



**United Republic of Tanzania  
Prime Minister's Office**

**Tanzania National Coordinating Mechanism (TNCM)**

**Revised Governance Manual**

**Draft**

**July 2019**

## **Preface**

This Governance Manual intends to provide overall guidance to the TNCM in undertaking its mandated governance function. The document provides a generic framework that forms a basis for reference for consistent operation of the TNCM, its respective Committees, and its Secretariat. This manual, which builds on the previous TNCM Governance By-Laws, which was last updated in 2018 and over 16 years of TNCM experience, will become effective from September 2019.

The intended users of this manual are: all TNCM members and their respective alternates, Committees, Secretariat, Principal Recipients (PR), Sub-recipients (SRs), Sub-Sub Recipients (SSR), PEPFAR key stakeholders, technical support providers and other stakeholders.

This Governance Manual has been revised to respond to the CCM Policy 2018 as well as part of the Global Fund Country Coordinating Mechanism (CCM) Evolution Project which aims to strengthen CCM functioning, oversight, secretariat, engagement (internal linkages) and external linkages.

## List of Abbreviations Used

AIDS	Acquired Immunodeficiency Syndrome
CCM	Country Coordinating Mechanism
COI	Conflict of Interest
COP	Country Operation Plan
CS	Civil Society
DP	Development Partner
EPA	Eligibility and Performance Assessment
EU	European Union
FBO	Faith Based Organisation
HIV	Human Immunodeficiency Virus
KVP	Key and Vulnerable Populations
MDA	Ministries, Departments, and Agencies
NGO	Non - Governmental Organisations
NSA	Non – State Actors
OC	Oversight Committee
OIG	Office of the Inspector General
PEPFAR	President's Emergency Plan for AIDS Relief
PLWD	People Living with Disease
PLHA	People Living with HIV/AIDS
PMO	Prime Minister's Office
PR	Principal Recipient
RSSH	Resilient and Sustainable Systems for Health
SA	State Actors
S/GAC	Office of Global Aids Coordinator
SR	Sub Recipient
SSR	Sub-Sub Recipient
TACAIDS	Tanzania Commission for AIDS
TB	Tuberculosis
TNCM	Tanzania National Coordinating Mechanism
ToR	Terms of References
UNAIDS	Joint United Nations Programme on HIV/AIDS
URT	United Republic of Tanzania
WHO	World Health Organisation

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## 1. Background and Rationale

### 1.1. Background

The Global Fund CCMs are national multi sectoral coordinating committees with representation from the government and its related agencies; bilateral and multilateral Development Partners (DPs) and representation from non-state actors who include; the private sector, (CS) and communities living and affected by the with the diseases, academia, Faith Based Organisations (FBO), Non - Governmental Organisations (NGOs), the youth and Key and Vulnerable Populations (KVP).

The mandate of CCMs in the Global Fund Context is supervision of application of grant, selection of Principal Recipient and oversee implementation of the programmes.

The Global Fund recognises the importance of different national contexts, governance systems and government operating procedures. The Global Fund also recognises the role of governments in coordinating overall health programmes in a country, as well as its role in planning, implementing and providing resources for programmes.

In all cases, the Global Fund's Standard Terms and Conditions (STCs) for Grants (or, upon expiration of the STCs, the 2014 Grant Regulations) includes a number of articles that give CCM the legal authority to perform its role and mandate the PR of Grants to cooperate with the Country CCM in carrying out its oversight responsibilities. These articles include:

- i. Article 7a11 OR Section 4.1 (1)12: the CCM oversees the implementation of programmes financed by the Global Fund.
- ii. Article 7b11 OR Sections 4.1(2) and 6.2(1) (c) 12: PRs are legally obligated to cooperate with CCMs and to be available to meet with them regularly to discuss plans, share information and communicate on program-related matters. PRs are also legally obligated to provide program-related reports and information to the CCM upon request.
- iii. Article 1511 OR Section 6.2(1) (c) 12: PRs are legally obligated to provide CCMs with a copy of periodic reports submitted to the Global Fund.
- iv. Article 2311 OR Section 10.112: The CCM is consulted on any decisions to change PRs.
- v. Article 2511 OR Section 4.3(4/) PRs are legally obligated to copy CCMs on all notices, requests, documents, reports or other communication exchanges with the Global Fund Secretariat.
- vi. Article 28b11: The PR implements programmes on behalf of CCM.

Section 6 (a) and Section S.3 (i – vi) of the Global Fund Framework Document and the CCM Policy, May 2018 respectively establishes a number of core principles which the Global Fund seeks to apply in all of its policies and decisions, and it expresses the Global Fund's commitment to support programs, among others, that:

- Reflect national ownership and respect country-led formulation and implementation processes
- Focus on the creation, development and expansion of partnerships among all relevant players within a country, and across all sectors of society, including governments, CS, multilateral and bilateral agencies, and the private sector
- Strengthen the participation of communities and people, particularly those affected by the three diseases namely; (i) Human Immunodeficiency Virus (HIV)/ Acquired Immunodeficiency Syndrome (AIDS), (ii) Tuberculosis (TB), and Malaria;
- Aim to eliminate stigmatisation of and discrimination against those infected and affected by the three diseases, especially for women, children and vulnerable groups;
- Build on, complement, and coordinate with existing regional and national programs in support of national policies,

- priorities and partnerships, including Poverty Reduction Strategies and Sector-Wide Approaches; and
- Encourage transparency and accountability.

## **1.2. About Tanzania National Coordinating Mechanism (TNCM)**

The Tanzania Global Fund CCM was established in 2002 and subsequently restructured in 2005 TNC in order to coordinate other funding sources beyond the Global Fund. TNCM is under the leadership of the Permanent Secretary, Policy and Investment of the Prime Minister's Office (PMO) and the Tanzania Commission for AIDS (TACAIDS) is hosting the TNCM Secretariat. The TNCM's operations shall be guided by the following governance framework documents: Governance Manual; Secretariat's Operations Manual; Code of Conduct Policy; Conflict of Interest (COI) Policies; and Oversight Governance Manual/Plan.

## **1.3. Rationale for the TNCM Governance Manual**

This governance manual builds on the already established TNCM governance by-laws which was last updated in 2018. As such, this manual improves the previous document by including a number of factors in line with the CCM Policy 2018 and the Global Fund CCM Evolution Pilot Project, which aims to strengthen CCM functioning, oversight, engagement (internal linkages) and external linkages.

This document aims at providing overall guidance to the TNCM in undertaking its mandated governance function. It provides a general framework that forms the basis for reference for consistent operation of the TNCM, its respective Committees, and its Secretariat and other stakeholders.

## 2. TNCM Mandate and Core Functions

### 2.1. TNCM Mandate

The mandate of TNCM is to oversee resource mobilisation and implementation of programmes to fight against HIV/AIDS, Tuberculosis (TB), and Malaria, as well as building Resilient and Sustainable Systems for Health (RSSH) from various donors specifically the Global Fund, President's Emergency Plan for AIDS Relief (PEPFAR) and other donors in Tanzania.

TNCM shall adhere to the principles of multi-sectoral participation, transparency, responsibility, accountability, fairness, collaborative partnerships, representation of constituencies, management of COI, inclusive participation, democratic and consensual decision-making, cost-effective operations and a balanced perspective between the three diseases addressed as well as building of the RSSH in Tanzania.

### 2.2. TNCM Core Functions

TNCM core functions include the following<sup>1</sup>:

- i. Coordination, design, development, review, and submission of funding requests that are harmonised and aligned with national priorities, and strategies related to HIV, TB, and malaria as well as for building the RSSH to the Global Fund, PEPFAR and other donors;
- ii. Facilitating budget/resource allocation process among the three diseases and systems strengthening according to the country priorities and financial gap analysis;
- iii. Selection of the PRs to be responsible for implementing approved Global Fund grants based on a transparent and documented selection process;
- iv. Providing regular oversight of the programmatic and financial activities of the PR (s), and the process of implementing the Global Fund, PEPFAR and other donors supported projects;
- v. Approving the programming and re-programming of Global Fund grants including grants closure and grant close out plans;
- vi. Ensures effective linkages and consistency between Global Fund, and PEPFAR grants with other health and development programmes;
- vii. Engage and involve all TNCM constituencies in the decision-making process and are provide information on Global Fund and PEPFAR grants, including but not limited to calls for proposals, decisions of the TNCM, and detailed information on reviewed and approved proposals/ Country Operation Plans (COPs), to a wide range of stakeholders;
- viii. Maintaining strong coordination and engagement of the Public Sector, CSOs, Private Sector, Bilateral and Multilateral Agencies, in the field of HIV/AIDS, TB and Malaria and RSSH in order to promote efficient service delivery and avoid duplication;
- ix. Harmonisation of activities carried out within the framework of Global Fund, PEPFAR and other donors supported projects in accordance with national strategic plans, and the coordination of other supporting activities and associated mobilisation of resources;
- x. Maintaining close working relationship with the Global Fund (in particular work closely with the Global Fund Portfolio Manager and the Local Fund Agent (LFA)), PEPFAR and other donors;
- xi. Facilitating transparent and consistent communication about the Global Fund and PEPFAR grants and processes to stakeholders in Tanzania;
- xii. Mitigating any COI based on its COI Policy; and

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<sup>1</sup> These are in line with "A Guide to Building and Running Effective CCM, 2014" and S.21 of the 2018 CCM Policy.

