

## **Appointment of members of the Independent Expert Oversight Advisory Committee**

### **Report by the Secretariat**

1. Following discussion and consultation with Member States, the Executive Board at its 125th session in May 2009 adopted resolution EB125.R1, which established the Independent Expert Oversight Advisory Committee and approved its terms of reference (attached as Annex 1).<sup>1</sup>
2. In that resolution, the Board decided that the initial membership of the Committee would be appointed by the Executive Board at its 126th session in January 2010 and requested the Director-General to propose candidates, as provided for in the terms of reference of the Committee.

### **FOLLOW-UP ACTION BY THE SECRETARIAT**

3. The Secretariat issued a Note Verbale on 1 September 2009 to inform Members about the selection process for the Committee and to invite suggestions regarding potential candidates. The process was designed to be as inclusive as possible and advertisements were placed in two leading international journals. One hundred and fifty applications were received, of which 10 were proposed by Member States.
4. The Secretariat prepared a long list of 40 candidatures, based on the criteria of qualifications, skills, and experience as relevant to the terms of reference of the Committee. The Swiss office of a leading audit firm was chosen to advise further on the 40 candidates; this firm analysed the validity and relevance of the qualifications, skills and experience and provided a written assessment of each candidate.
5. The Director-General was provided with the list of 40 candidatures, together with the external assessment. She then short-listed 10 names, based on the assessments provided, and also taking into consideration gender, independence, and geographical balance, for example to ensure that no two members were from the same country. Reference checks were performed with regard to the 10 individuals, who were also contacted to discuss their candidacy, and to confirm their potential availability for the Committee.
6. With this further information, the Director-General then spoke to some of the leading candidates and, based on her judgement of how best to balance the various criteria adopted by the Executive

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<sup>1</sup> See resolution EB125.R1, Annex (document EB125/2009/REC/1).

Board for membership of the Committee, has decided to propose the following five names for approval by the Executive Board:

- (a) Ms Marion Cowden (Australia/New Zealand, female)
- (b) Mr John Fox (United States of America, male)
- (c) Mr Graham Miller (United Kingdom of Great Britain and Northern Ireland, male)
- (d) Ms Hélène Ploix (France, female)
- (e) Mr Veerathai Santiprabhob (Thailand, male)

A summary curriculum vitae of each candidate appears in Annex 2.

#### **ACTION BY THE EXECUTIVE BOARD**

7. The Board is invited to study the Director-General's proposal and decide on the five members of the new Independent Expert Oversight Advisory Committee.

## ANNEX 1

### **INDEPENDENT EXPERT OVERSIGHT ADVISORY COMMITTEE**

#### **TERMS OF REFERENCE**

#### **PURPOSE OF THE COMMITTEE**

1. As an independent advisory committee established by the Executive Board of WHO, and reporting to the Programme, Budget and Administration Committee, the purpose of the Independent Expert Oversight Advisory Committee is to advise the Programme, Budget and Administration Committee, and, through it, the Executive Board, in fulfilling their oversight advisory responsibility and, upon request, to advise the Director-General on issues within its mandate.

#### **FUNCTIONS**

2. The functions of the Committee shall be:

- (a) to review the financial statements of WHO and significant financial reporting policy issues, including advice on the operational implications of the issues and trends apparent;
- (b) to advise on the adequacy of the Organization's internal controls and risk management systems, and to review management's risk assessment in the Organization and the comprehensiveness of its ongoing risk management processes;
- (c) to exchange information with, and review the effectiveness of, the Organization's internal and external audit functions, as well as to monitor the timely, effective and appropriate implementation of all audit findings and recommendations;
- (d) to advise on the appropriateness and effectiveness of accounting policies and disclosure practices and to assess changes and risks in those policies;
- (e) to provide, upon request, advice to the Director-General on the matters under points (a) to (d) above;
- (f) to prepare an annual report on its activities, conclusions, recommendations and, where necessary, interim reports, for submission to the Programme, Budget and Administration Committee by the Chairman of the Independent Expert Oversight Advisory Committee.

#### **COMPOSITION**

3. The composition of the Committee and the qualifications of its members shall be as follows:

- (a) The Committee shall comprise five members of integrity and objectivity and who have proven experience in senior positions in the areas covered by these terms of reference.

- (b) Following consultations with Member States, the Director-General shall propose to the Executive Board candidates for membership of the Committee. Members of the Committee shall be appointed by the Executive Board. No two members shall be nationals of the same State.
- (c) Members shall provide their services free.
- (d) Members must be independent. They shall serve in their personal capacity and cannot be represented by an alternate attendee. They shall neither seek nor accept instructions in regard to their performance on the Committee from any government or other authority external to or within WHO. All members will be required to sign a declaration of interest and a confidentiality agreement in accordance with WHO practice in this respect.
- (e) Members shall collectively possess relevant professional financial, managerial and organizational qualifications and recent senior-level experience in accounting, auditing, risk management, internal controls, financial reporting, and other relevant and administrative matters.
- (f) Members shall have an understanding of and, if possible, relevant experience in the inspection, investigative processes, monitoring and evaluation.
- (g) Members should have or acquire rapidly a good understanding of WHO's objectives, governance structure and accountability, the relevant regulations and rules, and its organizational culture and control environment.
- (h) Committee membership should have a balanced representation of public and private sector experience.
- (i) At least one member shall be selected on the basis of his or her qualifications and experience as a senior oversight professional or senior financial manager in the United Nations system or in another international organization.
- (j) In the selection process, due regard shall be given to geographical representation and gender balance. In order to retain the most equitable geographical representation, membership should be rotated among the WHO regions to the extent possible.

