

NGO DELEGATION TO UNITAID BOARD – CONFLICT OF INTEREST POLICY

MARCH 2, 2023

As increasing numbers of NGOs and their staff, volunteers, and board members are responding to Unitaid call for proposals as consultants, direct grantees, or subgrantees and plan to or have received funding directly or indirectly from Unitaid-funded projects. The NGO delegation to Unitaid Board believes it is necessary to update its former Civil Society Delegations' Conflict of Interest Policy. This updated policy outlines how the NGO delegation will ensure conflicts of interest are properly identified, addressed, reported, and mitigated within internal delegation activities and in Unitaid governance activities, including review of and go-ahead e-votes and board deliberations on calls for proposals, grant agreements, and other relevant governance decisions potentially affected by conflicts of interest. This policy will operate alongside Unitaid's own conflict of interest policy.

The NGO delegation positively encourages NGOs, civil society groups, and community-based organizations to apply for Unitaid funding – this policy is not intended to discourage all such civil society groups from seeking Unitaid support. This policy has been developed to ensure the delegation fulfills its responsibility to our NGO constituency and to Unitaid to protect against conflicts of interest, and to ensure the delegation is transparent and accountable to both in all of its conduct.

Throughout this policy, relevant interests include those arising from a delegation member's individual or family member's activities or that of a non-profit organization where the individual holds a staff, volunteer, or board position, which interests are implicated by the individual, family member, or organization being a current or prospective project proponent to Unitaid, a named implementing partner in a project proposal or grant agreement, or a sub-recipient of a proposed Unitaid project or grant agreement. Interests also include an individual having provided input, as a paid consultant or otherwise, into the development of a proposal (e.g. through providing non-procedural, substantive advice).

CONFLICT OF INTEREST DEFINED

For the purposes of this Policy, NGO delegation board and alternate board members, key advisors, delegation members, and expert consultants have a conflict of interest when by act or omission, a their private interests (financial or otherwise), or those of close relative or life partners or institution with which they are associated by employment, volunteering, board membership, or consulting), interfere with the performance of their power, role, duty or function with respect to NGO delegation activities, deliberations, and decisions, or with the integrity, independence and impartiality required of that person's role or position.

A conflict of interest may be actual, potential or perceived, defined as follows:

Conflict of Interest definition

- **Actual conflict of interest.** A conflict of interest that occurs when a Covered Party faces a *real and existing* conflict of interest.
- **Potential conflict of interest.** A conflict of interest that occurs when a Covered Party is or could be in a situation that may result in a conflict of interest.
- **Perceived conflict of interest.** A conflict of interest that occurs when a Covered Party is or could be in a situation that may appear, according to a reasonable neutral third-party observer, to be a conflict of interest, even if it is not an actual or potential conflict of interest.

FOR BOARD MEMBERS, KEY ADVISORS¹ AND DELEGATION MEMBERS/ADVISORS REVIEWING, COMMENTING ON, AND/OR VOTING ON PROPOSALS AND GRANT AGREEMENTS

1. NGO Board and Alternate Board members must declare all interests in a proposal that is submitted for funding, either in response to a call for proposals or with respect to a grant agreement, to their delegation and to the Board. Key advisors must also declare their interests in anticipated submitted proposals and grant agreement to the delegation.
2. Declarations must be made promptly by email or in writing to the NGO Liaison Officer, Board and Alternate Board members and Key Advisors. The Board Member, Alternate Board Member are responsible to submit NGO delegation conflict of interest statements to the Unitaid Secretariat and the Board Chair or as otherwise provided in the Unitaid Conflict of Interest Policy.
3. Board and Alternative Board members, key advisors, and any other NGO delegation members or external expert advisors with access to the Board and/or delegation SharePoint² must not access Proposal Review Committee³ and Secretariat reviews and recommendations concerning a proposal or grant agreement they have interests in [nor any other proposal review or recommendations with respect to competing proposals or grant agreements relating to the same call for proposals]. Board and Alternate Board members/Key Advisors/delegation members/external advisors must sign a conflict-of-interest declaration to ensure they adhere to this policy.
4. Board and Alternate Board members, key advisors, delegation members, and external advisors must not participate in pre-meeting or other discussions preparing delegation talking points for a proposal or grant agreement they have interests in [nor any other proposal review or recommendations with respect to competing proposals or grant agreements relating to the same call for proposals]. Board and Alternate Board members, Key Advisors, and delegation members and advisors may be invited to answer questions on their proposal from the broader delegation only during pre-meetings.
5. Board and Alternate Board members, Key Advisors and delegation members and advisors with interests in a proposal must not see the delegation's assessment of such a proposal or any other proposal responding to the same call for proposals nor talking points pertaining to those proposals ahead of or during a meeting.
6. Board and Alternate Board members, key advisors and delegation members and advisors must adhere to Unitaid's conflict of interest policies, and will recuse themselves from all Board/Committee meeting discussions relating to the focus area of a call for proposals relevant to the proposal they have interests in.
7. Board members, key advisors, and delegation members and advisors with interests in a proposal will refrain from 'corridor lobbying' or other similar discussions with other Board actors, in relation to that proposal and any other proposal responsive to a call for proposals.
8. Notwithstanding the foregoing, an actual or potential conflict of interest arising from being a proponent in response to a call for proposal ends if that proposal is not selected after a Board go-ahead vote. That means that the affected person can thereafter have access to relat
9. *I*, deliberations, and discussion internally and at Board or Committee meetings, but shall recuse themselves from directly commenting on grant performance unless directly asked by other Board members.

