

**MODUS OPERANDI
OF THE PROGRAMME COORDINATING BOARD
OF THE JOINT UNITED NATIONS PROGRAMME ON HIV/AIDS
(UNAIDS)**

(Revised December 2020)

Establishment

1. The worldwide epidemic of AIDS - a syndrome caused by HIV - is one of the major tragedies of our time. HIV continues to spread, invisibly, at a rate of many thousands of new infections every day, and its impact will continue to wreak unprecedented havoc among individuals, families and all sectors of societies well into the twenty-first century. The magnitude and duration of the epidemic, and the complex challenge of leading and sustaining the response to it, call for a special global programme.
2. Resolution 1994/24 adopted by ECOSOC in July 1994 endorsed the establishment of the joint and cosponsored United Nations programme on HIV/AIDS as outlined in the annex to the resolution. That annex described the fundamental characteristics that would comprise such a programme. In Section VI of the annex on Organizational Structure, it is indicated that the Executive Director of the programme, appointed by the UN Secretary-General upon the recommendation of the Cosponsors, will report directly to the Programme Coordinating Board which will serve as the governance structure for the programme. The cosponsors have formed a Committee of Cosponsoring Organizations (CCO) and the terms of reference of the CCO and the UNAIDS Secretariat are found in Annex 1 of this document.
3. Resolution 1994/24 also indicated that the Board's detailed responsibilities and meeting schedule will be specified in a document containing its terms of reference. These details are set out below and take into consideration the subsequent discussions of ECOSOC at its organizational sessions and the resolution adopted at its 1995 substantive session (ECOSOC resolution 1995/2 refers).

Purpose

4. The Programme Coordinating Board (PCB) acts as the governing body on all programmatic issues concerning policy, strategy, finance, monitoring and evaluation of UNAIDS.

Functions

5. In order to carry out its functions the PCB shall be kept informed of all aspects of the development of UNAIDS and take into account, in matters of strategy and

technical policy, the reports and recommendations of the CCO and the Executive Director, and appropriate reports and recommendations from UNAIDS scientific and technical advisory committees established by the Executive Director. The functions of the PCB are:

- (i) To establish broad policies and priorities for the Joint Programme, taking into account the provisions of General Assembly resolution 47/199;
 - (ii) To review and decide upon the planning and execution of the Joint Programme. For this purpose, it shall be kept informed of all aspects of the development of the Joint Programme and consider reports and recommendations submitted to it by the CCO and the Executive Director;
 - (iii) To review and approve the plan of action and budget for each financial period, prepared by the Executive Director and reviewed by the CCO;
 - (iv) To review proposals of the Executive Director and approve arrangements for the financing of the Joint Programme;
 - (v) To review longer term plans of action and their financial implications;
 - (vi) To review audited financial reports submitted by the Joint Programme;
 - (vii) To make recommendations to the Cosponsoring Organizations regarding their activities in support of the Joint Programme, including those of mainstreaming; and
 - (viii) To review periodic reports that will evaluate the progress of the Joint Programme towards the achievement of its goals.
6. Annual reports submitted to the PCB on the work of the Joint Programme, together with any comments as the PCB may wish to make, shall be made available to the governing bodies of each of the Cosponsoring Organizations and ECOSOC.

Composition

7. The membership of the PCB comprises 22 Member States, elected from among the Member States of the Cosponsoring Organizations, with the following regional distribution:
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|---|---------|
| Western European and Others Group | 7 seats |
| Africa | 5 seats |
| Asia and Pacific | 5 seats |
| Latin America and the Caribbean | 3 seats |
| Eastern European/Commonwealth of Independent States | 2 seats |
8. The term of membership of these 22 members shall be three years. The initial terms of members shall vary in order to achieve a staggering of membership. After the initial elections, approximately one third of the membership shall be replaced annually.

