

# **ESTABLISHMENT OF THE UNAIDS INDEPENDENT EXTERNAL OVERSIGHT ADVISORY COMMITTEE**

## **Report by the PCB Bureau**

## **Decisions approved by the PCB intersessionally**

**Additional documents for this item:**

**Action required at this meeting—the Programme Coordinating Board is invited to:**

See draft decision points in the paragraph 59 below:

- *recall* Decision Point 13.3 from the 47th PCB meeting approving the terms of reference for the UNAIDS Independent External Oversight Advisory Committee (IEOAC);
- *take note* of the report on the establishment of the UNAIDS IEOAC;
- *approve* the composition of the UNAIDS IEOAC for 2022–2023 as submitted by the PCB Bureau; and
- *look forward* to the first report of the UNAIDS IEOAC at the 50th PCB meeting in June 2022.

**Cost implications for implementation of the decisions:** none

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## INTRODUCTION

1. At the 45th meeting of the Programme Coordinating Board (PCB) in December 2019, the PCB agreed to establish an independent, external oversight advisory committee and approved the terms of reference for the committee (Annex 1) in Decision Point 13.3: *“Agrees to establish an independent, external oversight advisory committee, approves the terms of reference as outlined in Annex 3 to the report and agrees to review, with inputs from the External Oversight Advisory Committee, the TORs at least every 3 years or earlier if it so requests;”*

## BACKGROUND

2. The Joint Inspection Unit (JIU) is the only independent external oversight body of the United Nations system mandated to conduct evaluations, inspections and investigations system wide. Its mandate is to look at cross-cutting issues and to act as an agent for change across the United Nations system. The JIU works to secure management and administrative efficiency and to promote greater coordination between UN agencies and with other internal and external oversight bodies.
3. The [review of the management and administration of the Joint United Nations Programme on HIV/AIDS \(UNAIDS\) \(JIU/REP/2019/7\)](#) was conducted as part of the JIU’s 2018 programme of work, but was suspended in July 2018 due to an overlap with two other independent reviews, which were also commissioned at that time. The JIU was also concerned that concurrent reviews would affect staff availability. In early 2019, a new timeline was discussed with senior management of the UNAIDS Secretariat and the JIU resumed its review. The response was completed on 13 November 2019, following the Executive Director’s receipt of the JIU’s final report.
4. The objective of the review was to provide an independent assessment of the regulatory frameworks and related practices concerning the management and administration of UNAIDS, with a view to highlighting areas for improvement. The review focused on the following areas:
  - strategic and operational planning;
  - governance;
  - oversight and accountability; and
  - human resource management and administrative services.
5. Based on the review, the inspectors made formal and informal recommendations for improvement. Three of the eight formal recommendations were to be considered by the PCB and five by the UNAIDS Executive Director, along with an additional 25 informal recommendations.
6. In 2019, the Board decided to establish a PCB Working Group to review the recommendations of the JIU directed to the PCB and provide advise on their implementation. In accordance with Decision Point 9.2 of the 45th meeting of the Programme Coordinating Board, the Working Group provided the PCB with the following deliverables:
  - presented a progress report at the 46th PCB meeting in June 2020;
  - held a PCB briefing on the options to be proposed at the 47th meeting of the PCB; and
  - presented its final report with implementation options at the 47th PCB meeting in December 2020.

7. In December 2019, the PCB Working Group on the JIU recommendations presented its [report to the PCB](#) and subsequent [decisions](#) on these recommendations were taken by the Board at its 47th meeting. This report responds to the following decisions:
  - 13.2: *Agrees* to the clarification of the oversight and accountability roles of the Programme Coordinating Board, and approves the annex “Oversight and accountability roles of the Programme Coordinating Board” as Annex 4 of the Modus Operandi;
  - 13.3: *Agrees* to establish an independent, external oversight advisory committee, approves the terms of reference as outlined in Annex 3 to the report and agrees to review, with inputs from the External Oversight Advisory Committee, the TORs at least every 3 years or earlier if it so requests.
8. The terms of reference (see Annex 1) of the UNAIDS Independent External Oversight Advisory Committee (IEOAC), approved by the PCB at its 47th PCB meeting in December 2020, lay out the process required to establish the IEOAC.
9. Paragraph 18 of the terms of reference of the IEOAC stipulates that members of the IEOAC shall be appointed by the PCB following a selection process as follows:
  - “The UNAIDS Executive Director shall in consultation with the PCB Bureau:
    - a) place a call for expressions of interest from suitably qualified and experienced individuals through advertisements in reputable international magazines and/or newspapers with wide geographical circulation, and on the Internet;
    - b) inform the PCB members and observers of the search process;
    - c) engage an external consultant or a professional search firm specialized in the recruitment for senior positions, to screen all applications, interview candidates deemed suitable, and prepare a shortlist of the most suitable candidate based on the criteria for recruitment. In finalizing the shortlist due regard will be given to the diversity referred to in Paragraph 10. The consultant shall provide a report containing a brief assessment of the unsuccessful candidates; and
    - d) constitute a selection panel; decisions of the selection panel will be made by consensus; if consensus cannot be reached, the issue will be referred to the PCB Bureau.
  - The PCB Bureau shall review the final selection of candidates and, if in full agreement, refer it to the PCB for final consideration and approval. If full agreement cannot be reached by the Bureau, the issue will be referred to the PCB.”

## **PROCESS FOR THE ESTABLISHMENT OF THE UNAIDS INDEPENDENT EXTERNAL OVERSIGHT ADVISORY COMMITTEE**

10. A full summary of the meeting of the PCB Bureau on 15 January 2021 is available at: [UNAIDS PCB Bureau 15 January 2021 | UNAIDS](#). Key points from that meeting follow.
11. Further to the approval of the terms of reference for the IEOAC, the PCB Bureau received its first update from the UNAIDS Executive Director on the establishment of the Committee. The Executive Director intended to promptly launch the recruitment of an external consultant or professional search firm so that members could be selected as soon as possible for intersessional PCB approval. The Committee would aim to provide its first official annual report in June 2022.
12. The Executive Director stated her intention to work closely with the PCB Bureau members throughout the process and to keep PCB members informed via regular updates to the Bureau.

13. Bureau members stressed the importance of allotting appropriate time to find and select qualified members, especially in light of the COVID-19 crisis.
14. A full summary of the meeting of the PCB Bureau on 30 April is available at: [UNAIDS PCB Bureau 30 April 2021 | UNAIDS](#). Key points from that meeting follow.
15. At the meeting of the PCB Bureau on 30 April 2021, the Secretariat noted that, further to lessons learned from the nomination process for the Executive Director, it was determined that a professional search firm would be best suited to place the call for expressions of interest. Therefore, the Secretariat had launched a call for proposals for the search firm to initiate the process. Given the timeframe to establish the oversight committee, the Secretariat contacted to all firms that had a long-term agreement with UN entities to conduct such searches.
16. A total of six firms had been contacted and three had submitted proposals for the PCB Bureau's consideration and selection. Prior to the meeting, Bureau members had submitted an evaluation of technical aspects of the three proposals.
17. The PCB Bureau members reviewed and discussed their technical scoring of the proposals on the basis of five criteria:
  - relevant experience,
  - search strategy,
  - screening,
  - due diligence, and
  - interview support.
18. Further to their discussion on the technical merits of the proposals, the members of the Bureau agreed on a ranking of the proposals. Subsequently the financial proposals were presented to the Bureau members for consideration. In their final consideration of the proposals, the Bureau members allotted 70% of the ranking to the technical aspect and 30% to the financial aspect. The Bureau agreed by consensus on the winning bid.
19. The Bureau's recommendation was communicated to the Executive Director who then finalized the recruitment of the professional search firm, based on the process conducted by the Bureau and in line with UNAIDS rules and regulations. The terms of reference for the professional search firm are included in Annex 2.
20. A full summary of the meeting of the PCB Bureau on 18 June is available at: [UNAIDS PCB Bureau 18 June 2021 | UNAIDS](#). Key points from that meeting follow.
21. The PCB Bureau met with the selected search firm, Oxford HR Consultants, to discuss the establishment of the IEOAC. The meeting considered a series of questions which the search firm had submitted in advance to both the Executive Director and the PCB Bureau.
22. Oxford HR provided a brief introduction to their work and noted that they looked forward to the Bureau's perspective on next steps and priorities for their work, including on the range of advertisements and the size of the applicant pool to be submitted to the Selection Panel for consideration.
23. The Bureau provided guidance on the questions, including on areas related to the balance of skills and experience for the committee; the appropriate number of candidates for the short list for consideration by the Selection Panel; and the proposed approach to advertisements.

24. A full summary of the meeting of the PCB Bureau on 15 July is available at: [UNAIDS PCB Bureau 15 July 2021 | UNAIDS](#). Key points from that meeting follow.
25. Further to the PCB Bureau's productive discussion with the search firm on its proposed advertisement strategy, Oxford HR submitted proposed costing for the advertisements and a revised timeline for completion of its work for consideration by the PCB Bureau.
26. With the Bureau's agreement, global advertisements from a wide range of sources, including in the *Economist* and in *Jeune Afrique*, were circulated to support the search for a balanced committee that would fulfill the requirements laid out in the terms of reference.
27. A full summary of the meeting of the PCB Bureau on 20 and 27 September is available at: [UNAIDS PCB Bureau 20 & 27 September 2021 | UNAIDS](#). Key points from that meeting follow.
28. The Bureau received an update on the establishment of the IEOAC.
29. The external search firm had provided a number of deliverables, including a candidate pack, the placement of advertisements, and an applicant screening tool, for approval by the PCB Bureau. Subsequently, the firm had begun a targeted search process and had contacted over 80 individuals. Advertisements had elicited encouraging responses.
30. Bureau members had also received a background document, developed by the search firm, which laid out the planned assessment process for potential candidates, including draft interview questions. The Bureau provided guidance on ensuring that interview questions allowed for appropriate diversity of experience and alignment with key values of UNAIDS.
31. Per the terms of reference, the search firm was responsible for conducting interview for a long list of candidates and then providing a short list to the Selection Panel. The Selection Panel would then consider the shortlist and provide a final list of recommended committee members for consideration by the PCB Bureau. If the PCB Bureau was in full agreement, they would then refer that list to the PCB for final consideration and approval.
32. The composition of the Selection Panel was not clearly defined in the terms of reference. Further to consultation with legal counsel, two options were presented to the PCB Bureau for consideration:
  - **Option 1:** Establish a selection panel of 3–5 experts from existing cosponsor oversight committees;
  - **Option 2:** Establish a selection panel of 10–12 members nominated by each constituency of the PCB (five regional groups of Member States represented, cosponsors, and the NGO Delegation), as well as members of the Secretariat.
33. The PCB Bureau recognized the merit of both options and the importance of the timely establishment of the Selection Panel. Bureau members proposed considering a hybrid option in which expert nominations were solicited from constituencies, valuing both expertise and broad ownership in the establishment of the oversight committee.
34. Finally, in its evaluation of the applicants, the external search firm had raised questions relating to potential conflicts of interest. The terms of reference of the IEOAC state that members of the committee shall remain independent and free of any real or perceived conflict of interest. The terms of reference further state, in paragraph 15, that members shall:

- a. “not engage in activity that could pose a conflict of interest that could impair their independence with UNAIDS;
  - b. not currently be, or have been within the three years prior to appointment to the IEOAC, employed or engaged in any capacity by the UNAIDS Secretariat or have an immediate family member working for, or having a contractual relationship with, the UNAIDS Secretariat; nor shall the member have been an applicant for employment at the UNAIDS Secretariat within the same time period;
  - c. not currently be, or have been within the three years prior to appointment to the IEOAC, member of a delegation to the UNAIDS PCB nor have an immediate family member serving as a member of a delegation to the PCB;
  - d. not currently be, or have been within the three years prior to appointment to the IEOAC, an employee of a member of the United Nations Panel of External Auditors or a member of the Joint Inspection Unit; and
  - e. not be eligible for any senior employment with the UNAIDS Secretariat for three years immediately following the last day of their tenure on the IEOAC.”
35. To further define activities that “could pose a conflict of interest that could impair their independence with UNAIDS”, a series of potential scenarios was put to the Bureau. They included situations where individuals serve on boards of organizations or work for organizations with a close link or relationship with the Joint Programme; serve on technical advisory committees of an organization closely related to the work of UNAIDS; or have a contractual relationship with an UNAIDS Cosponsor.
36. The PCB Bureau noted that working or contractual relationships with Cosponsors or organizations with financial relationships with UNAIDS could pose a conflict of interest, but underscored the importance of not overly restricting the pool of potential members in most other cases.
37. A full summary of the meeting of the PCB Bureau on 4 November is available at: [UNAIDS PCB Bureau 4 November 2021 | UNAIDS](#). Key points from that meeting follow.
38. The PCB Bureau received an update on the establishment of the IEOAC, including the status of applications to the Committee and the establishment of the Selection Panel.
39. Applications for the IEOAC closed in October 2021, with a total of 200 applications having been received.
40. The search firm had begun the process of identifying the short list of 22 candidates for the interview list, aiming for gender and geographic balance as far as possible, in addition to identifying disqualifying conflicts of interest in accordance with the PCB Bureau’s guidance and the terms of reference. The search firm noted key issues related to achieving this balance:
- a relative lack of candidates from eastern Europe and from the Latin America and Caribbean region; and
  - a relative shortage of French-speaking versus English-speaking applicants.
41. A call for nominations for the Selection Panel was circulated to PCB stakeholders in mid-October 2021 based on the terms of reference developed by the PCB Bureau and Secretariat (see Annex 3). The Selection Panel expected to receive a final report of short-listed candidates from the search firm, further to completion of the interview process.



