



REPUBLIC OF KENYA



The Global Fund

KENYA COUNTRY COORDINATING MECHANISM FOR GLOBAL FUND

The Constitution and Conflict
of Interest Policy

October 2017

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LIST OF ABBREVIATIONS

AIDS	-	Acquired immune deficiency syndrome
CCM	-	Country coordinating mechanism
CCMs	-	Country coordinating mechanisms
CoG	-	Council of Governors
COI	-	Conflict of Interest
FPM	-	Fund Portfolio Manager
GF	-	Global Fund
HIV	-	Human immune deficiency virus
ICC	-	Interagency coordinating committee
ICCs	-	Interagency coordinating committees
ICT	-	Information, communication and technology
KAPs	-	Key Affected Populations
KCM	-	Kenya Coordinating mechanism
LFA	-	Local fund agents
PLWDs	-	People Living With or Affected by Disease
PR	-	Principal recipients
SOPs	-	Standard operating procedures
SR	-	Sub Recipients

I. Introduction

- 1.1. The purpose of the Global Fund to Fight AIDS, Tuberculosis and Malaria (herein referred to as The Global Fund) is to attract and disburse additional resources through a public-private partnership aimed at making sustainable and significant contributions to the reduction of infections, illness and death, thereby mitigating the impact of HIV/AIDS, tuberculosis and malaria.
- 1.2. The Global Fund recognises that only through a country driven, coordinated and multi-sectoral approach involving all relevant partners will additional resources have a significant impact on the reduction of the burden of the three diseases. Thus, several actors must be involved in the development of concept notes and in making decisions on the allocation and utilisation of the Global Fund resources. To achieve this, the Global Fund expects a broad range of stakeholders at country level to be involved in concept note development and monitoring of the implementation of the approved concept notes.
- 1.3. The Kenya Country Coordinating Mechanism (herein referred to as KCM) was established in response to the requirements and recommendations of the Global Fund as an overall country partnership body guiding the allocation and use of the Global Fund resources.

II. Mandate of the KCM

- 2.1. The KCM mandate is to attract funds from The Global Fund for HIV/AIDS, Tuberculosis and Malaria programmes and coordinate, monitor, evaluate and support the implementation of the Global Fund grants. It is responsible for ensuring that the Global Fund proposal is country owned and implementation is country driven.

III. Guiding principles

The KCM shall adhere to the following principles in conducting its affairs:

- 3.1 *National ownership of Global Fund grants:*
The KCM will ensure Global Fund supported programmes are nationally owned by all stakeholders and are aligned to country partnership-led structures and implementation processes that build on existing national programmes.
- 3.2 *Commitment to improving Global Fund Grants' performance:*
The KCM will establish and operationalise adequate systems for overseeing Global Fund grants implementation.

3.3 *Broad representation of stakeholders:*

The KCM will ensure all relevant stakeholders with an interest in fighting one or more of the three diseases are represented in the KCM taking into account gender and people affected by AIDS, TB and malaria.

3.4 *Transparency and accountability:*

The KCM shall disclose information on its activities to relevant stakeholders using appropriate communication channels. The KCM should have mechanisms for ensuring accountability of members to their constituencies.

3.5 *Equality:*

All members of the KCM shall be treated as equal partners, with full rights to participation, expression and involvement in decision-making.

IV. Roles of the KCM

The roles of the KCM are as follows:

- 4.1 To coordinate the submission of concept notes to the Global Fund, through a formal, transparent and documented process.
- 4.2 To select one or more appropriate organisations(s) to serve as the Principal Recipient(s) for Global Fund grants through a transparent and documented process.
- 4.3 To oversee the implementation of activities under the Global Fund approved programmes, including approving major changes in the implementation plans of the Global Fund grants as necessary. Though the Oversight Committee of the KCM may provide recommendations, the ultimate responsibility and decision-making authority rests with the full KCM.
- 4.4 To evaluate the performance of the Global Fund programmes and the Principal Recipients and change Principal Recipients, when necessary.
- 4.5 To ensure linkages and consistency between Global Fund assistance and other resources available in support of national HIV/AIDS, tuberculosis, and malaria programmes.
- 4.6 To ensure all relevant constituencies are involved in the decision-making process and provide information on the Global Fund grants, such as calls for concept notes, decisions of the KCM and detailed information on approved concept notes to a wide range of stakeholders.

