GOVERNANCE CHARTER:
ROBERT CARR FUND FOR CIVIL SOCIETY NETWORKS

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Contents

1. GOVERNANCE PRINCIPLES

The Robert Carr Fund for civil society networks (RCF) has a governance structure which aims to:
- allow the Fund to deliver on its mission;
- facilitate and maintain transparent decision-making;
- be accountable and transparent to donors and grant recipients;
- provide a unique decision-making process that includes diverse perspectives from both civil society and donors.

2.   THE GOVERNANCE STRUCTURE

RCF has three bodies: the International Steering Committee (ISC), the Program Advisory Panel (PAP) and the Fund Management Agent (FMA) of which the RCF Secretariat is a distinct part. In addition to implementing the work of the Fund, the FMA/RCF Secretariat provides logistic and administrative support to the ISC and the PAP. The relationship between the ISC and the FMA is regulated in a time-limited, renewable Memorandum of Understanding (MoU), reviewed by the two parties on an annual basis.

2.1 The International Steering Committee

The ISC is the overall and final decision making body which means that ultimately the ISC is responsible for the Robert Carr Fund for civil society networks. As a collective, donor and civil society ISC-members uphold the vision, mission and strategic goals of the RCF, engaging with and reflecting the diverse knowledge and experiences of global and regional civil society networks representing inadequately served populations[1].

2.1.1.   Composition of the ISC

The ISC consists of equal numbers of civil society and donor members, an independent Chair and an independent Vice-Chair (see Annex 1 for Terms of Reference of the ISC Chair and Vice-Chair). The members of the ISC are representatives from both civil society and donors. There is an equal number of seats for civil society members and donors. The number of civil society members enables a proper mix that reflects different types of networks, inadequately served populations and regions.

The ISC has non-voting (ex-officio) members, who act as observers that fully participate in ISC deliberations. One non-voting member should represent the UN (UNAIDS), one non-voting member should represent the Global Fund to fight AIDS, Tuberculosis and Malaria, and one non-voting member should be from ISP civil society. The ISC may decide to appoint additional non-voting members if and when relevant. The Fund Management Agent (FMA) is a non-voting member of the ISC.

In the case of a donor or civil society ISC-member having to excuse him/herself from attending an ISC meeting/ISC teleconference, this member will select an alternate. The alternate for a civil society member should have a profile consistent with the selection criteria described in the ISC civil society member profile in Annex 3. Preferably there should be consistency in the alternates chosen.

2.1.2   The role and responsibilities of the ISC

The role and responsibilities of the ISC are to:
- Approve the annual work plan and budget, annual reports, financial statements and audits for the Fund.
- Set strategic direction for the Fund, provide and maintain oversight of strategy implementation.
- Select, instruct and assess the performance of the FMA.
- Oversee the work of the FMA as the fiduciary agent.
- Oversee and support resource development activities to sustain the Fund.
- Oversee selection processes of ISC Chair and Vice-Chair, ISC and PAP members and appoint members of the ISC and PAP.
- Review, approve as applicable to the RCF and adhere to FMA conflict of interest, confidentiality and Corruption, Fraud and Mismanagement (CFM) policies, and oversee their implementation.
- Establish and approve funding priorities and eligibility criteria, application processes and procedures.

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[1] Inadequately served populations (ISPs) are groups or persons that face a higher HIV risk, mortality and/or morbidity when compared to the general population, and have, at the same time, less access to information and services. They include people living with HIV, gay men and other men who have sex with men, people who use drugs, prisoners, sex workers and transgender persons, but depending on the dynamic of the epidemic and the legal status of these populations may also include women and girls, youth, migrants, and people living in rural areas.

- Approve and provide guidance on proposal evaluation criteria developed by PAP in collaboration with the FMA.
- Approve funding decisions, based on the advice of the PAP.
- Provide guidance on the development and implementation of monitoring and evaluation systems for the Fund.
- Approve written summaries of ISC meetings for dissemination.

2.1.3   Membership selection process and criteria

Donors or donor constituencies, who are represented in the ISC, decide on their own representation on the ISC. To be eligible to participate in the donor seats on the ISC, each individual donor must meet the minimum contribution level of $500,000 per year for at least two years. Donors may choose to develop constituencies whereby multiple donors unite in a constituency with one voice and one vote in ISC proceedings.

