

# Reproductive Health Supplies Coalition

## Terms of Reference

17 October 2014

### Article 1. Purpose and Introduction

The Reproductive Health Supplies Coalition (RHSC) is the largest network of reproductive health organisations in the world. Its membership spans the public, commercial, and not-for-profit sectors—all of which play vital roles in ensuring that quality reproductive health (RH) supplies find their way into the hands of those who need them. As a coalition, the RHSC convenes and catalyzes the collective intellect and energies of its Members with the principal aim of ensuring that *all people are able to access and use affordable and quality supplies, including a broad choice of contraceptive methods, needed to ensure their better sexual and reproductive health.*

Since its establishment in 2004, the RHSC has flourished under a culture of ‘*structured informality*’. This culture continues to set the RHSC apart from many other networks in the global health space. To this day, relationships among Members remain highly personalized; decision-making continues to be based on consensus and precedent; and agenda-setting still benefits from the ability of Members to respond flexibly to pressing and often unanticipated needs. Maintaining this character will be essential to the RHSC’s future success.

The RHSC has been guided by Terms of Reference (TOR) crafted early in its history and modified over the years. Like its predecessor, these TOR<sup>1</sup> are anchored in the RHSC’s culture and core values, the most recent expressions of which can be found in the Vision, Mission Statement, and Guiding Principles of the RHSC’s Strategy (2015-2025). These TOR respect the RHSC’s underlying culture and are responsive to the increasing demands for rigor and accountability that come from growth. These TOR, therefore, codify the governance and operating procedures of the RHSC and define with greater precision the roles, responsibilities, and lines of accountability of all those who work within it.

### Article 2. Background

#### 2.1 The RHSC’s Inception

Donor investment in international family planning dates back to the 1950s, when a few private foundations based in the United States (US) identified rapid population growth as a major development concern. During the following decade, the US government became increasingly committed to this issue, initiating what would become a half century of foreign assistance for family planning programmes. By the late 1960s, support from other developed countries led to the creation of the United Nations Population Fund (UNFPA),<sup>2</sup> which soon received voluntary contributions from more than 50 countries to advance the use of family planning.

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<sup>1</sup> This version is a 2014 update of a prior version dated 2013. Previous TOR versions include an original version in 2005, a 2009 update, and a 2013 update.

<sup>2</sup> Original name: The United Nation’s Fund for Population Activities.

During succeeding decades, and culminating in the International Conference on Population and Development in Cairo in 1994, population as a macro issue delinked from economic development to embrace a rights- and health-based approach to reproductive health. Even as the use of family planning increased in many countries, this paradigm shift negatively affected some governments' support for family planning.

The arrival of the new millennium and the looming shortfall in donor support to meet increasing demand for family planning commodities—the 'donor funding gap'—prompted the formation of the Interim Working Group on Reproductive Health Commodity Security (IWG). The IWG and UNFPA hosted a conference in Istanbul in 2001 themed to address contraceptive and reproductive health supply challenges. During this historic gathering, donors and country stakeholders engaged with each other, forged a common understanding of the supplies landscape, and came away with a desire to collaborate at both the technical and higher levels within their organisations.

The RHSC emerged in 2004 to address the need, identified in Istanbul, for a "space" to foster collaborative action around reproductive health supplies. In the decade since its founding, the RHSC has grown from 18 initial organisations to over 300 Members representing developing and developed country governments, private foundations, international and local nongovernmental organisations (NGOs), the pharmaceutical industry, and the commercial sector more broadly.

## 2.2 Value-added of the RHSC

The RHSC adds value by promoting sustained, coordinated action amongst its Members and other partners. It does this by leveraging complementary assets, achieving economies of scale, reducing duplication of effort, sharing risk, heightening visibility and credibility of the supplies issue, increasing political influence, harmonising and aligning policies and procedures, realising collaborative activities and continuous learning, and increasing dialogue amongst diverse stakeholders.

## 2.3 Overall Responsibilities of the RHSC

The RHSC as a whole—Membership, Executive Committee, Secretariat, and RHSC's managing institution—is collectively responsible for advancing collaborative action to increase access to family planning commodities and a broader range of reproductive health supplies for women and men in middle- and low-income countries, RHSC's primary beneficiaries. RHSC Members, as voluntary participants in a coalition, are encouraged to hold each other accountable to these TOR and to the RHSC Vision and Strategy. The Executive Committee is the governing body representing Members. With guidance from the Executive Committee and support from and for Members, the Secretariat both supports and is supported by Members. PATH<sup>3</sup> is currently the managing institution that receives donor funds designated for the RHSC and oversees RHSC financial and human resources (see section 7.2). Subsequent Articles in these TOR specify the procedures and the exercise thereof by which the RHSC operates to fulfill these responsibilities.

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<sup>3</sup> An acronym since 1980 for the Program for Appropriate Technology in Health, as of 2014 the organisation retains only the name PATH.

## Article 3. Membership

### 3.1 Criteria

To be eligible for membership in the RHSC, an applicant must fit **all** of the following criteria:

- (i) Be either a legally registered organisation or agency (public/government or private for-profit or nonprofit operating at the international, regional, or local level(s)); or a development project, with an implementing structure comprising more than one organisation, even if some or all of the constituent organisations are already RHSC Members;
- (ii) Have a significant programmatic and/or financial stake in meeting family planning and reproductive health supply needs;
- (iii) Acknowledge, in writing as part of the application process, adherence to the RHSC's Vision, Goals, Strategy, Guiding Principles, Mission, and these TOR; and
- (iv) Allow its name to be listed publicly as an RHSC Member.

The RHSC maintains a “one Member, one vote” policy in matters determined through voting.

Individuals are not eligible for membership, nor are “subsidiaries” of RHSC Members per criteria (i), in which wholly owned subsidiaries maintain no legal status independent of the parent organisation. Typical of this category would be regional representatives of international federations, local offices of bilateral and multilateral development agencies or private corporations, or development projects managed and/or implemented by a single organisation that is already an RHSC Member. However, subsidiaries, by virtue of their parent organisation being a Member in good standing, may fully participate within the RHSC and are encouraged to consult with the parent organisation regarding that organisation's one vote in matters requiring such.

RHSC membership is in perpetuity for Member organisations and agencies, unless terminated by the Member or the Executive Committee (see section 3.4) or the Member ceases to exist. For development projects RHSC membership is for the project's duration and automatically terminates when the project ends.

To apply for membership, interested parties that fit the above eligibility criteria are required to submit in writing, via the RHSC website, the provided “Membership Registration Form” and the requested supporting documentation. The Secretariat will review applications and communicate a decision to the applicant within 30 days of receipt of the application. If necessary, it will seek advice from the Executive Committee. Written acknowledgement of membership is provided to all Members.

### 3.2 Member Rights and Responsibilities

Membership is a two-way process. Members enjoy certain rights and benefits from the RHSC, and the RHSC expects certain obligations and responsibilities of its Members.

