

# Kenya CCM Governance Manual<sup>1</sup>

Draft 3.1<sup>2</sup>

22 June 2006

## Contents

A: Introduction .....	1
B: Governance Manual .....	1
C: CCM Mandate .....	2
D: CCM Principles .....	2
E: Linkages.....	2
F: Relationships.....	3
G: Rights and Responsibilities .....	4
H: CCM Composition.....	6
I: Selection Procedure .....	7
J: CCM Meetings .....	9
K: CCM Chair .....	11
L: CCM Vice-Chair .....	12
M: CCM Committees.....	13
N: Inter-Agency Coordinating Committees (ICCs).....	15
O: CCM Secretariat .....	15
P: Information Exchange and Transparency .....	16
Q: Development of Global Fund Proposals.....	18
R: Selection of the PR .....	18
S: Program Implementation .....	19
T: Conflict of Interest.....	19

### **A: INTRODUCTION**

1. The Country Coordinating Mechanism in Kenya ("**the CCM**") was established in response to requirements and recommendations of the Global Fund to Fight AIDS, Tuberculosis and Malaria ("Global Fund").

### **B: GOVERNANCE MANUAL**

2. This document is the Kenya CCM Governance Manual ("Governance Manual "). It provides a set of rules and procedures that will govern the CCM's mandate, structure, membership and operations.<sup>3</sup>

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<sup>1</sup> Footnotes to this draft Governance Manual are provided for illustrative or explanatory purposes, and are not part of the document to be adopted by the CCM. Thus, it is proposed that they be removed from the final Governance Manual.

<sup>2</sup> This draft is not a CCM-endorsed document. It is a work in progress that at a slightly later point is likely to be submitted by the Transition Team to the CCM for consideration and potential approval.

<sup>3</sup> At the CCM retreat on 11-14 June 2006, it was proposed that this "Kenya CCM Governance Manual" be called the "Kenya CCM Governance Rules and Procedures". However, although that is a more accurate title, it is less easy to remember than "Governance Manual", so it is suggested that this document instead be named the Governance Manual.

3. This Governance Manual shall take effect the day that it is approved by a two-thirds majority vote of the CCM. The CCM has the right to agree, by a two-thirds majority vote, that certain requirements in the Governance Manual shall be put into effect on a delayed basis.
4. The CCM has the power to amend any clause of this Governance Manual. Any amendment(s) must be passed by a two-thirds majority. The proposed amendment(s) must be circulated to all members, together with the meeting agenda, at least three weeks prior to the meeting at which the amendment(s) shall be discussed. The Governance Manual, as amended, shall be sent to all CCM Member Organizations, Alternate Organizations, the PR, the LFA and the Global Fund, and shall be made publicly accessible.

**C: CCM MANDATE**

5. The mandate of the CCM is to discuss, approve and submit viable and appropriate proposals to the Global Fund, or to any other funding source/agent agreed by the CCM, and to monitor, guide and support the successful implementation of the projects that are financed as a result of proposals from the CCM. Specifically the CCM shall organize and coordinate the proposal-writing and submission process, and shall ensure the efficient and effective implementation of the projects that are financed as a result of approval of those proposals.

**D: CCM PRINCIPLES**

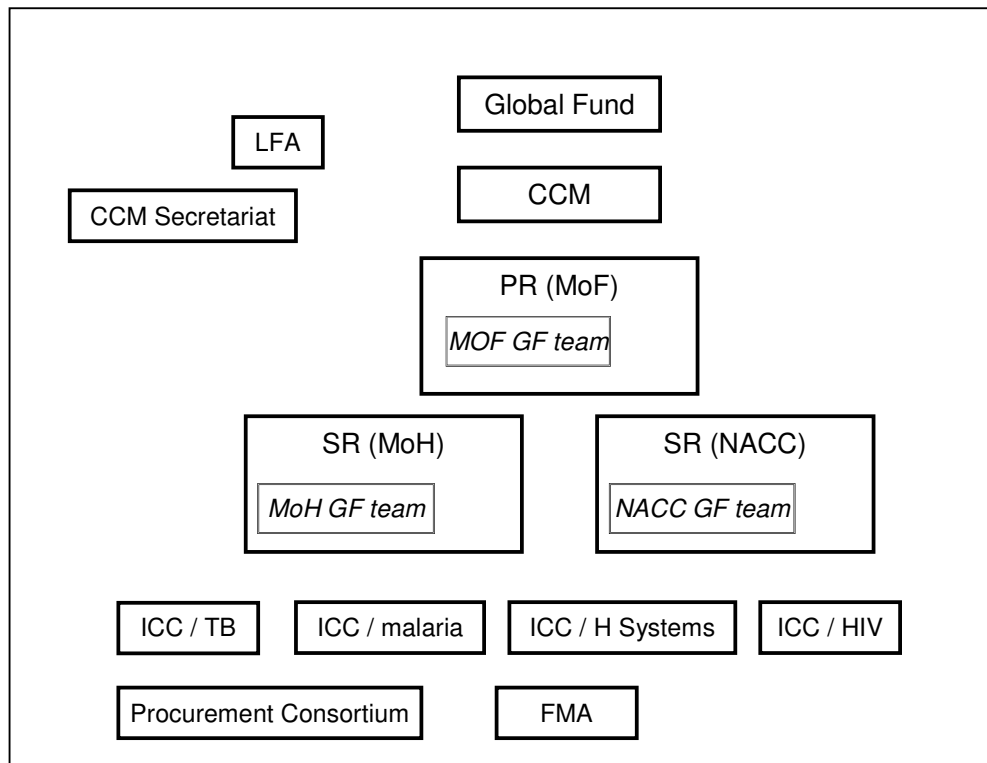
6. In pursuing its mandate, the CCM adheres to the principles of broad and inclusive participation, democratic decision-making, openness and transparency, and efficient operation.

**E: LINKAGES**

7. The CCM shall promote linkages and consistency between Global Fund activities in Kenya and:
  - Kenya's national development strategies;
  - Kenya's sectoral programs, where they exist, especially for health, HIV/AIDS, TB and malaria;
  - Kenya's national efforts to increase the harmonization, coordination and effectiveness of external assistance;
  - Kenya's national systems for monitoring and evaluation, financial management and procurement;
  - Kenya's national sectoral and multi-sectoral coordination frameworks.

