# **CONSTITUTION**

&

TERMS OF REFERENCE

### **OF THE**

# COUNTRY COORDINATING MECHANISM (CCM), NIGERIA

**OF** 

# THE GLOBAL FUND TO FIGHT AIDS, TUBERCULOSIS AND MALARIA

January 2023

#### **Contents**

1.0 PREAMBLE	4
2.0 NAME, LEGAL STATUS, LOCATION	4
3.0 PURPOSE, MANDATE, AND FUNCTIONS	4
3.1 – Purpose	4
3.2 – Guiding Principles	4
3.3 – Core Functions	5
4.0 CCM NIGERIA COMPOSITION AND STRUCTURE	6
4.1 Composition of the CCM Nigeria	6
4.2 CCM Members' Rights	8
4.3 CCM Members' Responsibilities	8
4.4 CCM Leadership	9
4.5 Committees and Task Teams	10
4.6 Stakeholder Consultative Assembly	11
4.7 Secretariat	11
5.0 COMPOSITION & TERMS OF REFERENCE OF CCM COMMITTEES	12
5.1 – The CCM Executive Committee	12
5.2 – The Resource Mobilization Committee	14
5.3 – The Oversight Committee	16
5.4 – The Governance and Ethics Committee	18
5.5 – Committee Member Responsibilities	20
5.6 – Committee Chair Responsibilities	20
6.0 CCM MEMBERSHIP	21
6.1 Membership Selection Process	21
6.2 Terms of Office	22

6.3 Resignation and Replacement of Members	22
6.4 Removal of a Member or Officer	23
7.0 ORIENTATION	23
8.0 CCM NIGERIA & COMMITTEE MEETINGS	23
8.1 Frequency and Language of Communication	23
8.2 Notice and Agenda of Meetings	24
8.3 Quorum of Meetings	24
8.4 Decision-making	24
8.5 Minutes	25
8.6 Observers	25
9.0 MATTERS OF GENERAL MANAGEMENT & GOOD GOVERNANCE	26
9.1 Funding of the CCM Nigeria	26
9.2 Conditions of Service as CCM Nigeria Members	26
9.3 Accountability of the CCM Nigeria	26
9.4 Constituency Report	26
9.5 Confidentiality	27
9.6 Conflict of Interest & Code of Ethical Conduct	27
9.7 Framework Documents	27
10.0 AMENDMENT, INTERPRETATION, AND RATIFICATION OF THE CONSTITUTION	
10.1 Amendment of the CCM Nigeria Constitution	28
10.2 Interpretation	28
10.3 Ratification	28

# 1.0 PREAMBLE

We, the members of the Country Coordinating Mechanism Nigeria (CCM Nigeria), in response to the requirements and recommendations of the Global Fund to fight AIDS, Tuberculosis and Malaria, hereinafter "Global Fund", and having agreed to establish the Country Coordinating Mechanism Nigeria, for the purpose of cooperation among ourselves and with others to promote and protect the health of all people from HIV/AIDS, Tuberculosis and Malaria, while strengthening our health systems, hereby make this constitution for ourselves as follows:

# 2.0 NAME, LEGAL STATUS, LOCATION

- 2.1 *Name* The name of the organisation shall be COUNTRY COORDINATING MECHANISM NIGERIA, hereinafter referred to as "CCM NIGERIA".
- 2.2 *Legal Status* The CCM Nigeria is a legally registered incorporated trusteeship established for charitable purposes under the Corporate Affairs Commission.
- 2.3 Location The Head Office of CCM Nigeria shall be situated in Abuja.

# 3.0 PURPOSE, MANDATE, AND FUNCTIONS

## 3.1 - Purpose

CCM Nigeria is a mechanism for the coordination of public-private partnership efforts to access and utilize Global Fund financing and other relevant donor funding streams in support of national disease programs in Nigeria. CCM members represent the interests of all stakeholders in the fight against HIV, TB, and malaria including those with roles in health systems strengthening.

## 3.2 – Guiding Principles

The following principles shall guide the activities of CCM Nigeria:

- 3.2.1 *Partnership* CCM Nigeria shall (a) be an effective forum for bringing together key stakeholders; (b) seek active engagement with balanced and well-qualified representation across geographies, genders, expertise, sectors, and other factors as appropriate; and (c) ensure effective representation and the flow of information to and from the CCM members and constituencies.
- 3.2.2 Engagement of key populations, people living with or affected by diseases and Civil Society CCM Nigeria shall ensure a mechanism to engage key populations,

people living with or affected by diseases and civil society in a way that allows their input and voices to be heard that informs the direction and performance of health interventions. Such engagement shall continue throughout the grant lifecycle to provide input to strengthen the delivery of programs and achievement of targets.

- 3.2.3 Oversight CCM Nigeria shall oversee the performance of the Global Fund Principal Recipients (GF PRs) in Nigeria to ensure that agreed targets are met. Through transparent and objective CCM oversight, Principal Recipients are held accountable to all country stakeholders. CCM Nigeria shall regularly review the performance of grants in collaboration with the Principal Recipients, implementers, Civil Society and other relevant stakeholders, including Global Fund Secretariat staff. CCM Nigeria shall support Principal Recipients to address risks and bottlenecks and initiate the replacement of consistently poorly performing Principal Recipients. Effective oversight efforts shall drive improvements in grant performance in support of the three national disease programs and health systems interventions.
- 3.2.4 *Building on national structures* CCM Nigeria public-private partnership coordination efforts shall operate at the highest level responsible for multi-partner and multi-sectoral development planning in Nigeria, and shall proactively coordinate activities with, and fully leverage existing and emerging coordination platforms, including those for affected populations and Civil Society, to fulfil its functions.
- 3.2.5 Sustainability and transition In alignment with Global Fund Sustainability, Transition and Co-financing (STC) policy and guidance, CCM Nigeria shall work to strengthen the sustainability of Global Fund financed programs and prepare for transition towards domestic financing. Planning for sustainability is an integral part of program design and shall be taken into account by CCM Nigeria when developing funding requests. CCM Nigeria shall encourage early and proactive transition and sustainability planning for multiple allocation cycles prior to transition from Global Fund financing.
- 3.2.6 Good governance CCM Nigeria and the CCM Secretariat are expected to operate in a way that is aligned with principles of good governance, including transparency of information, equality among members, accountability, and conflict of interest management. Transparency depends on the timely, equal and comprehensive sharing of information. Equality among members requires that all members of a CCM are equal partners, with full rights to expression and involvement in decision-making in line with their areas of expertise. Accountability means that CCMs should hold CCM members, CCM leadership, CCM Secretariat, PRs, SRs, Implementers, Vendors, Donors, Technical Support providers, GF Secretariat and any others associated with the grants accountable for good performance. Conflict of interest shall be managed in such a way that decisions made are objective and credible, free of undue influence and manipulation from any quarters.
- 3.2.6 Efficiency & Effectiveness CCM Nigeria and the CCM Secretariat are expected to operate in an efficient and effective manner. Efficiency means being able to carry out CCM Nigeria's purpose and functions without wasting time, energy, or other resources. Effectiveness means achieving CCM Nigeria's purpose and functions.