9. Each of the Cosponsors shall have full rights of participation in the PCB but without the right to vote (see the terms of reference of the CCO in Annex 1 of this Modus Operandi).
10. Five nongovernmental organizations (NGOs), three from developing countries and two from the developed countries or countries with economies in transition, shall be invited to participate in meetings of the PCB but without the right to take part in the formal decision-making process and without the right to vote (ECOSOC resolution 1995/2 refers).
11. The selection of the five nongovernmental organizations would be determined by the NGOs themselves from among those either in consultative status with ECOSOC or in relationship with one of the cosponsoring organizations or on the roster of NGOs dealing with matters pertaining to HIV/AIDS. The PCB shall formally approve the NGOs nominated. The terms of office of the selected NGOs shall not exceed three years.

Observers

12. Upon written application, which expresses a manifest interest, observer status for PCB meetings may be granted by the Executive Director, in consultation with the chairperson of the PCB, to any Member State of any of the Cosponsoring Organizations, and any intergovernmental or nongovernmental organization. Observers will make their own arrangements to cover expenses incurred in attending meetings of the PCB.
13. Observers may participate, when invited to do so by the chair, in the deliberations of the PCB on matters of particular concern to them. Observers may have access to PCB background documents. They may submit memoranda to the Executive Director who shall determine the nature and scope of their circulation. Observers must work through the Board members/participants to propose decision points or introduce new agenda items.

Meetings

14. PCB meetings shall be held twice a year in principle. However, the second session in the odd years shall be held only when there is a substantive need and if sufficient resources are available. In this regard, the PCB may decide in an even year to cancel the second meeting during the following, odd, year. The sessions will be public unless the PCB decides otherwise. Each session will consist of a decision making segment and a thematic segment.
15. The Executive Director of UNAIDS serves as the Secretary of the PCB.
16. In consultation with the PCB Bureau the Executive Director shall prepare an agenda for each meeting.
17. Announcements of regular meetings, accompanied by the provisional agenda, shall be sent to members, participants and observers, at least sixty days before the first day of the meeting; background documents will be prepared in English and French and sent as soon as possible thereafter.

18. PCB decisions will include clear language on who is responsible for their implementation, and also a time frame, costing, source of funds and identified reporting mechanisms and should take into account the linkages to, and impact of, the decision for existing workplans and priorities.
19. Simultaneous interpretation will be provided for all PCB meetings in English and French. Simultaneous interpretation into other UN official languages may be provided on written request submitted by a member to the Secretary no later than six weeks prior to a full meeting of the PCB.
20. Two thirds of the voting members of the PCB, i.e., fifteen, constitute a quorum.
21. Funds will be made available to cover the costs for per diem and travel incurred in connection with the attendance at PCB meetings for one representative from each developing country, from each country with an economy in transition and for one representative from each of the five nongovernmental organizations.

Officers

22. The PCB shall elect from among its members and States elected as members as of 1 January of the following calendar year a chair, a vice-chair and a rapporteur. For States elected as a member as of 1 January of the following calendar year a written statement of interest shall be required. The terms of office of the three elected officials will be one calendar year starting on 1 January. It is expected that the vice-chair will be elected to take the office of chair for the subsequent calendar year unless the vice-chair has indicated that he/she does not seek election as chair, or if the vice-chair was unable to complete his/her term of office. Officers will be elected taking into account a fair geographical distribution.
23. Should the chair be unable to complete its term of office, the vice-chair will take over the office of chair and the PCB shall elect a new vice-chair at its next meeting.
24. The chair or, in its absence, the vice-chair, shall preside over meetings of the PCB. The chair shall function as a neutral moderator of the Board with the following roles and responsibilities to:
 - lead and facilitate Board discussions to promote effective decision making and focused and constructive debate;
 - facilitate the effective contribution and active engagement of all Board members, participants, and, where appropriate, observers i.e. by promoting the plenary as the principal forum for full but focused discussion and adoption of decisions;
 - ensure that decision-making and other procedures of the Board follow the agreed rules and principles, including the principle of decision-making by consensus;
 - form, when appropriate, a drafting group with balanced representation – that will not normally be held in parallel with plenary – and lead its work to ensure its effectiveness;