- xiii. Monitoring and ensuring that co-financing commitments are honoured by the government.

In connection to this, the TNCM shall also:

- i. Develop standard guidelines for the selection of PRs and minimum basic guiding principles for SRs selection;
- ii. Develop guidelines for the development of the country's resource mobilisation for the three diseases including funding request and proposals/ COPS to the Global Fund, PEPFAR/ or and other donors and guideline for stakeholder participation/ engagement in TNCM activities;
- iii. Develop a capacity building plan for the TNCM members, secretariat and the TNCM constituencies. A technical capacity building plan shall be prepared and implemented each year;
- iv. Undertake orientation and capacity-building training/ retreat on the roles and responsibility of TNCM, TNCM governance framework documents at least once a year;
- v. Develop a strategy and roadmap for strengthening internal and external linkages that includes a capacity building plan;
- vi. Develop framework documents for self-assessment of performance of the TNCM and its Secretariat.

### 3. TNCM Structure, Composition and Membership

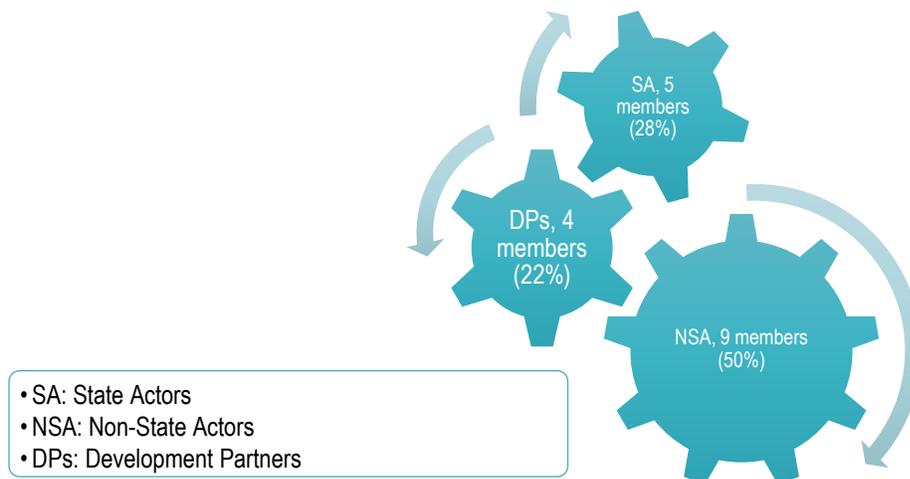
#### 3.1 TNCM Structure and Composition

The TNCM is composed of multi-sectoral stakeholders categorised into three broad categories namely: State Actors; Development Partners; and Non-State Actors. The inclusion of diverse stakeholders is aimed at including people with different interests and perspectives, thus increasing the probability of achieving measurable impact against the diseases. In the context of this manual the three stakeholders categories are defined below:

1. State Actors (SA): Entails Government Ministries, Departments, and Agencies (MDA);
2. Development Partners (DPs): Refers to bilateral and multilateral partners;
3. Non - State Actors (NSA): Refers to CSOs including people living with and affected by diseases, KVP, NGOs, FBOs, academia, private sector, and the youth.

Summary of membership composition in line with the three categories above is indicated in **Figure 1**.

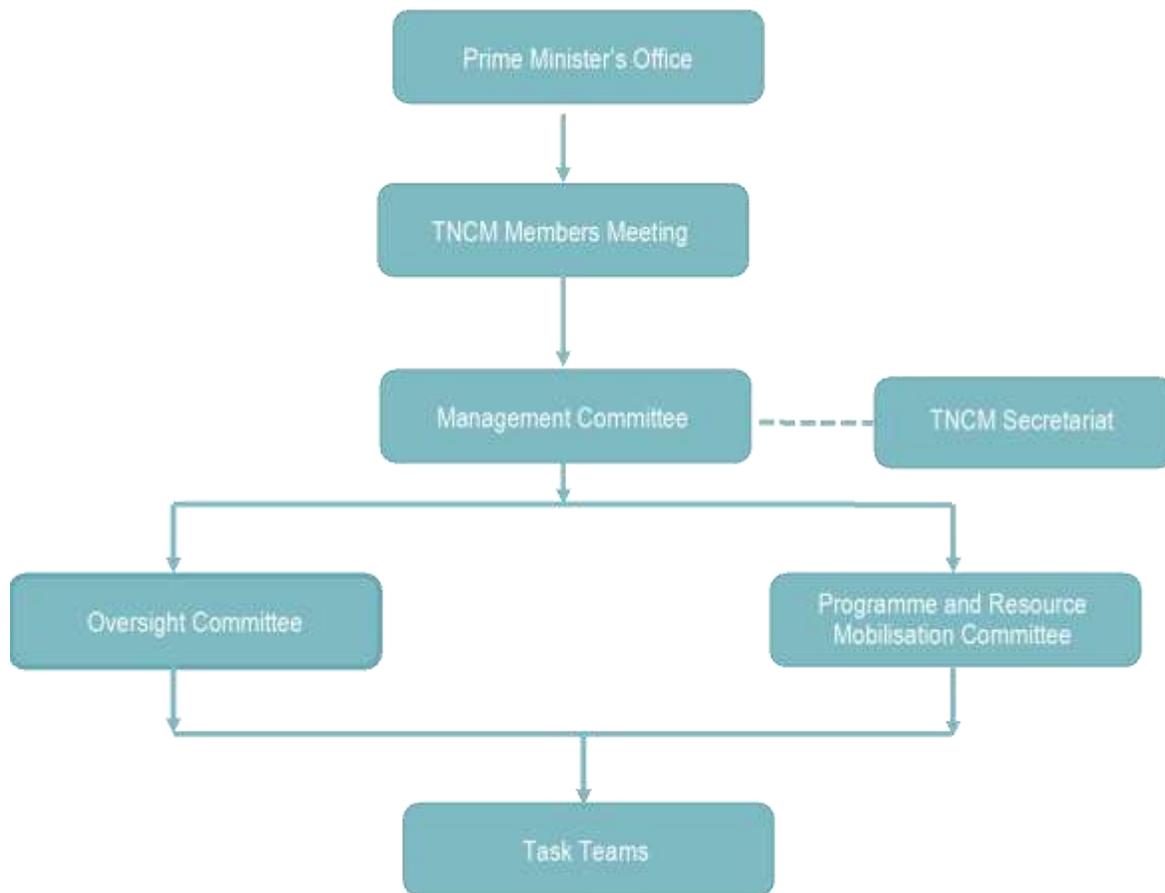
**Figure 1: Summary of Members by Stakeholders Group**



Members shall be organised in constituencies whereby, each of the constituency groups shall develop Terms of Reference (ToR) which clearly define how they are going to operate. These ToRs should be shared with the TNCM and filed by the TNCM Secretariat.

TNCM shall have three (3) permanent committees namely: Management; Oversight; and Programme and Resource Mobilisation. In addition to the three committees, Task Teams will be established on need basis to address specific issues. TNCM shall have a Secretariat that will be responsible for running its affairs on a day to day basis and provide administrative support. The day to day oversight of the secretariat will be provided by the Management Committee via the Vice Chair and other members. Humana Resources and personnel shall be managed by TNCM members through Management Committee. The TNCM organisational structure is shown in **Figure 2**.

Figure 2: TNCM Structure



### 3.2 TNCM Membership

TNCM membership and structure shall be determined by the TNCM compliant to the following criteria:

- Ensure gender balance whereby, representation of women is encouraged to be at 50% of total members;
- Ensure at least 40% of members are represented by CS which include; NGOs, FBOs, people living with or affected by the diseases, KVP, private sector, youth and academia;
- Ensure that no more than half of TCM membership should constitute member of the Government/SA;
- Ensure the representation of KVP taking into account the socio-epidemiology of the three diseases at the national level;
- Ensure balanced geographical representation specifically from regions/districts severely affected by the disease (s);
- Ensure as far as possible that there are members on the TNCM with expertise in the following areas:
  - Diseases specific expertise/ or and experience;
  - Public health;
  - Program management;
  - Accounting and financial management;
  - Human resources management;
  - Gender, and;
  - Proposal development.

### 3.2.1 TNCM Size and Composition

In order to ensure a functional TNCM which is manageable and can effectively and efficiently undertake its mandate, TNCM shall have a ceiling limit of **Eighteen (18)** substantive members. Alternate member arrangements shall be as follows:

- Government/SA and DPs representation should be at unity/ agency/ organisation level as such, there will be no alternate members for these constituencies;
- Each NSA constituency shall have one alternate member as such, TNCM shall have **Nine (9)** alternate members commensurate to the number of constituencies in the NSA.

