

# **TERMS OF REFERENCE**

## **FP2020 REFERENCE GROUP**

Approved by the FP2020 Reference Group on December 14, 2012

### **A. OVERVIEW**

The Reference Group's purpose is to provide strategic direction and oversight of Family Planning 2020's (FP2020) progress towards the achievement of the Family Planning Summit goal: enabling 120 million additional women in the world's poorest countries to access voluntary family planning by 2020. It has oversight over FP2020 operational mechanisms including the Task Team and Working Groups.

As the arrangement for Family Planning 2020 is not a legally established entity, the UN Foundation Board of Directors will hold final legal and fiduciary authority only for the FP2020 Task Team and administrative budget until (and if) such time as FP2020 becomes a separate legal entity. The UN Foundation will ensure that the FP2020 Task Team and the administrative budget it manages are run in line with UN Foundation financial and human resource policies and procedures, with guidance from the Reference Group. The UN Foundation Reference Group representative and/or the FP2020 Task Team Director shall keep the UN Foundation management and Board of Directors informed of FP2020's activities.

### **B. ROLE**

The role of the Reference Group is to:

- Provide overall strategic direction for FP2020 and approve the strategy, annual operating plan, and budget
- Review the annual budget against the operating plan
- Monitor the performance of the FP2020 strategy and workplan against a set of approved metrics
- Establish the overall principles and direction for the governing, administrative and advisory bodies of FP2020
- Ensure annual reporting of FP2020 commitments and progress against the goal, and that reporting informs and supports the accountability processes established under the auspices of the UN Secretary General's Every Woman Every Child strategy, including by the recommendations and processes of the Commission for Information and Accountability and Independent Expert Review Group (COIA and iERG)
- Promote the goals, principles and activities of FP2020, ensure alignment and harmonization with key stakeholders and existing partnerships, and mobilize public and private sector partners to support those goals
- Lead the appointment process for the Champions Group, Reference Group and Working Group leadership, amend the composition of the board, and create or terminate FP2020 structures (e.g. Working Groups, committees to the board, temporary advisory groups, etc.) as needed
- Make recommendations regarding the recruitment and termination of the FP2020 Task Team Director and conduct an annual performance assessment process

- Establish and oversee the strategy for identifying and managing risks to FP2020 particularly strategic, reputational and operational risks, recognizing the role of the UNF board in monitoring financial and legal risks

## **C. COMPOSITION**

### *Composition*

The Board shall consist of up to 18 voting members. Each voting member shall have one vote.

Members of the Reference Group shall be comprised of the following constituencies, representing a mix of fixed and rotating seats:

- Donor organizations
  - Three fixed seats: Bill & Melinda Gates Foundation, USAID, DFID (as conveners of the London Summit on Family Planning)
  - Two rotating seats from among donors that have made a pledge of support to the London Summit on Family Planning or FP2020
- Multilateral institutions
  - 1 fixed seat: UNFPA
  - 1 rotating seat: available, but not limited to, WHO, UNICEF, UN Women, and the World Bank
- Countries
  - Five rotating seats
- Civil society organizations
  - Up to three rotating seats, with emphasis on a mix of geographic and functional expertise
- Host organization
  - One fixed seat for UN Foundation, representing the host of the FP2020 Task Team
- At-Large seats
  - Two rotating seats for RHSC and PMNCH

All members of the Reference Group will be expected to serve as individuals. Notwithstanding the former, should a Reference Group member change organizational affiliation – and especially constituency – the Reference Group co-chairs will have the right to ask for that member’s resignation so as to not disrupt the overall intended composition and balance of the Reference Group.

### *Criteria for Reference Group Membership*

The following criteria will guide the selection of Reference Group membership based on the diversity of skills, experience and capabilities desired by the Reference Group, as well as the expected time commitment.