#### 3.2.1 Member Rights and Benefits

Membership benefits include the following:

- (i) RHSC will communicate regularly with Members, providing them with updates from the Secretariat and often directing them to additional information on the RHSC website.
- (ii) RHSC Secretariat will assist Members in networking with other RHSC Members.
- (iii) Members can expect collaboration and feedback from the Secretariat, other Members, and Partners.
- (iv) RHSC will serve as a mechanism for Members to disseminate and showcase relevant reports, findings, tools, data, etc.
- (v) Members are entitled to participate in identifying RHSC strategic priorities.
- (vi) Members are entitled to join the RHSC's Implementing Mechanisms (IMs)—Working Groups (WGs), the appropriate Regional Forum, and Caucuses—and/or other interest groups that may emerge (see Article 5. Implementing Mechanisms and Article 6. Other Operating Units).
- (vii) RHSC will provide Members with communications, administrative, and/or financial support in instances where this is needed to promote implementation of the RHSC Strategy. Members may also request project support through any grant mechanism in place at the time of request and for which they qualify.
- (viii) Members can expect to fully participate in the RHSC and to cast votes for the various governance and operational bodies of the RHSC, as expressed in these TOR.

### 3.2.2 Member Responsibilities

Members are expected to:

- (i) Complete the RHSC membership application process thoroughly and accurately.
- (ii) Adhere to membership criteria (see section 3.1).
- (iii) Adhere to the principles of the RHSC.
- (iv) Promote practices to achieve the RHSC's Vision, Goals, and Strategy.
- (v) Actively contribute their expertise to the work of the RHSC, in accordance with the Coalition Strategy.
- (vi) Meet their own costs for participation in meetings, IMs, teleconferences, etc., unless an exception is approved in advance by the Secretariat.
- (vii) Participate in the RHSC General Membership Meeting (see section 3.3).
- (viii) Contribute their expertise to the RHSC General Membership Meeting through presentations, leading panel discussions, etc.
- (ix) Communicate frankly and candidly with the Secretariat.
- (x) Vote for and serve as the Leader of any IM in which they are involved.
- (xi) Serve on the Executive Committee, including in the role of Chair.

### 3.3 RHSC General Membership Meetings

The General Membership Meeting will be held annually at a time, date, and place determined by the Secretariat and in consultation with the Executive Committee. Members are encouraged to identify at least one consistent organisational/project representative to attend RHSC General Membership Meetings, come to Meetings fully briefed and prepared to speak on agenda topics, and participate in preparatory phone conferences as needed.

In most cases Members bear the costs of their representative participating in RHSC General Membership Meetings. Should financial assistance be required, the Secretariat may help defray the costs of a Member's participation. Written requests for such support should be submitted by

Members or IMs in accordance with a Secretariat-set timeframe well in advance of the Meeting start date. The Secretariat will make decisions based on the following criteria:

- (i) Expressed documentable financial need.
- (ii) Importance of role in the Meeting.
- (iii) Relevance of particular perspective that will thereby be represented.

The Secretariat is responsible for the organisation and conduct of the RHSC General Membership Meetings. The Executive Committee Chair and the RHSC Director convene and oversee the RHSC General Membership Meetings, assisted by others in the RHSC Secretariat, Members, and such expert facilitators and meeting organisers as may be needed. The Secretariat will make Meeting materials (e.g., presentations) available on the RHSC website within 30 days of a Membership Meeting. See **Appendix A** for details regarding the processes and procedures relevant to RHSC General Membership Meetings.

### 3.4 Termination of Membership

Membership confers benefits and implies responsibilities (see section 3.2). The Executive Committee reserves the right to rescind the membership of any Member it deems to be no longer adhering to the criteria and expectations for membership. The Secretariat is responsible for notifying the Executive Committee should such an action need to be considered. The Executive Committee would make this determination by majority vote and communicate such a determination to terminate membership in writing to the Member. Members may request to withdraw from RHSC Membership at any time by submitting written notification to the Secretariat.

### 3.5 Partners

Many non-member organisations and individuals are actively and often routinely involved in RHSC affairs and/or those of its IMs. These non-member participants are referred to in these TOR and in RHSC correspondence as Partners. Partners often play critical roles within the RHSC, may bring needed technical expertise, and may open up new avenues for cooperative learning and collaboration.

RHSC relationships with Partners are ad hoc, formed for a particular end or case at hand without consideration for wider application. Partners do not have the benefits or responsibilities of Members (see section 3.2).

## Article 4. Operating Structure and Procedures

### 4.1 Governing, Administrative, and Management Bodies

The governing, administrative, and management bodies of the RHSC are the:

- (i) Executive Committee
- (ii) Director
- (iii) Secretariat

## 4.2 Executive Committee

The Executive Committee is the highest governing body of the RHSC. It provides broad guidance, oversight, and approvals to support RHSC operations. The Executive Committee meets in person twice per year to review RHSC progress and address emerging issues. Additional meetings may be held as needed. Two-thirds of full Executive Committee membership is considered a quorum for Executive Committee meetings. Generally, Executive Committee Members' time and travel costs for participation in meetings are assumed by their institutions. However, upon written request and based on need, the Secretariat may help to defray the travel, lodging, and meal costs associated with their participation. The specific functions of the Executive Committee are described in this section.

### 4.2.1 Roles and Responsibilities of the Executive Committee

#### 4.2.1.1 Governance and Decision-Making

The Executive Committee ensures that RHSC governance and related decisions are made on a consensus basis. If issues need to be resolved by a vote, the following rule governs: a quorum of two-thirds must be present, and the position expressed by a majority of those present at in-person or virtual meetings, through voting, constitutes the decision. Decisions by the Executive Committee do not override Members' respective governing bodies.

#### 4.2.1.2 Policy

The Executive Committee reviews, ratifies, and amends these TOR, the RHSC Strategy and other fundamental organisational documents. It is also responsible, when called upon by the Chair, to identify the means for resolving any potential or actual digressions from the RHSC Conflict of Interest Policy (see also sections 4.4.1.3 and 7.1).

#### 4.2.1.3 Operations

*Planning.* The Executive Committee: (i) guides and informs the overall direction of the RHSC's strategic planning and implementation; (ii) periodically reviews the work plans of the Secretariat and IMs to ensure alignment with the RHSC Strategy; and (iii) provides programmatic guidance to and concurs with Secretariat identification of new funding prospects and new activities for which donor funding may be required.

*Financial oversight.* The Executive Committee: (i) reviews the RHSC's sustainability prospects and facilitates RHSC fundraising; (ii) advises the Director on the development of core funding proposals to ensure that proposed obligations align with the RHSC's strategic interests and capabilities; and (iii) reviews and concurs with the RHSC's budget, which the Managing Institution presents annually based on existing contractual obligations to the various donors.

*Performance monitoring.* The Executive Committee: (i) reviews the RHSC Monitoring and Evaluation (M&E) Framework; (ii) periodically reviews the RHSC's progress towards its Vision and Strategy, including IM contributions; and (iii) makes recommendations to the Secretariat, including timing for external evaluations and Strategy updates or revisions. As delineated in the Coalition Strategy (2015-2025), four Strategic Pillars—Availability, Quality, Equity, and Choice—provide the specific

framework within which the Executive Committee periodically reviews and assesses RHSC progress. The RHSC, through the Director, reports to the Executive Committee annually on contributions it has made toward strengthening these Strategic Pillars.