#### 3.3 – Core Functions

#### 3.3.1 - The core functions of CCM Nigeria are:

- a. Coordination of the development and submission of the national Funding Request/Proposal/Application Concept Notes to the Global Fund;
- b. Ensuring sustainability and country ownership of the interventions financed by GF resources through improved domestic health financing.
- c. Selection and nomination of the Principal Recipient(s)<sup>1</sup>;
- d. Overseeing the implementation and appropriate closure of the approved Global Fund grants.
- e. Approving any reprogramming of Global Fund grants activities and submission of requests for continued funding to the Global Fund.
- f. Ensure linkages and consistency between the Global Fund financed programs and other national health and development programs.
- g. Constituency engagement through consistent flow of information between the CCM and population groups and stakeholders represented by its members.

# 4.0 CCM NIGERIA COMPOSITION AND STRUCTURE

# 4.1 Composition of the CCM Nigeria

4.1.1 –The CCM Nigeria composition shall be multi-sectoral, with individual members elected or nominated to represent four broadly balanced constituencies and essential sub-constituencies as described below. Any organization that is legally registered to operate in Nigeria as part of one of the constituencies described below is eligible to elect or appoint an individual representative for consideration as a member of the CCM Nigeria.

Constituency	#	Sub-Constituencies
Federal Government and state and/or local government linkages	5	Federal Ministries, National Agencies, Legislative Bodies, other Public Sector Organizations ensuring collaborative linkages to/between states and local governments, selected with an eye to strong linkages to health policy, financial investment and sustainability, and removal of bureaucratic bottlenecks.

<sup>&</sup>lt;sup>1</sup> Except insofar as Additional Safeguards Policy is applied.

\_

National Civil Society Organizations & Key Populations	5	Selected from nationally representative, registered, non-governmental civil society organizations/networks/coalitions working with or representing people living with or affected by HIV, Tuberculosis and Malaria, and/or key populations as described by the National Disease Programs.	
Multilateral and bilateral development partners	3	Two multilateral and one bilateral development partners/donors selected among those in Nigeria engaged in the HIV/AIDS, Tuberculosis and Malaria disease strategies and programmes or ancillary strengthening of health systems.	
Specific interest groups	3	Selected among specific interest groups contributing to HIV/AIDS, Tuberculosis and Malaria disease strategies and programmes or cross-cutting thematic areas including Non- Faith-Based Organizations, Community-Based Organizations, Academia, associations or NGOs representing youth and women, associations and organizations representing commercial sector enterprises,.	
TOTAL	16		

- 4.1.2 In accordance with Global Fund CCM guidelines, it is strongly encouraged that at least 40% of all members be representatives of people living with the 3 diseases or representing communities affected by the 3 diseases or representing civil society organizations and other non-governmental actors (i.e., 6 of 16 seats in total). To achieve this objective, at least 3 members from the constituency "Specific interest groups and state and/or local government linkages" should represent civil society organizations including Watchdog Organizations, Key Populations, Women & Girls, Children & Young People, Experienced NGOs working with the 3 diseases, Charitable Organizations, including Religious and Faith-Based Organizations, and Academia.
- 4.1.3 In accordance with Global Fund CCM guidelines, it is strongly encouraged that at least 30% of members be female (i.e., 5 of 16). All organizations should be

encouraged when electing or nominating their representatives to accord women higher priority.

4.1.4 – The Constituencies of the CCM and the number of representatives of each constituency shall be determined by a vote of the CCM. The CCM may review its composition from time-to-time and make adjustments as needed but not more frequently than once every four years.

# 4.2 CCM Members' Rights

Individual members of the CCM Nigeria have the following rights:

- a. The right to nominate members for CCM positions such as Chair and Vice-Chair, and to run for CCM positions;
- b. The right to vote on any matters put to a vote;
- c. The right to participate in all discussions and activities of the CCM;
- d. The right to attend all CCM meetings, and to be given reasonable notice of all meetings;
- e. The right to receive all necessary information relevant to CCM meetings and activities and to be reasonably supported to understand them.
- f. The right to engage with their constituency on matters of the CCM (meetings, activities and developments) and to have the position of his/her constituency admitted for objective consideration in decision making.
- g. The right to raise an allegation of conflict of interest against any member of the CCM and to have the allegation duly investigated, reported and resolved.
- h. Right to fair hearing and equitable investigation without being excluded from participation in CCM activities upon self-declaration of potential conflict of interest or allegation of same by another CCM member until such issues are resolved.
- i. Alternates may only exercise member rights in the absence of the principal member (but retain the right to be informed of all CCM discussions and activities to enable them to exercise the right of the principal member effectively when called upon to do so).

### 4.3 CCM Members' Responsibilities

Individual members of the CCM Nigeria shall have the following responsibilities:

- a. Respect regulations and procedures as defined in this Constitution and the framework documents of the CCM Nigeria;
- b. Abide by the Conflict-of-Interest policy of the CCM Nigeria.
- c. Mandatory regular feedback and engagement (e.g. monthly/bimonthly meetings with evidence of meetings) with organisations and individuals within their constituency, in order to ensure that they fairly represent the views of their

- constituency at CCM meetings (e.g. evidence of consensus reached at feedback and engagement meetings);
- d. Actively share relevant experiences and information, and update CCM with issues and developments within his/her constituency, especially concerning the scope of the GF grant.
- e. Hold fellow CCM members and leadership, Principal Recipients and National Disease Programs and Health System Coordinators, Technical Assistance providers, vendors, CCM Secretariat and GF Country Team accountable for effective delivery of results and efficient application of resources
- f. Attend and participate in CCM meetings in a timely and responsible manner; Occasional representation by an Alternate is acceptable based on exigencies but does not constitute attendance by the member but rather attendance by the constituency represented (Representation by proxies other than the alternate is not allowed).
- g. Respect and uphold CCM decisions;

