

Terms of Reference¹

Background

1. The UNAIDS Reference Group on HIV and Human Rights was established in 2002 to advise the Joint United Nations Programme on HIV/AIDS (UNAIDS) on all matters relating to HIV and human rights. It was initiated by the UNAIDS Secretariat, in collaboration with the Office of the United Nations High Commissioner for Human Rights (OHCHR), which was granted permanent observer status.
2. The membership of the Reference Group brings together people from the HIV and human rights community, including advocates, jurists, ethicists, people living with HIV, people working in the NGO and community sector, people working in the government sector, people working with faith communities, and academics.
3. The Reference Group is supported by a secretariat, contracted by the UNAIDS Secretariat, and led by a Chair or two co-Chairs. The individual or a representative of the organisation acting as Reference Group secretariat may also serve as a member of the Reference Group, if so agreed by the UNAIDS Secretariat and UNDP in consultation with the Chair/Co-chairs.
4. In 2006, UNDP, as lead UNAIDS Cosponsor on human rights, gender, law and governance under the UNAIDS technical support division of labour, joined the UNAIDS Secretariat in co-management of the Reference Group.
5. In February 2007, at the seventh meeting of the Reference Group, the UNAIDS Executive Director decided that, under certain circumstances as described below (in paragraph 8 in the section on “Working methods and outputs”), the Reference Group may speak and act publicly on its own initiative in a way that is independent of UNAIDS and may not reflect the views of UNAIDS.
6. In March 2011, at the twelfth meeting of the Reference Group, members reviewed the original objectives and activities of the Reference Group and decided on a new, more focused and shorter list of main objectives and activities.
7. In October 2017, at the nineteenth meeting of the Reference Group, members discussed the terms of reference and ways of working of the Group and agreed on the need to revisit the terms of reference with the aim of increasing the effectiveness of the Group.

¹Revised on the basis of discussions at the twelfth meeting of the Reference Group (March 2011), and further revised following discussions at the nineteenth meeting of the Reference Group (October 2017) and related consultations between the UNAIDS Secretariat and members of the Reference Group from January to September 2018.

8. Between that nineteenth meeting and June 2018, the UNAIDS Secretariat and Reference Group members engaged in a series of discussions that generated a revised Terms of Reference that was reviewed and approved by members and proposed to the UNAIDS Executive Director for adoption. The revised Terms of Reference were finally agreed between the Reference Group and the UNAIDS Executive Director, with the input of UNDP, in September 2018.

Objectives and activities of the Reference Group

1. The Reference Group is an expert resource for UNAIDS at all levels. The Reference Group and UNAIDS leadership will promote regular, ongoing engagement between the Reference Group and senior management, and with staff at regional and country level as appropriate and feasible, to ensure systematic and timely attention to human rights across the work of UNAIDS, reflecting the fact that respecting, protecting and fulfilling human rights is essential to an effective HIV response and is a cross-cutting issue of relevance to many different areas of the work of UNAIDS.
2. The principal objectives of the Reference Group for the period 2018-2021 are as follows:
 - a) to provide UNAIDS with ongoing, practical, human rights-informed advice on the implementation the UNAIDS 2016-2021 Strategy, the 2016 Political Declaration on HIV and AIDS, and the Sustainable Development Goals;
 - b) To highlight and catalyze action by UNAIDS on pressing and neglected issues of relevance to human rights, gender equality and the HIV response;
 - c) To keep UNAIDS abreast of emerging human rights developments at the local, national and international level that affect its work and the response to HIV;
 - d) To assist UNAIDS in planning for anticipated or potential developments that will or could raise human rights issues relevant to the HIV response, and to provide advice to UNAIDS as it develops strategies and plans its work to address the changing landscape;
 - e) To support UNAIDS' thought and practice leadership on human rights and gender equality in the HIV response, including via technical support to the human rights and gender unit of the UNAIDS Secretariat; and
 - f) To participate in the development of and/or review of UNAIDS policy, strategy and advocacy documents and other materials.
3. The Reference Group may also speak and act publicly in an independent capacity in a way which may not reflect the views of UNAIDS, after having informed the UNAIDS Secretariat and UNDP beforehand that it intends to do so and having engaged in dialogue with the UNAIDS Secretariat and UNDP on the relevant issues.