## F: RELATIONSHIPS<sup>4</sup>

8. The relationships between the various GF-related players shall be as is described below:



### Control:<sup>5</sup>

- (a) The CCM is the supreme body responsible for determining how GF activities are conducted in Kenya. However, it shall attempt at all times to refrain from micromanaging the activities of others.
- (b) The CCM has control over GF-related activities at the PR.
- (c) The PR has control over GF-related activities at SRs
- (d) MoH has control over the TB, malaria and Health Systems ICCs, and NACC has control over the HIV/AIDS ICC.
- (e) The GF has control over the LFA
- (f) The CCM has control over the CCM Secretariat
- (g) MoH and NACC each have some control (via contracts) over the FMA.<sup>6</sup>
- (h) MoH has some control (via contracts) over the Procurement Consortium.<sup>7</sup>

<sup>4</sup> This section may well need some editing, either because of possible inaccuracies, or because it might not be sufficiently clear.

<sup>5</sup> The problems that have arisen in the past were, in part, because the roles "CCM Secretariat" and "MOH GF team" were both performed by the unit known as "MOH ASU". Furthermore, "PR GF team" outsourced some of its work to "MOH ASU"; and it appears that this was more than outsourcing; "MOH ASU" made decisions that should have been made by "PR GF team."

<sup>6</sup> However, if the FMA is appointed by the CCM, this should be mentioned here.

<sup>7</sup> However, if the Procurement Consortium is appointed by the CCM, this should be mentioned here.

Contractual:

- (i) GF has a contract with the PR.
- (j) The PR has contracts with SRs
- (k) MoH and NACC have contracts with the FMA
- (l) The FMA has contracts with civil society implementers.
- (m) MoH has a contract with Procurement Consortium

Reporting and information-sharing:

- (n) ICCs send draft proposals to the CCM (via CCM Secretariat)
- (o) The CCM, after editing proposals that have been developed by the ICCs, sends them (when agreed) to the GF (via the CCM Secretariat)
- (p) SRs send information to the PR
- (q) The PR sends information to the CCM
- (r) The CCM sends information to the GF (via CCM Secretariat and LFA)
- (s) The LFA sends information to the GF

Outsourcing:

- (t) "PR GF team" outsources some its work to "MoH GF team", and optionally to "NACC GF team" and/or to third party teams, including in the private sector.
- (u) "MoH GF team" outsources some of its work to the FMA and some to the Procurement Consortium, and optionally some to third party teams, including in the private sector.
- (v) "NACC GF team" outsources some of its work to the FMA, and optionally some to third party teams, including in the private sector.

**G: RIGHTS AND RESPONSIBILITIES**

9. Member rights:

Each CCM Member is an organization; the CCM Chair and Vice-Chair are individuals. Each **CCM Member Organization** has the following rights:

- The right to be treated as an equal partner in the CCM, with full rights of expression.
- The right to participate in all discussions of the CCM.
- The right to sign, or to decline to sign, proposals submitted by the CCM to the Global Fund (so long as a CCM Member Organization that declines to sign such a proposal provides clearly articulated reasons which are recorded within the minutes).
- The right to vote on any matter put to a vote.
- The right to propose people for the position of Vice-Chair.

10. Member responsibilities:

Each CCM Member Organization agrees, upon becoming a member of the CCM, to accept the following responsibilities:

- 10.1. Respect and adhere to this Governance Manual, and to other CCM-endorsed policy documents that are referenced in this Governance Manual.

- 10.2. Take their membership in the CCM seriously, and attend and participate in CCM meetings in a timely and responsible manner.
- 10.3. Within the CCM, freely share relevant experience and information.
- 10.4. Respect and adhere to CCM decisions.
- 10.5. Regularly seek the views of, and hold formal meetings with, organizations and individuals within the sector that the Member Organization represents.
- 10.6. Within the CCM, fairly and accurately represent the views of the sector that the Member Organization represents, rather than the views of the Member Organization itself.
- 10.7. Report regularly and accurately, to organizations and individuals within the sector that the CCM Member Organization represents, all important decisions and news contained in confirmed minutes of the CCM.
- 10.8. When the CCM is discussing an issue which could be to the financial and/or other advantage or disadvantage of the Member Organization or of its Representative, openly declare this potential conflict of interest, and offer to leave the room, and/or to refrain from speaking and/or voting, while the CCM deals with that issue.
- 10.9. Adhere to the **Kenya CCM Code of Conduct**, once such a Code has been developed and endorsed by the CCM.

#### 11. CCM Responsibilities.<sup>8</sup>

The CCM has the following responsibilities:

- 11.1. Develop, amend and implement this Governance Manual.
- 11.2. Oversee the preparation of, and then review and submit to the Global Fund, proposals that meet the requirements of the Global Fund and that are in line with national HIV/AIDS, tuberculosis, and malaria priorities and programs.
- 11.3. Respond to inquires from the Global Fund concerning these proposals.
- 11.4. Propose to the Global Fund who should be the Principal Recipient(s) for CCM-initiated projects financed by the Global Fund. (Throughout this document, "**PR**" refers to one or more Principal Recipients.)
- 11.5. Choose the Sub-Recipient(s) ("**SRs**") for these projects, except when the CCM delegates this responsibility to the PR.
- 11.6. Monitor and evaluate the performance of the PR.
- 11.7. Monitor and evaluate the performance of the SRs, except when the CCM delegates this responsibility to the PR.
- 11.8. Approve major changes in program implementation plans that have been proposed by the PR.
- 11.9. Discuss progress reports that have been or are about to be sent to the Global Fund by the PR.
- 11.10. When necessary, submit to the Global Fund requests for continued funding for each approved grant, prior to the end of the two years of initially approved financing.
- 11.11. Fulfil other responsibilities as outlined in this Governance Manual.

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<sup>8</sup> This section was not discussed at the retreat.

## H: CCM COMPOSITION

### 12. Sectors:

The **Sectors** represented on the CCM shall be Government of Kenya (**GoK**), Development Partners (bilateral and multi-lateral agencies), NGOs, Communities of people living with HIV/AIDS, TB and malaria (Communities)<sup>9</sup>, Faith-Based Organizations (FBOs), Private Sector, Professional Associations, and Research/Universities.