TNCM is comprised of different constituencies categorised into three main groups (Government/ SA; DPs and NSA) as indicated in **Table 1**.

**Table 1: TNCM Membership Composition**

Category	Constituency	Number of Members (a)	Membership Proportion (b)	Alternate Members (C)	Total Size (a+C)
Government /SA	Prime Minister's Office	1	6%	0	1
	Ministry of Finance and Planning	1	6%	0	1
	Ministry of Health Community Development, Gender, Elderly & Children	1	6%	0	1
	President's Office – Regional Administration and Local Government	1	6%	0	1
	TACAIDS	1	6%	0	1
<b>Subtotal - SA</b>		<b>5</b>	<b>28%</b>	<b>0</b>	<b>5</b>
DPs	Bilateral (PEPFAR and EU representation)	2	11%	0	2
	Multilateral (UNAIDS and WHO)	2	11%	0	2
<b>Sub total - DPs</b>		<b>4</b>	<b>22%</b>	<b>0</b>	<b>4</b>
NSA	PLHA	1	6%	1	2
	People Affected by Malaria	1	6%	1	2
	People Affected by TB	1	6%	1	2
	KVP	1	6%	1	2
	NGOs	1	6%	1	2
	Academia	1	6%	1	2
	FBOs	1	6%	1	2
	Private Sector	1	6%	1	2
Youth	1	6%	1	2	
<b>Subtotal - NSA</b>		<b>9</b>	<b>50%</b>	<b>9</b>	<b>18</b>
<b>Total Size</b>		<b>18</b>	<b>100%</b>	<b>9</b>	<b>27</b>

### 3.2.2 Nomination of TNCM Members

The following are the guidelines in nomination/election/selection of constituency representatives in line with good governance best-practices.

### **Government/SA Constituencies**

Government/ SA constituency shall select its representatives based on “position”. The holder of the “position” shall be a *defacto* representative of the Government MDA on the TNCM. The selected representative should be with decision making authority/at senior level management staff whereby, at the Ministry level it should be the Permanent Secretary (PS) while for the government departments and agencies representation should not be at a level not lower than the rank of the Director or equivalent. The Government/SA constituencies shall submit to the TNCM a letter duly nominating its representative to the TNCM.

### **DPs (Multilateral and Bilateral Constituencies)**

Representation from DPs should be at agency/ entity/ organisation level as such, there will be no alternate member for these constituencies. A representing member should be chosen from the designated agency/ entity/ organisation from each of the two DPs categories. A nominated member should be from Senior Management/ with decision making mandate as such, should not be at a level lower than the rank of Director or equivalent.

The election process shall be transparent, all-inclusive and fair. Minutes of electoral proceeding shall be submitted to the TNCM and duly filed by the Secretariat. Designated agencies for DPs are indicated below:

**Multilateral Constituency:** Nomination of the representative for this constituency shall be done from UNAIDS and WHO which have been chosen based on their significance in addressing the three diseases and overall improvement of health system in Tanzania.

**Bilateral Constituency:** Nomination of the representative to represent this constituency shall be done from PEPFAR and European Union (EU) which have been chosen based on their significance in addressing the three diseases and overall improvement of health system in Tanzania. The changes of agencies/ institutions/ programmes from which the bilateral representatives will be chosen for being TNCM members will be reviewed from time to time based on significance of contributions in addressing the three diseases and overall improvement of health system in Tanzania.

### **NSA (CS Constituencies)**

NSA (NGOs, PLHIV/Peoples affected by Malaria and TB, KVP, youth, academia, private sector and FBOs) constituencies shall elect their representatives by using a documented transparent, all-inclusive and fair process developed and agreed by their respective constituencies. Select documents providing reasonable evidence that a transparent election process was used include:

- Signed minutes of the election meeting submitted to TNCM and duly filed by the Secretariat;
- Letter from organisations participating in the election process explaining the process and criteria with signatures of members of the organisations that were present at the meeting;
- The document (or the relevant parts of election process) in which election of members is explained to have occurred;
- Membership lists from organisations participating in the election process with evidence of coverage.

Each TNCM member must advise the TNCM in writing of his/her current responsibilities for carrying out the role as the representative of the constituency. This will include the current list and addresses of organisations and individuals with whom members will be in regular contact to solicit advice and provide feedback. A copy of this membership and address list shall be provided to TNCM Secretariat for its records and filing.

### **3.2.3 Handling Election Disputes**

TNCM secretariat shall be responsible for overseeing constituency election process and handle all election disputes that may occur. In the event of a dispute within a constituency over an election, nomination or appointment process cannot be resolved by the constituency, TNCM shall appoint a Task Team to investigate the matter and make recommendation to the former on how to resolve the same.

### **3.2.4 Changes to TNCM Constituencies and Membership**

TNCM size and composition will be determined and maintained in order to ensure it is always representative, inclusive, and effective and efficient in decision making. Therefore, reviews to establish optimal size of the TNCM will be done on annual basis.

Changes to the composition, removal or replacement of constituencies shall be decided and approved by consensus, or by majority vote of the TNCM, if consensus cannot be reached. Majority vote shall be a two-thirds (2/3) majority of TNCM members present and voting at a meeting at which there is a quorum.

### **3.2.5 Rights of TNCM Members**

TNCM members rights includes to:

- vii. Be treated as equal partners with full rights of information, participation, expression and involvement in decision-making;
- viii. Be given reasonable notice of all TNCM meetings/ functions;
- ix. Participate in all TNCM meetings and functions and vote on any matters put to a vote;
- x. Contest for and nominate persons for TNCM positions for instance Vice-Chair, Committee member, and Task Team members;
- xi. Articulate and raise the concerns of their constituency to the TNCM;
- xii. Raise and express concerns regarding any potential COI inside the TNCM;
- xiii. Review all proposals/ funding requests/ COPS developed for submission to the Global Fund, PEPFAR and/ or other donors supporting the three diseases prior to any decision by the TNCM on the proposals/ funding request;
- xiv. Sign, or decline to sign, proposals developed for submission to the Global Fund, PEPFAR and / or other donors supporting the three diseases in Tanzania;
- xv. Have access to all information including financial and programmatic information/reports audit inputs, and procurement plan in relation to Global Fund, PEPFAR and / or other donors supporting the three diseases in Tanzania;
- xvi. Receive training and development on matters relating to TNCM business, including formal orientation for new members.

### **3.2.6 Responsibilities of TNCM Members**

TNCM members responsibilities includes to:

- i. Respect and adhere to provisions and procedures contained in the TNCM governance documents;
- ii. Adhere to guidelines of the Global Fund issued from time to time in respect of TNCM and their members;
- iii. Attend and participate in TNCM meetings in a timely and responsible manner;
- iv. Share relevant experiences and information at TNCM meetings;
- v. Support and adhere to decisions unanimously made by the TNCM;
- vi. Accurately and faithfully represent their constituencies in TNCM including collecting input and giving feedback to constituencies and TNCM regularly;
- vii. Participate in reviewing performance of grants such as through grant scorecards, Global Fund and PEPFAR Review Teams, site visits, or summary results with no COI;
- viii. TNCM designated members should, where appropriate, attend relevant meetings of other health coordination platforms, and facilitate information-sharing between these platforms and the TNCM.

### 3.2.7 Alternate Members of the TNCM

Each constituency except the Government/ SA and DPs constituencies shall nominate one (1) designated alternate member. Designated Alternate members will attend TNCM meetings and contribute on a regular basis but may not vote except in the absence of the official representative. Therefore, a ceiling of alternate members shall be limited to **nine (9)** commensurate to the number of constituencies in the NSA. Alternate members for NSA constituencies shall be from a different organisation from that of the TNCM member.

Alternate members shall be included in all regular communications and receive copies of all TNCM official documents including minutes of all TNCM meetings. No member shall be represented by more than one vote on any issue.

### 3.2.8 Ex-officio Members

TNCM shall have the following Ex-officio members:

- i. The TNCM Secretariat;
- ii. Representative of PRs;
- iii. Programme Managers for HIV/AIDS, TB, Malaria and Health System Strengthening, and PEPFAR and Global Fund Coordinators; and
- iv. LFA.

Ex-officio representatives shall contribute to discussions of TNCM meetings and provide required and necessary information to support TNCM function but shall have no voting rights on TNCM matters.

### 3.2.9 Observer Status

The rationale for allowing observers is to improve transparency and facilitate additional inputs to promote the oversight on the implementation of the Global Fund, PEPFAR grants/ or and other donors supporting the three diseases in Tanzania.

Interested individuals shall inform TNCM Secretariat three (3) days in advance on the intention or expressed interest to attend a regular or extraordinary TNCM meeting.

