

GOVERNANCE MANUAL

COUNTRY COORDINATING MECHANISM (CCM) THAILAND

**FOR THE PROGRAMME SUPPORTED
BY**

**THE GLOBAL FUND TO FIGHT
AIDS, TUBERCULOSIS AND MALARIA**

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Contents

| | |
|---|-----------|
| Introduction..... | 2 |
| Purpose and Authority of the Governance Manual | |
| Mandate of the Country Coordinating Mechanism | |
| Roles and Responsibilities of the Country Coordinating Mechanism..... | 4 |
| Core Principles of the Country Coordinating Mechanism | 4 |
| Structure of the Country Coordinating Mechanism | 5 |
| Office Bearers | 6 |
| Executive Committee..... | 6 |
| CCM Secretariat..... | 7 |
| CCM Membership..... | 9 |
| Gender Focal Person..... | 10 |
| CCM Members..... | 10 |
| Changes to CCM Constituencies and Membership | 11 |
| Rights of CCM Members..... | 11 |
| Responsibilities of CCM Members..... | 11 |
| Gender Representation | 12 |
| Expertise across CCM Membership..... | 12 |
| Procedures for Election/Selection of Members | 12 |
| Election of the Chair | 15 |
| First Round of Voting..... | 15 |
| Second Round of Voting | 15 |
| Term of Office and Role of CCM Chair..... | 16 |
| Acting Chair | 16 |
| Term of Office and Role of Vice Chair..... | 17 |
| Termination of Membership | 17 |
| Membership Renewal..... | 18 |
| CCM Meetings | 18 |
| Oversight by the CCM..... | 19 |
| Principles and Definitions of CCM Oversight..... | 19 |
| Oversight of Key Processes..... | 20 |
| Oversight of Functional Areas | 20 |
| Oversight Committee | 20 |
| Partnership Engagement by the CCM | 21 |
| Principles and Definitions of CCM Partnership Engagement | 21 |
| Partnership Committee | 22 |
| <i>Annex 1: Terms of Reference of CCM Executive Committee.....</i> | <i>23</i> |
| <i>Annex 2: Terms of Reference of Oversight Committee</i> | <i>24</i> |
| <i>Annex 3: Terms of Reference of Partnership Committee.....</i> | <i>26</i> |
| <i>Annex 4: A Quick Guide to Good Meeting Procedures</i> | <i>26</i> |
| <i>Annex 5: Conflict of Interest Policy</i> | <i>29</i> |

Introduction

1. Thailand has established a partnership with the Global Fund to fight AIDS, Tuberculosis and Malaria (the Global Fund) and has implemented Global Fund Grants since 2002. Thailand Country Coordination Mechanism was established by order of the Ministry of Public Health, Thailand in 2002 (MOPH order number 184/2545 (2002) dated 18 February B.E. 2545.
2. In view of its partnership with the Global Fund, Thailand acknowledges the requirements and recommendations of the Global Fund concerning eligibility and accountability for grants from the Global Fund. The Country Coordinating Mechanism (“CCM”) is established as a mechanism of the national stakeholder constituencies for the three diseases in Thailand, and in response to the requirements and recommendations of the Global Fund.
3. This Governance Manual has been developed and adopted to provide a policy framework to guide the CCM in its functions and operations. A companion Operations Manual has also been developed by the Thai CCM Secretariat, and approved by the full CCM, to complement the Governance Manual with specific guidelines and procedures.
4. The original Governance Manual was adopted on 25 July 2011 (4/2011 CCM Meeting), and was subsequently revised. The second version of the Governance Manual was accepted by the CCM on 24 September 2014 (5/2014 CCM Meeting). This version is revised and accepted by the CCM on 19 December 2017 (4/2017 CCM Meeting).
5. The Governance Manual is organized in the following major sections:
 - a. Purpose and Authority
 - b. CCM Overview
 - c. Member Selection
 - d. Member Rights and Responsibilities
 - e. Designated Officer Bearers
 - f. Meetings and Decision-making
 - g. Committees and Secretariat

In addition, Annexes contain additional materials: Conflict of Interest policy and declaration form, Terms of Reference for CCM permanent committees (Executive, Oversight and Partnership committees). For smooth functioning of the CCM, CCM shall create ad hoc committees with specific functions and membership composition.

Purpose and Authority of the Governance Manual

6. **Purpose.** This document shall be named the Thailand CCM Governance Manual (“Governance Manual”). It provides a set of principles, requirements, rules and regulations to guide CCM membership, structure, governance and operations.
7. **Approval.** This Governance Manual and any revised version shall take effect the day that it is approved by the CCM. Approval requires at least a two-third vote of CCM members present at a meeting at which there is a quorum.

8. **Amendments.** The CCM has the authority to amend this Governance Manual according to need and changing architecture of the Global Fund. Any amendment(s) shall be passed by at least a two-thirds vote of CCM members present at a meeting at which there is a quorum.
 - (1) Amendments shall be proposed by at least four CCM Members, and shall be brought to the notice of the Executive Committee for action as an agenda item in a meeting of the full CCM.
 - (2) The proposed amendment(s) and rationale must be circulated to all CCM Members, together with the meeting agenda, at least two weeks prior to the meeting at which the amendment(s) shall be discussed.
 - (3) The Governance Manual, as amended, shall be sent to all CCM Members, the Principal Recipients (PR), the Local Fund Agent (LFA) and the Global Fund.
9. **Binding Authority.** This Governance Manual is a guideline and reference that is binding upon the CCM Chair and Vice Chairs, all CCM Members, Committees, Sub-Committees and working groups, all Principal Recipients and all Sub-Recipients and CCM Secretariat, as well as concerned stakeholders in relation to the implementation of Global Fund grants in Thailand.
10. **Accessibility and Distribution.** The CCM Governance Manual shall be publicly accessible, as well as distributed to all CCM Members and CCM committee members (including non-CCM representatives from the civil society serving on committees).

Mandate of the Country Coordinating Mechanism

11. The CCM is a multi-sectoral national platform to coordinate and facilitate Global Fund activities to fight against HIV/AIDS, TB and malaria in Thailand.
12. The CCM is comprised of representatives of stakeholder constituencies¹ represented at the national level.
13. The mandate of the CCM is to mobilize a national multi-sectoral response to develop and submit proposals to the Global Fund to scale up the fight against HIV/AIDS, TB and malaria, and to oversee and support the implementation of activities that are initiated by the CCM in line with national program priorities and supported by the Global Fund.
14. The aim of the CCM is to enhance performance of the Global Fund activities in Thailand in partnership with stakeholder constituencies, to promote efficient program implementation, to avoid duplication by harmonizing Global Fund activities with other programs throughout Thailand, and to strengthen coordination among stakeholder constituencies.

¹ Stakeholder constituencies consists of *Academic/Education sector, Government Sector, NGOs, Community sector, Private sector and Multinational and Bi-lateral Development partners* in country.

Roles and Responsibilities of the Country Coordinating Mechanism

15. The roles and responsibilities of the Country Coordinating Mechanism are as follows:

- (1) Mobilize multi-sectoral stakeholders, through a transparent and documented country dialogue process for new funding by overseeing and supporting the required harmonization of funding, national strategic plans, gap analysis and preparation of Concept Notes;
- (2) Respond to inquiries from the Global Fund concerning these proposals;
- (3) For each proposal, nominate one or more Principal Recipients (“PRs”) who will be responsible for implementing the grant, should the proposal be approved;
- (4) Consider and approve selection process and nomination of the Sub-Recipients (“SRs”), who will be involved in the implementation of the project, which have been proposed by one or more PRs;
- (5) Oversee the implementation of activities financed by Global Fund Grants, ensuring that the performance of PRs and SRs is monitored and evaluated as set out in the section entitled, “Oversight by the CCM”;
- (6) Consider and, where appropriate, approve major changes in grant implementation plans that have been proposed by one or more PRs;
- (7) When necessary, submit requests to the Global Fund for reprogramming of approved grants;
- (8) Submit to the Global Fund requests for continued funding for each approved grant as required;
- (9) Review progress reports that have been prepared by PRs for submission to the Global Fund;
- (10) Promote and protect strong engagement of the civil societies including key affected population, people living with diseases and communities in the mandate of the CCM;
- (11) Modify and implement this Governance Manual as required;
- (12) Fulfill other responsibilities as outlined in this Governance Manual and associated policies.
- (13) Ensure transparency in all process of information sharing and make information accessible to general public.

