



THE REPUBLIC OF UGANDA

REVISED DRAFT

**Terms of Reference for Committees of the
Uganda Country Coordinating Mechanism (CCM) for the Global
Fund against AIDS, Tuberculosis & Malaria**

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A) PREAMBLE

The following Terms of Reference (TORs) are subject to any changes or amendments made in the main Uganda CCM framework document, the Governance Manual.

B) BACKGROUND

Introduction

The Uganda Country Coordinating Mechanism (UCCM) is the national governance body responsible for overseeing the Global Fund to Fight AIDS, Tuberculosis and Malaria (GFATM) programmes in Uganda. Its areas of responsibilities include:

- 1) Coordination of the development and submission of the national Funding Request/Proposal/Application Concept Notes to the Global Fund
- 2) Selection and nomination of Principal Recipients (PRs)
- 3) Overseeing implementation of the approved Global Fund grants
- 4) Approving any reprogramming of Global Fund grants activities and submission of requests for continued funding to the Global Fund
- 5) Harmonization and alignment to ensure linkages and consistency between the Global Fund grants and other national health and development programs; and in-country financing mechanisms
- 6) Communication and engagement with the CCM constituencies and other stakeholders

For purposes of efficiency, the Uganda CCM Board shall carry out its responsibilities through the CCM Board Committees. The core function of the Uganda CCM Committees is to prepare the Uganda CCM Board for prompt decision making and action.

The purpose of the CCM Board Committees is to facilitate the Uganda CCM decision-making role through reviewing grant implementation and performance reports from implementers, analyzing the reports as necessary and making recommendations to the Uganda CCM for decision-making. The CCM Committees do not make final decisions; they only make recommendations for the consideration of the Uganda CCM Board.

To fulfill its functions effectively, the Uganda CCM has established (5) Committees of the Board as listed below:

1. The Executive Committee (ExCo),
2. The Program Oversight Committee (POC),
3. The Finance and Procurement (F&P) Committee,
4. The Programme Development and Resource Mobilization (PD&RM) Committee.
5. The Ethics Committee

The Uganda CCM will also strive to ensure that all CCM substantive and alternate members, co-opted members from a pool of experts as deemed it necessary to provide technical support to committees at a time, CCM Secretariat staff and other stakeholders adhere to the code of ethical conduct. This will be operationalized through an Ethics Committee.

The functional committees (ExCo; POC; F&P; and PD&RM)

- i. Each CCM Committee shall be headed by a Chairperson. The CCM Committee Chairpersons shall be Substantive Members of the Uganda CCM and shall be selected by the CCM Board - following similar election processes to that of the CCM Board Chair and Vice-Chair, except for the Executive Committee for which the Uganda CCM Board Chairperson shall be the Chair.

- ii. The CCM Committee Chairpersons shall be selected on a sector basis with representation from the three sectors. The CCM Board will first determine the sector that will chair each of the CCM Committees. Nominations of candidates from the specific sector will then be received for the committee chairperson's position and all substantive members (or alternate when the substantive member is not present) will cast their votes, in a similar manner as for the Board Chair and Vice-Chair.
- iii. Except for the CCM Executive Committee, the other CCM Committees shall comprise eleven (11) members appointed by the Uganda CCM from its membership. The CCM Committees may co-opt members from outside the Uganda CCM Board for their technical expertise in the relevant area identified by the committee and/or experts as a need arises.
- iv. Vice-Chairs and Members of the CCM Committees shall be selected on a constituency basis. Members and alternates will be first requested to state the committee in which they would prefer to serve, based on their interests, skills and competences, and thereafter the composition of the committees can be rationalized to ensure appropriate representation. Selection of members for the Committees shall be in accordance with the Terms of Reference (TORs) for each CCM Committee.
- v. CCM Committee Chairpersons and Vice-Chairpersons shall not be replaced by their Alternates or any other person (from their organisation/institution) in undertaking their special responsibilities on the CCM Committees.
- vi. In the absence of both the Chair and Vice-Chair of a CCM Committee, the committee members present shall appoint an interim chair for conducting the business at stake.
- vii. The CCM Committees shall meet at least quarterly and more regularly as needed.
- viii. The CCM Committee Chairperson shall recommend to the CCM Board to act if a CCM Committee Member is absent without apology for three (3) consecutive CCM Committee meetings.

The Ethics Committee

- i) The Ethics Committee shall be headed by a Chairperson, who shall be a Substantive Member of Uganda CCM and shall be selected by the CCM Board following a similar election process to that of the CCM Board Chair.
- ii) The Ethics Committee shall comprise three (3) members, including the chairperson. The other two members can be nominated from inside or outside the CCM Board but must be elected by the board.
- iii) All the three members of the Ethics Committee shall not be of the same gender.
- iv) Selection of Members to the Ethics Committee shall be in accordance with the Terms of Reference (TORs) for the Committee.
- v) The Ethics Committee shall not have alternate members.
- vi) The quorum of the Ethics Committee shall be two members, of which one must be the Chair of the Committee.
- vii) The Ethics Committee shall meet as regularly as needed, and as described in its TORs.

Roles and Responsibilities of the CCM Secretariat in supporting the CCM Board Committees

The CCM Secretariat will serve as secretary to each CCM Board functional Committee and it will perform the following roles:

- a) Provide technical support to the CCM committees to undertake their roles and responsibilities
- b) Support CCM Committees to develop and implement their work plans
- c) Analyse reports and produce summaries to support the committees to undertake their roles
- d) Provide logistical and administrative support to the committees including organising their meetings
- e) Prepare and send out invitations for committee meetings in consultation with chairs of the committees

- f) Send relevant documents to committee members at least one week before the date of committee meeting
- g) Ensure all minutes of the committee meetings are prepared, fully signed off, scanned, filed and circulated accordingly
- h) Keep an updated record of the attendance of committee members at meetings
- i) When necessary, facilitate committee decision making through voting
- j) Maintain an updated file of signed minutes of all meetings of the committees
- k) Update the committees on the progress of the decisions and actions agreed upon in the relevant CCM Committee meetings
- l) Support the implementation of such other CCM activities as may be from time to time assigned by the committees

The roles and responsibilities of the Uganda CCM Committees are outlined in the Terms of Reference (TORs) for the individual Uganda CCM Board Committees in the sections below.

C) THE CCM EXECUTIVE COMMITTEE

1) CCM EXECUTIVE COMMITTEE

1.1 FUNCTIONS OF THE CCM EXECUTIVE COMMITTEE (EC)

Overall the oversight of Global Fund grants is a responsibility of the entire CCM Board, and all the CCM members shall participate in the oversight process and activities of the Uganda CCM Board and Committees.