## SUBMISSION OF THE OUTCOME OF THE SELECTION PANEL'S WORK TO THE PCB BUREAU

42. Further to the call for nominations from PCB stakeholders, the Selection Panel comprised the following individuals.

<b>Dr. Yiming Shao</b> Chief expert on AIDS, Chinese CDC, Chair of the Selection Panel
<b>Mr Matthew Gowaseb</b> Principal Partner, Matthew Gowaseb and Associates, Inc (consulting firm)
<b>Mr Niall Fry</b> Team Leader for WHO Policy Team, Global Health Directorate, FCDO
<b>Ms Amalia Lo Faso</b> UNICEF Audit Advisory Committee
<b>Ferenc Bagyinszky</b> Executive Coordinator of AIDS Action Europe, hosted by Deutsche Aidshilfe
<b>Sonal Mehta</b> Regional Director – International Planned Parenthood Federation South Asia Region

43. On 24 December 2021, the Chair of the Selection Panel, Dr Yiming Shao, submitted the outcome of the work of the Selection Panel and summaries of its meetings to the PCB Bureau for confirmation and to the UNAIDS Executive Director.
44. The Selection Panel met twice, on 20 November and 13 December 2021.
45. At its first meeting on 20 November 2021, the Selection Panel received a presentation with an overview of the Joint Programme, including its unique governance model, followed by an introduction to the establishment of the IEOAC.
46. The Selection Panel discussed ways of working, including the nomination of its Chair, Dr. Yiming Shao. The recruitment support mechanism, Oxford HR, provided an overview of the search process and introduced the scoring tool for assessing candidates (see Annex 4). Members agreed to submit their scoring of the candidates ahead of the Panel's second meeting.
47. Prior to their second meeting, the Selection Panel received the final report of the professional search firm along with the CVs and statements of interest of the 15 short-listed candidates.
48. At the Panel's second meeting, on 13 December 2021, members discussed their individual scores of the candidates, which had been consolidated prior to the meeting. Members agreed unanimously on the high caliber of the 15 short-listed candidates who were deemed well-suited to serve on the committee in their own right. Members also acknowledged the excellent outcome of the search conducted by Oxford HR Consultants.

49. While recognizing that some similarly-sized UN organizations compose committees of five members, the Selection Panel supported a committee of seven members to allow for inclusion of diverse skills sets and to achieve a balanced committee.
50. In considering the final list of seven proposed candidates, the Selection Panel took into consideration: the technical scoring, geographical representation (with an emphasis on ensuring that the region most affected by HIV, Africa, was well-represented), gender balance, and the inclusion of specific skills to ensure broad expertise in implementation of HIV programming and partnerships, as well as more traditional oversight experience, as laid out in the terms of reference.
51. One member was excused as she was not able to perform the scoring nor be present at this meeting for unexpected personal reasons. Another member was absent at the meeting for medical reasons, but had been able to perform the scoring. Both confirmed their trust in the Selection Panel for finalizing the selection. The two members were excused.
52. The Selection Panel agreed to a proposed list of seven candidates for submission to the PCB Bureau. Further to a final review of the conflicts of interest for candidates, it was determined that one candidate had a potentially disqualifying conflict of interest. The Selection Panel agreed to substitute the candidate in question with another equally qualified candidate, while maintaining the balance of skills on the proposed committee.
53. The Selection Panel agreed to submit to the PCB Bureau the revised short list of candidates for consideration (see Annex 5 for the detailed résumés and cover letters of the seven selected candidates):
  - Saad Bounja,
  - David Kanja,
  - Bushra Malik,
  - Ibrahim James Pam,
  - Benoit de Schoutheete,
  - Hélène Rossert, and
  - Agnieszka Slomka Golebiowska.
54. The PCB Bureau and the UNAIDS Executive Director commended the caliber of the selected committee members and the thorough work of the Selection Panel. Given the volume of qualified candidates, it was agreed that those not highly qualified candidates who were selected in this round would be included on a roster for future consideration subject to their agreement. The PCB Bureau reviewed the final selection of candidates and, per the terms of reference, agreed to submit the proposed composition to the PCB for final consideration and approval.
55. Given the timeframe, the 2021 PCB Bureau agreed to hand over their work on the establishment of the UNAIDS IEOAC to the 2022 PCB Bureau for the intersessional decision-making process.
56. At the first meeting of the 2022 PCB Bureau, held on 4 February 2022, the Bureau met to discuss the establishment of the IEOAC. Prior to the meeting, the PCB Bureau received the summary of the Selection Panel's work. The 2022 Bureau invited the 2021 PCB Bureau to provide additional context and to respond to any questions.
57. The Bureau received a presentation regarding the process and the final outcome of the Selection Panel. It discussed the process and the next steps for completion of the establishment of the IEOAC.

58. Further to that meeting, the PCB Bureau agreed to submit this report on the establishment of the IEOAC, as well as the final proposed composition of the IEOAC for final consideration and approval by the PCB through the intersessional decision-making process.

### DRAFT DECISION POINTS

59. The PCB is requested to:
- *recall* Decision Point 13.3 from the 47th PCB meeting approving the Terms of Reference for the UNAIDS Independent External Oversight Advisory Committee;
  - *take note* of the report on the establishment of the UNAIDS Independent External Oversight Advisory Committee ;
  - *approve* the composition of the UNAIDS Independent External Oversight Advisory Committee for 2022–2023 as submitted by the PCB Bureau; and
  - *look forward* to the first report of the UNAIDS Independent External Oversight Advisory Committee at the 50th PCB meeting in June 2022.

## ANNEXES

### Annex 1: Terms of reference of the UNAIDS Independent External Oversight Advisory Committee

#### Background

In 2019, the United National Joint Inspection Unit completed a review of the Joint United Nations Programme on HIV/AIDS (UNAIDS) and produced a report entitled “Review of the Management and Administration of UNAIDS” with a series of recommendations. The JIU Formal Recommendation 5 reads: “The Programme Coordinating Board should consider creating an independent and external oversight committee to provide independent expert advice to the Programme Coordinating Board and to the Executive Director in fulfilling their governance and oversight responsibilities.”

In December 2020 at the 47th meeting of the UNAIDS PCB, the PCB approved the creation of an independent oversight committee.

#### Purpose

1. The Independent External Oversight Advisory Committee (IEOAC) is a subsidiary body of the UNAIDS Programme Coordinating Board (PCB) created under the authority of the PCB as set out by ECOSOC and outlined in the UNAIDS Modus Operandi. The IEOAC is an advisory body mandated to provide independent, external, expert advice to the PCB and to the UNAIDS Executive Director in fulfilling their governance and oversight responsibilities, including assessing the effectiveness of the internal control systems, risk management and governance processes of UNAIDS. The IEOAC role is to strengthen accountability and oversight within UNAIDS.
2. The IEOAC provides advice to the PCB and the Executive Director on:
  - a) the quality and the level of financial reporting, governance, risk management, and internal controls within the UNAIDS Secretariat;
  - b) the responses and actions taken by the UNAIDS Secretariat management on internal and external audit recommendations;
  - c) the independence, effectiveness and objectivity of the internal and external audit functions; and
  - d) the interaction and communication between the PCB, the External Auditor, the Internal Auditor, the Ethics Officer, and UNAIDS Secretariat management.

#### Responsibilities

3. The specific responsibilities of the IEOAC include advising the PCB and the Executive Director on the following:
  - a) Financial and performance reporting: consider issues arising from the audited financial statements and financial and performance reports produced for the PCB;
  - b) Accounting: consider the appropriateness of accounting policies, standards and disclosure practices and any changes and risks thereto;
  - c) External audit: review the scope, plan and approach of the External Auditor’s work, and follow-up on external audit recommendations;
  - d) Internal audit: review the scope, plan, resources, performance of the internal audit function and the Internal Auditor, and the appropriateness of the independence of this function, and follow-up on internal audit recommendations;

- e) Risk management and internal controls: review the effectiveness of UNAIDS Secretariat internal control systems, including management and internal governance practice;
- f) Financial regulations and rules: consider the operation and effectiveness of the financial regulations;
- g) Compliance: review the systems established by the UNAIDS Secretariat to maintain and promote compliance with laws, regulations, policies and high standards of integrity and ethical conduct to prevent conflicts of interest;
- h) Monitor issues and trends arising from UNAIDS Secretariat financial and performance reporting, including audit reports, and advise the PCB on implications to UNAIDS;
- i) Review and advise on the ethics function, investigation function, and measures taken to prevent fraud;
- j) Track all JIU reports issued, and recommendations relevant to UNAIDS;
- k) Review the reports of the internal auditor and monitor the number of open investigations and progress on completion of investigations on allegations of misconduct against UNAIDS Secretariat staff;
- l) Establish an annual work plan including the follow-up and monitoring of any internal and external oversight recommendations;
- m) Provide annual update to the PCB; and
- n) Perform any other duties consistent with the mandate as requested by the PCB.

#### **Authority**

- 4. Through the PCB Bureau, the IEOAC shall have the necessary authority, including, full access to information and records within the UNAIDS Secretariat in order to fulfil its responsibilities, subject to issues of privacy and confidentiality. Access to information and records will be requested through the PCB Bureau.
- 5. The IEOAC will have unrestricted and confidential access to the Internal Auditor, the External Auditor and the Ethics Officer.
- 6. The IEOAC Terms of Reference may be reviewed and revised as necessary in order to best respond to emerging priorities and new challenges. Any proposed amendment to the Terms of Reference shall be submitted to the PCB through its Bureau for approval.
- 7. The IEOAC, as an advisory body, has neither executive authority nor other operational responsibilities.

#### **Composition**

- 8. The IEOAC shall be comprised of not fewer than five and up to seven independent expert members serving in their personal capacity in an ethical manner.
- 9. To undertake their role effectively, members of the IEOAC must possess knowledge, skills and senior-level experience in at least one of the following areas:
  - (a) finance and audit;
  - (b) organization governance and accountability structure;
  - (c) risk management and internal control;
  - (d) investigations; and
  - (e) senior-level management.

Collectively, the committee shall possess knowledge, skills and senior-level experience in all of the above areas.

10. Membership should reflect the composition elements of the PCB with due regard to:
  - (a) geographic distribution according to ECOSOC;
  - (b) gender balance;
  - (c) public, private and not-for-profit sector experience; and
  - (d) levels of country economic development.
11. All IEOAC members must possess a strong understanding of UN and/or intergovernmental organizations.
12. All IEOAC members shall be proficient in at least one of the two working languages of UNAIDS.
13. Members should have an understanding of the mandate, values and objectives of the UNAIDS Joint Programme, the accountability structure, the relevant rules governing it, and its organizational culture and control environment.