V. Structure of the KCM

- 5.1 The KCM shall be comprised of a Secretariat and two permanent committees: the management and oversight committees.

- 5.2 The KCM shall maintain linkages with the three Inter-Agency Coordinating Committees (ICCs): HIV, malaria and TB, specifically around issues of national harmonization, concept note development, and technical support.
- 5.3 The KCM will provide overall leadership for the coordination of the Global Fund grants in Kenya.
- 5.4. The specific functions of the KCM are:
- To coordinate and submit national concept notes to The Global Fund through the facilitation of: an ongoing country dialogue and concept note development processes Approval and endorsement of the country concept notes and follow up on the implementation of proposed activities and liaising with the government as necessary.
 - To select Principal Recipients through a transparent and documented process.
 - To oversee the implementation of activities under the Global Fund approved programmes, including approving major changes in the implementation plans of the Global Fund grants as necessary.
 - To evaluate the performance of Global Fund grants and Principal Recipients including major changes to programme plans.
 - To ensure linkages between GF assistance and other assistance and programmes in line with national priorities, as defined in relevant national strategic plans (NSPs).
 - To ensure all relevant constituencies are involved in the decision-making process for the Global Fund grants
 - To facilitate the budget/resource allocation process among diseases and systems strengthening according to the country priorities and financial gap analysis.

VI. Composition of the KCM

- 6.1 The KCM is composed of 23 members representing the Government of Kenya (GoK), government parastatals, non-governmental organisations (NGOs), Faith Based Organisations (FBOs), persons living with or affected by the diseases, key affected populations, bi-lateral and multilateral development partners, the private sector (formal and informal private sector), County Governments and adolescents and young people. The Government constituency shall be represented by Government Ministries and Agencies.

6.2 In line with Global Fund requirements, at least (40%) forty percent of KCM members must be from the non-governmental sector: NGOs, religious/faith-based organizations, people living with and/or affected by the diseases¹ (HIV/AIDS, TB, and malaria) and key affected population (KAPS), private sector organizations and academia/education.

6.3 It is the intention of the KCM to ensure a balanced female representation. In this regard, KCM female membership (members and alternates) will be at least 30%.

6.4. The number of members representing each constituency is as follows:-

1. National Government	5 Members
2. County Governments	3 Members
3. Non-Government Organisations	1 Member
4. Faith Based Organisations	2 Members
5. Persons living with/affected by the disease	3 Members
6. Bilateral development Partners	2 Members
7. Multilateral development Partners	2 Members
8. Private Sector: (Formal and Informal)	2 Members
9. Key affected populations	2 Member
10. Adolescents and young people	1 Member

6.5 Ex-officio members of KCM shall include:-

- The KCM Secretariat Coordinator who shall serve as the Secretary of KCM
- Chairpersons of Inter-Agency Coordinating Committees (ICC) for HIV/AIDS, TB, and malaria
- Principal Recipients

6.6 Ex-officio members shall have no voting rights in the KCM

6.7 KCM observers and guests: The KCM may invite observers and guests to attend its meetings. The observers and guests shall have no voting rights in the KCM.

¹It should be noted that three positions have been allocated for the three diseases (HIV/AIDS, TB, and malaria). As such, each individual disease constituency must elect in a transparent and documented process its representative to ensure proper representation on the KCM. Election process cannot be done jointly for KCM eligibility purposes.

VII. Selection of KCM members

- 7.1 The KCM shall issue general guidelines on member selection to constituencies to ensure the selection process meets the Global Fund eligibility requirements and minimum standards. The KCM should actively advocate for the inclusion of women and youth within its membership.
- 7.2 The KCM members shall be selected by their own constituencies based on a transparent and documented process developed by the respective constituency. The documented process shall be filed with the KCM Secretariat and approved by the KCM prior to a member assuming office.
- 7.3 KCM shall in the event of disputed constituency elections form an Ad hoc committee to review available documents from the constituency and make recommendations to a full KCM for a decision.