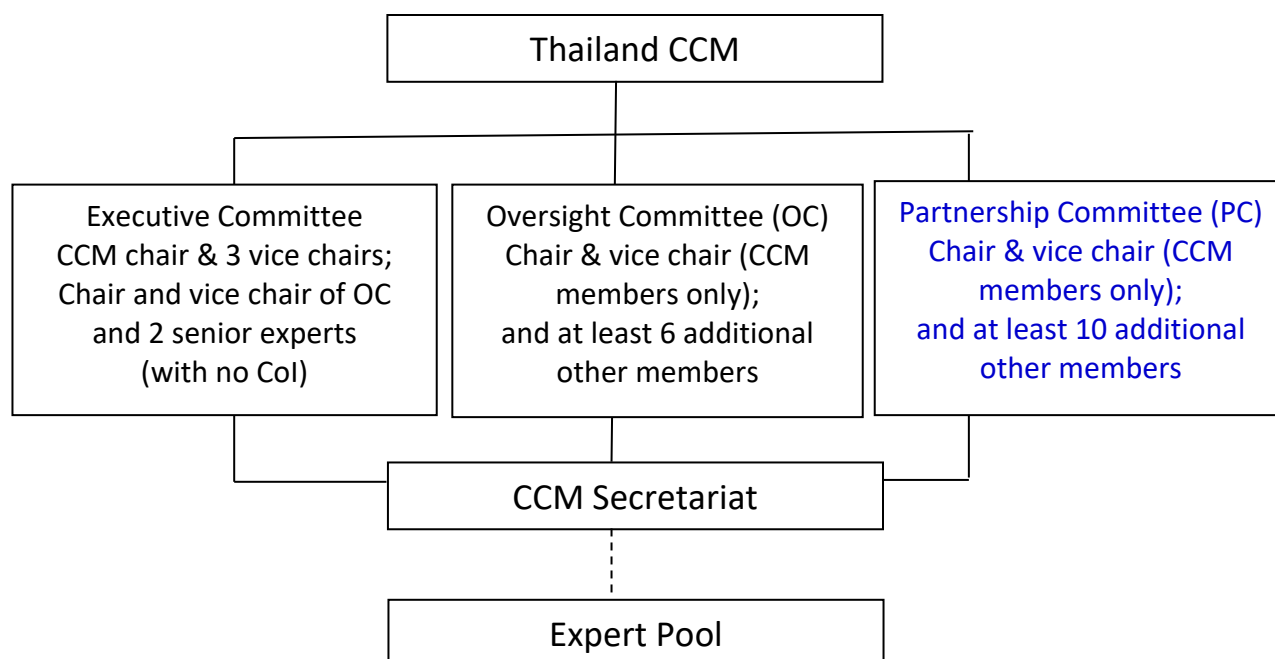
Core Principles of the Country Coordinating Mechanism

16. The CCM will operate as a national consensus group and will promote true partnership in the development and implementation of Global Fund-supported grants.
17. The CCM will include representation from all relevant sectors as set out in the section entitled “CCM Membership”.

18. Representatives from the non-government sectors shall be selected or elected by the sectors themselves through transparent and documented processes.
19. The CCM will be fully transparent in its decision-making.
20. As an integral part of promoting good governance, transparency, accountability, inclusiveness, and public confidence in all of its activities, the CCM will adopt and adhere to a Conflict of Interest Policy. The Conflict of Interest Policy is included in this Governance Manual as *Annex 5*.
21. All members of the CCM will be treated as equal partners, with full rights to participation, expression, and involvement in decision-making.
22. The CCM shall promote linkages, complementarities and consistency between Global Fund activities in Thailand and the country's national development strategies; national disease strategies, national systems for monitoring, financial management and procurement; and national efforts to increase the harmonization, coordination, and effectiveness of external assistance.

Structure of the Country Coordinating Mechanism

23. The CCM is comprised of stakeholder constituencies represented at the national level to develop country level plans for obtaining additional resources or innovative ideas from the Global Fund with a view to improving the effectiveness of the fights against AIDS, tuberculosis, and malaria in Thailand.
24. The stakeholder constituencies represented by membership of the CCM are: academic/education sector; government sector; non-governmental organizations (NGOs) and community-based organizations; people living with HIV, tuberculosis, or malaria; key affected populations; the private sector; religious/faith-based organizations, and multi/bi-lateral development partners in-country.
25. The size of the CCM shall not exceed 32 members, so as to ensure that the CCM can carry out its functions effectively and efficiently. The composition of membership is specified in the section entitled "CCM Membership".
26. Each CCM member shall have 1-2 designated alternate members who may represent the constituency in the absence of the appointed member. If the CCM member or his/her designated alternate members cannot attend the meeting, the appointed member provides written communication of his/her absence to the CCM Secretariat.
27. To enable the CCM to function efficiently and effectively, committees, working groups and *ad hoc* teams may be constituted either on a temporary or ongoing basis by the CCM to support the work of the CCM. Terms of reference for such committees, working groups and *ad hoc* teams shall be determined by the CCM. The Thailand CCM structure is illustrated below:



28. Standing committees of the CCM shall include the following:

- (1) Executive Committee;
- (2) Oversight Committee; and
- (3) Partnership Committee.

29. The CCM may also engage consultants or other resource persons to assist in the work of the CCM.

30. The structure of the CCM is intended to provide a supportive environment in which members may fulfill their roles and responsibilities in a transparent and effective way.

Office Bearers

31. The members of the CCM shall elect a Chair and Vice-Chairs in accordance with the election procedures stipulated in this Governance Manual. The Chair and the 3 Vice-Chairs shall each be elected from different constituencies. The 3 Vice-Chairs shall be from different constituencies.

Executive Committee

32. The CCM shall establish an Executive Committee comprising of the Chair, the Vice-Chairs, the Chair and Vice Chair of the Oversight Committee and two senior experts (having no COI). Terms of Reference of the Executive Committee are included in this Governance Manual as *Annex 1*.

33. The CCM Secretariat will be the Secretary to the Executive Committee.

CCM Secretariat

34. The CCM shall establish a Secretariat headed by an Executive Secretary. The Executive Secretary and the CCM Secretariat shall execute the day-to-day functions as delegated by the Executive Committee. The Executive Secretary and the CCM Secretariat supports the decision-making and other functions of the CCM Executive Committee.
35. The Executive Secretary of the CCM Secretariat attends meetings of the CCM but is not a voting member.
36. The CCM Secretariat will support the CCM by:
 1. **Supporting CCM organisation and management:**
 - (1) Making arrangements for CCM meetings, including preparation and distribution of the agenda, and the issuing of meeting minutes in Thai and English language;
 - (2) Establishing and updating CCM foundation documents and committee/working party terms of reference;
 - (3) Facilitating selection/election and appointment of CCM members from constituency groups;
 - (4) Facilitating processes for election of CCM Officer Bearers;
 - (5) Facilitating appointment of CCM and non-CCM members to committees and working parties in accordance with approved terms of reference;
 - (6) Facilitating creation of expert pools to support CCM activities;
 - (7) Coordinating CCM member orientation and capacity building activities;
 - (8) Other duties delegated by the CCM Chair and/or Executive Committee.
 2. **Supporting harmonization:**
 - (1) Facilitating liaising process with national and non-government agencies and development partners to ensure Global Fund activities are developed and implemented in close alignment with other efforts and to ensure that information for robust gap analyses is available based on National Strategy;
 - (2) Providing information to support harmonization endeavours and the inclusion of Global Fund activities in national results;
 - (3) Identifying, investigating, and presenting to the CCM opportunities for resource mobilization to support CCM activities.
 3. **Supporting Concept Note development:**
 - (1) Providing administrative support to Country Dialogue Process and Concept Note development process;
 - (2) Accessing and providing to ad hoc Committee members relevant Global Fund guidelines for Concept Note;
 - (3) Facilitating a transparent Principal Recipient selection process through calls for expression of interest and transparent review and assessment of such;
 - (4) Facilitating Sub-Recipient selection in consultation with nominated Principal Recipients;

- (5) Establishing and maintaining an expert pool including support from development partners to facilitate concept note writing process;
- (6) Providing communication support for submission of proposals concept note for CCM approval, for submission of endorsed Concept Note to the Global Fund, and for timely responses by the CCM to questions and comments regarding the Concept Note.

4. Supporting oversight of grant implementation:

- (1) Providing administrative and technical support to the Oversight Committee;
- (2) Collection of relevant information on in-country grant performance from Principal Recipients, the Global Fund and other information sources;
- (3) Undertaking preliminary analysis of programmatic and financial information on grant performance;
- (4) Synthesising or repackaging grant performance information to support identification by the Oversight Committee members of key issues, trends and elements requiring CCM intervention;
- (5) Coordinating CCM oversight site visits;
- (6) Facilitating reporting by the Oversight Committee to the CCM on grant performance, and communication and implementation of CCM decisions on oversight.

5. Supporting documentation and communication:

- (1) Maintaining and archiving all records of the CCM, its committees and working parties, including minutes and correspondence arising from decisions and deliberations of the CCM and its committees;
- (2) Maintaining and archiving all documentation regarding selection / election and appointment of CCM members from constituency groups;
- (3) Maintaining and archiving all communication by the CCM regarding development of proposals including details of consultants used in Concept Note development;
- (4) Maintaining and archiving complete documentation regarding calls for expressions of interest in Principal Recipient roles and other implementation partners and selection thereof;
- (5) Maintaining and archiving all financial records of the CCM and its activities;
- (6) Providing advice on availability of, and, where appropriate, repackaging information on Global Fund rules, regulations and guidelines and in-country program activities and performance for CCM members and development partners both in Thai language and English.

