

Pandemic Fund Conflict of Interest (COI) Framework

As adopted by the Pandemic Fund Governing Board on March 1, 2023

A. PURPOSE

1. The purpose of this document (this COI Framework) is to guide the Pandemic Fund partnership on conflicts of interest (COI) pertaining to its partners (as entities), participants (as individuals), and activities.
2. This COI Framework has been adopted under paragraph 31 of the Pandemic Fund Governance Framework, as a set of operating principles and guidelines, and under paragraph 33 of the Pandemic Fund Operations Manual, as the framework called for therein. Terminology is used in this COI Framework in accordance with Annex 1.
3. In keeping with the Pandemic Fund Governance Framework's sixth key design principle that the Pandemic Fund "operate with high standards of transparency and accountability," this COI Framework is intended to be followed in both spirit and letter, in good faith, based on institutional and individual responsibility.
4. The structure of the Pandemic Fund partnership features intertwined relationships among partners and multiple roles within partners that can give rise to COIs. At the same time, some of these same relationships and related responsibilities bring valuable synergies to the Pandemic Fund partnership. Actual, potential, or perceived COIs are therefore assessed case-by-case for both their potential harm and benefit, as risk-based assessments, before consideration is given to how they should be managed or mitigated. With an emphasis on clear processes and common understandings, this COI Framework seeks to enable the Pandemic Fund partnership to develop a shared culture around assessing and managing COIs.

B. SCOPE

5. ***This COI Framework applies to all partners and participants in the Pandemic Fund partnership***, not only to decision-making Members (i.e., Voting Members), but also, for example, to the Governing Board co-Chairs, the TAP Chair and Vice-Chair, TAP experts, and Governing Board Observers, including Implementing Entities, the Trustee, the Secretariat, and others. Compliance with this COI Framework takes place both vis-à-vis entities (in their partnering capacities) and vis-à-vis individuals (in both their individual capacities and as representatives of partners).
6. ***This COI Framework applies to all conduct regarding the Pandemic Fund partnership***, not only to decision making, but also, for example, to nomination of TAP experts and proposal submission. It covers conduct related to all elements of the Pandemic Fund partnership, including the Governing Board (including Constituencies) and the TAP, any of their committees or working groups, and the Contributors, Co-Investors, Implementing Entities, Secretariat, and Trustee.

C. DEFINITION

7. A “conflict of interest” occurs, at an entity level or individual level, when an ability to make a decision or act in one role is or could be impaired, or is perceived as being impaired, by conflicting obligations or incentives in another role; or when such decision or act is or could be influenced, or is perceived as being influenced, by Secondary Interests that are extraneous to the Primary Interests.

D. PRINCIPLES

This COI Framework applies the following principles:

Being mindful of actual, potential, and perceived COIs

8. The Pandemic Fund partners and participants must, at all times, be mindful of any COIs that pertain to their conduct. Partners engage with the Pandemic Fund at an institutional / organizational level by engaging on behalf of their respective entities, not in their individual capacities. Individuals participating on behalf of their entities must accordingly be mindful of COIs both as individuals (in relation to themselves) and as representatives (in relation to their respective employer entities). Some participants engage with the Pandemic Fund only in their individual capacities. This is the case for TAP experts, who are expected to contribute their technical expertise independently of other affiliations and personal interests, as well as the Governing Board Co-Chairs and the TAP Vice-Chair, all of whom should be mindful of COIs as individuals, not as representatives of any entities.

Ensuring prior, proactive review and action

9. As a matter of timing, COI treatment for the Pandemic Fund partnership is meant to be anticipatory and preventive. It is the responsibility of each partner / participant to identify and address COI aspects in relation to specific Pandemic Fund partnership decision points or activities, for example, through recusal, *in advance*.
10. It is good practice for Governing Board and TAP participants to consider physical and virtual meeting agendas and materials in advance to avoid potential COI complications, with sufficient time to follow the processes outlined in paragraph 14 below. It is also good practice for the Chair position to ask those assembled at the beginning of a meeting whether they have any COI to disclose to the group.

Non-Interference

11. This COI Framework recognizes that most Pandemic Fund partners and participants fall under their own national or organizational entity-specific COI and ethics policies. Pandemic Fund partners and participants are expected to follow this COI Framework in addition to their own policies for activities involving the Pandemic Fund partnership. While this COI Framework is not intended to interfere with internal policies of the partners and participants, and conflicts

between such policies and this COI Framework are expected to be rare, partners should inform the COI Committee (as established under paragraph 13 below) of any such conflicts that could result in non-compliance with this COI Framework.