VIII. Representation at the KCM

- 8.1 A member of the KCM shall be an organisation selected to represent the constituencies outlined in clause 6.4. The organisation selected shall identify the name of the person to represent it in the KCM.
- 8.2 Non-Government organisations and development partners shall be represented by a person at senior management level. The National Government of Kenya shall be represented by the highest representative available in the Ministry or Agency. The County Government shall be represented by the highest representative at the department of health as nominated by the Council of Governors. Young persons shall be represented as per the guidelines and requirements for Country Coordinating Mechanisms.
- 8.3 Any organization that is part of one of the above-mentioned constituencies (ARTICLE 14) within Kenya is eligible to be considered for membership in the KCM, if it meets the following requirements:
- (a) It is concerned about and contributes to the control of HIV/ AIDS, Tuberculosis or Malaria in Kenya
 - (b) It agrees to abide by the articles of this constitution.

IX. Alternate KCM members

- 9.1 Each constituency shall select Alternate KCM Members of the same number as the members representing the constituency in the KCM.
- 9.2 An alternate Member shall be selected through the same process as that applied in selecting the member.

9.3 An Alternate Member for non-government constituencies shall be from an organisation different from that of the member. An Alternate Member for the Government constituency shall be from the same organisation as that of the person representing the member organisation.

9.4 An alternate member shall attend KCM meetings only in the absence of the member. A member shall not be represented in the KCM by any other person other than the Alternate Member.

9.5 An Alternate Member shall have the same rights and privileges as the member.

X. Term of Office

10.1 The term of office for non-government KCM members shall be two years with an option of re-election by their constituencies. A member of the non-government constituency shall serve for a maximum of two consecutive terms.

10.2 A member shall be removed from the KCM under the following conditions:-

- Resignation of a member from KCM
- Withdrawal of the organization by the nominating constituency
- The nominating organization ceases to exist
- Absence of a member from a non-government constituency from three consecutive KCM meetings
- A member does not observe the KCM constitution, conflict interest policy and distributed standard operating procedures

10.3 Upon removal of a member from the KCM, the affected constituency will be notified by the KCM to nominate another member within a specified period. The procedures applied in nominating the withdrawn member will be applied in nominating a new member.

10.4 The new member shall serve the remaining period of term of office of the member being replaced.

XI. Rights and responsibilities of KCM members

Each members of the KCM shall have the following rights:

11.1 To be a candidate for various KCM positions

- 11.2 To nominate persons for the KCM positions
- 11.3 To vote on any matter put to vote
- 11.4 To participate in all deliberations and activities of KCM

Each members of the KCM shall have the following responsibilities:

- 11.5 Adhere to the constitution and procedures of the KCM
- 11.6 Attend and actively participate in all KCM meetings
- 11.7 Freely share relevant experience and information with KCM members
- 11.8 Respect the decisions of KCM and act accordingly
- 11.9 Consult regularly with his/her constituency in order to fairly and accurately represent views of the constituency at the KCM meetings
- 11.10 Abide by the conflict of interest policy of the KCM

XII. Officials of the KCM

- 12.1 The KCM shall have a one Chair and one Vice-Chair. The Chair shall be from the Government constituency and the Vice-Chair shall be from a non-government constituency.
- 12.2 The Chair and Vice-Chair should not be from an organisation serving as a Principal Recipient.

XIII. The KCM Chair

- 13.1 The KCM Chair shall be selected from the Government constituency. The Government members shall select the official to be chairperson of the KCM through consensus and present the official to the KCM for formal endorsement.
- 13.2 When the government representative leaves the organisation represented in the KCM, the in-coming government representative becomes the Chair for the remaining period of the term.

The Chair shall have the following responsibilities:

- 13.3 Convene KCM meetings
- 13.4 Chair KCM and Management Committee meetings

13.5 Ensure KCM affairs are conducted in accordance with the constitution of KCM

13.6 Ensure that the KCM meets the Global Fund minimum eligibility criteria at all times

13.7 Ensure that the KCM executes its roles effectively

13.8 Where necessary, delegate certain responsibilities to the KCM Vice-Chair, the KCM Secretariat and KCM Committees

Removal from office

The position of the Chair shall be declared vacant in the following instances:

- a) Voluntary resignation of the Chair
- b) Resignation of the Chair from membership of the KCM
- c) Absence from three consecutive KCM meetings
- d) Death or incapacitation

13.9 If the position of the Chair falls vacant due to reasons in clause 13.9, the Government constituency should appoint the next chair.

