



**ROBERT
CARR
FUND**
for civil society
networks

GOVERNANCE CHARTER

ROBERT CARR CIVIL SOCIETY NETWORKS FUND

Contents

1.	Principles on Governance	3
2.	The Governance structure	4
1.	The International Steering Committee	4
2.1.1.	Composition of the ISC	4
2.1.2.	Membership selection process and criteria	5
2.1.3.	Terms of membership	6
2.1.4.	Decision-making process of the ISC	6
2.	The Program Advisory Panel	6
2.2.1.	Composition, Membership selection process and Terms of membership	7
2.2.2.	Decision-making process of the PAP	7
3.	Conflict of Interest	8
4.	The Fund Management Agent	8
3.	Policies and procedures	9
4.	Budget principles and definitions	10
	Definition overhead:	10
	Definition direct costs:	10
5.	Annexes	11
1.	Role & Responsibilities of the Chair and Vice-Chair	14
2.	Profile	14
3.	Selection and term	15
4.	Time commitment and reimbursement	15
5.	Conflicts of interest	15



**ROBERT
CARR
FUND**
for civil society
networks

1. PRINCIPLES ON GOVERNANCE

The Robert Carr civil society Networks Fund (RCNF) has a governance structure which aims to:

- allow the fund to deliver on its mission;
- facilitate and maintain transparent decision-making;
- be accountable to donors and grant recipients;
- engage with and reflect the diverse knowledge and experiences of global and regional civil society networks representing ISPs
- provide a unique decision making process that include diverse perspectives from both civil society and donors.

2. THE GOVERNANCE STRUCTURE

RCNF has three bodies: the International Steering Committee (ISC), the Program Advisory Panel (PAP) and the Fund Management Agent (FMA). All three are linked, but operate separately. In addition to implementing the work of the fund, the FMA provides logistic and administrative support to the ISC and the PAP.

1. The International Steering Committee

The ISC is the overall and final decision making body which means that ultimately the ISC is responsible for the Fund.

The role and responsibilities of the ISC are to:

- Set strategic direction.
- Provide and maintain oversight of strategy implementation.
- Establish and affirm funding priorities and eligibility criteria.
- Oversee selection processes of (future) ISC and PAP members.
- Select and install members of the PAP.
- Approve proposals for funding, based on the advice of the PAP.
- Instruct the FMA and assess the performance of the FMA.
- Approve the annual work plan and budget of the fund.
- Oversee and support resource development activities to sustain the fund.
- Approve application processes and procedures as prepared by the FMA.
- Review, approve, and oversee conflict of interest and confidentiality policies drafted by the FMA for proposal review processes and PAP members.
- Approve and provide guidance on proposal evaluation criteria developed by PAP in collaboration with the FMA.
- Provide guidance on the monitoring and evaluation systems for the Fund and for proposals.
- Provide strategic guidance on the development of a peer-led monitoring and evaluation system.
- Oversee the work of the FMA as the fiduciary agent.
- Adhere to all RCNF policies, including the Conflict of Interest and the Corruption, Fraud and Mismanagement policies.

2.1.1. Composition of the ISC

The ISC consists of eight or ten members, an external Chair and an external Vice-Chair (see Annex 1 Terms of Reference of the ISC Chairs). The members of the ISC are representatives from both civil society networks and donors. There is an equal number of seats for civil society representatives and donors. The number of civil society representatives enables a proper mix that reflects representation of the different types of networks, inadequately served populations¹ and regions.

The ISC has non-voting (ex-officio) members, who act as observers. One non-voting member should represent the UN (UNAIDS), one non-voting member should represent the Global Fund to fight AIDS, Tuberculosis and Malaria, and one non-voting member should be from ISP civil society. The ISC may decide to appoint additional non-voting members if and when relevant.

¹ Inadequately served populations are key and other populations that face a higher HIV risk, mortality and/or morbidity when compared to the general population, and have, at the same time, less access to information and services. They include people living with HIV, gay men and other men who have sex with men, women and men who use drugs, prisoners, sex workers and transgender people and in a number of localities would also include women and girls, youth, migrants, and people living in rural areas.

In the case of a donor or civil society ISC-member having to excuse him/herself from attending an ISC meeting/ISC teleconference, this member will select and brief an alternate. Alternates should be carefully briefed by the excused ISC-member. The alternate should have a profile consistent with the selection criteria described in paragraph 2.1.2. Preferably there should be consistency in the alternates chosen.

2.1.2. Membership selection process and criteria

New ISC members who are representatives of civil society will be nominated through an open call for nominations. The selection criteria focus on diverse representation and gender balance, to ensure that there is strong representation from high HIV burden countries, inadequately served populations and people living with HIV.

