ~~and the four fundamental principles~~, [the principles reflected in the Policy to Combat Fraud and Corruption and the Policy on Conflict of Interest](#).

| Global Fund principles | Global Fund ethical values |
|---------------------------|----------------------------|
| Partnership | Duty of care |
| Country ownership | Accountability |
| Performance-based funding | Integrity |
| Transparency | Dignity and respect |

~~In addition, as an organization investing the world's money to accelerate the end of HIV/AIDS, tuberculosis and malaria as epidemics by 2030, the Global Fund contributes to the achievement of the United Nations Sustainable Development Goal ("SDG"), in particular, no. SDG 3 Ensure Healthy Lives and Promote Well-Being for All at All Ages. The Global Fund expects Governance Officials to guide the organization towards its goal in a manner that is consistent with achieving all SDGs linked to the Global Fund's strategy.~~

Who does this Code apply to?

This Code of Conduct (the “Code”) applies to members of the Global Fund Board, Alternates, Focal Points, members of constituency delegations in connection with their Global Fund activities, members of any committee, taskforce, the Technical Review Panel (TRP), the Technical Evaluation Reference Group (TERG), or any other advisory or affiliate body of the Global Fund Board (together, “Governance Officials”). This Code provides requirements that Governance Officials must abide by, as well as expectations they are encouraged to meet in the course of their Official Roles, Duties and Functions at the Global Fund.

Everyone should be leading lead by example, but the Board and Committees are particularly visible because of their strategic management and institutional oversight responsibilities. As such, Board and Committee leaders are responsible for ensuring their respective bodies maintain the highest standards of integrity and ethical behaviour.

The Board’s main responsibility is to provide clear strategic guidance and oversight to the SecretariatGlobal Fund. As provided by the Global Fund Bylaws, Board Members’ core functions include:

- Strategy development;
- Governance oversight;
- Commitment of financial resources;
- Assessment of organizational performance;
- Risk management;
- Partnership engagement, resource mobilization and advocacy.

Integrity, ethical conduct and objectivity must also drive the behaviour of members of the TERG and the TRP, which provide an independent evaluation of the Global Fund investments, impact, and funding requests- and serve as advisory bodies to the Board.

Duty of Care

Acting in the interest of the Global Fund

The duty of care ~~to~~towards those ~~affected~~impacted by the three diseases is a critical part of the fiduciary ~~duty~~responsibility of Governance Officials towards the Global Fund. Governance Officials must inform themselves of all material facts, policies and processes before making a decision, and give the matter due deliberation. Governance Officials have a duty to perform their functions in good faith to the best of their ability.

Safeguarding the reputation of the Global Fund

The behavior of Governance Officials impacts the reputation of the Global Fund whether they act in their capacity as Governance Officials or in their other professional duties. They are expected to act as role models and in a way that preserves safeguards the reputation of the Global Fund ~~in all their professional duties~~.

Appropriate use of Global Fund resources

Governance Officials are stewards of Global Fund resources and must fulfil their duties in a way that promotes accountability over their use by all those involved in programs and activities financed by the Global Fund.

Expectations

Governance Officials should:

- Discharge all their professional duties with diligence and efficiency, to the best of their abilities, to enhance public trust in the Global Fund;
- Be well-aware of the activities and operations of the Global Fund, and understand the Global Fund strategy, policies and core values to make an informed judgment on Global Fund affairs;
- Develop a shared understanding of risks, including financial, programmatic and reputational risks, and how they should be managed;
- Promote robust, fair and transparent decision-making;
- As appropriate, ~~Governance Officials may~~ consider relevant evidence and the views of ~~stakeholders~~our broad stakeholder community in decision-making.

Requirements

Governance Officials must:

- Make their decisions in good faith, based on a due process which is fair, balanced and relies on relevant key facts;
- Diligently prioritize and manage risks that could potentially affect the Global Fund as well as its programs and activities, including financial, programmatic and reputational risks;
- Attend all meetings ~~to~~ which they are required to attend, unless exceptional circumstances make attendance impractical;
- Protect and preserve the property, assets and resources of the Global Fund, and use these appropriately;
- Be responsive to guidance and advice provided by advisory bodies;
- Not use social or other media irresponsibly or in a way that may unduly harm the reputation of the Global Fund and breach their confidentiality obligations; and
- Avoid misrepresenting or releasing inaccurate data relating to the Global Fund or its programs.

Accountability

Duty of loyalty while reporting to constituencies

Governance Officials' primary duty of loyalty is to the Global Fund while reporting to constituencies on the performance of the organization. Governance Officials are expected to act with an understanding that the Global Fund's direction is shaped by incorporating and balancing varying constituency interests while ensuring its resources are maximised for the benefit of ~~populations~~people and communities affected by HIV/AIDS, tuberculosis and malaria.

Providing objective advice on programs and activities

Members of advisory bodies provide sound, independent and objective advice to the Global Fund with a view to strengthening the strategic orientations and decision-making underlying Global Fund activities. Members of advisory bodies are accountable to their oversight Committee and to the Board. Members of advisory bodies are selected and serve in their individual capacities, and do not represent the interests of Constituencies or institutions.

Expectations

Board Members Governance Officials should respect the outcomes of Board decisions on the prioritization of Global Fund resources, including those that might be to the detriment of their constituency or country of citizenship or residence.

Governance Officials should promote compliance with policies and procedures of the Global Fund as well applicable international and national law, provided these are not discriminatory or do not undermine access to health goods and services, both within the organization as well as for recipients, suppliers, contractors and other third parties.

