

Annex I
Governance and Administrative Structure
of the Robert Carr Civil Society Networks Fund (RC-NF)

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Part I: Goals and outcomes (Results Framework) of the RC-NF

The RC-NF will provide grants to support activities of global and regional civil society and community networks. The results to be achieved by this new fund are designed to deliver a broad range of internationally agreed goals. These include the Millennium Development Goals (MDGs, notably 3, 4, 5 and 6); the 2011 Political Declaration on HIV/AIDS: Intensifying our Efforts to Eliminate HIV/AIDS; the new Global Fund Strategy "Investing for Impact"; and ongoing efforts to achieve Universal Access to HIV prevention, treatment, care and support.

Super Goal

To achieve 'Getting to Zero': zero new HIV infections, zero discrimination, zero AIDS – related deaths.

Goal

Networks have sufficient and predictable resources to enhance the quality and effectiveness and gender equity of AIDS responses reaching inadequately served populations at local level, through global and regional action.

Outcome 1.

Improved capacity of global and regional networks to support meaningful participation of inadequately served populations, in influencing policy at global, regional, and national levels such as: meeting universal access targets, ensuring high quality and equitable care, treatment and prevention support.

Outcome 2.

Improved organizational capacity and technical expertise of inadequately served populations to design, access, deliver and monitor a full spectrum of prevention, treatment, care and support services that respond to evolving community needs.

Outcome 3.

Improved organizational capacity and technical expertise of inadequately served populations to reduce policy and regulatory barriers, combat human rights abuses, stigma & discrimination and support access to legal services to meet community needs.

Outcome 4.

Community organizations play a central part in ensuring that at local level all responses to AIDS have sufficient, strategically targeted investments to deliver results.

Part II: Governance of the RC-NF

2.1. Governance Arrangements; International Steering Committee

The Carr Fund requires a governance structure that is independent of the Fund's Management Agent (FMA). This independent governing body – International Steering Committee (ISC) - should limit bureaucracy and ensure a quick turnaround of decision-making on proposals to secure rapid dispersal of funds to global and regional civil society networks. Key to the success of this light-touch governance structure is instituting transparent decision-making procedures, implementing clear accountability mechanisms, and ensuring a diverse representation of members.

Roles and responsibilities

Ultimately the ISC is responsible for the Fund. The main roles of this governing body are to provide oversight, set strategic direction, funding priorities and the eligibility criteria for grants in a given funding cycle, maintain oversight and approve proposals for funding, based on the advice of the Program Advisory Panel (see below), and to instruct the fund managing agent (and UNAIDS) who will operationalize these decisions, enter into agreements with grantees, and manage, monitor and report on these agreements.

The ISC will oversee the establishment of a Program Advisory Panel (PAP), which will operate independently from the ISC and with logistical support provided by the FMA. Proposals for funding will be reviewed by Program Advisory Panel (based on distinct technical areas) that is peer-led and includes technical experts in areas under consideration for funding. Detailed recommendations on which organizations to fund, for how much and with justification according to predetermined criteria will be submitted by the PAP to the ISC for approval.

The ISC will be responsible for ensuring that the work of the panels is ethical and in accordance with the priorities of the Fund. Members of the ISC and the PAP will recuse from discussion should there be any conflicts of interest (e.g. where they are associated with a grant application).

The responsibilities of the International Steering Committee are to:

- Establish and affirm the funding priorities of the RC-NF.
- Develop and implement selection processes for future ISC membership election processes etc (*note: the initial process will be overseen by the Working Group*)
- Select the Fund Management Agent (FMA).
- Approve the annual work plan and budget of the RC-NF.
- Oversee and support resource development activities to sustain the RC-NF.
- Approve terms of reference selection process, and make the final selection of Program Advisory Panel members.
- Review and approve conflict of interest and confidentiality policies drafted by the FMA for proposal review processes and Program Advisory Panel members.
- Approve application processes and procedures as prepared by the FMA.
- Approve and provide guidance on proposal evaluation criteria developed by Program Advisory Panel in collaboration with the FMA.

- Provide strategic guidance on the development of a peer-led monitoring and evaluation system.