37. The CCM Secretariat is the primary point of communication for the CCM, and shall receive and allocate communications received for consideration and action under the direction of the Executive Committee.

38. The Operational Manual describes daily functioning of the CCM Secretariat.

CCM Membership

39. **Constituency Representation:** Membership of the CCM shall be broadly representative of a variety of stakeholders, each with an active constituency concerned to fight against HIV/AIDS, tuberculosis, or malaria. Each constituency brings a unique and important perspective to the work of the CCM, thus increasing the probability of achieving measurable impact against the diseases. The CCM will ensure representation of a gender perspective in CCM membership.

- a. Government representatives. The role of government organizations is linked to their capacity of being main stakeholders for the national and regional strategies and programs for AIDS, Tuberculosis and Malaria. The CCM through government representation should build on national efforts for the specific diseases and be linked to a broader national coordination effort including gender equity, social protection and poverty reduction strategies. Therefore, government representatives represent the views of and report back to senior leadership of the government.
- b. Civil Society representatives. The role of Civil Society representatives from Non-Governmental Organizations (NGOs), academic institutions, people living with diseases, community organizations, key affected populations and faith based organizations is to contribute to and enhance the control and eradication of AIDS, TB and Malaria. Their own constituencies shall elect the representatives. Individual CCM Members shall hold regular meetings with their constituents to ensure that representative views and concerns are expressed in the CCM forum.
- c. Multilateral and bilateral partners representatives. Multilateral and bilateral partners serve many roles including providing policy and normative guidance, assisting with gap analyses towards a shared commitment to national disease responses, and providing expertise, such as in the field of gender. Multilateral and bilateral partners frequently contribute to proposal development and advocacy, strengthening monitoring and evaluation, oversight, and coordinating assistance towards harmonization and alignment.
- d. Private Sector representatives. Private sector representatives bring important perspectives, skills, and expertise to assist the CCM in its mobilization and oversight of grant resources. Representatives may include large for-profit companies with a commitment to fighting one or more of the diseases, organizations representing small and medium-sized enterprises and the informal sector, business associations to fight HIV-AIDS, TB, and malaria, representatives from exposed industries, private hospitals and for-profit clinics, and charitable foundation established by corporations.

Constituency representatives shall not represent themselves or any specific organization, but rather the views and interests of the entire constituency.

40. **Global Fund Membership Requirements.** CCM shall adhere to and implement all Global Fund guidelines relating to CCM Membership ², with particular emphasis on the following:

- (1) Membership of people living with HIV and people affected by TB or malaria, as well as people from or representing key affected populations.

² "Guidelines for Country Coordinating Mechanisms", Global Fund (May 2011), Section 44.
<http://www.theglobalfund.org/en/ccm/guidelines>.

- (2) Election of civil society and private sector representatives by their own constituencies, based on a documented and transparent process developed within each constituency. Civil society shall include non-governmental organizations (NGOS), faith-based organizations (FBOs), person living with diseases (PLWD), key affected populations (KAP), academia and private sector.
- (3) A minimum of 40% of CCM Membership from civil society constituencies (bilateral and multilateral agency representatives shall not be included in this determination)
- (4) Strong expertise on gender equality, integrating this knowledge to the effective response to the three diseases

Gender Focal Person

41. CCM shall select one member as “gender focal person” to coordinate gender equity in program implementation;

CCM Members

42. The CCM shall be composed of 32 members divided among the constituencies and sub-constituencies as shown in the table below:

| CONSTITUENCY | SUB-CONSTITUENCY | #of persons | Sub-total |
|---|--|-------------|-----------|
| Government Sector | Ministry of Health | 3 | |
| | Ministry of Interior | 1 | |
| | Ministry of Education | 1 | |
| | Ministry of Labor | 1 | |
| | Ministry of Social Dev & Human Security | 1 | |
| | Ministry of Foreign Affairs | 1 | |
| | Ministry of Finance | 1 | |
| | Office of the National Economic and Social Development Board | 1 | |
| | Ministry of Justice | 1 | |
| | National Health Security Office | 1 | |
| | Sub-Total Government | | 12 |
| Multilateral & Bi-lateral Development Partners in-country | Representative of Multi-lateral agencies | 2 | |
| | Representative of Bi-lateral agencies | 1 | |
| | Sub-Total Multi- and Bi-lateral | | 3 |
| NGOs | Representative of NGOs networks or CBOs | 4 | |
| | Sub-Total NGOs | | 4 |
| People Living with Diseases | People living with the diseases (HIV,TB and Malaria) | 3 | |
| | Sub-Total PLWD | 3 | 3 |
| Key Affected Populations | MSM,TG, SW, PWID, Migrant | 3 | |
| | Sub-Total KAP | 3 | 3 |
| Religious and Faith Based Organizations | Representative from network of Churches (Association of Buddhist Monastery/INAT) | 1 | |
| | Sub-Total FBOs | | 1 |

| CONSTITUENCY | SUB-CONSTITUENCY | #of persons | Sub-total |
|--------------------------|---|-------------|-----------|
| Private Sector | Representative of network/umbrella organization | 2 | |
| | Sub-Total Private Sector | | 2 |
| Academic Institutions | Academics | 2 | |
| | Sub-Total Academia | | 2 |
| Experts | Public Health | 1 | |
| | Gender | 1 | |
| | Sub-Total Expert | | 2 |
| TOTAL CCM Members | | 32 | 32 |

43. Members are elected / selected for **a three year term**. Members may be reelected/reselected for subsequent terms with the endorsement of their relevant constituency as set out in the “Procedures for Election/-Selection of Members”.

Changes to CCM Constituencies and Membership

44. The constituencies and the number of their representatives are set out in the section “CCM Membership”. The CCM shall review membership on a two year basis to coincide with election /selection schedule, and shall make any adjustments necessary to ensure representation of all relevant sectors in Thailand. Any changes to the constituencies or their representatives on the CCM must take account of current Global Fund guidance on CCM membership, and must be approved by two third votes of CCM members present at a meeting at which there is a quorum.

Rights of CCM Members

45. CCM members have the following rights:

- (1) To be treated as full and equal partners on the CCM;
- (2) Full rights of expression and participation in proceedings at meetings and in other business transacted by the CCM;
- (3) The right to nominate and second the nomination of members for election to the positions of Chair and Vice Chair;
- (4) To vote on any matter put to a vote;
- (5) To review all proposals developed for submission to the Global Fund prior to any decision by the CCM on the proposals;
- (6) To sign, or decline to sign, Concept Note developed for submission to the Global Fund;
- (7) To have access to all information including financial and programmatic information/reports audit inputs, and procurement plan in relation to Global Fund grants in Thailand.

Responsibilities of CCM Members

46. All CCM members are expected to attend CCM meetings, and contribute actively in accordance with their roles as CCM members, and in line with their resources and areas of expertise.

47. CCM members have the following responsibilities:

- (1) To adhere to the provisions of this Governance Manual and any policies adopted by the CCM;
- (2) To adhere to guidelines of the Global Fund issued from time to time in respect of Country Coordinating Mechanisms and their members;
- (3) To attend and participate in CCM meetings in a timely and responsible manner;
- (4) To share relevant experiences and information at CCM meetings;
- (5) To support and adhere to decisions made by the CCM;
- (6) To regularly report on CCM proceedings to organizations and individuals from the constituency represented by the member; and provide annual calendar of their constituency consultation to the CCM Secretariat;
- (7) To abide by the CCM Conflict of Interest Policy;
- (8) To participate in reviewing performance of grants, such as through grant scorecards, Global Fund Review Team, site visits, or summary results.

Gender Representation

48. Because of the strong leadership of Thai women and their contribution to Thai society, the CCM will endeavor to have female and sexual diversity members at least 30% of total CCM members.

Expertise across CCM Membership

49. The CCM shall ensure as far as possible that there are members on the CCM with expertise in the following areas: public health, gender, accounting and financial management; program management; human resources management; procurement and supply chain management and concept note development.

50. The role of the multilateral and bilateral agencies reflects their roles in AIDS, TB, and Malaria programs in the country³. One specific role is in the development and implementation of the CCM oversight work plan: periodic site visits, periodic review of PR reports, facilitation of technical assistance, systems analysis and strategic planning review to ensure coordinated implementation, monitoring and evaluation with national and other donor funded programs, and harmonization of program activities with other on-going programs⁴.

Procedures for Election/Selection of Members

51. Each constituency represented on the CCM shall elect/select the number of members as provided for in the section “CCM Membership”, and 1-2 alternates for each member. The member and

³ Global Fund: Guidelines on the Purpose, Structure, Composition and Funding of Country Coordinating Mechanisms and Requirements for Grant Eligibility, Point 14 page 4.

