

GOVERNANCE DOCUMENT FOR THE GLOBAL FINANCING FACILITY IN SUPPORT OF EVERY WOMAN EVERY CHILD

1. PURPOSE OF THIS DOCUMENT

The purpose of this document is to describe the global governance arrangements of the Global Financing Facility for Reproductive, Maternal, Newborn, Child and Adolescent Health (GFF) in support of Every Woman Every Child (EWEC). The GFF is part of the EWEC movement and has a role as a major financing mechanism for the UN Secretary-General's updated Global Strategy for Women's, Children's, and Adolescents' Health (Global Strategy).

The objective of the GFF is to dramatically scale up the resources available for RMNCAH and to align partners around prioritized investments that generate results, while ensuring that countries are on a trajectory toward universal health coverage and sustainable health financing. The GFF pioneers a model that shifts away from a focus on development assistance toward an approach that combines mobilizing domestic resources, attracting and aligning existing and additional external resources, and employing innovative strategies for resource mobilization and service delivery (including the private sector) in a synergistic way.

To advance the goals and objectives of the updated Global Strategy, the GFF operates as a facility that brings together and maximizes the comparative advantages of a broad set of partners under government leadership committed to aligning their resources to achieve results. Domestic resources play the major role in closing the resource gap for RMNCAH. In addition, the GFF mobilizes and helps coordinate financing from a range of external sources to fill the gap in financing needed for RMNCAH. This includes the financing of the World Bank, Gavi, the Vaccine Alliance, the Global Fund to Fight AIDS, Tuberculosis and Malaria, bilateral donors, foundations, and the private sector. The GFF also brings together the technical expertise of UN agencies and the community-reach of non-governmental and faith-based organizations, as well as the innovation and speed of the private sector. The facility is governed by an Investors Group.

To complement the work of the broader facility, a multi-donor trust fund – the GFF Trust Fund – has been established at the World Bank. The GFF Trust Fund links grant funding to IDA or IBRD projects, substantially increasing the scale of available funding for RMNCAH at country level. The GFF Trust Fund is governed by a Committee consisting of the donors to the trust fund.

2. GFF GOVERNANCE FUNCTIONS

The main locus of collective action of the GFF is at country level, where all partners commit to collaborating closely through a “country platform” that, under the leadership of national governments, builds on existing structures while embodying the key principles of inclusiveness and transparency. The country platform is intended to improve coordination related to four major areas: developing Investment Cases and health financing strategies, resource mobilization, technical assistance, and monitoring and evaluation. While not prescriptive about the particular form that the country platform must take, the GFF expects them to afford each of the constituencies involved in the RMNCAH response the opportunity to contribute fully to the development and implementation of RMNCAH programming based on their specific skills and areas of focus. Consultations are ongoing with countries and partners on the specifics of the GFF country-level arrangements and will be summarized in a separate document.

In addition to country level arrangements, coordination between key investors through a governance structure at the global level is required to ensure a consistent approach across countries, to facilitate collective action, and to enable continuous learning. The GFF’s global governance structure is integrated into the overall governance arrangements of the updated Global Strategy. It is focused on mobilizing additional financial resources and institutional commitment of key investors in RMNCAH to optimally support efficient collective action at the country level

The GFF’s governance covers two discrete, yet linked functions:

1. Ensuring that the GFF as a facility succeeds in mobilizing and effectively co-financing Investment Cases, health financing strategies, and Global Public Goods essential to reaching the objectives of the Global Strategy;
2. Ensuring that the GFF Trust Fund uses its resources to provide financing in ways that achieve results while being catalytic and driving sustainability.

3. GFF GOVERNING AND ADMINISTRATIVE BODIES

The GFF governance arrangements are designed to deliver on these two functions in an integrated manner. A broader **GFF Investors Group for the Global Strategy (“Investors Group”)** composed of representatives from participating countries, contributing bilateral donors, non-governmental organizations, the private sector, private foundations, multilateral financiers and technical agencies addresses the first function of facilitating complementary financing for Investment Cases, health financing strategies, and Global Public Goods to ensure the goals and objectives of the updated Global Strategy are met.