*Preparation, conduct, and follow-up of RHSC meetings.* The Executive Committee: (i) provides guidance to the Director on preparation of RHSC General Membership Meetings, including review and input on the agenda; (ii) attends and actively participates in General Membership Meetings; and (iii) reviews and votes on locations at which to hold RHSC General Membership Meetings. For complementary information on the operational responsibilities respectively of the Secretariat and the Managing Institution, see sections 4.6.1.1 and 7.3.

#### **4.2.1.4 Selection of the Director of the RHSC**

The Executive Committee, jointly with the Managing Institution (see section 7.2), oversees the recruitment and selection of the Director through the following process. In conjunction with the Managing Institution, the Executive Committee reviews and ratifies the Director's job description. The Executive Committee may also form a search committee and forward such nominations as emerge to the Human Resources Department of the Managing Institution. After vetting, the Executive Committee is asked by the Managing Institution to provide input on lead candidates, including participating in interviews. Additionally, the Executive Committee assists the Managing Institution with the Director's annual performance review (see section 4.5.2). Both the Managing Institution and Executive Committee maintain the right to refuse any candidate deemed inappropriate.

### **4.3 Membership on the Executive Committee**

The Executive Committee comprises 15 non-permanent Seats. Apart from the RHSC Chair and the RHSC Director (*ex officio*), Executive Committee Seats fall into one of four categories as indicated in the table below. Irrespective of the Seat, all Executive Committee Members have a "duty of loyalty" to the RHSC and as such are required to act in the best interest of the RHSC using their best judgement, informed by their unique expertise and experience.

An individual may not hold more than one Seat concurrently. However, one organisation may find itself with more than one employee on the Executive Committee, where one of the employees is representing an entity other than the employer. This would include the Chair, whose role is vested in the individual (see section 4.4.2); and the WG leader, who represents the WG, not his/her employer.

Should any WG adopt a governance policy that includes co-leaders, only one of them can be designated as that WG's official representative on the Executive Committee. Attendance at Executive Committee meetings will be limited to that representative only or, subject to authorisation by the Chair, to his/her replacement in cases of absence. The Sectoral Leaders may designate non-voting staff of their organisations to participate in Executive Committee Meetings and related correspondence.

Should an organisation satisfy the requirements for more than one Seat (e.g., the largest bilateral government donor is also the largest contributor to the RHSC), the Executive Committee will vote to

decide whether only one Seat is to be filled or to fill the second Seat by appointing the next organisation/project that fits the criteria to occupy the Seat.

#### **4.3.1 Selection of Incumbents of Seats on the Executive Committee**

The selection of individuals serving on the Executive Committee is determined either by direct vote of Executive Committee members or, more commonly, by the organisation to which the Seat is allocated.

Individuals occupying the Chair and the Open Seats are directly chosen by the Executive Committee, the latter being filled, or not, entirely at the Executive Committee's discretion. In all other instances, those serving on the Executive Committee are selected by the host organisation (which includes Working Groups) to which the Seat is allocated.

In the case of Seats filled as a function of an organisation's relative standing within the reproductive health space (described in the table below as "Sectoral Leaders") or that are occupied by Working Group Leaders, neither the choice of organisation nor its representative is subject to determination by the Executive Committee.

The incumbents of all remaining organisational Seats, defined in the table below as "Sectoral Representatives", are influenced by the Executive Committee only insofar as it is the Executive Committee that selects, by voting, the organisation entitled to occupy the Seat. The choice of that organisation's representative on the Committee, however, rests with the organisation itself.

#### **4.3.2 Replacement of Members on the Executive Committee**

The manner of designating Executive Committee Seats and the persons who occupy them is consistent with the manner in which individual Executive Committee Members are replaced, should they vacate their Seats during the incumbency of their host organization. In all cases, except for the Chair and Open Seats, it is the host organisation that selects the representative's replacement on the Executive Committee. Should the Chair or Open Seats fall vacant, the host organisation of the former incumbent is not entitled to designate his or her replacement. A new selection process must be initiated.

#### **4.3.3 Nomination Process to Fill Seats on the Executive Committee**

In all instances where a vote of Executive Committee Members is required to fill Seats, the search for and identification of candidates (either individuals in the case of the Chair or Open Seats or organisations in the case of all other but the Sectoral Leader Seats) are guided by an ad hoc Nomination Committee, formed in advance of any upcoming vacancies and disbanded once the Seat or Seats have been filled. The Nomination Committee is led by a Permanent Chair, drawn from the Executive Committee, and includes one additional Executive Committee Member and up to three RHSC Members-at-large, recruited following a call for volunteers. Under the leadership of the Permanent Chair, the Nomination Committee, with support from the Secretariat, leads the search for candidates following procedures described in **Appendix B** for Executive Committee Chair and **Appendix C** for other Seats.

Category	Seat Number	Description of Seat
Chair	1	<b>Chair of the Executive Committee</b> , represents him/herself, not his/her organisation (see <b>Appendix B: Selection Process for Executive Committee Chair</b> ).
Sectoral Leaders (Seats: 2-5)		The foremost institution (as defined by the institution's relative role and position among its peers with respect to global reproductive health commodity security) in each of four sectors: multilateral, bilateral, private philanthropic, and nongovernmental not-for-profit. Insofar as the right of an organisation to occupy its Seat is a function of its standing within its respective sector, terms are indefinite. Any transitions in incumbency take place at the time of a biennial review, conducted by the Secretariat to ensure renewability. The individual occupying the Seat on the Executive Committee is appointed by, sits at the discretion of, and represents the Member organisation. Organisational representatives are expected to leverage the influence of the institution to which the Seat is assigned.
	2	The United Nations agency currently mandated to address reproductive health supplies.
	3	The bilateral government agency that provides the largest financial contribution to reproductive health commodities.
	4	The NGO with the largest global reproductive health service delivery network in terms of services provided.
	5	The largest philanthropic contributor to the operational costs of the RHSC.
Sectoral Representatives (Seats: 6-9)		Any institution, selected by the Executive Committee following a formal call for applicants, from three sectors: multilateral development banks (one seat), bilateral donor (one seat), and Global South <sup>4</sup> (from country-level, regional, or governmental organisations; two seats). The term is two years, renewable up to a maximum of two terms. The individual occupying the Seat on the Executive Committee is appointed by, sits at the discretion of, and represents the Member organisation. Organisational representatives are expected to leverage the influence of the institution to which the Seat is assigned (see <b>Appendix C: Selection Process for Executive Committee Member Seats</b> ).
	6	A multilateral development bank.
	7	A second bilateral government agency providing financial support to reproductive health supply security.
	8 9	Two Seats for RHSC Members, representing the perspective of either a country, cluster of countries, or region in the Global South, with an institutional commitment to reproductive health.
Open Seats (Seats: 10-11)		Any institutions or individuals appointed by the Executive Committee at its discretion. The term is two years, non-renewable. Individuals represent themselves, not their organisations (see <b>Appendix C: Selection Process for Executive Committee Member Seats</b> ).
	10 11	Up to two "Open" Seats to be filled by invitation as needed and at the discretion of the Executive Committee. The Seats allow the Executive Committee to bring on board individuals or institutional representatives with perspectives, advice, skill sets, and/or sectoral visibility not otherwise present.