### 13. Composition:

13.1. The CCM shall be composed of the following:

(a) 25 voting CCM Member Organizations:

- **GoK** – 7 CCM Member Organizations (Ministry of Health, National AIDS Control Council, Ministry of Planning and National Development, Office of the President, Ministry of Finance, Ministry of Home Affairs, and Ministry of Education, Science & Technology)
- **Development Partners** – 4 CCM Member Organizations
- **NGOs** – 3 CCM Member Organizations
- **Communities** – 3 CCM Member Organizations
- **FBOs** – 4 CCM Member Organizations
- **Private Sector** – 2 CCM Member Organizations
- **Professional Associations** – 1 CCM Member Organization
- **Research/Universities** – 1 CCM Member Organization

The Representative of one of the above 18 non-GoK Member Organizations shall be elected by the CCM also to serve as CCM Vice-Chair.

(b) In addition, one non-voting CCM Chair, appointed by GoK.

13.2. Every effort shall be made to ensure that the CCM includes a number of CCM Member Organizations (or their Representatives) that

- reflect gender balance
- are from rural areas or from cities other than Nairobi
- represent youth
- are from at-risk communities.

13.3. To avoid conflict of interest, organizations that are not from GoK and that serve as PR cannot be selected as CCM Member Organizations, and people from such organizations cannot be elected as Vice-Chair.<sup>10</sup>

13.4. When agreed by the CCM or between the Chair and Vice-Chair, additional people may be invited to CCM meetings, provided that such people are introduced at the beginning of the meeting and the reasons for their presence are explained. They may only speak when invited to do so by the Chair.

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<sup>9</sup> An NGO that represents people living with HIV/AIDS, TB and/or malaria could in fact be regarded as being either in the NGO Sector or in the Communities Sector.

<sup>10</sup> The China CCM does not permit PR(s) – even from Government – to be voting CCM members.

## **I: SELECTION PROCEDURE**

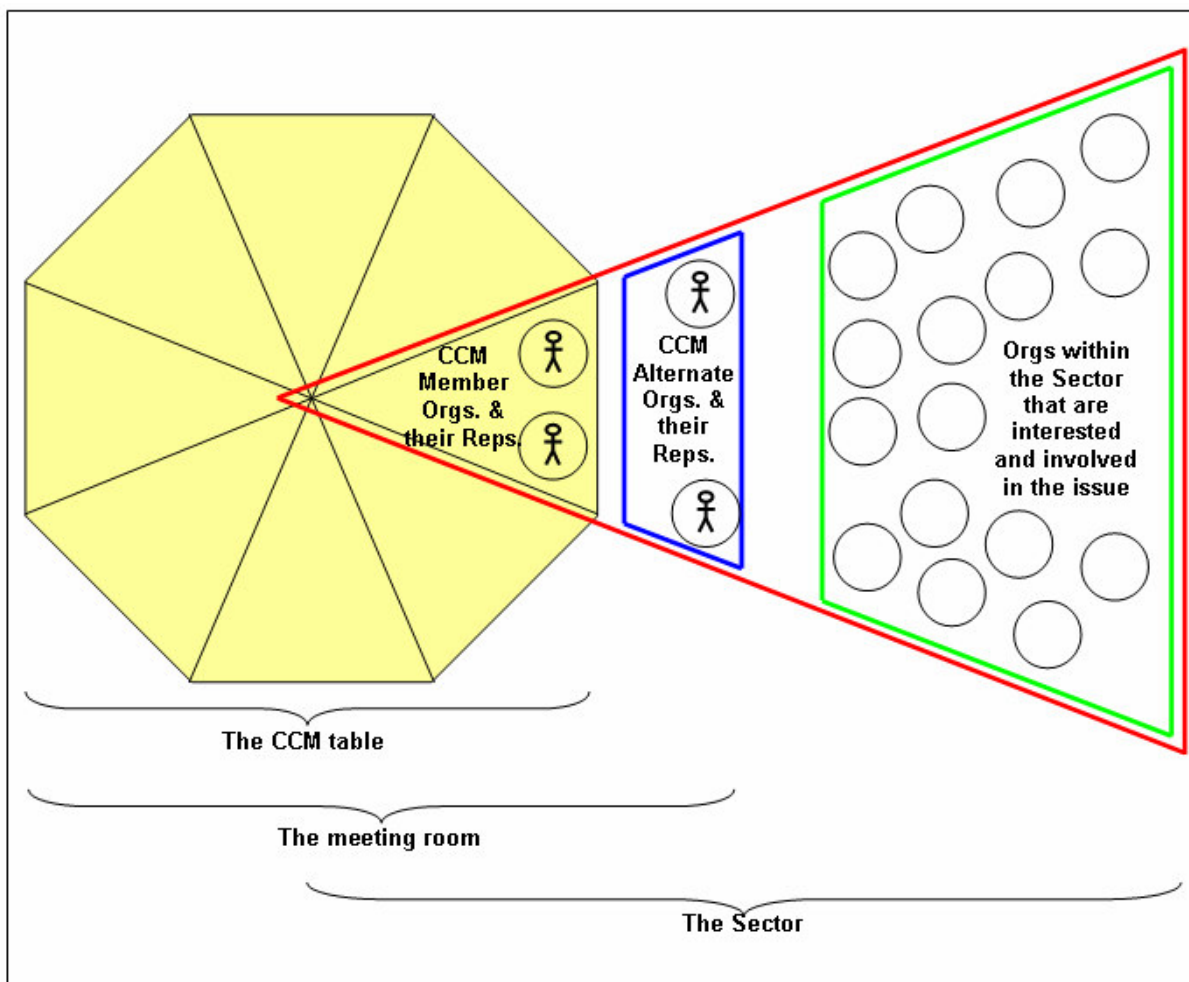
### **14. Selection of CCM Member Organizations and Alternate Organizations within Sectors other than GoK:**

- 14.1. Within each Sector (as defined in Clause 12) other than GoK, organizations that are interested in and working on issues related to HIV/AIDS, TB and/or malaria shall choose one or more such organizations to serve as **CCM Member Organisations** representing that Sector on the CCM. They shall also choose an identical number of such organizations to serve as **CCM Alternate Organisations**.
- 14.2. The number of CCM Member Organizations and CCM Alternate Organizations chosen by each Sector shall be as specified in Clause 13.1(a).
- 14.3. The selection process shall be developed within the Sector, and shall be conducted in a transparent and inclusive manner based on clear criteria. The criteria, the selection process and the results of the selection process shall be documented within the sector. That document shall be sent quickly to the CCM Secretariat, which shall pass it to CCM Member Organizations and make it publicly accessible. The CCM cannot dictate the process to be used, other than that it must be transparent, inclusive and based on clear criteria.
- 14.4. In the event of a significant dispute within a Sector over the selection process that cannot be resolved within the Sector, the Chair and the Vice-Chair of the CCM shall appoint an ad hoc working group to investigate and make a report with recommendations to the Chair and the Vice-Chair.
- 14.5. Each Sector shall decide whether all of its CCM Member Organizations are to represent the entire Sector, or each CCM Member Organization is to represent just one part of that sector, with other CCM Member Organizations to represent other parts of the Sector.