⁴ Global Fund: Guidelines on the Purpose, Structure, Composition and Funding of Country Coordinating Mechanisms and Requirements for Grant Eligibility, Point 18, page 5.

his/her alternate shall come from the same constituency. No other person, whether a member of the CCM or not, shall be eligible to represent or vote for the constituency.

52. Minimum of 40 percent of CCM members shall be representatives of civil society constituencies such as local and international non-government organizations, community-based organizations, membership of people living with HIV and people affected by TB or malaria, as well as people from or representing key affected populations, religious/ faith-based organizations, the private sector, and academic institutions.
53. CCM members representing civil society constituencies shall be elected/selected by their own constituents based on CCM approved criteria and a documented, transparent process, developed by each constituency. Constituencies will also elect/select alternates to represent the member at CCM meetings in the member's absence.
54. No more than one representative per constituency with a conflict of interest (excluding ex officio members with no voting rights). ⁵
55. CCM compliance with these Membership guidelines shall be assessed annually in order to assure eligibility for current and future funding.
56. Civil society and private sector organizations include non-governmental organizations (NGOs), faith-based organizations (FBOs), people living with diseases (PLWD), key affected populations (KAP), and academia. The election process for each of the civil society organizations shall be described clearly in a publicly accessible document that demonstrates how the individual Members and their Alternates were elected, and the means by which they will report to and represent the views of their respective constituencies at meetings of the CCM. Documentation of these processes must be provided to the CCM Secretariat, where constituency election Membership records will be archived. As specified by the Global Fund ⁶, required documentation includes:
 - (1) Meeting minutes from a constituency documenting how they selected their representative. The minutes shall include a description of the candidates considered, the criteria used for selection, the individuals who took part in the selection process and the organizations they represent.
 - (2) Copies of advertisements or correspondence inviting representatives from the non-government constituency to take part in a Member selection process or to nominate or select an organization.
 - (3) CCM constituency Membership lists with details of Member names and their organizations.
57. Individuals' selected from the government or multi/bi-lateral constituencies as CCM members shall be senior level management staff, preferably the chief/division head of the relevant constituency. Government agencies and multi/bi-lateral constituencies will also nominate 1-2 alternates to represent the member at CCM meetings in the member's absence. Alternate member shall have the same rights as CCM member.

⁵ Note: the guideline for only one person with a conflict or interest per constituency is a new standard for Requirement 6 (Section 57), and will take effect on 1 January 2015.

⁶ CCM Requirements Guidance Note, Requirement 5, "Supporting Documentation".
www.theglobalfund.org/en/ccm/guidelines

58. If in the opinion of the simple majority of CCM members, a member is needed from a constituency that does not yet have in place acceptable procedures for the election/selection of its own member, the CCM shall organize a constituency consultation for the purposes of choosing a representative from the relevant constituency.
59. In the event of a significant dispute within a constituency over the election/selection process that cannot be resolved by the constituency, the CCM shall appoint an *ad hoc* committee to investigate the matter and make a recommendation to the CCM for how the dispute is to be resolved.
60. Each CCM member or his/her alternative has an obligation to attend all CCM meetings. If both the member and his/her alternate attend a CCM meeting, only the member has the right to vote. In the member's absence, the alternate has the right to vote on the member's behalf.
61. The CCM Secretariat shall periodically update CCM membership record on-line into Global Fund website. The CCM membership list with each member's name, title, organization (if any), contact details and constituency. The CCM shall also make this list accessible to the public in Thailand through its own website and all appropriate means.
62. In accordance with the guiding principles of the Global Fund, the CCM has adopted the following guidelines for selection of constituency representatives:
 - (1) **Government sector:** When selecting Government representatives, invitation should be directed to the head of relevant Ministries.
 - (2) **Multi-lateral and Bi-lateral development partners in-country:** nominated by respective organization;
 - (3) **NGOs/community-based organizations:** CCM members representing the non-government sectors must be elected/selected by their own sector(s) based on a documented, transparent process, developed within each sector – including eligibility requirement(s);
 - (4) **People living with HIV/AIDS, tuberculosis, and/or malaria:** CCM members representing people living with HIV/AIDS, tuberculosis, and/or malaria must be elected/selected by their own sectors based on a documented, transparent process, developed within each sector;
 - (5) **Key Affected Populations:** CCM members representing key affected populations must be elected/selected by their own sectors based on a documented, transparent process, developed within each sector;
 - (6) **Religious/faith-based organizations:** CCM members representing FBO may be elected /selected by their own sector(s) based on a documented, transparent process developed within each sector – including eligibility requirements;
 - (7) **Private Sector representatives:** CCM member representing private sector may be elected/selected by their own constituency based on a documented, transparent process developed within each constituency – including eligibility requirements;
 - (8) **Academic/education sector:** CCM members representing the academic/education sector must be selected/elected by their own sectors, based on a documented, transparent process, developed within each sector;

Election of the Chair

63. The CCM Chair is elected directly by all CCM members. Any CCM member, who is representative of domestic entities and is a Thai national, has the right to stand for election and to be elected.
64. CCM members representing multi-lateral or bi-lateral institutions are not entitled to stand for election or to be elected to the position of Chair of the CCM.
65. CCM members from organizations which are PRs or SRs for any current grant or proposed PRs or SRs for any pending proposal for funding from the Global Fund may stand for election to the position of Chair of the CCM provided individuals are not directly managing grants or holding a position where they receive pecuniary benefits from a grant. Compliance with the Conflict of Interest Policy as outlined in Annex 5 must, however, be ensured at all times.
66. The election of the Chair of the CCM shall be organized by an ad-hoc CCM Election Committee. The CCM Election Committee shall consist of four CCM members chosen by and from the CCM. The Executive Secretary shall provide administrative and coordination services to the Election Committee.
67. No member of the Election Committee is eligible to stand for election as Chair of the CCM.
68. The CCM Chair shall be elected through a two-round process.
69. Quorum for election of CCM Chair shall be half of CCM members.

First Round of Voting

70. The first round shall consist of the following steps:
 - (1) All CCM members are entitled to vote for a candidate by means of a secret ballot;
 - (2) Each CCM member is entitled to vote for only one candidate;
 - (3) Ballot papers shall be placed in a ballot box and the Election Committee, witnessed by one member from each constituency, shall open, read, and count the results of the first round, and announce the three candidates with the highest votes.
 - (4) If there are less than three candidates, the Election Committee shall announce the number of votes received by each candidate.
 - (5) If there is only one candidate, the Election Committee shall declare the candidate elected, subject to satisfaction of the requirements of the CCM policy on Conflict of Interest and his/her commitment to avoid, prevent, and address any conflict of interest in discharge of his/her duties as CCM Chair.

Second Round of Voting

71. The second round shall consist of the following steps:

- (1) Each candidate shall declare his/her commitment to avoid, prevent, and address any conflict of interest in discharge of his/her duties as CCM Chair, and in accordance with the CCM policy on Conflict of Interest;
- (2) All CCM members shall vote for one of the three candidates from round 2 by secret ballot, which shall be placed in the ballot box;
- (3) The Election Committee, witnessed by one member from each constituency, shall open, read aloud, record and count the number of votes for each candidate from the second round of voting;
- (4) The Election Committee shall announce the results of the election;
- (5) The candidate receiving the highest number of votes from the second round of elections shall be declared by the Election Committee to be the new CCM Chair;
- (6) The handover of office from the outgoing CCM Chair to the newly elected CCM Chair shall take place after the entire process for the election of the Chair and the Vice-Chair has been completed.

Term of Office and Role of CCM Chair

72. The term of office of the CCM Chair is three years.
73. The Chair of the CCM may serve no more than two consecutive terms.
74. The CCM Chair may be removed from office prior to the end of his/her tenure by a vote of simple majority of CCM members.
75. If the Chair resigns or is removed from office prior to the end of his/her term, elections must be held within 30 days for a Chair to serve out the remainder of the term of office of the previous Chair.
76. The Chair is duty bound to carry out his/her functions without fear or favor.
77. The mandate of the Chair is to serve the whole CCM impartially, to help the CCM make decisions in a participatory manner by all attendees, and to fulfill the CCM's obligation to comply with its governance principles.
78. The Chair shall have the same voting rights as other members of the CCM.
79. The Chair will be responsible for approving minutes of CCM meetings within 5 days of the period outlined in this Governance manual during which CCM members may raise objections to the draft minutes.

Acting Chair

80. If the CCM Chair is not present, then the Vice-Chair shall serve as Acting Chair by order of hierarchy.
81. When the Vice-Chair is not available to serve as Acting Chair, the CCM Chair shall nominate another CCM member to preside as Acting Chair in his/her absence. The Chair of the Oversight Committee should preside as Acting Chair in the absence of Chair or Vice-Chair.