The **GFF Trust Fund Committee** focuses on the second function and operates with decision-making authority for matters related to the operations of the trust fund supported by a small GFF secretariat hosted at the World Bank. The fiduciary arrangements for GFF Trust Fund financing are integrated into IDA/IBRD projects that are approved by the World Bank Board, and so rely on existing World Bank Group policies and procedures. The GFF Trust Fund Committee will decide on relevant thresholds for membership of the Trust Fund Committee. Initially, the representatives will be the same individuals who are members of the Investors Group.

4. THE GFF INVESTORS GROUP

The purpose of the GFF Investors Group is to mobilize the resources and institutional commitment of key investors in RMNCAH required at the global and regional level to optimally support efficient collective action at the country level. The Investors Group addresses the financing for the updated Global Strategy. Given that 63 countries face a particularly high burden, the Investors Group will predominantly focus in the initial five years on these countries, but is not limited to countries that receive financing from the GFF Trust Fund. This phased approach ensures the development and financing of Investment Cases and health financing strategies in the highest-priority countries (including those that do not receive GFF Trust Fund financing) while also putting in place a structure that serves the needs of all countries as the updated Global Strategy is implemented.

The GFF Investors Group is unique in that it brings together a range of institutions that are committed to aligning their resources for RMNCAH but are still accountable to their own governance mechanisms. Recommendations of the GFF Investors Group do not overrule institutional policies and strategies set by the governance of its members. Rather, the Investors Group will focus on better coordinating and aligning existing funding approaches and evolving policies over time to drive efficiency gains through complementary financing. In addition, a clear value added of the Investors Group is its potential to drive a continuous dialogue, increase transparency, and facilitate mutual learning and accountability among institutions with significant investments in RMNCAH.

Functions of the Investors Group

As part of its role to ensure that the GFF as a financing facility succeeds in mobilizing and co-financing high-quality RMNCAH Investment Cases, the Investors Group carries out the following core functions:

1. *Guide and ensure effective complementary financing of RMNCAH Investment Cases*
 - Agree on a shared set of quality standards that Investment Cases need to meet in order to be considered for financing by governments and partners, and recommend ways to align/streamline the quality assurance/review processes used by individual financiers;
 - Discuss and build broad-based criteria on which countries are prioritized for support under the broader GFF facility in each phase of roll out;
 - Drive agreement on strategies/policies to support complementary financing of Investment Cases developed and align the financing practices of partners with these approaches;
 - Ensure that the GFF approach is well understood throughout the institutions involved and that the actions of country-based staff of these institutions reflects, to the extent possible, guidance from the Investors Group related to engagement with country platforms (e.g., with regard to complementary financing of Investment Cases);
 - Address issues or bottlenecks to aligned financing that may arise at country level but require a resolution or intervention from the global level.
2. *Create an enabling environment for long-term financial sustainability of RMNCAH and health programs in countries*
 - Foster dialogue and alignment among financiers around effective approaches to support countries in transition;

- Ensure countries are appropriately supported to analyze, plan for, and implement efforts to mobilize domestic resources and ensure financial sustainability in the context of accelerating progress on RMNCAH and on universal health coverage;
 - Collaborate on innovative financing sources and approaches to help bridge the often difficult transition period.
3. *Mobilize additional domestic and international (including private) resources and other partner support to ensure effective financing for RMNCAH Investment Cases*
- Build high-level support for the mission, principles and activities of the GFF and promote active engagement of and collaboration with a wide range of partners supporting the goals of the updated Global Strategy;
 - Play a leading role in mobilizing domestic and international resources (both public and private) for Investment Cases;
 - Review the flow of resources and their allocation to countries that have developed RMNCAH Investment Cases under the GFF approach, ensuring that the commitments to the GFF are additional, well-aligned and focused on priorities outlined in the Investment Case.
4. *Monitor the performance of the GFF as a facility and foster learning among co-investors based on country experiences*
- Periodically review GFF performance in accelerating results and translate lessons into refined or innovative financing approaches;
 - Periodically assess the performance of the collaboration structures and governing bodies of the GFF and adapt as needed;
 - Facilitate the sharing and incorporation of lessons learned on smart, scaled and sustainable financing of RMNCAH into GFF implementation;
 - Guide the GFF’s engagement on Global Public Goods, including strengthening of Civil Registration and Vital Statistics (CRVS), and periodically review new areas in which action at the global level could help to accelerate the achievement of RMNCAH outcomes.