<sup>4</sup> Defined to include governments or regional organisations comprising countries with annual per capita Gross National Income of US\$4,086, the uppermost limit of lower middle-income status as calculated by the World Bank Atlas method.

<b>Working Group Leaders</b>	The Leader of each of the RHSC’s WGs elected as per the norms of each WG and representing the WG.	
	12 13 14	Leaders elected by and serving the WGs.
	<b>RHSC Director</b>	15

## 4.4 Chair of the Reproductive Health Supplies Coalition

### 4.4.1 Roles and Responsibilities of the Chair

The Chair occupies the senior-most position within the RHSC and its governance structure, the Executive Committee. The Chair leads from the helm by leveraging his/her stature within the reproductive health field to forge vital links, introductions, and ways forward; reinforcing the RHSC’s power of partnership; and extending the RHSC’s already far-reaching impact. The Chair also works with the RHSC Director, providing advice and counsel to support overall RHSC operations and activities. The Chair plays a key role in ensuring the adequate financial well-being of the RHSC. Additionally, the Chair carries out the following specific responsibilities.

#### 4.4.1.1 RHSC Meetings

The Chair: (i) convenes and chairs the General Membership Meetings as well as the semi-annual Executive Committee meetings; (ii) invites and welcomes both new Executive Committee Members and visiting participants invited to attend specific Executive Committee meetings; (iii) during meetings, encourages frank discussion and brings the group to consensus-based, action-oriented decisions; and (iv) signs off on the Executive Committee Meeting minutes.

#### 4.4.1.2 Represents the RHSC

The Chair represents the RHSC at the highest levels, often beyond the usual reach of the Secretariat, using his/her influence to advance RHSC interests. Both internally and externally, the Chair uses his/her privileged position to put forward new ideas, advance emerging opportunities, and generally advance the RHSC Vision. The Chair’s engagement emphasizes the importance of an issue and is instrumental in gathering the support needed for the RHSC to move forward. As deemed necessary and useful by the Executive Committee, the Chair will issue press releases on behalf of the RHSC.

#### 4.4.1.3 Oversees Implementation of the RHSC Conflict of Interest Policy

The Chair oversees implementation of the RHSC Conflict of Interest (COI) Policy (see section 7.1). The Director receives and evaluates the COI statements required of all individuals occupying a position of leadership within the RHSC. The Director refers to the Chair any COI statements that he/she determines may indicate the existence

of or potential for a COI. The Chair reviews, and if he/she concurs, convenes the full Executive Committee to determine the measures to be taken to mitigate or remove the actual COI. See **Appendix D** for the RHSC Conflict of Interest Policy.

#### **4.4.1.4 Responsibility of the Chair**

The Chair relates to and coordinates closely with the RHSC Director. The Chair also is responsible to the RHSC as a collective through his/her representational role (see section 4.4.2.2). However, the Chair's ultimate responsibility is to the Executive Committee.

#### **4.4.2 Selection of the Chair**

Eligibility for the post of Chair of the RHSC is open to anyone currently employed by an RHSC Member. The role of Chair itself, however, is vested in the individual occupying the Seat, not the organisation for which he/she works. This stands in sharp contrast to all other Seats on the Executive Committee, with the sole exception of the Open Seats, whose incumbents are selected as individuals in their own right. Upon completion of his/her term or should the Chair step down during his/her term, an election will be held to fill the Seat of Chair.

The Chair is selected by consensus of the Executive Committee following a request for nominations (see **Appendix B: Selection Process for Executive Committee Chair**).

The Executive Committee will elect the incoming Chair six months prior to the General Membership Meeting, when the term of the new Chair officially begins. The incoming Chair-elect overlaps and works with the existing Chair (who fully completes his/her term) for approximately six months before assuming full responsibilities, fully orienting a new Chair to the responsibilities of the position.

### **4.5 Director of the Reproductive Health Supplies Coalition**

The Director is a full-time position that leads the Secretariat and provides overall leadership to the RHSC. Responsible for operationalising the RHSC Vision, delivering on the Coalition Strategy, and advancing activities outlined in annual work plans, the Director functions as both chief operations officer for the Secretariat and chief executive officer for the RHSC. Day-to-day operations start with the Director, continue through Secretariat staff support, and become operational in coordination and collaboration with Members.

#### **4.5.1 Roles and Responsibilities of the Director**

The Director is responsible for the performance of the Secretariat (see section 4.6). The Director ensures that the Secretariat and Membership are progressing toward the Vision and strengthening the Strategic Pillars specified in the Coalition Strategy. The Director also reports on administrative matters of the Secretariat to the Executive Committee, from which she/he receives input and recommendations.

Additionally, specific roles and responsibilities of the Director include: overall proposal development, grants management, and project implementation; oversight of Membership support; guidance to the IMs to ensure they fulfill their roles and meet their objectives; leadership, day-to-day management, and overall supervision of the Secretariat; advocacy for the work of the RHSC,

especially bringing in new Members and collaborating with new Partners to advance the RHSC Vision and Strategy; leadership to maintain and expand the donor base for RH supplies; and spokesperson for the RHSC in general and on specific issues related to RH supplies.

#### **4.5.2 Reporting Responsibilities of the Director**

The Director reports directly to two entities: the Executive Committee and the Managing Institution (see section 7.2) charged by the Executive Committee to host the Secretariat and maintain fiduciary, administrative, and legal responsibility for the RHSC. The Director reports to the Executive Committee when it meets to review RHSC progress against RHSC implementation plans and to review the financial status of the Secretariat. The Director also routinely reports to the Executive Committee on activities and accomplishments of the IMs and other work undertaken with Members and Partners to advance reproductive health commodity security. The Director also reports to the Managing Institution, which is his/her employer and which undertakes his/her annual performance review. As part of this annual review, the Managing Institution will request input from the Executive Committee, principally but not necessarily exclusively from the Chair.

### **4.6 Secretariat**

The Secretariat provides and maintains overall RHSC focus, direction, and cohesion through priority-setting, operational decision-making, and advancing collaboration and action among Members and Partners. It is composed of such technical, programme, and support staff as the RHSC may require to advance its Strategy, achieve specific outcomes specified in donor funding agreements, implement work plans that correspond with the Coalition Strategy and/or donor funding agreements, and carry out day-to-day operations in pursuit of the Coalition Strategy. It is led by the Director (see section 4.5).

#### **4.6.1 Roles and Responsibilities of the Secretariat**

##### **4.6.1.1 Operations**

*Planning and budgeting.* The RHSC annual budget and work plan reflect existing contractual obligations to the various donors. The Secretariat develops RHSC annual work plans in line with projected expenditures and available funds. Secretariat staff also ensure that WGs and other IMs develop annual work plans in accordance with their respective TORs. The Secretariat shares these plans with the Executive Committee for input and guidance on new funding prospects and new activities for which funding may be required.

*Financial.* The Secretariat is responsible for ensuring the financial sustainability and health of the RHSC. With oversight and advice provided by the Executive Committee, the Secretariat may develop and explore other core funding streams as may be required or of interest to advance the RHSC Strategy.

