

Terms of Reference of the Board Leadership Nomination Committee¹

August 2018

Purpose and engagement

1. The purpose of the Board Leadership Nomination Committee (“BLNC”) is to assist the Board of the Global Fund (“the Board”) with the selection of the Chair and Vice-Chair of the Board. The BLNC reports directly to the Board and its mandate shall expire on the appointment by the Board of the new Chair and Vice-Chair.
2. While the BLNC reports to the Board, the Ethics and Governance Committee (“EGC”) shall be responsible for the oversight of the overall Board Leadership selection process and the due diligence process. To this end the BLNC shall keep the EGC informed of the performance of its mandate, including with respect to any work plans, time-bound deliverables, and seek as appropriate the EGC guidance on any issues or controversies that arise in the context of the selection process.
3. The Ethics Officer shall advise the BLNC and the EGC on all due diligence and conflicts of interest issues in accordance with the Terms of Reference of the Ethics Officer.

BLNC membership

4. Membership of the BLNC shall comprise of seven persons, including a Chair and Vice-Chair. The BLNC members, including the BLNC Chair and Vice-Chair, shall be recommended by the EGC to the Board for approval, based on the nominations received from constituencies of the respective voting groups and the non-voting constituencies, and shall include:
 - a. **Three Board constituency members** nominated by constituencies from the implementer voting group, and forming the Implementer Voting Group BLNC Sub-committee;
 - b. **Three Board constituency members** nominated by constituencies from the donor voting group, and forming the Donor Voting Group BLNC Sub-committee; and,
 - c. **One Board constituency member** nominated by and representing the non-voting partner constituencies.
5. To the extent possible, the members of the BLNC will bring skills in the specific task of identifying and interviewing top executive talent, such as, for example, knowledge and experience with modern executive recruitment and selection techniques.
6. In addition to his/her membership role, the Chair of the BLNC shall provide coordination support and shall report to the Board on behalf of the BLNC.

¹ As approved by the Board by electronic decision on 9 August 2018 (Decision Point GF/B39/EDPo8).

7. In the event the Chair is unavailable to perform his/her duties, the Vice-Chair shall step in on his/her behalf. The Chair and Vice-Chair shall have voting capacity.
8. All seven BLNC members shall serve in the best interests of the Global Fund.
9. In the exceptional event that a member of the BLNC may no longer serve as a member, the EGC shall appoint a new member coming from the same group as the original member as outlined in para. 4 above.

BLNC First Meeting

10. The BLNC shall hold a first meeting to define a strategic work plan and formally receive from the executive search firm the full list of nominations for the positions of Board Chair and Vice-Chair. During the first meeting, the BLNC shall attribute the candidates, based on the identity of the voting constituency that nominated such candidates to one or the other of the BLNC sub-committees for review.

BLNC Sub-committees role

11. The Implementer and Donor BLNC Sub-committees shall each convene separately to identify and put forth, under commonly agreed principles and timeline, two or three candidates for either Chair or Vice-Chair, as applicable. The BLNC member from the non-voting partners may, as requested, act as an observer when the two BLNC Sub-committees convene but shall otherwise participate in his/her capacity of non-voting member to the meetings of the full BLNC.
12. In the event that a BLNC Sub-committee puts forth fewer than three candidates, the executive search firm supporting the Board Leadership selection process shall assist Board constituencies in identifying and putting forth additional qualified nominations for review by the BLNC.

Work plan

13. The BLNC shall define and undertake its work according to a strategic work plan agreed between its members. The principal task of the BLNC shall be to review nominations, interview short-listed candidates and to present the final pair of candidates for Board Chair and Vice-Chair to the Board for appointment.
14. Specifically, the BLNC shall:
 - a. Direct and oversee the work of the executive search firm to receive and compile a list of candidate nominations for the roles of Board Chair and Vice-Chair. The executive search firm will also assist the constituencies in carrying out an extensive outreach to identify highly skilled candidates so that the BLNC Sub-committees may then each confirm two or three candidates from their respective voting group;
 - b. Coordinate the enhanced due diligence and background checks undertaken by the executive search firm and support the Ethics Officer in undertaking conflicts of interest assessments;
 - c. Provide to the Board:
 - i. a final pair of candidates for Board Chair and Vice-Chair that represent the highest qualified candidates for the roles based on the Key Competencies provided for in Table 4 of Annex 1 of the BCOP and the Terms of Reference of the Board Chair and Vice-Chair as approved by the Board. The BLNC shall also take into account the principles of complementarity and of rotation between the two voting groups, each

candidate's track record with respect to Global Fund key strategic issues, including human rights, gender diversity, and the key populations affected by the three diseases; and

- ii. a report outlining the BLNC's review of the qualifications of the final pair of candidates, which should include the extent to which each candidate fulfills the selection criteria, and the candidates' explicit confirmation of their availability to perform the duties of the Board Chair and Vice-Chair as outlined in the Terms of Reference of the Board Chair and Vice-Chair.

Confidentiality

15. The members of the BLNC shall conduct themselves 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 BLNC internal confidential deliberations in accordance with the Global Fund's Code of Ethical Conduct for Governance Officials and other Global Fund documents relating to information and records management. Discussions within the BLNC shall be kept strictly confidential.
16. Each member of the BLNC will sign a confidentiality agreement, duly uphold its provisions and take responsibility for protecting the confidentiality of BLNC discussions, documents and information. The EGC, in conjunction with the BLNC, shall determine what information may be shared with the constituencies and the respective voting groups.

Decision-making and governance

17. The BLNC shall seek to make its decisions by consensus. Recognizing that the role of the BLNC is to propose the best possible candidates for the role of Board Chair and Vice-Chair, where consensus may not be obtained, the majority view of the BLNC will prevail.
18. Membership in the BLNC shall not count towards the two-committee limit provided for in Article 43.4 of the BCOP.