- Availability and commitment to participate – approximately 10% of time including attending all Reference Group meetings
- Recognized leader in family planning with the understanding and knowledge required to help shape overall strategic direction for FP2020

- An in-depth understanding of and personal commitment to the FP2020 principles, core values and mission
- An in-depth knowledge of the issues around reproductive health and family planning, international health and/or development, and development financing
- Experience serving in partnerships and governing bodies with an ability and capacity to network effectively and broadly
- A facilitative and consultative approach—diplomatic with policy and strategic skills.
- Strong leadership and management skills gained in a multicultural environment
- High-level judgment in complex situations
- Acute analytical skills
- Ability to act as an ambassador/advocate and to represent FP2020 at a senior level
- Access to the necessary communication infrastructure to allow the role to be carried out effectively (e.g. telephone, fax, e-mail and mobile phone)
- Ability to work in written and spoken English (though translation can be provided for Reference Group meetings)

Each member will sign a standard statement regarding lack of conflicts of interest. FP2020's Conflict of Interest Policy is included in annex.

#### *Selection and appointment of Reference Group members*

##### (1) Fixed Reference Group Members

The Reference Group members with fixed seats shall be responsible for identifying and appointing an individual to serve on the Reference Group. The individual must have the capacity and decision-making authority to represent the organization during Reference Group meetings.

Fixed Reference Group organizations may change their individual representation at their own discretion; however, they will be required to notify the Reference Group at least four weeks in advance. While rotation is not enforced, a principle of rotation is encouraged amongst individual representatives of organizations so that no individual serves more than two terms, or a four year period.

Fixed Reference Group seats will be held by the following founding members: Bill & Melinda Gates Foundation, the UK (via DFID), the US (via USAID), UNFPA and the UN Foundation.

##### (2) Rotating Reference Group Members

Rotating Reference Group members shall serve two-year terms, which may be renewed for additional two-year terms upon recommendation by the Reference Group. There is a term maximum of serving three consecutive two-year terms. In order to minimize disruption to Reference Group decision-making, rotation of seats will be staggered. Upon the establishment of the FP2020 Reference Group, five rotating seats will be designated for an initial three-year term. Initial three-year terms will apply to one donor seat, one multilateral seat, two country seats, and one CSO seat. Following the initial three-year term, these seats will be eligible for renewal for one additional two-year renewal term. The remainder of the rotating seats will be designated for an initial two-year term. At the first Reference Group

meeting, the co-chairs will call for volunteers in each constituency to serve in either an initial two year or three year capacity.

The initial rotating members will be selected based on the process identified below and managed by the Fixed Reference Group organizations.

- Two rotating donor seats: The Fixed Reference Group organizations will facilitate an open call for candidates to submit their interest based on the agreed TORs, including desired skills and time commitment which will be reviewed by the selection committee
- One rotating multilateral seat: UNFPA, as the permanent multilateral member, will identify and assess potential multilateral candidates based on level of interest and commitment and make a recommendation to the selection committee
- Five rotating country seats: Target country seats will be identified by the Fixed Reference Group organizations. Should any of the target countries not be able to join the Reference Group, the Fixed Reference Group organizations will make recommendations on additional countries to target based on the strategic priorities of FP2020.
- Three rotating civil society seats: The Fixed Reference Group organizations will facilitate an open call for candidates to submit their interest based upon the agreed TORs, including desired skills, time commitment, and role in advancing FP2020 goals which will be reviewed by the selection committee.
- Two rotating “at-large” or flexible seats: These seats will be opened for recruitment after the rest of the Reference Group is composed to identify potential gaps in skills, experience or representation, or based on demonstrated interest and strategic opportunity from a new stakeholder group.

In selection of all candidates, Fixed Reference Group members will strive to achieve consensus amongst the group on the candidates identified by the selection committee to set up the Reference Group.

Going forward, the approach for Reference Group membership selection after setting up the initial group will be reconsidered by the Reference Group based on the lessons learned from initial appointment.