- encourage participation by Executive Heads of Cosponsoring agencies in meetings of the Board;
 - initiate meetings with PCB NGOs and Cosponsors prior to each Board meeting;
 - work closely with the Executive Director and the Secretariat to ensure timely and effective actions related to the Board and its functions, as necessary; and
 - carry out any other duties as delegated by the Board in a particular decision point.
25. The vice-chair shall support the chair and carry out other tasks assigned by the PCB Bureau during and between Board meetings, as necessary.
26. The rapporteur shall carry out tasks assigned by the PCB Bureau during and between Board meetings and shall participate as a full member of the PCB Bureau.
27. All officers shall ensure their appropriate representation in all Board-related matters including the PCB Bureau.

Procedures

28. The PCB may establish subcommittees and ad hoc working groups to assist it in carrying out its functions.
29. The PCB shall endeavour to adopt its decisions and recommendations by consensus. Should decisions by voting or other procedural advice be necessary, the PCB shall use the Rules of Procedures in Annex 2 of this Modus Operandi.
30. Recommendations, decisions and conclusions shall be submitted for adoption by the members prior to the close of PCB meetings and distributed to all participants preferably within one week of the close of the meeting.
31. A report of the PCB meeting shall incorporate the recommendations, decisions and conclusions referred to in paragraph 30 above and be distributed to members and other participants within sixty days of the close of the meeting.
32. The PCB may amend or supplement its modus operandi.

**Terms of Reference of the Committee of
Cosponsoring Organizations and the UNAIDS
Secretariat**

I. Committee of Cosponsoring Organizations Functions

1. A Committee of Cosponsoring Organizations (CCO) serves as the forum for the Cosponsoring Organizations to meet on a regular basis to consider matters concerning UNAIDS, provides input from the cosponsoring organizations into the policies and strategies of UNAIDS, and serves as a standing committee of the PCB. Specifically, the CCO has the following functions:
 - (i) To review work plans and the proposed programme budget for each coming financial period, prepared by the Executive Director and reviewed by such advisory committees as may be established by the Executive Director, in time for presentation each year to the PCB;
 - (ii) To review technical and financial proposals to the PCB for the financing of the Joint Programme for the coming financial period;
 - (iii) To review technical and audited financial reports submitted by the Executive Director (including reports by advisory committees established by the Executive Director), and to transmit these with comments as appropriate to the PCB;
 - (iv) To make recommendations to the PCB in particular on relevant policy issues emerging from each Cosponsors' Governing Board, and to identify key PCB decisions which should be brought to the attention of cosponsor governing bodies;
 - (v) To review the activities of each Cosponsoring Organization for appropriate support of, as well as consistency and coordination with, the activities and strategies of the Joint Programme;
 - (vi) To report to the PCB, including through the annual oral presentation by the CCO Chair or her/his high level representative on the efforts of the Cosponsoring Organizations to bring the Joint Programme's policy as well as strategic and technical guidance into the policies and strategies of their respective organizations and to reflect them in activities specific to their mandates; and
 - (vii) To decide on behalf of the PCB on issues referred to it for this purpose by the PCB.

Composition

2. The CCO is comprised of the Head of each of the Cosponsoring Organizations or their designated representatives. They are supported by their respective Global Coordinator and Focal Point.
3. Global Coordinators are the officials who lead each Cosponsoring Organization's primary HIV-focused team and Focal Points are the officials in each Cosponsoring Organization responsible for day to day coordination on HIV programming with officials of the UNAIDS Secretariat and other cosponsors. Global Coordinators and Focal Points provide input to the Head of their Organization on relevant strategic, policy and programme matters to be brought to the attention of UNAIDS, and ensure that the policy, strategic and technical guidance of the Joint Programme is reflected in the activities specific to their mandates and respective result frameworks.
4. Proposals by UN-system organizations to join the Joint Programme as Cosponsors shall be reviewed by the CCO and then submitted to the PCB for its consideration and approval.