XIV. The KCM Vice-Chair

14.1 The KCM Vice-Chair shall be elected from among non- government KCM Non-State Actors.

14.2 Candidates for the Vice-Chair shall be proposed and seconded by KCM Non-State Actors

14.3 The Vice-Chair shall be elected by a simple majority vote of the KCM Non-State Actors.

14.4 At least two-thirds of the KCM members must be present in the KCM meeting that endorses a Vice-Chair.

14.5 The term of office for the Vice-Chair shall be two years from the date of election. The Vice-Chair shall serve for a maximum of two consecutive terms.

14.6 The Vice-Chair shall have the following responsibilities:-

- a) Convene KCM meetings in the absence of the Chair
- b) Chair the KCM meetings in the absence of the Chair
- c) Perform tasks delegated by the Chair

Removal from office

14.7 The post of the Vice-Chair shall be declared vacant in the following instances:-

- a) Voluntary resignation as Vice-Chair
- b) Resignation of the Vice-Chair from the KCM
- c) Formal withdrawal by the representing organisation as its representative
- d) Absence from three consecutive KCM meetings without notice
- e) Death or incapacitation

14.8 If the post of the Vice-Chair falls vacant, election of a new Vice-Chair shall take place after the KCM is notified and the matter minuted.

14.9 The procedures for electing a Vice-Chair shall be followed.

XV. Committees of the KCM

15.1 The KCM shall have two permanent standing committees; namely, the Management Committee and Oversight Committee. The KCM can appoint ad-hoc committees when necessary to undertake tasks delegated by the KCM.

15.2 The Chairs of both committees should be drawn from the KCM membership.

XVI. Oversight Committee

16.1 The Oversight Committee shall be comprised of ten members –seven from the KCM and three from the ICCs. The required quorum for an Oversight Committee is fifty percent.

16.2 The Oversight Committee shall ensure that it has access to the following core skills:
 (i) financial management (ii) disease-specific expertise (iii) procurement and supply management (iv) program management.

16.3 As and when needed, the Oversight Committee may co-opt individuals with required skills or technical expertise on a temporary basis from within and/or outside the KCM.

16.4 The Oversight Committee only makes recommendations to the KCM for its decision. The full KCM has the ultimate responsibility for oversight and decision-making related to the Oversight Committee's recommendations.

16.5 The KCM Secretariat Coordinator shall be the secretary to this committee. Meetings will be recorded in the form of minutes and reported on the next KCM meeting.

XVII. Management Committee

17.1 The KCM shall have a Management Committee. Members of the Committee must be KCM members.

17.2 The Management Committee will only address and decide on emergency or urgent matters, on behalf of the KCM, in the interval between quarterly meetings when an extraordinary meeting cannot be held. The limitations of its authority are specified in its Terms of Reference. In general, the Management Committee will limit its decision-making authority to immediate grant management issues involving the Principal Recipients and urgent responses needed by the Global Fund. In these emergency grant management cases the Management Committee should request that all relevant Principal Recipients attend and provide updates on implementation and the issues to be resolved.

17.3 The Management Committee must ensure that the full KCM is informed of any emergency decisions. This is to be done by the KCM Secretariat.

17.4 The KCM Secretariat Coordinator shall be secretary to this committee. Meetings will be recorded in the form of minutes and reported on in the next KCM meeting.

17.5 The Management Committee shall be comprised of the KCM Chair, the Vice-Chair, and seven other members as are elected by the KCM. The required quorum for a Management Committee meeting is five members.

17.6 Any KCM voting member is eligible to be chosen for membership of the Management Committee. The Management Committee members shall serve for a maximum of two-year term with an option of being renewed for an additional term.

17.7 The KCM Chair and Vice-Chair shall serve as Chair and Vice-Chair of the Management Committee.

The responsibilities of the Management Committee shall be to:

- a) Conduct those tasks specifically assigned to it at a full meeting of the KCM.
- b) Make decisions on urgent matters between regular meetings of the KCM, when it is not practical or possible to organize a full meeting of the KCM.
- c) Keep the full KCM informed of its activities, recommendations, and decisions.
- d) If needed, the Management Committee will assign responsibilities and deadlines for the implementation of activities related to its decisions. This may include members of the Management Committee, KCM members, the KCM Secretariat, or other appropriate stakeholders.
- e) Determine and review the structure and establishment of the KCM Secretariat.
- f) Provide recommendations to the KCM to make decisions and address issues arising in between full KCM meetings for non-emergency issues.
- g) Oversee the operations of the KCM Secretariat.
- h) Coordinate the development of the KCM operational plan.
- i) Support the Secretariat to prepare for KCM meetings in order to harmonise and consolidate the issues presented to the KCM meeting.