### **Independence**

14. Since the role of the IEOAC is to provide objective advice, members shall remain independent and free of any real or perceived conflict of interest.
15. Members of the IEOAC shall:
  - a) not engage in activity that could pose a conflict of interest that could impair their independence with UNAIDS;
  - b) not currently be, or have been within the three years prior to appointment to the IEOAC, employed or engaged in any capacity by the UNAIDS Secretariat or have an immediate family member working for, or having a contractual relationship with, the UNAIDS Secretariat; nor shall the member have been an applicant for employment at the UNAIDS Secretariat within the same time period;
  - c) not currently be, or have been within the three years prior to appointment to the IEOAC, member of a delegation to the UNAIDS PCB nor have an immediate family member serving as a member of a delegation to the PCB;
  - d) not currently be, or have been within the three years prior to appointment to the IEOAC, an employee of a member of the United Nations Panel of External Auditors or a member of the Joint Inspection Unit; and
  - e) not be eligible for any senior employment with the UNAIDS Secretariat for three years immediately following the last day of their tenure on the IEOAC.
16. IEOAC members shall serve in their personal capacity and shall not seek or accept instructions concerning their work on the IEOAC from any government, constituent or other authority internal or external to UNAIDS.
17. Prior to the first scheduled meeting of the IEOAC in each calendar year, members of the IEOAC shall sign an annual declaration of independence and statement of financial interests. Members shall also inform the Chair of the PCB of any change in their professional situation, or any other matter that could be perceived to influence their independence or capacity to act. In addition, members shall sign a declaration of confidentiality regarding their work as a member of the IEOAC.

## **Selection, appointment and term**

18. Members of the IEOAC shall be appointed by the PCB following a selection process as set out in the following paragraphs.
19. The UNAIDS Executive Director shall in consultation with the PCB Bureau:
  - a) place a call for expressions of interest from suitably qualified and experienced individuals through advertisements in reputable international magazines and/or newspapers with wide geographical circulation, and on the Internet;
  - b) inform the PCB members and observers of the search process;
  - c) engage an external consultant or a professional search firm specialized in the recruitment for senior positions, to screen all applications, interview candidates deemed suitable, and prepare a shortlist of the most suitable candidate based on the criteria for recruitment. In finalizing the shortlist due regard will be given to the diversity referred to in Paragraph 10. The consultant shall provide a report containing a brief assessment of the unsuccessful candidates; and
  - d) constitute a selection panel; decisions of the selection panel will be made by consensus; if consensus cannot be reached, the issue will be referred to the PCB Bureau.
20. The PCB Bureau shall review the final selection of candidates and, if in full agreement, refer it to the PCB for final consideration and approval. If full agreement cannot be reached by the Bureau, the issue will be referred to the PCB.
21. Members of the IEOAC are appointed to serve a term of two years. Terms are renewable for a second and final term of two years, which need not be consecutive. However, in the inaugural IEOAC, half of the Committee members will be asked to serve a single three-year term so as to allow for a staggered replacement of members at the time of renewal, thereby ensuring that all members do not complete their terms at the same time. Thereafter, all renewable terms will be for two years only.
22. The position of Chair will be rotational and shall be selected by the IEOAC members from among their number; the Chair shall serve in this capacity for a maximum of one term of their membership of the IEOAC.
23. A member of the IEOAC may resign his/her membership by giving notice in writing to the Chair of the PCB. A special temporary appointment for the remainder of the outgoing member's term shall be made in accordance with the provisions set out in paragraph 19 to cater for such a vacancy.
24. A member appointed by the PCB as laid down in paragraph 23 shall be eligible for reappointment to the IEOAC for a second and final term.
25. An appointment to the IEOAC may only be revoked by the PCB.

## **Meetings**

26. The IEOAC shall meet, in principle two times per year, normally in March and September. A third meeting may be called in the intervening months if deemed necessary. The exact number of meetings per year will depend on the agreed workload for the IEOAC and the most appropriate timing for consideration of specific matters. Interpretation shall be provided during the meetings, as necessary, in the two working languages of UNAIDS.

27. Subject to these terms of reference, the IEOAC may establish its own rules of procedure to assist its members in executing their responsibilities. The IEOAC rules of procedure shall be communicated to the PCB for its information.
28. The IEOAC deliberations shall be through group discussion. As such members are expected to attend all scheduled sessions of the Committee. As members serve in a personal capacity, alternates are not permitted.
29. UNAIDS officials with functions relevant to the items on the agenda of the IEOAC may be invited to join a meeting by the IEOAC.

### **Reporting**

30. The Chairperson of the IEOAC will present an annual report containing advice, observations and recommendations as appropriate, in writing for consideration by the PCB; an in-person report by the Chairperson of the IEOAC may be requested by the PCB.
31. Interim reports addressing key findings and matters of importance may be submitted to the PCB Bureau at the discretion of the IEOAC or request of the PCB Bureau at any time. The Chairperson of the IEOAC may inform the Bureau at any time of any serious governance issue.
32. To promote transparency, IEOAC meeting notes will be posted publicly on the UNAIDS website. If agreed by the PCB Bureau, meeting notes may be redacted to remove private and confidential information.

### **Administrative arrangements**

33. Members of the IEOAC will provide their services pro bono.
34. Members of the IEOAC shall, in accordance with the travel procedures applying to members of the PCB:
  - a) receive a daily subsistence allowance for periods of attendance at IEOAC meetings or when on other official IEOAC business; and
  - b) for those not residing in Geneva or the Geneva/France border communities, be entitled to reimbursement of travel expenses to attend the IEOAC sessions.
35. The UNAIDS Secretariat shall provide logistical and administrative support to the IEOAC.
36. Periodic external review of the IEOAC performance should be conducted self-assessment every year and independent evaluation 2 years with a report to the PCB.



## Annex 2: Terms of reference of the search firm

### Statement of work for the recruitment support mechanism of the selection process for the UNAIDS Independent External Oversight Advisory Committee

Objective	The recruitment support mechanism will assist the UNAIDS Executive Director and the UNAIDS Programme Coordinating Board (PCB) Bureau to select a list of possible candidates through a global, far-reaching and highly proactive effort respectful of the criteria set in the process and terms of reference of the Independent External Oversight Advisory Committee.
Tasks	<p><b>Phase 1</b></p> <p>The recruitment support mechanism for the UNAIDS Executive Director and PCB Bureau will:</p> <ol style="list-style-type: none"> <li>1. Gain an understanding of the profile/role of the possible candidates, based on a detailed briefing from UNAIDS Secretariat, including the approved terms of reference for the Independent External Oversight Advisory Committee.</li> <li>2. Develop a Position Specification for the candidates, in accordance with the approved Terms of Reference and the guidance of the Deputy Executive Director, Management and Governance, UNAIDS, that will be used in the global search for suitable candidates. This specification will be approved by the UNAIDS Secretariat.</li> <li>3. Conduct the global search for highly qualified candidates for the Oversight Committee, with due consideration for gender and geographic diversity, including placing calls for expression of interest through advertisements in reputable international magazines and/or newspapers with appropriate geographical circulation and on in the internet.</li> <li>4. Provide necessary strategic expert input to the selection process to ensure that the quality of the proposed candidates reflects the requirements of the Terms of Reference. This includes recommending an appropriate due diligence strategy for approval by the UNAIDS Deputy Executive Director, Management and Governance.</li> <li>5. Support in the finalization of the framework and methodology for screening all candidates, including the scoring tool.</li> <li>6. Propose a framework for interview process and interview guide.</li> <li>7. Alert the UNAIDS Secretariat as early as possible to any gaps in regional reach and/or gender diversity, and the two working languages of UNAIDS, and seek guidance on how to address such gaps to ensure that the pool of candidates is as broad as possible.</li> </ol>

	<p><b>Phase 2</b></p> <p>The recruitment supportive mechanism will:</p> <ol style="list-style-type: none"> <li>7. Apply the screening methodology developed in Phase 1 to categorize all candidates.</li> <li>8. Present a list of suitable candidates to be interviewed and conduct these interviews consistent with the approved terms of reference for the committee.</li> <li>9. On basis of interviews, present the stratified list to the UNAIDS Deputy Executive Director, Management and Governance, accompanied by a detailed report on the profile of each qualified candidate and a brief assessment of the unsuitable candidates.</li> <li>10. Undertake the due diligence procedure as approved in phase 1 on the candidates identified in point 11, and present the relevant report to the Secretariat.</li> <li>11. Prepare and present complete files and reports (including detailed references) of candidates as requested by the selection panel to be constituted by the UNAIDS Executive Director, taking into account possible interviews.</li> </ol>
<p>Deliverables</p>	<p>Refer to tasks section above.</p> <p><b>Deadlines for Phase 1:</b></p> <ol style="list-style-type: none"> <li>1. Understanding of profile/role</li> <li>2. Position specification</li> <li>3. Due diligence strategy proposal</li> <li>4. Finalization of screening framework and methodology</li> <li>5. Framework for interview process and interview guide</li> </ol> <p><b>Deadlines for Phase 2:</b></p> <ol style="list-style-type: none"> <li>6. Conduct global search</li> <li>7. Alert selection panel of gaps in candidates</li> <li>8. Categorize candidates</li> <li>9. Conduct interviews</li> <li>10. Present short list to selection panel</li> <li>11. Present due diligence report</li> <li>12. Present complete files and reports</li> </ol>
<p>Place of Performance</p>	<p>The work will be performed between the Executive Director with the support of the UNAIDS Secretariat, the PCB Bureau, and a selection panel, the recruitment support mechanism usual office of business, or through electronic communication tools, and at other locations that may be agreed between the Secretariat and the recruitment support mechanism.</p>
<p>Period of Performance</p>	<p>The period of performance is 2021.</p>
<p>Budget</p>	<p>GBP 75,200</p>

## **Annex 3: Terms of reference for the Selection Panel for the UNAIDS Independent External Oversight Advisory Committee**

### **Terms of reference**

#### **Selection Panel for members of the Independent External Oversight Advisory Committee of the Joint United Nations Programme on HIV/AIDS**

#### **Background**

1. In December 2020, the 47th meeting of the Programme Coordinating Board (PCB) of the Joint United Nations Programme on HIV/AIDS (UNAIDS) established an Independent External Oversight Advisory Committee of UNAIDS and approved its Terms of Reference.<sup>1 2</sup>
2. The Independent External Oversight Advisory Committee (IEOAC) is a subsidiary body of the UNAIDS PCB, created under the authority of the PCB as set out by ECOSOC and outlined in the UNAIDS Modus Operandi. The IEOAC is an advisory body mandated to provide independent, external, expert advice to the PCB and to the UNAIDS Executive Director in fulfilling their governance and oversight responsibilities, including assessing the effectiveness of the internal control systems, risk management and governance processes of UNAIDS. The IEOAC role is to strengthen accountability and oversight within UNAIDS.
3. The IEOAC provides advice to the PCB and the Executive Director on:
  - a) the quality and the level of financial reporting, governance, risk management, and internal controls within the UNAIDS Secretariat;
  - b) the responses and actions taken by the UNAIDS Secretariat management on internal and external audit recommendations;
  - c) the independence, effectiveness and objectivity of the internal and external audit functions; and
  - d) the interaction and communication between the PCB, the External Auditor, the Internal Auditor, the Ethics Officer, and UNAIDS Secretariat management.
4. The responsibilities of the IEOAC are enumerated in the Terms of Reference of the IEOAC, annexed to the present document (please see Annex 1).

#### **Establishment of the Selection Panel for members of the IEOAC**

5. As per the terms of reference of the IEOAC, the UNAIDS Executive Director shall, in consultation with the PCB Bureau, constitute a selection panel as part of the process to select and appoint members to the IEOAC.