Transparency

12. This COI Framework balances an emphasis on transparency with considerations of privacy, with transparency as the overarching goal. The degree of disclosure depends on the circumstances and recipient audience. Disclosures of COIs to the COI Committee are expected to enable fulsome deliberations toward context-specific, consistent approaches, including the ability of the COI Committee to seek additional information. Disclosure of COIs to the Governing Board is expected to enable the development of a shared culture and understanding of COIs within the Pandemic Fund partnership. Disclosure to the public is encouraged both for purposes of enhancing the Pandemic Fund's credibility and serving as a model example for the international community.

E. PROCESS

Establishing the COI Committee

13. To assist the Governing Board in its overarching responsibility for COI treatment under paragraph 15(k) of the Pandemic Fund Governance Framework, it will establish a COI Committee that will perform according to the terms of reference in Annex 2. Paragraph 33 of the Pandemic Fund Operations Manual remains operative, including with regard to COI disclosures, until this COI Framework is "implemented," which will be the time point notified by the COI Committee to the Governing Board and Secretariat.

Reporting and managing COIs

14. COI assessments are risk-based judgments about whether a COI exists and how it should be managed or mitigated. To regularize the assessment and management of COIs in the Pandemic Fund partnership, the following approach applies:
 - a) Individuals, on behalf of themselves and/or their respective entities, are responsible in the first instance for applying this COI Framework to their participation and making COI determinations about both their own participation, on both individual and entity levels, as relevant, and what they may observe about the participation by other partner entities or individuals.
 - b) Any actual, potential, or perceived COI Situations must be disclosed to the COI Committee, both (i) in cases that are self-managed (such as an individual decision to recuse), for purposes of reporting, and (ii) in cases where partnership-level determination is warranted, to trigger COI Committee review as to whether a COI exists under this COI Framework and how to address it. In addition, certain mandatory disclosure processes (such as questionnaires or declarations of interest) will be introduced by the COI Committee, in particular with respect to the TAP and the Governing Board.

- c) Consistent with its support role under Annex 2, the Secretariat is available to serve as a conduit for partners and participants to provide disclosures to the COI Committee.

Range of Outcomes

- 15. COI Situations that are addressed under paragraph 14 above can be managed or mitigated in various ways. Taking a risk-based view, with a goal of minimizing inappropriate behavior and maximizing partnership functions, these outcomes include:
 - a) A determination that there is no COI (thereby continuing with business as usual).
 - b) A determination that there is a COI, with acceptance to proceed as is (with COI, but no change needed).
 - c) A determination that there is a COI, with recusal or some other modified behavior (with COI, but proceed as adjusted).

Remedying non-compliance

- 16. Information may arise that subsequently points to non-compliance with this COI Framework. If a partner's/participant's engagement occurred without disclosure and management of a COI, then the decision or activity could potentially be unwound or redone. Such a case would be reviewed by the COI Committee for a recommendation on how to proceed. Given the potential gravity of such a matter, the Governing Board then decides the outcome.

Reviewing and updating this COI Framework

- 17. This COI Framework is intended to be reviewed and adjusted over time as the Pandemic Fund's shared culture around COI evolves, either directly through amendments or through the development of other documents, such as disclosure forms, frequently asked questions (FAQs), and training materials, which may be introduced and updated by the COI Committee over time, based on its annual reporting and periodic stocktaking.

F. SPECIFIC RULES

- 18. Beyond the general approach described in this COI Framework, the Pandemic Fund partnership also applies the following specific rules (which may be supplemented over time or waived with justification by the COI Committee):

Governing Board Roles

- 19. This COI Framework applies to all Governing Board Voting Members (including their Alternates), co-Chairs, Non-voting Members, and Observers, during and between meetings, directly or through constituencies, as well as participants in committees, working groups, and the like.

20. Any Governing Board Member that represents a constituency, whether for sovereigns or organizations, may not vote on a Funding Proposal with knowledge that his or her own country or organization, respectively, will receive such funds, but his or her Alternate on the Governing Board or another designated constituency representative will vote on behalf of the constituency.
- a) In cases of fraud, misuse of funding, or irregularities where action is decided by the Governing Board via a formal voting process, the concerned constituency/constituencies will abstain from voting.
 - b) The COI Committee, once constituted, will examine this rule and establish additional procedures, as needed, to implement this rule and mitigate any other risks related to Contributor, Co-investor, and CSO participation in the Governing Board.