17.8 The Management Committee shall present its report to the KCM during the ordinary meetings.

XVIII. Linkage to ICCs (Interagency Coordinating Committee)

18.1 The KCM shall maintain functional linkages with the ICCs.

18.2 The functions of the ICCS in relation to the KCM are:

- a) To identify national priorities and gaps in programmatic, technical, and geographic coverage or financial support.
- b) To facilitate and coordinate the process of preparing funding requests to the Global Fund.
- c) To ensure the harmonization of GF grants with national priorities and other resources for the three disease programmes.

XIX. KCM meetings

19.1 The KCM shall hold four ordinary meetings in a year. There will be one ordinary KCM meeting per quarter.

19.2 The Chair shall call extra-ordinary KCM meetings as deemed necessary.

19.3 The Chair may call an extra-ordinary KCM meeting if 30% of the KCM members request a meeting by stating the nature of the business and agenda of the meeting. Members shall make such a request through a formal letter signed by 30% of the KCM members.

19.4 The meetings of KCM shall be conducted in English.

19.5 Decisions of the KCM shall be made by consensus or voting. Consensus shall be the preferred method.

19.6 In the event that a member requests for a vote, voting shall be done through show of hands or secret ballot. KCM members shall decide which of the two voting methods to use.

19.7 Normally, the Chair shall only vote in case of a tie vote.

19.8 There shall be no proxy voting.

XX. Quorum of the KCM meetings

20.1 The quorum for KCM meetings will be fifty percent of the KCM members except in instances specified in this constitution.

XXI. Notice and agenda of the KCM meeting

21.1 The notice for KCM ordinary meetings, the provisional agenda and relevant documents shall be received by members of at least 10 working days prior to the date of the meeting.

21.2 The KCM shall have a standing agenda which shall not be limited to reports of KCM committees, performance report for Global Fund grants and progress update against KCM work plan.

XXII. Minutes of the KCM meeting

22.1 Minutes of each KCM meeting shall be prepared and circulated to KCM members by the KCM Secretariat.

XXIII. KCM Secretariat

23.1 The KCM shall establish a Secretariat to coordinate and support its activities. The Secretariat shall be headed by a Coordinator and assisted by appropriate staff to be determined by KCM.

23.2 The KCM Secretariat shall have the following responsibilities:

- a) Coordinate the implementation of KCM Constitution
- b) Ensure effective operation of the KCM's two committees (Management and Oversight)
- c) Provide technical support to the KCM and its committees to implement their activities
- d) Organise management meetings of the KCM and its committees
- e) Communicate with KCM members and stakeholders
- f) Support the KCM to run its affairs on a day to day basis
- g) Document and maintain records of all grants in the country

23.3 The KCM Secretariat shall establish modalities for linkage and coordination of their activities for effective operation of the KCM and its committees.

XXIV. Conflict of Interest

24.1 The KCM shall make every effort to ensure that there is no conflict of interest in its affairs. A written Conflict of Interest Policy and operational procedures shall be developed to mitigate or minimise conflict of interest in the KCM.

XXV. Communication

25.1 In keeping with the principles of transparency and accountability, the KCM shall maintain open communication channels to facilitate the sharing of information with stakeholders, including the general public.

25.2 The KCM shall have a communication strategy and will establish relevant communication channels such as a KCM website where key information pertaining to Global Fund grant activities in Kenya will be made available.

25.3 The KCM shall also prepare ad-hoc reports/briefs or press statements informing

stakeholders of developments related to the Global Fund grants in the country. The respective Annual Reports demonstrating grant performance shall also be made available to the stakeholders in the same spirit. The full list of KCM members with their contact information and their constituencies shall be made available. The minutes of KCM meetings shall be held in public record. The KCM shall ensure that the Global Fund information is communicated to the general public.