## TERM OF OFFICE

- 4. The term of office shall be four years, non-renewable, except that the term of office for two of the initial members shall be two years, renewable once only for four years. The Chairman of the Committee shall be selected by its members. He or she shall serve in this capacity for a term of two years.

## ADMINISTRATIVE ARRANGEMENTS

- 5. The following arrangements shall apply:
  - (a) Members of the Committee not resident in the Canton of Geneva or neighbouring France shall be entitled to the reimbursement of travel expenses in accordance with WHO procedures applying to members of the Executive Board.

- (b) The Committee shall meet at least twice per year.
- (c) The quorum for meetings of the Committee shall be three members.
- (d) Except as provided for in its terms of reference, the Committee shall, *mutatis mutandis*, be guided by the rules of procedure of the Executive Board concerning the conduct of business and the adoption of decisions. The Committee may propose amendments to its terms of reference for consideration by the Executive Board, through the Programme, Budget and Administration Committee.
- (e) The Committee may decide at any time to obtain independent counsel or outside expertise if necessary and shall have full access to all WHO files and archives, which shall be treated on a confidential basis.
- (f) The WHO Secretariat will provide secretariat support to the Committee.

## ANNEX 2

### **SUMMARY CURRICULA VITAE OF THE FIVE CANDIDATES PROPOSED FOR INITIAL MEMBERSHIP OF THE INDEPENDENT EXPERT OVERSIGHT ADVISORY COMMITTEE**

#### **Ms Marion Cowden** (Australia/New Zealand, female)

Educational background: Master of Business Administration in corporate finance and international business, Massey University, New Zealand; Bachelor of Commerce in economics and Bachelor of Science in pure and applied mathematics, both at University of Auckland, New Zealand.

Qualifications/experience: strong financial skills and background (accounting; financial reporting; audit; inspection; investigation), including at senior level. Broad national and international experience as Chief Financial Officer and senior director in public and private sectors in both New Zealand and Australia, and most recently at the Commonwealth Secretariat, London, United Kingdom of Great Britain and Northern Ireland. Chair of the United Kingdom branch of the New Zealand Institute of Chartered Accountants. Fellow of the Institute of Chartered Accountants, New Zealand, Member of the Institute of Directors, New Zealand.

#### **Mr John Fox** (United States of America, male)

Educational background: Bachelor of Arts, Haverford College, United States; graduate studies at Cornell University, United States.

Qualifications/experience: career in the United States Government, 1967–1995; Member, United States Government Senior Executive Service at the United States Department of State; strong and broad-based experience in budget policy, management, evaluation, investigation and oversight at the national level and within the United Nations system. Member of United States' delegations to the United Nations General Assembly Fifth Committee; Member, United Nations Advisory Committee on Administrative and Budgetary Questions and United Nations Committee on Contributions. Participated in negotiations on United Nations reform, including the establishment of the Office of Internal Oversight Services. Inspector, Joint Inspection Unit, 1996–2000. Since 2001 international organizations management consultant; advised the United States Government and international organizations on the development and implementation of policies regarding oversight, results-based management, budgetary and programme planning issues. Chairperson, UNESCO Oversight Advisory Committee, 2006–2009.

#### **Mr Graham Miller** (United Kingdom of Great Britain and Northern Ireland, male)

Educational background: qualified United Kingdom Government auditor. Initial training in the legal profession (College of Law, London, 1969–1971). Diploma in Accounting and Auditing, City Polytechnic, London, 1974.

Qualifications/experience: career within the United Kingdom National Audit Office, 1971 to October 2009 (retired as Director); strong audit background with related senior-level experience; strong skills in public-sector external oversight, governance, investigation, inspection and anti-fraud. Predominantly active in Europe (Belgium, France, the Netherlands, Switzerland, United Kingdom). Broad knowledge as external auditor of various United Nations and other international organizations,

including WHO, 1990–1996. Fellow of the Chartered Management Institute (UK), Fellow of the Institute of Professional Financial Managers (UK), Member of the Association of Certified Fraud Examiners.

**Ms Hélène Ploix** (France, female)

Educational background: Bachelor of Arts, English literature and law (Paris, France); Master of Arts, public administration (University of California, United States); Master of Business Administration (INSEAD, France).

Qualifications/experience: Strong and wide-ranging financial skills (accounting; financial reporting), including related senior-level experience. Excellent executive management experience and solid organizational qualifications in large and reputable private and public sector organizations. Predominantly active in France and United States of America (including positions as former Special Adviser in the Cabinet of the Prime Minister, France; Executive Director, IMF and the World Bank, United States). Various Board memberships; experience as Chair of audit committees; and Member of the United Nations Joint Staff Pension Fund Investment Committee.

**Mr Veerathai Santiprabhob** (Thailand, male)

Educational background: Master of Arts and doctorate in economics, Harvard University, United States, and Teaching Fellow at Harvard University, 1991–1994.

Qualifications/experience: Strong financial skills and managerial qualifications (six years as an economist with the IMF, United States and eight years as a commercial bank executive); strong international experience in several countries and continents while with the IMF. Excellent and broad skills set in the required fields of qualifications and valuable international/inter-cultural experience. Selected as one of the “50 Most Promising Young Bankers in the Asia Pacific and Middle East Region” by *The Asian Banker* magazine. Policy adviser in the Ministry of Finance. Executive Vice President, Strategic Planning, of Siam Commercial Bank. Presently Executive Vice President and Chief Strategy Officer of The Stock Exchange of Thailand and Audit Committee Director for Easy Buy, PCL.

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