*Focused initiatives and activities.* In pursuit of achieving the RHSC Strategy, the Secretariat implements select initiatives and activities, as per its approved work plan. These initiatives and activities supplement and complement efforts undertaken by IMs.

*Monitoring and evaluation.* The Secretariat tracks progress toward the Coalition Strategy by collecting data on indicators included within its M&E Framework and in accordance with donor requirements. The Secretariat presents to the Executive Committee an annual summary of progress and challenges encountered.

*Periodic review and assessment.* In collaboration with appropriate representatives of the membership-at-large, the Secretariat develops and updates as necessary the following documents for Executive Committee review: the Coalition Strategy, its annual budget, and selected work plans and M&E indicators. Periodic review of such fundamental documents enables the Executive Committee to regularly assess RHSC progress and the Secretariat to adjust future plans as needed. The Secretariat also monitors the external environment and provides input to the Executive Committee on RHSC direction, including conceptualisation of new and innovative approaches to advance the Coalition Strategy.

*RHSC General Membership Meeting, Executive Committee meetings, and meetings convened by and for IMs.* The Secretariat supports and coordinates all official RHSC meetings. This includes: identification of issues; agenda preparation; finalisation of meeting dates and locations; preparation of correspondence with Members relevant to particular meetings; retention of meeting facilitators (when needed); and preparation of drafts and dissemination of meeting and teleconference reports, including brief updates on progress resulting from previous RHSC meeting decisions. **Appendix A** includes details on the organisation of the RHSC General Membership Meeting. Additionally, the Secretariat documents Executive Committee meeting outcomes and shares those with the Executive Committee Members. A summary report of Executive Committee meetings is also prepared and made available to the RHSC Membership within 30 days of the conclusion of an Executive Committee Meeting.

#### **4.6.1.2 Support to Membership**

*Membership application process.* The Secretariat is charged with managing the application process, including maintaining an up-to-date Membership list, posting it on the RHSC website, and facilitating new Member applications.

*Support to Members and Implementing Mechanisms.* The Secretariat ensures broad Member participation toward attaining the RHSC Vision and advancing the Strategy by 'leading from behind' and providing administrative, management, technical, and financial support. The Secretariat develops and implements, in collaboration with Members, tools and guidelines to facilitate the work of the RHSC. The Secretariat assists and supports IMs, as appropriate, in developing and implementing their work plans. Secretariat staff are assigned to and support IMs and other collaborative groups as may be formed, consistent with achieving the RHSC Vision and advancing its Strategy. The Secretariat facilitates internal communications amongst the RHSC Members and Partners.

#### **4.6.1.3 Advocacy and Communications**

The Secretariat promotes RHSC priorities within the larger RH and global health communities and represents the RHSC at relevant international and national forums and with various colleagues and constituencies. The Secretariat maintains RHSC

archival files, maintains and updates the RHSC website, and produces other high-standard publications.

#### **4.6.2 Reporting Responsibility of the Secretariat**

The Secretariat is responsible, through the Director, to the Executive Committee for all of the functions described in section 4.6.1.

## **Article 5. Implementing Mechanisms**

The RHSC defines an Implementing Mechanism as a self-identified grouping of Members working toward a specified and agreed-upon objective. Subject to regular oversight from the Secretariat and periodic review by the Executive Committee, IM objectives and activities must relate and contribute to the achievement of the Coalition Strategy. Participation in IMs is voluntary and open to all Members who agree to support the IM's objective(s) and abide by the IM's TOR. Members should express their interest in participating in an IM by contacting the elected IM Leader or the designated Secretariat coordinator(s). IMs are responsible for having and adhering to their own TOR, which are linked and must specify adherence to the RHSC TOR, Guiding Principles, Mission, Vision, and Strategy. Any sustained digressions or significant diversions from these may be brought to the attention of the Executive Committee for resolution.

### **5.1 Working Groups**

Working Groups are communities of practice, each defined by a distinct set of strategies or approaches for strengthening RH commodities and supplies through advocacy, strengthening systems, and leveraging the market. Additionally, by virtue of historic precedent, WGs are part of the official operating structure of the RHSC, and their Leaders hold Seats on the Executive Committee (see section 4.3).<sup>5</sup>

#### **5.1.1 Reporting Responsibility of Working Groups**

Working Groups are responsible to the Executive Committee. On an annual basis they present their planned work agenda for the coming year and report progress achieved over the past year.

### **5.2 Regional Forums**

Regional Forums are geographically and linguistically based platforms with structures and procedures in many ways parallel to the RHSC.<sup>6</sup> These platforms enable Members to address reproductive health supplies issues of particular relevance to their regions in languages native to their regions. Structurally, the Forums are the most complex of the IMs insofar as they maintain

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<sup>5</sup> As of 2014, there are three WGs: Market Development Approaches (MDAWG), Advocacy and Accountability (A&AWG), and Systems Strengthening (SSWG).

<sup>6</sup> As of 2014, there are two Regional Forums: the Spanish-speaking Latin America and Caribbean Regional Forum (ForoLAC) and the French-speaking Sécurité Contraceptive en Afrique Francophone (SECONAF).

their own governing bodies. The RHSC budget includes Secretariat support for the Regional Forums. Additional and separate donor contributions support some Regional Forum activities.

### **5.2.1 Reporting Responsibility of Regional Forums**

While managed independently, Regional Forums relate with and report to the RHSC primarily through the Secretariat. Secretariat staff, typically based in the region, provide administrative and technical assistance to the Forums. Regional Forums are required to submit annual work plans to the Secretariat. The Secretariat reviews these work plans and reports on activities and accomplishments to the Executive Committee.

## **5.3 Caucuses**

Caucuses are less formalized entities similar to communities of practice, convened by and for Members to jointly address challenges associated with specific categories of RH technologies, such as new and underutilised technologies, those that relate to maternal health, and those produced by generic manufacturers.<sup>7</sup> The assumptions supporting the creation of Caucuses are: (i) that the technologies within each category share commonalities that are best addressed collectively, rather than individually; and (ii) that the solutions to those challenges crosscut the strategies being adopted by the WGs. The RHSC budget includes Secretariat support for the Caucuses.

### **5.3.1 Reporting Responsibility of Caucuses**

Caucuses relate with and report to the RHSC primarily through the Secretariat. Caucuses are required to submit annual work plans to the Secretariat. The Secretariat, which provides administrative and technical assistance to the Caucuses, reviews these work plans and reports to the Executive Committee on planned activities and accomplishments.

## **5.4 Terms of Reference for Implementing Mechanisms**

The form and function of each IM is determined by its own Members to best accomplish its specified objectives. Each IM develops its own TOR, subject to Secretariat review and acceptance, which describes:

- (i) Its objective(s) and how it relates and contributes to the RHSC Vision and Strategy.
- (ii) Its functions (roles and responsibilities).
- (iii) Its composition (criteria for membership and process through which one becomes a member).
- (iv) Its leadership (process through which leaders are selected, terms of service, specific roles and responsibilities, etc.).
- (v) Its conditions for dissolution.