Members of ~~technical~~ advisory bodies should keep up to date with relevant ~~scientific~~ research and evidence related to programs and activities financed by the Global Fund.

Requirements

Governance Officials must:

- Always act in the best interest of the Global Fund and of people and communities affected by HIV/AIDS, tuberculosis and malaria while being accountable to constituencies on the performance of the organization;
- Not overstep ~~the powers~~their role or their duties and responsibilities conferred upon them;
- ~~Board Members must:~~
- ~~R~~Request appropriate information from the Secretariat on matters within their remit for strategic oversight~~the achievement of Global Fund strategic objectives~~ through the appropriate channels; ~~and~~
- ~~r~~Report to constituencies promptly and completely, ~~including by:~~
- seeking information on progress towards the Strategy and related management decisions~~such matters~~;
- ~~Providing guidance and correct the course of action as appropriate.~~
- Share relevant documents within their constituency and delegation to achieve better-informed decision-making, except for documents identified as confidential; and
- Comply with restrictions around confidential or sensitive documents or deliberations, as established by Board or Committee Leadership.

Members of ~~technical~~ advisory bodies must ~~provide:~~

- Provide unbiased and evidence-based assessment and advice on the programs and activities financed by the Global Fund; and adhere to their Terms of Reference (TORs).

Integrity

Working with integrity requires transparency, impartiality, fairness and truthfulness. As part of this responsibility, all Governance Officials are required to safeguard the interests of the Global Fund and people [and communities](#) affected by [HIV/AIDS](#), tuberculosis and malaria, act without bias and demonstrate full transparency regarding any private interests that could give rise to actual, perceived or potential conflicts of interest.

Preventing Conflicts of Interests

Conflict of interest issues often depend on the context and require an analysis of a variety of factors. The Global Fund Policy on Conflict of Interest defines a conflict of interest as

“The exercise of a role or function that provides an opportunity to further his or her own private interests or those of an associated person, or associated institution, or to improperly further another person’s or institution’s private interests”. Covered Parties have a conflict of interest when, by act or omission, a Covered Party’s Private Interests, or those of an associated person or associated institution, interfere with the performance of his or her official power, role, duty or function with respect to a Covered Activity, or with the integrity, independence and impartiality required of this person’s role or position”.

Governance Officials must comply with the standards provided by the Policy on Conflict of Interest and other ~~applicable~~ procedures of particular [advisory](#) bodies (e.g. TRP or TERG), including raising any conflict of interest as soon as they arise. Governance Officials should seek advice from the Ethics ~~Officer~~[Office](#) in relation to issues of compliance with this code, including where private interests and constituency requirements may interfere with the interests of the Global Fund.

~~F~~or greater clarity, a Governance Official’s advocacy for policy changes to benefit specific populations or on human rights issues does not raise a conflict of interest if done (i) without private interests at stake; and (ii) in a way that ~~is consistent with~~ [respects](#) the Global Fund’s [principles, ethical values and](#) best interests.

Refraining from engaging in prohibited practices

Fraud and corruption undermine the efforts financed by the Global Fund to accelerate the end of [HIV/AIDS](#), tuberculosis and malaria ~~as~~ epidemics. The [Policy to Combat Fraud and Corruption](#) defines prohibited practices that governance officials must avoid engaging in at all times.

Expectations

Governance Officials should:

- Take necessary measures not only in response to situations where actual or potential conflicts of interests may arise, but also [in situations where the ~~to~~ perceptions of conflict of interest can arise](#);
- Promote compliance with applicable laws, policies and good governance practices in the conduct of programs and activities financed by the Global Fund, provided they do not undermine equal access to treatment;
- Be transparent about those seeking to influence them, including through lobbying practices, [by seeking advice and making appropriate disclosures](#).

Requirements

Governance Officials must:

- Comply with the Policy on Conflict of Interest, including:
 - Being fully transparent about their private interests, as defined by the Policy and its implementing protocols and procedures;
 - Refraining from exerting undue influence on Global Fund staff;
 - Refraining from offering or accepting gifts, other than those of nominal value, that could give rise to a conflict of interest;

- Refraining from abusing their Official Roles, Duties and Functions;
- Refraining from providing preferential or unfair treatment;
- Comply with the [Global Fund Travel Policy](#) Global Fund's rules and regulations on travel and expenses, including remuneration, allowance and expense standards
- Comply with the [Policy to Combat Fraud and Corruption](#), including refraining from engaging in the following Prohibited Practices:
 - Corrupt practices;
 - Fraudulent practices;
 - Coercive practices;
 - Collusive practices;
 - Abusive practices;
 - Obstructive practices;
 - Retaliation;
 - Financing terrorism ~~or violent activities~~ and engaging in money laundering.
- Inform the Ethics ~~Officer~~ [Office, or other authority as defined by the Policy and its implementing protocols and procedures](#), of any events that could possibly give rise to an actual, potential or perceived conflict of interest;
- Comply with mitigating actions determined by the Ethics ~~Officer~~ [Office](#), the Ethics and Governance Committee (the "[Committee EGC](#)") or other relevant authorities (e.g. TRP and TERG ~~L~~ leadership);
- Seek authorization from the Ethics ~~Officer~~ [Office](#) to participate in the consideration of a funding request submitted by the CCM of their country of citizenship or residency, or in decisions through which their country of citizenship or residency may receive a direct financial benefit;
- Refrain from unduly taking advantage of the reputation of the Global Fund to further their private interests or those of associated persons or associated institutions or, where applicable, their political or professional careers;
- Ensure that any political activities they engage in do not interfere with their official duties as Governance Officials.

