



## International Community of Women Living with HIV/AIDS (ICW)

*ICW - the global network of HIV positive women* - Patron: Mary Robinson  
UK Registered Charity No 1045331, and Company Limited by Guarantee, UK No 2987247

February 2007

### **ICW International Steering Committee (ISC) Terms of Reference**

ICW is the only international network of women living with HIV/AIDS. We have members in 130 countries, and campaign for a world in which HIV positive women:

- Have a respected and meaningful involvement at all political levels: local, national, regional, and international, where decisions that affect their lives are being made;
- Have full access to care and treatment; and
- Enjoy full rights, particularly sexual, reproductive, legal, financial and general health rights;

irrespective of our culture, age, religion, sexuality, social or economic status/class and race.

### **ICW's ambitions for governance and decision-making**

As a global membership network, ICW has ambitious aims. We are working towards a time when HIV positive women who are ICW members are involved in decisions about ICW in their country. Each country should feel they are involved in decisions about ICW in their region. And each region should feel involved in decisions about ICW globally. So ultimately, each individual ICW member would influence (through country and regional structures and representatives) what happens in ICW globally

Establishing a new International Steering Committee (ISC) is an important part of the process.

### **What is the ISC?**

The ISC replaces ICW's previous International Board of Trustees (BoT). It is responsible for agreeing the goals, positions and strategic direction of ICW as a global network but is not responsible for ICW's legal or financial obligations.

The UK BoT is placed below the ISC. It is currently responsible for legal and financial regulations of the Network and the operations of all its staff in the USA, Africa and the Asia-Pacific region. (ICW Latina is the first fully autonomous region, for which the UK BoT

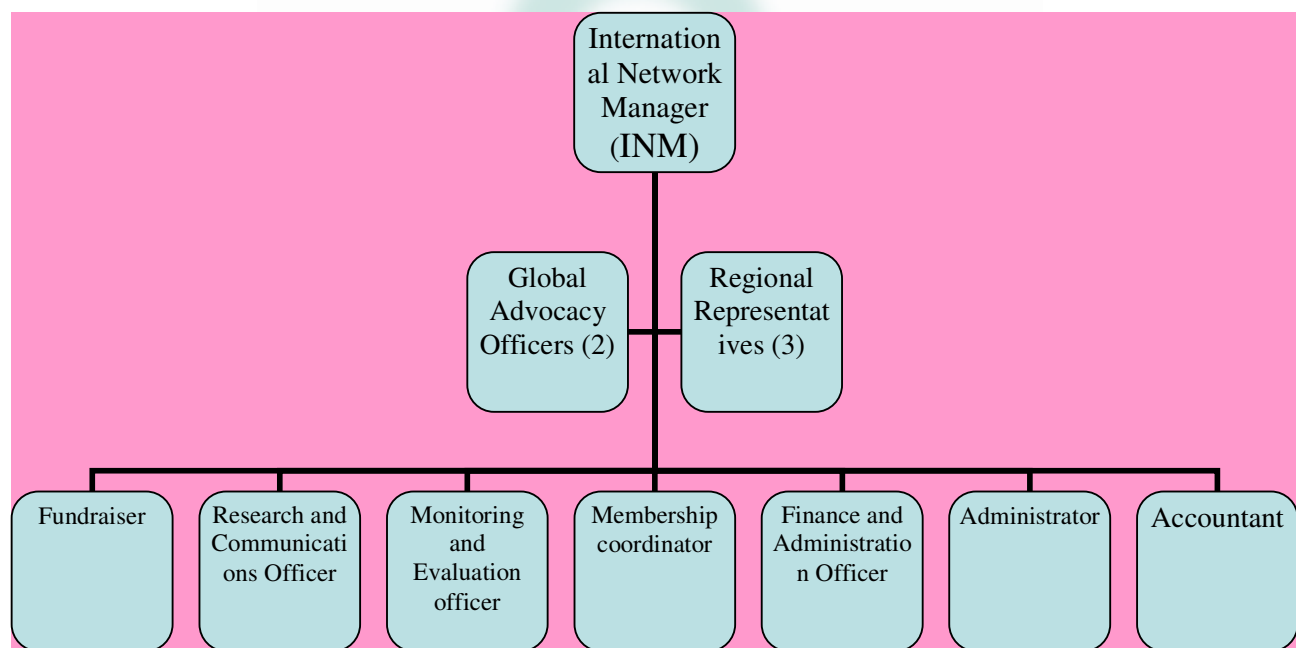
#### **International Community of Women Living with HIV/AIDS (ICW)**