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<sup>1</sup> Decision 13.3 "Agrees to establish an independent, external oversight advisory committee, approves the terms of reference as outlined in annex 3 to the report and agrees to review, with inputs from the External Oversight Advisory Committee, the TORs at least every 3 years or earlier if it so requests". Decisions of the 47th PCB meeting are available here:

[https://www.unaids.org/sites/default/files/media\\_asset/Decisions\\_%28PCB47%29\\_Final\\_EN\\_rev1.pdf](https://www.unaids.org/sites/default/files/media_asset/Decisions_%28PCB47%29_Final_EN_rev1.pdf).

<sup>2</sup> Please see the Terms of Reference of the IEOAC in Annex 1 of the present document.

## **Purpose**

6. The purpose of the Selection Panel is to review the shortlist of some 15 candidates for the IEOAC as received by the external search firm and make recommendations to the PCB on the final selection of 5–7 IEOAC members.

## **Membership**

7. The Executive Director and the PCB Bureau agreed that the Selection Panel shall be composed of eleven members, nominated as follows:
  - a) Five members nominated by each of the ECOSOC regional groups of Member States;
  - b) Two members nominated by the NGO delegation;
  - c) Three experts from existing cosponsor oversight committees nominated by the cosponsors;
  - d) One Secretariat staff member serving in an ex-officio role.
8. The members of the Selection Panel act in their personal capacity and shall not seek or accept instructions concerning their work from any government, constituent or other authority internal or external to UNAIDS.
9. While the members can be from any country, the individual should not serve as a current representative of a Member State or other constituency of the PCB.
10. The Selection Panel will select a Chair from among its members.

## **Responsibilities of the Selection Panel**

11. The work of the Selection Panel will constitute one step in the process<sup>3</sup> to select and appoint members to the IEOAC. Prior to the establishment of the Selection Panel, the UNAIDS Executive Director, in consultation with the PCB Bureau, will have:
  - a) Called for expression of interest from suitably qualified and experienced individuals to be appointed to the IEOAC;
  - b) Informed the PCB members and observers of the search process;
  - c) Engaged a professional search firm to screen applications, interview suitable candidates and prepare a shortlist and detailed profiles of qualified candidates.
12. The responsibilities of the Selection Panel will be to:
  - a) Review the scoring tool developed to assess candidates;
  - b) Review the report prepared by the professional search firm, including:
    - a list of potential candidates;
    - detailed profiles of each qualified candidate, including references;
    - assessment of unsuitable candidates; and
    - a due diligence report;
  - c) Assess the shortlisted candidates using the Terms of Reference of the IEOAC, included in Annex 1, and the assessment tool included in Annex 2 of this document;
  - d) Recommend no less than five and up to seven candidates as members of the IEOAC; and
  - e) Send the list of recommended candidates to the PCB Bureau together with a short rationale for each recommendation.

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<sup>3</sup> Please see details of the full process to select and appoint members in the IEOAC Terms of Reference provided in Annex 1.

## Working modalities and guiding principles of the work of the Selection Panel

13. The Selection Panel members shall, individually and collectively, apply the following principles in their work:
- a) **Consensus:** Recommendations of the Selection Panel shall be made by consensus. If consensus cannot be reached, the issue will be referred to the PCB Bureau.
  - b) **Confidentiality:** Members of the Selection Panel shall maintain strict confidentiality in all their work to protect the privacy of the candidates.
  - c) **Declaration of conflict of interest:** Members of the Selection Panel shall declare any potential conflicts of interest with regard to any of the candidates and shall recuse themselves as appropriate.
  - d) **Diversity:** The Selection Panel shall seek to ensure diversity among the recommended candidates with due regard to geographic distribution; gender balance; public, private and not-for-profit sector experience; and levels of country economic development.
  - e) **Expertise:** The Selection Panel will base its assessment of candidates and its recommendations on the Terms of Reference of the IEOAC as well as on the relevant expertise and experience as outlined in the report of the professional search firm. Competence and expertise of the candidates will be the most important considerations in determining the Selection Panel recommendations.
  - f) **Ethical due diligence:** The Selection Panel will carefully consider the due diligence report provided to them to ensure that the recommended candidates espouse the values of honesty, transparency, accountability, integrity and teamwork.

## Operational modalities

14. The Selection Panel shall in principle meet twice. At the first meeting, the Selection Panel shall elect a Chair from among its members, agree on its ways of working, review the IEOAC Terms of Reference and the Assessment Tool for evaluating candidates, and meet with the search firm to discuss the expected shortlist.
15. The report including the shortlist of candidates, candidate profiles and due diligence assessment will be sent to the Selection Panel following the first meeting. Each member will be expected to provide an assessment of the candidates in advance of the second meeting following the scoring tool in annex 2.
16. At its second meeting, the Selection Panel will complete its assessment of the candidates and agree on a list of recommended candidates and on a rationale for each recommendation. A third meeting may be called by the Selection Panel if deemed necessary following review of their timeline.
17. Meetings will be held virtually and will be administratively supported by the UNAIDS Secretariat. The UNAIDS Secretariat Governance Team will also support the Selection Panel in obtaining independent legal advice as required and in ensuring due process as set out in the Terms of Reference of the IEOAC and the founding documents.

## Timeline of work

- |                 |   |
|-----------------|---|
| 11 October 2021 | Call to nominate members to the Selection Panel sent to PCB members |
| 25 October 2021 | Deadline to nominate members to the Selection Panel                 |

1 November 2021	Selection Panel established by the UNAIDS Executive Director in consultation with the PCB Bureau
22 November 2021	First meeting of the Selection Panel
30 November 2021	List of qualified candidates, candidate profiles and due diligence report sent to the Selection Panel
10 December 2021	Selection Panel members submit scoring of candidates to UNAIDS (see Annex 2)
13 December 2021	Second meeting of the Selection Panel
24 December 2021	Recommendations of the Selection Panel sent by the Chair of the Selection Panel to the PCB Bureau
February 2022	PCB Bureau sends the composition of the selection panel to PCB Members for intersessional decision-making/confirmation

**Annex 4: Scoring tool for the assessment of candidates for the UNAIDS Independent Oversight Advisory Committee (developed by recruitment support mechanism)**

Evidence Level					
No evidence	Almost no evidence	Some evidence	Adequate evidence	Good evidence	Very strong evidence
0	1	2	3	4	5

Core competencies
At least 10 years senior level experience in complex organisations
High level knowledge of at least one of the following: finance and audit, governance and accounting, risk management and internal control, ethics and anti-corruption, senior level management.
Demonstrated knowledge and experience of the UN and / or intergovernmental organisations
Understanding of general legal concepts
Demonstrated ability to deliver recommendations across different levels of a multicultural organization
A track record of providing advisory capacity to executive level stakeholders
Previous oversight committee experience
Dedication and commitment to the values and work of UNAIDS

## Annex 5: Curriculum Vitae for final proposed selection of candidates

**Candidate: Saad Bounja**

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### **Finance, Audit & Governance Leader and Advisor**

*Accomplished, agile and results-driven executive with deep credentials in Internal Audit, SOX, Governance, Finance and Compliance acquired while working in global and complex organizations.*

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As a retired senior executive, I have a demonstrated track record leading, transforming global functions, and managing multi-cultural teams across regulated and non-regulated industries (medical technology, retail, services.) Expert in evaluating, improving, managing all aspects of the internal audit lifecycle, and helping organizations understand and address enterprise and compliance risks. Designed and implemented complex compliance monitoring and testing programs.

I have significant expertise providing governance and risk management oversight to Not for Profit and Non-Governmental Organizations, including the UN System.

I am currently enrolled in a MS in Global Affairs part time program at New York University (NYU) to fulfill a long-term passion for International Relations, Global Development and Humanitarian Advocacy and Assistance. Expected Graduation: Fall 2022.

### **Highlighted Areas of Expertise**

- Internal Audit
- Internal Controls and SOX
- Enterprise Risk Management
- Project Management
- Data Analytics
- Compliance Monitoring & Testing
- Change Management
- Finance & Accounting
- Ethics & Investigation
- UN System & Governance

### **EXPERIENCE**

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#### **Becton Dickinson & Co (BDX – \$16B Medical Technology Co – NYSE)**

**Feb 2012 – Mar 2019**

**Vice President, Compliance (BDX), Jan 2017 – Mar 2019**

Led the integration of key compliance monitoring processes and activities in connection with two large acquisitions made by BDX in 2014 and 2017. Led the design and implementation of an enterprise compliance risk assessment program.

#### *Select Accomplishments*

- Designed and implemented a Data Analytics compliance program focused on Anti-Bribery/Anti-Corruption and Healthcare Compliance risks. The program enabled the rapid detection of potential deviations from compliance policies and effective and timely remediation activities designed to mitigate these key risks.
- Spearheaded an innovative predictive fraud monitoring program that correlates organizational, HR and other data elements and has helped strengthen the ethical climate in the organization.



**Vice President, Finance (BD Biosciences), Mar 2014 - Jan 2017**

Oversaw WW Finance function at this \$1.2B Business Unit (28 associates in General Accounting, FP&A, Cost, Royalty management) across 5 locations. Participated in all key decisions of the business (e.g. Strategy, M&A, R&D, Operations.) Led the transformation of the Finance function centered on business partnering, continuous improvement and compliance, enabled by organizational and process changes.

*Select Accomplishments*

- Strengthened controls and procedures that led to improved revenue forecast accuracy (from 85%+ to 97%+ accuracy from 2015 to 2016).
- Expanded margins (\$5M) through improved solution pricing governance.

**Vice President, Internal Audit (BDX), Feb 2012 - Mar 2014**

Reported functionally to the Audit Committee and administratively to the CFO; Member of the BD Leadership Team. Oversaw a global internal audit and SOX team of 25 auditors in 5 countries. Led the transformation of the internal audit function to align with best practices. Partnered with CFO and Treasurer to streamline the ERM program based on leading practices. Introduced data analysis as a core enabler to internal audit activities. Partnered with the Ethics function to support investigations.

*Select Accomplishments*

- Helped position the function in the top 10% percentile based on an independent best practice benchmarking assessment conducted in 2014.
- Improved the stature of the IA function particularly at the Audit Committee and Executive Team levels which led to a substantial increase in the level of solicitation for special projects.

**PwC, New York, NY**

Dec 1997 - Feb 2012

**Managing Director, Internal Audit Services**

Provided internal audit and SOX expert advisory services across various sectors including the UN System. Oversaw quality of IA and SOX engagements and all aspect of the end-to-end internal audit lifecycle. Helped clients design and implement robust Enterprise Risk Management Program. Led successful high-profile internal PwC initiatives focused on client service delivery and process improvement.

*Select Accomplishments*

- Helped F10 to 500 clients achieve conformance with the IIA standards.
- Enhanced the effectiveness while reducing the cost of the SOX program by 50% to 70% at publicly listed companies.

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**EDUCATION/PROFESSIONAL CERTIFICATION**

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**NYU, Center for Global Affairs – MS in Global Affairs** program (part time) – expected graduation: 2022

**Paris Graduate School of Management** (ESCP Business School) – Paris, France - Majors in Management Accounting and Corporate Finance. 1984 to 1987.

**Certified Internal Auditor** since 1997.

### **AFFILIATIONS/VOLUNTEER ACTIVITIES**

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**CGIAR (Consultative Group for International Agricultural Research) System Council** – Consortium of Agriculture Centers dedicated to alleviating poverty and other global issues through agricultural research. **Chair**, Assurance Oversight Committee since January 2019.

**UNESCO (United Nations Agency)** - Paris, France - Member of the Oversight Advisory Committee providing advisory support to the Director-General in the areas of Audit, Evaluation, Ethics and Risk Management. From 2014 to 2018.

Fluent in **English, French** and **Arabic**. Knowledge of **basic Spanish**.

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**Candidate: David Kanja**

**PROFESSIONAL SUMMARY**

Over 35 years that includes effective and strategic leadership of operationally independent and objective internal audit, investigation, evaluation and inspection functions in large complex international organizations. Proven ability to maintain excellent professional and collaborative relationships with senior management, audit committees, governing bodies and other key stakeholders. Strong inter-personal skills and high standards of integrity and professionalism. Excellent professional credentials that include various auditing, risk management and accounting qualifications as well as a first-class honors commerce degree.