All IM TORs are available to RHSC Members upon request to the Secretariat.

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<sup>7</sup> As of 2014, there are three Caucuses: the Caucus on New and Underused Reproductive Health Technologies (NURHT Caucus), the Maternal Health Supplies Caucus (MHS Caucus), and the Generic Manufacturers Caucus for Reproductive Health (GEMS Caucus).

## 5.5 Application Process for Implementing Mechanisms

Members are encouraged to establish informal task forces or wider communities of practice that they feel will help them address and resolve issues of concern. Such groupings, because of their informal and ad hoc nature, are not entitled to any special support or privileges other than what participants would receive by virtue of their membership in the RHSC. Should, however, the participants of any such grouping wish to formalize the group's status within the RHSC as a Caucus, Regional Forum, or Working Group, and thereby benefit from the privileges associated with each, then formal recognition of the group's status is required.

All groups seeking IM status must first submit in writing to the Secretariat a written "Statement of Intent." Such a statement must indicate which IM status is being sought and the perceived benefits to the group of holding such a status. The statement must also describe the new IM's proposed objective(s) and how the applicant sees these objectives contributing to the RHSC's Vision and Strategy.

"Statements of Intent" for the status of Caucus are treated as full applications and may be approved by the Director, in consultation with the Chair. All applicants for the status of Caucus must be notified of the results of any decision within 30 days of their application. Should the application be approved, the decision will be communicated to the Membership in the next scheduled issue of the RHSC newsletter, *SupplyInsider*.

By contrast, "Statements of Intent" for the status of WG or Regional Forum constitute the first of a two-step process. Once reviewed and approved by the Director, Statements are forwarded to the Chair and, with his/her approval, to the Executive Committee for review and consideration. If the Statement of Intent is approved by the Executive Committee, then the applicant will be asked to submit to the Secretariat within six months a draft TOR of the proposed new WG or Regional Forum. Upon receipt of a draft TOR, the Secretariat will forward the TOR to the Executive Committee for consideration, along with any comments or questions it may have resulting from its initial review. Should the Executive Committee wish, it may seek further clarification or information from representative(s) of the applicant group. On the basis of its internal deliberations, the Executive Committee must, within 30 days, either approve or reject the application. Should the application be approved, the Secretariat will communicate the Executive Committee's decision to the WG and then, via *SupplyInsider*, to the Membership-at-large.

## 5.6 Relationship between Implementing Mechanisms and the Secretariat

The relationship between the Secretariat and the IMs consists of formalised channels of communication, with corresponding support from the Secretariat. In practice and routinely, each IM, and particularly the IM Leader, communicates with the assigned Secretariat staff member providing administrative and technical assistance. With prior concurrence from the Secretariat for specific applications, the RHSC logo may be used on IMs' official correspondence and publications.

### 5.6.1 Costs Associated with IM Meetings

Member organisations are expected to bear the costs of staff participation at IM events. The Secretariat may provide support for incidental costs (e.g., meeting rooms, coffee breaks, etc.) for up to two in-person meetings per year, one of which coincides with the General Membership Meeting. Subject to the availability of funds, and to ensure geographical representation, the Secretariat may

also sponsor, at the request of the IM, a limited number of Global South participants to attend particular IM meetings.

### **5.6.2 Procedures for IMs to Pursue Funding**

The IMs may decide to implement particular activities not covered by Members' institutional funds. In such cases the IMs may submit proposals through any of the grant mechanisms that the Secretariat might have available at that particular time and for which IMs qualify. Such applications for RHSC funds will be subject to the procedures and review processes established by the RHSC for that particular funding mechanism.

The IMs may also seek funding from outside the RHSC to advance their work in line with the Coalition Strategy but must do so in consultation with, and with written approval from, the Secretariat. In such cases the Secretariat has the responsibility to ensure that any proposed IM approach to a particular donor does not present any internal conflict of interest.

## **Article 6. Other Operating Units**

RHSC Members may convene workstreams, task forces, or other subgroups for ad hoc tasks or activities. By definition, such informal groupings are not part of the RHSC's official operating structure and are not routinely eligible for Secretariat support. Exceptions may be made in certain circumstances upon written request. To elevate the status of any such ad hoc task force or interest group to an IM requires formal acceptance within an existing IM, as per its TOR or application through the Secretariat to become a new IM (see section 5.5).

## **Article 7. Final Provisions**

### **7.1 Conflict of Interest**

The RHSC defines conflict of interest as any conflict between the private interests and official responsibilities of a person in a position of trust, which may compromise impartiality or integrity or lead to unfair competitive advantage. This includes situations where an individual has a duty to more than one individual or organisation, and the parties' varying interests make it impossible or very difficult for the person to act objectively and fairly for both parties.

All individuals occupying a position of leadership within the RHSC—be they a Member of the Executive Committee, an employee of the Secretariat, or a leader of one of the RHSC's IMs—must affirm in writing their understanding of the meaning of a COI, their recognition of scenarios that could potentially lead to a COI by virtue of their role within the RHSC, and their intention to disclose any perceived risk of a COI that might arise.

To that end, all such individuals holding or assuming positions listed in the preceding paragraph will be required to sign a COI statement, prepared by the Secretariat. All such statements will be submitted to the RHSC Director and assessed by him/her for any scenarios that could, under the RHSC COI Policy, give rise to an actual or potential conflict of interest. If the Director determines the existence of or potential for a COI in the statements, he/she will refer these to the Chair. The Chair

will evaluate these disclosures to determine whether they involve an actual COI. In the event the Chair determines that any Financial or Ownership interest involves an actual COI, the Chair shall convene the full Executive Committee to determine the measures to be taken to mitigate or remove the actual COI.

## **7.2 Legal Status and Relationship of RHSC to Managing Institution**

The RHSC is a voluntary partnership of Members. Not constituted in its own right as a legal entity, the RHSC exists and operates under the aegis of a Managing Institution. The Managing Institution has three primary roles and responsibilities vis-à-vis the RHSC: financial, human resources, and operational.

As the direct recipient of donor funding designated for the RHSC, the Managing Institution holds fiduciary responsibility and accountability for the RHSC. Donor funds that are designated for the RHSC and awarded to the Managing Institution must be spent in accordance with donor requirements and reported on by the Managing Institution as the recipient organisation.

RHSC staff are employees of the Managing Institution. As such, they are hired by and report to the Managing Institution, and the Managing Institution's personnel policies apply.

In addition to financial and human resources, the Managing Institution also provides operational support including sophisticated information technology, legal guidance, and program and administrative support on a global scale. The breadth of support, knowledge, and guidance provided by the Managing Institution is critical to the successful operation of the complex global network that is the RHSC.

A significant degree of functional autonomy between the RHSC and the Managing Institution is vital in building and maintaining a broad, like-minded coalition of Members. The RHSC has its own organisational governance structure and operating procedures as reflected in these TOR. Under the guidance and leadership of the Executive Committee, RHSC operations are directed by its Secretariat.

PATH, a US-based charitable institution with 501(c)(3) status, has served as the RHSC's Managing Institution since its inception.