The core functions of the CCM Executive Committee are to:

a) Oversight of the CCM secretariat

- i) Oversee and provide guidance to the operations of the Uganda CCM Secretariat
- ii) Oversee and approve the re-programming of activities and re-allocation of funds in the CCM work plans and budgets
- iii) Ensure effective secretariat human resources management. This includes setting staff establishment, ensuring all positions are filled, approving all job descriptions, oversee staff recruitment and separation
- iv) Ensuring the secretariat has required human, financial and operational management policies and systems in place and oversee their implementation
- v) Ensure the CCM secretariat has a robust performance management system
- vi) Ensure annual performance appraisal of the CCM Secretariat and its individual staff
- vii) Ensure that all human resource management controls and requirements of the UCCM HR manual are adhered to.

b) CCM governance and operations

- i) Oversee the implementation of the CCM governance manual, conflict of interest policy, standard operating procedures and other guidelines
- ii) Propose changes or the need to make changes in these core CCM governance documents to the CCM Board where necessary
- iii) Oversee the conduct of the CCM eligibility and performance assessment and any other assessments that Global Fund may require
- iv) Mobilise financial and other resources to support implementation of the CCM functions

- v) Identify bottlenecks in the Uganda CCM Board functionality and report back to the Uganda CCM Board for remedial action
- vi) Oversee and plan for capacity building of Uganda CCM, including training and orientation of all members on their roles and responsibilities.
- vii) Oversee the annual performance assessment of the CCM
- viii) Oversee implementation of decisions of the Uganda CCM Board
- ix) Coordinate ad-hoc technical committees, task teams or working groups of the Uganda CCM,
- x) Attend to administrative matters or urgent communications and decisions in between UCCM board meetings
- xi) Make decisions of an administrative and operational nature only in case of urgency to meet the desired Uganda CCM action
- xii) Manage risks affecting grants
- xiii) Undertake other roles delegated by the Uganda CCM Board

1.2. COMMITTEE MEMBERSHIP, COMPOSITION AND PROCEDURE FOR RESIGNATION

The Uganda CCM's Executive Committee shall comprise six (6) members as listed below:

- a) The CCM Board Chairperson and Vice Chairperson
- b) The Chairpersons of three (3) Uganda CCM Board Committees (i.e. Programme Oversight; Finance and Procurement Committee; Programme Development and Resource Mobilization Committees),
- c) One Member-At-Large who shall be any Substantive Member. The Member-At-Large shall be nominated by the other five (5) CCM Executive Committee Members to ensure adequate gender, sector, and constituency inclusiveness or to address any other gap on the CCM Executive Committee.
- d) The CCM Board Chairperson and Vice-chairperson will be the Chair and Vice-Chair of the CCM Executive Committee, respectively.
- e) Should any of the members of the Executive Committee resign or be sanctioned by the Uganda CCM under the circumstances described in the Uganda CCM Governance Manual, or result from a situation of conflict of interest as explained in the Uganda CCM Conflict of Interest Management Policy, the Uganda CCM shall conduct a new election to get a replacement for the position they occupied.

1.3. TENURE OF OFFICE

- i) The CCM Executive Committee (EC) members shall serve for a period of three (3) years
- ii) The Member-At-Large on the CCM Executive Committee shall serve for a period of three (3) years with a possibility of nomination for another consecutive term if he/she is re-elected/re-nominated as a Uganda CCM Member by his/her Constituency. The CCM Committee membership renewal process shall take institutional memory into consideration.

1.4. ELECTION PRINCIPLES AND PROCEDURES FOR THE CCM EXECUTIVE COMMITTEE

A Member-At-Large shall be nominated to join the CCM Executive Committee by the other five (5) CCM Executive Committee Members (Board Chair, Board Vice-Chair and Committee chairpersons), to ensure adequate gender/sector/constituency inclusiveness or address any other gap on the CCM Executive Committee. The CCM Executive Committee members may decide to nominate the Member-At-Large at their first Executive Committee meeting or do the nomination differently as they deem necessary. Committee Chairperson and Vice-Chairperson will come from different sectors.

1.5 THE COMMITTEE MEETINGS and

1.5.1 Notification of Committee Meetings

The notice for the regular quarterly Committee meetings shall be sent out to Members at least 10 working days prior to the date of every Committee meeting. Emergency or Special Committee meetings may be called by the Committee Chair at shorter notices and labelled accordingly.

1.5.2 Agenda for Committee Meetings

- i) The Uganda CCM Committee meetings shall follow an agreed and published agenda format. The Uganda CCM Secretariat shall first contact the Committee members one (1) month prior to the regular quarterly Committee meeting to solicit any matter for inclusion on the standard Committee meeting agenda.
- ii) All Committee members should receive the meeting agenda and documents by e-mail at least five (5) working days before each Committee meeting.
- iii) In the cases of Emergency or Special Committee meetings, the agenda items should be received by the Uganda CCM Secretariat not later than two (2) working days before the date of the meeting.
- iv) The Committee members may decide to amend the agenda just before the commencement of the meeting.

1.5.3 Schedule of Meetings

- i) The Executive Committee shall meet at least quarterly. Emergency and any other meetings held more regularly, shall be convened as and when urgent attention and action of the Executive Committee is required/deemed necessary.
- ii) The Executive Committee meetings shall be held at least three (3) weeks before the date of the ordinary quarterly meetings of the CCM Board.

1.5.4 Quorum

- i) The Quorum of the Executive Committee shall be at least 3 (three) members.
- ii) For meetings where urgent decisions must be made prior to ratification by the Uganda CCM Board, one of the three members that form the quorum shall be either the CCM Board Chair or Vice-Chair. -

1.5.5 Administration of Meetings and Minutes

- i) The Executive Committee meetings shall be convened and chaired by the chairperson and, in his/her absence, by the vice-chairperson. In the absence of both the Chair and Vice-Chair, the CCM Board Chair will delegate another Executive Committee Member to Chair that specific meeting.
- ii) The Chairpersons of the other three (3) CCM Board Committees will make a report to the CCM Executive Committee and subsequently to the CCM Board on all recommendations arising from their Committee's work during the quarterly oversight meetings and scheduled oversight field/site visits. Decisions of the Executive Committee shall be by consensus, and where a vote is needed the decision shall be by simple majority.

Decisions taken by the Executive Committee shall be ratified at the next meeting of the Uganda CCM Board except issues of Human resources and any other administrative issues

2) THE CCM PROGRAM OVERSIGHT COMMITTEE

2.1. FUNCTIONS OF THE CCM PROGRAM OVERSIGHT COMMITTEE (POC)

Overall the oversight of Global Fund grants is a responsibility of the entire CCM Board, and all the CCM members shall participate in the oversight process and activities of the Uganda CCM Board and Committees.

- i) The Uganda CCM established a Program Oversight Committee (POC) to provide oversight of the implementation of programme activities for Global Fund grants in Uganda. Programme activities are activities mainly implemented by Principal Recipients and Sub-Recipients. The Program Oversight Committee (POC) shall oversee the implementation of such activities and review performance of the intended programmatic targets.
- ii) The Programme Oversight Committee (POC) shall lead the oversight role over programmatic performance of Global Fund grants in Uganda.
- iii) The Program Oversight Committee (POC) shall also identify and demonstrate successful stories, best practices and lessons learnt during grant oversight.

The core functions of the CCM Program Oversight Committee (POC) are to:

- i) Ensure Global Fund grant programme activities are regularly reviewed to identify implementation bottlenecks and propose remedial action;
- ii) Review progress of Global Fund grant performance against indicator targets and various implementation levels of programme activities, diagnose problems of implementation of programme activities, and recommend follow up actions to the Uganda CCM Board.
- iii) Ensure programmatic, management and financial information is synthesized in close coordination with the CCM Finance & Procurement (F&P) Committee and that summary reports are available to support the Uganda CCM Board decision making
- iv) Ensure Principle Recipients (PRs) provide timely programmatic performance updates and progress reports on Global Fund grant implementation activities
- v) Ensure Management Actions, Special Conditions and any other conditions on the Global Fund grants are fulfilled by the PRs in a timely manner.
- vi) Review of performance of Global Fund investment in RSSH and/or identification of challenges in RSSH that impact on grant performance
- vii) Review of performance of Global Fund investment in human rights and gender interventions and/or identification of human rights and gender barriers impacting on the Global Fund grant performance
- viii) Review grant risks and oversee implementation of risk mitigation measures
- ix) Oversee implementation of interventions co-financed by the Government of Uganda
- x) Review and identification of grant management and implementation bottlenecks
- xi) Develop oversight field visits and ensuring they are effectively carried out
- xii) Oversee implementation and/or resolution of actions recommended by Global Fund secretariat and Office of Inspector general related to programmatic aspects of the grant
- xiii) Review and make recommendations to the CCM board on requests for grant re-programming
- xiv) Review PR grant closure plans and progress reports on implementation of these plans
- xv) Make recommendations to the CCM Board based on programmatic issues identified and areas that need improvement
- xvi) Ensure identification of cross-cutting challenges, lessons learned, and best practices across diseases and grants.