Trust is central to an effective Board

Trust amongst members of boards of directors is central to effective governance. It is particularly important in demographically and culturally diverse settings. Trust does not come instantly with the badge of board member - it [is built up over time through multiple interactions. Equally, it can be shattered by one or two inappropriate statements or actions.](#) ~~takes time to build and work to maintain.~~

Experts suggest ~~there are 10 areas~~ [a number of behaviors](#) to build and maintain trust:

- **Clarity:** Be crystal clear on the organization's mission, purpose, expectations and priorities.
- **Compassion:** Demonstrate care beyond yourself. ~~Keep in mind the mantra "do unto others as you would have them do unto you".~~ [Treat others with the concern and kindness you would like them to show toward you. Assume positive intent on the part of those with whom you are working, rather than attributing negative motivations or intentions.](#)
- **Character:** Always chose to do what is right ahead of what is easy. Consistently.
- **Contribution:** Deliver the results that you have promised.
- **Communication:** [Practice democracy of time in meetings. Refrain from monopolizing conversation and encouraging participation from all present.](#)
- **Competency:** Stay fresh, relevant and capable. Be ~~T~~ teachable and a forever learner. An arrogant and "been-there-done-that" attitude holds you back from developing and compromise others' confidence in you.

- **Connection:** Be someone who people want to follow and be around. Build connections with people ~~throughby having~~ informal meetings and conversations, and by asking questions, listening, and showing gratitude.
- **Commitment:** Stand strong through adversity. Make sacrifices for the greater good.
- **Consistency:** Little things, done consistently, make a big difference. Consistently do the small but most important things first. This could include bilateral meetings with other Board Members.

~~Source~~*With acknowledgment to:* Horsager, David (2012). "You can't be a great leader without trust – here is how you build it", ~~accessible online here.~~

Dignity and Respect

Governance Officials have a duty to treat people and communities affected by HIV/AIDS, tuberculosis and malaria with dignity and respect and promote human rights. They must also respect the dignity of Global Fund staff, other Governance Officials and partners.

Zero tolerance for discrimination, bullying and harassment, including sexual harassment

Governance Officials should use their monitoring, evaluation and oversight roles to ensure programs financed by the Global Fund do not contribute to discriminatory treatment or violation of human rights. Governance Officials must therefore always consider the dignity and respect and self-empowerment of those affected by the diseases, ~~including their self-empowerment.~~

Bullying and harassment, including sexual harassment and other abuses of power, can lead to toxic work environments ~~impeding on basic workers' rights as defined by applicable Global Fund policies and codes of conduct.~~ Bullying and harassment severely impede the performance of the Global Fund ~~performance~~ and may cause severe reputational harm to the Global Fund and its partners. Working conditions based on mutual respect have become the norm in successful organizations. Governance Officials should exercise their monitoring, evaluation and oversight roles to achieve such working conditions across Global Fund activities and operations.

Allowing for difficult conversations

Constituencies may have conflicting interests that Board Members must convey at Board meetings. All Board Members should acknowledge such potentially conflicting interests and work together in a respectful manner to resolve disagreements based on consensus. Board decisions are expected to take into account the different the views and perspectives of all Constituencies as much as possible and provide all Constituencies an opportunity to be part of decisions.

Expectations

Governance Officials should:

- Show ~~tolerance for~~ understanding of varied cultures, beliefs and backgrounds in the exercise of their powers, duties and functions, whilst complying with the Global Fund's Codes of Conduct and Policies;
- Value and leverage diverse perspectives with a view to making consensual decisions;
- As part of their advisory and oversight role, ensure the Global Fund ~~provides for~~ has a working environment based on mutual respect and openness, and;
- Seek to ensure that the programs financed by the Global Fund are implemented to promote the right to health. This includes the dignity, respect and empowerment of people and communities affected by HIV/AIDS, tuberculosis and malaria.

Requirements

Governance Officials must:

- ~~—~~ Never engage in bullying, harassment, sexual harassment, sexual exploitation or other abuses of their power.
- Act on the basis of equity and non-discrimination when engaging with organizations and individuals across Global Fund operations, ~~without any form of harassment;~~
- Practice and promote respectful deliberations, decision-making and social interaction in all Global Fund settings;
- Treat fellow Governance Officials ~~and~~ Global Fund Secretariat staff and OIG staff with courtesy and respect, without harassment, sexual harassment, physical or verbal abuse, and not exert undue influence on their activities;
- Not intimidate or exert undue pressure on Secretariat or OIG staff, implementing partners or other Governance Officials to influence strategy or policy development;

- ~~Refrain~~At all times, refrain from engaging in behaviours, including bullying and harassment, that would create a reputational risk for the Global Fund.

Implementation and Enforcement

Authority and Responsibilities

The ~~Committee~~ While primary responsibility for implementing ~~complying with this policy~~ Code lies with each Governance Official. ~~†~~ The EGC has the authority to oversee implementation and enforcement of this Code, with the support of the Ethics Officer in accordance with their ~~his~~ Terms of Reference. The ~~responsibility to~~ Ethics Office undertakes preliminary assessment of potential ethical and integrity-related misconduct by Global Fund ~~Governance~~ Officials ~~resides with the Ethics Officer~~ Office.

~~process for addressing conflicts of interest~~ Addressing issues, and ~~breaches to~~ of this Code and other integrity policies

Experiencing an actual, perceived or potential conflict of interest does not constitute ethical misconduct, provided it is disclosed preemptively ~~promptly~~ on becoming aware. However, if on inquiry, the Ethics ~~Officer~~ Office or the ~~Committee~~ EGC determine that Governance Officials have not followed the procedures for disclosing and managing a potential, perceived or actual conflict of interest, Governance Officials may be deemed to have breached this Code and the Policy on Conflict of Interest.