82. If the Chair, the Vice-Chair, and Chair of Oversight Committee are not present and the CCM Chair has not advised of an Acting Chair, CCM members present at the CCM meeting shall decide who of the present CCM members shall serve as Acting Chair.
83. An Acting Chair is bound by the same responsibilities as set out in this Governance Manual as the CCM Chair.

Term of Office and Role of Vice Chair

84. The CCM shall elect three Vice-chairs. The Vice-Chair shall be elected from the Civil Society sector that is not a Global Fund grant beneficiary. This is to ensure balance between key officials and to avoid conflict of interest.
85. A quorum for election of CCM Vice-Chair shall be half of appointed members.
86. Each candidate for Vice Chair must be proposed and seconded by CCM members from sectors other than that of the candidate.
87. In the event, if there are more than one proposed and nominated candidates for the Vice-Chair, CCM members shall vote for only one candidate. The candidate with the highest number of votes shall be declared elected to the position of Vice-Chair.
88. The single round procedure shall be the same for the second and third Vice-Chairs.
89. The minutes of the CCM shall record the voting totals for all candidates in all elections held.
90. The term of office of a CCM Vice-Chair shall be three years.
91. A person may serve not more than two consecutive terms as Vice-Chair.
92. A CCM Vice- Chair may resign prior to the completion of his/her term of office, or may be removed from office prior to the end of his/her tenure on a simple majority vote of CCM members.
93. When a Vice- Chair resigns or is removed from office prior to the end of his/her term, elections must be held within 30 days for a Vice- Chair to serve out the remainder of the term of office of the previous Chair.

Termination of Membership

94. CCM membership may be terminated by a simple majority vote of members present at a meeting at which there is a quorum, if a member fails to attend more than three regular CCM meetings consecutively.
95. The CCM may take such other steps, as it considers appropriate prior to terminating a CCM member's membership.
96. In the event a person's membership of the CCM is terminated, or that person resigns their membership of the CCM, the constituency represented by that member may select/elect a person to serve out the remainder of the term of membership.

Membership Renewal

97. One month prior to the expiration of members' terms, the CCM shall publicly announce the date of election of new members, and information regarding the means by which members of each constituency may participate in the election process.
98. Elections shall follow the procedures as specified in this Governance Manual and Global Fund guidelines.

CCM Meetings

99. The CCM shall hold at least four regular meetings per calendar year at approximately quarterly intervals. A calendar of regular meetings shall be prepared by the CCM Secretariat and circulated to all the members. In urgent situations, and with approval of the CCM Chair, extraordinary meetings may be called.
100. For the purpose of calling for extraordinary meetings should be made at least two weeks prior to the date of the meeting. Emergency or special meetings may be called by the CCM Chair at shorter intervals and labeled accordingly. All members should receive the agenda and meeting documents by email, letter or facsimile at least three working days before each meeting.
101. The meeting will take place when at least half of the appointed CCM members are present.
102. When a CCM member is unable to attend a CCM meeting, a designated alternate member from the same sector group can represent the CCM member at the meeting.
103. The designated alternate member will assume the rights and responsibilities of a CCM member in the meeting apart from as specified in this Governance Manual with respect to decisions on amendment of the Governance Manual and election of Office Bearers.
104. Only approved CCM members, their alternates and any special invitees approved by the CCM Office Bearers may attend CCM meetings.
105. Observers and invitees may attend CCM meetings according to the following criteria:
 - (1) PR(s) and LFA are accorded permanent observer status and do not require specific invitation. Unless otherwise requested, no more than two individuals from these organizations may attend the CCM meeting.
 - (2) The CCM Office-Bearers may invite other relevant resource persons to attend the CCM meeting.
 - (3) Observers and invitees may not speak at meetings unless invited by the Chair to do so.
 - (4) Observers are not allowed to attend meeting at the time of PR (and SR) selection.
106. All CCM meetings will be held simultaneously in Thai language and English, with CCM members or Secretariat providing support for translation as necessary. Key documents will be translated to Thai in advance of the meetings.

107. All CCM decisions shall be made by simple majority vote apart from decisions to terminate the Chair or Vice-Chair or to change the Governance Manual of the CCM – such decisions require votes as separately specified in the Governance Manual.
108. CCM decisions shall not be made at a CCM meeting unless a quorum of CCM members (at least half appointed members) is present at the time of making the decision.
109. The Chair, Vice-Chairs and the CCM members will monitor the implementation of meeting decisions.
110. In each CCM meeting, the CCM Secretariat will provide information regarding the follow-up actions of the previous meeting decisions at a subsequent meeting.
111. The CCM Secretariat shall write the meeting minutes and distribute to CCM members within one week after the meeting.
112. All CCM members and alternates will be given two weeks after the minutes are distributed to express any objection to the draft minutes. If no response is given by the member, that shall be considered as endorsement of the minutes.

Oversight by the CCM

Principles and Definitions of CCM Oversight

113. Oversight Principles:

- (1) An essential minimum requirement for receipt of Global Fund financing is that the CCM puts in place and maintains a transparent and documented process to nominate the Principal Recipient(s) and to oversee program implementation.
- (2) The CCM must have in place an oversight plan. Without an oversight plan, proposals to the Global Fund may be ineligible for funding.

114. Definitions:

- (1) **Oversight** is a key function of governance. It ensures that activities are implemented as planned by providing strategic direction to Principal Recipients, ensuring policies and procedures are met, instituting financial controls including independent audits, and ensuring that key recommendations of the CCM are implemented. **Oversight** for Global Fund purposes is distinguished from **monitoring** in that **oversight** does not focus on the day-to-day details of grant implementation, but ensures that performance-based funding is on track.
- (2) The core principle of oversight is to ensure that resources – financial and human are used efficiently for the benefit of the country.
- (3) **Monitoring** is the tracking of the key elements of program or project performance, usually inputs and outputs, through record keeping, regular reporting, and surveillance systems.

Oversight of Key Processes

115. In accordance with the principles established by the Global Fund, the CCM will ensure oversight in relation to the following processes:

- (1) Concept Note application development;
- (2) Grant negotiation;
- (3) Grant implementation;
- (4) Donor coordination and alignment with health systems;
- (5) Grant closure.

Oversight of Functional Areas

116. In accordance with the principles established by the Global Fund, the CCM will ensure oversight in relation to the following functional areas:

- (1) Results;
- (2) Implementation;
- (3) National integration;
- (4) Finance;
- (5) Procurement;
- (6) Reporting; and
- (7) Technical assistance.

117. The CCM will ensure that an oversight plan is developed and implemented in compliance with the principles of good governance set out in this document, covering those processes and functions listed in the Oversight Plan of Thailand, and which meet the Global Fund's eligibility criteria for funding.

118. The Oversight Plan is designed to identify potential implementation bottlenecks and to enhance transparency with regards to grant implementation.

119. The CCM will ensure that effective oversight is carried out in relation to each CCM-initiated project financed by the Global Fund.

Oversight Committee

120. To ensure the most effective possible oversight of programs in Thailand financed by the Global Fund, and related processes, the CCM shall establish an Oversight Committee.

121. The Oversight Committee membership shall consist of a Chair, a Vice-Chair, and minimum six Ordinary Members. The CCM shall appoint members to the oversight committee based on their technical expertise. Chair and Vice-chair of the oversight committee shall be CCM members and appointed by the CCM. Oversight Committee membership shall have following expertise:

- (1) Specific disease experts (HIV/AIDS, TB and Malaria)
- (2) Program management;
- (3) Financial management;

- (4) Procurement and Supply Chain management; and
- (5) Representatives from PLWD, KAP and NGO constituencies.

122. CCM membership is not a prerequisite for appointment to the Oversight Committee, with the exception of the position of Chair and Vice Chair.

123. Persons who are employed by a Principal Recipient (PR), a Sub-Recipient (SR), a Sub-Sub-Recipient (SSR), or who otherwise have a conflict of interest within the terms of the CCM Conflict of Interest Policy are ineligible for membership of the Oversight Committee.

124. The Terms of Reference (TOR) of the CCM Oversight Committee as adopted by the CCM and appended to this Governance Manual, as *Annex 2* shall determine the functions of the Oversight Committee.

Partnership Engagement by the CCM

Principles and Definitions of CCM Partnership Engagement

125. Partnership Engagement Principles:

- (1) One of the Global Fund Strategies is to promote and protect Human Rights and Gender Equality which is a responsibility of the CCM on promoting strong and meaningful engagement of civil society including people living with diseases, key affected population and communities in the CCM.
- (2) The CCM must strengthen, through capacity building and empowerment, the civil society including people living with diseases, key affected population and communities.

126. Definitions:

- (1) **Partnership** reflects the interest of the CCM on the civil societies including people living with diseases, key affected population and communities.
- (2) **Engagement** is a key instrument to promote and protect Human Rights and Gender Equality. It ensures full and meaningful participation in entry function of the CCM.