- xvii) Ensuring Uganda CCM members are prepared for effective program oversight through members' sensitization on the key activities to be implemented in each grant and their link to the grant performance indicators
- xviii) Following up with the PR implementation of CCM decisions regarding oversight of program implementation
- xix) Asses principal recipients' performance based on the grant's performance
- xx) Identify capacity gaps and build capacity of oversight committee members and entire CCM board on oversight

2.2 COMMITTEE MEMBERSHIP, COMPOSITION AND PROCEDURE FOR RESIGNATION

- i) The Uganda CCM shall select eleven (11) members from its membership to form the CCM Program Oversight Committee (POC) and, when needed, other technical experts co-opted from outside the CCM.
- ii) One of the CCM members will serve as a Chairperson for the Program Oversight Committee and will serve as a member of the CCM Executive Committee.
- iii) The membership of Program Oversight Committee shall be drawn from various constituencies, including People Living With /Affected by the three Diseases i.e. AIDS, TB & Malaria.
- iv) The Program Oversight Committee shall have resident technical capacity in program management, monitoring and evaluation, disease specific expertise, financial management, procurement and supply chain management, health and community systems strengthening, human rights and gender and risk management. This expertise may be complemented by other technical experts co-opted as necessary.
- v) Should any Committee member resign before the term expires, written notice of such resignation should be submitted to the CCM Executive Committee through the CCM Secretariat in which the reason for the resignation shall be stated. Upon receipt of the resignation, the Uganda CCM shall appoint a replacement member, consistent with established criteria to fill the vacancy.

2.3 ELIGIBILITY FOR COMMITTEE MEMBERSHIP

- i) The Uganda CCM Substantive Members and their Alternates that are not affiliated to Principal Recipients or Sub-Recipients (SRs) shall be eligible to be oversight committee members
- ii) The positions of Chair, Vice-Chair and Members of this Committee shall be selected on a constituency basis by the Uganda CCM; and it will be the responsibility of the CCM members from the respective constituencies to determine individuals to take up the positions for which their constituencies have been allocated a slot on this CCM Committee.
- iii) Willingness to commit time to the Committee's activities;
- iv) Eligibility of Committee membership will be subject to Uganda CCM Conflict of Interest (COI) management policy;
- v) To avoid Conflict of Interest, Principal Recipients (PRs) and Sub-Recipients (SRs) of Global Fund grants shall not normally be considered for membership on the Program Oversight Committee. However, where this is unavoidable, the Uganda CCM Conflict of Interest Policy shall be strictly applied.
- vi) Co-opted members may be nominated onto the Committee to provide specific technical expertise to meet the needs identified by the committee.

2.4 TENURE OF OFFICE

- i) The CCM Program Oversight Committee (POC) members shall serve for a period of three (3) years with a possibility of re-election for another consecutive term if they are re-elected/re-nominated as Uganda CCM Members by their Constituencies. The membership renewal process shall take institutional memory into consideration.
- ii) Continued membership of the Committee shall also be subject to the CCM Succession Plan matrix (which shall be reviewed from time to time by the CCM Board) to ensure good corporate governance, continuity of CCM activities/operations and maintenance of institutional memory.

2.5 ELECTION PRINCIPLES AND PROCEDURES FOR THE CCM PROGRAM OVERSIGHT COMMITTEE (POC)

- i) The CCM Constituencies to provide the Program Oversight Committee (POC) Chairperson and Vice-Chairperson shall be elected by the Uganda CCM through a simple majority vote, during the first General Meeting that will be held after the term of the previous Committee Chairperson and Vice-Chair has expired or been terminated. Oversight Committee (POC) Chairperson and Vice-Chairperson shall come from different sectors.
- ii) The Program Oversight Committee (POC) Chairperson shall be a Substantive Member of the Uganda CCM.
- iii) A Substantive member who is unable to attend the meeting for the election of the CCM Programme Oversight Committee shall put in writing her or his willingness to be nominated for the position, for the member to be eligible for nomination to be elected election for this position.
- iv) The Uganda CCM Alternate members, Ex-Officios and any other Observers (permitted by the CCM) shall be allowed to attend the above meeting.
- v) Only the Substantive representatives of CCM Constituencies shall be eligible to vote
- vi) If the Substantive Representative of any of the CCM Constituencies is absent then the Alternate member shall have voting rights.
- vii) Elections shall be conducted by an Election Committee, comprised of four (4) Returning Officers selected from the CCM Ex-Officios, who are non-CCM Members and non-CCM Secretariat neutral observers.
- viii) Voting shall be by secret ballot.
- ix) Decisions shall preferably be by consensus, or by simple majority vote.

2.6 THE COMMITTEE CHAIRPERSON AND VICE-CHAIR: ROLES & RESPONSIBILITIES

The main tasks of the Program Oversight Committee (POC) Chairperson and Vice-Chairperson shall be:

- i) Convene and chair the Program Oversight Committee (POC) meetings
- ii) Ensure preparation of an annual CCM Oversight work plan and budget.
- iii) Ensure the implementation of the CCM Oversight Plan annual work plan and budget.
- iv) Represent the Program Oversight Committee on the Uganda CCM Executive Committee.
- v) Presentation and submission of the Program Oversight Committee recommendations to the Uganda CCM
- vi) Ensure the timely follow-up and implementation of the Committee recommendations and CCM Board decisions.

The Chairperson and Vice-Chairperson of the CCM Program Oversight Committee (POC) shall distribute the above specific tasks among themselves as appropriate. The Committee members shall be informed about the arrangements.

Linkage with other CCM Committees

- a) Ensure that the programmatic technical issues related to grant implementation and management by the Principal Recipients (PRs) referred to the committee by the CCM Finance & Procurement (F&P) and CCM Programme Development & Resource Mobilization (PD&RM) Committees are reviewed
- b) Prepare and present a report of oversight findings and recommendations on programmatic technical matters that the committee has reviewed, investigated and resolved relating to grant implementation by the PRs.
- c) Attend the CCM Finance & Procurement (F&P) and CCM Programme Development & Resource Mobilization (PD&RM) Committee meetings on invitation **or** to present oversight findings and recommendations
- d) Assist the CCM Finance & Procurement (F&P) and CCM Programme Development & Resource Mobilization (PD&RM) Committee to interpret programmatic reports if and when needed.

2.7 THE COMMITTEE MEETINGS

2.7.1 Notification of Committee Meetings

The notice for the regular quarterly Committee meetings shall be sent out to Members at least 10 working days prior to the date of every Committee meeting.
Emergency or Special Committee meetings may be called by the Committee Chair at shorter notices and labelled accordingly.

2.7.2 Agenda for Committee Meetings

- i) The Uganda CCM Committee meetings shall follow an agreed and published agenda
- ii) The Uganda CCM Secretariat shall first contact the Committee members one (1) month prior to the regular quarterly Committee meeting to solicit any matter for inclusion on the standard Committee meeting agenda. All Committee members should receive the meeting agenda and documents by e-mail at least five (5) working days before each Committee meeting.
- iii) In the cases of Emergency or Special Committee meetings, the agenda items should be received by the Uganda CCM Secretariat not later than two (2) working days before the date of the meeting.
- iv) Committee members may decide to amend the agenda during the meeting.