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**PROFESSIONAL EXPERIENCE**

**UNITED NATIONS, New York, USA**

***Assistant Secretary-General, Office of Internal Oversight Services (June 2012 to June 2021)***

Oversaw the activities of the operationally independent audit, investigation, evaluation and inspection functions of the United Nations, which is a global intergovernmental organization that has an annual operating budget of about \$10 billion and employs over 37,000 civilian staff and 81,000 military and police personnel. Oversaw activities conducted by 320 staff based in multiple duty stations around the world delivering risk-based and objective audits, investigations, evaluations, inspections and related advisory services. Oversight assignment results were provided to Senior Management, three Audit Committees and the General Assembly.

**UNITED NATIONS CHILDREN'S FUND, New York, USA**

***Director, Office of Internal Audit and Investigations (2010 to 2012)***

Managed the operationally independent audit and investigations functions of the United Nations Children's Fund (UNICEF), which had an annual operating budget of \$4 billion and employed over 11,000 staff in 2012. Oversaw auditors and investigators based in New York delivering risk-based and objective audits, investigations and related advisory services. Reported to the Executive Director and had additional reporting relationships with the Executive Board and Audit Committee.

**THE WORLD BANK GROUP, Washington DC, USA**

***Manager, Internal Audit Department (2001 to 2010)***

Managed various key areas within the audit function of the World Bank Group, which has more than 10,000 employees in more than 120 offices worldwide and is one of the world's largest sources of funding and knowledge for developing countries. Oversaw numerous groups of 10 to 15 audit staff who delivered risk-based and objective audits and related advisory services to the organization. Audit assignment results were provided to the

organization's senior management and Audit Committee. Reported to the World Bank Group Auditor General.

***Senior Auditor, Internal Audit Department (1995 to 2001)***

Managed engagement teams that delivered various internal audit risk-based assurance and advisory assignments, and conducted special reviews. Effectively coordinated departmental audit quality control matters, managed relationships with key clients, and periodically updated the audit manual.

***Investment Analyst, International Finance Corporation (1993 to 1995)***

Handled the headquarters review and processing of International Finance Corporation field office small and medium size investment proposals in the East and Southern Africa Regions.

***Auditor, Internal Audit Department (1992 to 1993)***

Performed various internal audit risk-based assurance and advisory engagements, and special reviews of regional units and institutional reporting systems.

**DELOITTE & TOUCHE MANAGEMENT CONSULTANTS LTD, Nairobi, Kenya**

***Senior Manager (1990 to 1992)***

Oversaw a team of professionals in the Nairobi office of Deloitte & Touche, which was part of one of the largest professional services networks in the world. This team provided auditing, financial advisory, consulting and risk advisory services to major private sector companies as well as donor funded activities in government ministries, state owned enterprises, and non governmental organizations in East Africa.

***Supervising Consultant (1988 to 1990)***

Managed teams that provided auditing, accounting, risk advisory and consulting services to programs funded by the World Bank and other development agencies.

**DELOITTE HASKINS & SELLS, London, United Kingdom**

***Audit Manager (1987 to 1988)***

Oversaw various audit teams in the London office of Deloitte Haskins & Sells, which was part of one of the largest audit firms in the world. These teams conducted independent financial statement and internal control audits of subsidiaries of major public companies and medium sized limited companies.

***Audit Senior (1983 to 1986)***

Was responsible for the conduct of independent financial statement and internal control audits and the supervision of audit teams. Was also involved in the provision of accountancy work to the firm's clients.

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**EDUCATION AND PROFESSIONAL QUALIFICATIONS**

***Practicing Certificate #7602741, 2019***

Institute of Chartered Accountants in England and Wales

***Certification in Risk Management Assurance (CRMA), 2013***

Institute of Internal Auditors, USA

***Certified Internal Auditor (CIA), 1992***

Institute of Internal Auditors, USA

Best overall performance in the November 1992 worldwide examination

***Certified Public Accountant (CPA), 1988***

Institute of Certified Public Accountants, Kenya

***Chartered Accountant (FCA), 1987***

Institute of Chartered Accountants in England and Wales

***Bachelor of Commerce (accounting option), 1983***

University of Nairobi, Kenya

Awarded First Class Honors and ranked as top graduating student for 1983

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**MEMBERSHIPS IN PROFESSIONAL BODIES OF AUDITORS AND ACCOUNTANTS**

- Member of the Institute of Internal Auditors in the USA - from 1992 to date.
- Member of the Institute of Certified Public Accountants of Kenya - from 1988 to date.
- Fellow member of the Institute of Chartered Accountants in England and Wales - from 1987 to date.

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**OTHER PROFESSIONAL ACTIVITIES**

***Institute of Internal Auditors***

- Served as a key member and contributor in various international committees of the Institute of Internal Auditors, which is the global professional body for internal auditors. These committees included: Committee of Research and Education Advisers (2012 to 2013); Exam Development Committee (2010 to 2012); and Board of Regents (2007 to 2010).
- Served as a core member of Institute-led external quality assessments of the internal auditing functions of the United Nations, the African Development Bank and UNESCO.
- Served as an instructor on numerous Certified Internal Auditor examination review courses held by chapters of the Institute.

***UNICEF Audit Advisory Committee***

Served, from 2006 to 2009, as Chair of a five person independent Audit Advisory Committee that provided advice to the UNICEF Executive Director and the UNICEF Executive Board on matters related to oversight, enterprise risk management, accounting and reporting practices, compliance issues, investigations and internal and external audit processes.

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**Candidate: Bushra Malik**

**Bushra Naz-Malik, FCA (Pak), CPA, CA (Canada) & MBA (USA & Canada)**

**PROFILE**

High-Energy Business & Governance Expert with strong global academic and work experience-

- A Certified Director, registered director with PICG database and an expert in Corporate Governance.
- A business leader and savvy negotiator in international Mergers & Acquisitions, Restructurings, and local / off-shore Funding.
- Effective troubleshooter for solving complex Strategic, Business and Taxation Issues (with IFRS, GAAP & IPSAS expertise).
- Diversified educational background of Accounting (CA, CPA Ontario, FCA Pakistan & Member IIA) and Business (Harvard University, Kellogg School of Management & York University) with IT (Oracle & SAP) and Legal Expertise (LLB, Pakistan). Winner of 2020 life time achievement Award
- Strong team capabilities & motivation abilities with excellent change management, problem solving and teaching skills.

**EXPERIENCE**

**Member Competition Commission of Pakistan (April2019-March2022) [www.cc.gov.pk](http://www.cc.gov.pk).**

Currently working as one of the five members of the Commission and managing the department of Office of Free Trade, Competition Research & Policy Departments along with hearings and participating in other activities of the Commission. It is a quasi-judicial institution responsible for fair competition in Pakistan and protecting consumers interests. I am also member of its Audit Committee. Previously I was responsible for Advocacy, Office of International Affairs and External Outreach, Science & Technology, Exemptions and Mergers & Acquisition Departments.

**Member, Board of Trustee, & Chair Audit & Risk Committee (ARC) World Agroforestry Centre, Nairobi, Kenya [www.worldagroforestry.org](http://www.worldagroforestry.org) (Nov 2015- April 2022) and Centre of International Forestry Research, Indonesia [www.cifor.org](http://www.cifor.org).**

These are premium research based organizations leading the global field of forestry and agroforestry with objective of fighting climate change, nutrition and hunger for small farmers and soil health. In 2019 an effective merger between the two Centres with one Board has been finalized.

I have the responsibility of the oversight of activities including oversight of its strategy implementation, rebranding, merged activities of institution including investment. Achievements include strategy refresh, updation of business model, and implementation of enterprise risk management. We also led merger of this organization with CIFOR (Research forestry Institute) in Indonesia, with me being one of the member elected for combined Board. I also oversaw the finalization of external audit mandate, external quality assessment of the internal audit unit led by PWC and finalized the quality improvement plan.

**Member Board of Directors, PIDC, Karachi, Pakistan (PIDC) May 2016-current [www.pidc.com.pk](http://www.pidc.com.pk)**

PIDC is responsible for industrial development in Pakistan and has number of subsidiaries focusing on various sectors of industry. I worked on improving the control environment with

implementation of new IIA standards and development of Internal Audit Department along with performance appraisal system for CIA. Achievements include review of policies and procedures and identification of gaps therein. After joining CCP, I resigned as chair of audit committee. The Co. falls under Ministry of Industries & Production, Pakistan.

**Member Board of Directors, Trading Corporation of Pakistan, Karachi, Pakistan June 2018-current [www.tcp.gov.pk](http://www.tcp.gov.pk)**

I have been appointed on the Board of this public sector entity which is responsible for governmental trading activities including imports and exports. Have been assigned the responsibilities of Audit & Risk Committee and Human Resource Committee. Key achievements include review of the company policies and procedures. After joining CCP, I stepped down as ARC Chair. The co. falls under Ministry of Commerce, Pakistan.

**Vice Chair, IAOC, UNHCR, Geneva, Switzerland (Sept 2019-August 2022) [www.unhcr.org](http://www.unhcr.org)**

I had been working as member of independent audit oversight committee since Sept 2019 for three years and this year has been elected as its vice chair. The committee has oversight on governance, financial reporting, internal and external audit, risk management and ethics. I introduced culture of work plan for the Committee which has been acknowledged by all members to have made the Committee more effective.

**Member Board of Directors and ARC, Fauji Fertiliser Company Ltd, Rawalpindi, Pakistan (2018-2019) [www.ffc.com.pk](http://www.ffc.com.pk)** It has the largest market share and has been ranked one in the top 25 listed companies in the country for last thirteen years by PSX. It has also won a number of other awards. I worked for improving the governance structure of the company. I am also a member of the human resource committee, project diversification committee and system and technology committee there. Accomplishments include development of internal control framework, Board evaluation and work on development of Board KPIs. Due to conflict of interest with responsibilities as member Competition Commission I resigned in June 2019.

**International Labor Organization, Geneva, [Switzerland www.ilo.org](http://www.ilo.org)**

**Ex- Chair, Independent Oversight Advisory Committee, (2013 till 2018)**

As a Member of the IOAC, we oversaw and advised the ILO Governing Body and the Director General on issues relating to overall Governance, Financial Reporting, and Internal/External Audit & Risk Management. ILO is a member organization of United Nations with a balance sheet size of \$1.6B. As technical experts, we have been able to add value and provide unbiased and professional opinion on a variety of issues concerning the enterprise as a whole. Also oversaw external quality review for Internal audit from EY and then KPMG during the term and finalization of external audit mandate. I am amongst one of the two members who were reappointed for a second term.

*Accomplishments:*

**Internal Audit:** We are focusing on capacity and quality of internal audit and have been able to reduce management's time for implementation of audit recommendations from 11.4 months to less than 4 months during our appointment period. Also supervised external quality assessment led by KPMG.

**External Auditor:** We provided technical assistance to the Governing Body for selection of external auditor and also helped JIU to finalize their report on oversight committees in the UN system.

**Ex-Member System Management Board (July 2016-June2016) Chair Audit & Risk Committee CGIAR System Organization, France (July 2016 till April 2018)**  
[www.cgiar.org](http://www.cgiar.org)

Consultative Group on International Agricultural Research (CGIAR System Organization) is the only worldwide partnership comprising of 15 Centers addressing agricultural research for development, whose work contributes to the global effort to tackle poverty, hunger, health, nutrition imbalances, conservation, and environmental degradation. I was actively engaged in the transformation of the organization after major reform process with special focus on governance. Achievements include finalization of second generation of CRP portfolio of \$1.45Billion and leading finalization of risk management framework and performance management framework for the system. Further I led an extensive performance 360 feedback assessment for head of Internal Audit on behalf of the Board and establishment of a platform for best practice sharing and effective oversight for 15 Centres.

**Lahore Stock Exchange, Lahore, Pakistan now merged into Pakistan Stock Exchange**  
[www.psx.com.pk](http://www.psx.com.pk)

Independent Member, BOD & Chairperson Audit Committee (FY 2010-11 till December 2013)  
Key responsibilities included oversight of Governance, Accounting, Auditing, Risk Management, Strategy, HR, Investment and Regulatory activities at the Exchange and Trustee of its various funds.