All members in the ISC must be willing and able to:
- Undertake on average at least one hour's work on the ISC per week (but at peak times more), including reading documents and attending teleconferences, attending face-to-face meetings and consulting with civil society members to inform the decisions of the ISC;
- Not receive compensation from RCF for their time. Donor representatives would be expected to cover costs for travel and accommodations for face to face and virtual meetings.

The civil society members are elected in their individual capacity, and do not formally represent particular constituencies or organizations. However, they are encouraged to consult with and draw upon the skills, knowledge and experience of their respective constituencies or organizations.

New civil society (CS) ISC members will be nominated through an open call for nominations. The selection criteria focus on diverse representation and gender balance, to ensure that there is strong representation from high HIV burden countries, inadequately served populations and people living with HIV.

The selection process for ISC civil society members will comply with the following principles ensuring that civil society membership:
- Includes members from high HIV burden countries from at least two regions that are well connected to ISP regional or global networks;
- Includes at least two members from the Global South, and at least two members of an ISP network (overlap between the two is possible);
- Includes at least one person openly living with HIV;
- Reflects gender balance;
- Represents a mix of skills representing grassroots community mobilising, as well as expertise in governance, evaluation, finance and budgeting, donor relations, communications and advocacy.

All nominations will be reviewed and comparatively scored by a selection panel with a membership decided by the ISC (Annex 3). The ISC decides on a final set of CS members.

2.1.4   Terms of membership

The minimum term of individual ISC membership, including for the Chair and Vice-Chair, will be two years and members will commit to serving at least one term when elected, with three consecutive terms as a maximum. For the sake of effectiveness and continuity, at least one third of the members will continue to serve a second term. The term of the Vice Chair will be two years, to be followed by two years as Chair.

2.1.5   Resignations, Terminations and Absences

Resignation from the ISC must be in writing and must be received by the Chair or Vice-Chair.

ISC members can be excused from attending a phone or face-to-face meeting upon prior notification to the Chair or Vice-Chair.

If ISC members are unable to attend two ISC meetings in a year for any reason, and do not send an alternate, then the Chair or Vice-Chair will write to the ISC member to ask about their interest and capacity to continue to serve on the ISC. Responses shall be received within 30 days.

If the ISC member continues to miss ISC meetings, or fails to respond to the written communication, the Chair or Vice-Chair should proceed as follows:

> a) If the ISC member represents a donor or is an institutional observer (UNAIDS or the Global Fund), then the donor or institution shall be notified regarding the situation and requested to send a replacement if that representative cannot continue.

> b) If the ISC member is serving as an individual or observer from civil society, then one further attempt to reach the member should be conducted to see if there is support needed to allow the ISC member to continue or if the member would choose to step down voluntarily. If this outreach is unsuccessful in resolving the absences, the ISC member shall be terminated from membership.

A Chair/Vice Chair/ individual/observer ISC member can be removed for any other reason by an affirmative vote of three-quarters of the remaining ISC members.

If a termination or removal occurs, recruitment for a replacement should be conducted as quickly as possible.

Resignation by a Chair or Vice Chair should first be submitted to the Governance Sub-Committee for discussion. Once formalized, such a resignation should be submitted to the full ISC in writing. Where possible a notice period of three months should be given.

In the case of an early resignation of the Chair, the Vice Chair should automatically succeed the Chair and start a standard two-year term.

If a resignation of Chair or Vice Chair takes place within 6 months the governance committee could consider reviewing the previous short list of candidates to fill the position.

The recruitment for a replacement should be conducted as quickly as possible.

Breach of integrity policy
All ISC members should adhere to the Integrity Policy of the FMA (see section 3. Policies). If a member of the ISC breaches the integrity policy such a case will be brought to the accountability committee. The conclusions will be brought to the ISC who will determine if the member should be removed.

2.1.6   Decision-making process of the ISC
Decision-making must be made by at least half the number of members on the ISC plus one additional voting ISC member, of which at least two are donor and two are civil society members – excluding the Chair

and Vice-Chair. Decisions will be made by consensus whenever possible. If under exceptional circumstances consensus cannot be reached, the Chair may call for a vote. Decisions are then made by majority vote. Revision of the Governance Charter and selection of the FMA will require a two-thirds majority. The Chair and the Vice Chair will only vote in case of a tied outcome.

Funding decisions are – in principle – made during a face-to-face meeting. Documents for decision-making must be shared with the ISC by the FMA/RCFSecretariat well in advance in order to enable the ISC members to prepare. The ISC appoints sub-committees to prepare agenda items or decision points for consideration by the ISC. ISC members are expected to serve on at least one sub-committee.