#### 4.4 CCM Leadership

- 4.4.1 The Leadership of CCM Nigeria shall comprise of three (3) officials namely, The Chair, 1<sup>st</sup> Vice-Chair and 2<sup>nd</sup> Vice-Chair
- 4.4.2 The CCM Nigeria Members shall elect a Chair and 1<sup>st</sup> Vice-Chair and 2<sup>nd</sup> Vice Chair from among themselves, each representing different constituencies as defined in section 4.1 above.
- 4.4.3 Both self-nomination and nomination by another member are permitted and encouraged. The votes for the Chair and Vice-Chair shall be by secret ballot.
- 4.4.4 The terms of office for the Chair and Vice-Chair shall be three years.
- 4.4.5 No person shall serve more than two terms as Chair or as Vice-Chair.
- 4.4.6 The Alternate members for the members elected as Chair and Vice-Chairs shall continue to represent their constituencies but may not replace the Chair and Vice-Chairs in their roles as CCM leaders.
- 4.4.7 The responsibilities of the Chair shall include:
  - a. To preside and chair all CCM Nigeria General and Executive Committee meetings;
  - b. To propose and seek approval of the agenda of each CCM Nigeria meeting from the Executive committee;
  - c. To inform CCM Nigeria of the activities of the Executive Committee;
  - d. To enter into agreement regarding grants and other contractual relationships on behalf of CCM Nigeria

- e. To publicly represent CCM Nigeria.
- 4.4.8 The responsibilities of the Vice-Chair shall include:
  - a. To perform tasks delegated by the Chair;
  - b. To participate actively in the Executive Committee;
  - c. In the absence of the Chair, to preside at all meetings in which the Chair is empowered to preside by the provisions of this Constitution.

#### 4.5 Committees and Task Teams

- 4.5.1 In order to better carry out its functions as described in 3.3 above, the CCM Nigeria shall create four Committees for which members shall be selected based on their core competencies and alignment with the core mandates of the constituencies they represent:
  - a. The CCM Executive Committee;
  - b. The Resource Mobilization Committee;
  - c. The Oversight Committee;
  - d. The Governance & Ethics Committee.
- 4.5.2 The CCM Chair shall automatically serve as Chair of the CCM Executive Committee. All other Committees shall have a Chair elected by the full CCM Nigeria membership from amongst the Committee members. Both self-nomination and nomination by another member are permitted and encouraged. In electing Committee Chairs, the primary consideration shall be competence, and the members shall seek balance in representation with regard to gender and constituencies.
- 4.5.3 Committees and Task Teams shall have no formal decision-making powers except in so far as delegated by the full Nigeria CCM and described in their respective terms of reference. In all cases, the ultimate authority resides in the full Nigeria CCM.
- 4.5.4 Committees are accountable for serving in accordance with their approved terms of reference. Generally, CCM Committees undertake tasks as mandated by CCM Nigeria, including maintaining oversight of CCM Nigeria's fiduciary duties, risk management and performance in accordance with the annual plan and established policies and periodically recommending change to policies, strategic direction and performance improvements.
- 4.5.5 As a principle, Committee members should be able to act on a fully informed basis, in good faith, with due diligence and care and in the best interest of CCM and the people of Nigeria. They must (a) serve as spokespersons and representatives and communicate the views of their constituency category (including sub-constituencies) to the Committee during discussion and deliberation, based on prior consultation wherever reasonably practical (e.g., assuming other members of their constituencies give timely feedback at the Committee Member's request), and (b) where delegated

authority by the CCM Nigeria, make recommendations in the best interest of CCM Nigeria and its stakeholders.

- 4.5.6 The CCM Nigeria may decide to establish other committees as new requirements emerge.
- 4.5.7 The CCM Nigeria may establish Task Teams at the recommendation of the Executive Committee to work on specific tasks or assignments. CCM will dissolve the task team(s) on the completion of the assigned tasks for which they were created.
- 4.5.8 No CCM member may serve on more than one Committee, except when the other committee is the Executive Committee.
- 4.5.9 No Committee shall have more than 5 members. Should more than 5 members seek membership of a specific committee, membership shall be determined by nomination, including self-nomination, and election by the full CCM Nigeria membership.

# 4.6 Stakeholder Consultative Assembly

- 4.6.1 In order to better fulfil its mandate and ensure the maximum engagement and inclusion for all stakeholders, the CCM Nigeria shall organize a stakeholder consultative assembly to enable structured advocacy and contributions to rigorous programme reviews, particularly by stakeholders who are not CCM members.
- 4.6.2 The stakeholder consultative assembly shall, as far as possible, be organized as an annual meeting coinciding with existing programme reviews.
- 4.6.3 Participants shall be invited by the CCM from amongst non-CCM members representing broad constituencies and sub-constituencies described in 4.1.1.
- 4.6.4 Members of the public, and associations from outside the groups described in 4.1.1 shall be invited to submit memoranda to the CCM Nigeria for consideration.

#### 4.7 Secretariat

- 4.7.1 The CCM Nigeria shall be supported to carry out its functions by a CCM Secretariat.
- 4.7.2 The CCM Nigeria Secretariat shall be headed by an Executive Secretary and supported by appropriate technical and administrative staff, who shall be appointed by the CCM Nigeria. The complete and documented recruitment process will be presented to the entire CCM Nigeria members, which shall vote on the selection of the candidates.
- 4.7.3 The responsibilities of the CCM Nigeria Secretariat, to be implemented under the guidance of the CCM Nigeria and the CCM Nigeria Chair, and led by the Executive Secretary, shall be:
- 4.7.4 To organize, manage and oversee the CCM Secretariat, including development and implementation of CCM policies, guidelines, financial plans and work plans;

- a. To support the CCM, its Committees, and Task Teams in the execution of their mandates and assignments;
- b. To collate and circulate information and reports from the Global Fund, PRs, and other stakeholders and sources useful to the CCM members and Committees, and provide clarity, insight and context to aid informed action by CCM members and Committees;
- c. To support grant and PR oversight;
- d. To support proposal development and harmonization;
- e. To support and contribute to CCM communications and representation;
- f. To support and contribute actively to fund raising;
- g. To establish minutes, archives, and documentation of CCM membership and activities as required by the Global Fund;
- h. To manage and report on funds awarded to the CCM & CCM Secretariat;
- i. To support CCM membership renewal.
- 4.7.5 The Executive Secretary of the CCM Secretariat shall serve as an ex-officio, non-voting member of each and every CCM Committee.
- 4.7.6 In addition to staff which may be authorized and funded through Global Fund support to CCM Nigeria, the Secretariat may be supported by secondments, temporary staff and interns, or additional permanent staff funded through alternative fundraising, as funding permits and as authorized by the CCM Executive Committee. The recruitment process of these employees must be approved by the CCM.
- 4.7.7 The individual Terms of Reference, conditions of employment, and removal process for the Executive Secretary and staff shall be defined in the Human Resources & Operational Manual and approved by the CCM.