- 25.4 Institutions representing the non-governmental sector are required to develop and maintain clear, transparent and documented communication with their constituencies to ensure deliberate and consistent efforts to seek inputs from and feedback to them.
- 25.5 For any formal communication/statement verbal and/or written made on behalf of KCM, shall require its authorisation through the Management Committee.

XXVI. Amendments to the constitution

- 26.1 Two thirds of the KCM members may amend any clause in this constitution at a duly convened meeting of the KCM.

Annex 1

Signed on:..... (Day of) (Month).....
 (Year) Signed by

	Name of KCM Member	Constituency	Signature
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CONFLICT OF INTEREST POLICY

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I. Preamble

1.1 The Kenya Country Coordinating Mechanism (KCM) is a multi-sectoral partnership body responsible for coordinating development of concept notes and decisions on the allocation and utilization of Global Fund financial resource and oversight of Global Fund grants. To support its functions, the KCM will be comprised of a Secretariat and sub-committees, namely the Management and Oversight Committees and will maintain very close links with the Inter-agency Coordinating Committees (ICCs) for HIV/AIDS, Tuberculosis and Malaria.

This Conflict of Interest Policy has been developed to guide the functioning of the KCM.

- 1.2 The KCM has representatives from government, parastatals, in-country multilateral and bilateral development partners, civil society organizations, representatives of key affected populations (KAPs), faith based organizations, the formal and informal private sector, and people living with or affected by the diseases (PLWDs). As a result of the diversity of interests and perceptions represented by these stakeholders and the need to ensure transparent and ethical behavior, it is imperative that the KCM operates at the highest standard of transparency, accountability and effectiveness in all of its functions.
- 1.3 The KCM has prepared and adopted this Policy to prevent and mitigate the effect of conflict of interest. For enhanced effectiveness of the KCM, the members must be perceived to be objective and of high integrity.

II. Definitions

- 2.1 A conflict of interest occurs where a member of the KCM and/or his committees' uses his or her position to advance personal ambitions or interests, the interests of an institution with which he or she is affiliated, or those of a close associate, in a way that disadvantages or excludes others, or is otherwise detrimental to the overall effectiveness of the Global Fund programmes. Conflict of interest includes potential conflicts of interest and perceived conflicts of interest.
- 2.2 A potential conflict of interest occurs when a member of the KCM and/or his committees has the capacity to use their position in such a way that a conflict of interest, as defined above, can occur.
- 2.3 A perceived conflict of interest occurs when a person believes or suspects on reasonable grounds that a conflict of interest, as defined above, exists on the part of a member of the KCM and/or his committees'.
- 2.4 A close associate of a person includes a family member, friend, business partner, professional associate, or close associate of the person.

- 2.5 A person is affiliated with an institution when they are an employee or volunteer, or have a financial interest, or a technical or governance role with that institution.
- 2.6 The jurisdiction of the KCM refers to all matters in respect of which the KCM has the power or authority to make decisions or recommendations.
- 2.7 The presence of material interest includes, but is not limited to, any one or more of the following:
- a) Being a staff member or member of an organization or institution that is a Principal Recipient, Sub-Recipient or Implementing Partner that is funded within the Global Fund programme for Kenya, or that is a prospective recipient as part of a funding proposal
 - b) Being a party to a contract, or directly involved in a transaction, for the provision of goods and services to the KCM or an institution or organization funded by the Global Fund programme for Kenya; and,
 - c) Having a material financial interest (through being an owner, shareholder or employee, for example) in an entity that is involved in a contract or transaction for the provision of goods and services to the KCM or an institution or organization funded by the Global Fund programme for Kenya.

III. Purpose

- 3.1 The KCM recognizes that conflicts of interest, whether actual, potential, or perceived, may diminish public confidence in the KCM as an institution. This may similarly affect programmes the KCM oversees, and the institutions responsible for program implementation. A strong and well-implemented conflict of interest policy helps ensure the integrity of the KCM and its processes, and helps protect even the most well-meaning persons whose interests, or those of an institution with which they are affiliated, or a close associate, could be affected.
- 3.2 This conflict of interest policy has, therefore been prepared to:
- a) Ensure fairness and transparency in the decision-making process of the KCM.
 - b) Secure confidence and trust among all the stakeholders and the general public
 - c) protect the reputation and integrity of all member organizations and representatives in the KCM.