General advice. Should Governance Officials require guidance regarding potential, perceived or actual conflicts of interests or other ethical dilemmas, they should seek ~~confidential~~ advice from the Ethics ~~Officer~~ Office or other authority as defined by the Policy on Conflict of Interest and its implementing protocols and procedures.

Conflict of interest and ethical issues. The Ethics ~~Officer~~ Office has the responsibility to undertake preliminary assessment of potential ethical and integrity-related misconduct by Global Fund ~~Governance~~ Officials, determine if breaches to this Code or to the Policy on Conflict of Interest have occurred and advise the Committee on conflict of interest or other ethical issues, as provided by the Policy on Conflict of Interest. The Ethics ~~Officer~~ Office also supports the response to potential ethical misconduct involving Governance Officials.

Complex and sensitive issues. ~~For conflict~~ The Ethics Office will refer conflicts of interest or other ethical issues ~~determined by the Ethics Officer~~ they deem to be ~~of a~~ complex or sensitive nature, including those ~~relating~~ related to Board, ~~Committee~~ or Advisory Body Leadership, ~~the Ethics Officer will refer the matter to the~~ Committee ~~EGC~~. The ~~Committee~~ EGC will then decide on the matter.

Prohibited practices. ~~Should~~ If Governance Officials allegedly engage in prohibited practices as defined by the Global Fund Policy to Combat Fraud and Corruption, the OIG will be responsible for conducting the investigation, ~~under the oversight of the Audit and Finance Committee~~. The Ethics ~~Officer~~ Office will ~~promptly refer to the OIG~~ any corruption and fraud allegations or assessment findings to the OIG.

Recusal. Should the conflict of interest or ethical issue referred to the EGC relate to a member of the EGC, including Committee Leadership, the concerned individual will recuse him/herself from the EGC deliberations and decision on the matter.

Due process. The assessment of potential ethical misconduct will reflect due process as defined by the EGC and will be fair, balanced, based on relevant facts and conducted on a strictly confidential basis.

Decision. The decision will be communicated to the concerned Governance Official and any other Global Fund official(s) whose involvement is necessary to implement the decision.

~~**Recusal.** Should the conflict of interest or ethical issue relate to a member of the Committee, including Committee Leadership, the concerned individual will recuse him/herself from the Committee deliberations and decision on the matter.~~

~~**Due process.** The assessment of potential ethical misconduct will reflect due process as defined by the Committee and will be conducted on a strictly confidential basis.~~

Reporting potential breaches ~~to~~of this Code or other integrity policies

~~a responsibility for all~~ Governance Officials ~~to~~must immediately disclose suspected or observed misconduct to the Global Fund or seek guidance from the Ethics ~~Officer~~Office, as appropriate.

Disclosing misconduct. Governance Officials concerned by potential breaches to this Code or other Global Fund integrity policies must bring the matter to the attention of the Global Fund, either through the CommitteeEGC, the Ethics ~~Officer~~Office, the OIG, or otherwise in accordance with the Whistleblowing Policy and Procedures of the Global Fund.

Discretion. Governance Officials must raise concerns about specific individuals in accordance with this Code and the Whistleblowing Policy and Procedures, and avoid discussing such concerns openly.

Zero tolerance of reprisals. The Global Fund will not tolerate any retaliation against ~~a whistleblower~~whistle-blower or their relatives or associatesanyone that in good faith, conveys or transmits a concern, allegation or information under this Code by any person ~~because the whistle-blower has made a disclosure under this policy in good faith, reasonably believing it to be true.~~ Knowingly reporting false information is contrary to this Code, and individuals who do so may be sanctioned accordingly.

Potential Consequences of Ethical Misconduct

~~Following due process, if it is determined that a~~if Governance ~~Official has acted~~Officials act in a way that is not consistent with the expectations and requirements of this Code, the Global Fund will ~~undertake to~~ address the matter. Remedial actions will be determined according to a proportionate, precedent-based approach, and may include the following:

- **Formal Reprimand.** A reprimand in the form of an official letter to the concerned Governance Official and his/her constituency.
- **Conditional Removal.** Removal from Global Fund governance operations, at both the Board, Committee and Aadvisory Bbody level, until certain conditions are satisfied.
- **Indefinite Removal.** Permanent removal from Global Fund governance operations, at the Board, Committee and Aadvisory Bbody level.

The remedial action imposed by the Global Fund is established by the CommitteeEGC, in consultation with the Ethics ~~Officer~~Office.

The EGC may suspend Governance Officials from their Official Roles, Duties and Functions at the Global Fund during an investigation in relation with their behavior, when circumstances warrant.

Accountability to the Board

The Board will receive, as part of the annual opinion provided by the Ethics ~~Officer~~Office, a regular update on the implementation of this Code and key lessons learned.

A Framework for Ethics in Decision-making

Sometimes rules and numbers aren't enough to help you make a decision. An ethical dilemma means trying to decide between more than one 'right' answer, often between competing ethical values, principles or interests. The guidance below may help you to consult effectively and strengthen your decision-making in these challenging situations.

