

Terms of Reference rev1

Independent External Oversight Advisory Committee of the United Nations Joint Programme on HIV/AIDS

Background

In 2019, the United National Joint Inspection Unit completed a review of the United Nations Joint 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 (MO). 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 practices.
- 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 positions of Chair and Vice-Chair will be rotational and shall be selected by the IEOAC members from among their number; the Chair and Vice-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 publically 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.

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