TNCM may upon written request, authorise Observers to attend the TNCM meetings. Observers shall attend upon the invitation or prior notification and consent/approval of the TNCM Chair for one-off requests or upon the TNCM members meeting approval (if requesting for Regular Observer Status at the TNCM meetings). Regular Observer Status arrangements shall be reviewed by the TNCM from time to time when deemed necessary.

TNCM may also invite other relevant resource persons to attend the TNCM meeting. Observers and invitees shall not speak at the meetings unless invited by the TNCM Chair to do so.

### 3.2.10 Term of Office of TNCM Members

Members of the TNCM shall hold office for a period of three calendar years except for the Government and DP representatives whose positions are “*de facto*”. At the expiry of three years, constituencies shall renew membership. Where election cannot be undertaken, a constituency shall forward reconfirmation letter extending his/ her another term. Membership renewal shall be limited to one term only.

TNCM shall apply the ‘staggered terms of membership’ in order to avoid all members joining the TNCM at the same time therefore all others leaving the TNCM at the same time, thereby losing institutional memory of the TNCM during the ‘learning curve’ period inherent with new membership. The staggered terms for each constituency shall be decided on by the TNCM.

### 3.2.11 Resignation, Revocation, or Replacement of a TNCM Member

TNCM members shall commit to a minimum period of three years, except as described above, but may resign their membership for serious professional or personal reasons. Resignations must be submitted in writing to the TNCM Chair and recorded in the minutes of the next full meeting of the TNCM.

TNCM members will be asked to resign and the constituency to engage in a fair process to replace the member, if the member is unable to attend three (3) consecutive meetings of the TNCM without prior communication and ensuring

attendance by their alternate. The TNCM may decide by consensus or by majority vote of the TNCM if consensus cannot be reached, to revoke a TNCM member for gross misconduct, and request the constituency to select / elect a replacement.

With respect to government/SA and DPs representatives who are TNCM members, changes in office holders of selected government/DPs constituencies will result automatically in the replacement of the former member.

If there is any need to replace any of the TNCM members for any reason it should be communicated in writing to the TNCM Management Committee, who will inform the TNCM of the changes.

For all other constituencies, resignation, revocation, or departure of a TNCM member will require election of a new representative by the constituency members within thirty (30) days from when the membership position was officially declared by TNCM vacant.

## 4. TNCM Officials and Terms of Office

The TNCM shall have a chair and a vice chair.

### 4.1 TNCM Chair

The TNCM Chair will be the Permanent Secretary of the Office of the Prime Minister and shall be a “*de facto*” position as such, term of office does not apply to the TNCM Chair.

#### 4.1.1 TNCM Chair Responsibilities

The TNCM Chair shall have the following responsibilities:

- Call the TNCM meetings, and start and conclude each meeting promptly;
- Introduce each agenda item and clarify the primary issues;
- Sign the TNCM minutes;
- Lead negotiations on key issues or conflicts of interest whenever they arise;
- Identify problems and/or action items that need to be addressed and lead discussion on how to resolve them;
- Delegate, as necessary, to TNCM committees any responsibilities within the committees’ ToR;
- As necessary, establish temporary committees and task teams to address pressing issues or problems inappropriate to the TNCM Secretariat;
- Assign to the TNCM Secretariat tasks and responsibilities as required;
- Make the final decision or vote, in the event of a deadlock or tie on an issue;
- Inform the Vice-Chair of absences and brief the Vice-Chair on the Chair’s views and/or matters to be raised at meetings and events to be chaired by the Vice-Chair;
- Participate in other health-related coordination platforms, promote the interests of the TNCM, and facilitate information-sharing between these platforms and the TNCM.

### 4.2 TNCM Vice-Chair

The TNCM Vice-Chair shall be selected/ elected among the NSA constituencies in order to ensure a balanced representation in the TNCM affairs between SA and NSA.

#### 4.2.1 TNCM Vice-Chair Responsibilities

The Vice-Chair shall have the following responsibilities:

- Chair TNCM meetings and represent the TNCM in absence of the Chair;
- Chair the TNCM Management Committee and represent the Management Committee in the oversight of the Secretariat, in collaboration with the PMO as previously described;
- Liaise with the Secretariat and/or committees and task teams on issues requiring urgent attention;
- Oversee the functioning of TNCM task teams;
- Participate in other health-related coordination platforms, promote the interests of the TNCM, and facilitate information-sharing between these platforms and the TNCM.

#### 4.2.2 Election and Term of Office of the TNCM Vice-Chair

##### Election Process

The TNCM shall elect one Vice-Chair. Election of the Vice-Chair shall take place by a secret ballot during a TNCM meeting. Quorum for election of TNCM Vice-Chair shall be two-thirds (2/3) of appointed members.

TNCM members shall propose and elect TNCM members from NSA constituencies for this position to ensure balance of key officials and NSA representation. A formal vote will be conducted to select the TNCM Vice-Chair. The TNCM Vice-Chair shall be elected through a two-round process.

Vice Chair election shall be overseen by an Election Committee that will be comprised of three (3) members chosen by majority vote by the TNCM members. Election Committee members shall not be allowed to contest for the Vice-Chair position.

### **Voting Process**

**Round One Voting:** The first round shall consist the following steps;

- i. All TNCM members are entitled to vote for a candidate by means of a secret ballot;
- ii. Each TNCM member is entitled to vote for only one candidate;
- iii. Ballot papers shall be placed in a ballot box and the Election Committee, witnessed by one member from each constituency, shall open, read, and count the results of the first round, and announce the three candidates with the highest votes;
- iv. If there are less than three candidates, the Election Committee shall announce the number of votes received by each candidate;
- v. If there is only one candidate, the Election Committee shall declare the candidate elected, subject to satisfaction of the requirements of the TNCM policy on COI and his/her commitment to avoid, prevent, and address any COI in discharge of his/her duties as TNCM Vice-Chair.

**Round Two Voting:** The second round shall consist the following steps.

- i. Each candidate shall declare his/her commitment to avoid, prevent, and address any COI in discharge of his/her duties as TNCM Vice-Chair, and in accordance with the TNCM policy on COI;
- ii. All TNCM members shall vote for one of the three candidates from round two (2) by secret ballot, which shall be placed in the ballot box;
- iii. The Election Committee, witnessed by one member from each constituency, shall open, read aloud, record and count the number of votes for each candidate from the second round of voting;
- iv. The Election Committee shall announce the results of the election;
- v. The candidate receiving the highest number of votes from the second round of elections shall be declared by the Election Committee to be the new TNCM Vice-Chair.

The election of the Vice-Chair shall be recorded in the minutes of the TNCM meeting.

### **4.2.3 Term of Office and Removal from Office**

#### **4.2.3.1 Vice Chair Term of Office**

The elected Vice-Chair shall hold office for a period of three calendar years. The term of office of the Vice-Chair can be renewed for a maximum of one (1) of the other term of three years.

#### **4.2.3.1 Removal from Office**

The post of the TNCM **Vice-Chair** may be declared vacant in the following circumstances:

- i. TNCM Vice Chair voluntary resignation prior to the completion of his/her term of office;
- ii. Formal withdrawal by the representing organisation as its representative;
- iii. Removed from office prior to the end of his/her tenure on a vote of two-thirds (2/3) majority of TNCM members;
- iv. Absence from three consecutive TNCM meetings without notice;
- v. Death or incapacitation.

If the position of the Vice-Chair is declared vacant, TNCM should be notified and the matter shall be minuted and then after election to replace the Vice Chair should be arranged. Election must be held within thirty (30) days for the Vice-Chair to serve out the remainder of the term of office of the previous Vice Chair.

## **5. TNCM Meetings**

### **5.1 Meetings**

The TNCM Secretariat shall draw up a schedule of its regular meetings, which should be held at least once a quarter. The annual schedule will be determined in advance for the year and circulated to all relevant stakeholders. Extraordinary meetings will be called by the Chair of TNCM, as needed. Regular and extraordinary meetings will be attended by regular TNCM members or their alternates in a member's place. Observers, resource persons and guests may attend meetings.

The Chair shall call the regular and extraordinary meetings, especially regarding visits and/or communication from the Global Fund and PEPFAR representatives and external consultants. With the agreement of two-thirds (2/3) of the TNCM membership, extraordinary meetings may be called when the need arises. Any TNCM member can initiate an extraordinary meeting if he/she obtains a support of the two-third (2/3) majority of the TNCM members.