# 5.0 COMPOSITION & TERMS OF REFERENCE OF CCM COMMITTEES

#### 5.1 – The CCM Executive Committee

The Executive Committee shall oversee and facilitate the day-to-day work of the CCM, its Committees and Secretariat, with a view to enabling the CCM to function as an efficient and effective high-level board.

The CCM Executive Committee shall be composed of the CCM Chair, the Vice-Chair, and the Chairs of the Resource Mobilization Committee, Oversight Committee, and Governance & Ethics Committee.

In the absence of the Chair, the Vice-Chair shall automatically assume responsibility. The CCM Executive Committee quorum shall require 3 members to be present, including virtually/electronically. Should any of the members of the Executive

Committee resign or be removed by the CCM Nigeria, the CCM Nigeria shall conduct a new election within 90 days to select a replacement for the position which they occupied, giving them a seat on the CCM Executive Committee.

The Executive Committee may engage the support of non-voting technical resource persons and/or agencies present in Nigeria or internationally, as needed on an ad hoc basis. The selection criteria for non-voting technical resource persons and/or agencies shall be established and documented by the Committee.

#### The Executive Committee shall be responsible for:

- a. Review of resource generation, grant performance recommendations and conflict of interest management recommendations from the Resource Mobilization, Oversight, Governance & Ethics Committees for onward decision and actions at the full CCM Nigeria meetings;
- b. Overseeing the implementation of decisions of the full CCM Nigeria;
- c. Work with and facilitate the CCM Secretariat to follow up on the implementation of the CCM Nigeria decisions;
- d. Oversee and direct the activities, operations and budget of the CCM and Secretariat:
- e. Develop and review terms of reference of the Resource Mobilization, Oversight and Governance and Ethics Committees for ratification by the full CCM Nigeria.
- f. Ensure the annual performance evaluation of the CCM Secretariat;
- g. Support and coordinate Committees, task teams or ad-hoc working groups of the full CCM Nigeria;
- h. Attend to routine administrative matters or urgent communications and decisions for which calling full CCM Nigeria meetings is not warranted or not feasible;
- i. Make decisions of an administrative and operational nature only in case of urgency to meet the desired CCM Nigeria action. All such decisions must be duly documented, shared for information purposes with all CCM members within 10 working days, and submitted to the full CCM at the earliest possible opportunity for ratification or modification;
- j. Oversee & approve the re-programming of activities & re-allocation of funds in CCM work plans and budgets;
- k. Oversee the organization of an annual stakeholder consultative assembly enabling structured advocacy by stakeholders and contributions to rigorous programme reviews;
- 1. Facilitate and expedite signature of relevant documents relating to the Global Fund and other stakeholders;

- m. Recruitment and appraisal of CCM Secretariat staff;
- n. Communication activities for the CCM Nigeria including providing regular feedback to all the major constituencies making up the CCM;
- o. Membership renewal and members' compliance with Global Fund requirements;
- p. Work with the CCM Secretariat to review and fine-tune CCM meeting agenda to make it manageable and efficient, while avoiding censorship of member contributions to the agenda.
- q. Work with other CCM Committees and the CCM Secretariat to propose and arrange for technical assistance to support the capacity building of the CCM Nigeria and Principle Recipients (PRs).
- r. Oversee and plan the activities to strengthen the capacity of CCM Nigeria members, including induction of new members, training and orientation of all members on their roles and responsibilities.
- s. Other tasks as assigned by the CCM Nigeria.

#### 5.2 – The Resource Mobilization Committee

Programme development and resource mobilization is a responsibility of the entire CCM Nigeria, and all CCM members shall participate in the programme development and resource mobilization process and activities. The Resource Mobilization Committee shall lead the programme development and resource mobilization activities of the Global Fund grants in Nigeria.

The Resource Mobilization Committee shall be composed of at least four CCM members, each representing one of the four broad constituencies described in 4.1 above. The Committee composition shall seek balance in representation with regard to gender. Each member of the Resource Mobilization Committee shall be elected by the CCM Nigeria members.

Leadership of the Committee shall be determined by voting among the Committee members. Both self-nomination and nomination by another member are permitted and encouraged.

The Resource Mobilization Committee quorum shall require 3 members to be present, including virtually/electronically. In case of absence, the Committee Chair may call upon another Committee Member to serve as Acting Chair.

Should any of the members of the Resource Mobilization Committee resign or be removed, members of the full CCM shall elect a replacement within 90 days for the position. Consideration will be given to a person from the constituency of the exiting committee member as long as he/she is competent to perform the tasks required of the committee.

The Resource Mobilization Committee may engage the support of non-voting technical resource persons and/or agencies present in Nigeria or internationally, as needed on an ad hoc basis. The selection criteria for non-voting technical resource persons and/or agencies shall be established and documented by the Committee.

The Resource Mobilization Committee shall lead, facilitate and provide oversight over the process for the development of applications for the Global Fund grants and the alignment of Global Fund grants with other financing mechanisms in the country for HIV/AIDS, Tuberculosis and Malaria including RSSH. COVID19 and any other GF approved program; and reprogramming of the grants whenever necessary.

The Resource Mobilization Committee shall ensure the engagement of key stakeholders in the development of programmes and funding proposals. It shall seek input and participation from the government and across sectors, diseases programs (TB, malaria, HIV, COVID19, and RSSH etc.), and populations, including civil society, those living with and affected by the diseases, key populations and young people. To this end, the committee shall leverage available resources for non-governmental participation and engaging a diversity of expertise in funding request development.

The core functions of the Resource Mobilization Committee are to:

- a. Facilitate the development and coordination of the national resource mobilization concept notes and grant funding applications/requests/proposals to the Global Fund, including the design of protocols and procedures for the inclusive engagement of relevant stakeholders in these processes, for approval by the CCM Nigeria;
- b. Carrying out programmatic and financial gap analysis for HIV/AIDS, TB, Malaria, COVID19 disease programs and the building of resilient and sustainable systems for health, in collaboration with relevant stakeholders;
- c. Responding to all technical queries from the Global Fund in respect to submitted proposals;
- d. Identify the need and support the process for reprogramming of grants and support the CCM Nigeria in coordinating the re-programming of Global Fund grants;
- e. Lead the CCM process of identifying and selecting the Principle Recipients (PRs), including development of guidelines for selecting PRs and Sub-Recipients (SRs) for implementing the approved Global Fund grants;<sup>2</sup>
- f. Oversee the national Global Fund grants absorption and utilization to inform/support resource mobilization initiatives and activities;

-

<sup>&</sup>lt;sup>2</sup> Except insofar as Additional Safeguards Policy is applied.

