

# NGO Board Member/Alternate Board Member to the Unitaid Board

## Terms of Reference

### Role profile

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The NGO Board Member and Alternate Member to the Unitaid Board represent the viewpoints and needs of NGOs concerning Unitaid and the issues it deals with.

In particular, Unitaid NGO Board and Alternate Board Members actively promote decisions at the Unitaid Board that:

1. Respond to the needs of people living with the diseases, NGOs working on HIV and its co-infections including hepatitis C, tuberculosis and malaria, as well as maternal, newborn, child, sexual and reproductive health, and programs providing care to people living with the diseases;
2. Advance the global response to three diseases, through increasing availability, decreasing prices, ensuring quality, and strengthening delivery of medicines, diagnostics and preventive products;
3. Ensure Unitaid's added value in the global health arena, through projects leveraging market impact to achieve public health impact;
4. Lead to productive coordination and collaboration with key global health institutions, such as the Global Fund to Fight AIDS, Tuberculosis and Malaria and WHO;
5. Lead to efficient resource mobilization as well as efficient and equitable use of the resources channelled through Unitaid;
6. Increase the accountability of Unitaid to people living with the diseases, to NGOs working on the diseases, and to programs providing care to people living with the diseases.

NGO Board and Alternate Board Members actively:

1. Seek input from their constituents (NGOs in developed and developing countries) on Board decisions, including through pre-board meetings, consultations and maintaining a vibrant civil society delegation
2. Provide feedback on their activities and positions taken to their constituents through communiqués, teleconferences etc
3. Promote Unitaid and its projects among civil society, donors and other key actors

The roles of NGO Board Member and Alternate Board Member are voluntary and hence there is no payment for the work. Travel and per diem costs are covered by the Unitaid Secretariat or the NGO Delegation budget, and a grant to support telephone, equipment and office costs may also be provided.

Unitaid Board functions include, but are not limited to:

- Determining, modifying, and approving Unitaid's strategy, objectives, scope and workplan;
- Nominating and participating in the performance review of the Executive Director

- Reviewing and approving annual budgets
- Reviewing annual budget performance, including risk assessment
- Reviewing areas for intervention, investment plans, project proposals for go-ahead, and grant agreement decisions
- Reviewing Unitaid's performance against key performance indicators
- Monitoring and improving Unitaid's proposal and funding decision processes
- Ensuring effective Unitaid governance and Unitaid Secretariat functioning
- Strengthening and determining strategies for issues of importance to Unitaid, e.g. transition of Unitaid programmes to alternative sources of funding, resource mobilisation etc.

For more details of Unitaid's Board and Committee functions, please see Unitaid's governance documents at <https://unitaid.org/about-us/governance/#en>

Two-day Board meetings take place twice-yearly, although occasional additional Board 'special sessions', retreats, workshops, consultative fora or teleconferences will also be held. Two-three day NGO Delegation pre-meetings precede each Board meeting.

There are also a number of Board Committees in operation. The NGO Delegation is currently a member of the Policy and Strategy Committee (PSC). There is also a Finance and Accountability Committee (FAC). Each of these committees hold a one day meeting twice-yearly.

### **Responsibilities of NGO Board Member & Alternate Board Member and key performance indicators (KPIs)**

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- Commit 15 - 25% of working time to work as Unitaid Board Member or Alternate Board Member with formal support of own organization for this time commitment.
- Participate in 100% of Unitaid Board meetings and teleconferences, and NGO Delegation pre-Board meetings.
- Ensure 100% of Unitaid Committee/other meetings/teleconferences are attended by at least one NGO representative (where NGOs hold a seat on that Committee), with no one representative sharing the sole burden for all Committees.
- Read and review all relevant documents in advance of Unitaid Board and Committee meetings. It is expected Board Members will provide written input on at least 25% of meeting documents (reviewing a minimum of 5 documents). Utilise written and verbal inputs given by constituency members on meeting documents (via NGO Delegation template form, teleconferences, pre-Board meetings etc) to create 'talking points', for use during each meeting, to ensure the views of NGO constituents are represented.
- Participate in at least 50% of internal NGO teleconferences and other events (e.g. strategizing prior to key meetings, debriefing constituents following meetings), and ensure 100% of internal delegations' teleconferences are attended by at least the NGO Board Member, Alternate Board Member or a Key Advisor.
- Work closely with the Board Member and Alternate Board Member of the Communities Delegation to the Unitaid Board.
- Seek input from and report back to Delegation (NGOs working on the three diseases) on key issues related to Unitaid Board and Committee decisions, predominantly through the Delegation Contact Group.
- Follow up on key issues relating to Unitaid Board work between meetings, with support from Liaison Officer.