Modes of interface with other UNAIDS Cosponsors and other relevant bodies

1. Through the UNAIDS Secretariat, with the UNAIDS Secretariat functioning as liaison with the other Cosponsors on issues of human rights and gender equality
2. Through *ad hoc* invitation and attendance by Cosponsors and other relevant bodies as identified by the Reference Group, at Reference Group meetings, depending on the issue

Direct beneficiaries of the Reference Group

1. UNAIDS Secretariat (at global, regional and country levels) and UNDP
2. Other UNAIDS Cosponsors

Indirect beneficiaries of the Reference Group

1. People affected by and/or living with HIV
2. Governments and governmental decision-makers
3. Human rights organisations and institutions
4. Civil society groups engaged in the response to HIV
5. Multilateral and bilateral organisations engaged in the response to HIV
6. Philanthropic entities supporting the response to HIV

Membership in the Reference Group

1. Membership in the Reference Group is on the basis of invitation only by the UNAIDS Executive Director, upon recommendation by UNAIDS Secretariat or UNDP, and in consultation with the Reference Group Chair/co-Chairs.
2. The Reference Group consists of 12-15 experts on HIV, human rights, gender, sexual and reproductive health and rights, drug policy, treatment access and other issues of concern to various populations particularly affected by HIV and AIDS (including young people), as well as the challenges of advancing human rights at the regional and sub-regional level. The experts on the Reference Group are drawn from a broad range of fields, backgrounds and approaches. Decisions regarding membership will take into account expertise, gender balance, geographical representation, and nature and orientation of members' activities (e.g., advocacy, law, standard-setting, programming, and support). The Reference Group will also include people openly living with HIV. Current members of the Reference Group are welcome to suggest possible candidates with these criteria in mind.
3. As a general rule, members are appointed to serve a term of 5 years from the date of appointment, with the possibility of renewal for an additional such

term, allowing members to serve for a maximum of 10 consecutive years.² A member who serves as Co-Chair may serve an additional two years beyond the standard term.

4. Members of the Reference Group serve at the discretion of the UNAIDS Executive Director, who reserves the right to terminate membership at any time.
5. Decisions regarding appointments will be made by the UNAIDS Secretariat, in consultation with UNDP and the Chair or co-Chairs of the Reference Group. After being rotated off the Group, former members are eligible for reappointment after a separation of two years.
6. OHCHR and the Global Fund to fight AIDS, Tuberculosis and Malaria are observers of the Reference Group.

Honorary Status

1. Members of the Reference Group serve on an honorary basis and are not compensated for their participation in the Reference Group while performing standard functions of such membership. Reasonable expenses associated with a member's participation in meetings or other activities of, or on behalf of, the Reference Group (e.g., travel costs, per diem) will be borne by UNAIDS.
2. On an exceptional basis, Members of the Reference Group may be compensated in the context of their participation in the Reference Group under the following circumstances:
 - when requested to perform work, provide input, produce papers or presentations which extend beyond the standard activities described above and involve significant amounts of time; or
 - when requested to travel so as to provide work or input on a selected issue involving time, effort and expense beyond the standard activities described above.
3. In such circumstances as described in paragraph 2 above, a Member will be compensated at UNAIDS remuneration rates according to output. The Member will enter into a contractual arrangement with the UNAIDS Secretariat which outlines the terms of reference for the particular work and/or travel envisioned on the part of the Member, the expected output(s), the time-frame and the requirement that compensation be paid upon timely and satisfactory completion of the work. Such contracts may be subject to audit by external and internal auditors of UNAIDS.

