

Terms of Reference of the 2020 Inspector General Nomination Committee¹

May 2020

Authority

1. The Global Fund Board (“the Board”) approves these Terms of Reference for the 2020 Inspector General Nomination Committee (“IGNC”) in accordance with Article 36 of the Operating Procedures of the Board and Committees of the Global Fund to Fight AIDS, Tuberculosis and Malaria (“BCOP”) based on the recommendation of the Board Chair and Vice-Chair (together the “Board Leadership”) and following consultations with the Ethics and Governance Committee (“EGC”).

Purpose and engagement

2. The purpose of the IGNC is to assist the Board with the selection of the next Inspector General of the Global Fund. The IGNC reports directly to the Board and its mandate shall expire on the appointment of the Inspector General.
3. While the IGNC reports to the Board, its work is overseen by the EGC, acting on behalf of the Board Leadership. Accordingly, the IGNC will ensure the EGC and Board Leadership are appropriately informed throughout the process.
4. The Ethics Officer will advise the IGNC, the EGC and the Board Leadership on all due diligence and conflicts of interest issues in accordance with the Terms of Reference of the Global Fund Ethics Officer.
5. As further set out in the BCOP and in these Terms of Reference, the EGC shall provide the necessary support and advice to the Board Leadership with respect to the selection process of the Inspector General.

Membership

6. Membership of the IGNC shall be comprised of seven persons, including a Chair and Vice-Chair. The IGNC members shall be recommended by the Board Chair and Vice-Chair, following consultations with the EGC, and approved by the Board, as follows:
 - a. **Four constituency members**, preferably Board Members and Alternate Members, of which two donor constituency members and two implementer constituency members; and

¹ As approved by the Board at its 43rd Meeting on 15 May 2020 (Decision Point GF/B43/DP03).

- b. **One member identified by the World Bank or another non-voting constituency of the Board** who brings senior level experience in the work of program assurance and internal and/or external oversight; and
 - c. **Two independent members**, fulfilling the independence criteria set out in Annex A attached hereto, with recent experience in the oversight and appointment of senior leaders in organizations of a similar scale and reach to the Global Fund. The individuals selected will bring additional gravitas and global experience to the IGNC and shall provide additional technical expertise or insight to the IGNC.
- 7. The Chair and Vice-Chair will be nominated to the Board for approval by the Board Chair and Vice-Chair.
- 8. All members must be able to dedicate sufficient time, estimated up to 20 days for members and at least 30 days for the Chair and Vice-Chair, to the IGNC and be committed to fully cooperate and participate in the IGNC.
- 9. To the extent possible, the members will come from a broad range of sectors and regions.
- 10. When taken as a group, the members will bring collective senior level experience in:
 - a. the fields of internal audit, assurance, forensic audit and investigations, and risk assessment and oversight according to best practice principles from the finance and development sectors, and familiarity with human rights issues;
 - b. management and leadership of diverse teams in a professional environment; and
 - c. skills in the specific task of identifying and interviewing senior executive talent, with previous experience in a Global Fund ad hoc nomination committee being an asset.
- 11. All members shall serve in their personal capacity and in the best interests of the Global Fund; they shall not disclose any confidential information to any person or seek or accept instructions in regard to their performance on the IGNC from any constituency of the Global Fund Board or other individual or entity, and shall report any undue influence, or attempt thereof, to the Ethics Officer. Furthermore, should any member believe that he/she has a perceived or actual conflict of interest with any of the candidates for the position of Inspector General, such member shall disclose it immediately to the Ethics Officer who shall advise on remedial measures, as appropriate.
- 12. In the exceptional event that one of the members of the IGNC may no longer serve as member, the EGC shall nominate and appoint a new member coming from the same group of the original member as set out in paragraph 6 above.
- 13. In addition to his/her membership role, the Chair of the IGNC shall provide coordination support and shall regularly report and update the Board on behalf of the IGNC. In the event the Chair is unavailable to perform his/her duties, the Vice-Chair shall step in on his/her behalf.

IGNC work and operations

- 14. The principal tasks of the IGNC shall be to review applications, to interview candidates and to present to the Board the preferred candidate for appointment. To this end, the IGNC shall:
 - a. Work on a non-political and merit basis;
 - b. Work according to principles of confidentiality and independence;
 - c. Direct and oversee the work of the executive search firm to develop a candidate list for the role of Inspector General, ensuring that the search firm reaches out to broad Board constituency and other networks to find highly skilled candidates;

- d. Coordinate the enhanced due diligence and background checks undertaken by the executive search firm and/or the Ethics Officer;
- e. Provide to the Board:
 - i. The IGNC's recommendation on the highest qualified candidate for the role of Inspector General based on the Terms of Reference of the Inspector General. The IGNC shall also, give due regard to the candidate's track record with respect to Global Fund key strategic issues, including human rights, and the key populations affected by the three diseases; and
 - ii. A final report describing the rationale for the IGNC's recommendation. This report should include the extent to which the candidate fulfills the selection criteria, and the candidate's ability to perform the duties of the Inspector General as outlined in the Terms of Reference of the Inspector General

Confidentiality

- 15. The IGNC shall conduct itself at all times in a manner that fully respects the privacy and personal reputation of potential candidates, as well as the need to promote open and frank discussions during this internal deliberative process, in accordance with the Global Fund's Code of Ethical Conduct for Governance Officials and other applicable Global Fund documents regarding information classification and records management. Discussions within the IGNC shall be kept strictly confidential.
- 16. Each member must sign a confidentiality agreement, duly uphold its provisions, and take responsibility for protecting the confidentiality of documents, information and discussions throughout the IGNC's term.

Decision-making and governance

- 17. The IGNC shall seek to make its decisions by consensus. Recognizing that the role of the IGNC is to propose the best possible candidate for the role of Inspector General, where consensus may not be obtained, the majority view of the full IGNC will prevail.

Annex A

Criteria of Independence for the independent members of the 2020 Inspector General Nomination Committee

Members of the governance, advisory and administrative bodies of the Global Fund (“Global Fund Officials”) may not serve as independent members in the 2020 Inspector General Nomination Committee (“Nomination Committee”), with the exception of the independent members of the Ethics and Governance Committee and the Audit and Finance Committee appointed by the Board for the 2020-2022 committee cycle who may be considered subject to the criteria below.

In addition, a candidate will not be considered independent if he or she:

- a. has been a Global Fund Official at any time within the last twelve months;
- b. has within the last twelve months served in an elected or appointed position within the Government of a country represented through a constituency on the Board;
- c. has been within the last twelve months an employee of a firm that has provided audit, assurance or other oversight services to the Global Fund;
- d. has participated or attended deliberations of the governance, advisory and administrative bodies of the Global Fund within the last twelve months as a delegate for a constituency of the Board;
- e. has been within the last twelve months an employee of a company or an organization that has directly or indirectly made payments to or received payments from the Global Fund over the last twelve months in excess of the lesser of US\$500,000 or 2 per cent of the consolidated expenditures or revenues of the company or organization; or
- f. holds any professional responsibilities that might infringe on her/his independence during their tenure on the Nomination Committee.