The Program Advisory Panel (PAP) provides funding recommendations to the ISC. The ISC has the mandate to assess whether the PAP fulfilled the portfolio recommendations presented by the ISC. In exceptional cases the recommendation can be re-shuffled to address parts of the portfolio that were not covered.

2.2   The Program Advisory Panel

The PAP reviews grant proposals and makes recommendations for funding to the ISC. The PAP review process is a peer based review process.

2.2.1   Composition of the PAP
The PAP consists of nine members, including a Chair, Vice-Chair and, additionally, up to five reserve members. Reserve members are people who can be called upon if PAP members have to recuse themselves or have to step down for other reasons. PAP members be provided with a small stipend in line with the PAP stipend policy as approved by the ISC. Costs for virtual and face-to-face meetings are covered by the RCF's budget. They will hold up to two in person meetings and up to six teleconferences per year.

2.2.2   The role and responsibility of the PAP
The role and responsibilities of the PAP are to:
- Develop proposal evaluation criteria.
- Review proposals for funding.
- Make detailed recommendations on which organizations to fund, for how much and with justification according to predetermined criteria to the ISC.
- Advise on and support the FMA in monitoring and evaluation and cross-learning.
- Provide advice to the FMA on the development of capacity building and technical support activities for grantees.
- Advise the ISC on the development of a Terms of Reference for independent evaluations of the FMA.
- Adhere to all RCF policies, including Conflict of Interest and the Corruption, Fraud and Mismanagement (CFM) policies.
- Participate on ISC sub-committees, as relevant and requested by the ISC.
- Contribute to the RCF's donor engagement activities, as relevant.

2.2.3   Membership, selection process and criteria
- PAP members will be nominated through an open call for nominations.
- The nominations will be reviewed and comparatively scored by a subcommittee of members of the ISC. The ISC decides on a final list of PAP members.

- The Chair and Vice-Chair will be nominated by majority vote by the PAP at the beginning of each three-year governing term. The ISC appoints the PAP Chair and Vice-Chair (see Annex 2 for Terms of Reference PAP Chair and Vice-Chair).
- The selection process for PAP members will comply with the following principles ensuring that civil society membership:
  - o Be able and willing to review and score grant proposals objectively, discuss them in English, and offer perspectives about how international funding can support activities and organizational capacity toward global and regional civil society and community HIV networks.
  - o Have experience with or have been exposed to grant making and/or technical assistance, with working with inadequately served populations (ISP), and with program development, implementation and evaluation.
  - o Reflect gender and geographical balance. At least one of the members is openly living with HIV and a majority of the members are part of inadequately served populations (ISP).
  - o Remain objective and not demonstrate bias towards certain proposals based on their personal experience, expertise and who they reporesent, but rather evaluate proposals that are most likely to achieve the objectives of the RCF.

2.2.4   Terms of membership

The term of membership on the PAP is three years. For the sake of effectiveness and continuity, at least one third of the members will continue to serve a second term. Diversity of members should be guaranteed during the rotation procedure.

2.2.5   Decision-making process of the PAP

Before the PAP review, at least two external reviewers recruited by the FMA who are not PAP members, will also review each eligible proposal. The PAP will use the external reviewer data and applicants' rebuttal responses to the external reviews in their decision-making process.

The PAP rates proposals on quality and specific criteria incorporated in the request for proposals (RFP). The PAP will present grant funding options to the ISC and communicate with the ISC and the FMA to allow informed decisions by the ISC and support of the FMA. The PAP presents recommendations of grantees ranked in order and within the budget.

2.3   Conflict of Interest

The FMA/RCF Conflict of Interest policy is applicable to the activities and relationships of the International Steering Committee (ISC), the Program Advisory Panel (PAP), external reviewers, and the staff of the Fund Management Agent (FMA) of the Robert Carr Fund for civil society networks (RCF). The ISC oversees and the FMA manages the implementation of the policy.

2.4   The Fund Management Agent (FMA)

The FMA functions are delivered by a dedicated RCF secretariat, with additional services provided from across FMA departments, here referred to as FMA core functions. The RCF secretariat functions and the FMA core functions seen together cover the full range of FMA responsibilities outlined in the governance charter:

- Operationalize ISC decisions.
- Act as the fiduciary agent of the RCF.