The selection process for representatives of civil society will comply with the following principles ensuring that civil society membership:

- Represents high HIV burden countries from at least two regions that are well connected to ISP regional or global networks;
- Includes at least two representatives from the Global South, and at least two representatives of a ISP network (overlap between the two is possible);
- Includes at least one person openly living with HIV;
- Reflects gender balance;
- Represents a mix of skills representing grassroots community mobilising, as well as expertise in governance, evaluation, finance and budgeting, donor relations, communications and advocacy.

Profile and duties of ISC Members representing civil society:

- Experience and expertise in working with and well connected to global and regional civil society networks active in the HIV response;; key skills include written and verbal communication skills, document review and editing, finance and budget review, monitoring and evaluation, donor relations, project management, meeting facilitation and community mobilization, and organizational development.
- Ability to work in English.
- Willing to serve on a voluntary basis (costs for virtual-- and in--person meetings are covered).
- Willing and able to undertake at least four hours' work on the ISC per week (more at peak times), including providing critical feedback on documents, attending teleconferences & in--person meetings and consulting with their peers.
- Ability to maintain regular communication and information exchange with the CS ISC representatives (via email or teleconference).
- Availability to meaningfully participate in up to two in--person meetings per year and up to six teleconferences.
- Ability to participate on ISC sub--committees and related teleconferences as required.
- Ability to identify an alternate to attend ISC teleconferences or meetings if required.
- Ability to identify 1--3 CS advisors who can assist CS ISC representative when needed for additional consultation and feedback support on ISC governance and operational activities.
- Compliance to the RCNF Conflict of Interest policy.

All nominations will be reviewed and comparatively scored by a selection panel established by an independent civil society partner appointed by the ISC. The ISC decides on a final set of individuals.

The civil society members are elected in their individual capacity, and do not formally represent particular constituencies or organizations. However, they are encouraged to consult with and draw upon the skills, knowledge and experience of their respective constituencies or organizations.

To be eligible to participate in the donor seats on the ISC, each individual donor must meet the minimum contribution level of \$500,000 per year for at least two years. Should the number of eligible donors to the RCNF exceed the number of seats available for donors on the ISC, donors may choose to develop constituencies whereby multiple donors unite in a constituency and that constituency has one voice and vote in ISC proceedings. Donors or donor constituencies who are represented in the ISC may self nominate their representation on the ISC.

Donor or donor constituency members must be willing and able to:

- Undertake at least one hour's work on the ISC per week (but at peak times more), including reading documents and attending teleconferences, attending face-to-face meetings and consulting with civil society members to inform the decisions of the ISC;
- Not receive compensation from RNCF for their time, and would be expected to cover costs for travel and accommodations for face to face and virtual meetings-

2.1.3. Terms of membership

The minimum term of ISC membership, including for the Chairs, will be two years and members will commit to serving at least one term when elected. For the sake of effectiveness and continuity, at least one third of the members will continue to serve a second term.

2.1.4. Decision-making process of the ISC

Decision-making must be made by at least half the number of members on the ISC plus one additional voting ISC member, of which at least two donor and two civil society representatives – excluding the Chairs. Decisions will be made by consensus. If under exceptional circumstances consensus cannot be reached, the Chair may call for a vote. Decisions are then made by majority vote. Given the importance of a decision, the ISC can decide that a particular decision needs a two-thirds majority. The Chair will only vote in case of a tied outcome.

Funding decisions are – in principle – made during a face-to-face meeting. Documents for decision-making must be shared with the ISC by the FMA well in advance in order to enable the ISC members to prepare.

With regard to funding, the technical body (PAP) provides a funding recommendation to the ISC. The ISC has the mandate to assess whether the PAP fulfilled the portfolio recommendations presented by the ISC. In exceptional cases the recommendation can be re-shuffled to address parts of the portfolio that were not covered.

2. The Program Advisory Panel

The PAP reviews grant proposals and makes recommendations for funding to the ISC. The PAP review process is a peer based review process.

The role and responsibilities of the PAP are to:

- Review proposals for funding.
- Develop proposal evaluation criteria.

- Make detailed recommendations on which organizations to fund, for how much and with justification according to predetermined criteria to the ISC.
- Support the FMA on monitoring and evaluation and cross learning.
- Provide guidance to the FMA on the development of capacity building and technical support activities for grantees.
- Advise on implementation of M&E activities of beneficiaries.
- Advise the ISC on the development of a Terms of Reference for the independent evaluation of the FMA.
- Adhere to all RCNF policies, including Conflict of Interest and the Corruption, Fraud and Mismanagement policies.