International Support Office, Unit 6, Building 1, Canonbury Yard, 190a New North Road, London N1 7BJ, United Kingdom  
Tel: +44 20 7704 0606 Fax: +44 20 7704 8070 [www.icw.org](http://www.icw.org)

## International Community of Women Living with HIV/AIDS (ICW)

therefore has no responsibility) As other regions become fully autonomous, they will create their own regional BoTs, which will take over legal and financial responsibility for regional activities, within those regions, from the UK BoT. when regional autonomies are fully operative. All operational issues outside ICW Latina are currently delegated to the International Network Manager (INM), under direction from the UK BoT. As each of the regions currently under the UK BoT responsibility becomes fully autonomous, all operational issues within a region will be delegated to the regional coordinator, under direction from that region's own BoT.

The INM is currently the sole link between staff and the ISC globally, and is responsible for servicing the ISC



Ideal structure - 19 members:

- The Asia Pacific region - four representatives
- Southern Africa - two
- Eastern Africa - two
- Francophone Africa - two
- Latin America - four
- North America - two
- Europe - two
- UK - UK Board chair
- The International Network Manager will also sit on the ISC, as a non-voting member.

### International Community of Women Living with HIV/AIDS (ICW)

International Support Office, Unit 6, Building 1, Canonbury Yard, 190a New North Road, London N1 7BJ, United Kingdom  
Tel: +44 20 7704 0606 Fax: +44 20 7704 8070 [www.icw.org](http://www.icw.org)

## International Community of Women Living with HIV/AIDS (ICW)

The ISC structure emphasises values and is different according to each region. Accordingly, the regional selection process for ISC will be determined within the region with the existing ISC representatives for that region taking the lead on the selection process. When the regional Board of Trustees is in place, an appropriate regional ToR will be developed. Ideally new representatives will be elected by HIV positive women who are ICW members in that region. As part of ICW's commitment to young women, ideally two of the four (or one of the two) will be HIV positive women under 30 years of age.

ISC members will serve for three years after which they may stand for reappointment for one further term. Thereafter they may stand for appointment again after a break of not less than one year. Elections will be held regularly to ensure that the ISC is renewed.

Membership of the ISC and any work on behalf of ICW is not paid, but, depending on funds available, ICW offers full remuneration for out-of-pocket expenses incurred during the course of involvement in the ISC, covering communication costs, travel, child care or other caring responsibilities, and subsistence.

### ISC's role:

The ISC members' role first and foremost is at a *global* and not a *regional* level. They do *not* have any supervisory role in relation to any staff in their region unless in their role as regional board members.

- giving firm strategic direction to ICW globally, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets
- ensuring ICW complies with its governing documents and pursues its objectives as defined in its governing documents
- ensuring ICW uses its resources exclusively in pursuance of its objectives (the organisation must not spend money on activities which are not included in its own objectives, no matter how worthwhile those activities are)
- safeguarding the good name and values of ICW, including adhering to ICW's Code of Conduct for ISC members (which will be provided to all members - see below)
- supporting and facilitating the work of staff and members - you may be consulted by staff on your particular area of expertise
- provide guidance on new initiatives
- keeping up-to-date with ICW's work
- representing ICW through attending events and speaking publicly on behalf of ICW
- ensuring transparency and ensuring accountability to members
- fundraising for the region and/or for ICW globally. You may be asked to represent ICW at outside meetings, by making initial connections between potential funders or influencers and ICW regional or London-based staff, as appropriate, at which point

### International Community of Women Living with HIV/AIDS (ICW)

International Support Office, Unit 6, Building 1, Canonbury Yard, 190a New North Road, London N1 7BJ, United Kingdom  
Tel: +44 20 7704 0606 Fax: +44 20 7704 8070 [www.icw.org](http://www.icw.org)

## International Community of Women Living with HIV/AIDS (ICW)

the actual work of fundraising should then be handed over to the relevant staff member(s).

- linking regions to the global interface between staff and members, until a regional BoT structure is in place.
- providing direction, continuous support/advice and inspiration in the form of a 'senior resource group' , once current post-holders finish their terms of office
- assisting with recruitment of senior staff posts.