### **5.2 TNCM Meetings Code of Conduct**

- i. The TNCM meetings shall be held in English/ or and Kiswahili languages;
- ii. TNCM meetings shall have an agenda and no new agenda item shall be introduced during sessions;
- iii. Agenda should have standard order however, in preparing agendas, the most urgent matters should be discussed first. The TNCM Chair may, at the meeting, change the order of items on the agenda so that the most urgent/ or and pressing items are discussed first;
- iv. Diverting of TNCM discussions to other hidden agendas shall not be accepted. The TNCM Chair shall discourage this endeavour such that TNCM meetings are focused and effective;
- v. Every TNCM member has a right to understand the meaning of any question being debated and the effect a decision may have. A member always has the right to request more information regarding any motion he or she does not understand;
- vi. All committee members should be present to start the meeting at the scheduled time;
- vii. Start of TNCM meetings should not be deferred for a period in excess of 15 minutes;
- viii. TNCM Substantive Members shall sit in the front rows of a meeting place and their Alternates and other non-TNCM members sit in back rows. If the Substantive Member is not going to attend the meeting or must leave before the end of the meeting, the Alternate shall sit in the front row, to occupy the seat allocated to their constituency;
- ix. TNCM member shall present their contributions in short packages so that other members can also be given a chance to speak;
- x. TNCM members tending to dominate discussions and submissions shall be discouraged by the TNCM Chair. Domination of a meeting by a member shall be avoided;
- xi. Everyone's opinion matters and must be respected. They shall therefore be given a chance to express their views without hindrance;
- xii. While a majority vote decides an issue, the rights of minority views must be protected by ensuring all members have the right to be heard and the right to oppose a motion;
- xiii. Standard meetings should be undertaken for two (2) hours. Therefore, only in exceptional circumstances should meetings last for more than four (4) hours.

### **5.3 Notification of Meetings and Agenda Communication**

Provided that the TNCM prepares an annual calendar of the TNCM meetings, then TNCM Secretariat shall issue notice

of a TNCM meeting two (2) weeks prior to the date of the meeting. The notification should include agenda and meeting materials/ papers in order to provide members with enough time to read the material thoroughly and prepare for the meeting.

#### **5.4 Communications of Meeting Agenda and Decisions**

Draft agendas will be developed and distributed to TNCM members and stakeholders two weeks in advance of scheduled meetings and may include items submitted by members for discussion. Such requests will be considered by the Management Committee, which will decide on their inclusion. The TNCM Secretariat should propose a standard format for TNCM meeting agenda to the Management Committee for the approval on behalf of the TNCM.

Agenda should be finalised with the Chair's approval very well in advance (five (5) working days prior to the date of the meeting), and that agenda and meeting materials/ papers are distributed to members with enough time to read the material thoroughly and prepare for the meeting.

All official decisions of the TNCM will be announced by the Chair or delegated person. All official communications to regular TNCM members, and to national and international organisations will be managed by the Secretariat. Official records of minutes from TNCM meetings will be available to the public on the TNCM website.

#### **5.5 Quorum**

The quorum at a TNCM meeting shall be fifty per cent plus one (50%+1) of all registered TNCM members. In cases where an alternate member is substituting for a registered member, he/she will be deemed a registered member for quorum purposes. If there is no quorum, the meeting will be postponed until the next feasible date.

#### **5.6 Chairing of Meetings**

Meetings shall normally be chaired by the TNCM Chair or Vice Chair. In the unlikely event that both the Chair and Vice Chair are absent, the members constituting a quorum shall elect a Chair from among themselves for that meeting.

#### **5.7 Decisions in the TNCM Meetings**

TNCM decisions shall, as far as practicable, always be by consensus. In the event that consensus is not reached, a decision shall be based on simple majority and dissenters will be welcome to state their position in writing. In cases of a tie, the Chair shall cast the breaking vote. All decisions will be reflected in the minutes with dissenting opinions noted.

A log of all decisions will be kept, that will be maintained by the Secretariat along with printed copies of the meeting agendas, circulated materials, and the official proceedings from each TNCM meeting, signed by the Chair and the TNCM Executive Secretary.

#### **5.8 Minutes of Meetings**

- i. Meeting minutes shall be complete and include all substantive discussions and decisions made by the TNCM;
- ii. Members should have the right to review draft meeting minutes before they are approved. The approval of minutes will be undertaken at the next TNCM meeting, however, where TNCM meet infrequently, other approval processes may be agreed upon.
- iii. Minutes shall be circulated electronically within fifteen (15) working days of the TNCM meeting.

## 6. Management, Oversight and Resource Mobilisation

### 6.1 Management

Overall management of TNCM affairs shall be vested to the management committee.

#### 6.1.1 Management Committee

The TNCM shall form a Management Committee comprising the TNCM Vice-Chair and up to six (6) TNCM members. The committee shall be chaired by the TNCM Vice-Chair.

The functions of the Management Committee shall be determined by the ToR of this Committee which is appended to this Governance Manual as Annex 1.

### 6.2 Oversight

Oversight is a key function of governance. It ensures that activities are implemented as planned by providing strategic direction to PRs, ensuring policies and procedures are met, instituting financial controls including independent audits, and ensuring that key recommendations of the TNCM are implemented. Oversight in the TNCM context is distinguished from monitoring in that, oversight does not focus on the day-to-day details of grant implementation, but ensures that performance-based funding is on track.

While monitoring entails tracking of the key elements of program/ project performance, usually inputs and outputs, through record-keeping, regular reporting, and surveillance systems, the overarching principle of oversight hinges at ensuring both financial and human resources are efficiently and effectively used.

#### 6.2.1 Oversight Principles

TNCM shall follow the following oversight principles:

- i. TNCM shall ensure that, a wide range of stakeholders, not only TNCM members participate in the oversight process;
- ii. TNCM shall ensure strategic oversight in the entire grant cycle which spans from; proposal development; grant making; grant start up; grant implementation to grant closure;
- iii. TNCM oversight shall focus on “big picture” of understanding how effectively the grants are implemented, and overall progress of implementation to avoid micromanaging the implementers by being bogged down into routine implementation issues;
- iv. TNCM oversight shall aim at supporting the Global Fund and PEPFAR implementers to ensure the grants are used properly and effectively, and the schedule of activities are implemented in a timely and effective manner. In so doing TNCM shall be able to answer the following questions:
  - a. Where is the Money?
  - b. Where are the drugs/medicines, pharmaceutical products and commodities?
  - c. Are implementers/sub recipients receiving the funds?
  - d. Where are the results?
  - e. Are accurate reports made and submitted in time?
  - f. Where are the risks and bottlenecks to grant implementation?
- v. TNCM shall ensure oversight in the following functional areas; financial, management, programmatic and procurement and supply chain, reporting, results, implementation of key risks mitigation factors, impact and sustainability. In doing so it should undertake the following activities:
  - a. Gather and review information;

- b. Discuss, analyse and triangulate information to identify bottlenecks and solutions;
  - c. Take action to resolve problems and bottlenecks; and
  - d. Report on results.
- vi. The TNCM shall develop and implement an oversight plan which amongst others shall include functional areas outlined above;
- vii. TNCM oversight plan shall be revised on annual basis;
- viii. TNCM oversight shall focus on issues (issue based), whereby various implementation risks and bottlenecks shall be proactively identified and resolved;
- ix. TNCM shall ensure that effective oversight is carried out for each TNCM initiated project financed by the Global Fund, PEPFAR/ or and other donors.

### **6.2.2 Oversight Committee**

In order to ensure the most effective and efficient possible oversight of programs financed by the Global Fund, PEPFAR/ or and other donors, and their related processes, the TNCM shall establish the Oversight Committee.

The oversight committee does not have decision making powers; its mandate is to in consultation with the PRs, CS, and beneficiaries, identify challenges that affect grant performance and make proposal/ recommendations to the full TNCM which makes decisions which the relevant implementer must implement. On the other hand, the oversight committee through the secretariat shall report on implementation status of TNCM decisions in subsequent TNCM meetings.

The following provisions are critical to the TNCM Oversight Committee:

- i. Oversight Committee composition should be determined by skills however, its ceiling should be limited to not more than eight (8) members;
- ii. Oversight Committee members must amongst others have the following core skills and experience/ attributes;
  - a. Disease specific expertise specifically for HIV, TB and malaria,
  - b. Programme management,
  - c. Procurement and supply chain management specifically for the health products and health sector,
  - d. Financial management and health financing,
  - e. RSSH, and
  - f. Human rights and gender.
- iii. Members should be obtained through technical selection based on the skills and knowledge listed above;
- iv. Individuals who are employed by a PR, a sub-recipient, a sub-sub-recipient, or who otherwise have a COI within the terms of the TNCM COI Policy are ineligible for membership of the Oversight Committee;
- v. TNCM membership is not a prerequisite for appointment to the Oversight Committee, except if the member has necessary competency and skills listed above, and have no any potential or perceived COI as per the TNCM COI Policy;
- vi. The Chair of the Oversight Committee shall be a member of the oversight committee and will be elected by the Oversight members and endorsed by the majority vote of TNCM members;
- vii. Terms of office shall be three years with a limit of renewal once for the other term of three years;
- viii. Skills may be sourced outside TNCM (co-opted), if the same is not available amongst members.

The functions of the Oversight Committee shall be determined by the ToR of this Committee which is appended to this Governance Manual as Annex 2.

### **6.3 Programme and Resource Mobilisation (PRM)**

PRM is of paramount importance to any organisation/ entity because the same contributes to continuity and sustainability of planned actions/ interventions. At the TNCM a specific committee shall be established to undertake this role.