IV Mandatory Declaration of Interest

- 4.1 Conflict of Interest disclosure shall be a standing agenda item in all KCM meetings.

4.2 All KCM members shall be required to disclose any actual, potential or perceived material interest in a matter that is placed before the KCM for deliberation.

4.3 KCM members shall make Conflict of Interest disclosures as follows:

- a) By completing, on an annual basis, an Annual Conflict of Interest Declaration form. If the information in the COI Declaration form changes materially, the member shall disclose such changes and revise the COI declaration.
- b) By verbal or written notice, through a Col disclosure form, upon receipt of meeting agenda, of material conflict of interest in respect to proposed agenda for KCM meetings.
- c) By verbal notice to the Chairperson at the start of KCM meeting before the meeting agenda is formally adopted.
- d) By verbal notice when a matter in which the member has a material interest arises during a KCM meeting.

4.4 All declarations of interest, whether verbal or in writing, are considered to be strictly confidential once made.

4.5 The KCM shall regularly and consistently monitor and enforce compliance with this policy by reviewing COI declaration and taking such other actions as are necessary.

4.6 If a conflict of interest is determined to perpetually exist in relation to a member, the KCM shall determine how to mitigate that conflict, or recommend to the nominating sector that the member be excluded from all future meetings.

V Procedure for Determining and Addressing Conflict of Interest

5.1 Where declaration of interest is made in advance of KCM meeting, the Secretariat shall record the declaration for discussion at the start of the meeting under the standing agenda item on disclosure of conflict of interest.

5.2 Members shall disclose any conflict of interest when the meeting starts and reaches that agenda item.

5.3 When a declaration of interest is made, the matter shall be dealt with as follows:

- a) The Chair shall request the member to leave the room while the KCM considers the disclosure and determines whether a conflict of interest exists. Once a decision is reached, and duly recorded in the minutes, the member shall be

invited to return to hear the results of the deliberation.

- b) If the KCM determines that a conflict of interest exists, the member shall be asked to follow the procedure set out in section 5.4 below;
- c) If the KCM determines that no conflict of interest exists, the meeting shall proceed in the usual way.

5.4 When deliberating on appropriate ways to address conflicts of interest, the KCM may consider some of the following:

a) *Personal exemption (recusal):*

When a matter comes before the committee for deliberation in which a member has a conflict of interest, that member shall voluntarily leave the meeting room until deliberation has ended and a decision on the matter has been reached.

b) *Conditional participation in committee meeting:*

The Chair allows a member to participate in the KCM meeting but discloses his/ her interest in a matter under discussion. This option can be applied in instances where the conflict of interest is considered as minor and disclosure would be sufficient to address it.

c) *Partial participation in the KCM meeting:*

A member can be excluded from participating on an agenda item or a decision making process in which he/she has a conflict of interest but can participate in other agenda items. The member may also not be allowed to vote on the matter.

d) *Total exclusion from the meeting:*

A member can be excluded from a KCM meeting if the member is deemed to have a major conflict of interest in relation to the agenda of the meeting

e) Should the Chair be the member for whom the conflict of interest arises, the Vice-Chair person or any other member so appointed, shall preside over deliberations on the matter at hand until they have been completed. The Chairperson shall follow the exemption (recusal) procedure.

5.5 The minutes of the KCM meeting shall contain:

- a. Names of the persons who disclosed or otherwise were found to have an interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest existed, and the KCM decision as to whether a conflict of interest in fact existed.

b. Names of the persons who were present for discussions and votes relating to the issue, the content of the discussion, and a record of any votes taken in connection with the proceedings.

VI Special Procedures for the Selection of PRs for KCM Oversight Functions

- 6.1 Members shall exempt (recuse) themselves from participating in KCM deliberations where the selection of PRs, SRs or other implementing entities in which members have an interest is being considered.
- 6.2 Where the Chair, or Vice-Chair, or both are from the same entity as the PR, either individual shall exempt (recuse) themselves from deliberations on the performance of the PR.
- 6.3 At the discretion of the other members, the member may be invited to remain for the discussion according to the procedures in (v) above.
- 6.4 Where both Chair and Vice Chair must exempt (recuse) themselves, the KCM shall appoint an individual from amongst themselves to preside over the discussions.