- Utilise opportunities for advocacy around issues of importance to civil society delegations, both within Board circles, and also more broadly in the global health community.
- Utilise opportunities with the Secretariat concerning strengthening and implementation of the Unitaid Civil Society Engagement Strategy.
- Utilise opportunities to raise awareness of the Civil Society delegations to Unitaid, and issues relating to Unitaid's work, within civil society.
- Advocate for the participation of civil society representatives in the design, implementation and evaluation of Unitaid policies and programs;
- Work with the Delegation Liaison Officer to strengthen the Delegation's accountability, for example through review of communications with constituencies, support in decision-making on stakeholder group membership, provision of all talking points, support in soliciting funding and organizing Delegation events etc.
- Participate in an annual performance evaluation process, as conducted by an independent consultant, and work to implement the 'action points' produced from the process, to maintain and/or improve performance
- Represent emerging and ongoing implementation issues at the forefront of HIV, TB, and malaria treatment access at the Unitaid Board, Committees, and in other related forums.
- Commit to a high level of communications accountability, represented by prompt internal response to emails and calls from Liaison Officer and NGO Delegation, as well as external constituency members.
- Represent NGOs working on HIV, TB and malaria on other Unitaid-related initiatives as needed.

### **Duration of term and cessation of appointment**

The term of office for a Board member or Alternate is two years (with some flexibility to allow for handover and recruitment of new member). Alternate Board Members who complete their 2-year term and are performing satisfactorily as deemed by the annual performance evaluation will be invited to assume the role of Board Member, for an additional two-year term.

An exceptional extension for up to one or two years of the Board Member or Alternate Board Member mandate for reasons of continuity in the NGO Delegation may be agreed as long as the Board Member or Alternate Board Member was deemed to have performed satisfactorily during the last performance review and any extensions will not unnecessarily interfere with the recruitment and preparation period for future Board Members.

### **Cessation of Appointment**

An NGO Board Member or Alternate Board Member will cease to be a member if:

- They resign;
- They no longer have an employer who is supportive of the 15-25% time commitment required or they no longer have links to the organization(s) that secured their nomination and/or selection to the Board; if another organization has taken over their support the initial selection panel will evaluate and decide if they can continue in the role;
- The outcomes of their annual evaluation in his/her role as Board member or Alternate Board Member are deemed cause for a resignation by evaluation panel;
- If a conflict of interest is declared and it is not possible to work around this e.g. by the Board member recusing themselves from the relevant area or meetings; or

- When their term is completed, and a handover is arranged with an incoming Board Member or Alternate Board Member.

## **Candidate profile and selection**

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The following is a guide to how Alternate Board Members will be selected during the call for applications issued in July 2020. The application process and criteria may be adjusted during future calls for applications.

An NGO Alternate Board Member will be selected through the following application process:

- A call for expressions of interest will be circulated before the end of mandate of the current Alternate Board Member as a minimum to the Delegation Contact Group and civil society listservs.
- A selection panel, formed of the current NGO Board Members, a Key Advisor from the NGO Delegation, a member of the Contact Group and one other person with strong experience of civil society engagement with Unitaaid, with assistance from the Liaison Officer, will score applications against the criteria below and invite the top applicants to interview.
- The selection panel will select a NGO Alternate Board Member from amongst those interviewed. They should try to reach their decision by consensus.

Essential criteria:

- Ability to commit at least 15-25 percent of working time to serve as Unitaaid Alternate Board member, with formal support of own organization for this time commitment.
- A person affiliated to an NGO working on at least one of the three diseases, whether as an employee, trustee, volunteer, consultant etc.
- Expertise in HIV, TB or malaria or other field of relevance to Unitaaid such as intellectual property or access to drugs and diagnostics in developing countries.
- Willingness to learn, and invest time in learning, about Unitaaid-specific issues e.g. market impact
- Understanding of global health initiatives, e.g. the Global Fund.
- Proven experience of successful advocacy
- Fluency in written and spoken English
- Continuous access to internet-connected computer and international telephone (or able to gain this if provided with appropriate financial support).
- Able to attend meetings in Geneva.

Desirable criteria:

- Experience working with Boards or Board Members of global health institutions.
- Well-connected to other actors in the global health arena.

Other criteria:

- The selection panel may also wish to take into account the expertise and geographic and gender diversity of the incoming Board Member, and current Key Advisor(s) when selecting a new Alternate Board Member.

## Annex 1 – 2020 and 2021 Meeting Dates

24 <sup>th</sup> Policy and Strategy Committee	13 October 2020
26 <sup>th</sup> Finance and Accountability Committee	14 October 2020
36 <sup>th</sup> Extraordinary Session of the Executive Board	15 October 2020
37 <sup>th</sup> Session of the Executive Board	9-10 December 2020
25 <sup>th</sup> Policy and Strategy Committee	5 May 2021
27 <sup>th</sup> Finance and Accountability Committee	6 May 2021
38 <sup>th</sup> Session of the Executive Board	16-17 June 2021
26 <sup>th</sup> Policy and Strategy Committee	13 October 2021
28 <sup>th</sup> Finance and Accountability Committee	14 October 2021
39 <sup>th</sup> Session of the Executive Board	15-16 December 2021