## **7.3 Financing of the RHSC**

The RHSC annual budget and work plan reflect existing contractual obligations to the RHSC's multiple donors. The RHSC is financed by donor funds awarded to the Managing Institution and designated for use by the RHSC ('direct funds') in accordance with work plans and budgets presented to the donor; and by donor funds that are awarded directly to RHSC Members for activities taking place under the auspices of the RHSC and in the RHSC's name ('indirect funds'). The Managing Institution annually presents to the Executive Committee for its review and concurrence information on the RHSC budget (direct funds) and workplan to enable the Executive Committee to perform its duties (see section 4.2.1). The development and institution of other possible revenue streams are subject to Executive Committee approval and to concurrence by the Managing Institution.

## **7.5 Amendments to the TOR**

Proposed amendments to these TOR can be suggested at any time by any Member of the RHSC. The Member will submit to the Director a written proposal for amendment to the TOR. The Director will discuss with the Chair of the Executive Committee and, if deemed appropriate, the Secretariat will prepare a submission for consideration to the Executive Committee with a recommendation regarding the proposed amendment. The Executive Committee needs to approve by consensus any proposed amendment to these TOR.

## **Appendix A**

### **RHSC General Membership Meetings**

The Secretariat is responsible for the organisation and implementation of the RHSC General Membership Meetings (see section 3.3 and section 4.6.1.1 in these RHSC TOR

The RHSC General Membership Meeting serves the fundamental purpose of bringing together Members and other Partners to renew ties, share ideas, and learn about new developments in the field of reproductive health commodity security. It also allows the Director to review with the Membership, Executive Committee, and Secretariat decisions of major importance; provide updates on Strategy development and implementation; and highlight developments in the reproductive health field that are relevant to the work of the RHSC.

The key goal of the Membership Meeting is to strengthen existing connections and foster new ones. For that reason, the Meeting proper is typically preceded by a series of smaller gatherings. These gatherings include in-person meetings of the IMs, the Executive Committee, and other RHSC Member groupings.

The content and format of RHSC General Membership Meetings have been established over the years to include key activities associated with meeting preparation, conduct, and follow-up. These include the following:

- (i) The Secretariat solicits agenda topics from the RHSC Membership four to six months prior to the Meeting. Based on this input, the Secretariat prepares a provisional agenda that is submitted to the Executive Committee for discussion and approval.
- (ii) Having incorporated the Executive Committee's comments, the Secretariat then develops and finalises the agenda, drawing on Member input as needed. The final agenda is sent to the RHSC Membership no later than one month prior to the Meeting.
- (iii) The Secretariat will make meeting materials (e.g., presentations) available on the RHSC website within 30 days of a General Membership Meeting.

## **Appendix B**

### **Selection Process for Chair of the Reproductive Health Supplies Coalition**

No later than nine months before the term of the current Chair is to expire, the Nomination Committee, in consultation with the Secretariat, will invite Members to nominate a new Chair. Nominations must be written, include verification that nominees comply with the qualifications listed below, and be sent to the Permanent Chair of the Nomination Committee. A nominee must:

- (i) Be employed by a Member of the RHSC.
- (ii) Be willing to fulfill the commitments of the Chair, including its representational role.
- (iii) Be available to devote time and effort to enhance the RHSC.
- (iv) Have good oral and written communication skills, including fluency in English.

Six months prior to the end of the current Chair's term, the Nomination Committee will forward to the Executive Committee the nominees for the post of incoming Chair.

The Chair is selected by consensus of the Executive Committee following the request for nominations. If consensus is not reached, a vote will be taken to select a Chair on the basis of one vote for each Executive Committee Member, with a minimum of six votes necessary for selection. If six votes are not obtained, further nominations may be sought by the Nomination Committee, and the process is repeated. In the case of multiple nominees and lacking a consensus or minimum of six votes for one candidate, the nominee with the lowest number of votes will be excluded and a subsequent vote taken. If a stalemate is reached through abstentions, then further nominations may be sought by the Nomination Committee, and the process is repeated.

The Chair serves a two-year term, with the option to extend for up to two additional years, subject to approval by Executive Committee consensus or vote. The Chair shall not be present during the Executive Committee's consideration of extension, with the Permanent Chair of the Nomination Committee overseeing the process and announcing the results.

The term of office for a Chair shall not exceed two terms consecutively or four years in total.

## Appendix C

### Process for Filling Selected Seats on Executive Committee

A selected number of Executive Committee Seats (Chair, Multilateral Development Bank, Second Bilateral, Global South, and Open Seats) are filled through a process of nomination and voting. The following procedures govern nomination and selection of Member organisations or individuals to fill these Seats as defined in Section 4.3 of these TOR (see below for definitions).

#### **Seats held by Member Institutions: Multilateral Development Bank, Second Bilateral Government Agency, and Global South Representatives**

**Nomination Process:** Four months prior to the end of a Member organisation's two-year tenure in one of the aforementioned Seats, a Nomination Committee will be formed, as per Section 4.3 of these TOR, to reach out and identify suitable Member organisation candidates for the vacant Seat(s). Upon the instructions of the Committee, the Secretariat will announce the upcoming Executive Committee vacancy using electronic media and its Member list-serve. The announcement will solicit nominations of qualified RHSC Member organisations and will provide instructions for doing so. The announcement will include a deadline, no later than six weeks prior to the end of the current Seat holder's two-year tenure (i.e., typically the next Executive Committee meeting), by which completed applications must be received by the Permanent Chair of the Executive Committee's Nomination Committee. The instructions will require nominees to submit a short statement indicating:

- (i) The reasons the organisation wishes to be represented on the Executive Committee.
- (ii) The key constituencies represented by the organisation.
- (iii) The organisation's expected contribution(s) toward the work of the Executive Committee.
- (iv) The organisation's past experience (and/or that of its members) in addressing reproductive health commodity security.
- (v) An expression of commitment by the organisation that its representative will serve on the Executive Committee for a two-year period.
- (vi) Where possible, the name of the person expected to represent the Member organisation on the Executive Committee.

To ensure full transparency, correspondence from applicants will be sent to the Permanent Chair of the Nomination Committee and copied to the RHSC Chair.

#### Review of Applications

At the close of the application deadline, the Secretariat will assemble the information provided by all applicants and forward it to the Permanent Chair of the Nomination Committee for review. At the request of the Permanent Chair, the Secretariat will schedule interviews with the applicants.

#### Screening of Candidate Organisations

The Permanent Chair will conduct interviews with each applicant organisation, ideally with the person nominated to represent that organisation on the Executive Committee. The Permanent Chair may request a follow-up interview by one or more current Members of the Executive Committee. The result of this interview process will be recommended nominees.

### Presentation of Nominees

Following the two-week interview period, and no less than one month prior to the following Executive Committee meeting, the Permanent Chair of the Nomination Committee will forward to the Executive Committee all the nominations for the vacant Seats, with a request that all votes be received within two weeks' time (two weeks prior to the next Executive Committee meeting). Also forwarded at the same time will be the names of any applicants not accepted for nomination, with an explanation as to why they were not nominated. During the two-week review period, Executive Committee Members may direct queries to the Permanent Chair.