VII Failure to Disclose Conflict of Interest

- 7.1 Where the Chair has reasonable cause to believe that a member has not disclosed a conflict of interest, the Chair shall inform the individual in question and offer him/her an opportunity to reply.
- 7.2 Where a member of KCM has reasonable cause to believe that a member has not disclosed a conflict of interest, he/she shall inform the Chair. The Chair shall then inform the individual in question and offer him/her an opportunity to reply
- 7.3 If, after hearing the response and making such other investigations or inquiries as may be reasonable, the KCM determines that a failure to properly disclose a conflict of interest has occurred, the Chairperson shall initiate disciplinary action which may include one or more of the following:
 - a) Delivery of a formal apology on the part of the member in question.
 - b) Suspension of the member pending further deliberation on appropriate disciplinary action.
 - c) Removal of the member from KCM.

VIII Gifts or Preferential Favours

- 8.1 Members may not accept gifts or preferential favours under

circumstances that could reasonably be construed to mean that such gift or favour is motivated by the position of the member and interests that could be substantially affected by the decisions of the KCM.

- 8.2 Members may not give gifts or preferential favours where it could be reasonably construed that the gift is intended to affect the policies, decisions or performance of the KCM or any other entity involved in the Global Fund grants.
- 8.3 Exceptions to the provisions in this section may only be made by decision of the KCM.

IX Policy Dissemination and Review

- 9.1 The KCM Secretariat shall distribute a copy of this policy to all KCM members annually, along with a copy of the Declaration of Conflict of Interest Form.
- 9.2 Copies of this policy and the COI form shall be posted on the KCM website.
- 9.3 This policy shall be reviewed annually by the KCM. Through the Chair, the KCM may initiate a policy review and amendment process at any time in advance of the review schedule.

Kenya Coordinating Mechanism for Global Fund

Annex 1: ANNUAL Conflict of Interest Declaration Statement

I, _____ (name), pledge to comply with the Kenya Country Coordinating Committee (KCM) Conflict of Interest Policy. As a KCM member, alternate or other interested party, I shall not discuss, advocate or vote on any matter in which I have a conflict, or potential conflict of interest, or any interest, which might reasonably appear to be in conflict with the concept of fairness when dealing with the business of the Global Fund funded Programs.

I acknowledge that a conflict of interest or a potential conflict occurs if:

- a) I have a self, monetary, or other interest, either direct or indirect; and/or
- b) The Organization that I represent may have a financial, administrative, or programmatic interest in issues or transactions under consideration in the KCM.

I hereby certify that I have read and understood the Conflict of Interest Policy. I confirm that I will adhere to the Conflict of Interest Policy that requires me to declare a conflict or potential conflict of interest on a particular issue to the KCM. In such cases, I shall excuse myself from KCM discussions and voting concerning the matter in question.

I further acknowledge that I am obliged to raise any conflict of interest I may be aware of amongst other members of the KCM or implementing organizations to safeguard the KCM reputation and ensure it adheres to ethical standards, and conducts business in a balanced and transparent manner.

In keeping with the above principles and those further stated in the Conflict of Interest Policy, I would like to declare as follows for the current year: (Tick the item that applies)

- I do not have any foreseeable conflict of interest that relates to the functions and operations of the Global Fund grants in Kenya.
- I have a conflict of interest. (Please fill out the table below.)

Signature: _____

KCM Member Name: _____

Constituency: _____ **Date:** _____

Kenya Coordinating Mechanism for Global Fund

Annex 2: Nature of Conflict of Interest

Please, complete the table below if you have any conflict of interest to declare

Organization (Name and Address)	Type of Organization (Government/Private/ NGO/FBO)	Nature of the Conflict of Interest

Kenya Coordinating Mechanism for Global Fund

Annex 3: Conflict of Interest Disclosure form

To be filled by Members with Conflict of Interest only prior to KCM Meetings

TITLE (Mr./Mrs./MS/Dr/Prof	
SURNAME	
OTHER NAMES	
CONSTITUENCY REPRESENTED	
DISCLOSURE	
<input type="checkbox"/> I have conflict of interest on the following agenda items:	
1.	
2.	
3.	
4.	
Provide details of the conflict of interest	
SIGNED	
DATE	

The Constitution
and
Conflict of Interest Policy

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**Kenya Coordinating Mechanism Secretariat
Afya House, Cathedral Rd.**