



# **Terms of Reference for Unitaid Policy and Strategy Committee**

**Initial document adopted in December 2011 (EB15/2011/R10), revision 1  
adopted 7 June 2017 (EB27/2017/R3), revision 2 adopted on 20 June 2019**

## 1. Purpose

The Policy and Strategy Committee (referred to herein as the “Committee” or “PSC”) is established by the Board of Unitaid (“Board”) to assist the Board in fulfilling its responsibilities with respect to development and oversight of Unitaid’s strategy and policy. The Committee shall advise the Board on Unitaid's overall strategic planning and development of core policies, on the implementation of resolutions brought to the Board concerning policy and strategy and shall provide oversight of the grant portfolio performance. The Committee shall also provide input to risk management, which is led by the Finance and Accountability Committee.

## 2. Authority

- 2.1. The Committee is constituted as a permanent Standing Committee of the Board, in accordance with Section 8.1.1. of the Board Operating Procedures (“the BOPs”). In accordance with Section 8.1.2. of the BOPs, the Committee shall serve the Board in an advisory function in all matters covered by these Terms of Reference. Final decision making for all matters considered by the Committee shall rest with the Board, except where the Board specifically delegates such authority to the Committee.
- 2.2. The composition and operation of the Committee shall be in compliance with the BOPs and in the event of any conflict between the BOPs and these Terms of Reference, the BOPs shall prevail.

## 3. Composition and Quorum

- 3.1. **Membership:** The Committee shall be comprised of no more than seven Committee Members, including the Committee Chair and Vice-Chair. In accordance with Section 8.3.1 BOPs, Committee Members shall usually be selected amongst the Board Members and Alternates of Board Constituencies with voting privileges. However, exceptionally, such Board Constituencies may formally nominate another qualified representative of their Constituency, in the place of their Board Member or Alternate, with a view to bringing relevant expertise to the Committee.
- 3.2. **Term of office:** The term of office for the Committee Chair and Vice-Chair shall be two years, renewable once, and the term of membership of the Committee shall also be two years, renewable.
- 3.3. **Quorum:** In accordance with Section 8.4.1 BOPs, the Committee may only conduct business when a two-thirds majority of its Committee Members are present.
- 3.4. **Attendance by non-Committee Members.** In accordance with Section 8.3.6 BOPs, Board Members and Alternates who are not Committee Members may participate in the Committee meetings. However, all Board Constituencies shall endeavour to limit the number of any other representatives or advisors.

## 4. Operations

- 4.1. **Scheduling of meetings:** Committee meetings will be scheduled at the discretion of the Committee Chair but in consultation with the other Committee Members and the Secretariat.
- 4.2. **Meeting agendas, minutes and other Committee documentation:** In accordance with Section 8.1.8 BOPs, the Committee Chair and Vice-Chair shall prepare a Work Plan and Committee Agenda, in consultation with the Secretariat. Meeting agendas shall be made available to Committee Members at least seven working days in advance of each meeting. Minutes of the meetings shall be prepared by the Secretariat in English unless requested by the Committee and finalized within 20 days after the meeting. All of the Committee documentation shall be made available to Committee Members, all other Board Members, Alternates and Focal Points.
- 4.2. **Decision making:** The Chair of the Committee should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be noted in the meeting minutes and shall be reported to the Board.
- 4.3. **Transparency Policy:** The Unitaid Transparency Policy shall apply to the work of the Committee.
- 4.4. **Conflicts of Interest:** Committee Members shall disclose any conflicts of interest relating to the work of the Committee as well as that of any sub-committees.
- 4.5. **Committee Accountability:** The Committee Chair, in consultation with the Vice-Chair, shall annually review outputs of the PSC, assess its effectiveness and make appropriate recommendations to the Board regarding PSC membership and mandate.
- 4.6. **Secretariat Focal Point:** The Unitaid Secretariat will co-ordinate and facilitate the Committee's work through the Secretariat Focal Point for the Committee ("the Secretariat Focal Point"), in accordance with Section 8.7.2. of the BOPs. The Secretariat Focal Point will be accountable to the Committee and will provide assistance and support to the work of the Committee, both in the preparatory stage and during Committee meetings.
- 4.7. The Committee may seek information from Unitaid Management and staff, external experts or outside consultants as necessary.

## 5. Duties and responsibilities:

- 5.1. In carrying out its responsibilities, the Committee, bearing in mind the WHO rules, policies and regulations that apply to Unitaid, shall:
  - 5.1.1. review, and advise the Board on, **overall development and implementation of Unitaid policy and strategy**, and in respect to resolutions affecting the same, including on implementation of:
    - the Unitaid multi-annual Strategy;

- the Civil Society Engagement Plan;
  - the Memorandums of Understanding between Unitaid and Partner Organizations such as The Global Fund.
- 5.1.2. act as the Proposals Review Committee (PRC) Nominations Sub-Committee with appropriate support from the PRC Chair and the Secretariat, for final decision by the Board.
- 5.1.3. review **portfolio performance** and advise the Board on:
- the overall programmatic and strategic performance of the grant portfolio against project targets, KPIs and expenditures, making use of internal and external evaluations and expert group reports as well as of periodic reviews of Unitaid-supported projects.
  - oversight of relevant strategic and operational KPIs.
- 5.1.4. perform such **other duties** as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to it.

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