The Investors Group is also responsible for appointing its members and establishing effective operating procedures that optimally facilitate interactions between the Investors Group and the Country Platform. It can also establish Working Groups as appropriate, and engage with other partners critical to RMNCAH financing efforts.

Composition of the Investors Group

The Investors Group shall initially be comprised of 23 members.

Members are **senior representatives of governments and other partners** who collectively bring the expertise required to ensure effective steering of the GFF and who have the institutional authority to ensure that agreements reached by the Investors Group are properly conveyed and seriously considered for implementation by their respective institutions.

A further prerequisite for membership in the Investors Group is an **institutional commitment to making substantial contributions, either financially or through in-kind assistance (e.g. technical or advocacy)** to Investment Cases and health financing strategies (the so-called “co-investment” principle) to ensure that

members of the Investors Group actively contribute to the implementation and operationalization of the GFF.

Members of the Investors Group may each designate one named Alternate Member to serve in their stead, under policies and procedures determined by the Investors Group.

Members of the Investors Group shall initially consist of:

- Five members (or more based on number of donor seats allocated) from participating countries, including both Ministries of Health and Finance, representing five regions (four in Africa and one rest of the world). Alternate members will be from a second country in the region, rotation of members will be staggered so that not all members change at the same time;
- Public sector financiers' seats allocated based on (i) a seat each for each member of the Trust Fund Committee (ii) 2 - 4 seats (possibly shared as a constituency as membership increases) for financiers providing clearly identifiable complementary financing;
- Three members from multilateral financing agencies contributing to the GFF at the global and country level: the World Bank; Gavi, and the Global Fund;
- Two private sector seats allocated based on contribution:
 - One seat will be held by private sector donors to the Trust Fund.
 - One seat will be held by representatives of the private sector providing technical, financial and/or complementary support, facilitated by PMNCH who will coordinate the private sector constituency and manage nomination of members;
- One member representing the private foundation member of the Trust Fund Committee, with additional seats added for private foundations who become members of the Trust Fund Committee;
- One member each from the World Health Organization (WHO); UNICEF, and UNFPA (one of whom also represents the broader H6+ partnership on a rotating basis);
- Two members representing civil society (one from a country eligible for GFF support, one from a donor country, with one of the alternates being a youth representative), facilitated by PMNCH who will coordinate the CSO constituency and manage nomination of members;
- The PMNCH Board Chair or another designated member of the PMNCH Board, given the important interfaces between PMNCH and the GFF;
- One member from the Executive Office of the UN Secretary-General.

Nomination, Terms and Appointment of Members of the Investors Group

Each group presented above determines a process for selecting its representation on the Investors Group, which will be further refined by the Investors Group during its first year of operation. Members will serve as representatives of their governments, organizations or constituencies, for a period of two years, renewable depending on the guiding parameters of each constituency. They will act in good faith and in the best interest of the GFF. Where possible, rotation of members will be staggered to ensure continuity of representation on the Investors Group.

Trust Fund Committee members will consult with Investors Group Members and solicit nominations for the position of Chair of the Investors Group. Nominees must be Investors Group Members. Based on these nominations, the Trust Fund Committee recommends a candidate for Chair to the Investors Group for ratification. The Chair will be appointed for a two-year term; he/she shall serve until the appointment of

their successor. The Investors Group may decide to extend the Chair for a 1-2 year period by agreement of the TFC and the IG. In addition to chairing the Investors Group meetings, the Chair will also have an important advocacy and partnership role. See Annex 1 for details on roles and responsibilities and required competencies.

Operations

The Investors Group shall initially meet twice per year in person. Meetings shall be convened by written notification from the Chair. Observers may be invited to attend the Investors Group meetings at the discretion of the Chair.

As described above, the key role of the Investors Group is to coordinate the financing approaches of its members as a basis for effective collective action. To best accomplish this, it will further develop shared practices and work to ensure transparency and mutual accountability. To ensure that agreements (for example in relation to indicators for monitoring the success of the GFF in aligning financing) are supported by all members, the Investors Group will strive to reach these agreements by consensus.

