

UN-WOMEN Advisory Committee on Oversight TERMS OF REFERENCE

Purpose

1. The Advisory Committee on Oversight (ACO) shall provide the Executive Director of UN Women with independent, external advice based on good practice regarding the organization's accountability framework and systems, including risk management. The Committee assists the Executive Director in fulfilling her oversight responsibilities in accordance with relevant best practices. The Terms of Reference, as stated herein, are approved by the Executive Director and may be modified from time to time, as necessary. The Committee has an advisory role and is not a governance body; no language or clauses in the Terms of Reference are intended to imply otherwise.
2. The Committee shall seek to promote proper governance and high ethical standards in UN Women programme and operational management, as well as the adoption and use by management of best practices in risk and financial management.
3. Members of the Committee shall act in an independent, non-executive capacity. Members shall not be held personally liable for decisions taken by the Committee acting as a whole.

Mandate

4. The Committee shall:
 - a. Review and advise the Executive Director on policies and systems significantly impacting organizational performance and effectiveness, financial management and reporting, the internal audit, investigation and evaluation functions, the internal ethics function, and the effectiveness of UN Women's systems of internal control and accountability; including its governance, risk management and control processes;
 - b. Review and advise on the governance and management of information and communication technology systems in use by UN Women.
 - c. Review and advise on the fraud and corruption prevention policies and activities, the code of ethics and whistle blower policy, as well as to review the services provided to UN Women by the UN Ethics office;
 - d. Advise on any proposed changes to the Financial Regulations and Rules;
 - e. Review and advise on UN-Women's financial statements and reports, including any significant changes in accounting policies, presentation and disclosures;
 - f. Advise the Executive Director on the appointment, performance evaluation, extension / non-extension and dismissal of the Director of the Independent Evaluation and Internal Audit Service. (IEAS).

- g. Promote the understanding and effectiveness of the audit function, situated in the Internal Audit Service (IAS) of the Independent Evaluation and Internal Audit Service, (IEAS) and provide a forum to discuss internal control and matters raised by the BOA and the IAS.
- h. Promote an understanding of the investigations activities conducted for UN Women under a Memorandum of Understanding with the United Nations Office of Internal Oversight Services, (OIOS), and provide a forum to discuss areas of risk to the organization arising from investigation results.
- i. Promote the understanding and effectiveness of the evaluation function, situated in the Independent Evaluation Service (IES) of the IEAS, and provide a forum to discuss evaluation matters raised in both corporate and decentralized evaluations overseen by this office. Interact with the Global Evaluation Advisory Committee, (GEAC) on a periodic basis.
- j. In relation to the overall work of the IAS, the ACO will review and advise the Executive Director on:
 - i. The internal audit charter, strategy, annual work plans, budget and periodic reports, and internal audit quality assurance and improvement programs;
 - ii. Relevant reports and management letters.
 - iii. The status of implementation by management of audit recommendations;
 - iv. Policy for disclosure of internal audit reports and implementation thereof.
- k. In relation to the work done for UN Women under contract with the Office of Internal Oversight Services, (OIOS), advise the Executive Director on:
 - i. The overall Memorandum of Understanding with OIOS, and its provisions;
 - ii. Relevant findings from investigation reports;
 - iii. Status of resolution of investigation report results.
- l. In relation to external audit, the ACO will review and advise the Executive Director on:
 - i. Audit scope and related matters;
 - ii. BOA reports and relevant management letters;
 - iii. The status of implementation of audit recommendations.
- m. In relation to the work of the IES, the ACO will review and advise the Executive Director on:

- i. The overall Evaluation Policy of UN Women
 - ii. The strategy, evaluation plan and annual work plan that relate to the Evaluation Policy of UN Women adopted by the Executive Board.
 - iii. Relevant issues from evaluation reports with a view towards increased management attention to these issues.
 - iv. The quality assurance system for the evaluation function, including internal and external assessments.
 - v. The status of the implementation by management of evaluation recommendations.
- n. Consider the risk and control implications of audit reports, management letters, investigation reports and evaluation reports, and highlight, as appropriate, issues that may need further examination with due consideration as to confidentiality and due process;
 - o. Review and advise on the governance, development and management of information technology systems impacting financial management and reporting;
 - p. Review and advise on issues rising from governance of operational and programme management functions.
 - q. Review and advise on any issues arising from activities covered by these TOR.

Authority

- 5. The Committee has the authority and the responsibility to review all activities that it deems appropriate and relevant to these TOR. In exercising this responsibility, the Committee may:
 - a. Obtain all information and/or documents it considers necessary to perform its mandate including all internal and external audit reports;
 - b. Seek any information from any UN Women personnel or request information generated from UN Women's systems and require all UN-Women personnel to cooperate with any request made by the Committee in performing its mandate; and
 - c. Obtain legal or other independent professional advice, as it deems appropriate.

Membership

- 6. The Executive Director shall appoint five members of the Committee. All members will be independent and external to UN Women. Members of the Committee shall submit a confirmation of independence at the time of appointment and at least annually and inform the Committee and the Executive Director of any changes in circumstances that may affect his or her independence, as soon as appropriate.

7. In appointing members, the Executive Director shall ensure that the Committee as a whole is made up of people with working knowledge and familiarity with financial reporting and programme matters, accounting, governance, internal audit and investigation, evaluation, external audit, internal control and risk management practices and principles. In addition, it is desirable that at least one member is familiar with United Nations intergovernmental and normative work and processes.
8. Former UN Women staff and Executive Board members shall be ineligible for appointment to the ACO for one year following their separation from UN Women or the Executive Board. Similarly, former members of the ACO shall not be eligible for appointment to positions at UN Women, either as staff or consultants for a period of one year after leaving terminating ACO membership.
9. The ACO shall nominate a Chairperson from amongst the five members of the Committee subject to approval by the Executive Director. Members shall be appointed for an initial three-year term, and no member shall serve more than six years. The goal is to result in staggered terms such that no more than two members leave in any one year.