#### **6.3.1 Programme and Resource Mobilisation Committee**

The Program and Resource Mobilisation Committee shall lead, facilitate and provide direction on resource mobilisation for instance fund requests from the Global Fund and PEPFAR grants and the alignment of two grants with other financing mechanisms in the country for HIV/AIDS, TB and Malaria, RSSH and reprogramming of the grants whenever necessary.

This committee shall also be responsible for discussions on co-financing of Global Fund, PEPFAR and donors supported activities and for monitoring and overseeing co-financing implementation.

#### **6.3.2 Programme and Resource Mobilisation Principals**

The following provisions are critical to the TNCM Programme and Resource Mobilisation Committee:

- i. Programme and Resource Mobilisation Committee shall be comprised with a maximum of three (3) members;
- ii. Programme and Resource Mobilisation Committee members must amongst others have the following core skills and experience/ attributes;
  - a. Resource mobilisation;
  - b. Advocacy, communication, information and networking skills;
  - c. Financial management and health financing.
- iii. Members should be obtained through technical selection based on the skills and knowledge listed above;
- iv. Individuals who are employed by a PR, a SR, a SSR, or who otherwise have a COI within the terms of the TNCM COI Policy are ineligible for membership of this Committee.
- v. TNCM membership is not a prerequisite for appointment to this Committee, except if the member has necessary competency and skills listed above, and have no any potential or perceived COI as per the TNCM COI Policy;
- vi. The chair of the Programme and Resource Mobilisation Committee will be a member of the TNCM or a person agreed upon by the TNCM;
- vii. Terms of office shall be three years with a limit of renewal once for the other term of three years;
- viii. Skills may be sourced outside TNCM (co-opted), if the same is not available amongst members;
- ix. TNCM shall design, develop and implement the resource mobilisation plan.
- x. The resource mobilisation plan shall be reviewed on annual basis.

The functions of the Programme and Resource Committee shall be determined by the ToR of this Committee which is appended to this Governance Manual as Annex 3.

## 7. TNCM Secretariat

### 7.1 Rationale

TNCM shall establish a secretariat to coordinate and execute day to day activities as delegated by the Management Committee. The Secretariat shall be headed by a TNCM Executive Secretary and assisted by appropriate staff to be determined by the TNCM Management Committee. The Executive Secretary reports to the TNCM chair through the Vice chair and chair of the Management Committee.

The TNCM Secretariat is the primary point of communication for the TNCM, and shall receive and allocate communications received for consideration and action under the direction of the Management Committee. TNCM Executive Secretary and other secretariat staff attends TNCM meetings but are not voting members.

### 7.2 Roles and Responsibilities

The Secretariat shall have the following responsibilities:

#### 1. Supporting TNCM organisation and management:

- i. Making arrangements for TNCM meetings, including preparation and distribution of the agenda, and issuing of meeting notices;
- ii. Establishing and updating of the TNCM framework documents and committee/ task teams ToRs;
- iii. Facilitating selection/ election and appointment of TNCM members from constituencies;
- iv. Facilitating processes for election of TNCM Officer (Vice Chair);
- v. Facilitating appointment of TNCM and non-TNCM members to committees and task teams in accordance with approved ToRs;
- vi. Facilitating creation of expert pools/ task teams to support specific TNCM activities;
- vii. Coordinating TNCM members orientation and capacity building activities;
- viii. Facilitating TNCM regular eligibility and performance self-assessment as outlined in section 10 of this manual.

#### 2. Supporting harmonisation:

- i. Assisting the Programme and Resource Mobilisation Committee in liaising with national and non-government agencies and DPs to ensure Global Fund and PEPFAR activities are developed and implemented in close alignment with other efforts and to ensure that information for robust gap analysis is available;
- ii. Providing information to support harmonisation endeavours and the inclusion of Global Fund and PEPFAR activities in national results;
- iii. Identifying and investigating opportunities for resource mobilisation to support TNCM activities. TNCM Secretariat shall support the Resource Mobilisation Committee to develop and implement the annual resource mobilisation plan.

#### 3. Supporting proposal development:

- i. Providing administrative support to the proposal development task teams/ the resource mobilisation committee;
- ii. Accessing and providing to the task team/Committee members relevant Global Fund, PEPFAR/ or other donors guidelines for proposal development;
- iii. Facilitating a transparent PR selection process through calls for expression of interest and transparent

- review and assessment of such;
- iv. Facilitating SRs selection in consultation with nominated PRs;
- v. Establishing and maintaining a consultant/technical assistance roster including support from DPs to facilitate proposal writing process;
- vi. Providing communication support for submission of proposals for TNCM approval, for submission of endorsed proposals to the Global Fund and S/GAC, and for timely responses by the TNCM to questions and comments regarding the proposals/ COPs.

**4. Supporting oversight of grant implementation:**

- i. Providing administrative support to the Oversight Committee;
- ii. Collection of relevant information on in-country grant performance from PRs, the Global Fund, PEPFAR and other information sources;
- iii. Undertaking preliminary analysis of programmatic and financial information on the Global Fund and PEPFAR grants performance;
- iv. Synthesising or repackaging Global Fund and PEPFAR performance information to support identification by Oversight Committee members of key issues, trends and elements requiring TNCM intervention;
- v. Coordinating TNCM oversight site visits;
- vi. Facilitating reporting by the Oversight Committee to the TNCM on the Global Fund and PEPFAR grant performance, and communication and implementation of TNC decisions on oversight.

**5. Supporting documentation and communication:**

- i. Maintaining and archiving all records of the TNCM, its committees and working parties, including minutes and correspondence arising from decisions and deliberations of the TNCM and its committees;
- ii. Maintaining and archiving all documentation regarding selection / election and appointment of TNCM members from constituencies;
- iii. Maintaining and archiving all communication by the TNCM regarding development of proposals including details of consultants used in proposal development;
- iv. Maintaining and archiving all documentation regarding calls for expressions of interest in PRs roles and other implementation partners and selection thereof;
- v. Maintaining and archiving all financial records of the TNCM and its activities;
- vi. Providing advice on availability of, and, where appropriate, repackaging information on Global Fund and PEPFAR rules, regulations and guidelines and in-country program activities and performance for TNCM members and development partners;
- vii. Facilitating effective communication and constituency engagement as outlined in section 9 of this manual;
- viii. Maintaining and archiving all communications between the TNCM and other health coordination platforms;
- ix. Undertake any other duties delegated by the TNCM Chair and/or Management Committee.

## **8. PRs, SRs and LFA Roles to TNCM**

### **8.1 PRs and SRs**

The PR is an entity with whom the grant agreement is signed, and is therefore legally responsible for the execution of the contract with the Global Fund. The agreement outlines the program details such as the goals, objectives, beneficiaries, strategies, planned activities, targets and the budget. These details are determined by the TNCM working closely with all stakeholders during the concept note development stage, and are submitted to the Global Fund for approval and funding.

SRs and SSRs are responsible for direct implementation of the grants. Each SR has a contractual relationship with a principal recipient (PR), and it is obligated to deliver on specific targets of the programme. SRs submit activity and financial reports on their grants to their PR, based on their work plan and on monitoring guidelines provided by the PR.

#### **PR Roles and Responsibilities**

The PR is responsible for the performance of their SRs, based on a written grant agreement, and is responsible for any of their actions or omissions. The Global Fund requires the PR to submit periodic and annual progress reports on both the programmatic and financial performance of the grant and at the same time make a disbursement request.

The TNCM on its part must oversee the grant management in the URT to ensure resources are properly used and accounted and that grant programme results are being achieved.

PRs have the following obligations to the TNCM:

- i. Periodically submitting report to the TNCM;
- ii. Providing data to the TNCM on specific issues on request; and
- iii. Cooperating with the TNCM to prepare and carry out oversight visits.

### **8.2 LFA**

LFA has a critical role to play in TNCM as it provides independent and objective advice to the Global Fund. The LFA has no direct role in TNCM mandate however, it plays an important role in the grant oversight whereby, it verifies and triangulates data on behalf of the Global Fund; and monitors risk. Each PR reports to the Global Fund through the LFA whereby, after discussions with the PR, the LFA reports its findings to the Global Fund.

Therefore, TNCM obtains information relevant to grant oversight from the PR. The TNCM may also arrange to be present during the PR meetings with the LFA.

## 9. TNCM Communication, Constituency Engagement and Linkages

Communication, engagement and linkage are of paramount importance in ensuring a functional and efficient TNCM. To ensure this is realised TNCM shall prepare and implement the Communication, Engagement and Linkage Plan. The plan shall be reviewed on annual basis. The plan shall include various communication, engagement and linkage strategies and action plans. The plan shall also include budget for three components. Implementation of the Communication, Engagement and Linkage plan shall be overseen by the Management Committee.

