

**Terms of Reference for Ad-Hoc Nominations Committee
for the appointment of the next
Executive Director of the Global Fund**

1. The purpose of the 2012 Ad-Hoc Nominations Committee ('AHNC') is to assist the Board with its selection of the next Executive Director of the Global Fund. It reports only to the Global Fund Board. At relevant times throughout its work, the AHNC will receive broad project management and quality assurance support from the Board's Coordinating Group as challenged through the Board Chair and Vice-Chair. This support may include: guidance and clarifications on core Global Fund policies on documents, ethics and conflicts of interest; and quality assurance of materials to be circulated to potential candidates. The coordinating group will also track deliverables against the Board approved timetable.
2. Membership of the AHNC shall be comprised of nine persons as follows:
 - a. **Six Board constituency members**, with the implementer bloc and donor blocs nominating three consensus candidates each, as approved by the Board at its Twenty-Sixth Board meeting. The constituency nominated persons will have sufficient time¹ to dedicate to the AHNC, and have access to effective communications arrangements to facilitate frequent, high-quality engagement in the AHNC's work. From a skills perspective, they will have considerable knowledge of the Global Fund's strategic direction and its operations, and are experienced in their field. Whilst acknowledging that achieving full balance is difficult in smaller groups, the individuals should preferably bring significant experience and skills in international management and/or health financing and/or development, and come from a range of different sectors and regions. The constituency nominated persons will serve on the AHNC in their personal capacity and act on a neutral, a-political basis, in the best interests of the Global Fund; and
 - b. **Three non-constituency affiliated members**, selected by the six Board constituency members of the AHNC based on nominations received prior to the Twenty-Sixth Board meeting. The individuals selected will bring additional gravitas and global experience to the AHNC, and serve as technical experts on the AHNC. When taken as a group, they will bring senior level experience in management of people and systems; public speaking and outreach; and strategic leadership in the field of international financing and/or development, or international health and/or the three diseases and beyond. To the extent possible, they will also bring skills in the specific task of identifying and interviewing senior executive talent. The three non-constituency members shall serve in their personal capacity and shall not seek or accept instructions in regard to their performance on the committee from any constituency of the Global Fund Board or other individual or entity.

¹ As a guide, the anticipated time commitment may be up to 20 days from May 2012 to November 2012, although the AHNC will use its best endeavors to undertake its work with a time commitment of between 10 and 20 days, with the majority of this time not requiring in-person attendance.

3. A Chair of the AHNC will be selected by the members of the AHNC from amongst its members. In addition to their membership role, the Chair will provide coordination support, and report to the Board on behalf of the AHNC.
4. The AHNC shall develop and undertake its work according to a detailed action plan that is agreed between its members and quality assured by the Coordinating Group, and shared with the Board by 31 May 2012. The work plan should envisage a not later than November 2012 Board decision on the next Executive Director. To the extent possible, the AHNC may seek to expedite its work and bring forward its recommendations for decision at an earlier time, provided this does not adversely compromise the integrity of the AHNC's work, or the presentation of an appropriately diverse pool of candidates.
5. Specifically, the AHNC shall:
 - a. Appoint an Executive Search firm to assist the AHNC in its role of identifying a short list of highly qualified, talented men and women to present as final candidates to the Board for the role of Executive Director. The AHNC will make the Executive Search firm appointment from potential firms identified by the Board Leadership through a competitive process between April – mid May 2012;
 - b. Guide and oversee the work of the Executive Search Firm, ensuring that the search firm reaches out to the broadest of Board constituency and other networks to find highly skilled candidates;
 - c. By 15 June 2012 present to the Board for its electronic approval, revised terms of reference for the Executive Director ('ED TORs'). The AHNC will refine the ED TORs through a process of broad outreach to all Board constituencies (voting and non-voting), drawing on the support and experience of the Executive Search Firm to strengthen the process. The ED TORs presented to the Board will have a particular focus on competency in the following areas, with the first item being of highest priority:
 - i. an exceptional manager of people and systems;
 - ii. a proven leader, a visionary, a person preferably with strong prior engagement with the Global South;
 - iii. strong public relations skills in their field; and
 - iv. preferably, substantive knowledge and experience in international development and/or international health financing and/or the three diseases and/or public health;
 - d. Ensure that it seeks the input of non-voting Board constituencies in a structured way throughout the whole of the AHNC's work. In particular, proactively engaging with partners at the headquarters and regional level on partnership principles that should be enshrined in the ED TORs; seeking the names of potential candidates to reach out to; and providing feedback through appropriate, confidential arrangements on the candidate pool during the shortlisting process;

- e. Provide to the Board, by not later than 15 October 2012:
 - i. a short list of up to four persons that represent the strongest candidates across the global for the role of Executive Director, which must have at least as many women as men ('AHNC Short List'), and be based on the selection criteria approved by the Board in June 2012;
 - ii. the AHNC's reasons for their assessment of each of the short listed candidates, which should include the extent to which each candidate fulfills the selection criteria, and the candidate's relative ability to perform the duties of the Executive Director as outlined in the ED TORs, and weight those capacities according to the three main areas of competency referred to in item d. above;
 - f. Provide, at intervals of approximately four to eight weeks (or more frequently if the AHNC believes appropriate), progress updates to the Board through electronic or teleconference means; and
 - g. Ensure that it conducts itself at all times in a manner that respects the privacy and personal reputation of potential candidates, and work within an appropriate framework of confidentiality.
6. The AHNC shall seek to make its decisions by consensus. Recognizing that the role of the AHNC is to propose the best possible male and female candidates for the role of Executive Director, where consensus cannot be obtained, the majority view of the AHNC will prevail.
7. Membership in the AHNC shall not count towards the two-committee limit set forth in Section 42.1 of the Board and Committee Operating Procedures.