### Communication

**ISC members need to have regular access to e-mail, phone and internet. Ideally, wherever possible, ISC members should also download free internet phone software, such as [www.skype.com](http://www.skype.com) in order to improve communication between ISC members, at minimum cost to ICW.**

ISC members will need to:

- scrutinize ISC papers
- lead and participate discussions
- ensure the ISC remains focused on the key issues.
- Commit to regular reports (at least every 3 months) to other ICW members within their own region, of their activities in relation to their role on the ISC.

The ISC holds one face-to-face meeting a year (depending on funding). The INM and the ISC Chair prepare the agenda with input from all ISC members. The INM is responsible for ensuring that the Chair is briefed on issues that are coming up with staff. All ISC members are expected to attend and to prepare a written report of activities in their region of relevance to ICW.

If they are not able to attend, then they are expected to prepare the report anyway and to contact the Chair (or delegated person) before and during the meeting, during which time the Chair will brief the ISC member on the discussions held and receive feedback and comments from the absent ISC member. If an ISC member fails to attend two in a row (without a sound reason) they may be asked to resign. A report will be circulated after each meeting which all ISC members will be expected to comment on (point for discussion - will this also be applicable to periodical phone calls?).

There will be the following reports: an annual report; quarterly reports.

Membership offers the opportunity to be involved in the work of this dynamic network of HIV positive women which aims to influence policy and change practice in relation to HIV/AIDS around the world. ISC induction and regular training is offered, if funding is available.

### International Community of Women Living with HIV/AIDS (ICW)

International Support Office, Unit 6, Building 1, Canonbury Yard, 190a New North Road, London N1 7BJ, United Kingdom  
Tel: +44 20 7704 0606 Fax: +44 20 7704 8070 [www.icw.org](http://www.icw.org)

### Eligibility criteria

To be a candidate for the ISC as a representative of your region, you must:

- Be an HIV positive woman, living in any country of the region where elections take place.
- Be able to demonstrate that regular work is being done with HIV positive women in her country/region
- Be open about your HIV positive status.
- Speak, understand, read, and write English, French or Spanish, which are the main working languages of the ISC. Women who do not speak one of ICW's working languages, but who have access to ongoing translation support may also stand - you must commit to having all messages to and from ICW translated. (Please note that unfortunately no funding is available for this purpose.)
- Have good and regular access to email, phone and internet.
- Be committed to consulting with and sharing the perspectives of women living with HIV in the region within the global ICW movement, to influence the strategic direction and thematic positions of ICW.
- Be committed to contributing thinking and acting strategically in the best interests of ICW globally.
- Be committed to representing ICW at meetings, conferences, and events.
- Be willing to take part in all ISC meetings or teleconferences (frequency to be decided by the ISC, but a minimum of one per year).
- Be committed to informing ICW members within the region regularly (at least every 3 months) about your activities with regard to your role on the ISC.

### Code of conduct

This code of conduct sets out the relevant standards expected by ISC members in order to maintain the highest standards of integrity and stewardship; to ensure that ISC is effective, open and accountable; and to ensure a good working relationship with the INM and her team.

### The Code

#### *General*

- There needs to be a close and regular working relationship between the INM, the ISC Chair and the UK Chair and the chairs of other regional boards as they develop. ISC

## International Community of Women Living with HIV/AIDS (ICW)

members must act with integrity, due caution and should take and consider professional advice on anything in which the ISC members do not have expertise themselves.

- ISC members should hold themselves accountable to the organisation's stakeholders, including the public, so far as ISC's decisions, the performance of the ISC and the performance of the organisation.
- Except where legally authorised, ISC members must not gain financial or other material benefit for themselves, their families or their friends from their ISC membership. Nor must an ISC member attempt to use her status to gain advantage within the organisation, e.g., providing consultancy services to ICW. The ISC should ensure that there are clear written policies on claiming of expenses by ISC members.
- An ISC member must not place herself under any financial or other obligation to outside individual organisations that might influence her in the performance of her official duties.
- ISC members should conduct themselves in a manner which does not damage or undermine the reputation of ICW or its staff individually or collectively and should not take part in any activity which is in conflict with the objects or which might damage the reputation of the organisation.
- ISC members must make decisions together and take joint responsibility for them. The extent to which any one ISC member or a small group of ISC members is empowered to speak for or take action on behalf of ICW or the ISC must (subject to any specific constitutional rules) be a matter for all ISC members to decide together. Such decisions must be recorded.
- ISC members who are supported by a group or organisation affiliated to ICW and must accept that their sole responsibility is to ICW, not to their nominating group or body.
- At times there may arise differences of opinion between staff in a region and ISC representatives from that region. If these occur, any issues should be raised by either side through the INM, who is the manager of the staff in the region and the staff contact with the ISC; and not with others within or beyond the region. If the issue cannot be resolved through the involvement of the INM alone, either the INM or the ISC member concerned - or both - may call upon the rest of the ISC for assistance in resolving the issue between the regional staff member and the ISC representative. The rest of the ISC members are required to do their utmost to resolve such issues to the greater good of ICW global work.