II. UNAIDS Secretariat

5. The Secretariat comprises the Executive Director and such technical and administrative staff as the Programme may require.
6. The Executive Director shall be appointed by the Secretary-General of the United Nations upon the consensus recommendation of the Cosponsoring Organizations. The Executive Director shall be subject to the authority of the PCB.
7. The Executive Director is, ex-officio, Secretary of the PCB, of the CCO, of all subcommittees of the PCB and of conferences organized by UNAIDS. He/she may delegate the functions.
8. The Executive Director may, by agreement with Member States of the Cosponsoring Organizations, have direct access to their various departments, administrations and organizations, whether governmental or nongovernmental. He/she may also establish direct relations with international organizations whether intergovernmental or nongovernmental.
9. The Executive Director shall, in the exercise of providing leadership and guidance to the programme:
 - (i) Prepare and submit to the PCB, after review by the CCO, the workplan and budget for each biennium;
 - (ii) Mobilize and manage, in accordance with the financial regulations and rules of WHO (the agency providing administration of UNAIDS), programme financial resources on the basis of the budget approved by the PCB;
 - (iii) Select, supervise, promote and terminate all staff of the Secretariat acting within the staff regulations and rules of WHO which shall be adjusted, as necessary, to take into account the special needs of UNAIDS.

- (iv) Establish such policy and technical advisory committees as he/she deems necessary in order to advise him/her on any aspect of UNAIDS. The Executive Director shall make available to the PCB and the CCO, as appropriate, the reports of such technical advisory committees. The members of such committees, to be selected by the Executive Director, shall serve in a personal capacity and represent a broad range of disciplines and experience;
 - (v) Delegate to the staff of the programme the authority necessary for the effective implementation of UNAIDS' activities.
10. In the performance of their duties the Executive Director and the staff shall not seek or receive instructions from any government or from any authority external to the Programme.

**Rules of Procedure
of the Programme Coordinating Board
(PCB) of UNAIDS**

Conduct of Business

Rule 1: The PCB may limit the time allowed to each speaker.

Rule 2: During the discussion of any matter, a member may rise to a point of order, and the point of order shall be immediately decided by the Chairperson. A member may appeal against the ruling of the Chairperson, in which case the appeal shall immediately be put to the vote. A member rising to a point of order may not speak on the substance of the matter under discussion but on the point of order only.

Rule 3: During the course of a debate the Chairperson may announce the list of speakers and, with the consent of the PCB, declare the list closed. The Chairperson may, however, accord the right of reply to any member if in his/her opinion a speech delivered after the list was declared closed makes it desirable.

Rule 4: During the discussion of any matter, the Chairperson, with the consent of the PCB, may adjourn the debate on the item under discussion.

Rule 5: The Chairperson may at any time, with the consent of the PCB, close the debate on the item under discussion whether or not any other member has signified the wish to speak.

Voting

Notwithstanding the principle in paragraph 29 of the PCB Modus Operandi, the following rules shall apply should the PCB decide to proceed to a vote:

Rule 6: For the purpose of these rules, the phrase "members present and voting" means those members with the right to vote casting a valid affirmative or negative vote. Members abstaining from voting shall be considered as not voting.

Rule 7: The decisions of the PCB shall be made by a majority of the members present and voting.

Rule 8: If the votes are equally divided the proposal shall be regarded as not adopted.

Rule 9: The PCB shall normally vote by show of hands, except that any member may request a roll-call which, if the majority so agree, shall then be taken in the alphabetical order of the names of the members. The name of the member to vote first shall be determined by lot.

Rule 10: The vote of each member participating in any roll-call shall be inserted in the records.

Rule 11: After the Chairperson has announced the beginning of voting, no member shall interrupt the voting except on a point of order in connection with the actual conduct of voting.