A member of the GFF Secretariat will serve as Secretary to the Investors Group and support the Chair in coordinating activities and recording decisions of the Investors Group. All deliberations and decisions of the Investors Group will be recorded in minutes of the Investors Group meetings, provided to all members and posted publicly.

The Investors Group may establish time-bound task teams with defined terms of reference, agreed by the Investors Group, to advance certain aspects of the work. Task teams should be chaired by a member or alternate member of the Investors Group and will be open to all Investors Group members.

The Secretariat will prepare operating procedures to guide governance operations. A Code of Ethics has been developed and agreed by the Investors Group (Annex 2).

5. THE GFF TRUST FUND COMMITTEE

The purpose of this Committee is to ensure that the GFF Trust Fund mobilizes and uses its resources in ways that achieve optimal impact while (or by) being catalytic and driving sustainability. The Trust Fund Committee operates with independent executive decision-making authority for how resources within the GFF Trust Fund are deployed, drawing on advice from and reporting to the Investors Group for information and feedback. It also meets quarterly and will establish its rules of operation at its first meeting.

The fiduciary arrangements for the GFF Trust Fund financing are integrated in IDA/IBRD projects that are approved by the World Bank Board, and so rely on existing World Bank Group policies and procedures.¹

¹ In the case of a difference between this GFF Global Governance Document and the GFF Trust Fund Administrative Agreement in relation to the terms and functions of the Trust Fund Committee, the Administrative Agreement will prevail.

Decision-making and voting procedures of the Trust Fund Committee

The Chair shall use best efforts to facilitate decisions by consensus, confirmed by a formal vote of the Committee. If all practical efforts have not led to consensus, in order to pass, motions require a two-thirds majority.

During voting, each approval, disapproval or abstention with respect to the motion voted upon shall be put into the record.

Roles and functions of the Trust Fund Committee

The role of Trust Fund Committee is to ensure that the GFF Trust Fund mobilizes and uses its resources in a way that optimally supports the mission of the broader GFF through the following functions which will be approved at its first meeting:

1. *GFF Trust Fund Strategy*
 - Continue to develop the principles, strategic funding approach and priorities that guide the grant-making to country Investment Cases by the GFF Trust Fund (including results-focused financing approaches);
 - Set the Trust Fund's funding approach for the development/implementation of health financing strategies;
 - Determine the Trust Fund's funding approach for Global Public Goods in support of RMNCAH;
 - Set the Trust Fund's funding approach for CRVS;
 - Agree on quality standards and the independent review process required to access financing from the GFF Trust Fund.
2. *GFF Trust Fund Allocations*
 - Take decisions on which countries the Trust Fund will invest in;
 - Approve operational guidelines relating to the preparation and content of funding proposals to the GFF Trust Fund;
 - Review summaries of proposals to the GFF Trust Fund for financing of specific elements of quality-assured country Investment Cases;
 - Approve Trust Fund allocations on a no-objection basis, ensuring that allocations are consistent with the purpose and objectives of the GFF;
 - Decide on Trust Fund allocations to Global Public Goods in support of RMNCAH.
3. *Partner engagement and resource mobilization*
 - Promote the active engagement of and collaboration with a wide and diverse range of partners to ensure the impact of Trust Fund investments are maximized;
 - Mobilize public and private sector donors to support the GFF Trust Fund;
 - Identify and incorporate innovative uses of Trust Fund resources to maximize mobilization of external and domestic resources.
4. *Oversight and performance management*
 - Review and approve the Secretariat's annual work plans and budget;
 - Monitor performance of activities supported by the Trust Fund based on annual results

- reports and mid-year progress reports submitted by the Secretariat;
- Review periodic financial reports on the finances of the Trust Fund;
- Periodically review the strategy for identifying and managing risks;
- Commission studies and reports deemed appropriate to fulfill the purposes of the Trust Fund.

Composition

The Trust Fund Committee is composed of the trust fund founding donors and those donors that contribute to the GFF Trust Fund at a level of at least USD 30 million for one year, or USD 50 million upfront contribution for the first two years, provided they meet the following criteria: (i) nominate a member at a senior level, (ii) ensure regular attendance at TFC meetings and (iii) actively participate in the meetings. Members of the Trust Fund Committee will be members of the Investors Group. Donors that contribute to the GFF Trust Fund below the threshold can attend the Investors Group as observers. Multiple donors that wish to contribute below the threshold may have the option to form a constituency and nominate a representative to the TFC.

