



15<sup>th</sup> Executive Board  
12-13 December 2011  
Quai d'Orsay  
Paris, France

## Resolution n°10

### **PSC and FAC Terms of Reference and related Governance Reforms**

The Board, having received the recommendations of the Policy and Strategy Committee (PSC) and the Finance and Administration Committee (FAC), concerning (i) revision of their respective Terms of Reference (ToR) and (ii) reallocation of the functions of related subsidiary and other governance structures:

1. Adopts the revised PSC Terms of Reference attached as Annex 1;
2. Adopts the revised FAC Terms of Reference attached as Annex 2, including the change of the Committee's name to Finance and Accountability Committee (FAC). The Board requests the FAC in consultation with WHO to give further consideration to UNITAID's role as outlined in section 4 of the TORs and make appropriate recommendations to the Board at EB16.
3. Abolishes the following committees, sub-committees, task forces and ad hoc structures for purposes of efficiency and economy, streamlining, rationalization of workflows and clearer delineation of roles and responsibilities in accordance with considerations noted in document EB15/5.2:
  - PRC/AGFP Nominations Sub-Committee of the PSC;
  - Communications Committee;
  - Resource Mobilization Task Force;
  - Ethics Committee; and
  - KPI Task Force.

A handwritten signature in blue ink, appearing to read "Philippe Douste-Blazy". The signature is stylized and cursive.

Philippe Douste-Blazy



## UNITAID Policy and Strategy Committee Terms of Reference

(Adopted by the 15<sup>th</sup> Executive Board, 12-13 December 2011)

### 1. Purpose

1.1. The Policy and Strategy Committee (referred to herein as the "Committee" or "PSC") is established by the Board of UNITAID ("Board") to assist the Board in fulfilling its responsibilities with respect to development and oversight of UNITAID's programme strategy and policy. The Committee shall advise the Board on UNITAID's overall strategic planning and development of core policies and on implementation of resolutions brought to the Board concerning policy and strategy.

### 2. Authority

2.1. The Committee is constituted as a standing Board committee in accordance with Section 24a of the Board Operating Procedures ("the BOPs"). In accordance with Section 24a of the BoPs, the Committee shall serve the Board in an advisory function in all matters covered by these Terms of Reference. Final decision making for all matters considered by the Committee shall rest with the Board, except where the Board specifically delegates such authority to the Committee.

2.2. The composition and operation of the Committee shall be in compliance with the BOPs and in the event of any conflict between the BOPs and these Terms of Reference, the BOPs shall prevail.

### 3. Composition and Quorum

3.1. **Membership:** The Committee shall be comprised of no more than seven Board members, including the Committee chair and vice-chair

3.2. **Term of office:** The term of office for the Committee chair and vice-chair shall be two years, renewable once unless otherwise agreed by the Board and the term of membership of the Committee shall also be two years, renewable.

3.3. **Quorum:** The Committee may only conduct business when a two-thirds majority of its members are present.

## 4. Operations

- 4.1. **Scheduling of meetings:** The Committee chair and vice chair shall, in consultation with the Secretariat, create an Annual Meeting Plan. Committee meetings will be scheduled at the discretion of the Committee chair but in consultation with the other Committee members and UNITAID Secretariat. Meetings will normally take place at least four weeks but no more than ten weeks prior to the following Board meeting.
- 4.2. **Meeting agendas:** The Committee chair and vice chair shall prepare meeting agendas, in consultation with the Secretariat Focal Point. Meeting agendas shall be made available to Committee Members at least 10 working days before each meeting.
- 4.3. **Decision making:** The Chair of the Committee should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be noted in the meeting minutes and shall be reported to the Board.
- 4.4. **Minutes:** The Committee shall keep minutes of each meeting in English. Upon prior written request of a Board Member, these shall be translated into other United Nations languages. The Committee shall regularly report on its meetings and other activities to the Board.
- 4.5. **Transparency Policy:** The UNITAID Transparency Policy shall apply to the work of the Committee.
- 4.6. **Conflicts of Interest:** Committee members shall disclose any conflicts of interest relating to the work of the Committee as well as that of any sub-committees.
- 4.7. **Committee Accountability:** The Committee shall conduct a self-assessment exercise every two years.
- 4.8. **Secretariat Focal Point:** The UNITAID Secretariat will co-ordinate and facilitate the Committee's work through the Secretariat Focal Point for the Committee ("the Secretariat Focal Point"), in accordance with Section 25 of the BOPs. The Secretariat Focal Point will be accountable to the Committee and will provide assistance and support to the work of the Committee, both during and in the preparation of Committee meetings.
- 4.9. The Policy and Strategy Committee may seek information from UNITAID Management and staff, external experts or outside consultants as necessary.

## 5. Duties and responsibilities:

5.1. In carrying out its responsibilities, the Committee, bearing in mind the WHO rules, policies and regulations that apply to UNITAID, shall:

5.1.1. review, and advise the Board on, **overall development and implementation of UNITAID policy and strategy**, and in respect to resolutions affecting the same, including on:

- the UNITAID multiannual Strategy;
- partnership policy;
- project transition/sustainability framework.

5.1.2. serve as the lead Committee to liaise with and respond to policy recommendations from **expert advisory groups/committees**, including on prioritization of strategic niches for funding. The Committee will guide the Advisory Group on Funding Priorities (AGFP) to promote consistency of the AGFP's recommendations with UNITAID's Strategy. The PSC shall nominate the members of the AGFP and the Proposals Review Committee (PRC) with appropriate support from the Chairs of the AGFP and PRC and the Secretariat.

5.1.3. review **portfolio performance** and advise the Board on:

- the overall programmatic and strategic performance of UNITAID against project targets, KPI's, expenditures and transition plans, making use of internal and external evaluations and expert group reports as well as of periodic reviews of UNITAID-supported projects undertaken as part of UNITAID's Monitoring and Evaluation Strategy.
- development of programmatic KPIs, which the PSC shall forward to the FAC for inclusion in a comprehensive, harmonized set of KPI recommendations for Board decision.

5.1.4. perform such **other duties** as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to it.

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