2.2.1. Composition, Membership selection process and Terms of membership

- PAP members will be nominated through an open call for nominations
- The nominations will be reviewed and comparatively scored by a subcommittee of members of the ISC. The ISC decides on a final set of individuals.
- The PAP consists of nine members including a Chair, Vice-Chair and additionally up to five reserve members. Reserve members are people who can be called upon if PAP members have to reclude themselves or have to step down for other reasons.
- Staff or board members of a network of consortia cannot be a member of the PAP.
- The term of membership on the PAP is two years. For the sake of effectiveness and continuity, at least one third of the members will continue to serve a second term. Diversity of members should be guaranteed during the rotation procedure.
- The Chair and Vice-Chair will be nominated by majority vote by the PAP at the beginning of each two-year governing term. The ISC finally appoints the PAP Chair and Vice-Chair (see Annex 2: Terms of Reference PAP Chairs).
- PAP members will not be remunerated for their service on the PAP, but costs for virtual and face-to-face meetings are covered by the RCNF's budget. They will hold up to two in person meetings per year and up to six teleconferences.

The selection process for representatives of civil society will comply with the following principles ensuring that civil society membership:

- Reflect gender and geographical balance. At least 30% of the members are openly living with HIV and at least 60% of the members are part of inadequately served populations;
- Be able and willing to review and score grant proposals objectively, discuss them in English, and offer perspectives about how international funding can support activities and organizational capacity toward global and regional civil society and community HIV networks.
- Have experience with or have been exposed to grant making and/or technical assistance, with working with inadequately served populations, and with program development, implementation and evaluation.
- Remain objective and not demonstrate bias towards certain proposals based on their personal experience, expertise and who they represent, but rather evaluate proposals that are most likely to achieve the objectives of the RCNF.

2.2.2. Decision-making process of the PAP

Before the PAP review, 2 external reviewers who are not PAP members will also review each eligible proposal. The PAP will use the external reviewer data in their decision making process.

The PAP first rates on quality and other criteria as recommended by the ISC. The PAP will present grant funding options to the ISC and communicate with the ISC and the FMA to allow informed decisions by the ISC and support of the FMA. The PAP presents a list of organizations ranked in order to recommend within the budget, the number of awards, the set caps and other criteria in the RFP.

3. Conflict of Interest

The RCNF has a [conflict of interest policy](#). The FMA manages the implementation of the policy and the ISC oversees the policy.

4. The Fund Management Agent

The role and responsibilities of the FMA are to:

- Operationalize ISC decisions.
- Undertake due diligence procedures and enter into contractual agreements with grantees.
- Manage, monitor and report on agreements.
- Prepare application processes and procedures.
- Provide logistical support to both the ISC and the PAP.
- Act as the ISC's secretariat, which includes the preparation of the ISC agenda's, collection of relevant documentation, background information and preparation of draft policies and decision points.
- Support resource mobilization activities to sustain the RCNF under the guidance of the ISC.
- Support the development of proposal evaluation criteria by PAP.
- Act as the fiduciary agent of the fund.
- Adhere to all RCNF policies, including Conflict of Interest and the Corruption, Fraud and Mismanagement policies.

3. POLICIES AND PROCEDURES

RCNF has general agreements which all grant recipients must commit to. These include the following:

- the [RCNF grant regulations](#).
- the [due diligence and risk management procedure](#).
- the [corruption, fraud and mismanagement policy – definitions & principles](#).

4. BUDGET PRINCIPLES AND DEFINITIONS

The FMA manages the budget of the RNCF. The ISC approves the budget. The budget supports the RNCF outcomes and is written in the currency US Dollars.

The budget is composed of overhead costs and direct costs. A maximum of 7% of the total budget may be attributed to overhead costs. This means that the total overhead costs may rise if the Fund expands significantly, but the percentage may not increase.

In addition to the 7% for management costs, a maximum of 5% is allowed for evaluation purposes.

Definition overhead: the costs that are not directly related to the implementation of the project. These include various services that benefit or support the organization as a whole and not just this specific project.

Definition direct costs: necessary costs that are incurred and that are directly related to the implementation of the project. The following types of expenses are considered as project expenses (direct costs):

- Wages for personnel who are working directly in connection with the project (these expenses include wages, employers' national insurance contributions, holiday pay, and necessary insurance and pension expenses).
- All costs that can be directly allocated to the project.