2.7.3 Schedule of Meetings

- i) The Program Oversight Committee (POC) shall hold quarterly meetings and any other meetings held more regularly, as may be deemed necessary.
- ii) The Program Oversight Committee (POC) meetings shall be held at least four (4) weeks before the date of the ordinary quarterly meetings of the CCM Board.
- iii) The Committee Chair will make a report to the Uganda CCM Executive Committee and subsequently to the CCM Board on all recommendations arising from their Committee's work during the quarterly oversight meetings and scheduled oversight field/site visits.

2.7.4 Quorum

The Quorum of the POC shall be half plus one of its CCM membership

2.7.5 Administration of Meetings and Minutes

- i) The Program Oversight Committee meetings shall be convened and chaired by the Committee Chairperson and, in his/her absence, by the Committee Vice-Chair. In the absence of both, the Committee Members will nominate a Chair for that specific meeting.
- ii) The Chairperson of the Program Oversight Committee will make a report to the CCM Executive Committee and subsequently to the CCM Board on all recommendations arising from his/her Committee's work during the quarterly oversight meetings and scheduled oversight field/site visits.
- iii) Decisions of the Program Oversight Committee shall be by consensus, and where a vote is needed the decision shall be by simple majority.
- iv) The Program Oversight Committee recommendations shall be presented and ratified at the next Uganda CCM Board meeting. The Uganda CCM members will then make operational, the recommendations as required and turn them into a plan of action to be monitored by the CCM Program Oversight Committee.
- v) All deliberations by the Program Oversight shall be recorded through minutes.
- vi) The Program Oversight Committee Chairperson shall endorse the draft committee meeting minutes before they are distributed to the Committee members.
- vii) Draft minutes of the Program Oversight Committee meetings and any decisions made shall be prepared and sent electronically (by email) to all Committee members within one (1) week after the Committee meeting. The Committee members will have at least five (5) working days to review and approve the minutes.
- viii) The approved minutes of all Program Oversight Committee meetings shall be shared electronically (by email) with the entire CCM Board within two (2) weeks after the Program Oversight Committee meeting and at least one (1) week before the next meeting of the CCM Executive Committee meeting where the recommendations from the Committee shall be presented to the Executive Committee members.
- ix) The approved minutes of the Program Oversight Committee meeting will be presented at the next Committee meeting.
- x) Manage risks affecting grants

3) THE CCM FINANCE AND PROCUREMENT COMMITTEE

3.1 FUNCTIONS OF THE CCM FINANCE & PROCUREMENT (F&P) COMMITTEE

Overall the oversight of Global Fund grants is a responsibility of the entire CCM Board, and all the CCM members shall participate in the oversight process and activities of the Uganda CCM Board and Committees.

- i) The Uganda CCM established a Finance and Procurement (F&P) Committee to provide oversight of the Financial and Procurement activities of the Global Fund grants in Uganda.
- ii) The Finance and Procurement (F&P) Committee shall also identify and demonstrate successful stories, best practices and lessons learnt during grant oversight.

The core functions of the CCM Finance and Procurement (F&P) Committee are to:

- i) Oversee adherence to financial disbursements timelines of the Uganda Global Fund grants by Principal Recipients (PRs) and Sub-Recipients (SRs)
- ii) Review, investigate and resolve the financial and procurement technical issues related to the implementation of the Global Fund grants by the Principal Recipients (PRs) to ensure that funds are fully accounted for and procurement of commodities and services is effectively and efficiently done.
- iii) Ensure timely accountability of Global Fund grants by PRs and SRs
- iv) Ensure compliance with audit requirements of the Global Fund and Government of Uganda
- v) Oversee the Procurement and Supply Chain Management (PSM) processes of the Uganda Global Fund grants
- vi) Support the PRs to overcome financial, Procurement and Supply Chain Management (PSM) bottlenecks
- vii) Ensure programmatic, management and financial information is synthesized in close coordination with the Programme Oversight Committee (POC) and that summary reports are available for Uganda CCM Board decision making
- viii) Work with the CCM Programme Oversight Committee (POC) to ensure an effective link between finance, procurement and the grant programme activities that the PRs implement with the grant finances.
- ix) Support the CCM to oversee timeliness of financial disbursements and procurement of commodities and services related to grant implementation
- x) Oversee the Uganda CCM's financial management and procurement function to ensure that the Uganda CCM funds are fully accounted for. The Uganda CCM is a recipient of funds from different sources/funders to support its oversight activities and CCM Secretariat. Through the CCM Finance and Procurement Committee, the Uganda CCM Board has a responsibility to ensure that these funds are used for the intended purposes, expenditures are approved and supported, and periodic reports are prepared and submitted according to the reporting requirements of the different funders.
- xi) Assessing absorption and burn rates for the grant
- xii) Reviewing/assessing financial flows from the Global Fund into the country
- xiii) Overseeing implementation of the procurement plan for the Global Fund grants
- xiv) Overseeing the supply chain for commodities to identify any bottlenecks and ensure commodities reach intended beneficiaries
- xv) Overseeing the implementation and/or resolution of actions recommended by Global Fund secretariat and Office of Inspector general related to finance and procurement aspects of the grant
- xvi) Review PR grant closure plans and progress reports on implementation of these plans
- xvii) Identify and mitigate risks financial accountability
- xviii) Review/track the Government of Uganda co-financing commitments
- xix) Review and make recommendations to the CCM board on requests for grant programming

3.2 THE COMMITTEE COMPOSITION AND PROCEDURE FOR RESIGNATION

- i) The CCM Finance and Procurement Committee will comprise of eleven (11) members appointed by the Uganda CCM from its membership and, when/if needed, other technical experts co-opted from outside the CCM.
- ii) One person from Senior Management team of the Uganda AIDS Commission (UAC) nominated by the Director General.

- iii) Membership composition will be as broad as possible and include members representing Civil Society Organizations (CSOs) and people affected by the three diseases (i.e. HIV/AIDS, Tuberculosis and Malaria).
- iv) Expertise and/or experience in finance and procurement will be given preference in the selection of the Finance and Procurement Committee members. Where such expertise is not available, the Uganda CCM will co-opt technical partners with relevant experience.
- v) Should any Committee member resign before the term expires, such member shall submit his/her written resignation to the CCM Board through the CCM Secretariat, in which detailed explanations for the resignation shall be stated. Upon receipt of the resignation, the CCM Board shall call for nominations from its members and another person responding to the eligibility criteria shall be selected to fill the vacancy.

3.3 ELIGIBILITY FOR COMMITTEE MEMBERSHIP

- i) The Uganda CCM Substantive Members and their Alternates that are not affiliated to Principal Recipients or Sub-Recipients (SRs) shall be eligible to be committee members
- ii) The positions of Chair, Vice-Chair and Members of this Committee shall be selected on a constituency basis by the Uganda CCM; and it will be the responsibility of the respective CCM members from the selected constituencies to determine individuals to take up the positions for which their constituencies have been allocated a slot on this CCM Committee
- iii) Willingness to commit time to the Committee's activities;
- iv) Eligibility will be subject to Uganda CCM Conflict of Interest (COI) management policy;
- v) To avoid Conflict of Interest, Principal Recipients (PRs) and Sub-Recipients (SRs) of Global Fund grants shall not normally be considered for membership on the Finance and Procurement Committee. However, where this is unavoidable, the Uganda CCM Conflict of Interest Policy shall strictly be applied.
- vi) Co-opted members may be nominated onto the Committee to provide specific technical expertise to meet the needs identified by the committee.