### **15. Representatives:**

- 15.1. Each CCM Member Organization shall select a **Member Representative**, who shall be a person from that organization, to represent the Member Organization at CCM meetings.
- 15.2. Likewise, each CCM Alternate Organization shall select an **Alternate Representative**, who shall be a person from that organization, to represent the Alternate Organization at CCM meetings. (Because GoK Member Organizations are not backed by Alternate Organizations, each GoK Member Organization shall appoint one Member Representative and one Alternate Representative.)
- 15.3. The Member Representative and Alternate Representative must be acceptable to the Sector, and must be sufficiently senior that they are able to speak for their sector at CCM meetings.

16. Sitting at the CCM Table:



As illustrated above:

- 16.1. Each CCM meeting can be attended by the Member Representative and the Alternate Representative. When both are present, only the Member Representative may sit at the CCM Table, speak, and vote. The Alternate Representative sits behind, and may not speak or vote.
  - 16.2. If the Member Representative or the Alternate Representative is unavailable, their organization may send a substitute. However, if a meeting is attended by an Alternate Representative and by a substitute for the Member Representative, it is the Alternate Representative who sits at the table and the substitute for the Member Representative who sits behind.
  - 16.3. The person sitting at the table (usually, the Member Representative) may decide, for a particular agenda item, to change places with the person sitting behind (usually the Alternate Representative). It is the person who sits at the table who speaks and votes; the person behind does not.
17. The names and contact details of the Member Representative and the Alternate Representative must be provided to, and published by, the CCM Secretariat.
  18. Other than for GoK, CCM Member Organizations and Alternate Organizations serve for a term of two year(s). At the expiry of its first term, a CCM Member Organization or Alternate Organization may be chosen by its sector to serve a second term. No

organization can serve more than two successive terms as a Member Organization or as an Alternate Organization.<sup>11 12</sup>

19. The CCM shall have an orientation process for new CCM Member and Alternate Organizations and new Representatives of such organizations. This shall include an introduction to this Governance Manual.
20. Any five Member Organisations may propose to the CCM that any other CCM Member Organization (other than from GoK) be required to withdraw from the CCM if it persistently fails to adhere to this Governance Manual. The request will be discussed and voted upon by the CCM, and requires a two-thirds majority to pass. If such a resolution passes, the Sector in question will then have to select a new CCM Member.<sup>13</sup>
21. A Sector (other than from GoK) may choose to replace its Member Organization or Alternate Organization in mid-term, so long as this is done using a process that is transparent and inclusive and based on clear criteria.

#### **J: CCM MEETINGS**

22. The CCM shall hold at least four General Meetings per year. However, additional Special Meetings may be called by the Chair or the Vice-Chair, or may be called pursuant to a written request submitted to the CCM Secretariat by at least six CCM Member Organizations.
23. The meetings of the CCM shall be conducted in English.
24. Voting:
  - 24.1. Decisions shall be made by consensus whenever possible. But where necessary, decisions shall be made by voting.
  - 24.2. If the Chair declares that a decision has been made by consensus but a Member Organization believes there was not consensus, the Member Organization can ask for a vote.
  - 24.3. Votes shall be of two possible kinds: "simple majority" and "two-thirds majority." All votes shall be by simple majority except when this Governance Manual states that they require a two-thirds majority. "Simple majority" means more than half of the Member Organizations present at the time of the vote, with an equivalent definition for "two-thirds majority".
  - 24.4. Under extreme circumstances, a Member Organization may request that a vote be conducted using a secret ballot. The Chair can agree with this request, or can state that first there must be a vote as to whether use shall be made of a secret ballot.
  - 24.5. Voting (other than when there is a secret ballot) shall normally be by show of hands. Where any Member Organization requests a formal recorded vote, the vote shall (if necessary) be repeated, and each Member Organization's vote shall be recorded in the minutes.
  - 24.6. Election of the Vice-Chair shall be by secret ballot.
  - 24.7. In the event of a tied vote, the Chair may cast a vote.

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<sup>11</sup> It will be good to find ways to stagger terms, so that the CCM does not find itself losing many Member Organizations four years or so after this Governance Manual takes effect.

<sup>12</sup> This clause, and several others, raises questions about what rules will apply as the "old CCM" transitions to the "new CCM" (that is, to the CCM that will be ruled by this Governance Manual). For instance, will terms served under the "old CCM" count here? Such transitional questions must be resolved in some kind of CCM-endorsed annex to the final version of the Governance Manual.

<sup>13</sup> China has this clause.

- 24.8. Where neither a CCM Member Organization nor its Alternate Organization has sent its Representative or a substitute to a CCM meeting, that Member Organization may not vote, and may not have anyone else vote on its behalf.

25. Quorum:

- 25.1. The definition of a quorum is the presence of at least half of the CCM Member Organizations or their Alternates
- 25.2. If, within thirty minutes of the scheduled start time of a CCM meeting, a quorum is not present, the Chair shall have the right to cancel the meeting.
- 25.3. No decision made at a CCM meeting is valid unless a quorum is present at the time of the decision.