5. ANNEXES

Terms of Reference Chair and Vice-Chair International Steering Committee
Terms of Reference Chair and Vice-Chair Program Advisory Panel

Annex 1: Terms of Reference Chair and Vice-Chair International Steering Committee

The International Steering Committee (ISC) is the overall and final decision making body which means that ultimately the ISC is responsible for the Fund. The ISC sets strategic directions, instructs the Fund Management Agent (FMA) and makes funding decisions.

The ISC consists of eight members and an external Chair and Vice-Chair. Three observers participate in the meeting. The members of the ISC are representatives from both civil society networks and donors. The minimum term of membership on the ISC will be two years and members will commit to serving at least one term when elected. The term for the Chair and Vice-Chair is also two years.

1. Role and responsibilities of the Chair and Vice-Chair

The Chair and Vice-Chair bring to their respective roles broad perspective and accumulated experience. As representative of the ISC as a whole, the Chair and Vice-Chair work with the FMA and the Program Advisory Panel (PAP) to achieve the strategic vision of the Fund, providing broad guidance.

1. Guide the ISC and its members in its responsibility to set strategic directions, provide oversight and ensure implementation.
2. Act as the Chair of meetings and teleconferences of the ISC. The Chair will make sure that members bring their unique perspectives to the table and that important policies such as the Conflict of Interest policies are taken into account.
3. Ensuring adequate time and procedures for informed discussion, consideration and voting on agenda items and decisions of the ISC, including reaching clear decisions and overseeing a vote if consensus is not reached;
4. Guide decision-making of the ISC. Decisions will be made by consensus. If under exceptional circumstances consensus cannot be reached, the Chair may call for a vote. Decisions are then made by majority vote. Given the importance of a decision, the ISC can decide that a particular decision needs a two-thirds majority. The Chair will only vote in case of a tied outcome.
5. Facilitate the conversation between the ISC and the PAP and the ISC and the FMA.
6. Acting as principal spokespeople for the ISC to advocate, promote and raise funds for the RCNF and its mission;
7. Maintaining effective communication and engagement with stakeholders such as partners, donors, implementers and the media to ensure the ISC understands and addresses the issues and concerns of its wide and diverse range of stakeholders.
8. The Chairs are in first instance non-voting members and external.
9. The Chair will chair ISC-meetings, but may call upon the Vice-Chair to share the word.

2. Profile

The following competencies of the ISC Chair and Vice-Chair are collectively required:

1. Experience chairing or leading decision-making bodies comprised of diverse stakeholders in either the public, civil society, or private sector and able to build and maintain the trust of all constituencies;
2. Experience and skill in organizing and facilitating discussions, building consensus, and mediating disputes among diverse stakeholders;
3. Experience with strategic planning, implementation and problem-solving;
4. Knowledge of the RCNF's purpose, governance structure and strategy;
5. Leadership experience in a governance or management capacity for entities from either the public, civil society, or private sector;
6. Experience and skill in reading financial statements, budgets and reports to analyze and assess the implications of such documents;

7. Experience conducting risk assessments and developing mitigation strategies in either the public, civil society, or private sector;
8. Expertise in some or all of the following areas: advocacy, public health, international finance, international development, diplomacy, negotiations and fundraising and credibility within HIV/AIDS;
9. Able to demonstrate discretion and professional ethics with respect to private and confidential matters;
10. Able to communicate clearly, concisely and persuasively and listen attentively and respectfully to other stakeholder views;
11. Able to act, think and speak with conviction and confidence; and
12. Fluent in written and spoken English (with additional languages beneficial).

3. Selection and term

The ISC encourages gender balance between the Chairs who will be elected by majority vote at the beginning of each two-year governing term. They serve a two-year term, or until the appointment of their respective successor. It is strongly advised by the ISC that the Chair has previously been a Vice-Chair. Once appointed, the Chairs act only in the best interest of the RCNF as a whole. Specifically, he/she must not represent any particular bloc, constituency, or other stakeholder. Both Chair and Vice-Chair can be elected for a second term.

4. Time commitment and reimbursement

In order to fulfill the role of Chair and Vice-Chair adequately and give the necessary feedback, the time requirement is estimated at 13 days a year in surplus of the usual International Steering Committee members engagement of 7 days. The Chair and Vice-Chair should therefore be prepared and able to dedicate approximately twenty days per year to RCNF activities.

ISC Chairs will not be remunerated for their service on the ISC, but the costs for virtual and face-to-face meetings will be covered by the budget of the RCNF. Chairs may renounce the compensation for travel and hotel expenses related to meetings on behalf of the RCNF.