3.4 TENURE OF OFFICE

- i) The CCM Finance & Procurement (F&P) Committee members shall serve for a period of three (3) years with a possibility of re-election for another consecutive term if they are re-elected/re-nominated as Uganda CCM Members by their Constituencies. The membership renewal process shall take institutional memory into consideration.
- ii) Continued membership of the Committee shall also be subject to the CCM Succession Plan (which shall be reviewed from time to time by the CCM Board) to ensure good corporate governance, continuity of CCM activities/operations and maintenance of institutional memory.

3.5 ELECTION PRINCIPLES & PROCEDURES FOR THE CCM FINANCE & PROCUREMENT COMMITTEE

- i) The CCM Constituencies to provide the Finance & Procurement (F&P) Committee Chairperson and Vice-Chairperson shall be elected by the Uganda CCM through a simple majority vote, during the first General Meeting that will be held after the term of the previous Committee Chairperson and Vice-Chair has expired or been terminated. The Committee Chairperson and Vice-Chairperson shall come from different sectors.
- ii) The CCM Finance & Procurement (F&P) Committee Chairperson shall be a Substantive Member of the Uganda CCM.

- iii) The Finance & Procurement (F&P) Chairperson and Vice-Chairperson's term of office is three (3) years with a possibility of re-election for another consecutive term if they are re-elected as Uganda CCM Members.
- iv) A Substantive member who is unable to attend the meeting for the election of the CCM Finance & Procurement (F&P) Committee shall put in writing her or his willingness to be nominated for the position, for the member to be eligible for nomination to be elected election for this position.
- v) The Uganda CCM Alternate members, Ex-Officios and any other Observers (permitted by the CCM) shall be allowed to attend the above meeting.
- vi) Only the Substantive representatives of CCM Constituencies shall be eligible to vote
- vii) If the Substantive Representative of any of the CCM Constituencies is absent then the Alternate member shall have voting rights.
- viii) Elections shall be conducted by an Election Committee, comprised of four (4) Returning Officers selected from the CCM Ex-Officios, who are non-CCM Members and non-CCM Secretariat neutral observers.
- ix) Voting shall be by secret ballot.
- x) Decisions shall preferably be by consensus, or by simple majority vote.

3.6 THE COMMITTEE CHAIRPERSON AND VICE CHAIR: ROLES & RESPONSIBILITIES

The main roles and responsibilities of the CCM Finance & Procurement (F&P) Committee Chairperson and Vice-Chairperson shall be:

- i) Chairing the Finance & Procurement (F&P) Committee meetings.
- ii) Ensure the implementation of the CCM Oversight Plan annual work plan and budget.
- iii) Presentation and submission of the Finance & Procurement (F&P) Committee recommendations to the Uganda CCM Board
- iv) Represent the Finance & Procurement (F&P) Committee on the Uganda CCM Executive Committee.
- v) Organize regular and extraordinary meetings of the Finance & Procurement (F&P) Committee.
- vi) Ensure the timely follow-up and implementation of the Committee recommendations and CCM Board decisions.
- vii) Ensure the preparation and review of the annual CCM Work-plans and budgets submitted to mobilize/secure CCM Funding. Ensure the preparation and review of the regular internal audits and annual external audits of the CCM Finances and Accounts. This is Excom function
- viii) Follow-up and implementation of the recommendations from the audits done on the Finances and Accounts of the Principal Recipients (PRs) and the Uganda CCM.

The Chairperson and Vice-Chairperson of the CCM Finance & Procurement (F&P) Committee shall distribute the above specific tasks among themselves as appropriate. The Committee members shall be informed about the arrangements.

3.7 SCOPE OF WORK FOR THE COMMITTEE

The Uganda CCM Governance Manual outlines the functions of the Finance & Procurement (F&P) Committee. These are to:

- i) Oversee the financial management and procurement procedures of the Principal Recipients (PRs) in relation to implementation of Global Fund grants;

- ii) Oversee the procurement activities of the PRs in relation to Global Fund grants
- iii) Oversee the Global Fund grant(s) expenditures by the PRs and grant absorption
- iv) Support the Uganda CCM Program Oversight Committee in matters related to PR's financial management and procurement activities during grant implementation.
- v) Oversee the financial management and procedures of the Uganda CCM Secretariat in relation to supporting CCM activities;
- vi) Oversee the Uganda CCM Secretariat in the preparation of the Uganda CCM annual work-plans and budgets;
- vii) Oversee the expenditures of the Uganda CCM Secretariat;
- viii) Review the reprogramming of activities and re-allocation of funds in the CCM Workplans and Budgets and make recommendations to the CCM Executive Committee (EC).
- ix) Oversee the procurement activities of the Uganda CCM Secretariat in relation to Uganda CCM oversight activities and operations;
- x) Oversee the Uganda CCM Secretariat in the preparation of the CCM annual procurement plan

The detailed scope of work that the Finance & Procurement (F&P) Committee will undertake relating to the two broad functional areas of the Committee are as follows:

3.7.1 The Finance Function:

- i) Ensure that a review of the Principal Recipients (PRs)' work plans and budgets in relation to grant implementation is effectively done.
- ii) Ensure that Interim Financial Reports submitted by the PRs are reviewed.
- iii) Ensure that PRs' quarterly financial and procurement reports are reviewed.
- iv) Ensure that the PRs comply with the Global Fund and the Government of Uganda's financial management requirements
- v) Ensure that the PRs have arrangements in place for external and internal audit function
- vi) Ensure that Annual Audit Reports submitted by the PRs and management responses by the PRs are received and reviewed.
- vii) Present to the Uganda CCM Executive Committee and Uganda CCM Board the financial management and auditing issues found in the PR grant implementation processes.
- viii) Assist the Uganda CCM to recruit and retain competent financial management and accounting staff
- ix) Ensure that the Uganda CCM financial management and accounting policies and procedures manual is received, reviewed and recommended for approval
- x) Ensure that the annual the Uganda CCM work plan and budget is received, reviewed and recommended for approval
- xi) Ensure that the Uganda CCM Concept Notes and applications/requests for funding to the Global Fund are received, reviewed and recommended for approval
- xii) Ensure that the Uganda CCM's quarterly and annual financial reports are reviewed.
- xiii) Ensure that the Uganda CCM complies with the Global Fund, the Government of Uganda's and other Funding Partners' financial management requirements
- xiv) Ensure that the Uganda CCM has arrangements in place for external and internal audit functions
- xv) Ensure that CCM and PRs' audit reports are received and reviewed
- xvi) Present to the Uganda CCM Executive Committee the Finance & Procurement (F&P) Committee's quarterly progress report and the Uganda CCM quarterly financial statements on a quarterly basis

3.7.2 The Procurement Function

- i) Ensure that a review of the Principal Recipients (PRs)' Procurement Plans and their performance in relation to grant implementation is effectively done.
- ii) Ensure that the PRs' Procurement and Supply Management (PSM) plans are reviewed so as to assess their efficiency and effectiveness.

- iii) Ensure that procedures that the PRs use to procure and supply items to the Sub-Recipients (SRs), and guidelines followed, are reviewed.
- iv) Present to the Uganda CCM Executive Committee and Uganda CCM Board the procurement issues found in the PRs' grant implementation processes.
- v) Ensure that the PRs' procurement processes comply with the Global Fund and the Government of Uganda procurement requirements.
- vi) Ensure that the PRs' quarterly and annual procurement reports are reviewed.
- vii) Ensure that the Uganda CCM procurement policies and procedures are received, reviewed and recommended to the Uganda CCM for approval.
- viii) Ensure that the annual Uganda CCM procurement plan is received, reviewed and recommended for approval.
- ix) Ensure that all Uganda CCM procurement complies with the Global Fund, the Government of Uganda and other Funding Partners' procurement requirements
- x) Ensure that the Uganda CCM's quarterly and annual procurement reports are reviewed.