26. Notice and Agenda:

- 26.1. All Member Representatives and Alternate Representatives must receive, by email, fax or phone, and also by letter, at least three weeks' prior notice of each General Meeting of the CCM, and as close as possible to one week's prior notice of each Special Meeting of the CCM. The notice must specify the proposed agenda. Background papers should be sent at least several days in advance of the meeting.
- 26.2. The draft agenda for the CCM meeting shall be compiled by the Chair in consultation with the Executive Secretary. CCM Member Organizations may, through the CCM Secretariat, submit requested items for inclusion in the agenda, though the Chair has the right to decline such requests. At the start of each meeting, the agenda may be modified and must be approved by the CCM.
- 26.3. The background papers sent prior to each General Meeting shall include report(s) from the PR on project progress on each grant since the previous General Meeting. These reports shall always include progress of indicators against objectives and targets, progress against budget, explanations of variances, and challenges encountered. The agenda of each General Meeting shall include opportunities to discuss such reports. If there exists a CCM or ICC Committee with oversight of a grant, members of that Committee should have the opportunity to read the relevant parts such reports prior to the General Meeting, and at the meeting, the Committee chair should raise key issues for the attention of the CCM.<sup>14</sup>

27. Minutes:

- 27.1. Draft minutes of CCM meetings shall be prepared and distributed to all Member Representatives and Alternate Representatives by the CCM Secretariat within one week of each meeting. At the following meeting, these draft minutes shall be discussed, amended as necessary, and confirmed by CCM vote. Draft minutes shall be regarded as confidential, but may with discretion be shared by Member Representatives and Alternate Representatives within the sector that they represent.
- 27.2. Confirmed minutes of CCM meetings shall be distributed to all Member Representatives and Alternate Representatives by the CCM Secretariat within one week of the meeting at which they were confirmed. As per Clause 64.3, confirmed minutes are public documents.
- 27.3. The minutes of CCM meetings shall record, as a minimum, any decisions passed by consensus or a vote, and shall record any major dissents articulated at the

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<sup>14</sup> This is done in China.

meeting to any such decision (unless those dissenting agree that the dissent need not be recorded in the minutes).

**28. Non-attendance:**

If, for a particular CCM seat (including GoK seats), there are three successive General or Special meetings at which no Member Representative (or substitute) or Alternate Representative (or substitute) is present, the CCM Executive Secretary shall write a letter of concern to the Member Representative, with copies to the Alternate Representative, the Chair, and the Vice-Chair. If this sequence of non-attended meetings reaches five, the Chair shall inform the next CCM meeting of this development, and shall invite the CCM to decide a course of action.<sup>15</sup>

**K: CCM CHAIR**

29. The CCM shall have a Chair who shall be appointed by and come from GoK.<sup>16</sup> The Chair shall be appointed in his/her institutional capacity rather than in his/her personal capacity.<sup>17</sup>
30. The CCM shall have the opportunity at any time to recommend to GoK which position from which GoK ministry or department should serve as CCM Chair. However, GoK is not obliged to follow this advice.
31. If the person serving as Chair comes from a GoK entity that benefits from Global Fund financing, the CCM's Conflict of Interest policy shall explain how the Chair will act to minimize any resulting conflict of interest.
32. When the CCM Chair is not available at a CCM meeting, or at a time between meetings when key CCM decisions have to be made, the Vice-Chair shall serve as Acting Chair.<sup>18</sup> When the Vice-Chair is not available, the CCM shall determine who shall serve as Acting Chair. Throughout this Governance Manual, responsibilities of the Chair shall also apply to any Acting Chair.
33. The mandate of the Chair is to serve the CCM as a whole, and to help the CCM make decisions in a timely and participatory manner, and to help the CCM meet its Mandate as described in Clause 5, and to ensure that the CCM follows its Principles as described in Clause 6.
34. Because of the above Clause, the Chair shall not have a vote at CCM meetings except in the event of a tied vote.<sup>19</sup>
35. For the same reason, the Chair cannot, in the course of his/her CCM activities, also serve as a CCM Member Representative or Alternate Representative. Thus, if someone serving as a Member Representative or Alternate Representative is appointed Chair or Acting Chair, the Member Organization in question must choose someone else to serve as Representative or Alternate.<sup>20</sup>

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<sup>15</sup> The bylaws of the Ghana CCM say "Members or their representatives absent from regular CCM meetings on two consecutive occasions shall be replaced."

<sup>16</sup> The Tanzanian CCM bylaws say that the CCM chair shall always be the Permanent Secretary of the Prime Minister's Office.

<sup>17</sup> Thus, if the person serving as Chair leaves his/her current position in GoK, the person who takes over that position shall automatically take over as Chair, unless GoK decides to change which GoK position shall serve as Chair.

<sup>18</sup> As worded, this means that if the Chair is not available, he cannot specify another GoK person to serve as Acting Chair; it is the Vice-Chair who shall serve as Acting Chair.

<sup>19</sup> This rule also applies to the Chair of the Global Fund board, and to the Chair of the China CCM.

<sup>20</sup> These rules also apply to the Chair of the Global Fund board, and to the Chair of the China CCM.

36. Decisions between CCM meetings:

When matters arise between CCM meetings that require decisions prior to the next scheduled CCM meeting, the Chair will act as follows:

- 36.1. For reasonably significant issues, the Chair will consult with the Vice-Chair as to whether it is both necessary and possible to call a CCM Special Meeting.
  - (a) If it is both necessary and possible to call a CCM Special Meeting, the matter will be dealt with by the Special Meeting.
  - (b) If it is either not necessary or not possible to call a CCM Special Meeting, the Chair will consult further with the Vice-Chair and (if applicable) with the appropriate ICC, and will then make the necessary decision. If the Chair and the Vice-Chair disagree, the decision of the Chair shall prevail. But every effort shall be made to avoid this, and the CCM shall be informed if it happens on a regular basis. Decisions made must be shared with all CCM Member Organizations as soon as possible. The CCM has the right to over-rule such decisions.
- 36.2. For minor issues, the Chair shall make the decision. When appropriate, the Chair will inform the Vice-Chair and/or the CCM after the event. The CCM has the right to over-rule such decisions.

37. Responsibilities of the Chair:

The responsibilities of the Chair include:

- 37.1. Act as specified elsewhere in this Governance Manual, particularly Clauses 33 and 36.
- 37.2. Work closely with the Vice-Chair, particularly regarding Clause 36.
- 37.3. Convene and chair CCM meetings.
- 37.4. Propose and seek approval of the agenda of each CCM meeting.
- 37.5. When necessary, delegate certain responsibilities and decisions to the Vice-Chair.
- 37.6. Serve as spokesperson for the CCM.
- 37.7. Provide oversight of the CCM Secretariat on behalf of the CCM.
- 37.8. Co-sign certain reports sent to the Global Fund, as per Clause 65.