1. Get the **facts**:
 - What data, facts and evidence do I need to evaluate this dilemma? Can I get more or better information in the time available?
2. Consider the **stakeholders**:
 - Who are the stakeholders and constituencies, how will they be impacted, and what is the significance of their interests?
3. Identify the **ethical issues and tensions** involved:
 - Duty of care, inequality, autonomy, harm vs. benefits, individual honesty and respect, etc.
4. Identify the **compliance** requirements:
 - Consider Global Fund Policies, Board Decisions, Codes of Conduct, laws and other precedents
 - Who is authorised to make this decision?
5. Develop **options** and carefully consider **consequences**. Which outcome:
 - Produces the best balance of benefits over harms in the short, medium and long term (*Utility*)?
 - Enables fair participation in decision-making, and fair distribution of benefits and burdens (*Justice*)?
 - Best respects *individual rights*, including protection of vulnerable individuals from stigma?
6. **Decide, implement and reflect**:
 - Implement the decision and learn from it
 - Revisit decisions when new information or evidence warrants doing so
 - Consider *communication*: how the decision will be 'framed' and justified with sound arguments?

Annex 2 – Policy Document for Approval (Clean version)

Code of Conduct for Governance Officials

Governing the Global Fund towards the end of the HIV/AIDS, Tuberculosis and Malaria epidemics

Vision

Governance Officials are charged with steering the Global Fund towards its Vision:

A world free of the burden of AIDS, TB and Malaria with better health for all

Mission

To attract, leverage and invest additional resources to end the epidemics of HIV, tuberculosis and malaria and to support attainment of the Sustainable Development Goals.

As an organization investing the world's money to accelerate the end of HIV/AIDS, tuberculosis and malaria as epidemics by 2030, the Global Fund contributes to the achievement of the United Nations Sustainable Development Goals (SDGs), in particular, SDG3, Ensure Healthy Lives and Promote Well-Being for All at All Ages. The Global Fund expects Governance Officials to guide the organization towards its goal in a manner that is consistent with achieving the SDGs.

Principles and Values

Ethical conduct is a hallmark of the Global Fund and applies to all those involved in its operations and governance. To achieve our Vision it is of utmost importance that Governance Officials act in the best interest of the Global Fund and abide by the organization's core ethical values when exercising their governance and oversight duties over Global Fund programs and activities. As the primary representatives of the Global Fund, Governance Officials must set an example for others and exemplify the Global Fund's Principles and Values.

This Code of Conduct for Governance Officials (the "Code") reflects the core ethical values of the Global Fund as provided by its [Ethics and Integrity Framework](#), the principles reflected in the [Policy to Combat Fraud and Corruption](#) and the Policy on Conflict of Interest.

| Global Fund principles | Global Fund ethical values |
|---|--|
| Partnership Country ownership Performance-based funding Transparency | Duty of care Accountability Integrity Dignity and respect |

Who does this Code apply to?

This Code of Conduct (the “Code”) applies to members of the Global Fund Board, Alternates, Focal Points, members of constituency delegations in connection with their Global Fund activities, members of any committee, taskforce, the Technical Review Panel (TRP), the Technical Evaluation Reference Group (TERG), or any other advisory or affiliate body of the Global Fund Board (together, “Governance Officials”). This Code provides requirements that Governance Officials must abide by, as well as expectations they are encouraged to meet in the course of their official roles, duties and functions at the Global Fund.

Everyone should lead by example, but the Board and Committees are particularly visible because of their strategic management and institutional oversight responsibilities. As such, Board and Committee leaders are responsible for ensuring their respective bodies maintain the highest standards of integrity and ethical behaviour.

The Board’s main responsibility is to provide clear strategic guidance and oversight to the Global Fund. As provided by the Global Fund Bylaws, Board Members’ core functions include:

- Strategy development;
- Governance oversight;
- Commitment of financial resources;
- Assessment of organizational performance;
- Risk management;
- Partnership engagement, resource mobilization and advocacy.

Integrity, ethical conduct and objectivity must also drive the behaviour of members of the TERG and the TRP, which provide an independent evaluation of the Global Fund investments, impact, and funding requests and serve as advisory bodies to the Board.

Duty of Care

Acting in the interest of the Global Fund

The duty of care towards those impacted by the three diseases is a critical part of the fiduciary responsibility of Governance Officials towards the Global Fund. Governance Officials must inform themselves of all material facts, policies and processes before making a decision, and give the matter due deliberation. Governance Officials have a duty to perform their functions in good faith to the best of their ability.

Safeguarding the reputation of the Global Fund

The behavior of Governance Officials impacts the reputation of the Global Fund whether they act in their capacity as Governance Officials or in their other professional duties. They are expected to act as role models and in a way that safeguards the reputation of the Global Fund.

Appropriate use of Global Fund resources

Governance Officials are stewards of Global Fund resources and must fulfil their duties in a way that promotes accountability over their use by all those involved in programs and activities financed by the Global Fund.

Expectations

Governance Officials should:

- Discharge all their professional duties with diligence and efficiency, to the best of their abilities, to enhance public trust in the Global Fund;
- Be well-aware of the activities and operations of the Global Fund, and understand the Global Fund strategy, policies and core values to make an informed judgment on Global Fund affairs;
- Develop a shared understanding of risks, including financial, programmatic and reputational risks, and how they should be managed;
- Promote robust, fair and transparent decision-making;
- As appropriate, consider relevant evidence and the views of our broad stakeholder community in decision-making.

Requirements

Governance Officials must:

- Make their decisions in good faith, based on a due process which is fair, balanced and relies on relevant key facts;
- Diligently prioritize and manage risks that could potentially affect the Global Fund as well as its programs and activities, including financial, programmatic and reputational risks;
- Attend all meetings which they are required to attend, unless exceptional circumstances make attendance impractical;
- Protect and preserve the property, assets and resources of the Global Fund, and use these appropriately;
- Be responsive to guidance and advice provided by advisory bodies;
- Not use social or other media irresponsibly or in a way that may unduly harm the reputation of the Global Fund and breach their confidentiality obligations; and
- Avoid misrepresenting or releasing inaccurate data relating to the Global Fund or its programs.