Remuneration

10. Members will receive an annual stipend for activities undertaken in their capacity as members of the Committee. The stipend will be set by the Executive Director at the start of every calendar year and a portion of the annual stipend will be paid after each ACO meeting. The Chairperson will receive an additional stipend set by the Executive Director.
11. UN Women will reimburse all committee members at the level equivalent to UN Assistant Secretary-Generals and in accordance with the procedures applying to UN Women staff for any travel and subsistence and communication costs that are necessarily incurred in relation to participation in Committee meetings, field trips and other matters in order to fulfill the requirements of these Terms of Reference.
12. Members of the ACO serve in their personal capacity and not as representatives of a government, an institution, corporate bodies or any other authority external to UN Women. They are neither staff members under the staff regulations of the United Nations nor officials for the purpose of the Convention on the Privileges and Immunities of the United Nations dated 13 February 1946.

Secretariat

13. The Executive Office will provide a dedicated capacity to serve as the Secretariat to the ACO. The Secretariat will convene meetings at the request of the Chairperson.

Frequency and Organization of Meetings

14. The Committee shall establish an annual programme of work.
15. The Committee shall meet not less than three times a year. At least two of these meetings will take place at Headquarters. The Committee may meet in a regional setting, as it determines appropriate. The Chairperson of the Committee or the Executive Director may request additional meetings to discuss particular issues on which advice is sought. Meetings will normally be face to face, but where circumstances demand, meetings may be conducted virtually such as by video or teleconference.

16. The time and duration of a meeting will be scheduled to reflect the quantum of work and as decided by the Chairperson in consultation with members and the Executive Director of UN Women. Time will be allowed for any pre-briefing of the Committee by UN Women staff and the BOA, as the Committee shall deem appropriate.
17. The Committee shall meet at least annually with the Director of the Independent Evaluation and Audit Services, and the Director of External Audit in private sessions.
18. The Committee will also meet periodically, but at least annually in private session with representatives of the United Nation's Office of Internal Oversight Services, OIOS which performs investigation services for UN Women under a Memorandum of Understanding between the organization signed on November 22, 2017.
19. The Committee will meet at least annually with the head of the Ethics Office of the UN System, which provides ethics related services to UN Women, including reviews of financial disclosure forms; and serving as a conduit for staff communication on ethics issues.
20. The Chairperson, in consultation with the members, will prepare a provisional agenda, which will be circulated by the Secretariat together with all supporting documents, (including any proposed presentations by staff invited to brief the Committee) one week prior to the relevant meeting.
21. Members of the Committee shall normally be given at least 21-day notice of meetings.

Attendance

22. The Committee may have at its disposal and per invitation, members of UN Women Management Team including the Executive Director, the Deputy Executive Directors, all Directors of Divisions or any other manager of UN Women. Other UN Women staff may attend at the invitation of the Chairperson.
23. The Director of the IEAS may attend in an ex officio capacity at the invitation of the Chairperson.
24. If the Chairperson is not present at a meeting, the members will elect an acting Chairperson from amongst the members present.

Quorum

25. Any three members present, in person or virtually, shall constitute a quorum. An alternate cannot represent a member.
26. It is expected that members will be present for meetings in person. Exceptionally, members may attend meetings by video or teleconference.

Disclosure of Interest

27. All members of the Committee shall sign a statement of disclosure of interest. In order to avoid any appearance of doubt, members shall consult the Director, Office of Ethics, prior to any meeting at which they expect to raise any potential conflict of interest and to inform the Chairperson and Executive Director of the outcome of such consultation. A register of interest will be maintained by the Secretariat to record members' interest in general or on specific matters. Where an actual or potential conflict of interest arises, the interest will be declared and will cause

the member(s) to be excused from the discussion and abstain from voting on the matter. In such an event, a quorum will be required from the remaining members.

Voting

28. The Committee's decisions will be made by the members present (including by video or teleconference) by voting and based on a simple majority. Should the votes be equally divided, the Chairperson shall have the casting vote. However, as the desired option, the Committee should strive to achieve decisions on a consensus basis of all members attending the meeting.

Minutes

29. The Secretariat will prepare and keep minutes of all meetings. The minutes will be circulated for review by Committee members within one month of each meeting and be formally approved at the next meeting.

Self- Assessment and Reporting


30. The Chairperson will interact regularly with the Executive Director on the results of the Committee deliberations as well as on forthcoming issues relevant to its business.
31. The Committee shall perform from time to time a self-assessment relative to the Committee's purpose, duties, and responsibilities outlined herein and also review its TOR to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Executive Director for approval.
32. The Committee shall prepare a report on its work for the previous calendar year for presentation to the Executive Director by 31 March of every year. The report will be made available to the Executive Board at its annual session. Upon request, the Chairperson shall present this report.

Confidentiality

33. All members of the Committee shall sign a statement of confidentiality on first appointment.
34. The deliberations of the Committee and the minutes of the meetings are confidential unless otherwise decided. The documents and informational material circulated for the consideration of the Committee shall be used solely for that purpose and treated as confidential.

Liability and Indemnity of Members

35. Members shall act in an independent, non-executive capacity while performing their advisory role on the ACO. As such, members shall not be held personally liable for decisions taken by the ACO acting as a whole. Committee members will be indemnified from actions taken against them as a result of activities performed in the course of exercising their responsibilities as members of the Committee, as long as such activities are performed in good faith and with due diligence.

Approved:  Date: 4 March 2019
Phumzile Mlambo-Ngcuka, Executive Director of UN-Women