- g. Oversee the CCM funding absorption and utilization for resource mobilization purposes;
- h. Support the CCM Nigeria in mobilizing resources for Global Fund programme activities for HIV/AIDS, TB, Malaria, COVID19 and the building of resilient and sustainable systems for health in alignment with Global Fund Sustainability, Transition and Co-financing (STC) policy and guidance;
- i. Participate in the development of frameworks for alignment and harmonisation of Global Fund grants with other in-country financing mechanisms for HIV/AIDS, TB and Malaria, and national health and development projects.
- j. Fundraising for the CCM Nigeria to support the CCM Secretariat and CCM functions.
- k. Tracking fulfilment of co-financing commitments, and engaging in efforts to create greater domestic fiscal space.
- 1. Identify and demonstrate success stories, best practices and lessons learnt during the management of programme development and resource mobilization activities.

# 5.3 – The Oversight Committee

The active oversight of Global Fund grants is a responsibility of the entire CCM Nigeria, and all CCM members shall participate in the oversight process and activities. The CCM's role is to focus on the "big picture" - conducting regular, databased reviews of grant performance in the context of the national program and in coordination with relevant stakeholders and identifying opportunities to enhance performance across the diseases and RSSH to ensure maximum impact of the investments. The Oversight Committee shall lead the CCM's oversight role with a focus on achieving the intended programmatic targets for Global Fund grants in Nigeria. The Oversight Committee shall engage relevant stakeholders and a diversity of expertise to carry out this role.

i.

Oversight is not intended to focus on the day-to-day details of grant implementation. The CCM and the Principal Recipient have complementary roles. The CCM's oversight role is different from the Principal Recipient's responsibility to monitor and evaluate the implementation of grants. Oversight requires the CCM to understand how the grants are working, follow progress and challenges, and make recommendations to the PR on improving performance. Oversight is one type of monitoring, focused on governance and understanding the big picture. The CCM is responsible for understanding grant implementation at the macro level, but does not need to immerse itself in the micro details, which is the responsibility of the Principal Recipient.

The Oversight Committee shall be composed of at least four CCM members, each representing one of the four broad constituencies described in 4.1 above. The Committee composition shall seek balance in representation with regard to gender. Each member of the Oversight Committee shall be elected by the CCM Nigeria members.

Leadership of the Committee shall be determined by voting among the Committee members. Both self-nomination and nomination by another member are permitted and encouraged.

The Oversight Committee quorum shall require 3 members to be present, including virtually/electronically. In case of absence, the Committee Chair may call upon another Committee Member to serve as Acting Chair.

Should any of the members of the Oversight Committee resign or be removed, the CCM Nigeria shall conduct a new election within 90 days to get a replacement for the position they occupied. Consideration will be given to a person from the constituency of the exiting committee member as long as he/she is competent to perform the tasks required of the committee

The Oversight Committee may engage the support of non-voting technical resource persons and/or agencies present in Nigeria or internationally, as needed on an ad hoc basis. The selection criteria for non-voting technical resource persons and/or agencies shall be established and documented by the Committee.

The core functions of the Oversight Committee are to:

- a. Work with the CCM Secretariat to establish and implement annual work plans that outline specific programmatic and management oversight activities to be carried out by the CCM Nigeria as outlined in the CCM Oversight Plan;
- b. Ensure that the Principle Recipients provide timely programmatic performance updates and progress reports on Global Fund grant implementation activities;
- c. Ensure that the Conditions Precedent, Management Actions, Special Conditions and any other conditions on the Global Fund grants are fulfilled by the PRs in a timely manner;
- d. Ensure that programmatic, management and financial information is synthesized in close coordination with the CCM Secretariat and that summary reports are available to support decision making.
- e. Review the progress of Global Fund grant performance against national disease programs indicator targets and various implementation levels of programme activities, clarify data ambiguities on deliverables, identify and diagnose problems of implementation of programme activities, and recommend follow up actions to the Nigeria CCM.
- f. In addition to programmatic data and progress update from the PRs, ensure application of credible information from Civil Society, Media, and other interest groups within and outside CCM Nigeria about the performance of the HIV, TB, Malaria, and RSSH programs to forge the agenda for grant oversight.

- g. Ensure that Global Fund grant programme activities are regularly reviewed to identify implementation bottlenecks and propose remedial action, including with respect to:
  - Critical issues impeding good technical results and impact;
  - Appropriate and timely use of finances;
  - Appropriate and timely completion of procurements;
  - Critical issues impeding rapid disbursement of finances or delaying procurements.
- h. Identify and demonstrate successful stories, best practices and lessons learnt during grant oversight.

#### 5.4 – The Governance and Ethics Committee

The Governance and Ethics Committee is established by the CCM Nigeria to oversee and ensure the alignment of CCM Nigeria with global governance arrangements and ethical standards.

The Committee shall be composed of at least four CCM members, each representing one of the four broad constituencies described in 4.1 above. The Committee composition shall seek balance in representation with regard to gender. A strong preference should be given to electing experienced CCM members. Each member of the Governance and Ethics Committee shall be elected by the CCM Nigeria members.

The Governance and Ethics Committee shall be advised by an external non-CCM member subject expert with a demonstrated track record in:

- Teaching or advising on ethics and good governance in academia, business, the public sector, or non-governmental organizations;
- Deep knowledge of ethics and governance best practices;
- Experience overseeing ethics codes of conduct.

The Governance and Ethics Committee quorum shall require 3 members to be present, including virtually/electronically. In case of absence, the Committee Chair may call upon another Committee Member to serve as Acting Chair.

The Governance and Ethics Committee has the following roles and responsibilities:

Governance - Provide advice to the CCM Nigeria Executive Committee and the full CCM Nigeria and recommend policies, practices, procedures and/or other measures or actions that ensure that CCM Nigeria is structured, governed and functioning effectively and ethically at the global level in order to deliver on its mission based on:

- a. Conducting regular "light touch" internal reviews of Nigeria CCM's global governance system.
- b. Setting the terms for the annual individual performance reviews of the CCM Chair, CCM Vice Chair, Committee Members and CCM Executive Secretary.

- c. Monitor, review and advise the CCM Nigeria where allegations of failure of duty impact CCM members, or members of the Secretariat.
- d. Recommend changes for effective constituency representation and participation in CCM Nigeria governance structures, as well as monitor and oversee Committee terms of reference as needed.
- e. Oversee the committee nominations process with a view toward balanced representation of Board constituencies, including balance in representation with regard to gender and Committee needs. To this end, the Governance and Ethics Committee shall be the first committee constituted, as far as possible.