38. Term of Chair:

It is recommended, though not required, that no particular person serves more than three consecutive years as Chair.<sup>21</sup>

**L: CCM VICE-CHAIR**

39. The person to serve as CCM Vice-Chair shall be elected by the CCM from among the people who serve as Representatives of non-GoK Member Organizations. As per Clause 13.3, the Vice-Chair cannot come from an organization that serves as a PR.
40. If the person serving as Vice-Chair comes from a Member Organization that benefits from Global Fund financing, the CCM's Conflict of Interest policy shall explain how the Vice-Chair will act to minimize any resulting conflict of interest.

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<sup>21</sup> This is a suggestion from BR. The problem, though, is often the opposite – that each CCM Chair has served for too short a period.

41. The Vice-Chair will be elected in his/her personal capacity, but will have to resign if, for any reason, he/she ceases to serve as the Representative of a non-GoK Member Organization.<sup>22</sup>

42. Responsibilities of Vice-Chair:

The responsibilities of the Vice-Chair include:

- 42.1. Act as specified elsewhere in this Governance Manual.
- 42.2. Work closely with the Chair, particularly regarding Clause 36.
- 42.3. Serve as Acting Chair when required to do so in Clause 32.
- 42.4. Perform tasks delegated by the Chair.
- 42.5. Co-sign certain reports sent to the Global Fund, as per Clause 65.

43. Election procedure:

- 43.1. The Vice-Chair shall be elected by a vote of the CCM.
- 43.2. Any candidate for Vice-Chair must be proposed and seconded by CCM Member Organizations from Sectors other than that of the candidate. Names of candidates who have been proposed and seconded shall be circulated by the CCM Secretariat to all CCM Member Representatives and Alternate Representatives at least two weeks before the meeting where the election is to be held.
- 43.3. The vote for Vice-Chair shall be conducted by secret ballot at a CCM meeting. If there are two or more proposed and seconded candidates for the position, each CCM Member Organization shall vote for one, or none, of the candidates. If there is only one candidate for the position, each CCM Member Organization shall vote yes, no, or abstain. The minutes shall record the voting totals for each candidate.
- 43.4. If there are more than two candidates, a second and final round of voting shall take place between the two people who were the leading candidates in the first round of voting.

44. Removal:

The CCM can vote to remove a Vice-Chair in mid-term. Such a vote requires a two-thirds majority.

45. Term of Vice-Chair:

- 45.1. The term of office for the Vice-Chair is one year.
- 45.2. It is recommended, though not required, that no particular person serves more than two consecutive years as Vice-Chair.<sup>23</sup>

46. Mid-term departure:

- 46.1. If the Vice-Chair resigns or is removed in mid-term, an election shall take place, as per Clause 43, to complete the former Vice-Chair's term of office.

**M: CCM COMMITTEES**

47. The CCM shall create Standing Committees and Ad Hoc Committees, as needed.<sup>24</sup> For each such Committee, the CCM will agree on Terms of Reference (TOR) before the

<sup>22</sup> Participants in the retreat could not decide if they preferred this option (which is the one followed by the GF board), or, conversely, the option that the Vice-Chair is elected in his/her institutional capacity. The disadvantage of the latter is that if a new person takes over the Vice-Chair's institutional position, this person – possibly completely unfamiliar with the CCM – would automatically take over as Vice-Chair.

<sup>23</sup> This is a suggestion from BR.

Committee starts its work. Standing Committees will have an indefinite lifespan; Ad Hoc Committees will be expected to serve for a limited amount of time and then to disband after completing their assigned tasks.

48. Responsibilities:

Each Committee shall conduct tasks assigned to it by the CCM. The normal role of a Committee is to study an issue and then to make recommendations to the CCM. However, the CCM can, if it wishes, assign actual decision-making authority to a Committee, though the CCM will retain the right to over-rule such decisions.

49. Composition:

The composition of each Committee shall be determined by the CCM, unless the CCM:

- specifies that membership shall be open to any interested Member Representatives and/or Alternate Representatives, or
- asks the CCM Chair and the Vice Chair, acting jointly, to choose the membership.

Members of a CCM Committee are individuals, not organizations. These individuals do not need to be Member Representatives or Alternate Representatives, but the Committee Chair must be a Member Representative or Alternate Representative, and must be chosen by the CCM.

50. Procedures:

Each Committee shall operate by simple majority vote. The quorum for meetings of any Committee shall be fifty percent of its membership. Each Committee shall regularly report on its work to the CCM.

Each Committee shall determine its mode of operation, and upon completion of its work assignment (and, when appropriate, from time to time prior to that) shall report back to the CCM.

51. Minutes:

51.1. Draft minutes of formal and/or decision-making CCM Committee meetings<sup>25</sup> shall be prepared and distributed to Committee members within one week of each such meeting. At the following such meeting, these draft minutes shall be discussed, amended as necessary, and confirmed. Draft minutes shall be regarded as confidential.

51.2. Confirmed minutes of formal and/or decision-making CCM Committee meetings shall, if requested by the CCM or its Chair, be distributed to all CCM Member and Alternate Organizations by the CCM Secretariat within one week of the meeting at which they were approved.

51.3. The CCM Secretariat shall serve as the repository for all minutes from CCM Committees.

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<sup>24</sup> At present, the only Standing Committee is what is known as the Procurement Subcommittee, and the only Ad Hoc Committee is what is known as the Transition Team.

<sup>25</sup> The use of the term "formal and/or decision-making Committee meetings" is to allow for the fact that Committees, especially Ad Hoc Committees, sometimes meet informally every few days for an intense period of time. It would be onerous to require formal minutes of all such meetings.

## **N: INTER-AGENCY COORDINATING COMMITTEES (ICCs)**

52. In addition to having Committees, the CCM assigns certain roles and responsibilities<sup>26</sup> regarding Global Fund-related matters to the following GoK-led Interagency Coordinating Committees (ICCs)<sup>27</sup>:
- HIV/AIDS (convened by NACC)
  - TB (convened by Ministry of Health)
  - Malaria (convened by Ministry of Health)
  - Health Systems (convened by Ministry of Health)
  - Other(s), as and when specified by the CCM.
53. These roles and responsibilities include drafting proposals that the CCM will consider, possibly amend, and then possibly submit to the Global Fund.
54. The CCM may, from time to time, make specific additional suggestions to these ICCs as to how they can be of assistance to the CCM.