### 9.1 Communication

In order to ensure effectiveness in transparency and accountability principles, TNCM shall maintain open communication channels to facilitate the sharing of information with stakeholders including the general public. The TNCM shall use various communication strategies to reach its stakeholders including the following:

- i. Establishing a TNCM website have a platform where key information pertaining to Global Fund and PEPFAR grants /or and other programme activities in Tanzania is made available;
- ii. Preparation of reports/briefs or press releases informing stakeholders of developments related to the Global Fund and PEPFAR grants and/ or programmes in URT;
- iii. Access to Annual Reports demonstrating grant and performance through various media;
- iv. Develop and implement a communication plan/ strategy that will be reviewed at least once per annum;
- v. Avail the full list of TNCM members with their contact information and their respective constituencies.

### 9.2 Constituency Engagement and Internal Linkages

Regular and meaningful engagement with constituencies aimed at ensuring dissemination of relevant, timely information about Global Fund and PEPFAR funding opportunities, role of constituencies, and obtaining input and providing feedback to constituencies is a of paramount importance in line with good governance principles. Effective constituency engagement is vital due to the following reasons:

- Leads to improved influence of constituencies in various aspects spanning from proposal/COP preparation, shaping programme implementation, and programme oversight;
- Improved value contributions of constituency representatives in running the TNCM;
- Improved representation of constituencies priorities and accountability;
- Simplify identification of strategic issues/ agenda from various constituencies.

The following are select TNCM constituency engagement principles:

- i. TNCM shall develop and implement an engagement / strategy that will be reviewed at least once per annum;
- ii. TNCM constituency representatives shall engage their constituencies regularly to obtain input from and provide feedback to constituencies (at least on quarterly basis);
- iii. TNCM shall share the minutes indicating proceedings of the engagement activities at least once in each quarter;
- iv. TNCM constituencies shall prepare and implement the annual engagement plan for their respective

- constituencies. The constituencies engagement plans shall be revised/ up dated on annual basis (the template for the same may be developed by TNCM and harmonised across all constituencies to reduce/ eliminate inconsistencies);
- v. The TNCM shall ensure that annual constituency engagement plan developed by constituencies includes a work plan and budget for each respective constituency and submitted to the TNCM. The work plan should indicate clearly the feedback mechanisms for instance meetings;
  - vi. Each constituency representative shall submit his/ her ToR as a representative of the constituency signed with the constituency;
  - vii. The TNCM shall implement a constituency score-card as a tool for accountability to constituencies and shall train its members and alternates on its use.

### **9.3 External Linkages and Relationships**

The TNCM shall promote linkages and consistency between Global Fund, PEPFAR and donors supported activities in the URT and the country's national development strategies; national disease strategies; national systems for monitoring, financial management and procurement; and national efforts to increase the harmonisation, coordination and effectiveness of domestic/ external assistance.

To ensure linkages and consistency between Global Fund, PEPFAR grants and other development assistance programs in support of national priorities, the TNCM shall prepare and implement the linkage plan/ strategy, including a roadmap to facilitate implementation and monitoring of linkages activities. The linkage plan/strategy shall be reviewed on an annual basis.

The linkage implementation plan/strategy shall amongst other things include the following:

- i. Detailed mapping of the potential entities/ to be linked with. This should address the question "With whom should TNCM engage/ link?"
- ii. Potential areas to collaborate and its respective detailed synergies. This should answer the question "What aspects/ components/ areas do you want to engage and link on?";
- iii. Linkage methodology and mechanisms. This should address the question "How should the actual linkage and engagement be undertaken?"; and
- iv. Mechanisms to ensure effective linkage. This should answer the question "What are the specific methods that will be used in undertaking linkage?"
- v. Roadmap to outline the key steps in implementation of linkages activities. This will address the question "How will implementation of linkages activities be monitored?"

The TNCM shall periodically review the TNCM scope and mandate, and explore options for revising the scope and mandate to ensure continued linkages and consistency between Global Fund and PEPFAR supported programmes and other health and development programmes, both nationally and in the region.

## 10. TNCM Performance

The TNCM shall conduct a review of its own performance annually. The Management Committee, supported by the Secretariat, will produce an annual TNCM performance report, and hold a TNCM and stakeholders' review meeting at the end of each year. TNCM shall organise annual retreats in order to receive annual reports from implementers/ PRS, the TNCM committees and review overall performance of the TNCM.

The TNCM Secretariat should distribute the Eligibility and Performance Assessment (EPA) tools to all TNCM members on a schedule determined by agreement among all TNCM members.

The TNCM Secretariat shall have the following responsibilities in the EPA process:

- i. Preparing and distributing EPA documents to all TNCM members;
- ii. Assisting TNCM members to obtain and review documents needed to perform the assessment;
- iii. Analysing the outcome of the self-assessment and providing the analysis to the TNCM Chair, Vice-Chair, and TNCM members and alternates;
- iv. Documenting corrective actions and recommendations offered by TNCM members to address shortcomings in the self-assessment and developing improvement plan;
- v. Present the improvement plan to the TNCM members for approval and updating the online EPA documentation.

## 11. Conflict of Interest (COI)

### 11.1 Rationale

In the context of TNCM, COI, may arise whenever TNCM members participate in discussions in which, they have a personal interest/ in which the organisation they present has an interest. Therefore, it is important for TNCM to effectively manage COI because even just the perception of COI can damage the credibility and reputation of a TCM and the programmes that it oversees.

In order to avoid COI in the decision-making processes of the TNCM, each member shall, at their first meeting every calendar year, be requested to advise the TNCM by signing a COI declaration, with a corresponding record in its Minutes Book, of any potential financial, technical or administrative personal interest that can influence member's contributions or decisions within the TNCM or its committees. Each member shall similarly promise that, should such potential or real conflict arise at any time throughout the year, he/ she would inform the TNCM at the earliest possible opportunity. In addition, members shall be asked at each meeting to sign a COI declaration relating to the agenda items for that meeting.

### 11.2 COI Policy

TNCM shall develop and publish a COI policy for managing COI which amongst others, shall include the following:

- i. Clear definitions of what constitutes COI in the context of the TNCM;
- ii. A description of the process by which COI will be identified for instance through requiring TNCM members to sign an annual COI declaration form and the COI form prior TNCM meetings;
- iii. A description of how COI situations are being mitigated, especially with respect to core functions such as proposal/ COP development, PR nomination and grants oversight;
- iv. A description of how COI situations will be handled where TNCM members fail to disclose a COI (arbitration mechanism);
- v. A requirement that, the TNCM minutes document conflicts of interest that arise as well as actions taken to

mitigate the conflicts; and

- vi. A requirement that, the TNCM periodically review how well its COI policy is working.

TNCM COI shall be appended to this manual.

## **12. Code of Ethical Conduct and Other Policies/ Guidelines**

The TNCM shall adhere to and endeavour to operationalise the COI policy, Code of Ethical Conduct for TNCM Members, Policy to Combat Fraud and Corruption; and other related policies, guidelines and Codes of Practice. These documents will be availed to TNCM Members, Ex-Officios and Observers as annexes to the TNCM Governance Manual.

The Code of Ethical Conduct shall include specific provision relating to; duty of care, accountability, integrity, dignity and respect, and mechanism to report any potential ethical misconduct.

## **13. Amendment**

The TNCM may amend this Governance Manual as may be necessary from time to time. A proposal for amendment will be entered into the agenda of a TNCM meeting. Decisions to amend the governance manual require a two-thirds (2/3) vote which will be held in a secret ballot, unless the TNCM decides to adopt the changes by consensus.

## Annex 1: TNCM Management Committee TOR

### 1. Rationale

The TNCM Management Committee establishment is aimed at coordinating and directing the activities of the TNCM Secretariat for supporting and coordinating temporary task teams of the TNCM, and attending to routine or urgent communications for which calling TNCM meetings is not warranted or feasible. Areas of responsibility of the Management Committee will be decided or assigned by the TNCM, but in general, the decision-making authority that may be delegated by the TNCM to the Management Committee will be limited to routine administrative matters.

### 2. Membership

The TNCM Management Committee shall comprise the TNCM Vice-Chair and up to six other members on the TNCM as determined by the TNCM.

Committee members will be asked to resign and the TNCM to engage in a fair process to replace the member, if the member is unable to attend three (3) consecutive meetings of the committee without prior approval of the committee chair (for example, during times of extended leave or travel).

### 3. Meeting Frequency

The TNCM Management Committee shall meet monthly or at such frequency as the Committee determines necessary to fulfil its functions.

