

# **Appointment of Replacement of Independent Ethics Member on the Ethics and Governance Committee**

## **Electronic Report to the Board**

GF/B50/ER14

### **Board Decision**

Purpose of the paper: This paper seeks Board approval to fill in a vacancy on the Ethics and Governance Committee.

*Document Classification: Internal.*

*Document Circulation: Board Members, Alternate Board Members, Constituency Focal Points and Committee Members.*

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## Decision

**Decision Point: GF/B50/EDP19: Appointment of Replacement of Independent Ethics Member on the Ethics and Governance Committee**

- 1. The Board approves the appointment for the remainder of the 2022-2025 term of: Christel Adamou as Independent Member of the Ethics and Governance Committee.***
- 2. The individual appointed under this decision point will begin her term on 11 March 2024 and serve for the remainder of the term.***
- 3. The Board notes the independent committee member appointed under this decision point is entitled to receive honoraria in accordance with the Global Fund's Honorarium Framework.***

**Budgetary implications (included in, or additional to, OpEx budget)**

***Included in OpEX budget.***

# Report

1. The composition of the Ethics and Governance Committee (EGC) and Audit and Finance Committee includes non-voting Independent Committee Members, appointed to bring specific expertise to the committees, in line with the respective committee mandates. Specifically, the EGC has one independent member with ethics expertise.
2. Due to the sad passing of Mohammad Ali Mubarak Kisubi in October 2023, the position of EGC Independent Committee Member is vacant. Mr Kisubi was appointed, effective 12 May 2022, under the Global Fund Board Decision Point GF/B46/EDP16.
3. Given the vacancy a process mirroring the selection of Independent Committee Members was carried out, in order to identify a suitable individual based on the skills, experience and competencies required to fulfill the mandate of the EGC. This process included a request for expressions of interest, due diligence reviews, assessment of candidates' applications against the required competencies by the Ethics and Governance Committee Leadership, and interviews of the short listed candidates by the Board Leadership. Individuals selected or appointed to fill vacant positions shall hold such positions for the unexpired term of their predecessor or until the appointment of a successor.
4. The Board is requested to approve the appointment of Ms Christel Adamou as the non-voting independent member of the EGC.
5. Constituencies are reminded that at this stage, candidate information is not public, and must remain confidential until the appointment of the Independent Committee Member is approved by the Board. Information relating to the recommended candidates must not be discussed outside of the constituencies.

## Candidate Profile

1. Ms Adamou currently serves as the first Director and head of department of the Office of Professional Ethics and Conduct at the Asian Development Bank, enabling 3800+ employees to foster a professional and positive workplace in 33+ offices across Asia Pacific, liaison offices, and the ADB Institute. An international lawyer, human resource management and ethics professional born from a Cameroonian father and a French-Vietnamese mother, Ms Adamou is an accomplished female leader, with a deep knowledge and expertise of international organizations.
2. During her 17+ years' experience serving large and new international organizations, she has been a part of or has orchestrated organization-wide initiatives that improved the structure, growth, and well-being of employees and other stakeholders, supporting or leading transformation change on multiple continents, including the abolition of the UN Appeals and Disciplinary Committees, the establishment of the UN Dispute Tribunal, the establishment of Ethics and Ombuds functions, including the set-up of ADB's ethics and compliance function.
3. Her Board experience includes regular presentations and interactions with the ADB Board, being an advisor on ADB's Ethics Committee, Secretary and member of the Professional

Conduct coordination Committee at ADB, and elected member of the UNOG Arbitration Committee. She has also completed Board training with the Financial Times and the European Women on Board that provided insights into the role of a board vs management.

4. Ms Adamou holds an MBA, from Durham University; an LLM from the Université de Pau; an MA in English from the Université Paris IV-Sorbonne; and an MA in European Studies from the Université de Paris I -Panthéon Sorbonne.