Accountability

Duty of loyalty while reporting to constituencies

Governance Officials' primary duty of loyalty is to the Global Fund while reporting to constituencies on the performance of the organization. Governance Officials are expected to act with an understanding that the Global Fund's direction is shaped by incorporating and balancing varying constituency interests while ensuring its resources are maximised for the benefit of people and communities affected by HIV/AIDS, tuberculosis and malaria.

Providing objective advice on programs and activities

Members of advisory bodies provide sound, independent and objective advice to the Global Fund with a view to strengthening the strategic orientations and decision-making underlying Global Fund activities. Members of advisory bodies are accountable to their oversight Committee and to the Board. Members of advisory bodies are selected and serve in their individual capacities, and do not represent the interests of Constituencies or institutions.

Expectations

Governance Officials should respect the outcomes of Board decisions on the prioritization of Global Fund resources, including those that might be to the detriment of their constituency or country of citizenship or residence.

Governance Officials should promote compliance with policies and procedures of the Global Fund as well applicable international and national law, provided these are not discriminatory or do not undermine access to health goods and services, both within the organization as well as for recipients, suppliers, contractors and other third parties.

Members of advisory bodies should keep up to date with relevant research and evidence related to programs and activities financed by the Global Fund.

Requirements

Governance Officials must:

- Always act in the best interest of the Global Fund and of people and communities affected by HIV/AIDS, tuberculosis and malaria while being accountable to constituencies on the performance of the organization;
- Not overstep their role or their duties and responsibilities conferred upon them;
- Request information from the Secretariat on matters within their remit for strategic oversight through the appropriate channels;
- Report to constituencies promptly and completely on such matters;
- Share relevant documents within their constituency and delegation to achieve better-informed decision-making, except for documents identified as confidential; and
- Comply with restrictions around confidential or sensitive documents or deliberations, as established by Board or Committee Leadership.

Members of advisory bodies must:

- Provide unbiased and evidence-based assessment and advice on the programs and activities financed by the Global Fund and adhere to their Terms of Reference (TORs).

Integrity

Working with integrity requires transparency, impartiality, fairness and truthfulness. As part of this responsibility, all Governance Officials are required to safeguard the interests of the Global Fund and people and communities affected by HIV/AIDS, tuberculosis and malaria, act without bias and demonstrate full transparency regarding any private interests that could give rise to actual, perceived or potential conflicts of interest.

Preventing Conflicts of Interests

Conflict of interest issues often depend on the context and require an analysis of a variety of factors. The Global Fund Policy on Conflict of Interest defines a conflict of interest as

“Covered Parties have a conflict of interest when, by act or omission, a Covered Party’s Private Interests, or those of an associated person or associated institution, interfere with the performance of his or her official power, role, duty or function with respect to a Covered Activity, or with the integrity, independence and impartiality required of this person’s role or position.”

Governance Officials must comply with the standards provided by the Policy on Conflict of Interest and other procedures of particular advisory bodies (e.g. TRP or TERG), including raising any conflict of interest as soon as they arise. Governance Officials should seek advice from the Ethics Office in relation to issues of compliance with this code, including where private interests and constituency requirements may interfere with the interests of the Global Fund.

For greater clarity, a Governance Official’s advocacy for policy changes to benefit specific populations or on human rights issues does not raise a conflict of interest if done (i) without private interests at stake; and (ii) in a way that respects the Global Fund’s principles, ethical values and best interests.

Refraining from engaging in prohibited practices

Fraud and corruption undermine the efforts financed by the Global Fund to accelerate the end of HIV/AIDS, tuberculosis and malaria as epidemics. The [Policy to Combat Fraud and Corruption](#) defines prohibited practices that governance officials must avoid engaging in at all times.

Expectations

Governance Officials should:

- Take necessary measures not only in response to situations where actual or potential conflicts of interests may arise, but also in situations where the perceptions of conflict of interest can arise;
- Promote compliance with applicable laws, policies and good governance practices in the conduct of programs and activities financed by the Global Fund, provided they do not undermine equal access to treatment;
- Be transparent about those seeking to influence them, including through lobbying practices, by seeking advice and making appropriate disclosures.

Requirements

Governance Officials must:

- Comply with the Policy on Conflict of Interest, including:
 - Being fully transparent about their private interests, as defined by the Policy and its implementing protocols and procedures;
 - Refraining from exerting undue influence on Global Fund staff;
 - Refraining from offering or accepting gifts, other than those of nominal value, that could give rise to a conflict of interest;
 - Refraining from abusing their official roles, duties and functions;
 - Refraining from providing preferential or unfair treatment;
- Comply with the Global Fund’s rules and regulations on travel and expenses, including remuneration, allowance and expense standards

- Comply with the [Policy to Combat Fraud and Corruption](#), including refraining from engaging in the following Prohibited Practices:
 - Corrupt practices;
 - Fraudulent practices;
 - Coercive practices;
 - Collusive practices;
 - Abusive practices;
 - Obstructive practices;
 - Retaliation;
 - Financing terrorism and engaging in money laundering.
- Inform the Ethics Office, or other authority as defined by the Policy and its implementing protocols and procedures, of any events that could possibly give rise to an actual, potential or perceived conflict of interest;
- Comply with mitigating actions determined by the Ethics Office, the Ethics and Governance Committee (the “EGC”) or other relevant authorities (e.g. TRP and TERG leadership);
- Seek authorization from the Ethics Office to participate in the consideration of a funding request submitted by the CCM of their country of citizenship or residency, or in decisions through which their country of citizenship or residency may receive a direct financial benefit;
- Refrain from unduly taking advantage of the reputation of the Global Fund to further their private interests or those of associated persons or associated institutions or, where applicable, their political or professional careers;
- Ensure that any political activities they engage in do not interfere with their official duties as Governance Officials.