Any Reference Group member may resign at any time by delivering a resignation in writing to the FP2020 Reference Group co-chairs.

A Reference Group member may be requested to resign if she/he does not fulfill the obligations set out in the TORs or misses two consecutive Reference Group meetings without justified exception.

Subject to their respective representative roles, Reference Group Members shall act in good faith in the best interests of FP2020 in furtherance of its purpose.

#### *Reference Group leadership*

The Reference Group will be led by two co-chairs. The founding co-chairs will be the Bill and Melinda Gates Foundation (Donor) and UNFPA (multilateral).

The co-chairs will serve a two year term that has the opportunity for renewal once for a total of a four year term.

The role of the co-chairs is to:

- Convene and preside over each Reference Group meeting, including confirming agenda items and decision points to be discussed
- Foster and guide consensus-based decision making by the Reference Group
- Provide due diligence on Reference Group membership, including ensuring overall composition remains balanced and effective, members stay appropriately engaged, and receiving notifications on breaches of conflict of interest
- Propose the establishment of Sub-Committees of the Reference Group, if/as needed
- Provide guidance to the Task Team Director and Working Group chairs on an as needed basis and in between Reference Group meetings, including providing guidance on when issues should be brought to the attention of the whole Reference Group for collective review, input and/or decision

Should either of the co-chairs resign, the Reference Group will appoint a new co-chair upon the affirmative vote of two thirds of the Reference Group members.

#### **D. OPERATIONS**

##### *Reference Group meetings*

The Reference Group shall meet as often as necessary, but not less than twice a year. In its first year of operations, it is anticipated that the Reference Group will meet up to three times.

A meeting of the Reference Group shall be convened by written notification by the Reference Group co-chairs.

Reference Group meetings shall be prepared and facilitated by the Task Team, under the guidance of the Reference Group co-chairs. This includes preparation of the agenda and documents, drafting of relevant decision points, and taking minutes of Reference Group meetings.

##### *Decision-making*

Each Reference Group organization has one voting seat with equal weight.

Quorum for decision making will be two-thirds of the board, or 12 members, assuming 18 seats on the Reference Group.

The Reference Group shall use best efforts to make all decisions by consensus. If all practical efforts by the co-chairs have not led to consensus, any member of the Reference Group with voting privileges may call for a vote. Decisions shall be made with a simple majority. However, if there is a tie, the co-chairs will agree on the appropriate decision forward.

Absent members can provide the Reference Group co-chairs with an absentee vote if s/he wishes.

All decisions of the Reference Group will be recorded in minutes of Reference Group meetings, approved by the Reference Group and provided to all voting and non-voting Reference Group members, and retained in the permanent records of FP2020.

## **FP2020 CONFLICT OF INTEREST**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the FP2020's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of FP2020, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

### **Section 2. Definitions.**

1. Interested Person: Any director, principal officer, or member of a committee with Reference Group-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

A. An ownership or investment interest in any entity with which FP2020 has a transaction or arrangement;

B. A compensation arrangement with FP2020 or with any entity or individual with which FP2020 has a transaction or arrangement; or

C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which FP2020 is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section III, subsection 2, a person who has a financial interest may have a conflict of interest only if the appropriate Reference Group or committee decides that a conflict of interest exists.

### **Section 3. Procedures.**

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Reference Group members of committees with Reference Group-delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Reference Group or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Reference Group members or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the Reference Group or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

4. The Chairperson(s) of the Reference Group or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
5. After exercising due diligence, the Reference Group or committee shall determine whether FP2020 can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
6. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Reference Group or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in FP2020's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
7. Violations of the Conflicts of Interest Policy: If the Reference Group or committee has reasonable cause to believe a member or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the member or committee member of the basis for such belief and afford the member or committee member an opportunity to explain the alleged failure to disclose.
8. If, after hearing the member's or committee member's response and after making further investigation as warranted by the circumstances, the member or committee determines the member or committee member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.