6. GFF SECRETARIAT

The GFF Secretariat manages the operations of the GFF Trust Fund and supports the work of the Investors Group. Located in Washington, D.C. at the World Bank headquarters, the Secretariat is comprised of professional and administrative staff employed by the World Bank, as well as secondments from participating organizations, and is headed by a Director and a Practice Manager. The GFF Secretariat will link together and work closely on IDA/IBRD/Trust Fund investments with the World Bank Task Team Leaders at the country level.

The Secretariat operates under World Bank management and applicable policies and procedures and is also accountable to the GFF Investors Group and the GFF Trust Fund for carrying out its work program, monitoring results of GFF activities against targets, and abiding by the Governance document.

The key responsibilities of the Secretariat include:

1. Providing strategic and administrative support to the GFF Investors Group and the GFF Trust Fund Committee;
2. Supporting the preparation and implementation of funding commitments through the GFF Trust Fund;
3. Supporting GFF resource mobilization, partner engagement and communications;
4. Contributing to the provision of technical assistance among a multitude of partners for the development/implementation of Investment Cases and health financing strategies;
5. Reporting on resource flows to Investment Cases and monitoring results (in countries supported by the GFF Trust Fund);
6. Synthesizing learnings from country experiences, facilitating learning and knowledge exchange and supporting the GFF's work on other Global Public Goods.

ANNEX 1:

Roles and Responsibilities of the Investors Group Chair:

1. Chairing and leading all Investors Group meetings and teleconferences, ensuring alignment with the GFF vision;
2. Guiding the development of Investors Group meeting agendas that facilitate discussions to fulfill the identified strategic priorities;
3. Overseeing all aspects of the Investors Group's functions and deliberations in between meetings;
4. Supporting the Investors Group's nomination and election processes for the selection of successors to the Investors Group leadership;
5. Acting as a key spokesperson for the Investors Group to advocate for the GFF's mission and objectives;
6. Maintaining effective communication and engagement with stakeholders such as countries, donors, technical and advocacy partners to ensure the Investors Group understands and addresses the issues and concerns of its wide and diverse range of stakeholders.

Estimated time commitment is 2-3 days/month

Required Competencies of the Investors Group Chair:

1. Experience chairing or leading decision-making bodies comprised of diverse stakeholders in the public, civil society, or private sector;
2. Experience and skill in organizing and facilitating discussions, and building consensus among diverse stakeholders;
3. Experience with strategic planning, implementation and problem-solving;
4. Knowledge of the GFF's vision and purpose, governance structure and strategy;
5. Expertise in some or all of the following areas: international finance, international development, public health, diplomacy, advocacy, international negotiations and resource mobilization;
6. Ability to dedicate sufficient time to fulfilling the role;
7. Fluent in written and spoken English (with additional languages beneficial).

ANNEX 2: GFF INVESTORS GROUP CODE OF ETHICS²

Members of the Global Financing Facility Investors Group (including alternate members of the Investors Group) shall at all times remain committed to observing, developing and implementing the principles embodied in this Code in a conscientious, consistent and rigorous manner.