3.7.3 Linkage with other CCM Committees

- i) Ensure that financial and procurement technical issues related to grant implementation and management by the Principal Recipients (PRs) referred to the committee by the CCM Program Oversight Committee (POC) and CCM Programme Development & Resource Mobilization (PD&RM) Committee are reviewed
- ii) Prepare and present a report of oversight findings and recommendations on financial and procurement technical matters that the committee has reviewed, investigated and resolved relating to grant implementation by the PRs.
- iii) Attend the Program Oversight Committee (POC) meetings and CCM Programme Development & Resource Mobilization (PD&RM) Committee meetings on invitation or to present oversight findings and recommendations
- iv) Assist the Program Oversight Committee (POC) and CCM Programme Development & Resource Mobilization (PD&RM) Committee to interpret financial and procurement reports if and when needed.

3.7.4 THE COMMITTEE MEETINGS

a) Notification of Committee Meetings

- i) The notice for the regular quarterly Committee meetings shall be sent out to Members at least 10 working days prior to the date of every Committee meeting.
- ii) Emergency or Special Committee meetings may be called by the Committee Chair at shorter notices and labelled accordingly.

b) Agenda for Committee Meetings

- i) The Uganda CCM Committee meetings shall follow an agreed and published agenda format in line with that recommended by the Global Fund.
- ii) The Uganda CCM Secretariat shall first contact the Committee members one (1) month prior to the regular quarterly Committee meeting to solicit any matter for inclusion on the standard Committee meeting agenda. All Committee members should receive the meeting agenda and documents by e-mail at least five (5) working days before each Committee meeting.

- iii) In the cases of Emergency or Special Committee meetings, the agenda items should be received by the Uganda CCM Secretariat not later than two (2) working days before the date of the meeting.
- iv) The Committee members may decide to amend the agenda just before the commencement of the meeting.

c) Schedule of Meetings

- i) The Finance & Procurement (F&P) Committee shall hold quarterly meetings and any other meetings held more regularly, as may be needed/deemed necessary.
- ii) The Finance & Procurement (F&P) Committee meetings shall be held at least four (4) weeks before the date of the ordinary quarterly meetings of the CCM Board.
- iii) The CCM Secretariat shall be responsible for the logistical and administrative arrangements of the Committee meetings, including sending out meeting invitations to the Committee members, booking venues and arranging other facilities for the meeting.
- iv) The Committee Chair will make a report to the Uganda CCM Executive Committee and subsequently to the CCM Board on all recommendations arising from their Committee's work during the quarterly oversight meetings and scheduled oversight field/site visits.

d) Quorum

The Quorum of the Finance & Procurement (F&P) Committee shall be half plus one of its CCM membership.

e) Administration of Meetings and Minutes

- i) The Finance & Procurement (F&P) Committee meetings shall be convened and chaired by the Committee Chairperson and, in his/her absence, by the Committee Vice-Chair. In the absence of both, the Committee Members will nominate a Chair for that specific meeting.
- ii) The Chairperson of the Finance & Procurement (F&P) Committee will make a report to the CCM Board on all recommendations arising from his/her Committee's work during the quarterly oversight meetings and scheduled oversight field/site visits.
- iii) Decisions of the Finance & Procurement (F&P) Committee shall be by consensus, and where a vote is needed the decision shall be by simple majority.
- iv) The Finance & Procurement (F&P) Committee recommendations shall be presented and ratified at the next Uganda CCM Board meeting. The Uganda CCM members will then make operational, the recommendations as required and turn them into a plan of action to be monitored by the CCM Finance & Procurement (F&P) Committee.
- v) All deliberations by the Finance & Procurement (F&P) Committee shall be recorded through minutes.
- vi) The Finance & Procurement (F&P) Committee Chairperson shall endorse the draft committee meeting minutes before they are distributed to the Committee members.
- vii) Draft minutes of the Finance & Procurement (F&P) Committee meetings and any decisions made shall be prepared and sent electronically (by email) to all Committee members within one (1) week after the Committee meeting. The Committee members will have at least five (5) working days to review and approve the minutes.

- viii) The approved minutes of all Finance & Procurement (F&P) Committee meetings shall be shared electronically (by email) with the entire CCM Board within two (2) weeks after the Finance & Procurement (F&P) Committee meeting and at least one (1) week before the next meeting of the CCM Executive Committee meeting where the recommendations from the Committee shall be presented to the Executive Committee members.
- ix) The approved minutes of the Finance & Procurement (F&P) Committee meeting will be presented at the next Committee meeting.
- x) Manage risks affecting grants

4) THE CCM PROGRAM DEVELOPMENT AND RESOURCE MOBILIZATION (PD&RM) COMMITTEE

4.1. FUNCTIONS OF THE CCM PROGRAMME DEVELOPMENT & RESOURCE MOBILIZATION (PD&RM) COMMITTEE

Overall the oversight of Global Fund grants is a responsibility of the entire CCM Board, and all the CCM members shall participate in the oversight process and activities of the Uganda CCM Board and Committees.

- a) The Uganda CCM established a Programme Development & Resource Mobilization (PD&RM) Committee to provide oversight of the programme development and resource mobilization activities of the Global Fund grants in Uganda.
- b) The Program Development and Resource Mobilization (PD&RM) Committee shall lead, facilitate and provide oversight over the process for the development of applications for the Global Fund grants and the alignment of Global Fund grants with other financing mechanisms in the country for HIV/AIDS, Tuberculosis and Malaria; and reprogramming of the grants whenever necessary.
- c) The Programme Development & Resource Mobilization (PD&RM) Committee shall also identify and demonstrate successful stories, best practices and lessons learnt during the oversight of programme development and resource mobilization activities.

The core functions of the Program Development and Resource Mobilization (PD&RM) Committee are to:

- i) Support UCCM in resource mobilization for CCM functioning
- ii) Coordinate the development of the country Funding Request to the Global Fund as per Global Fund requirements
- iii) Oversee the grant making processes to ensure overall strategy articulated in the funding request is effectively translated into action
- iv) Establish mechanisms for all inclusive, transparent and accountable funding request and grant making processes
- v) Identify the need and support the process for reprogramming of grants and support the Uganda CCM in coordinating the re-programming of Global Fund grants –
- vi) Coordinate the selection of principal recipients in accordance with guidelines agreed to by the CCM Board and in line with the Global Fund requirements
- vii) Oversee the selection of sub-recipients by the PR to ensure transparency and fairness of the process

- viii) Collect data on the entire funding landscape for HIV, TB and Malaria programmes and identify funding gaps to inform funding request development and mobilization of funds from other sources.
- ix) Oversee the Uganda CCM Funding absorption and utilization for resource mobilization purposes.
- x) Support the Uganda CCM in mobilizing resources for Global Fund programme activities for HIV/AIDS, TB and Malaria; and the building of resilient and sustainable systems for health.
- xi) Participate in the development of frameworks for alignment and harmonisation and alignment of Global Fund grants with other in-country financing mechanisms for HIV/AIDS, TB and Malaria, and national health and development projects.
- xii) Manage risks affecting grants performance

4.2 COMMITTEE MEMBERSHIP COMPOSITION AND PROCEDURE FOR RESIGNATION

- i) The Programme Development & Resource Mobilization (PD&RM) Committee will comprise of eleven (11) members appointed by the Uganda CCM from its membership and, when/if needed, other technical experts co-opted from outside the CCM.
- ii) Membership composition will be as broad as possible and include members representing Civil Society Organizations (CSOs) and people affected by the three diseases (i.e. HIV/AIDS, Tuberculosis and Malaria).
- iii) Expertise and/or experience in programme development, resource mobilization, fund raising/funding proposal development and constituency mobilization to align and harmonize Global Fund grants will be given preference in the selection of the committee members. Where such expertise is not available, the CCM will co-opt technical partners and persons with relevant experience.
- iv) Should any Committee member resign before the term expires, such member shall submit his/her written resignation to the CCM Board through the CCM Secretariat, in which detailed explanations for the resignation shall be stated. Upon receipt of the resignation, the CCM Board shall call for nominations from its members and another person responding to the eligibility criteria shall be selected to fill the vacancy.