**Consulting/ Advisory (Dec 2010-Mar2019) Member BTG, USA**

worked as a consultant/advisor; have also been engaged in assignments through EY Ford Rhodes Pakistan which include gap analysis, restructuring, policy analysis, stakeholder consensus building and capacity building for Punjab mining, labor, environment and industrial sectors. Also had helped a Turkish water treatment company develop and roll out its business activities in Pakistan. Further provided services as Business Process Specialist to China-Pak Economic Corridor, Ministry of Planning, Development and Reform from August 2014 till Jan 2016. It included coordination, monitoring and managing of a portfolio of energy, infrastructure, science, health, education and culture exchange projects valuing \$46B. The role involved effective coordination and consensus building across a variety of stakeholders and promoting Chinese investment in Pakistan. It also involved managing the change process and improving focus of all stakeholders on business process reengineering. Through MHM Consulting, Pakistan I also worked in collaboration with City Centre Financials Services in Canada for providing financial and governance advisory services including outsourcing Corporate Finance function, GAP analysis, strategy implementation, capacity building, system evaluations and internal audit, risk assessments and specialized audits e.g. treasury operations, sustainability and performance audit to number of small and medium sized clients.

**Accomplishments:**

**CPEC projects** have rolled down to implementation stage and national consensus has been built on the importance of the project which has improved the overall business environment of the Country including its rating. The project shall help in removing current energy crisis of the country.



**Kohinoor Maple Leaf Group, Lahore, Pak - GDF & Member, Bod (Apr 2007 - Nov 2010)**  
[www.kmlg.com](http://www.kmlg.com)

Kohinoor Group is a \$400M (3000 employees) consortium of publically listed firms, headquartered in Pakistan with global customers including Walmart, Sears, and Macys, etc. The primary business activities include cement, power and textiles. Responsibilities included:

- Built and managed expectations of stakeholders regarding financial information relating to growth, top line, earning, and profitability thereby increasing share price by 20%.
- Managed treasury and raised \$450M using debt & equity structures, bringing spread down by 66% and led balance sheet restructuring of \$350M with fresh injections of \$150M, interest moratorium of 1.5 years and principal grace of 3 years. Saved 10% on currency trading of annual \$400M.
- Led installation of green capital project involving creation of power from waste heat generated by the cement operations including its feasibility analysis, funding, CDM and progress evaluation etc which saved power cost by 20% and revolutionized the entire industry.
- Led the turnaround of white cement division involving new marketing strategy, driving out competition, tax break from regulator and private equity interest.

**Accomplishments:**

**Raised the largest debt instrument** of cement industry in Pakistan which was termed as the deal of the year (2007) by *The Banker* magazine.

**Successfully restructured** the entire long term debt of the group after the 2008-09 financial crises and the global melt down including fresh injection of money by various stakeholders, period extension, mark-up reduction and payable-when-able-to concept through cash sweep mechanism. The transaction was recognized by ICAP through excellence award with positive NPV of \$500 M.

**Nafees Group of Industries, Lahore, Pak - CFO & Member, Board of Directors (Jan 1995 - Feb 2007)**

Nafees group (comprised of Azgard9, Pak-American Fertilizer, National Security Insurance, Nafees International Turkey, Colony Woolen Mills, Burke Mills USA) is a \$500M (8000 global employees) multi-national group of stock listed companies with textiles, power and fertilizer businesses. Major offices are located in Italy, Turkey, Sweden and USA, while being headquartered in Pakistan.

- Led the denim company of the group along with CEO from start up through various stages till it became a \$350M company. Initial funding arranged for the company including supplier's credit from Mitsubishi Corporation, IBRD, private placements from local and foreign institutional investors.
- Managed the treasury and fund raising for the group total foreign trade of the group was \$347M. Our treasury was categorized and ranked as no.1 in textiles for 2004, 2005 and 2006 by the three big foreign banks.
- Handled acquisition of fertilizer project and completed the whole process within 7 months.

**Institute of Chartered Accountants, Lahore, Pakistan Regional Director, Northern Region (1994)**

[www.icap.org.pk](http://www.icap.org.pk) As the administrative head for the region, managed the day-to-day activities.

**Ayesha Group, Lahore, Pakistan Finance Manager (May 1992 – December 1993)**  
[www.ayesh spinning.com](http://www.ayesh spinning.com)

**EDUCATION**

MBA Joint Program Kellogg Business School, USA & Schulich Business School, Toronto, Canada, 2009

Advanced Management Program (AMP 166), Harvard Business School, Boston, MA, USA, 2004

Fellow Chartered Accountant, Institute of Chartered Accountants of Pakistan, 1992

Member, Institute of Internal Auditors, USA, 2000

CA, CPA (Associate), Institute of Chartered Accountants of Ontario, 2013

Dual Bachelors, of Law and Arts, Punjab University, 1986 and (LLB) 1991

Certified Director under SECP's Code of Corporate Governance, 2013 and 2018. Board Orientation Program, CIGAR, France 2017.

#### **OTHER DIRECTORSHIPS & MEMBERSHIPS**

Member, Pakistan Institute of Corporate Governance, (PICG) since May 2016.

Chair of Campaign Committee 2012, Tran Nhan Tong Academy, Boston, USA.

Board Member & Business Development Committee, Maple Leaf Cement Factory Ltd 2007-10

Board Member, Legler Nafees Denim Mills Ltd 2000-05

Institute of Chartered Accountants of Pakistan – Various committees in multiples years: Publication Committee, Golden Jubilee Celebration Committee, Education Committee, Continued Professional Committee, PAIB Committee, Economic Advisory Committee and Auditing Standards Committee.

Member IPO Advisory Group organized by South Asian Federation of Exchanges and local stock ex.

Member Commonwealth Business Women, Pakistan Steering Group, 2012.

Winner of 2020 Life Time Achievement Award from Institute of Chartered Accountants of Pakistan.

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**Candidate: Ibrahim James Pam**

Investigations | Analysis | Fraud Risk Management

**PROFESSIONAL SUMMARY**

Accomplished international lawyer and criminal investigator, with strong leadership experience and specialization in investigation of mass crimes, human rights abuses, as well as fraud and financial crimes, and with a broad experience in administrative and criminal investigations in multiple jurisdictions around the world, on behalf of national and international investigative offices. Proficient in the use of analysis, visualization and evidence management tools such as i2Analyst Notebook, CaseMap, RingTail and GoCase. Excellent oral and presentational capabilities, as well as highly competent numerical and interpretative skills. Works well under high pressure with tight deadlines and is comfortable with multinational and multicultural teams.

**PROFESSIONAL EXPERIENCE**

**Green Climate Fund, Songdo, Republic of Korea**

*Head of the Independent Integrity Unit, November 2016 – Present*

- Established, led and managed the Independent Integrity Unit, including the authority to make appointments and manage staff of the unit;
- Investigated high-profile incidents of integrity violations, including misconduct, harassment, fraud and corruption, involving any Fund activity (including actions by its staff members), corporate procurement by the Fund, and activities (including projects and programmes) using Fund resources directly or indirectly;
- Developed policies, procedures and controls to mitigate the opportunities for integrity violations and to address anti-corruption and counter the financing of terrorism in the Fund's activities.
- Developed innovative machine-learning data analytics tool for detecting integrity red flags in the Fund's projects portfolio of over USD33bn across 197 countries.

**Office of Internal Oversight Services (IOS, Investigation Division), United Nations, Juba**

*Resident Investigator, UN Mission in South Sudan (UNMISS) June 2015 – October 2016*

*[with concurrent accreditation to the United Nations Interim Security Force in Abyei (UNISFA)]*

- Conducted complex sexual exploitation and abuse, procurement, misconduct and fraud investigations covering three United Nations field missions in South Sudan, Abyei and Central African Republic;
- Deputy Leader of a sexual abuse investigation team that conducted the largest ever investigation of sexual exploitation and abuse committed by UN peacekeepers in the history of the United Nations, in Central African Republic in 2016.
- Created an integrated searchable risk management database in Microsoft Excel, as a repository for information and as an analysis tool for “hotspot-mapping”, as well as predictive and prescriptive analysis.

**Integrity and Anti-Corruption Department (IACD), African Development Bank,  
Tunis/Abidjan**

*Chief Investigations Officer, April 2012 – April 2015*

- Led and managed a team of eleven investigators with different specializations in financial crimes, fraud, procurement and corruption investigations
- Conducted the most complex and most sensitive cases of fraud and corruption either relating to projects financed by the African Development Bank or involving serious misconduct, such as sexual harassment, abuse of authority and misuse of Bank resources.
- Prepared the annual work programme, managed the investigations budget (with oversight by the Director), liaised with other Bank departments, and established cooperation with regional and national accountability institutions.

**Office of the Prosecutor (OTP), International Criminal Court, The Hague**

*Analyst and Investigator/Trial Coordinator, December 2005 – March 2012*

- Team Leader for the Darfur Situation investigation; conducted over fifty interviews of victims, suspects, experts and other witnesses in different parts of the world and produced over twenty analytical reports on various thematic areas relevant to the investigations, along with audio-visual aids generated using various analytical software.
- Sourced and managed important intermediaries who acted as conduits for reaching critical witnesses, and managed relationships with credible non-governmental organizations and academic institutions that provided important links to witnesses and other sources of evidence.
- Responsible for and developed the knowledge of the OTP in the rebel groups in Darfur and eastern Chad. Led the investigation into the crimes committed by rebel groups in Darfur that was the first case brought by the Prosecutor in the Darfur Situation.

**PACT Nigeria, Abuja**

*Program Coordinator, September 2005 – November 2005*

- Coordinated the solicitation and selection process for recipients of USAID grants administered by the Project.
- Developed the annual work plan and budget for activities, and ensured the timely implementation of training program activities, as well as adapted and developed training manuals for local consultants.
- Conducted policy research, analysis and documentation in support of project activities, and developed a long-term advocacy support plan for the guidance of on-going technical assistance to project activities.

**Independent Corrupt Practices and Other Related Offences Commission, Abuja**

*Chief Legal Officer, July 2001 – September 2005*

- Conducted sensitive high-level investigations into public sector corruption.
- Head of the Special Unit in the Office of the Chairman with responsibility for sensitive investigations, liaison with international development partners and civil society, negotiation of international legal instruments, strategic planning and staff development.
- Represented Nigeria as lead delegate to the ad hoc committee for the drafting of the African Union Convention on Preventing and Combating Corruption in Addis Ababa in 2001, and the ad hoc committee on the drafting of the United Nations Convention Against Corruption in Vienna, 2001-2002.

**Human Rights Violations Investigation Commission, Abuja (“Oputa Panel”)**  
*Special Legal Assistant, April 2000 – July 2001*

- Undertook the legal and factual analysis of over four hundred petitions of human rights abuses in order to classify the allegations, conduct a preliminary verification of facts, identify alleged perpetrators, and recommend an investigation plan.
- Organized investigation teams and led the of conduct investigations to verify the allegations contained in the petitions and presented the investigation findings before the Commission in its public hearings.
- Assisted with legal and logistical support to organize the public hearings of the Commission, and organized the daily caseload for the public hearings.

**J Y Pam & Co., (Legal Practitioners), Jos**  
*Senior Counsel, October 1995 – April 2000*

- As Senior Counsel participated in case preparation, analysis of legal claims and evidence, collection of rebuttal evidence, preparation of witnesses, examination of witnesses and presentation of arguments.
- Provided legal and secretarial services to clients, including a social sector philanthropic Foundation registered under the Trustee’s Law and providing charitable services.