Partnership Committee

127. To ensure a strong engagement and enhance an effective communication among civil society including people living with diseases, key effected population and communities in the CCM in order to maximize the use of resources from the Global Fund, the CCM shall establish the Partnership Committee.
128. The Partnership Committee membership shall consist of a Chair, a Vice-Chair, and at least 10 other members. The CCM shall appoint members to the partnership committee based on people living with diseases, key affected population and communities, NGOs, and academic. Chair and Vice-chair of the Partnership Committee shall be CCM members and appointed by the CCM.
129. CCM membership is not a prerequisite for appointment to the Partnership Committee, with the exception of the position of Chair and Vice Chair.
130. The Terms of Reference (TOR) of the CCM Partnership Committee as adopted by the CCM and appended to this Governance Manual, as Annex 3 shall determine the functions of the Partnership Committee.

Annex 1: Terms of Reference of CCM Executive Committee

1. Purpose

The CCM Executive Committee is responsible for directing the activity of CCM Secretariat, for supporting and coordinating ad-hoc Working Groups of the CCM, and attending to routine or urgent communications for which calling CCM meetings is not warranted or not feasible. Areas of responsibility of the Executive Committee will be decided or assigned by the CCM, but in general, the decision-making authority that may be delegated by the CCM to the Executive Committee will be limited to routine administrative matters.

2. Membership

The CCM Executive Committee shall comprise the CCM Chair, the 3 CCM Vice-Chairs, the Chair and Vice-Chair of the Oversight Committee and two senior experts. Membership cannot be delegated and alternates cannot be members of the CCM Executive Committee.

3. Meeting Frequency

The CCM Executive Committee shall meet at such frequency as the Committee determines to fulfill its functions.

4. Roles and Responsibilities of Executive Committee

- (1) To communicate on behalf of the CCM with the Global Fund, the Government of Thailand, multilateral and bi-lateral development partners, civil society groups, Principal Recipients and other grant implementing agencies.
- (2) To make general administrative decisions to support CCM functioning. The Committee shall present important decisions to the next CCM Meeting and, where feasible, communicate details to CCM members as soon as possible after the decision is made.
- (3) To provide direction to the CCM Secretariat in all its functions, to monitor performance of the Secretariat, and to make recommendations to the CCM on opportunities to improve CCM Secretariat functions where necessary.
- (4) To provide support to working parties and ad hoc committees and groups of the CCM.
- (5) To facilitate and assist CCM functioning by “oversight” preparation of submissions for consideration by the full CCM.
- (6) To receive and/or investigate allegations of conflict of interest in CCM activities. The Executive Committee shall advise the CCM of all such matters referred to it, the actions taken by the Committee to investigate such matters, as well as any recommendations for action on the part of the CCM.
- (7) To plan and oversight activities to strengthen the capacity of CCM members, including orientation of new members.
- (8) To address any other matters referred to it by the CCM, reporting back to the CCM on any decisions made.
- (9) To propose the CCM Executive Secretary.

Annex 2: Terms of Reference of Oversight Committee

1. Purpose

The Oversight Committee is responsible for contributing to effective oversight of all Global Fund financed programs and related processes in Thailand, in accordance with Global Fund requirements for grant oversight and the functions delegated to it by the Thailand Country Coordinating Committee (CCM), as defined in the CCM Governance Manual. The Oversight Committee shall facilitate the grant oversight process for the full CCM by providing needed information and informed recommendations to guide the CCM in executing its grant oversight responsibilities.⁷

2. Scope of grant oversight:

The CCM Oversight Committee shall conduct grant oversight in major three areas:

- (1) Program implementation – assuring the achievements, the right people receiving the services they need, and the integration with the national program.
- (2) Financial – assuring appropriate, timely, and effective use of funding from the Global Fund Programmatic – assuring timely and effective implementation of Principal and Sub Recipient work plans, including implementation of intended results in short- and intermediate-term periods
- (3) Procurement – assuring transparent, competitive, and effective procurement and supply management with appropriate quality assurance and in accordance with national law.

3. Membership

The Oversight Committee shall be appointed by the CCM, and shall consist of a Chair, a Vice Chair, and at least six additional other members. Membership of the CCM is not a prerequisite for membership of the Oversight Committee with the exception of the positions of Chair and Vice Chair of the Oversight Committee.

- (1) Members shall serve terms of 3 years.
- (2) Candidates who are non-CCM members will be required to complete the same conflict of interest declarations prepared by all CCM members.
- (3) Members of the oversight committee shall not be representatives of Principal Recipients nor Sub Recipient nor Sub Sub-Recipient institutions.
- (4) The Oversight Committee shall have members with disease expertise (HIV/AIDS, TB and Malaria), one member with program management expertise, one member with Financial Management expertise and Procurement and Supply Chain Management expertise and shall have representation from PLWD, KAP and NGO constituencies.
- (5) The CCM will determine whether, based on the non-CCM candidate's declaration, s/he meets the standard for conflict of interest required for members of the Oversight Committee.

4. Officers

The Chair and Vice Chair of the Oversight Committee are nominated and selected by the CCM.

⁷ Guideline on the Purpose, Structure, Composition and Funding of Country Coordinating Mechanisms and Requirements for Grant Eligibility, Global Fund Website:
www.theglobalfund.org/documents/ccm/Guidelines_CCMPurposeStructureComposition_en.pdf, page 4

5. Meeting Requirement

- a) The Oversight Committee shall meet at least quarterly, and may meet more frequently as circumstances require. Meetings shall take place at least two weeks prior to each regular quarterly CCM meeting, so that Committee deliberations may be reported to the CCM.
- b) Unless otherwise scheduled by a majority vote of the Committee members, meetings of the Committee shall be open to all CCM Members and to guests invited by the Chair or Vice Chair. Members of other CCM Committees or other technical experts and resources, may also be invited to provide assistance as needed.

6. Responsibilities and Functions of the Oversight Committee

The Oversight Committee is empowered to deliberate and make recommendations on all oversight issues in accordance with these Terms of Reference and its work plan, or on any matter referred to it by the CCM. Specifically, the Oversight Committee shall lead or contribute to the following oversight processes:

- a) Build capacity and prepare annual plans for CCM Oversight
 - Clarify oversight functions, responsibilities, and build capacity for oversight
 - Develop approaches for engaging CCM members and program stakeholders in the oversight process
 - Develop annual Oversight Work plans and Budgets
- b) Gather information on program and grant implementation.
 - Gather program performance, financial, and procurement information on GF grants through use of routine reports or re-packaging of available data
 - Gather information on GF grants through site visits and participation in joint PR-SR performance review meetings
 - Gather information on GF grants through investigation of specific issues
- c) Identify implementation issues, problems, and bottlenecks
 - Analyze information to identify problems and bottlenecks requiring CCM attention
 - Document problems, issues, or bottlenecks for CCM review and decision-making
- d) Provide guidance and recommendations for CCM actions
 - Request exceptional CCM meeting in the case of urgent problems
 - Assist CCM plenary sessions to understand issues, determine appropriate actions
 - Monitor the implementation status of recommended actions and interventions
- e) Provide constituency consultations by seeking input and Report back to CCM / program stakeholders on progress, remaining issues, and additional follow-up required.

7. Oversight Work plan and Budget

As required by the Global Fund, the Oversight Committee shall develop an annual Oversight Work plan and Budget, updated on annual basis, for CCM review and approval. The Oversight Budget will be prepared to support the activities and required resources for implementing the Annual Oversight Work plan.

8. Technical and Administrative support

The Committee may seek the services of technical resources or experts to assist in the discharge of its responsibilities. In addition, the CCM Secretariat shall provide administrative support the Committee in conducting its oversight activities. The agreed-upon levels and types of technical and administrative support shall be documented in the Oversight Committee Annual Work plan.

Annex 3: Terms of Reference of Partnership Committee

1. Purpose

The Partnership Committee is responsible for strengthening, through capacity building and empowerment, the civil society including PLWD, KAP and communities, in accordance with the Global Fund Strategy on Promotion and Protection of Human Rights and Gender Equality. The Partnership Committee shall provide recommendations to guide the CCM in enhancing the civil society in order to ending HIV, TB and Malaria in Thailand.

2. Membership

The Partnership Committee shall be appointed by the CCM, and shall consist of a Chair, a Vice Chair, and at least 10 additional other members. Membership of the CCM is not a prerequisite for membership of the Partnership Committee with the exception of the positions of Chair and Vice Chair of the Partnership Committee.

- (1) Members shall serve terms of 3 years.
- (2) The Partnership Committee shall have representatives by selection process from the three diseases which each one consists of PLWD and KAP and communities, two representatives from NGO constituencies and other two representatives from academics.
- (3) If members of the Partnership Committee have a capacity to use his/her position in a way that a conflict of interest defined in Annex 5: Conflict of Interest Policy, the committee has to manage and use a proper way to reduce the conflict of interest.

3. Officers

The Chair and Vice Chair of the Partnership Committee are nominated and selected by the CCM.