#### Ethics – Oversee the Conflict-of-Interest Policy:

- a. Monitor and review annually the implementation of the Conflict-of-Interest Policy.
- b. Assume the advisory role to the CCM Nigeria with respect to implementation of the Conflict-of-Interest Policy.
- c. Receive self-declarations of conflict of interest and (direct or anonymous) allegations of same by CCM members and other parties affiliated to the CCM Nigeria, conduct fair and objective investigation, and advise the CCM Nigeria on the degree to which the Conflict-of-Interest or misconduct impacts CCM members, Secretariat Staff or Technical Assistance Providers.
- d. Ensure that the CCM responds appropriately to concerns or allegations of misconduct, including ensuring the effective investigation and resolution of issues arising in connection with the Conflict-of-Interest Policy as well as ensuring that the Global Fund is notified of concerns, allegations or breaches as appropriate;
- e. Report regularly and directly to the CCM about progress of ethics and compliance risk management in the CCM, and ensure that the CCM reports to the Global Fund on eligibility requirement six;
- f. Ensure that ethical risks are identified and managed within the CCM's broader risk management process.
- g. Promote ethical ways of working in the CCM and recommend new ethics policies and revisions to existing ones as needed to enhance CCM Nigeria ethical standards based on global standards.
- h. Review on an annual basis the circumstances of any requests for information to Principal Recipients or the Secretariat that were denied.
- i. Facilitate the CCM members Compliance Certification to the CCM Code of Ethical Conduct and how this will be communicated to the Global Fund and other stakeholders.
- j. Ensure that new CCM Members are trained and certify their compliance with the CCM Code of Ethical of Conduct;
- k. Lead the ongoing enforcement of the CCM Code of Ethical of Conduct for CCM members;

Other – Undertake any other responsibility or task delegated to it by a CCM Nigeria decision.

Exception to Transparency for Ethics Matters and Misuse of Funds: Due to the sensitivity of the matters delegated by the CCM Nigeria in the Conflict of Interest Policy and confidentiality of information related to misuse of funds:

- a. Members of the Governance and Ethics Committee are required to sign a confidentiality statement and a Conflict of Interest Policy acknowledgment.
- b. Members of the Governance and Ethics Committee are not expected to consult with their constituencies and shall maintain the confidentiality of the Committee's deliberations on such matters as appropriate and as directed by the Chair of the Governance and Ethics Committee.
- c. The Chair of the Governance and Ethics Committee, with the advice and consent of the expert adviser, may make exceptions to the transparency provisions in the normal committee operating procedures with respect to specific issues in this area as referenced in b. above.

In the event that a matter arises under the Conflict of Interest Policy in which a member of the Governance and Ethics Committee is implicated, the Committee shall meet without the presence of the implicated member. In addition, any observers may also be excluded from the Committee's discussions under this heading.

In its work, the Governance and Ethics Committee is guided by the following key documents and policies, recommending revisions to them to the CCM Nigeria as needed.

- Constitution and Terms of Reference
- Conflict of Interest Policy
- Global Fund Country Coordinating Mechanism Policy, including Principles and Requirements

# 5.5 – Committee Member Responsibilities

- 5.1.1 Committee Members serve as representatives of and communicate the views of their constituency category (including sub-constituencies) and are expected to act in the best interests of CCM Nigeria. They use best endeavours to consult with the relevant constituency category before committee meetings, prepare for and attend all meetings unless there is a notified and valid reason not to do so, and actively participate and contribute during meetings.
- 5.1.2 Committee Attendance: In recognition of the importance of continuous participation of Committee members for the work of the Committee, Committee members are expected to attend all Committee meetings, including statutory meetings and virtual meetings.
- 5.1.3 Should a seat be declared vacant by a constituency category after a Committee member has not attended two consecutive statutory meetings, the vacancy will be filled in the manner indicated by the constituency category on its nominations form (i.e. election or appointment).

# 5.6 – Committee Chair Responsibilities

The responsibilities of Committee members apply equally to the Committee Chair. In addition, the Committee Chair:

- Chairs and facilitates Committee meetings.
- Develops the Committee work plan and meeting agenda in collaboration with the Executive Committee and with the support of the CCM Secretariat.
- Makes decision on requests for meeting Observers and requests for Alternates to participate in meetings in lieu of the Committee member.
- Calls for conflict of interest declarations as applicable.
- Ensures all Committee members have the opportunity to communicate and represent the views of their constituency grouping during meetings.
- Uses best efforts to ensure decision are made, are duly reached by consensus if at all possible, and ensures any abstentions or objections are included in the meeting summary.
- Represents the Committee on the Executive Committee.

### 6.0 CCM MEMBERSHIP

#### **6.1 Membership Selection Process**

- 6.1.1 Each sub-constituency shall be invited by the CCM Nigeria to be represented by a member and alternate. CCM Nigeria shall furnish all constituencies with desired attributes/criteria of members for effective representation. Invitations shall be based on nominations by members and agreed by the CCM Nigeria.
- 6.1.2 Individual CCM Nigeria members and alternates representing each subconstituency shall be chosen by that sub-constituency. The selection process shall be developed by the sub-constituency while ensuring alignment of their member/alternate's skills sets/attributes with those desired by CCM Nigeria. In accordance with Global Fund requirements, all Non-Government members must be elected through documented transparent processes, whereas others (Government, Development Partners) may be selected or designated as appropriate.
- 6.1.3 No other person(s) or proxy shall represent the sub-constituency or vote for the sub-constituency.
- 6.1.3 The condition for the representation of a CCM member by an alternate in the case of Meeting Attendance or Voting is such that the member has a valid reason for absence and has communicated same in writing to the CCM Nigeria through the Chair or Chair of the relevant committee or Task Team.
- 6.1.4 –When there are two (2) consecutive instances of absence of a substantive CCM member at full CCM General or Committee meetings, such member shall be notified by a written warning which shall be followed by an advice to the Sub-Constituency to consider changing its representative.
- 6.1.5 The selection process for a CCM member/alternate shall be described in a publicly-accessible document that demonstrate how the representing organization and

the individual members are selected, and how they will report back to the sub-constituency. The document must be transmitted to the CCM Secretariat which will forward it to the Global Fund in Geneva and keep a copy at the Secretariat on public record.