**Continental Merchant Bank Nigeria Plc, Lagos**  
*Senior Supervisor, February 1991 – October 1995*

- As Supervisor in the Credit & Marketing Department assigned to the Trade Finance function as relationship officer on the Export Credit desk, managed relationships with a number of export clients, processed clients’ export credit requests by preparing credit facility reports that analyzed the viability of the proposed credit along standard parameters that examined profitability, management, liquidity and marketability of the proposal.
- Received management commendation for creditably managing an up-country escrow account of N1.5 million.
- Processed applications for additional export credit and foreign exchange allocations through the export credit guarantee scheme of the Nigerian Export-Import Bank (NEXIM) and the Central Bank of Nigeria respectively.

**F. O. Fagbohunbe & Co., (Legal Practitioners), Lagos**  
*Junior Counsel, September 1989 – February 1991*

- As Junior Counsel undertook first-stage treatment of briefs for clients with criminal matters.
- Processed probate matters before the High Court for the admission of intestacy claims and issuance of letters of administration.
- Drafted legal conveyances and contracts related to land transactions for both commercial and non-commercial transactions.

**EDUCATION | TRAINING**

**London School of Economics and Political Science**  
Master of Science in Criminal Justice Policy (2005)

**Nigerian Law School**

Barrister at Law (BL) (1989)

**University of Jos, Nigeria**

Bachelor of Laws (LL.B., Hons)

**AFFILIATIONS AND ASSIGNMENTS**

**Chair** of the Ad Hoc External Advisory Panel on Work Culture for the Office of the Prosecutor, International Criminal Court, 2021

**Conference Chair**, host of the 19<sup>th</sup> Conference of International Investigators (CII) 2018

**Member, Advisory Board** of the African Association of International Law (March 2013 – present)

**Lead Expert for Nigeria** at the African Union Ad Hoc Committee for the Negotiation of the AU Convention on Preventing and Combating Corruption, Addis Ababa, Ethiopia (November 2001 and September 2002)

**Member**, National Coordinating Committee on Justice Sector Reform (NCCJSR) (December 2002 – July 2004)

**Head, Legal Team and Delegate for Nigeria** to the United Nations Ad Hoc Committee for the Negotiation of the UN Convention Against Corruption, Vienna, Austria (June/ September 2003)

**Candidate: Benoit de Schoutheete**

**KEY INFORMATION:**

- More than 15 years of senior level experience in Internal Oversight (Internal Audits, Inspections, Evaluations, Investigations, and Ethics), in private, non-for-profit and International Organizations.
- Sound expertise in Strategic Analysis, Compliance, Corporate Governance, Finance, Risk Management, and IT projects (certified SAP/R3 professional and expertise in MS-Dynamics).
- Experience in servicing Audit Committees in International Organizations and communicating with impact with key stakeholders at all levels of seniority.
- Strong knowledge of the regulatory framework of Non-for-profit organizations (e.g. donor requirements) and accounting standards (IPSAS).
- Master in Business Administration (MBA), Certified Internal Auditor (CIA), Certified Corporate Digital Investigator, Certified Monitoring and Evaluation practitioner.
- High ethical standards and level of professionalism, integrity and independence.
- Outstanding leadership and communications skill.

**PROFESSIONAL EXPERIENCE:**

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- **WORLD TRADE ORGANIZATION (WTO)** – [www.wto.org](http://www.wto.org) (since September 2016)
  - Head (Director) of the Office of Internal Oversight (OIO)**
    - Responsible for **creating/establishing the Office of Internal Oversight**, in charge of **Internal Audits, Evaluations, Investigations and Ethics** (i.e. staffing the office, drafting the oversight charter, the anti-fraud, anti-retaliation and anti-harassment policies; establishing policies for investigations, internal audits and ethics; preparing a risk-based internal oversight plan, etc.),
    - Conduct **Internal Audits, Evaluations and Investigations**, in accordance with recognized professional standards (i.e. International Standards for the Professional Practice of Internal Auditing, Uniform Guidelines for Investigations), regulatory frameworks (i.e. WTO Rules and Regulations) and jurisprudence (i.e. ILO Administrative Tribunal),
    - Establish a sound **Internal Controls Framework** at the WTO and providing advice for **Enterprise Risk Management**,
    - While ensuring the independence of the Office of Internal Oversight, report directly to **the WTO Committee on Budget, Finance and Administration** (sub-committee of the General Council) **and to the Director-General**,
    - Communicate with impact with key stakeholders and propose value-adding recommendations,
    - **Promote ethics** in the Organization, through the review of the Standards and Conduct, the conduct of dedicated townhalls and the establishment of mandatory trainings (Ethics training, Respect & Harmony training, etc.),
    - Represent the WTO in international **professional forums** (e.g.: Representatives of Internal Audit (RIAS), Investigation Services (RIS) and Ethics (ENMO) of International Organizations).
- **UNITED NATIONS – HIGH COMMISSIONER FOR REFUGEES (UNHCR)** – [www.unhcr.org](http://www.unhcr.org) (November 2014 – September 2016)
  - Senior Auditor/Inspection (Inspector General's Office)**
    - **Conduct and coordinate inspections**, and contribute to the functional activities of the Inspection Service by providing expertise in Internal Audit and Evaluations,
    - Provide **support to Investigations Service**,

- **Enhance the professionalism, efficiency and effectiveness** of the inspection function through adoption of systematic approach and implementation audit/inspection tools and working methods,
  - Establish **risk-based Inspection plans**.
- **UNITED NATIONS – INTERNATIONAL TELECOMMUNICATION UNION (ITU)** – [www.itu.int](http://www.itu.int) (August 2009 – October 2014)
- Internal Auditor (Office of the Secretary General)**
- Provide support to the Governing Body for the establishment of the **Independent Management Advisory (Audit) Committee (IMAC)**,
  - Ensure **secretariat support to the IMAC**,
  - Perform **financial, operational, project, IS and performance (value-for-money) audits**, in accordance with UN rules and regulations, and in line with standards promulgated by the Institute of Internal Auditors (IIA) and International Public Services Accounting Standards (IPSAS),
  - Establish sound **Audit procedures** and **Quality Assessment program**,
  - Conduct **Investigation** missions.
- **DELHAIZE** – Leading retail and distribution company – [www.delhaize.be](http://www.delhaize.be) (February to July 2009)
- Internal Audit Manager**
- Manage the Internal audit department for **Belgium, Luxemburg and Germany**,
  - Establish an **Enterprise Risk Management system** across the several Business Units,
  - In charge of a **team of eight (8) internal auditors**
- **UNITED NATIONS – WORLD FOOD PROGRAM (WFP)** – [www.wfp.org](http://www.wfp.org) (June to October 2008)
- Consultant in Internal Audit (Oversight Services department)**
- **Perform financial and operational audits**, in accordance with IIA, UN and IPSAS standards,
  - Document internal audit work using specialized tools such as **Teammate Suite** and **ACL**.
- **HAIN CELESTIAL EUROPE** – Natural and Organic food company – [www.hain-celestial.eu](http://www.hain-celestial.eu) (August 2007 to April 2008)
- Corporate Finance Manager (at interim via Robert Half Management Resources)**
- **Consolidation:** Coordinate the financial and management reporting for all the entities in Europe. Implement an automated ERP and consolidation tool (MS-Dynamics AX 4.0) and document related procedures,
  - **SOX compliance:** Maintain and review SOX procedures and documentation for the group in Europe,
  - **Management support:** Provide support to Senior Management in specific projects including budget analysis, forecasting, sales and marketing reports, human resources administration and acquisition/investment analysis.
  - Provide **Strategic analysis and insight** to the group.
- **CATHOLIC RELIEF SERVICES** – Humanitarian Non-Profit Organization – [www.crs.org](http://www.crs.org) (April 2005 → March 2007)



### Senior Internal Auditor – Team leader

- **Perform financial and operational audits**, in accordance with accepted international and donors' standards, in several country programs (the Philippines, Indonesia, Niger, Angola, Kenya, Ecuador, Honduras, Serbia, Kosovo, Macedonia, Bulgaria, Bosnia & Herzegovina),
- **Provide leadership**, supervision and training to senior and field auditors (teams of 2-3 internal auditors)
- **Opine on adequacy of internal controls** and compliance of audited country program with applicable laws, regulations, policies and procedures,
- **Submit timely reports** based on documented audit programs. For each audit, develop a sound strategic audit framework, audit methodology and assessment of control environment. Defend the audit report and recommendations to CRS Senior Management, country program, head of internal audit and external auditors.

- **UMICORE** – Leading non-ferrous metals and chemistry company – [www.umicore.com](http://www.umicore.com) (July 2001 → April 2005)

#### Internal Auditor

- **Risk Assessment and Internal Audit missions:** Develop and implement Enterprise Risk Management systems (including Risk Assessment and Control Self Assessment. Develop an audit methodology, in line with the COSO model and SOX requirements. Perform Financial, I.T. and Operational audits to minimize the company's risks, with strong accent on assessment of Internal controls.
- **Enterprise/Project evaluations:** Perform due diligence activities, for several projects in Europe, Asia and South America, in order to assess the financial and management risks related to Investments, Mergers and Acquisitions.
- **SAP project manager:** Managing implementations of finance, logistics and production modules at Umicore Norway, Australia and Malaysia (in charge of a team of 4 consultants). The project activities covered the full cycle of project management, from Evaluation/Planning to post-implementation support.

- **PRICEWATERHOUSECOOPERS** – Management Consultancy company – [www.pwc.com](http://www.pwc.com) (March 1998 → June 2001)

#### Consultant in Finance/Cost Accounting and ERP management, for the following customers:

- **Followeb:** Start-up Company in the area of E-procurement for non-strategic industrial products. The responsibilities included the design of all management accounting processes and the implementation of the SAP R/3 – Overhead Cost Accounting and Profitability Analysis modules
- **Raffineries Tirlemontoises:** Belgian sugar producer. The responsibilities in the project included the re-design of materials valuation and cost centers accounting, and the management of a team of 4 consultants.
- **Agfa Gevaert:** Leading company for graphical and medical products. The responsibilities included the construction of an Accounting Model, the analysis and re-engineering of the AGFA Pan-European business processes related to Finance/Cost Accounting, and the integration between these processes and logistics.
- **General Electric – Power Controls:** World leading Power Supplies manufacturer. The project responsibilities included ensuring the integration between the SAP FI/CO modules and SAP MM/SD (logistics) for a complete implementation cycle.

#### **PROFESSIONAL CERTIFICATIONS:**

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- Certified Internal auditor (The Institute of Internal auditors – [www.theiia.org/certification](http://www.theiia.org/certification))
- Accredited in Internal Audit Quality Assessment (The Institute of Internal auditors)

- ❑ Certified Corporate Digital Investigator (7Safe – [www.7safe.com](http://www.7safe.com))
- ❑ Certified Monitoring and Evaluation practitioner (Focus on Development)
- ❑ Certified SAP/R3 professional - Modules FI/AA/CO (SAP – [www.sap.com/services/education/certification](http://www.sap.com/services/education/certification))

### **EDUCATION:**

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- 1992 → 1997:           **Bachelor and Master of Business Administration (MBA)**  
Louvain Business School ([www.uclouvain.be/en-iag.html](http://www.uclouvain.be/en-iag.html)) - Université Catholique de Louvain, Belgium Orientation : Finance - Final mark : 'Grande distinction'
- Student exchange program - Master of Business Administration (MBA)**  
The Anderson School of Management ([www.anderson.ucla.edu](http://www.anderson.ucla.edu)) - University of California at Los Angeles, USA
- 1991 → 1992:           **First year of agronomy**  
Université Catholique de Louvain, Belgium ([www.uclouvain.be](http://www.uclouvain.be)) - Final mark: 'Grande distinction'
- 1991:                   **French and Ecuadorian high school diplomas**  
French high-school of Quito, Ecuador

### **LANGUAGES AND COMPUTER KNOWLEDGE:**

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- Languages:**           Fluent in **English, French**, and **Spanish** – working knowledge of **Dutch**
- Computer Knowledge:** MS-Office (Excel, Word, Power Point, Access, Project, etc.),  
ERP: SAP/R3, MS-Dynamics, Oracle and Workday,  
Audit tools: Teammate, MEGA, Visio, ACL.