In executing these responsibilities, the ISC is supported by the FMA, which, will act as the ISC's secretariat. This includes that the preparation of the ISC agenda's, collection of relevant documentation, background information and preparation of draft policies, decision points, etc.

Fiduciary reporting rests with whoever acts as the fiduciary agent of the fund, but will be overseen by the ISC. The ISC will ensure that the work of the Fund is transparent and made public, especially to constituents engaging in activities funded by the Fund (funders and direct or indirect beneficiaries).

Membership

The ISC will mirror the representativeness and effectiveness of the Working Group that designed the Fund in comprising both networks and donors. To maintain logistical efficiency and cost effectiveness, the governing body should not exceed 8 members (inclusive of Chair and Co-Chair, who will be elected by the members from the membership). At least one donor and one civil society representative of the current joint Working Group will transition to the ISC to ensure continuity and safeguard institutional memory.

The civil society members of the Working Group that designed the RC-NF will play a key role in the selection of civil society members to the ISC. This will be through a transparent process with an open call for expressions of interest among various constituencies, and aspiring to celebrate diversity and inclusion. Of note, the selection criteria should focus on meeting gender equity, and diverse representation, to ensure that there is strong representation from high HIV burden countries, key populations and people living with HIV. ISC members must bring a skills-mix of grassroots experience, as well as expertise in governance.

All donors who contribute to the fund will be able to nominate their representation on the governing body. They may decide to operate through partners (in accordance with good aid effectiveness principles), but will be directly represented during the first phase of one year (in case there are fewer than four donor agencies contributing). It is currently envisaged that four donors will join the ISC: Norway, UK, the BMGF and the US.

There should be a balance between civil society and donors, at least in the first year. The number of civil society representatives will however not be changed to less than 4 to enable a proper mix that reflects representation of the different types of networks, key populations and regions.

Term of membership

The minimum term of membership on the ISC will be two years and members will commit to serving at least one term when elected. For the sake of effectiveness and continuity, at least one third of members will continue to serve a second term. The chair and co-chair will be elected by majority vote at the beginning of each governing term. Additionally a vice chair or alternate chair (effectively a chair-elect) could be established in year two (with the same term as the initial chairs) so that there was additional continuity by creating an overlapping term.

Ex-officio members

Up to two non-voting (ex-officio) members will be appointed from a neutral party (eg. UNAIDS, ICSS or other parties as deemed appropriate by the ISC) to act as observers. UNAIDS, ICSS and the FMA will attend meetings of the ISC.

Decision making process

The ISC will rely on electronic communication for decision-making as required in between its yearly face-to-face meetings – with six-monthly face-to-face meetings during the inception phase of the RC-NF. Decisions will be made by consensus. If consensus cannot be reached the Chair may call for a vote (with the Chair having a casting vote if required).

Conflict of interest

It will be the duty (and form part of the ToRs) of all ISC members to identify and inform the ISC where potential conflicts of interest (COI) exist or are likely to arise, and consequently absent themselves/abstain from any related decisions. It is the role of the Chair to sanction members in the event that there is evidence of COI that is knowingly undeclared. Possible sanctions may include dismissal from the ISC or review team. If a breach of interest has impact on grant selection, it is the duty of the ISC to instruct a review on whether the particular grant selection was appropriate.

2.2. Governance arrangements : Program Advisory Panel

The Program Advisory Panel (PAP) is part of the governance structure of the RC-NF because of its role in reviewing grant proposals and making recommendations for funding. The PAP will also work closely to support the FMA on activities such as monitoring and evaluation and cross learning. In consultation with the ISC, the PAP may decide to convene additional panels with regional or thematic foci if deemed necessary.

The responsibilities of the Program Advisory Panel will be to:

- Review and score proposals and make recommendations for funding to the International Steering Committee.
- Provide guidance, where necessary, to the FMA in the development of capacity building and technical support activities for grantees.
- Where possible, advise on implementation of M&E activities of beneficiaries (with the guidance of the ISC)
- Advise the ISC on the development of TOR for the independent evaluation of the FMA

The Program Advisory Panel will be established based on the following criteria:

- At least 5 and not more than 9 members.
- At least 60 percent of the members are from civil society.
- Ability and availability to review and score grant proposals, discuss them in English, and offer perspectives about how international funding can support activities and organizational capacity toward global and regional civil society and community HIV networks.
- Experience with or exposure to grant making and/or technical assistance.
- At least two members of the Panel are openly living with HIV.
- At least two members of the Panel are representing Inadequately Served Populations.
- Gender and geographic balance.
- Members will serve on a voluntary basis, with costs for virtual and face-to-face meetings being covered from the FMA budget.