### **EGC Leadership Review**

5. The Request for Expressions of Interest was circulated internationally through professional ethics networks and socialized through a LinkedIn advertisement. One hundred and twenty-three applications were received. Working with the Swiss-based recruitment agency Alexander Hughes, the applicants were screened for suitability against the criteria articulated in the request for expression on interest. A final shortlist of 11 candidates who fully met the criteria (comprising seven women and four men, five individuals from implementing countries) was shared with the EGC Chair and Vice Chair. Guided by the EGC mandate, including overseeing and advising on best practice for ethics, standards of conduct and integrity, and reviewing allegations or complaints and conducting inquiries in relation to ethics, conflicts of interest or integrity concerns, the EGC Leadership reviewed the nomination of the candidates and shared their inputs with the Board Chair and Vice-Chair.

### **Integrity Due diligence.**

6. The Ethics Office undertook essential integrity due diligence checks on shortlisted candidates<sup>1</sup>. The review did not identify any matters in relation to Ms Adamou that would prevent her from serving as Independent Committee Member and from meeting the EGC members' independence criteria set out in the EGC Charter.

### **Recommendation**

7. The Board Leadership reviewed the candidates' profiles, in line with the EGC mandates and responsibilities defined in the Operating Procedures including overseeing and advising on best practice for ethics, standards of conduct and integrity, and reviewing allegations or complaints and conducting inquiries in relation to ethics, conflicts of interest or integrity concerns. They considered the shortlist of four candidates provided by the EGC, identified the final two candidates, conducted interviews with them virtually and made their final decision.
8. The Board Leadership recommends that the Board approve Christel Adamou to serve as non-voting independent member of the EGC as set forth in the decision point in Part I of this report. This decision is being submitted to the Board for approval on a non-objection basis pursuant to article 26.3 of the Operating Procedures.

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<sup>1</sup> The Ethics Office screened the candidates against critical integrity databases to confirm that they are prohibited from taking up the position due to being sanctioned, placed on official debarment lists, subject to confirmed criminal or administrative judgements, or having been previously involved in fraud and corruption with regard to Global Fund activities.

## Annex 1 - Relevant Past Board Decisions

Relevant past Decision Point	Summary and Impact
<b>GF/B46/EDP16: Appointment of Independent Committee Members<sup>2</sup></b>	Renewal for one additional term of Robert Samels (AFC, financial audit expertise), Diana Isiyé (AFC, forensic investigation expertise) and Mohammad Ali Mubarak Kisubi (EGC, ethics expertise) to serve as independent members of the above committees, for two-year a term commencing 12 May 2022.
<b>GF/B43/EDP02: Appointment of Independent Committee Members of the Standing Committees of the Board (June 2020)<sup>3</sup></b>	Appointment of Robert Samels (AFC, financial audit expertise), Diana Isiyé (AFC, forensic investigation expertise) and Mohammad Ali Mubarak Kisubi (EGC, ethics expertise) to serve as independent members of the above committees, for two-year a term commencing 24 June 2020.
<b>GF/B39/DP05: Appointment of the Members of the Standing Committees of the Board (May 2018)<sup>4</sup></b>	Renewal of the three independent committee members appointed in 2016, to serve a second term from 2018- 2020.
<b>GF/B35/EDP17: Appointment of Independent Committee Member (Oct 2016)<sup>5</sup></b>	Appointment of Joan Dubinsky (EGC, ethics expertise) for the 2016-2018 term.
<b>GF/B35/EDP04: Appointment of Independent Committee Members (Jun 2016)<sup>6</sup></b>	Appointment of Jean-Michel Ferat (AFC, forensic investigation expertise) and Peter Maertens (AFC, audit expertise) for the 2016-2018 term

<sup>2</sup> <https://www.theglobalfund.org/kb/board-decisions/b46/b46-edp16/>

<sup>3</sup> <https://www.theglobalfund.org/board-decisions/b43-edp02/>

<sup>4</sup> <https://www.theglobalfund.org/kb/board-decisions/b39/b39-dp05/>

<sup>5</sup> <https://www.theglobalfund.org/kb/board-decisions/b35/b35-edp17/>

<sup>6</sup> <https://www.theglobalfund.org/kb/board-decisions/b35/b35-edp04/>