### **PERSONAL EXPERIENCE:**

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- 2009 - 2016:           Treasurer of the **Union Royale Belge de Genève** ([www.urbg.ch](http://www.urbg.ch))
- Since 2003:            Founding member of **El Amanecer**, not-for-profit organization providing education and support to 65 children in the streets of Tarija, Bolivia

### **OTHER ACTIVITIES:**

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- Sports:**               Scuba diving, skiing, trekking.
- Hobbies:**             Beekeeping, volcanology.
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**Candidate: H  l  ne Rossert**

**H  l  ne ROSSERT, MD, MPH.**

Fluency in French and English

**International Community Health expert**

***Vice chair emeritus of the Global Fund board  
Former chair of the Global Fund ethics committee***

**Areas of expertise**

- Community health strategies focusing on vulnerable populations of the world
- Project design, implementation and sustainability of health programs
- Good governance and integrity of projects and programs on HIV/AIDS
- The Global Fund Country Coordinating Mechanism governance and functioning
- The Global Fund systemic approach: core values and functioning
- Organizational development in the HIV/AIDS non-for-profit sector
- Training and mentoring on public health topics, good governance and ethics

**Field experience**

- Algeria, Benin, Burkina Faso, Burundi, Cameroon, C  te d'Ivoire, France, Fiji, Guinea Conakry, Haiti, Laos, Madagascar, Mali, Mauritius, Morocco, Myanmar, Niger, Romania, Senegal, South Africa, Thailand, Togo, Tunisia, Ukraine and Vietnam.

**Professional experience**

**Since February 2009: Independent consultant**

**Excerpt of recent relevant consultations**

**1. As a public health program evaluation specialist:**

- Accountability of individual projects and cross cutting evaluation of a series of 8 projects set in 15 different countries in Africa, Asia and Eastern Europe on key-populations/HIV and health systems funded by Expertise France for 3 years (all grants complementing Global Fund funding). 2019-2021. (Team leader)
- Evaluation of Expertise France program performance in providing support for the Global Fund request in 2020 in 32 countries with 200 consultants. 2021. (Team leader)
- Accountability of individual projects and cross cutting evaluation of a series of 8 grants set in 8 different countries in Africa, Asia and Eastern Europe on key-populations and vulnerable groups and health systems funded by Expertise France for 3 years (all grants complementing Global Fund funding). 2018-2019. (Team member)
- Assessment of the grant proposals submitted to Expertise France on reinforcement of community health system for Global fund grantees 2017, 2018, 2019

**2. As an NGO specialist on organizational development with a focus on vulnerable group inclusion into their national health strategy:**

- Author of a book on the Impact of AIDS on Community Health (on going). Coalition Plus. Paris. To be published in 2022
- Supporting the design of strategic planning for Men who have Sex with Men (MSM) groups in Western and northern Africa, AGCS +. Expertise France. 2019

- Building a network of community care for key-populations facing HIV with the national health system in Mauritius. Expertise France. 2018
  - Structuring the West, Central and Northern Africa network of MSM organizations to position itself as a Global Fund partner. Expertise France. 2018
  - Reinforcing the first People living with HIV organization in Tunisia (ATP+). Expertise France. 2017 and 2018.
  - Capacity building of a network of 15 MSM NGOs in Africa to better benefit of the Global Fund funding. Expertise France. 2017
- 3. As specialist of Global Fund Country Coordinating Mechanism (CCM) and governance**
- **Assessment and contribution to the reform of the following CCMs with construction of their oversight function** (with GMS). 2009-2015
    - Benin evaluation of NGO functioning
    - Mali evaluation of CCM functioning
    - Niger CCM reform
    - Tunisia CCM reform
    - Laos CCM reform.
    - Haiti CCM reform.
    - Mali CCM reform.
    - Tunisia CCM reform.
    - Fiji CCM reform
    - Cameroon CCM reform.
  - **Facilitation of the African constituency reform for better representation of African interests at the Global Fund board and co-writer of the constituency governance manual.** (Team leader). GMS. 2012

From November 1997 to May 2007: **Director General of AIDES**

AIDES, the most important NGO fighting HIV/AIDS in France

AIDES is involved in a global approach of people living with HIV/AIDS including prevention, harm reduction policies, testing, care and human rights. AIDES works also on other aspects of daily life of people leaving with HIV in different settings and with all forms of vulnerability.

Accomplishment: Building AIDES international program working with the concepts of sustainability ownership and accountability through capacity building of national 27 NGOs in Africa (reseau Afrique 2000) and in Eastern Europe.

Prior positions: HIV program director at the International Center for Childhood and family in Paris, Fellowship at the Institute of Health policy at School of Public Health in Houston TX, Executive director and Director for prevention at AIDES in Paris, HIV program coordinator at the Center of Health Promotion in Paris.

#### **Board experience**

##### **The Global Fund to Fight AIDS, Tuberculosis and Malaria**

**2003-2005: Board member, representative of the Developed Country NGO constituency**

**Vice-Chair of the Global Fund Board of directors, 2004-2005**

Chair of the Ethics committee of the Global Fund.

Chair of the ad hoc Technical Support for grant performance and implementation committee of the Global Fund.2004.

**International Partnerships for Microbicides** (IPM) based in Washington DC. Founding board member. 2002-2009

Amis du Fonds mondial Europe based in Paris. Founding board member and Secretary.  
2005-2007

**Ex officio board member (non voting) of AIDES, the largest French NGO involved in the AIDS fight** as its Director General from 1997-2007

#### **Education**

**Medical Doctor. Rouen school of medicine (France). 1984**

**Masters of Public Health in Health service organization. School of Public Health. University of Texas at Houston (USA).1995**

#### **Awards**

**2007 : French Chevalier de l'Ordre du Mérite**

**2005: Vice Chair Emeritus of the Global Fund board of directors**

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**Candidate: Agnieszka Słomka Golebiowska**

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**PERSONAL PROFILE**

- Purpose-driven professional Board Member, Non-Executive Director, Board Advisor helping companies fulfil their commitments to sustainability through profitable strategies. Her experiences in client-centric, technology-based businesses financial services and industries along with academic roles focused on researching good practices of corporate governance and accountability give her deep insights into moving companies on long-term growth trajectory. She strongly believes in harnessing individual actions as a catalyst for global change. She is a curator and a connector of people and ideas. Her high-calibre leadership skills complemented with expertise in establishing productive relationships with individuals of diverse cultures and organizational backgrounds.
- 15 years of extensive experience on boards of large international publicly listed and private companies, as well as international organizations such as UN WFP (Nobel Peace Prize 2020), including active participation in audit, risk, investment, remuneration and nomination committees in various industries: financial services, tech companies, aerospace and defence (A&D) industries as well as infrastructure and construction.
- 21 years of proven expertise and considerable knowledge of financial reporting, risk management, monitoring the company performance, leading M&A transactions, designing and implementing governance and accountability structure, developing strategy, and restructuring in different corporate sectors.
- Broad and distinguished academic background in corporate governance, including specialization in the areas of ESG, sustainable finance, risk management, internal audit, and executive remuneration policy as well as investors relations. Authors of numerous articles in JCR journals with acceptance rate 3-15%, books as well as a speaker at business and academic conferences.

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**BOARD EXPERIENCE**

<b>mBank (Commerzbank AG Group), Warsaw.</b> present <i>Chairperson of the Board (as of March 2020), Chairperson of Executive Committee Member, Risk Committee Member, Audit Committee Member, Remuneration Committee Member.</i>	10/2014 -
<b>Ghelamco Invest (Ghelamco Group), Warsaw.</b> <i>Chairperson of Audit Committee and Non-Executive Director, Board Member.</i>	01/2020 – present
<b>United Nations World Food Program – WFP, Rome.</b> <i>Audit Committee Member</i>	07/2017 – present
<b>Foundation Polish Institute of Economic Thought (pro bono)</b> present <i>Chairperson of the Board</i>	08/2020 -
<b>Budimex (Ferrovial Group), Warsaw.</b> 6/2021	05/2019 –

*Non-Executive Director, Board Member and Audit Committee Member.*

**TransEU, technology solutions for transport and logistics, Wroclaw.** 04/2018 –  
09/2019  
*Deputy Chairperson of the Board.*

**Bank BPH (GE Capital Group), Gdansk.** 02/2008 – 10/2014  
*Non-Executive Director, Board Member and Remuneration, Audit and Investment Committee Member.*

**Bumar Ltd.** (the largest Polish defence company, 1 bn USD), Warsaw. 09/2006 – 01/2008  
*Deputy Chairperson of the Supervisory Board.*

#### *CORPORATE EXPERIENCE*

**Advisory Services in the scope of Leadership, Diversity and Inclusion,** 11/2015 –  
present

#### **Building Sustainable Business**

Hertie School of Governance, Berlin, Women Leadership in Business Foundation, and Resource Partners Sp. z o.o., Go Responsible, Longevity Center, Zurich.

**Industrial Development Agency (IDA), Warsaw.** 04/2006 –  
05/2010

Director of Privatization Department and Special Project Department

- Lead the sale of PZL Mielec to Sikorsky under strict deal (Forbes prize for the most successful privatization).
- Managed portfolio companies from the aviation and defence sector.

**Arthur Andersen,** Business Consulting, Warsaw. 09/2000 – 08/2002

**Accenture,** Copenhagen, Denmark. 02/1998 – 07/1998

#### *ACADEMIC EXPERIENCE*

**Warsaw School of Economics,** Warsaw. 11/2005 – present  
*Full Professor in Corporate Governance, Department of International Comparative Studies.*  
Research on  
corporate governance, effective boards, ESG and sustainability.

**Westfälisch Wilhelms-Universität Munster,** Munster, Germany. 08/2003 – 06/2004  
*Professor Assistant, Department of International Economics.*

**Haas Business School, University of California, Berkeley, USA.** 08/2001 – 08/2002  
*Fulbright Scholar invited by Prof. Oliver Williamson Nobel Prize Winner.*

**VISITING SCHOLAR AT:** Stern New York University (invited by Prof. Kose John), Ronald Coase Institute at Cambridge (MIT) and Tucson (UOA), Munster, Copenhagen (CBS),

Birmingham (BBS), Berlin (HSoG), Genoa (UoG - Law School), Vienna (WU), Florence (UniFI) and Oslo (BI).

## EDUCATION

**Harvard Business School & IESE** - Executive Program. 2016  
Value Creation Through Effective Boards, Barcelona, Spain.

**Warsaw School of Economics** - Warsaw, Poland. PhD in Economics 10/2002 – 11/2005  
Thesis with grant from the Polish National Science Centre prepared under the supervision of Prof. L. Balcerowicz (Prime Minister and Minister of Finance)

**Warsaw School of Economics** - Warsaw. 10/1995 – 06/2000  
MA in Banking and Finance (with distinction).  
MA in Management, Community of European Management Schools - CEMS ranked as one of the best programs in management by the *Financial Times*.

**French Management Institute** - MBA Program, Warsaw-based. 10/1998 – 06/1999

**Copenhagen Business School** - Copenhagen, Denmark. 08/1997 – 07/1998  
Master Studies in International Business, Specialized in Corporate Governance.

## ACCOMPLISHMENTS AND VOLUNTEER ACTIVITIES

Award for **Personality of Corporate Governance 2019**. <https://ceo.com.pl/czlowiekiem-corporate-governance-2019-zostala-agnieszka-slomka-golebiowska-54209>.

*Global Ambassador* on women entrepreneurship and empowerment, Bank of America and Vital Voices Partnership. <https://www.global-ambassadors.org/people/agnieszka-slomka-golebiowska/>

Boards Forum, Founding Member of the Council of Experts in cooperation with PwC and SEG, contributed to preparing the best practices for public companies as capital market.

Women Leadership in Business Foundation - design and conducting research, present its outcome on how gender diversity contributes to better firm's results, initiating activities for higher utilization of women's talents in business.

Civil Development Forum (FOR) - drafting policy making papers on the issue of banking and capital markets, regulation as well as corporate governance.

Member of Polish Institute of Directors, speaker at numerous events.

## LANGUAGES:

English – fluent (TOEFL, SAT, LCCI)

German – proficient (Düsseldorf's Goethe Institute Certificates)

Polish – native

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