- 6.1.6 Federal Government and Multilateral and Bilateral Development Partner Constituencies may nominate Office Holders as members and alternates from specific organizations.
- 6.1.7 Individuals nominated or elected as CCM members shall be at least senior level management representatives or higher (not below Permanent Secretary level for public sector agencies), from the relevant constituencies.
- 6.1.8 If it is the opinion of the CCM Nigeria that a member is needed from a sector that does not yet have acceptable procedures in place for choosing its own CCM member, the CCM Nigeria shall organize constituency consultation.
- 6.1.9 As a general rule, Principal Recipients are excluded from holding voting seats on the CCM. Federal Ministers, with the highest level of national political accountability, may hold a voting seat on the CCM and/or serve as an Officer of the CCM, subject to the Conflict of Interest Policy.
- 6.1.10 As a general rule, in accordance with Global Fund eligibility requirements, each of the four constituency groupings described in 4.1 should have no more than one member with a declared Conflict -of-Interest.

#### 6.2 Terms of Office

Sub-constituencies shall select or elect representatives for a term of three (3) years. At the expiration of the first term, a CCM Nigeria member may be nominated by its sub-constituency to serve one additional term of three years.

#### 6.3 Resignation and Replacement of Members

- 6.3.1 CCM Nigeria members shall commit to a minimum period of 3 years, but may resign their membership for professional or personal reasons. Resignations must be submitted in writing to the Chair and recorded in the minutes of the next full meeting of the CCM Nigeria.
- 6.3.2- After resignation and until such time as the Constituency elects or nominates a new member, the Alternate member shall represent the Constituency. If an Alternate member wishes to stand for full membership, he/she must submit to a new election process as determined by the Constituency. In the case of the resignation of an Alternate member, the CCM member shall continue to represent the Constituency alone until his/her Constituency nominates or elects a new Alternate.
- 6.3.3 For all other constituencies, resignation, revocation, or departure of a CCM Nigeria member will require election/selection of a new representative by the constituency members using the process laid out in section 6.1 above.

#### 6.4 Removal of a Member or Officer

- 6.4.1 Any member of the CCM Nigeria found to be working against the overall interest of CCM or failing to carry out his/her duties as a CCM member, Committee member, or Chair shall be cautioned, and the matter must be reviewed by the Governance and Ethics Committee, with recommendations to the CCM Nigeria. Failure of duty shall include absence at more than 2 consecutive statutory CCM General meetings or Committee meetings. Representation by an Alternate does not constitute attendance by the member. Decisions of the CCM Nigeria shall be communicated to the relevant constituency for relevant action.
- 6.4.2 Any member of the CCM Nigeria may request a Governance and Ethics Committee review of a current member in writing, giving valid, documented, and tenable reasons.
- 6.4.3 Removal of a member or officer can only take effect if:
  - a. All members are provided with at least 3 weeks' written notice that a Governance and Ethics Committee review shall be discussed and voted on at a meeting of the CCM Nigeria;
  - b. The member concerned is given the opportunity to defend himself/herself;
  - c. Following a full discussion, the removal is approved in a vote passed with a two-thirds majority of all members of the CCM.
- 6.4.4 If the Chair resigns or is removed mid-term, the Vice-Chair shall serve as Chair until a new Chair is elected. That election shall take place at the meeting at which the Chair's departure is announced, or at the next meeting.
- 6.4.5 If the Vice-Chair resigns or is removed mid-term, an election shall take place at the meeting at which the Vice-Chair's departure is announced, or at the next meeting.

# 7.0 ORIENTATION

7.1 - The CCM Nigeria shall have, and shall systematically apply within 30 days of their appointment, an orientation process for new members.

# 8.0 CCM NIGERIA & COMMITTEE MEETINGS

- 8.1 Frequency and Language of Communication
- 8.1.1 The CCM Nigeria shall hold scheduled semi-annual meetings in English.

- 8.1.2 Committees shall meet at least once per quarter and more as necessary to accomplish their responsibilities.
- 8.1.3 Extra-ordinary meetings may be called by the CCM Chair, or Committee Chair in the case of Committee meetings, upon his/her determination, or pursuant to a request from a Committee Chair.

### 8.2 Notice and Agenda of Meetings

- 8.2.1 All CCM Nigeria members, or Committee Members in the case of Committee meetings, shall receive written notice of each meeting by email or letter, at least three weeks prior to the date fixed. The notice shall specify the location, time, and proposed agenda, and contain all documents to be reviewed at the meeting. The agenda shall be approved at the start of each meeting.
- 8.2.2 Alternates shall also receive notice and copies of all documentation.
- 8.2.3 Notice of extra-ordinary meetings of the CCM or Committees may be made by telephone, SMS, email, at least three days prior to the date fixed.
- 8.2.4 All notices and documents, shall be made freely available on-line to members, observers and the general public through the CCM Nigeria website (www.ccmnigeria.org ).

#### 8.3 Quorum of Meetings

- 8.3.1 A quorum at a CCM Nigeria meeting shall be a simple majority of all members physically present. Only members or their alternate, but no other representatives of an organization, may be considered for the quorum rule.
- 8.3.2 Committees shall have a quorum of 3 members. Attendance of Committee meetings by phone, video conference, web link or other virtual presence is permitted, and considered attendance.

#### 8.4 Decision-making

- 8.4.1 Decisions shall be made by consensus whenever possible.
- 8.4.2 Where consensus cannot be achieved and need for an immediate decision prevents further delay for additional consensus building, decisions shall be made by voting. Except where specified elsewhere, all votes shall be by simple majority.
- 8.4.3 Voting methods shall be either by secret ballot or by show of hands. The default voting method will be by show of hands.
- 8.4.4 Absent members shall not vote by proxy.
- 8.4.5 Alternates sitting in the place of the principal Member may vote.
- 8.4.6 In the case of a tied vote, the Chair shall cast the deciding vote.

#### 8.5 Minutes

- 8.5.1 Minutes of CCM and Committee meetings shall be taken by a member of the CCM Secretariat. Minutes shall be complete and include all substantive discussions and decisions. They shall contain a record of all members present and absent, and all other invited persons and observers present.
- 8.5.2 The minutes of meetings shall record any decisions passed by a vote, including the actual number of votes for, against and abstentions, as well as major dissents articulated at the meeting to any such decision unless those dissenting request that the dissent not be recorded in the minutes.
- 8.5.3 Draft minutes of CCM and Committee meetings shall be approved by the CCM Chair, or Committee Chair in the case of Committee meetings, and distributed electronically to the relevant members and Alternates by the CCM Nigeria Secretariat within 7 days of the meeting. Minutes will be corrected and finalized at the subsequent CCM or Committee meeting.
- 8.5.4 Chairs of Committees shall report verbally/electronically to the Executive Committee.
- 8.5.5 –Each Committee shall report on its work and bring to the CCM Meeting matters arising which require the attention of all members.
- 8.5.6 The original copy of approved meeting minutes shall be signed by the Chair and CCM Executive Secretary and kept for public record at the CCM Secretariat.
- 8.5.7 Approved minutes of meetings of the CCM and its Committees shall be distributed to all CCM members and Alternates by the CCM Secretariat with the exception of Governance and Ethics Committee minutes where the Chair of the Governance and Ethics Committee has made a specific exception for privacy reasons.