Trust is central to an effective Board

Trust amongst members of boards of directors is central to effective governance. It is particularly important in demographically and culturally diverse settings. Trust does not come instantly with the badge of board member - it is built up over time through multiple interactions. Equally, it can be shattered by one or two inappropriate statements or actions.

Experts suggest a number of behaviors to build and maintain trust:

- **Clarity:** Be crystal clear on the organization’s mission, purpose, expectations and priorities.
- **Compassion:** Demonstrate care beyond yourself. Treat others with the concern and kindness you would like them to show toward you. Assume positive intent on the part of those with whom you are working, rather than attributing negative motivations or intentions.
- **Character:** Always chose to do what is right ahead of what is easy. Consistently.
- **Contribution:** Deliver the results that you have promised.
- **Communication:** Practice democracy of time in meetings. Refrain from monopolizing conversation and encourage participation from all present.
- **Competency:** Stay fresh, relevant and capable. Be teachable and a forever learner. An arrogant and “been-there-done-that” attitude holds you back from developing and compromises others’ confidence in you.
- **Connection:** Be someone who people want to follow and be around. Build connections with people through informal meetings and conversations, and by asking questions, listening, and showing gratitude.
- **Commitment:** Stand strong through adversity. Make sacrifices for the greater good.
- **Consistency:** Little things, done consistently, make a big difference. Consistently do the small but most important things first. This could include bilateral meetings and conversations with other Board Members.

With acknowledgment to: Horsager, David (2012). "You can't be a great leader without trust – here is how you build it"

Dignity and Respect

Governance Officials have a duty to treat people and communities affected by HIV/AIDS, tuberculosis and malaria with dignity and respect and promote human rights. They must also respect the dignity of Global Fund staff, other Governance Officials and partners.

Zero tolerance for discrimination, bullying and harassment, including sexual harassment

Governance Officials should use their monitoring, evaluation and oversight roles to ensure programs financed by the Global Fund do not contribute to discriminatory treatment or violation of human rights. Governance Officials must therefore always consider the dignity, respect and self-empowerment of those affected by the diseases.

Bullying and harassment, including sexual harassment and other abuses of power, can lead to toxic work environments. Bullying and harassment severely impede the performance of the Global Fund and may cause severe reputational harm to the Global Fund and its partners. Working conditions based on mutual respect have become the norm in successful organizations. Governance Officials should exercise their monitoring, evaluation and oversight roles to achieve such working conditions across Global Fund activities and operations.

Allowing for difficult conversations

Constituencies may have conflicting interests that Board members must convey at Board meetings. All Board members should acknowledge such potentially conflicting interests and work together in a respectful manner to resolve disagreements based on consensus. Board decisions are expected to take into account the different views and perspectives of all constituencies and provide all constituencies an opportunity to be part of decisions.

Expectations

Governance Officials should:

- Show understanding of varied cultures, beliefs and backgrounds in the exercise of their powers, duties and functions, whilst complying with the Global Fund's codes of conduct and policies;
- Value and leverage diverse perspectives with a view to making consensual decisions;
- As part of their advisory and oversight role, ensure the Global Fund has a working environment based on mutual respect and openness, and;
- Seek to ensure that the programs financed by the Global Fund are implemented to promote the right to health. This includes the dignity, respect and empowerment of people and communities affected by HIV/AIDS, tuberculosis and malaria.

Requirements

Governance Officials must:

- Never engage in bullying, harassment, sexual harassment, or other abuses of their power.
- Act on the basis of equity and non-discrimination when engaging with organizations and individuals across Global Fund operations;
- Practice and promote respectful deliberations, decision-making and social interaction in all Global Fund settings;
- Treat fellow Governance Officials, Global Fund Secretariat staff and OIG staff with courtesy and respect, without harassment, sexual harassment, physical or verbal abuse, and not exert undue influence on their activities;
- Not intimidate or exert undue pressure on Secretariat or OIG staff, implementing partners or other Governance Officials to influence strategy or policy development;
- Not engage in behaviours that would create a reputational risk for the Global Fund.

Implementation and Enforcement

Authority and Responsibilities

The primary responsibility for complying with this Code lies with each Governance Official. The EGC has the authority to oversee implementation and enforcement of this Code, with the support of the Ethics Officer in accordance with their Terms of Reference. The Ethics Office undertakes preliminary assessment of potential ethical and integrity-related misconduct by Global Fund Governance Officials.

Addressing issues and breaches of this Code and other integrity policies

Experiencing an actual, perceived or potential conflict of interest does not constitute ethical misconduct, provided it is disclosed promptly on becoming aware. However, if on inquiry, the Ethics Office or the EGC determine that Governance Officials have not followed the procedures for disclosing and managing a potential, perceived or actual conflict of interest, Governance Officials may be deemed to have breached this Code and the Policy on Conflict of Interest.

General advice. Should Governance Officials require guidance regarding potential, perceived or actual conflicts of interest or other ethical dilemmas, they should seek advice from the Ethics Office or other authority as defined by the Policy on Conflict of Interest and its implementing protocols and procedures.