Rule 12: Elections shall normally be held by secret ballot. If there is only one candidate the PCB may decide to proceed to elect the candidate without taking a ballot.

Rule 13: The PCB may vote on any matter by secret ballot if it has previously so decided by a majority of the members present and voting, provided that no secret ballot may be taken on budgetary questions.

A decision under this rule by the PCB whether or not to vote by secret ballot may only be taken by a show of hands; if the PCB has decided to vote on a particular question by secret ballot, no other mode of voting may be requested or decided upon.

Rule 14: Any of these rules may be suspended by the PCB by a two-thirds majority.

Rule 15: The PCB may amend or supplement these rules.

Rule 16: The PCB may at its discretion apply such rules of procedure of equivalent meetings of the World Health Organization, the Agency providing administrative support to UNAIDS, as it may deem appropriate to particular circumstances for which provision does not exist in these rules.

Terms of Reference of the Programme Coordinating Board Bureau

Functions

1. The Programme Coordinating Board (PCB) Bureau is intended to maximize the effectiveness and efficiency of the PCB. Specifically, the PCB Bureau has the responsibility for coordinating the PCB's programme of work for the year, including:
 - (i) Facilitating the smooth and efficient functioning of PCB sessions;
 - (ii) Facilitating transparent decision-making at the PCB;
 - (iii) Preparing the PCB agenda, and recommending the allocation of time to, and the order of, discussion items;
 - (iv) Providing guidance on PCB documentation, as needed; and
 - (v) Carrying out additional functions as directed by the PCB.

Composition

2. The PCB Bureau is comprised of representatives of the officers of the PCB (chairperson, vice-chairperson and rapporteur), the Chair of the Committee of Cosponsoring Organizations and the PCB NGO Delegation. They may be accompanied by advisers.

Inter-sessional decision making

3. When a decision is required by the PCB that cannot wait until the next scheduled PCB meeting the PCB Bureau may use the following inter-sessional process. This process is only applicable for decisions that are required by the PCB Bureau to complete functions that have been specifically mandated to it by the Board:
 - (i) PCB Chair will send an email communication using the list established by the Secretariat which will contain background information and a description of the decision. A notice of receipt of the email will be required and a deadline set for the receipt by the Chair of the replies to the proposed decision point.
 - (ii) If a quorum (15) is reached, in terms of the answers received to the decision point by the established deadline, the responsible body will act in accordance with the majority view.
 - (iii) If a quorum is not reached, then the responsible body has no basis on which to move forward and will revert to the PCB Bureau for decision on further action, if any.
 - (iv) This process will be reviewed periodically at the Programme Coordinating Board with respect to its effectiveness, particularly if any Member States expresses dissatisfaction with the process.
4. The Secretariat will carry out the following steps to ensure that the inter-sessional contact list is kept current:

- (i) The Secretariat shall update the contact list annually for all twenty two members of the Board and on an ad hoc basis when exceptional changes in the PCB membership occur.
 - (ii) In January of each year the Executive Director of UNAIDS will send a letter to the Heads of the member delegations of the Board asking them to nominate a named individual plus an alternate who will both receive all communication related to the decision that needs to be made. Full contact details will be required for both named individuals.
 - (iii) On receipt of all names, the Secretariat will send a test mail to all focal points and alternates.
5. Member States shall notify the Secretariat when changes to the contact list are required.