#### 8.6 Observers

There will be two categories of observers allowed at CCM Meetings:

- 8.6.1 Technical Observers: Principal-recipients, consultants, technical experts, and other individuals involved in program implementation may attend CCM meetings as Technical Observers if invited by the CCM Secretariat and/or approved by the Chair in advance of the meeting. They may speak at meetings, but only if called upon for technical advice. They may not speak on issues that do not pertain to their technical area, and they may not vote under any circumstance.
- 8.6.2 Other Observers: The Chair at his/her discretion may allow a limited number of individuals to attend the CCM meetings. All observers must be announced at the beginning of the meeting and the CCM given an opportunity to object to their presence. Observers may not speak and may not vote. The CCM can decide to exclude all observers from a meeting.

# 9.0 MATTERS OF GENERAL MANAGEMENT & GOOD GOVERNANCE

### 9.1 Funding of the CCM Nigeria

- 9.1.1 The CCM Nigeria shall have funds available to pay for its expenses and those of the CCM Nigeria Secretariat. An annual work plan and budget shall be drawn up and presented to the CCM for approval and used for fundraising.
- 9.1.2 The CCM Nigeria recognizes that Global Fund grant funds should be primarily aimed at reaching people infected and affected by the diseases; the CCM Nigeria shall therefore design and implement a fundraising plan to obtain alternative sources of funding to support CCM Nigeria activities.
- 9.1.3 Sources of funds to support CCM Nigeria activities would likely include budgeted resources from the government, with additional support from development partners, the corporate private sector and philanthropic organizations. The Global Fund Secretariat in Geneva will also support secretariat activities with limited funding.

## 9.2 Conditions of Service as CCM Nigeria Members

- 9.2.1 Members of the CCM Nigeria shall receive no remuneration for their service. There is no remuneration for the positions of Chair, Vice-Chair, or membership in a Committee or Task Team.
- 9.2.2 The Executive Committee may authorize the payment or reimbursement of reasonable actual expenses such as airfare, hotel and per diem, to attend meetings held outside of their home city in circumstances where members carry out approved assignments. Government, Development partners, and members of the corporate private sector are expected to bear the costs of their participation in CCM activities as part of their contributions to national development.

### 9.3 Accountability of the CCM Nigeria

The accountability of the CCM Nigeria shall be in compliance with the requirements spelt out in the Global Fund *Guidelines on the Purpose, Structure and Composition of Country Coordinating Mechanisms and Requirements for Grant Eligibility*, the Global Fund *Country Coordinating Mechanism Policy, Including Principles and Requirements* as well as any further revisions or addenda approved by the Board of the Global Fund.

## 9.4 Constituency Report

- 9.4.1 CCM Nigeria members shall advise CCM Nigeria meetings of Global Fund and CCM Nigeria issues and concerns arising in their Constituency.
- 9.4.2 CCM Nigeria members shall report periodically to their Constituencies concerning Global Fund and CCM Nigeria issues. The reporting process shall be duly documented by each member (using a standard form provided by the CCM Nigeria Secretariat) and the report filed with the CCM Nigeria Secretariat.

#### 9.5 Confidentiality

CCM Nigeria members shall not, without the express consent of the Chair, represent or speak for the CCM Nigeria or communicate on behalf of the CCM Nigeria. The spokesperson of the CCM Nigeria shall be the Chair or any other person that he may authorize from time to speak on behalf of the CCM Nigeria.

#### 9.6 Conflict of Interest & Code of Ethical Conduct

CCM Nigeria and all its members and officers as well as all members of the CCM Secretariat shall strictly apply and adhere to the CCM Nigeria Conflict of Interest Policy, as well as The Global Fund *Code of Ethical Conduct for CCM Members "My Code, My Responsibility"*, and amendments thereto, incorporated herein by reference.

If members or Officials of CCM Nigeria declare Conflict of Interest or are alleged to have a Conflict-of-Interest, they must submit to the investigation of the Governance and Ethics Committee. Their contributions, decisions, and actions in CCM general assembly and committee meetings, and other CCM activities will be observed for bias in line the declared or alleged conflict-of-interest.

If the Chair has a conflict of interest, he/she must delegate to a Vice-Chair for the period of the conflict. If the Vice Chair also has a conflict of interest, the CCM must elect an acting Chair for that period and thoroughly document the process followed.

#### 9.7 Framework Documents

- 9.7.1 The CCM Nigeria shall develop, ratify and implement operating procedures for this Constitution which shall be laid out in detail within a series of framework documents, including a CCM Nigeria Financial Management & Procedural Manual and a CCM Nigeria Secretariat Human Resources and Operational Manual.
- 9.7.2 Framework documents shall be reviewed as needed and updates prepared as may be required. Decisions to amend documents shall follow procedures described herein.

# 10.0 AMENDMENT, INTERPRETATION, AND

# RATIFICATION OF THE CCM CONSTITUTION

## 10.1 Amendment of the CCM Nigeria Constitution

- 10.1.1 Proposals for amendment of this constitution shall, if initiated by a member be sent to the Executive Secretary, who shall in turn send copies of such proposals to all members before the next CCM Nigeria meeting, where it shall be placed on the agenda.
- 10.1.2 The CCM Nigeria may amend the provisions of this Constitution by a two-thirds vote of all members. For the avoidance of doubt, two-thirds majority of all members shall be approximated to the nearest whole number.

#### 10.2 Interpretation

10.2.1 - Any question or dispute concerning the interpretation or application of this constitution which is not settled by consensus at the CCM Nigeria meeting shall be referred to a legal panel, unless the parties agree on another mode of settlement.

#### 10.3 Ratification

- 10.3.1 This Constitution and its amendments shall be ratified by formal vote of a two third majority of CCM members and registered in the signed Minutes.
- 10.3.2 The Executive Secretary of the CCM Nigeria shall ensure that all CCM members and the Global Fund to fight AIDS, TB and Malaria receive copies of the Constitution and its amendments.
- 10.3.3 Members joining the CCM after the entry into force of this Constitution shall be deemed to have accepted its contents.

Dated the _	day of	2022.
-------------	--------	-------

COUNTRY COORDINATING MECHANISM NIGERIA.