**Selection Process:** Within two weeks of receiving the names of nominees for the vacant Seats, Executive Committee Members (including only one vote per IM Seat should there be a co-chaired IM) must submit their votes for nominees. If the number of nominees exceeds the available number of Seats, Executive Committee Members will cast their votes for two nominees only. Those receiving the highest number of votes will be considered as having received the full endorsement of the Executive Committee. Should there be a tie amongst two nominees, the Permanent Chair may either submit the names for a second-round of voting or may call an extraordinary teleconference of the Executive Committee to discuss and reach consensus. Within one week of the selection, the Secretariat is responsible for advising those selected to serve on the Executive Committee.

### **Seats Held by Individuals: Open Seats**

The two Open Seats on the Executive Committee will be filled by invitation as needed and at the discretion of the Executive Committee. The Open Seats are designated for individuals or institutional representatives with perspectives, advice, skill sets, expertise, and/or sectoral visibility not otherwise present on the Executive Committee, the presence of whom would complement the other Members of the Executive Committee and benefit the RHSC.

The Executive Committee, in the person of the Chair and RHSC Director, may identify an individual or individuals who meet some particular Executive Committee need and ask the Executive Committee Members to concur by majority vote. Alternatively, the Executive Committee may describe the characteristics they are seeking in an Open Seat and request the Chair and Director to identify and invite suitable candidates to join the Executive Committee for a two-year period. The Executive Committee will concur by majority vote.

### Definitions and Criteria

A **Multilateral Development Bank** is defined by the RHSC as a multilateral government institution with regional or global operations, the primary function of which is to finance development projects, generally through government-to-government agreements.

A **Bilateral Government Agency** is defined by the RHSC as an agency that is part of a national government structure and that donates funds to reproductive health supply security.

The **Global South** is defined by the RHSC to include governments or regional organisations comprising countries with annual per capita Gross National Incomes of US\$4,086 or less, the uppermost limit of lower-middle income status as calculated by the World Bank Atlas method. Nominees for the two Global South Seats must (i) represent the perspective of either a country,

cluster of countries, or region in the Global South and (ii) have an institutional commitment to family planning and reproductive health.

## **Appendix D**

### **Reproductive Health Supplies Coalition (RHSC)**

#### **Conflict of Interest Statement**

The Reproductive Health Supplies Coalition (RHSC) is a voluntary partnership of Members with its own organisational governance structure and operating procedures.

Provisions for managing conflicts of interest (COI) are today an integral part of most organisations' employment policies; and it is probable that most individuals now engaged in RHSC's work are already subject to a COI policy by their employer organisation. The RHSC has also developed a COI statement (the "Statement") to which individuals holding a leadership position within the RHSC are subject. The purpose of a COI policy distinct to the RHSC is to identify and avoid potential conflicts of interest that arise from circumstances specific to the RHSC or from actions taken specifically in connection with an individual's leadership role within the RHSC. To further the goals and objectives of the RHSC, individuals routinely engage with organisations on behalf of the RHSC, rather than on behalf of their own organisation. This Statement seeks to avoid any risk that such transactions could benefit the private or professional interests of such individuals (or their host organisations) at the expense of other RHSC members. This Statement provides (a) a systematic mechanism for disclosing and evaluating potential and actual conflicts and (b) procedures for the Executive Committee to address or mitigate any potential or actual conflict that may exist.

The RHSC defines conflict of interest as any conflict between the private interests and official responsibilities of a person in a position of trust, which may compromise impartiality or integrity or lead to unfair competitive advantage. This includes situations where an individual has a duty to more than one individual or organisation, and the parties' varying interests make it impossible or very difficult for the person to act fairly for both parties.

The RHSC defines as confidential information developed, gathered, or maintained by RHSC member organisations that is not considered public knowledge and that individuals have been made aware of as a result of their leadership role within the RHSC ("Confidential Information").

Any individual occupying a position of leadership within the RHSC, whether they are a member of the Executive Committee, an employee of the Secretariat, or a leader of one of the RHSC's Implementing Mechanisms, must affirm in writing their understanding of the meaning of a COI and their responsibility to protect Confidential Information as defined above. By signing this statement, the individual is also affirming their evaluation of scenarios that could potentially lead to a COI by virtue of their role within the RHSC and promise to disclose to the RHSC Secretariat Director any perceived risk of a COI that may arise.

By signing this Statement you are acting in your individual capacity and hereto agree to the following:

- a. You will not use your position with the RHSC for personal profit, gain, or other advantage (including without limitation personal profit or advantage indirectly realised through your employer as a RHSC Member organisation).
- b. You will disclose any existing or potential interests you have that may pose an actual or perceived conflict of interest, as defined above, to the Secretariat Director as soon as you become aware of them.
- c. Any Confidential Information that is disclosed or supplied to you either orally or in writing through your involvement with the RHSC shall be held in the strictest confidence in perpetuity or for as long as may be otherwise defined when the Confidential Information is supplied to you.
- d. You understand that any Confidential Information provided to you through your role with the RHSC has been developed or obtained by the RHSC or its Members through the investment of significant time, effort, and expense. You agree to (i) maintain this information in confidence and take all necessary precautions to protect such Confidential Information, including, without limitation, all precautions normally employed with respect to your own confidential or proprietary information; and (ii) not disclose any Confidential Information to any third party except as authorized by the Secretariat Director in consultation with the Executive Committee.

I affirm

- a. I have received a copy of the RHSC Terms of Reference (TOR), including the COI Statement. \_\_\_\_\_ (initial)
- b. I have read and understood the TOR and COI Statement. \_\_\_\_\_ (initial)
- c. I agree to comply with the TOR and the COI Statement. \_\_\_\_\_ (initial)
- d. If applicable, I attach here an explanation of one or more interests of mine that may pose an actual or perceived Conflict of Interest for further evaluation by the Secretariat Director.  
Applicable \_\_\_\_\_ (initial)    Not Applicable \_\_\_\_\_ (initial)

I hereby certify that, to the best of my knowledge and belief, all of the information provided herein is true, accurate, and complete and has been provided in good faith. I understand that it is my responsibility to update this information in the event of any relevant changes.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Print Name: \_\_\_\_\_

Organisation: \_\_\_\_\_

Position: \_\_\_\_\_

## **Appendix E**

### **Acronym List**

A&AWG	Advocacy and Accountability Working Group
COI	Conflict of Interest
ForoLAC	Latin America and Caribbean Regional Forum
GEMS Caucus	Generic Manufacturers Caucus for Reproductive Health
IM	Implementing Mechanism
IWG	Interim Working Group on Reproductive Health Commodity Security
M&E	Monitoring and evaluation
MDAWG	Market Development Working Group
MHS Caucus	Caucus on Maternal Health Supplies
NGO	Nongovernmental organisation
NURHT Caucus	Caucus on New and Underused Reproductive Health Technologies
RH	Reproductive Health (encompasses family planning)
RHSC	Reproductive Health Supplies Coalition or Coalition
SECONAF	Sécurité Contraceptive en Afrique Francophone
SSWG	Systems Strengthening Working Group
TOR	Terms of Reference
UNFPA	United Nations Population Fund
US	United States
WG	Working Group