Co-Chair Roles

21. In cases where a co-Chair of the Governing Board has a COI Situation, subject to paragraph 22 below, the other co-Chair will perform the Chair role. In the event both co-Chairs have COI Situations for the same matter, the COI Committee will be asked to advise on how to proceed.
22. Because co-Chairs are non-decision making under paragraph 14 of the Pandemic Fund Governance Framework, they need not be recused from deliberations or decisions regarding Funding Proposals funded by or for their respective countries.

Constituency Roles

23. Governing Board Members that represent constituencies act on behalf of their constituency members and may facilitate disclosure of any COI Situations pertaining to their constituency that would impact participation in deliberations or decisions by the Member, it being understood that such disclosure would have reached the COI Committee through paragraph 14(b) above.

TAP Roles

24. Because TAP experts and the TAP Vice-Chair engage in the TAP in their individual capacities for their technical expertise, they are expected to participate impartially and independently of other affiliations and personal interests.
25. Under paragraph 19 of the Pandemic Fund Governance Framework, the TAP Vice-Chair will lead discussions on Funding Proposals for which the WHO is an Implementing Entity or any time the TAP Chair has a COI Situation. In the event both the Chair and Vice-Chair have COI Situations for the same matter, the COI Committee will be asked to advise on how to proceed.

Implementing Entity Roles

26. When Implementing Entities are engaged in downstream project implementation, they follow their own applicable policies and procedures, with which this COI Framework is not intended to interfere. When Implementing Entities are engaged in partnership-level activities (for example, with Funding Proposal submissions and as Governing Board Observers), they are expected to comply with this COI Framework.

Secretariat Roles

27. Under paragraphs 23(d) and 24(b) of the Pandemic Fund Governance Framework, the Secretariat vets COI Situations on the part of TAP members. In performing this role, the Secretariat acts as an administrative support to the COI Committee, relies on COI disclosures by potential TAP members (or other partners that may know of relevant COIs), and refers information to the COI Committee for action under Annex 2 of this COI Framework.

Multiple Roles

28. In the case of partner entities with multiple roles, the respective individuals acting for partner entities should always be clear in which capacity they are engaging, ideally with different individuals attached to different roles. Multiple roles, while creating potential for COI, are understood to be intrinsic to FIF structures and may be considered beneficial for the Pandemic Fund partnership.
29. Within the Pandemic Fund partnership, WHO and the World Bank have multiple roles. The World Bank serves a triple role as host of the Secretariat, as Trustee, and as an Implementing Entity. The WHO Chairs the TAP, seconds its staff to the Secretariat, and serves as an Implementing Entity. Resulting potential COI will be managed through a clear separation of functions and due respect for boundaries, consistent with their internal policies and procedures. World Bank staff (including seconded WHO staff) and WHO staff serving in various capacities will be governed by the respective COI and ethics policies of their organizations.

COI Framework Terminology

Defined terms used in the COI Framework are used as defined in the Pandemic Fund Governance Framework and Operations Manual. Other terms and expressions in the COI Framework are used in the following manner (non-capitalized terms are not intended to ascribe definitions to their use in other Pandemic Fund documents):

COI Framework means the document to which this Annex is appended, as adopted by the Governing Board on March 1, 2023, and as may be amended from time to time;

COI Situation means circumstances involving a partner/participant of the Pandemic Fund within the scope of the COI Framework that constitute a COI under the definition in Section C above;

Pandemic Fund or Pandemic Fund partnership refers to the governance, operations, and implementation structures established under the Pandemic Fund Governance Framework, along with the related partners, participants, and activities;

Pandemic Fund Governance Framework refers to the Financial Intermediary Fund for Pandemic Prevention, Preparedness and Response Governance Framework adopted by the Governing Board on September 8, 2022, as may be amended from time to time;

participants is broadly construed to mean anyone or any entity engaging in a Pandemic Fund activity, including anyone using or applying to use funds from the Pandemic Fund trust fund, such as downstream recipients of funds under (sub)grants or (sub)contracts;

partners are those entities that are included in the Pandemic Fund Governance Framework as part of the Pandemic Fund structure, namely as Voting Members, co-Chairs, Non-voting Members, and Observers of the Governing Board; Chair of the TAP; Implementing Entities; and the Trustee and the Secretariat; as well as the individual experts in and Vice-Chair of the TAP. Partners is a subset of Pandemic Fund participants;

partnership activities are shared activities within the context of the Pandemic Fund, for which partners share responsibility and/or exposure. Partnership activities are distinguished from downstream project activities, for which Implementing Entities have their respective responsibilities;