5. Conflicts of Interest

The Chair and Vice-Chair of the ISC should be individuals who will have no direct financial benefit from funding decisions made by the RCNF and who are able to be fully transparent about any potential or perceived conflicts of interest. Candidates for the role of (Vice-)Chair should indicate to the ISC if they foresee a possible or perceived conflict of interest related to their professional or personal relationship with an RCNF donor, grantee, FMA, a member of the PAP or a member of the ISC. If more than half of the International Steering Committee concludes there is a conflict of interest, the candidate will be excluded from the election process.

Annex 2: Terms of Reference Chair and Vice-Chair Program Advisory Panel

The Program Advisory Panel (PAP) reviews grant proposals and makes recommendations for funding to the International Steering Committee (ISC). The PAP consists of nine members including a Chair, Vice-Chair and additional two reserve members. The minimum term of membership on the PAP will be two years and members will commit to serving at least one term when elected.

1. Role & Responsibilities of the Chair and Vice-Chair

The Chair and Vice-Chair bring to their respective roles broad perspective and accumulated experience. As representatives of the PAP as a whole they collaborate with the Fund Management Agent (FMA) and the ISC. The Chair and Vice-Chair are voting members of the PAP. The general tasks of the PAP are described in the RCNF Governance charter, paragraph 2.2. Besides these tasks the chair and vice-chair have the following responsibilities.

1. Guide the PAP to effectively perform its core functions;
2. Act as the Chair of meetings and teleconferences of the PAP. The Chair will make sure that members bring their unique perspectives to the table and that important policies such as the Conflict of Interest policies are taken into account.
3. Ensuring adequate time and procedures for informed discussion, consideration and voting on agenda items and advice of the PAP, including reaching clear advices and overseeing a vote if consensus is not reached;
4. In the case of a strategic decision / consult that has to be made by the PAP based on the advice of the PAP in a timeframe that does not allow members of the PAP to be fully consulted, the chair will be considered able to make decisions and recommendations on behalf of the PAP as the representative delegate of the PAP, and the chair will take responsibility for alerting the PAP that such decisions and recommendations will and/or have been made. Facilitating the conversation between the PAP and the ISC and the PAP and the FMA;
5. The PAP Chair and Vice-Chair also oversee effective performance management across the PAP, and reports to the ISC.
6. Advise on processes around Requests for Proposals: check Requests for Proposals, application forms, peer review forms, PAP review forms, advise on and/or develop proposal evaluation criteria; assess the eligibility of applicants.
7. The Chair will chair the meeting, but may call upon the Vice-Chair to share the work.
8. The Chair and the Vice-Chair may make a division of labor which is communicated to the PAP, the ISC and the FMA.

2. Profile

The following competencies of the PAP Chair and Vice-Chair are collectively required:

1. Experience chairing or leading decision-making bodies comprised of diverse stakeholders in either the public, civil society, or private sector;
2. Knowledge of the RCNF's purpose, governance structure and strategy;
3. Able to communicate clearly, concisely and persuasively and listen attentively and respectfully to other stakeholder views;
4. Able to act, think and speak independently with conviction and confidence; and
5. Fluent in written and spoken English (with additional languages beneficial).

3. Selection and term

The Chair and Vice-Chair will be nominated by majority vote by the PAP at least at the beginning of each two-year governing term. The ISC finally nominates the PAP Chair and Vice-Chair. They serve a two-year term, or until the appointment of their respective successors. Both Chair and Vice-Chair can be elected for a second term. The Chair should have previously served on the PAP.

4. Time commitment and reimbursement

The PAP Chair and Vice-Chair should be prepared and able to dedicate approximately twelve days per year to RCNF matters. ISC, FMA, donor, sub-committee meetings, as well as periods before and after such meetings, may require the PAP Chair and Vice-Chair to commit full capacity to RCNF matters for several consecutive days.

Chairs will not be remunerated for their service on the PAP, but costs for virtual and face-to-face meetings are covered by the RCNF's budget. Chairs may renounce the compensation for travel and hotel expenses related to meetings on behalf of the RCNF.

5. Conflicts of interest

The Chair and Vice-Chair of the PAP should be individuals who will have no direct financial benefit from funding decisions made by the RCNF, and who are able to be fully transparent about any potential or perceived conflicts of interest. Candidates for the role of PAP (Vice-)Chair should indicate to the ISC if they foresee a possible or perceived conflict of interest related to their professional or personal relationship with an RCNF donor, grantee, FMA, or another member of the PAP or a member of the ISC. If more than half of the International Steering Committee concludes there is a conflict of interest, the candidate will be excluded from the election process.