It is noted that if the host organisation of the Liaison Officer were to apply for Unitaid funding, the Liaison Officer would adhere to the steps outlined above.

FOR DELEGATION MEMBERS ATTENDING UNITAID BOARD/COMMITTEE MEETINGS AND NGO DELEGATION MEETINGS VIRTUALLY OR IN PERSON

- In the calls for expressions of interest in attending a Unitaid meeting virtually or in person (circulated to the Contact Group), the Liaison Officer will request applicants to declare any conflicts of interest expected to be relevant to the forthcoming meeting.
- Board and Alternate Board members then selecting attendees from within their broader delegation will make their selection of participants informed by any declarations, and at their own discretion.
- The Liaison Officer must subsequently record all delegation members attending meetings' potential interests in relation to proposals for funding or grant agreements.
- The Liaison Officer must ensure PRC and Secretariat reviews of proposals and grant agreement, which delegation members attending meetings have interests in, are not shared with conflicted persons.
- Delegation members attending Unitaid or NGO delegation meetings virtually or in person must not participate in discussions preparing delegation talking points for a proposal or grant agreement they have interests in or relating to other proposals responding to the same call for proposals. Such delegation members may be invited to answer questions on their proposal from the remainder of the delegation only.
- Delegation members attending meetings virtually or in person with interests in a proposal, must not see the delegation's assessment of such a proposal nor talking points pertaining to that proposal ahead of or during a meeting.
- Delegation members attending meetings virtually or in person will not be permitted to join their delegation in the Unitaid meeting room or virtually during discussions relating to the call for proposals they have interests in.
- Delegation members with interests in a proposal will refrain from 'corridor lobbying' or other similar discussions with other Board actors, in relation to said proposal.
- In communiqués shared with the delegations' Contact Group following all Unitaid meetings, a list of attendees, along with any interests declared, will be included (as well as a copy of this policy).

FOR CONTACT GROUP MEMBERS

- The Liaison Officer will ask Contact Group members to declare interests in any proposal for consideration at a given in person or virtual meeting, when the delegation member asks to receive a document pertaining to any funding decision at the same meeting, during the delegations' document review process.
- The Liaison Officer must ensure proposals which Contact Group members have interests in, are not shared with said Contact Group members for them to review during the delegations' document review processes around meetings.
- The Liaison Officer must maintain up-to-date records of Contact Group members' organisational affiliations to ensure this policy can be effectively implemented. (NB. *Contact* Group members will be asked to complete a short form informing the delegations of these details once a year).

ADDITIONAL PROVISIONS ON REPORTING AND MITIGATING CONFLICTS OF INTEREST

Duty to Report. Relevant NGO delegation members have a duty to report their own conflict of interest and to report suspicion or knowledge of actual, potential or perceived conflicts of interest by other delegation members.

Mitigation measures. Based on its assessment of declarations and disclosures of interests, by the Board Member and Alternate Board member, after consultation as needed with Key Advisors and the Unitaid Secretariat, may determine appropriate measures to mitigate actual, potential or perceived conflicts of interest, including the following:

- Transparent disclosure of the interest;
- Conflict of interest screens or other administrative measures;
- Participation in discussions or decisions under certain conditions (e.g. only providing technical information or fulfilling administrative responsibilities).
- Divestment of interests;
- Prohibition from engaging in certain delegation activities;
- Recusal from decision-making and deliberative processes; and
- Representation of an Alternate or Board Member by others, preferably a Key Advisor, if necessary.

In the event that a material conflict of interest is discovered after-the-fact, it shall be disclosed to the Board Chair and, if appropriate, the entire Board and senior management team of Unitaid to determine what steps must be taken to mitigate the impact of said conflict on a decision or action taken.

CANDIDATES FOR BOARD MEMBER, ALTERNATE BOARD MEMBER, AND KEY ADVISOR POSITIONS

- All candidates for Board Member, Alternate Board Member, and Key Advisor Positions shall declare any existing or prospective conflict of interests with respect to any existing or planned Unitaid proposal or grant agreement.
- Pervasive or significant conflicts of interest should be taken into account in the selection of Board Members, Alternate Board Members, and Key Advisors.

In addition, all Board members, delegation members attending meetings, and Contact Group members, must adhere to Unitaid's conflict of interest policy, and be referenced in Unitaid official 'Declarations of Interest' forms ahead of Unitaid board and committee meetings that they attend virtually or in person.

1 Key Advisors are appointed by the delegations to provide in-depth review and ongoing strategic advice and may represent the delegations at Board meetings in the absence of an NGO Board Member or Alternate Board Member. The number of Key Advisors shall be determined by the NGO Board Member and Alternate Board Member.

2 The Board SharePoint is a website accessed by UNITAID Board members, Key Advisors and the Liaison Officer, where all documents relating to UNITAID meetings are uploaded.

3 The Proposal Review Committee is a formal, independent, expert committee appointed by UNITAID to provide independent advice in connection with the review and assessment of funding proposals. Proposal Review Committee review documents are automatically uploaded on the Board SharePoint, along with Secretariat reviews.

ANNEX

This document on Wednesday 26th May by the following delegation members:

Lynette Keneilwe Eyde (Board Member)



26 April 2023

Sharonann Lynch (Alternate Board Member)



26 April 2023

Brook Baker (Key Advisor)



26 April 2023

Sun Kim (Key Advisor)



22 May 2023

Fifa Rahman (Key Advisor)

Mohga Kamal Yanni (Key Advisor)