1. Members of the Investors Group will conduct the business affairs of the Global Financing Facility in good faith and with honesty, integrity, due diligence, and relevant competence.
2. The GFF Investors Group must abstain from any decision or act that would not be in the best interests of the Global Financing Facility. When encountering real or apparent conflicts of interest, Investors Group members will declare the conflict to the Chair of the GFF Investors Group and immediately remove themselves from all decisions, discussions and information on the matter. Specifically, Investors Group members shall follow these guidelines:
 - i. Avoid placing (and avoid the appearance of placing) one's own self-interest or any private or individual third-party interest above that of the GFF; while the receipt of incidental personal or third-party benefit may necessarily flow from certain GFF activities, such benefit must be merely incidental to the primary benefit to the GFF and its purposes;
 - ii. Do not abuse Investors Group membership by requesting services from GFF staff or directly using, equipment, resources, or property for personal or third-party benefits; members shall make a fair and accurate representation of their role to third parties and will not use their position as members to exert undue influence or obtain undue benefits;
 - iii. Disclose to the Chair in order to not be perceived as using his/her position for personal or political gain:
 - (i) Activities, including business, government or financial interests which might influence the Member's ability to discharge his/her duties and responsibilities objectively;
 - (ii) Any financial, contractual or personal relationship or link with an Entity seeking or receiving funding from GFF, or involved in a program and/or project proposal submitted to or in execution under the GFF;
 - (iii) Activities or interests of his/her spouse, personal partner, ascendant or dependent that would be perceived as influencing his/her independence of decision or the impartiality of his/her information sources with respect to the subject matter that is being considered by Investors Group;
 - (iv) Any actual or perceived conflicts of interest of a direct or indirect nature of which s/he is aware and which s/he believes could compromise in any way the reputation or performance of the Investors Group, in particular any benefit that the member or his/her spouse, personal partner, ascendant or dependent would receive directly or indirectly as a result of the activities of the GFF; and
 - (v) Any personal link with other members of the Investors Group or with staff of the GFF. Abstain from any personal involvement in outside business, professional or other activities that would directly or indirectly materially adversely affect the GFF.
 - iv. Do not solicit gifts, gratuities, free hospitality or transportation, honoraria, personal property, or any other item or service of value provided to themselves or their spouses, personal partners, ascendants or dependents, as a direct or indirect result of being a Member of the Investors Group

² Agreed at the Second Investors Group meeting, February 2016

other than from the organization that has designated the Member to the Investors Group. Do not accept, for themselves or their spouses, personal partners, ascendants or dependents, any GFF-related gifts that might be perceived as a direct or indirect inducement to provide special treatment to partner countries with respect to matters pertaining to the GFF. Avoid receiving any GFF-related gifts and immediately disclose the circumstances and nature of the GFF-related gifts to the Chair of the GFF Investors Group.

- v. Do not seek, as a direct result of being a Member of the Investors Group, any personal endorsement or employment for themselves, their spouses, personal partners, ascendants or dependents, from anyone and especially from other Members of the Investors Group.
 - vi. Be absent during the deliberations and adoption of the recommendations or decisions related to a matter for which the Member has an actual or perceived conflict of interest, and be excluded from the dissemination of information about the said deliberations and from representing the GFF or presenting the views of the GFF with the public or interested parties on this particular matter.
3. Investors Group members will respect the deliberative nature of the group and treat documents shared in advance of meetings with discretion until such time as they are publicly shared after the meeting. While the need for pre-meeting consultations with constituencies and delegations is essential, members will make every effort to ensure that the documents are clearly understood to be provisional and for discussion and do not represent final policy positions of the GFF. When receiving confidential information, Members must (a) use such information for the sole purpose for which it was distributed, and not share such information with third parties unless required to do so under national laws on freedom of information and access to public records; (b) only share analyses that are based on such information with those in possession of the original information, unless it is not possible to reconstitute the original information from the analysis presented; (c) protect the confidentiality of any confidential deliberation of the Investors Group. Members must provide accurate information on all circumstances and maintain the principle of transparency in the preparation and delivery of information to other Investors Group Members.
 4. No member of the GFF Investors Group will use any information provided by the GFF or acquired as a consequence of the Investors Group membership in any manner other than in furtherance of his or her Investors Group membership duties. The reporting obligation that members may have and any disclosure obligations resulting from national regulations of freedom of information and access to public records, are deemed to constitute a use of GFF information that is in furtherance of Investors Group membership duties.
 5. Members of the GFF Investors Group will exercise proper authority and good judgment in their dealings with GFF staff, and the general public and will respond to their needs and those of the GFF's members in a responsible, respectful, and professional manner. They shall refrain from seeking to harm the interests of other parties involved in the GFF, otherwise than as an indirect consequence of pursuing the interests and goals of the GFF.
 6. No member of the GFF Investors Group may commit or purport to commit the Investors Group or the GFF to any action or activity without an explicit decision of the GFF Investors Group.
 7. Each member of the GFF Investors Group will use his or her best efforts to regularly participate in GFF Investors Group meetings.

This Code will be reviewed periodically and any time a Member of the GFF Investors Group so requests.