## **O: CCM SECRETARIAT**

55. The CCM shall establish a CCM Secretariat, and shall determine within which host organization it shall be based, and its administrative rules, workplan and budget.
56. The Secretariat budget will, if possible, be provided by GoK, a development partner, or some other supportive entity. If that is not possible, the budget will be drawn from Global Fund grant revenue in ways agreed to by the CCM, the relevant PR, and the Global Fund.
57. In the event that the budget for the CCM Secretariat is provided by sources other than GoK, staff recruitment shall be conducted on a competitive basis.
58. The CCM Secretariat shall be a self-contained unit. It shall not play any role in grant implementation, and shall not be controlled by a unit that plays such a role. Its role shall be entirely to serve the CCM and to help it to function effectively. If it is placed inside a PR or an SR, clear written procedures must be developed and approved by the CCM to ensure that the requirements of this clause are followed.
59. The responsibilities of the CCM Secretariat, to be implemented under the guidance of the CCM and the CCM Chair, are:
- 59.1. Coordinate the meetings of the CCM and its Committees, including: prepare draft agendas, issue meeting reminders, ensure that meetings are only attended by people eligible to do so according to this Governance Manual, and prepare draft minutes.
  - 59.2. Maintain a log of CCM decisions, obtained from the confirmed minutes.
  - 59.3. Distribute to CCM Member Representatives and Alternate Representatives, in a timely manner, all documentation specified in Clause 63.
  - 59.4. Make available to the public all documentation specified in Clause 64.
  - 59.5. Forward to the Global Fund all documentation specified in Clause 65.

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<sup>26</sup> These roles and responsibilities need to be agreed upon by the CCM (if they have not already been), documented (if they have not already been), and made available to CCM Members.

<sup>27</sup> These ICCs existed (under different names) before the CCM existed, they perform tasks additional to those which they are asked to perform by the CCM, and they would continue to exist even if the CCM did not. Because they are not under the formal control of the CCM, they cannot be regarded as being CCM Committees. Nevertheless, they are very responsive to the needs of the CCM and play an invaluable role, particularly regarding proposal-development.

- 59.6. Ensure that the PR provides to the CCM all reports and other documentation that the grant agreement requires it to pass to the Global Fund.
  - 59.7. Maintain and update distribution and mailing lists.
  - 59.8. Organize and store all CCM minutes, documents, correspondence and other records.
  - 59.9. Facilitate the response to enquiries from the GF and CCM Member Organizations.
  - 59.10. Facilitate the work performed by proposal-writing teams, CCM Committees, and ICCs.
  - 59.11. Respond to routine public inquiries regarding Global Fund matters under guidance from the CCM, and consult with the CCM Chair and Vice-Chair on how to respond to non-routine public inquiries.
  - 59.12. Carry out other functions that are specified in this Governance Manual or requested by the CCM or the CCM Chair.
60. The CCM Secretariat shall be headed by an Executive Secretary, who shall be appointed by the CCM through a CCM-agreed competitive process.<sup>28</sup>
61. The CCM shall approve TOR specifying the responsibilities of the Executive Secretary. These shall include the following:
- 61.1. Appoint and supervise such CCM Secretariat staff as are specified in a CCM-approved Secretariat plan and budget. Senior Secretariat staff shall, as soon as possible, include at least one individual from the PLWHA community, in line with GIPA principles. When appropriate and necessary, seek to obtain seconded staff from government ministries, Development Partners, civil society and others.
  - 61.2. Attend all meetings of the CCM in a non-voting capacity, and serve as Secretary for these meetings
  - 61.3. Ensure that the CCM Secretariat carries out the responsibilities spelled out for it in this Governance Manual.
62. The CCM has the right to specify additional details regarding (a) the CCM Secretariat budget; (b) how CCM Secretariat staff (including the Executive Secretary) are hired, compensated, terminated and managed; (c) CCM Secretariat job descriptions; and (d) how the effectiveness of CCM Secretariat staff is to be assessed. These details cannot be over-ruled by whatever entity hosts the CCM Secretariat.

**P: INFORMATION EXCHANGE AND TRANSPARENCY**

63. Provision of information to CCM Member Organizations

Representatives of CCM Member and Alternate Organizations shall be provided by the CCM Secretariat with the following, and shall in turn make these documents available, as appropriate, to other organizations within their Sectors:

- 63.1. The CCM Governance Manual. (This should be provided promptly to all new Representatives of CCM Member and Alternate Organizations.)
- 63.2. Notice of each CCM meeting, the meeting agenda, and copies of relevant documents, as per Clause 26.
- 63.3. Draft and confirmed minutes of each CCM meeting, as per Clause 27.
- 63.4. Confirmed minutes of CCM Committee meetings, as per Clause 51.2.

<sup>28</sup> As currently worded (based on what was called for at the retreat), this clause applies even if the CCM Secretariat is in the MoH.

- 63.5. The log of CCM decisions, as per Clause 59.2.
- 63.6. All relevant important documents from the Global Fund, including CCM Guidelines, Guidelines for Proposals, Calls for Proposals, and Grant Score Cards regarding Kenya grants.
- 63.7. All formal correspondence from the Global Fund to the CCM, and vice versa, including the comments of the Technical Review Panel on proposals submitted by the CCM, letters communicating likely or actual decisions and conditions regarding original grant approvals and Phase 2 renewals, and responses to progress reports and disbursement requests that have been submitted to the GF.
- 63.8. All important documents related to the preparation of proposals to the Global Fund, including calls for proposals within the country, outlines and drafts of the Global Fund proposal, and the final Global Fund proposal.
- 63.9. All important documents relating to the implementation of programs funded through Global Fund grants, including quarterly or other periodic reports prepared by the PR, LFA and FMA for the Global Fund.
- 63.10. Copies of any information materials about the CCM prepared by the CCM Secretariat for external distribution (including media releases, newsletters and public relations profiles and write-ups).
- 63.11. A listing of all CCM Member and Alternate Organizations, with names and contact details of their Representatives.