4. Meeting Requirement

- a) The Partnership Committee shall meet at least quarterly, and may meet more frequently as circumstances require. Meetings shall take place at least two weeks prior to each regular quarterly CCM meeting, so that Committee deliberations may be reported to the CCM.
- b) Unless otherwise scheduled by a majority vote of the Committee members, meetings of the Committee shall be open to all CCM Members and to guests invited by the Chair or Vice Chair. Members of other CCM Committees or other technical experts and resources, may also be invited to provide assistance as needed.

5. Responsibilities and Functions of the Partnership Committee

The Partnership Committee is empowered to deliberate and make recommendations on all oversight issues in accordance with these Terms of Reference and its work plan, or on any matter referred to it by the CCM. Specifically, the Partnership Committee shall lead or contribute to the following partnership processes:

- a) Build capacity and prepare annual plans for CCM Partnership
 - Clarify partnership functions, responsibilities, and build capacity for partnership
 - Develop approaches for engaging CCM members and program stakeholders in the partnership process
 - Develop annual Partnership Work plans and Budgets

- b) Create and maintain effective communication among CSOs including PLWD, KAP and communities, and NGOs.
- c) Provide guidance and recommendations for CCM actions
 - Request exceptional CCM meeting in the case of urgent problems
 - Assist CCM plenary sessions to understand issues, determine appropriate actions
 - Monitor the implementation status of recommended actions and interventions
- d) Provide constituency consultations by seeking input and Report back to CCM / program stakeholders on progress, remaining issues, and additional follow-up required.

Annex 4: A Quick Guide to Good Meeting Procedures

1. Make sure agendas are finalized with the Chairperson's approval well before the meeting (preferably one week), and that agenda and meeting papers are distributed to members with enough time to read the material thoroughly and prepare for the meeting.
2. It is useful having a standard order for agendas; however in preparing agendas, the most urgent matters should be discussed first. The Chairperson may, at the meeting, change the order of items on the agenda so that the most urgent items are discussed first.
3. All committee members should be present to start the meeting at the scheduled time. Start of meetings should be deferred no more than 15 minutes.
4. A copy of the Committee Terms of Reference or Charter should be available for each meeting so that it may be referred to promptly to resolve any questions.
5. The Chairperson of any meeting has an important responsibility to ensure that all members attending the meeting are treated equally and not to permit a few members to dominate the debate.
6. All members should respect the Chairperson's authority and wait to be called upon by the Chair before voicing their opinions.
7. While a majority vote decides an issue, ensuring all members have the right to be heard and the right to oppose a motion must protect the rights of minority views.
8. Every member has a right to understand the meaning of any question being debated and the effect a decision may have. A member always the right to request more information regarding any motion he or she does not understand.
9. Committee members should make sure their cell phones don't disrupt meetings.
10. Meetings should finish at the predetermined time unless there are urgent items requiring decision or attention. It is good practice to only extend meetings if the meeting votes to approve extension to deal with urgent matters.
11. Minutes of meetings are the record of decisions and action taken – they are not a record of all discussions.
12. Members should have the right to review draft minutes of the meeting before they are approved. Generally the approval of minutes will be undertaken at the next meeting of the committee, however, where committees meet infrequently, other approval processes may be agreed upon.

Annex 5: Conflict of Interest Policy

1. Rationale

The CCM recognizes that conflicts of interest, whether actual, potential, or perceived, may seriously diminish public confidence in the CCM as an institution. They may similarly affect programs which the CCM oversees, and the institutions responsible for program implementation. A strong and well-implemented conflict of interest policy helps ensure the integrity of the CCM and its processes, demonstrates transparency, substantiates fairness in decision making, and helps protect even the most well-meaning persons whose interests, or those of an institution with which they are affiliated, or a close associate, could be affected. Inadequate attention to the issue of conflicts of interest may result in applications for funding being rejected as “non-compliant” with Global Fund policy

2. Principles

In adopting this policy on effective management of conflicts of interest, the Thailand Country Coordinating Mechanism (“the CCM”) acknowledges the importance of implementing good governance procedures in all matters related to the Global Fund to Fight AIDS, Tuberculosis and Malaria in Thailand.

The concept of conflict of interest recognizes that the judgment of even the most well-meaning persons may be affected when their own interests, those of an institution with which they are affiliated, or those of a close associate, are affected, and decisions made disadvantages or excludes others, or is otherwise detrimental to the overall effectiveness of the program. The CCM recognizes the need to organize its structure, management processes, and day-to-day activities so as to minimize the possibility of conflicts of interest arising with respect to all matters within its jurisdiction. Where conflicts of interest do arise, the CCM will ensure they are dealt with promptly and fairly.

In order to promote transparency, accountability, inclusiveness, and public confidence in all of its activities, the CCM adopts the following provisions concerning conflicts of interest. As currently written, this policy applies to all members of the CCM, its subcommittees and working groups, and the staff of the CCM Secretariat.

Principal Recipients (PRs), Sub-Recipients (SRs), and Sub-Sub-Recipients are also expected to adhere to this policy, and to make all efforts to avoid conflicts of interest, and effectively address those which arise. However, the mechanisms to implement this policy at the PR and SR levels are not included here, and need separate deliberation.

3. Definitions

3.1 A **conflict of interest** occurs where a member of the CCM, subcommittee or Secretariat uses his/her position to advance personal ambitions or interests, the interests of an institution with which he/she is affiliated, or those of a close associate, in a way that disadvantages or excludes others, or is otherwise detrimental to the overall effectiveness of the program.

3.2 “Conflict of interest” includes **potential conflicts of interest** and **perceived conflicts of interest**.

3.3 A **potential conflict of interest** occurs where a member of the CCM, subcommittee or Secretariat has the capacity to use his/her position in such a way that a conflict of interest, as defined above, can occur.

3.4 A **perceived conflict of interest** occurs where a person believes or suspects on reasonable grounds that a conflict of interest, as defined above, exists on the part of a member of the CCM, subcommittee or Secretariat.

3.5 A **close associate** of a person includes a family member (spouse, child, sibling, parent, cousin, in-law), friend, business partner, or professional associate.

3.6 A person is affiliated with **an institution** where he/she is an employee or volunteer, or has a financial interest, or a technical or governance role with that institution.

3.7 **Recusal** occurs when a person/s removes themselves from participation in deliberations and decision-making when a conflict of interest would arise through their involvement.

3.8 The conflict of interest policy may arise in association with **gifts**, which is defined as including **favours, gratuities, or sponsorships** whether of a monetary or intangible nature.

3.9 A **CCM body** refers to any of the organizational or governance structures a CCM establishes, including committees, subcommittees, working groups, task teams, and the CCM Secretariat.

3.10 **The jurisdiction** of the CCM refers to all matters in respect of which the CCM has the power or authority to make decisions or recommendations.

4. Occurrence of a Conflict of Interest

Conflicts of interest can occur but are not limited to the following:

- (1) Selection of principal recipients and sub recipients
- (2) Renewal requests for a forthcoming phase of a grant
- (3) A substantial reprogramming of grant funds
- (4) Issues relating to assessment, monitoring, and oversight of principal recipients and sub recipients
- (5) Discussions of matter for which CCM members or their institutions have a financial interest, such as contracting, recruitment of staff, etc.

5. Application of the COI Policy

5.1 The COI policy applies to CCM members, alternates, and Secretariat staff.

5.2 The CCM shall ensure that on taking the seat and at least once each year, the members of the CCM undergo training on their responsibilities regarding conflicts of interest and the requirements of this policy.

5.3 The CCM shall identify the appropriate body within its structure to address ethics and conflict of interest issues.

5.4 The CCM should consider the consequences of conflicts of interest on its composition when considering membership renewal.

6. Protocol to Manage and Mitigate Conflict of Interest

6.1 Statutory Declaration. All CCM members and alternates shall complete an Acceptance of COI Policy & Declaration of Interest Statement (Appendix 1) at the time of being seated on the CCM and disclose any actual or perceived conflict of interest at that time. The statement will be completed on an annual basis thereafter and updated as needed, whenever a material change occurs in the information. Statements shall be archived by the Secretariat and made available for inspection by the delegated CCM body charged with ethics and conflict of interest responsibilities. These statements shall form part of the public record of the CCM.

6.2 Role of Chair & Vice-Chair(s). The CCM shall ensure that

6.2.1 Neither its chairperson nor its vice-chairpersons is from an organization that serves as a principal recipient for a CCM-initiated project financed by the Global Fund. In the event that this is the case, or that the CCM chairperson or vice-chairpersons represent organizations that are candidates for selection as a principal recipient, then Section 6.3 and 6.4 shall apply and they will have to follow the procedure applicable to any member of the CCM as outlined in sections 6.3 and 6.4.