4.3 ELIGIBILITY FOR COMMITTEE MEMBERSHIP

- i) The Uganda CCM Substantive Members and their Alternates
- ii) The positions of Chair, Vice-Chair and Members of this Committee shall be selected on a constituency basis by the Uganda CCM; and it will be the responsibility of the CCM members from selected constituencies to determine individuals to take up the positions for which their constituencies have been allocated a slot on this CCM Committee
- iii) Willingness to commit time to the Committee's activities;
- iv) Eligibility will be subject to Uganda CCM Conflict of Interest (COI) management policy;
- v) Co-opted members may be nominated onto the Committee to provide specific technical expertise to meet the needs identified by the committee.

4.4 TENURE OF OFFICE

- i) The Programme Development & Resource Mobilization (PD&RM) Committee members shall serve for a period of three (3) years with a possibility of re-election for another consecutive term if they are re-elected/re-nomination as Uganda CCM Members by their Constituencies. The membership renewal process shall take institutional memory into consideration.
- ii) Continued membership of the Committee shall also be subject to the CCM Succession Plan (which shall be reviewed from time to time by the CCM Board) to ensure good corporate governance, continuity of CCM activities/operations and maintenance of institutional memory.

4.5 ELECTION PRINCIPLES & PROCEDURES FOR THE PROGRAMME DEVELOPMENT & RESOURCE MOBILIZATION (PD&RM) COMMITTEE

- i) The CCM Constituencies to provide the Programme Development & Resource Mobilization (PD&RM) Committee Chairperson and Vice-Chairperson shall be elected by the Uganda CCM through a simple majority vote, during the first General Meeting that will be held after the term of the previous Committee Chairperson and Vice-Chair has expired or been terminated. Committee Chairperson and Vice-Chair shall be elected from different sectors.
- ii) The CCM Programme Development & Resource Mobilization (PD&RM) Committee Chairperson shall be a Substantive Member of the Uganda CCM Board.
- iii) The CCM Programme Development & Resource Mobilization (PD&RM) Committee Chairperson and Vice-Chairperson's term of office is three (3) years with a possibility of re-election for another consecutive term if they are re-elected as Uganda CCM Members.
- iv) A Substantive member who is unable to attend the meeting for the election of the CCM Programme Development & Resource Mobilization (PD&RM) Committee shall put in writing her or his willingness to be nominated for the position, for the member to be eligible for nomination to be elected election for this position.
- v) The Uganda CCM Alternate members, Ex-Officios and any other Observers (permitted by the CCM) shall be allowed to attend the above meeting.
- vi) Only the Substantive representatives of CCM Constituencies shall be eligible to vote
- vii) If the Substantive Representative of any of the CCM Constituencies is absent then the Alternate member shall have voting rights.
- viii) Elections shall be conducted by an Election Committee, comprised of four (4) Returning Officers selected from the CCM Ex-Officios, who are non-CCM Members and non-CCM Secretariat neutral observers.
- ix) Voting shall be by secret ballot.
- x) Decisions shall preferably be by consensus, or by simple majority vote.

4.6 THE COMMITTEE CHAIRPERSON AND VICE-CHAIR: ROLES & RESPONSIBILITIES

The main roles and responsibilities of the Programme Development & Resource Mobilization (PD&RM) Committee Chairperson shall be:

- i) Chairing the Programme Development & Resource Mobilization (PD&RM) Committee meetings.
- ii) With the support of the CCM Secretariat, ensure the implementation of the CCM Resource Mobilization Strategy and work plans.
- iii) Representing the Programme Development & Resource Mobilization (PD&RM) Committee on the CCM Executive Committee.
- iv) Presentation and submission of the Programme Development & Resource Mobilization (PD&RM) Committee recommendations to the Uganda CCM Board.

- v) Organize regular and extraordinary meetings of the Programme Development & Resource Mobilization (PD&RM) Committee.
- vi) Ensure the timely follow-up and implementation of the Committee recommendations and CCM Board decisions.
- vii) Oversee to ensure that the Uganda CCM adheres to the CCM Eligibility Requirements and Minimum Standards to ensure the continued Uganda CCM's eligibility for submitting grant funding requests/applications/ proposals for Global Fund grants and CCM Funding.
- viii) The Chairperson and Vice-Chairperson of the Programme Development & Resource Mobilization (PD&RM) Committee shall distribute the above specific tasks among themselves as appropriate. The Committee members shall be informed about the arrangements.

4.7 THE COMMITTEE MEETINGS

- The committee to develop a calendar of its meetings which is suitable for the fulfillment of its function.

a) Notification of Committee Meetings

- i) The notice for the regular quarterly Committee meetings shall be sent out to Committee members at least 10 working days prior to the date of every Committee meeting.
- ii) Emergency or Special Committee meetings may be called by the Committee Chair at shorter notices and labelled accordingly.

b) Agenda for Committee Meetings

- i) Uganda CCM Committee meetings shall follow an agreed and published agenda format in line with that recommended by the Global Fund.
- ii) The Uganda CCM Secretariat shall first contact the Committee members one (1) month prior to the regular quarterly Committee meeting to solicit any matter for inclusion on the standard Committee meeting agenda. All Committee members should receive the meeting agenda and documents by e-mail at least five (5) working days before each Committee meeting.
- iii) In the cases of Emergency or Special Committee meetings, the agenda items should be received by the Uganda CCM Secretariat not later than two (2) working days before the date of the meeting.
- iv) The Committee members may decide to amend the agenda just before the commencement of the meeting.

c) Schedule of Meetings

- i) The Programme Development & Resource Mobilization (PD&RM) Committee shall hold quarterly meetings and any other special committee meetings held more regularly, as may be needed/deemed necessary.
- ii) The Programme Development & Resource Mobilization (PD&RM) Committee meetings shall be held at least four (4) weeks before the date of the ordinary quarterly meetings of the CCM Board.
- iii) The CCM Secretariat shall be responsible for the logistical and administrative arrangements of the Committee meetings, including sending out meeting invitations to the Committee members, booking venues and arranging other facilities for the meeting.