- Availability to attend up to two in person meetings per year and up to six teleconferences.
- Participants will be nominated through an open call for (self-) nominations. These nominations will be reviewed and comparatively scored by the International Steering Committee, to decide on a final set of individuals.
- The same principles on Conflict of Interest as identified for the ISC (para 2.1) apply for the PAP.

The FMA will provide all the logistical and administrative support the PAP needs for delivering on its mandate. The costs of the PAP are also fully incorporated in the FMA budget. At the first ISC meeting, the group will decide on processes for further membership nominations, recruitment, orientation, the use of additional panels, renewal and limits of terms of service, meeting schedule and development of a Conflict of Interest policy for the PAP.

Part III: Administration of the RC- NF

3.1. Host and Management Arrangements

In order to accommodate the different needs and requirements of donors and the civil society networks, two phases have been determined:

Inception phase

The RC-NF will be hosted by UNAIDS in the short term, as required, whilst the RC-NF Working Group, supported by secretariat functions provided by UNAIDS and ICSS, commissions a fair and transparent procurement process in the form of a Request for Proposals (RFP) for a Fund Management Agent (FMA)¹.

It is envisaged that UNAIDS will always manage US funds for RC-NF. If necessary, UNAIDS could consider receiving short-term funds from other donors, though this is unlikely.

Full implementation phase

Once the external Fund Management Agent (FMA) is in place, the FMA will administer the processes, so that the RC-NF grantees can be awarded and monies dispersed and monitored. The FMA will be responsible for all administration and management of funds, including receipt of donor money, screening of applications and applicants, conducting all other assessments, dispersal of funds, monitoring and reporting.

Once the FMA is in place, UNAIDS will hand over all responsibility for any donor resources, except for US funds, to the FMA. The FMA will then receive and administer all other donor monies and be responsible for all grant programme management, under the oversight and guidance of the ISC.

There will then be 2 windows to receive monies: UNAIDS (for the US) and the FMA. UNAIDS may decide to sub-contract its due diligence and accountability requirements to the FMA, so

¹ Terms of Reference (ToRs) for this process can be found at Appendix 4 of the ASAP final report that was endorsed by the Working Group at its meeting on December 14, 2011.

that the FMA could oversee all grant performance, monitoring and reporting requirements. However, all US monies would flow into UNAIDS, and UNAIDS would be responsible for on-granting to the grant recipients selected by the RC-FN ISC up to the value of the US funds it handles. The FMA would be responsible for receiving and dispersing all other funds for the RC-NF.

3.2. Timing

In the first instance, the overall duration of the fund will be 3 years (2012 – 2015) with possible extension of another 2 years dependent on performance. This will be broken down into two phases:

Inception Period between January to June 2012 – through UNAIDS, with secretariat services provided by ICSS, while procuring services of a Fund Management Agent.

Full implementation between July 2012 and July 2015.

It is anticipated that at the mid-point review the RC-NF governing body will agree to extend the duration of the Fund.

Part IV: Budgeting and financial management

The overall initial allocation is expected to be \$21million over 3 years, although it should be noted that this amount is not confirmed and could potentially be less – or more. An annual breakdown of the budget will be decided at the inception meeting of the ISC (July 2012), where a key decision will be the weighting of the grant resources available (approximately \$18,480,000) across the four outcome areas.

The ISC will consider an allocation of a percentage to each outcome to ensure a balanced Fund or consider other ways of proportioning resources. As more donor resources become available the allocations should be increased accordingly, with the bulk of new resources being applied to grant allocations.

It should be recognized that management (and evaluation) costs may rise if the Fund expands significantly. The management allocation is indicative and the exact spend will be determined through the competitive FMA process.