### ***Responsibilities***

- ISC members must, with the help of the INM, formulate and review regularly ICW's vision, values and long-term strategy as well as the policies for its fulfilment.
- ISC members must be familiar with and keep under regular review the rules and constitution of ICW. Any changes must be made in accordance with constitutional and legal requirements.

### **International Community of Women Living with HIV/AIDS (ICW)**

International Support Office, Unit 6, Building 1, Canonbury Yard, 190a New North Road, London N1 7BJ, United Kingdom  
Tel: +44 20 7704 0606 Fax: +44 20 7704 8070 [www.icw.org](http://www.icw.org)

## International Community of Women Living with HIV/AIDS (ICW)

- In order to develop a working knowledge of ICW and to give themselves credibility, ISC members should endeavour to maintain links and keep in touch with the different ICW offices.

### Meetings of the ISC members

- ISC members must strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively.
- ISC members should bring a fair and open-minded view to all discussions of the ISC and should ensure that all decisions are made in the network's best interests.
- ISC members must aim to foresee and avoid any conflict of interest (see draft Conflict of Interest policy). Where one arises, an ISC member must at once declare the interest and absent herself from any discussion or vote taken on the matter by the other ISC members. Any transaction under which the ISC member will benefit either directly or indirectly must have proper legal authority.
- Confidential information or material (relating to users, beneficiaries, members, staff, commercial business, etc.) provided to, or discussed at a ISC meeting must remain confidential and within the confines of the ISC and must not be discussed outside the ISC.
- ISC members have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent ISC, including clear procedures for selection, election, training, retirement and if necessary, removal of ISC members and to ensure arrangements are followed for recruiting the Chair, Vice Chair and other honorary officers, in line with the roles and responsibilities document.

### Staff and the UK Board

- ISC members must ensure there is a clear understanding of their scope of authority as it relates to the INM.
- Policies and strategies agreed by ISC members should be expressed in unambiguous and practical terms (taking into account the possibility of different interpretation in the working languages of the network), so that the UK Board, the INM and staff responsible for implementing those policies are clear about what they need to do. Policy and strategic directions given to the INM and staff should come from the ISC as a whole.
- ISC members should act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration (where relevant) and discipline of the UK Board, the INM and other staff.
- ISC members must understand, accept and respect the difference in roles between the ISC, the UK Board, the INM and other staff, ensuring that the ISC, the UK Board as well as regional board where autonomy is in place, the INM and her team work

## International Community of Women Living with HIV/AIDS (ICW)

effectively and cohesively for the benefit of the network, and develop a mutually supportive and loyal relationship.

- Having given the UK Board and the INM delegated authority, ISC members should be careful, individually and collectively, not to undermine either of them by word or action and vice versa.
- As and when Regional Boards develop, all ISC members for a region should sit on those regional boards. Wherever possible, one of the ISC members should become the Chair of the regional board. Once regional autonomy has been formally announced, but not before, the duties of regional chair should include direct supervision of the Regional Coordinator's work for ICW in the region. This does NOT mean that the regional coordinator then becomes the ISC member's assistant: the workplan of the RC should be quite separate from the work of the ISC regional chair, and the workplan of the RC should be agreed with the agreement of the full regional board, in line with the regional 5 year strategy.

### Support to ISC members

- In order to support ISC members in adhering to this Code of Conduct, the UK Board (through the UK Chair) and the INM will provide advice on the Code and its implementation.
- The UK Board and the INM will ensure that information required by the ISC members to abide by this Code, including accurate and timely operational reports, will be provided openly and transparently.
- All ISC members will be provided with induction within one year of their joining the ISC to assist them to become effective in their role, subject to funding being available.