6.2.2 The Chairperson and Vice Chairperson do not represent the same organization.

6.2.3 Where a person from an institution which is a principal recipient or a sub-recipient holds the position of Chair or Vice-Chair of the CCM, that person must not participate during CCM meetings, voting or otherwise seek to influence deliberations, recommendations, or decisions where a matter concerns:

- (1) The CCM's monitoring and oversight of the PR;
- (2) The selection of any PRs or SRs;
- (3) The renewal of a PR for phase two or rolling continuation channel of a grant or grant consolidation;
- (4) Reprogramming of grant funds;
- (5) Other decisions that have a financial or other significant impact on a PR or SR.

6.3 Notice of Agenda Items, Declaration of Potential or Perceived Conflict of Interest

6.3.1 Each member of the CCM will receive an agenda of the meeting at least one week in advance. Members of the CCM must decide whether a potential conflict of interest exists and prepare to recuse themselves from CCM discussions. These members must disclose the nature of such interests to the chairperson. The member must recuse himself or herself from any and all deliberations and voting on the conflict of interest topic as outlined in Section 6.4, Recusal.

6.3.2 CCM members or alternates must declare whether a conflict of interest exists at the beginning of the CCM meeting, at the time when all agenda items are read or reviewed.

6.3.3 Any member of the CCM may raise the question of a potential conflict of interest prior to or during a meeting. Members may present an allegation of conflict of interest to the chairperson or other CCM body charged with responsibility for conflict of interest, who must investigate each question raised.

6.4 Recusal

6.4.1 At the moment in the meeting when the relevant agenda item is to be discussed for which there exists a conflict of interest for a CCM member or alternate, members and alternates shall recuse themselves, leave the room, and wait elsewhere. CCM members and alternates having a conflict of interest may not vote on the issue at hand and shall not be present in the meeting room when the vote is taken. Once the discussion and any necessary votes or decision making have been completed, the CCM member or alternate shall be recalled into the meeting room.

6.4.2 CCM members and alternates having a conflict of interest may be called into the meeting room in their capacity as a representative of their organization to provide needed information to the CCM membership. Once they have finished providing this information, they will again leave the room until recalled.

6.4.3 Whether in the meeting room or outside, the CCM members and alternates shall not attempt to exert their personal influence with respect to the discussion topic.

6.4.4 If the chairperson has a conflict of interest, he or she must delegate meeting responsibilities to a vice-chairperson for the period of the deliberation and recuse himself or herself. If a vice-chairperson also has a conflict of interest, the vice-chair shall also recuse himself or herself and the CCM must elect an acting chairperson for the period of deliberation and thoroughly document the process that was followed.

7. Committee Membership

7.1 CCM members representing institutions that are principal recipients or sub recipients shall not be named to the CCM Oversight Committee. CCM members may however be invited to Oversight Committee meetings as non-voting participants to provide information on the grants.

7.2 CCM members representing institutions that are candidates to serve as a principal recipient or sub recipient or sub-sub recipient shall not participate in deliberations (committee or general meetings) during which selection takes place

8. Gifts and Favors

8.1 CCM members are prohibited from accepting gifts under circumstances in which it could reasonably be construed that the gift is motivated by the position as a CCM member or alternate and could substantially affect decisions of the CCM.

8.2 CCM members and alternates are prohibited from giving gifts if it could be reasonably construed that the gift is intended to affect the policies or practices of the CCM, a principal recipient, or any of the programs it funds.

8.3 CCM members and alternates who represent governments, corporations, or organizations, and who are subject to a code of ethics or standards of conduct as a result of their position, may accept complimentary invitations to widely attended gatherings otherwise prohibited by this policy where such attendance is permitted under the code of ethics or standards of conduct to which the individual is subject.

9. Suspected Conflict of Interest

9.1 If a suspected conflict of interest is reported by any party, the CCM chairperson and the appropriate CCM body responsible for conflict of interest issues will review the matter immediately to determine whether the CCM member or alternate has failed to declare an interest and if the breach is his or her responsibility. The issue must be reported to all CCM members. Any substantive issues must be brought to the entire CCM to decide.

9.2 If the matter is brought before the CCM for deliberation, the member or alternate shall be requested to withdraw while the matter is being deliberated. Any CCM member or alternate can bring allegations of conflict to the CCM, and such allegations must be discussed.

10. Failure to Disclose an Interest

10.1 If the CCM learns that a CCM member or alternate has wittingly failed to disclose an interest, the CCM shall take all reasonable measures to revoke any benefit gained. Before taking such action, the CCM shall inform the member or alternate in writing of the conflict of interest issue and provide the member or alternate with the opportunity to explain the alleged failure to disclose.

10.2 The CCM chairperson shall refer all available information in relation to the conflict of interest to the appropriate CCM body charged with conflict of interest matters (i.e., oversight committee, executive committee, full CCM), which shall make a determination on whether a conflict of interest exists. If a conflict of interest does exist, the CCM body shall make a recommendation to the full CCM regarding appropriate action to be taken with respect to the person who has failed to declare the conflict of interest.

10.3 The full CCM shall consider and vote on the recommendation of the CCM body at the first meeting following receipt of the determination and recommendation.

10.4 Following the CCM's vote on the recommendation, the circumstances and CCM member or alternate shall be reported to the member's constituency. The constituency shall be requested to immediately replace the member or alternate who serves on the CCM.

10.5 The CCM shall report all instances of conflict of interest situations that are in apparent violation of any operative laws to the appropriate official government body responsible for enforcement.

11. Documentation of Conflict of Interest

All decisions associated with conflict of interest will be recorded by the CCM Secretariat and reported in the minutes of the meeting. The record will state:

- (1) The nature and extent of the conflict
- (2) A summary of the discussion
- (3) The actions taken to manage the conflict.

12. Periodic Review of COI Policy

The COI policy shall be reviewed on a periodic basis at least consistent with the CCM's review of other governance documents or earlier as needed.

13. Orientation to Conflict of Interest Policy

The CCM shall ensure that at least once each year the members of the CCM, alternates and Secretarial staff undergo training on their responsibilities regarding conflicts of interest and the requirements of this policy.

14. Alternates

The provisions of this policy apply to alternates equally as to members.

Appendix 1: Acceptance of COI Policy and Declaration of Interest Statement

Note - Upon appointment to the Thailand Country Coordinating Mechanism, this declaration is to be completed by all CCM members and submitted to the Chairperson and Secretariat of the CCM prior to attending the first meeting of the CCM. This declaration will have to be updated annually throughout the term of office of the CCM member.

Section 1: Acceptance of COI Policy

Name of CCM Member/Alternate:

Institution: ***Title:***

Constituency:

I, the undersigned, hereby pledge to comply with the attached Conflict of Interest Policy of the Thai CCM.

As a CCM member or alternate, I shall not participate in deliberations, the making of recommendations or decisions, or other processes in which I have a conflict of interest, or a potential conflict of interest, as defined in the attached Conflict of Interest Policy.

I will complete Section 2 of this document concerning my professional and personal affiliations. I promise to declare my conflict of interest to the general assembly of the CCM prior to or at the commencement of any CCM meeting at which a relevant matter will be considered. I will state the nature of the conflict of interest and all relevant facts pertaining to my interest. I will then recuse myself from participating in any proceedings concerning the matter.

If another person alleges that I have a conflict of interest, I will respond to this charge and will abide by the decision taken by the CCM.

If I have reason to believe that a person has a conflict of interest in relation to any matter arising from his or her role or responsibilities in the CCM, I will report my belief and the information on which it is based to the chairperson, and will provide such further information as is requested from me by the chairperson to the best of my abilities. I undertake not to make allegations of conflict of interest except in good faith, and on the basis of a genuine belief that such conflict or conflicts could compromise the transparency, accountability, inclusiveness of or public confidence in the CCM.

If I have any questions or need any assistance understanding or complying with the Conflict of Interest Policy, I will contact the chairperson of the CCM or the CCM Secretariat who will assist me.

I hereby certify that I have received a copy of, and read the Thai CCM Conflict of Interest Policy.

Signed:.....

Date:.....

Section 2: Declaration of Interest Statement

All CCM members are requested to answer the following questions completely. When done, each page should be initiated.

| No. | Question | Response |
|-----|--|----------|
| 1a. | Where do you work? | |
| 1b. | What position do you hold? | |
| 2. | Are you a member of a Board of Directors of an organization? If so, please list the organization(s). | |
| 3. | Are you the owner, co-owner, or stockholder of a private business? If so, please list. | |
| 4. | Do any of your affiliated organizations listed above; serve as a principal or sub-recipient of a Global Fund grant? If so, please list the organization and grant. | |
| 5. | Does a close family member work for or hold an ownership interest in an organization serving as a principal or sub-recipient of a Global Fund grant? If so, please list the person, organization, and disease program. | |
| 6. | Do you serve on a CCM committee? If so, please list and identify if you have a leadership role on the committee (Chair, co-Chair, etc.) | |
| 7. | Do the mission or policies of the organization you work for conflict or have the potential to conflict with that of the national disease strategy? If so, for which disease and how? | |
| 8. | Please list any other affiliation or situation you believe may cause a conflict of interest for you. | |

Initiated by:.....