- Enter into contractual agreements with grantees and donors, ensure that contractual obligations to RCF donors are fulfilled, and seek to harmonize donor contracts as much as possible.
- Maintain general quality standards and ensure updated, state of the art policies on conflict of interest, corruption fraud and mismanagement, workplace culture and gender.
- Undertake due diligence procedures, project control and risk management.
- Undertake financial management and reporting.
- Manage the grant-cycle, monitor and report on agreements.
- Provide human resource services, office accommodation and ICT.
- Provide logistical and secretarial support to ISC and PAP.
- Support resource mobilization activities.

The FMA has the duty and the right to inform and object to ISC decisions which may violate conditions of the funding contracts signed with donors. ISC members cannot be held liable for financial losses or other damages sustained by the FMA as a result of actions or omissions by the FMA, its agents, staff or sub-grantees.

3 POLICIES AND PROCEDURES

The RCF operates in accordance with a set of policies and procedures agreed with the FMA, which all grant recipients must commit to.

These include the following:

- Terms and Conditions Grants
- Policy on integrity breaches
- Integrity breach protocol

4   BUDGET PRINCIPLES AND DEFINITIONS

The FMA manages the budget of the RCF. The ISC approves the budget. The budget supports the RCF outcomes and is developed and managed in the currency of US Dollars.

The RCF budget as presented to and approved by the ISC is composed of direct costs and indirect costs:

Direct costs:
- All direct staff costs (Secretariat and direct supporting staff), including gross salary, holiday allowance, year-end allowance, social security and insurance schemes, pension scheme, commuting, recruitment, training, and other direct staff costs. Direct staff costs may include costs of temporary staff, interns, etc.
- All direct activity costs, including partner grants, partner support, other direct project costs, meeting costs, national and international travel costs, consultancies and other outsourced support, communication advice and communication materials, bank costs, specific reporting costs, audit fees, etc.
- Costs and income out of currency fluctuations. Both positive and negative effects of currency fluctuations will be absorbed in the RCF budget.

From the direct costs, a maximum of 5% is allowed for evaluation purposes.

Indirect costs:
- All support costs that can be allocated to (numbers of) individual staff positions: housing, workplace including ICT, HR support, etc.
- Management and administration: an allocation for overhead and general management costs covering general HR services, financial accounting, treasury management, board and general management of the FMA, and all other general costs of the FMA that cannot be (directly) allocated to specific programs or staff.

Implementation of any particular aspect of RCF activities is conditional upon FMA having received all necessary and sufficient funds with respect to the relevant expenditure.

5 ANNEXES

The Annexes to the Governance Charter provide a framework for the operationalization of the Charter that will be subject to ISC regular review and adaptation of processes and procedures, while remaining consistent with the Charter. Required revision of the text in the annexes will follow regular ISC procedures for decisionmaking.

Annex 1: Terms of Reference Chair and Vice-Chair International Steering Committee
Annex 2: Terms of Reference Chair and Vice-Chair Program Advisory Panel
Annex 3: ISC Civil Society member profile

5 ANNEXES

Annex 1: Terms of Reference of Chair and Vice-Chair of the International Steering Committee

The International Steering Committee (ISC) is the overall and final decision-making body, which means that ultimately the ISC is responsible for the Fund. The ISC sets strategic directions, instructs the Fund Management Agent (FMA), makes funding decisions and undertakes the other responsibilities outlined in the Governance Charter.

The ISC consists of eight or ten members, an external Chair and an external Vice-Chair. The members of the ISC are representatives from both civil society and donors. There is an equal number of seats for civil society members and donors. The ISC may have non-voting (ex-officio) members, who act as observers.

1. Role and responsibilities of the Chair and Vice-Chair

The Chair and Vice-Chair shall be independent of donor and civil society affiliations. As representative of the ISC as a whole, the Chair and Vice-Chair work with the FMA and the Program Advisory Panel (PAP) to achieve the strategic vision of the Fund, providing broad guidance. The general tasks of the ISC are described in the RCF Governance Charter, paragraph 2.1.2.

1. Guide the ISC and its members in its responsibilities;
2. Act as the Chair of meetings and teleconferences of the ISC. The Chair may call upon the Vice-Chair to share the work. The Chair will make sure that members bring their unique perspectives to the table and that policies such as the Conflict of Interest are adhered to;
3. Ensure adequate time and procedures for informed discussion, consideration and voting on agenda items and decisions of the ISC, including reaching clear decisions and overseeing a vote if consensus is not reached;
4. Guide decision-making of the ISC in line with paragraph 2.1.5 of the Governance Charter.
5. Facilitate the conversation between the ISC and the PAP and the ISC and the FMA;
6. Act as spokespeople for the ISC to advocate, promote and raise funds for the RCF and its mission;
7. Maintain effective communication and engagement with stakeholders such as partners, donors, implementers and the media to ensure the ISC understands and addresses the issues and concerns of its wide and diverse range of stakeholders.