Primary Interests are those interests that are, from a partnership perspective, directly relevant and appropriately considered in connection with a Pandemic Fund activity;

risks in connection with risk-based assessments encompass any form of risk from liability/legal risks to reputational risks, usually characterized by risk of harm, or risk of specific behavior or bias that could result in harm; and

Secondary Interests are those interests, including financial interests, that are, from a partnership perspective, extraneous and inappropriately considered in connection with a Pandemic Fund activity.

Conflict of Interest (COI) Committee Terms of Reference

1. Purpose

The Conflict of Interest (COI) Committee will be established by the Pandemic Fund Governing Board to support the Pandemic Fund COI Framework. The COI Committee functions on behalf of the Governing Board and acts to alleviate the Governing Board Members' regular responsibility for COIs at the Pandemic Fund.

2. Structure and Membership

The COI Committee is expected to comprise up to five Governing Board Voting Members (including their Alternates), with a diverse composition that reflects different categories of participants. Prospective COI Committee members are nominated by the Governing Board and may serve consecutive terms. The Secretariat will present candidates for membership to the Governing Board, in coordination with the Governing Board co-Chairs, for Governing Board approval. COI Committee membership will be adjusted every two years in alignment with the Governing Board review process under paragraph 9 of the Pandemic Fund Governing Framework. In addition, any COI Committee member who stops being a Governing Board Voting Member or Alternate is deemed to have resigned from the COI Committee position, or the member may otherwise choose to resign, at which point the Secretariat will coordinate new candidate(s) for Governing Board approval to fill the open position.

3. Roles and Responsibilities

Participation in the COI Committee involves, but is not limited to, the following roles and responsibilities:

- 1) Promptly reacting to disclosures transmitted directly or through the Secretariat to decide if a COI Situation exists and/or how it should be managed.
- 2) Developing and issuing (i) mandatory processes to facilitate COI disclosure, including for subsets of partners/participants (such as the TAP and Governing Board) on a regular or as relevant basis, and (ii) any additional processes, tools, and guidelines, in both cases that it considers needed or helpful, with support of the Secretariat and within the scope of available resources, for implementation of the COI Framework.
- 3) Formulating recommendations for approval by the Governing Board regarding situations to be remedied or activities to be unwound or redone in cases of noncompliance with the COI Framework.
- 4) Making waiver determinations regarding the application of Specific Rules in Section F of the COI Framework.
- 5) Providing a summarized statement, with support of the Secretariat, of informative COI incidents and determinations, along with a stocktaking of COI Framework implementation, to be provided to Governing Board Members on an annual basis, in addition to informal interim updates that may be provided by the COI Committee upon request of the Governing Board.
- 6) Providing training activities, with support of the Secretariat, to develop a healthy COI awareness and shared COI culture on the part of all Pandemic Fund partners.

- 7) Undertaking periodic reviews of the COI Framework, including in conjunction with the mid-term review under paragraphs 15(m) and 23(g) of the Pandemic Fund Governance Framework.
- 8) Recommending changes and updates to the COI Framework to the Secretariat for Governing Board consideration.
- 9) Considering other ethics issues at the request of the Co-Chairs, as they may arise.

The COI Committee will seek the cooperation of Pandemic Fund partners and participants to undertake its activities, while respecting any existing privileges and immunities they may have.

4. Procedures

A majority of COI Committee members is needed to constitute a quorum for decision making. Decision making is by consensus. The Chair is chosen by and from among the COI Committee members.

COI Committee members are expected to respect the confidential nature of the COI Committee's deliberations and may not make any public statements about the work of the COI Committee or specific COI disclosures made to the COI Committee without prior consent of the Governing Board co-Chairs and the Secretariat.

5. Role of the Secretariat

In addition to the specific functions ascribed to the Secretariat in these Terms of Reference, and subject to adequate resourcing, the Secretariat will provide administrative support the COI Committee as a committee of the Governing Board, including convening meetings, taking minutes, participating in meetings in a resource capacity, serving as a focal point for inquiries, and coordinating with respect to other Pandemic Fund activities. Given the value of accurate messaging around COI issues, a communications specialist from the Secretariat is also expected to participate in COI Committee meetings for purposes of coordination and effective communication.