The Oversight and Accountability Roles of the Programme Coordinating Board

1. This annex supplements the modus operandi (MO) to clarify the oversight and accountability roles of the Programme Coordinating Board (PCB),¹ which are central to mitigating risks and strengthening the Joint United Nations Programme on HIV/AIDS (UNAIDS Joint Programme) so that it can better deliver on its critical role in the global HIV response.
2. In line with its mandate as the governing body of the UNAIDS Joint Programme, which is broadly defined in ECOSOC resolutions 1994/24 and 1995/2, the PCB has oversight and accountability responsibilities on all issues within the UNAIDS Joint Programme relating to:
 1. Strategy development and implementation;
 2. Resource allocations;
 3. Performance monitoring;
 4. Policy development and implementation;
 5. Financial management; and,
 6. Risk management.
3. To facilitate executing on its oversight and accountability responsibilities, the PCB has created an Independent External Oversight Advisory Committee (IEOAC) that will advise the PCB on the quality and level of financial reporting, governance, risk management, and internal controls within the UNAIDS Secretariat.
4. Processes and reporting to enable the PCB to fulfil its oversight and accountability roles include, but are not limited to:
 1. Reports from the UNAIDS Joint Programme
 - Biannual reports from the Executive Director to the PCB;
 - Reports of the Committee of Cosponsoring Organisations to the PCB; and,
 - Intersessional communication from the Executive Director to the PCB on time-critical emergent issues of relevance to the PCB oversight and accountability roles (e.g. the detection of an incidence of major fraud). Further action on such communications will then be considered, as necessary, by the PCB Bureau during the intersessional period consistent with the MO.
 2. Strategy Development and Implementation
 - Review and approval by the PCB of global UNAIDS strategies and their associated performance monitoring frameworks, noting that Cosponsor specific HIV strategies fall outside of the remit of PCB review and approval;
 - Reports and recommendations from the UNAIDS Joint Programme scientific and technical advisory committees;
 - Review and approval by the PCB of the UNAIDS Joint Programme operational plans and budgets for each financial period;
 - Regular financial and performance reporting to the PCB, with clear linkages between investments and outcomes and impact;
 - PCB field visits; and
 - The annual NGO Report to the PCB.

¹ Article 32 of the MO specifies that “The PCB may amend or supplement its modus operandi”.

3. Financial Management

- The audited financial reports submitted annually to the PCB by the UNAIDS Joint Programme;
- Review of direct reports submitted annually to the PCB on the UNAIDS Joint Programme from:
 - The External Auditor;
 - The Internal Auditor; and,
 - The Independent External Oversight Advisory Committee (IEOAC) – in addition to financial matters, this report will also cover other oversight areas.

4. Ethics

- The annual report of the UNAIDS Secretariat's Ethics Office

5. Evaluation

- The annual report of the UNAIDS Joint Programme Evaluation Office, as well as all reports on specific evaluations.

6. Human Resources

- The UNAIDS Secretariat annual update on strategic human resources management issues; and
- The annual statement of the UNAIDS Secretariat Staff Association.

7. Risk management

- Regular reporting on risks, including the evolution of risks over time, and risk mitigation strategies.

8. Oversight of the UNAIDS Executive Director

- The Secretary-General holds the oversight role of the UNAIDS Executive Director position whereas the PCB is responsible for the oversight of the UNAIDS Joint Programme. Should matters arise where the PCB finds the UNAIDS Joint Programme mandate or its implementation is placed at risk by the performance of the Executive Director, the PCB may, with consensus of the PCB, raise any issue regarding the actions or performance of the UNAIDS Executive Director with ECOSOC.

5. In the exercise of its oversight and accountability functions, the PCB may make recommendations to the Executive Director and the cosponsoring organizations. The implementation of these recommendations shall be tracked through regular progress updates by the Executive Director to the PCB, with relevant inputs from the CCO. Where relevant and appropriate the recommendations will also be brought by the executive heads of the cosponsoring organizations to the attention of their governing boards. The individual Members of the PCB may also seek to bring the recommendations to the attention of the governing bodies of the cosponsoring organizations.
6. As standard practice, all reports and recommendations from independent oversight bodies approved by the PCB will receive formal management responses detailing agreed management actions (AMAs) with specified implementation timelines, which will be shared with the PCB. The PCB will hold the Executive Director, as appropriate, accountable for implementing all AMAs. The implementation of these AMAs will be tracked, with regular progress updates including reporting to the PCB.

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