2. Profile

The following competencies of the ISC Chair and Vice-Chair are collectively required:
1. Having good knowledge regarding the global response to HIV and HIV organizations or networks;
2. Experience chairing or leading decision-making bodies comprised of diverse stakeholders in either the public, civil society, or private sector and able to build and maintain the trust of all constituencies;
3. Experience and skill in organizing and facilitating discussions, building consensus, and mediating disputes among diverse stakeholders;
4. Experience with strategic planning, implementation and problem-solving;
5. Knowledge of the RCF's purpose, governance structure and strategy;
6. Leadership experience in a governance or management capacity for entities from either the public, civil society, or private sector;
7. Experience and skill in reading financial statements, budgets and reports to analyze and assess the implications of such documents;
8. Experience conducting risk assessments and developing mitigation strategies in either the public, civil society, or private sector;
9. Expertise in some or all of the following areas: advocacy, public health, international finance, international development, diplomacy, negotiations and fundraising;

10. Able to demonstrate discretion and professional ethics with respect to private and confidential matters;
11. Able to communicate clearly, concisely and persuasively and listen attentively and respectfully to other stakeholder views;
12. Able to act, think and speak with conviction and confidence; and
13. Fluent in written and spoken English (with additional languages beneficial).

3. Selection and term

The ISC encourages gender balance between the Chair and Vice-Chair who will be appointed by the ISC. The term for Chair and Vice-Chair will be two years for each role. After two years as Vice Chair, s/he shall become the Chair for one term. A usual term would be two years as chair and two as vice-chair. In exceptional circumstances, or for continuity, the roles could be extended, with a total of 6 years not to be exceeded. Once appointed, the Chair and Vice-Chair act in the best interest of the RCF as a whole. Specifically, he/she must not represent any particular bloc, constituency, or other stakeholder.

4. Time commitment and reimbursement

In order to fulfill the role of Chair and Vice-Chair adequately and give the necessary feedback, the time requirement is estimated at 13 days a year in surplus of the usual International Steering Committee members engagement of 7 days. The Chair and Vice-Chair should therefore be prepared and able to dedicate approximately twenty days per year to RCF activities.

ISC Chair and Vice-Chair will not be remunerated for their service on the ISC, but the costs for virtual and face-to-face meetings and other meetings related to the function will be covered by the budget of the RCF. They may renounce the compensation for travel and hotel expenses related to meetings on behalf of the RCF.

5. Conflicts of Interest

The Chair and the Vice-Chair must adhere to the Conflict of Interest policy. The Chair and Vice-Chair of the ISC must be individuals who will have no direct financial benefit from funding decisions made by the RCF and who are able to be fully transparent about any potential or perceived conflicts of interest. Candidates for the role of Chair and Vice-Chair should indicate to the ISC if they foresee a possible or perceived conflict of interest related to their professional or personal relationship with an RCF donor, grantee, FMA, a member of the PAP or a member of the ISC. If the ISC concludes that there is a conflict of interest, the candidate will be excluded from the election process.

Annex 2: Terms of Reference of Chair and Vice-Chair of the Program Advisory Panel

The Program Advisory Panel (PAP) reviews grant proposals and makes recommendations for funding to the International Steering Committee (ISC) according to the tasks described in Section 2.2.2 of the RCF Governance Charter. The PAP consists of nine members, including a Chair, Vice-Chair and, additionally, up to five reserve members. The minimum term of membership on the PAP will be three years and members will commit to serving at least one term when elected.

1.   Role & Responsibilities of the Chair and Vice-Chair

The Chair and Vice-Chair bring to their respective roles broad perspective and accumulated experience. As representatives of the PAP as a whole they collaborate with the Fund Management Agent (FMA) and the ISC. The Chair and Vice-Chair are voting members of the PAP. The general tasks of the PAP are described in the RCF Governance Charter, paragraph 2.2. Besides these tasks the Chair and Vice-chair have the following responsibilities.