- iv) The Committee Chair will make a report to the Uganda CCM Executive Committee and subsequently to the CCM Board on all recommendations arising from his/her Committee's work during the quarterly oversight meetings and scheduled oversight field/site visits.

d) Quorum

The Quorum of the CCM Programme Development & Resource Mobilization (PD&RM) Committee shall be half plus one of its CCM membership.

e) Administration of Meetings and Minutes

- i) The Programme Development & Resource Mobilization (PD&RM) Committee meetings shall be convened and chaired by the Committee Chairperson and, in his/her absence, by the Committee Vice-Chair. In the absence of both, the Committee Members will nominate a Chair for that specific meeting.
- ii) The Chairperson of the Programme Development & Resource Mobilization (PD&RM) Committee will make a report to the CCM Board on all recommendations arising from his/her Committee's work during the quarterly oversight meetings and scheduled oversight field/site visits.
- iii) Decisions of the Programme Development & Resource Mobilization (PD&RM) Committee shall be by consensus, and where a vote is needed the decision shall be by simple majority.
- iv) The Programme Development & Resource Mobilization (PD&RM) Committee recommendations shall be presented and ratified at the next Uganda CCM Board meeting. The Uganda CCM members will then make operational, the recommendations as required and turn them into a plan of action to be monitored by the CCM Programme Development & Resource Mobilization (PD&RM) Committee.
- v) All deliberations by the Programme Development & Resource Mobilization (PD&RM) Committee shall be recorded through minutes.
- vi) The Programme Development & Resource Mobilization (PD&RM) Committee Chairperson shall endorse the draft committee meeting minutes before they are distributed to the Committee members.
- vii) Draft minutes of the Programme Development & Resource Mobilization (PD&RM) Committee meetings and any decisions made shall be prepared and sent electronically (by email) to all Committee members within one (1) week after the Committee meeting. The Committee members will have at least five (5) working days to review and approve the minutes.
- viii) The approved minutes of all Programme Development & Resource Mobilization (PD&RM) Committee meetings shall be shared electronically (by email) with the entire CCM Board within two (2) weeks after the Programme Development & Resource Mobilization (PD&RM) Committee meeting and at least one (1) week before the next meeting of the CCM Executive Committee meeting where the recommendations from the Committee shall be presented to the Executive Committee members.
- ix) The approved minutes of the Programme Development & Resource Mobilization (PD&RM) Committee meeting will be presented at the next Committee meeting.
- x) All the signed minutes of the Programme Development & Resource Mobilization (PD&RM) Committee meetings shall be scanned, circulated, filed and archived by the CCM Secretariat according to the Global Fund requirements and guidelines.

5) THE ETHICS COMMITTEE (EC)

CCMs are required by the Global Fund CCM Policy through eligibility requirement 6 to a) approve and adopt the Code of Ethical Conduct for CCM members, b) develop, publish and implement a Conflict of Interest policy that applies to all CCM members, alternates and CCM Secretariat staff and c) enforce the Code of Ethical Conduct throughout the life of Global Fund grants. Ethical and responsible decision-making by CCMs is key for the success of programs in countries and advancing the fight against HIV, tuberculosis and malaria worldwide.

The Ethics Committee shall support the Uganda CCM in its goal of overseeing Global funds grant implementation in the country. It will contribute to the strategic functioning of the CCM by promoting ethical conduct and decision-making in all CCM activities. It will lead the implementation and enforcement of the Conflict of Interest Policy and the Code of Ethical Conduct through focusing on conflict of interest management, ethical decision-making and behaviours to support the Global Fund's ethical values.

5.1 ROLES OF THE ETHICS COMMITTEE (EC)

The Ethics Committee shall deliberate on the various issues under its mandate and make recommendations to the Uganda CCM Board for endorsement. The roles of the Committee are to:

- i) Promote ethical ways of working in the CCM by demonstrating the four values (Duty of Care, Accountability, Integrity and Dignity & Respect) and building a shared understanding of why ethics is important for their CCM;
- ii) Provide accurate and timely advice to CCM Members and CCM Secretariat Staff on conflicts of interest, ethical conduct and ethical decision-making;
- iii) Accompany the CCM Secretariat in their operation of the CCM's Conflict of Interest Policy and related procedures such as signing of Conflict of Interest Declaration forms and training of CCM members and Secretariat staff;
- iv) Ensure that new CCM Members are trained and certify their compliance with the Code of Conduct;
- v) Lead the enforcement of the Code of Conduct for CCM members;
- vi) Ensure that the CCM responds appropriately to concerns or allegations of misconduct, including ensuring that the Global Fund is notified of concerns, allegations or breaches as appropriate; It will receive reports and complaints related to unethical behaviour and conflict of interest and help to adjudicate them.
- vii) Report regularly and directly to the CCM about progress of ethics and compliance risk management in the CCM, and ensure that the CCM reports to the Global Fund on eligibility requirement six;
- viii) Ensure that ethical risks are identified and managed within the CCM's broader risk management process.
- ix) Facilitate the CCM members Compliance Certification to the Code of Conduct and communication of the same to the Global Fund and other stakeholders

5.2 COMMITTEE MEMBERSHIP AND COMPOSITION

- i) The Ethics Committee shall comprise three (3) members, including the chairperson.
- ii) The Ethics Committee shall be headed by a Chairperson, who shall be a Substantive Member of Uganda CCM and shall be selected by the CCM Board following a similar election process to that of the CCM Board Chair.
- iii) The other two members of the committee can be nominated from inside or outside the CCM Board but must be elected by the board.
- iv) All the three members of the Ethics Committee shall not be of the same gender.

- v) Selection of Members to the Ethics Committee shall be in accordance with the Terms of Reference (TORs) for the Committee.
- vi) The Ethics Committee shall not have alternate or co-opted members.
- vii) The committee shall not perform any management functions or assume any management responsibilities

5.3 ELIGIBILITY FOR COMMITTEE MEMBERSHIP

- i) To be eligible to be the chair of the Ethics Committee, a person must have previously served for a full three-year term as a member of the CCM and must be currently serving as a substantive member.
- ii) The other two members of the committee can be nominated from inside or outside the CCM Board but must have the requisite competence and skills.
- iii) A member of the Ethics Committee shall not be a member of any other committee of the CCM at the same time.
- iv) Willingness and ability to commit time to the Committee's activities.
- v) Eligibility of Committee membership will be subject to Uganda CCM Conflict of Interest (COI) policy.

5.4 SKILLS AND COMPETENCES

The Ethics Committee members should have wide and varied skills and competences. These include, among others:

- i) Assessment skills—including the ability to identify and analyze the ethical uncertainty or conflict.
- ii) Process skills—including the ability to facilitate, communicate and document an adjudication process.
- iii) Interpersonal skills—including the ability to listen, ask questions and foster effective communication among the parties involved in a dispute or complaint
- iv) Moral reasoning related to ethics and conflict discussions
- v) Basic ethics and conflict concepts and issues that are frequently encountered
- vi) Organizational context—mission and values of CCM and Global Fund grant implementation (applicable policies, guidelines and regulations)
- vii) Relevant professional codes of ethics and practice guidelines for stakeholders in Global Fund grant implementation.
- viii) Commitment, credibility, authority, and robust decision-making
- ix) The Committee can call on an external resource person if needed to help adjudicate a case.

5.5 TENURE OF OFFICE

- i) The Ethics Committee (EC) members shall serve for a period of three (3) years with a possibility of another consecutive term.
- ii) Any member who resigns from the committee shall be replaced by the CCM board within one month from the date of resignation.

5.6 ELECTION OF MEMBERS TO THE ETHICS COMMITTEE

- i) The Ethics committee members shall be nominated and elected by CCM members during an ordinary or extra-ordinary general meeting.
- ii) The CCM Board shall nominate and elect the Chair of the Committee in the same way the Board chair is elected.

5.6 THE COMMITTEE MEETINGS

- i) The quorum of the Ethics Committee shall be two members, of which one must be the Chair of the Committee.
- ii) The Ethics Committee shall meet as regularly as needed, but at least once every quarter to deliberate on routine issues if there are no complaints or disputes raised.

5.7 REPORTING

- i) Even though the CCM Chair is accountable for the ethical conduct of the CCM, the Ethics Committee shall report directly to the CCM board, but the members of the committee shall act as trusted advisors to the CCM Chair.
- ii) The Ethics Committee shall be supported by the CCM Secretariat and CCM Members in performing its mandate; the support could be administrative, logistical or collaborative.
- iii) The CCM Board shall appoint an independent three-member team to adjudicate any case where a member or the members of the Ethics Committee are themselves implicated in an ethical breach.