Conflict of interest and ethical issues. The Ethics Office has the responsibility to undertake preliminary assessment of potential ethical and integrity-related misconduct by Global Fund Governance Officials, determine if breaches to this Code or to the Policy on Conflict of Interest have occurred and advise the Committee on conflict of interest or other ethical issues, as provided by the Policy on Conflict of Interest. The Ethics Office also supports the response to potential ethical misconduct involving Governance Officials.

Complex issues. The Ethics Office will refer conflicts of interest or other ethical issues they deem to be complex or sensitive, including those related to Board, Committee or advisory body leadership, to the EGC. The EGC will then decide on the matter.

Prohibited practices. If Governance Officials allegedly engage in prohibited practices as defined by the Global Fund [Policy to Combat Fraud and Corruption](#), the OIG will be responsible for conducting the investigation. The Ethics Office will refer any corruption and fraud allegations or assessment findings to the OIG.

Recusal. Should the conflict of interest or ethical issue referred to the EGC relate to a member of the EGC, including Committee Leadership, the concerned individual will recuse him/herself from the EGC deliberations and decision on the matter.

Due process. The assessment of potential ethical misconduct will reflect due process as defined by the EGC and will be fair, balanced, based on relevant facts and conducted on a strictly confidential basis.

Decision. The decision will be communicated to the concerned Governance Official and any other Global Fund official(s) whose involvement is necessary to implement the decision.

Reporting potential breaches of this Code or other integrity policies

Governance Officials must immediately disclose suspected or observed misconduct to the Global Fund or seek guidance from the Ethics Office, as appropriate.

Disclosing misconduct. Governance Officials concerned by potential breaches to this Code or other Global Fund integrity policies must bring the matter to the attention of the Global Fund, either through the EGC, the Ethics Office, the OIG, or otherwise in accordance with the [Whistleblowing Policy and Procedures of the Global Fund](#).

Discretion. Governance Officials must raise concerns about specific individuals in accordance with this Code and the [Whistleblowing Policy and Procedures](#), and avoid discussing such concerns openly.

Zero tolerance of reprisals. The Global Fund will not tolerate any retaliation against anyone that in good faith, conveys or transmits a concern, allegation or information under this Code by any person. Knowingly reporting false information is contrary to this Code, and individuals who do so may be sanctioned accordingly.

Potential Consequences of Ethical Misconduct

If Governance Officials act in a way that is not consistent with the expectations and requirements of this Code, the Global Fund will address the matter. Remedial actions will be determined according to a proportionate, precedent-based approach, and may include the following:

- **Formal Reprimand.** A reprimand in the form of an official letter to the concerned Governance Official and his/her constituency.
- **Conditional Removal.** Removal from Global Fund governance operations, at both the Board, Committee and advisory body level, until certain conditions are satisfied.
- **Indefinite Removal.** Permanent removal from Global Fund governance operations, at the Board, Committee and advisory body level.

The remedial action imposed by the Global Fund is established by the EGC, in consultation with the Ethics Office.

The EGC may suspend Governance Officials from their official roles, duties and functions at the Global Fund during an investigation in relation with their behavior, when circumstances warrant.

Accountability to the Board

The Board will receive, as part of the annual opinion provided by the Ethics Office, a regular update on the implementation of this Code and key lessons learned.

A Framework for Ethics in Decision-making

Sometimes rules and numbers aren't enough to help you make a decision. An ethical dilemma means trying to decide between more than one 'right' answer, often between competing ethical values, principles or interests. The guidance below may help you to consult effectively and strengthen your decision-making in these challenging situations.

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4. Identify the **compliance** requirements:
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 - Enables fair participation in decision-making, and fair distribution of benefits and burdens (*Justice*)?
 - Best respects *individual rights*, including protection of vulnerable individuals from stigma?
6. **Decide, implement and reflect**:
 - Implement the decision and learn from it
 - Revisit decisions when new information or evidence warrants doing so
 - Consider *communication*: how the decision will be 'framed' and justified with sound arguments?

Annex 3 – Summary of Committee Input

GF/AEC09/05: The former Audit and Ethics Committee (AEC) recommended that the Chief Risk Officer work with the Ethics Consultant and thereafter, with the Ethics Officer, to embed ethical risk within top risk areas, the Corporate Risk Register and a future edition of the Risk Management Policy.

At its 11th meeting, the Ethics and Governance Committee noted the proposed updates to the Conflict of Interest Policy and Code of Conduct for Governance Officials and commended the inclusion of both personal and institutional conflicts of interest, as well as the enforceability components reflected in the draft texts.

At its 12th meeting, the Ethics and Governance Committee noted the need to update the definition of conflict of interest in line with the recommended updates to the Policy on Conflicts of Interest.

Annex 4 – Relevant Past Board and Committee Decisions

| Relevant past Decision Point | Summary and Impact |
|--|---|
| GF/EGC12/EDP01: Amended and Restated Code of Conduct for Governance Officials | The Ethics and Governance Committee recommended that the Board approve the amended and restated Code of Conduct for Governance Officials, to complete the process stipulated under the Ethics and Integrity Framework. |
| GF/B33/DP10: Ethics and Integrity: Second Stage Policy Proposals (April 2015)³ | The Board approved the Code of Conduct for Governance Officials but noted it would be further reviewed by the Ethics Officer. The Board also approved in principle the dual reporting arrangements and requested that the Terms of Reference be further developed and resubmitted for approval. |

Annex 5 – Relevant Past Documents & Reference Materials

GF/B33/15 – Revision 2 – [Ethics and Integrity Initiative: Second Stage Proposals](#)

³ The Board Decision may be accessed at: <https://www.theglobalfund.org/board-decisions/b33-dp10/>