1. Guide the PAP to effectively perform its core functions;
2. Act as the Chair of meetings and teleconferences of the PAP. The Chair may call upon the Vice-Chair to share the work. The Chair will make sure that members bring their unique perspectives to the table and that policies such as the Conflict of Interest are adhered to.
3. Ensure adequate time and procedures for informed discussion, consideration and voting on agenda items and advice of the PAP, including reaching clear advice and overseeing a vote if consensus is not reached;
4. Represent the PAP to the ISC and FMA, facilitating communications to and from the PAP when possible, and otherwise articulating programmatic advice and recommendations to the ISC and FMA on behalf of the PAP.
5. The PAP Chair and Vice-Chair also oversee effective performance management across the PAP, and report to the ISC following each RCF's Request for Proposals (RFP);
6. Advise on processes around Requests for Proposals (RFP): check Requests for Proposals, application forms, peer review forms, PAP review forms, advise on and/or develop proposal evaluation criteria; assess the eligibility of applicants;
7. The Chair and the Vice-Chair may make a division of labor, which is communicated to the PAP, the ISC and the FMA.

2.   Profile

The following competencies of the PAP Chair and Vice-Chair are collectively required:
1. Experience chairing or leading decision-making bodies comprised of diverse stakeholders in either the public, civil society, or private sector;
2. Knowledge of the RCF's purpose, governance structure and strategy;
3. Able to communicate clearly, concisely and persuasively and listen attentively and respectfully to other stakeholder views;
4. Able to act, think and speak independently with conviction and confidence; and
5. Fluent in written and spoken English (with additional languages beneficial).

3.   Selection and term

The Chair and Vice-Chair will be nominated by majority vote by the PAP at the beginning of each three-year governing term. The ISC approves the appointment of PAP Chair and Vice-Chair. They serve a three-year

term, or until the appointment of their respective successors. Both Chair and Vice-Chair can be elected for a second term. The Chair should, if possible, have previously served on the PAP.

4.   Time commitment and reimbursement

The PAP Chair and Vice-Chair should be prepared and able to dedicate approximately twelve days per year to RCF matters. ISC, FMA, donor, sub-committee meetings, as well as periods before and after such meetings, may require the PAP Chair and Vice-Chair to commit full capacity to RCF matters for several consecutive days.

Chairs will be provided a small stipend in line with the PAP stipend policy, costs for virtual and face-to-face meetings are covered by the RCF's budget. Chairs may renounce the compensation for travel and hotel expenses related to meetings on behalf of the RCF.

5.   Conflicts of interest

The Chair and the Vice-Chair must adhere to the Conflict of Interest policy. The Chair and Vice-Chair of the PAP should be individuals, who will have no direct financial benefit from funding decisions made by the RCF, and who are able to be fully transparent about any potential or perceived conflicts of interest. Candidates for the role of PAP (Vice-)Chair should indicate to the ISC if they foresee a possible or perceived conflict of interest related to their professional or personal relationship with an RCF donor, grantee, FMA, or another member of the PAP or a member of the ISC. If more than half of the International Steering Committee concludes there is a conflict of interest, the candidate will be excluded from the election process.

Annex 3: ISC Civil Society member profile

Profile of CS ISC members:
- Experience and expertise in working with and well connected to global and regional civil society networks active in the HIV response; key skills include written and verbal communication skills, document review and editing, finance and budget review, monitoring and evaluation, donor relations, project management, meeting facilitation and community mobilization, and organizational development.
- Ability to work in English.
- Willing to serve on a voluntary basis (costs for virtual-- and in--person meetings are covered by the RCF).
- Willing and able to undertake at least one hour's work on the ISC per week (more at peak times), including providing critical feedback on documents, attending teleconferences & in--person meetings and consulting with their peers.
- Ability to maintain regular communication and information exchange with the CS ISC members (via email or teleconference).
- Availability to meaningfully participate in up to two in--person meetings and up to six teleconferences per year.
- Ability to serve on ISC sub--committees and participate in related teleconferences as required.
- Ability to identify an alternate to attend ISC teleconferences or meetings as required.
- Ability to identify 1-3 CS advisors, who can assist CS ISC members when needed for additional consultation and feedback support on ISC governance and operational activities.
- Compliance with the Conflict of Interest policy.

Selection of ISC civil society members will be undertaken by a selection panel with a membership decided by the ISC, and including at least 2 ISC civil society members, an ISC member representing donors and one external civil society representative. All nominations will be reviewed and comparatively scored by the selection panel. The ISC decides on a final list of individual CS members.

In the case of a civil society ISC-member having to excuse him/herself from attending an ISC meeting/ISC teleconference, this member will select an alternate. Alternates should be carefully briefed by the excused ISC-member. The alternate should have a profile consistent with the selection criteria for ISC Civil Society members, seeking continuity in the alternates chosen.