### 4. Roles and Responsibilities of Management Committee

Management committee roles and responsibilities include to:

- i. Provide direction and supervision to the TNCM Secretariat in all its functions, recruit Secretariat staff and monitor performance of the Secretariat and make recommendations to the TNCM on opportunities to improve TNCM Secretariat functions where necessary;
- ii. Develop ToR for the TNCM Executive Secretary and other Secretariat staff.
- iii. Coordinate communication on behalf of the TNCM with the Global Fund, the URT Government, DPs, CS groups, PRs and other grant implementing agencies;
- iv. Coordinate and provide support to working parties and ad hoc task teams of the TNCM;
- v. Make recommendations and facilitate decision making on matters arising in between TNCM meetings;
- vi. Attend to urgent communications for which calling TNCM meetings are not warranted or feasible;
- vii. Plan and oversee activities to strengthen the capacity of TNCM members, including orientation of new members;
- viii. Manage implementation of the TNCM Code of Conduct and COI Policies.
- ix. Coordinate communication with other health-related coordination platforms;
- x. Take a lead role in periodically reviewing the TNCM scope and mandate, and exploring options for revising the scope and mandate to ensure continued linkages and consistency between Global Fund, PEPFAR-supported programmes and other health and development programmes, both nationally and in the region. Report back to the TNCM on such reviews, including recommendations for options;
- xi. Address any other matters referred to it by the TNCM, reporting back to the TNCM on any decisions made.

## Annex 2: TNCM Oversight Committee TOR

### 1. Rationale

To fulfil its oversight function, the TNCM shall establish an Oversight Committee to answer the general key oversight questions covering financial, procurement management, and programmatic aspects of each grant.

### 2. Responsibilities of the Oversight Committee

The main function of the TNCM's Oversight Committee shall be to support the full TNCM in overseeing each grant. Oversight Committee members shall not have any real or perceived COI and should void the same.

The Oversight Committee shall be responsible for providing oversight to existing Global Fund, PEPFAR and other grants in Tanzania focused at addressing the three diseases in four thematic areas:

- **Financial management:** Assuring appropriate, timely, and effective use of funding from the Global Fund, PEPFAR and other donors as appropriate including assessment and tracking of grant absorption rates of key expenditure items and grants; efficiency and effectiveness of funds flow arrangements for all grants; how do the funds flow from the PR to SRs and eventually to the implementers / SSRs and timeliness and completeness of financial reporting
- **Program management:** Assuring timely and effective implementation of PR and SR work plans including program design and relevance, including implementation of program activities defined in the grant work plan and their funding (budget versus actual) by grant objective, achievement of key program indicators, including current status of key performance indicators (including impact, outcome, and coverage) for grant objectives
- **Disease-specific programmatic management:** Assuring the achievement of intended results in short- and intermediate-term periods
- **Procurement and supply management:** Assuring that there are adequate stocks of drugs and other medical supplies and that these drugs and supplies reach the intended beneficiaries; following up on accruals of and expenditures for medicines and medical supplies, timeliness of orders and delivery, warehousing and distribution, quality monitoring and product use and timeliness of product distribution to SRs and SSRs

In performing oversight, it is important for TNCM to:

- (a) Anticipate and proactively identify implementation challenges, and meet with PR(s) and SR(s) regularly to discuss challenges before performance is affected;
- (b) Pay special attention to challenges that could affect supplies of drugs and equipment;
- (c) Coordinate the provision of technical assistance for PR(s) and/or SRs as necessary;
- (d) Facilitate government or other partner involvement to resolve challenges as necessary; and,
- (e) Avoid involvement in the day to day operational details of program implementation by strategically selecting information for follow up with PRs to ensure delivery of program outcomes. This information should be focused on establishing if:
  - Program activities will be implemented on time and that agreed performance targets will be met.
  - Arrangements are in place for pharmaceutical products and equipment to be procured and delivered on time, and for there to be no risk of stock-outs.
  - Grant conditions set by the Global Fund will be satisfied on time to avoid administrative delays to financing or risks of program suspension.

- (f) Develop and periodically update a Risk Mitigation and Assurance Plan to facilitate in-depth focus and action on identified risks.

These responsibilities relate to all phases and areas of grant implementation.

### **3. Specific Activities of the Oversight Committee**

- 1) Build capacity and prepare annual plans for TNCM oversight
  - Clarify oversight function of the TNCM and oversight committee responsibilities
  - Orient and train new TNCM members on oversight guidelines and retrain existing members
  - Develop annual oversight work plans, calendars, and budgets.
- 2) Through the support of the TNCM Secretariat/Oversight officer, review the Progress Update and Disbursement Request (PU/DR) submitted to the Local Fund Agent (LFA) of the Global Fund (due 45 days after end of reporting period). The Oversight Committee should:
  - Assess financial and management information
  - Assess performance achievement on indicators against targets
  - Check performance information for consistency and alignment with financial and management information
  - Identify problems, bottlenecks and possible solutions
- 3) Participate in quarterly and adhoc Oversight Committee meetings to:
  - Receive and analyse PR reports and dashboards;
  - Discuss challenges, and potential reprogramming needs with each PR and make specific recommendations to the TNCM; and
  - Review and provide inputs to the oversight report to the TNCM report and the TNCM summary Dashboard where applicable.
- 4) Undertake joint (OC and PRs) site visit, issue based planning meetings of identify key issues and locations for site visits; to develop issue specific guiding questions for oversight and to allocate responsibilities amongst OC members.
- 5) Conduct scheduled site visits at least once every 6 months to:
  - Investigate specific program issues to obtain further clarification or explanation from PRs or from external technical experts;
  - Conduct an issue-driven site visit and confirm that programme activities are being implemented as planned;
  - Obtain first-hand information on program activities and quality; and
  - Obtain feedback from non-TCM members and people living with and/or affected by the diseases or key populations.
- 6) Make specific recommendations to the full TNCM to inform their decision making and further corrective actions
- 7) Follow up and report on results to the full TNCM and program stakeholders
  - Follow up on decisions made and recommended actions and report on results to full TNCM and program stakeholders.
  - Report back to the full TNCM and program stakeholders on progress, remaining issues, and additional follow-up required.

➤ Share oversight results with the Global Fund Secretariat and in country stakeholders.

- 8) Assist the PRs to address any capacity concerns related to programme implementation (for instance mobilising support and assistance to strengthen capacities, identifying technical support, etc.)

#### **4. Deliverables**

- a) Minutes of each Oversight Committee meeting with grant specific comments and recommendations.
- b) Site visit reports
- c) Oversight Committee meeting recommendations and report to the full TNCM including annual reports.

#### **5. Reporting**

The Oversight Committee will report to the full TNCM every quarter summarising its findings and recommendations on financial, programmatic, procurement and supply and management aspects of all operational grants.

On an annual basis, the oversight committee will summarise and present the annual report to the full TNCM. Additional presentations may be made on other matters as needed.

The TNCM shall share the oversight committee minutes and oversight committee site visits reports with the Global Fund country team within two weeks of the meetings. The reports shall also be uploaded onto the TNCM website within two weeks.

## **Annex 3: TNCM Programme and Resource Mobilisation Committee TOR**

### **1. Rationale**

The rationale for this committee is for facilitating and providing oversight over the process for the development of applications for the Global Fund and PEPFAR grants and the alignment of Global Fund and PEPFAR grants with other financing mechanisms in the country for HIV/AIDS, TB and Malaria; and reprogramming of the grants whenever necessary and applicable.

This committee shall also be responsible for mobilising resources from sources other than the Global Fund and PEPFAR.

### **2. Membership**

There shall be five members of the Programme and Resource Mobilisation Committee, Within the TNCM Programme and resource Mobilisation Committee, there should be members with core skills: (i) resource mobilisation in the health sector/programmes (ii) financial management, (iii) disease specific expertise, (iv) procurement and supply chain management, (v) programming and programme management and (vi) Governance.

### **3. Functions of the Programme and Resource Mobilisation Committee**

- i. Facilitate the processes for coordinating the development and coordination of the national resource mobilisation from various donors such as the Global Fund, PEPFAR/ or and other donors including designing of protocols and procedures for the inclusive engagement and consultation of relevant stakeholders in these processes;
- ii. Identify the need and support the process for reprogramming of grants and support the coordinating the re-programming of Global Fund grants;
- iii. Lead the TNCM process of identifying and selecting the PRs, including development of guidelines for selecting PRs and SRs for implementing the approved Global Fund grants;
- iv. Oversee the national Global Fund and PEPFAR grants absorption and utilisation to inform/support resource mobilisation initiatives and activities;

- v. Ensure the alignment and harmonisation and alignment of Global Fund and PEPFAR grants with other in-country financing mechanisms for HIV/AIDS, TB and Malaria, and national health and development projects;
- vi. Provide an oversight on the implementation of co-financing commitments by the government;
- vii. Support the TNCM in mobilising resources for Global Fund, PEPFAR / and or other programme activities in URT for HIV/AIDS, TB and Malaria; and building RSSH;
- viii. Take lead responsibility for discussions on co-financing of Global Fund and PEPFAR supported activities and for monitoring and overseeing co-financing implementation;
- ix. Develop and propose programmes to be funded by the Global Fund, PEPFAR and other donors to support the fight against HIV, TB and Malaria; and to support the building of RSSH;
- x. Mobilise resources to carry out various TNCM activities, including financing for the TNCM Secretariat.

## **Annex 5: TNCM COI Policy**

## **Annex 4: TNCM Code of Ethical Conduct Policy**