#### 64. Provision of information to members of the public

The CCM Secretariat shall ensure that the following information is disseminated widely to all interested parties within Kenya, when possible via a website:

- 64.1. A listing of all CCM Member and Alternate Organizations, with names and contact details of their Representatives.
- 64.2. The CCM Governance Manual.
- 64.3. Confirmed minutes of all CCM meetings.
- 64.4. The log of CCM decisions, as per Clause 59.2.
- 64.5. Any call for proposals received from the Global Fund.
- 64.6. Any calls for proposals issued by the CCM within Kenya.
- 64.7. The full text of any proposal submitted by the CCM to the Global Fund.
- 64.8. Information on which proposals and Phase 2 Renewal Requests submitted by the CCM to the Global Fund have been approved, and which have not, together with the comments by the GF's Technical Review Panel and/or Secretariat explaining such decisions.
- 64.9. The full text of any grant agreements signed between the PR and the Global Fund.
- 64.10. The full text of any "Disbursement Request and Progress Update" submitted to the Global Fund.

#### 65. Provision of information to the Global Fund

The CCM Secretariat shall ensure that the following documentation is prepared by the appropriate parties and then sent to the Global Fund (directly, or via the LFA or PR, as appropriate) on a timely basis. Furthermore, until agreed otherwise by the CCM, the CCM Secretariat shall arrange that all documents sent to the Global Fund that report on

grant performance, uses of funding, or decisions by the CCM are co-signed by the CCM Chair and Vice-Chair.<sup>29</sup>

- 65.1. All reports that the grant agreement requires the PR to provide.
- 65.2. CCM proposals.
- 65.3. Responses to queries from the GF's Technical Review Panel.
- 65.4. Responses to queries from the GF Secretariat.

#### **Q: DEVELOPMENT OF GLOBAL FUND PROPOSALS**

66. The CCM shall establish a formal, transparent, accountable and documented process for the development of proposals to the GF. This process shall be based on the following:
  - 66.1. Ensure that as soon as it is known that the GF is likely to issue a new Call for Proposals, each ICC referenced in Clause 52 debates and decides whether it wishes to recommend to the CCM that Kenya should submit a proposal to the GF within the disease component in question, and if so, what the focus of the proposal should be.
  - 66.2. The Chair of the relevant ICC shall make a presentation on this to the CCM.
  - 66.3. The CCM shall determine whether it wishes to support, modify, or reject the ICC's suggestion.
  - 66.4. If the CCM agrees that a proposal should be developed within the disease component in question, the ICC shall be asked to set up and supervise a proposal-writing team consisting of people who are capable of developing a proposal within the agreed area of focus.
  - 66.5. The CCM Secretariat shall ensure that members of the public throughout Kenya are made aware through the public media and in adequate detail of the focus of the planned proposal, and are given an opportunity to make suggestions to the ICC regarding how particular aspects of the proposal should be handled.
  - 66.6. The CCM Secretariat shall also ensure that all CCM Member Organizations, and other interested stakeholders, are given an opportunity to read and comment on drafts of the proposal.<sup>30</sup>
  - 66.7. The CCM Secretariat shall provide public access to the full text of proposals that are finally submitted to the GF.

#### **R: SELECTION OF THE PR**

67. Each proposal that is submitted to the GF requires that the CCM specify which organization(s) it wishes to serve as PR if the grant in question is approved. When this arises, the CCM shall establish a formal, transparent and documented process for the selection of the PR. This process shall be based on the following:
  - 67.1. The CCM shall agree on selection criteria and minimum requirements for serving as PR, and on whether (or under which circumstances) there shall be more than one PR, and shall specify these in a publicly-issued call for nominations.
  - 67.2. The CCM shall then establish a PR Nominations Committee within the CCM, made up of individuals who serve as Representatives of CCM Member Organizations, and shall co-opt technical experts as necessary. No person who currently represents a PR shall serve on this committee.

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<sup>29</sup> This is a new idea that was not discussed at the retreat.

<sup>30</sup> The China CCM posts drafts of its proposals at its website before the drafts are finalized.

- 67.3. The CCM Secretariat shall ensure that all CCM Member and Alternate Organizations, and other interested stakeholders throughout Kenya, are aware that nominations are being invited for consideration as PR.
- 67.4. The PR Nominations Committee shall evaluate nominations received, and shall also seek to identify other organizations that should be considered.
- 67.5. The PR Nominations Committee shall then make a shortlist of organizations that meet the selection criteria and that have confirmed they are interested in serving as PR.
- 67.6. If the shortlist has at least three names, the PR Nominations Committee shall then inform the CCM of at least its first three choices, and the reasons for its ranking.
- 67.7. The final decision shall be made by the CCM and made public.

**S: PROGRAM IMPLEMENTATION**

- 68. For each CCM-initiated project in Kenya financed by the Global Fund, the CCM shall come to an agreement with the PR concerning their respective roles in the supervision, monitoring and evaluation of the project.
- 69. The CCM shall receive and review copies of disbursement requests and progress updates written by the PR for the Global Fund.
- 70. The CCM shall periodically and at random evaluate selected grant activities.

**T: CONFLICT OF INTEREST**

- 71. The CCM shall make every effort to ensure that its Vice-Chair is not from an organization that benefits from GF financing. If this does not prove possible, the CCM shall put in place and make public a written "conflict of interest plan" to reduce to a minimum this inherent conflict of interest.
- 72. As necessary, and in particular where the CCM is determining which organizations shall benefit from GF financing, Member and Alternate Organizations shall declare where they have a potential conflict of interest, and shall as necessary sign a conflict of interest certification in this regard.
- 73. When the CCM publishes domestically its list of CCM Member Organizations and Alternate Organizations (via website and other means), it will indicate for each such organization whether or not it benefits from GF financing.

This CCM Governance Manual was originally approved by a two-third majority vote at a CCM Meeting held on \_\_\_\_\_ [date].

Signed on behalf of the CCM by \_\_\_\_\_ [Chair]  
and \_\_\_\_\_ [Vice-Chair]

*If/when applicable:*

It was subsequently amended by a two-third majority vote at a CCM Meeting held on \_\_\_\_\_ [date].

Signed on behalf of the CCM by \_\_\_\_\_ [Chair]  
and \_\_\_\_\_ [Vice-Chair]