² This limit on length of service applies prospectively from the date of adoption of these Terms of Reference and not retroactively. It is also expected that every year starting in 2018 and through 2021, 2-3 members of the Reference Group (part of the group as of September 2018) will rotate off every year to allow for a smooth transition as new term limits are implemented. At first instance the Reference Group will ask for volunteers to rotate off. If there are no volunteers, then any members who have not been present at the face-to-face meetings for the past two years will be asked to rotate off. If there are still less than two persons rotating off, then members will be selected according to a system agreed upon by the Reference Group members.

Terms of participation

1. Members commit to active participation and engagement in carrying out the work of the Reference Group, as stated in these Terms of Reference. This includes active and regular participation in meetings, provision of advice and insight to UNAIDS during meetings and between meetings, review of papers and products prepared in relation to the Reference Group, writing short papers/presentations for input into the meetings as agreed, and response to requests for input into UNAIDS policies and positions between meetings.
2. Both in their work as Reference Group members and in their own independent work or other activities, members agree to promote and uphold human rights, gender equality, and the greater involvement of people living with HIV and other groups affected by HIV in the response.
3. Members participate in the Reference Group in their own personal capacity, and do not formally represent any particular constituency, nor do they represent any organization or institution with which they may be affiliated.
4. Members of the Reference Group agree to maintain confidentiality and discretion with regard to their input and activities as members of the Reference Group. Members should not engage in public communication as members of the Reference Group unless there has been prior agreement with the UNAIDS Secretariat in consultation with UNDP. Members of course are not in any way constrained in terms of their activities and statements when acting in their own professional capacity, independent of membership in the Reference Group.

Conflicts of interest

1. Members of the Reference Group agree to declare any conflict of interest that could constitute a real, apparent or potential conflict of interest with respect to their involvement in the work of the Reference Group. This includes conflicts that may arise in the context of relationships between members and (a) commercial entities, (b) sources of funding, e.g. governments, foundations and the UN; (c) governments; and (d) non-governmental or civil society organizations.
2. A *real* conflict of interest exists when the Member has a financial, political or other interest that could unduly influence their ability to independently carry out work associated with the Reference Group and any subject matter being considered by the Reference Group. An *apparent* conflict of interest exists when an interest would not necessarily influence the individual but could result in the Member's credibility being questioned by others. A *potential* conflict of interest exists in the case where any reasonable person could be uncertain as to whether or not it should be declared; in such a circumstance, the interest should be disclosed to the UNAIDS Secretariat.
3. Any resources, other than those provided by UNAIDS/UNDP under these Terms of Reference, received and used by members to carry out work that is,

or appears to be, related to the work of the Reference Group, should be declared to UNAIDS/UNDP and the Reference Group and discussed in terms of possible conflicts of interest.

Chair/co-Chairs

1. A Chair or two co-Chairs of the Reference Group will be selected by the UNAIDS Secretariat in consultation with UNDP, after nominations from members. The UNAIDS Secretariat in consultation with UNDP reserves the right to change the Chair/co-Chairs at any time. However, it is expected that the Chair/co-Chairs will normally serve for a minimum of two years.
2. The role of the Chair/co-Chairs comprises facilitating the smooth functioning of the Reference Group during and between meetings through her/his/their leadership role, including serving as a liaison between Reference Group members and UNAIDS, UNDP and/or the Reference Group secretariat, as needed.
3. The Chair or one or both of the co-Chairs may engage in public communication *as Chair/co-Chairs of the Reference Group* and speak independently on issues related to HIV and human rights, provided the Chair/co-Chairs has/have engaged in dialogue first with the Secretariat and has/have sought, in general terms, the agreement of the members of the Reference Group to publicly speak on a particular issue. The Chair/co-Chairs must make it clear through appropriate disclaimers that they are acting, and can act, independently of UNAIDS.

Working methods and outputs

1. Reference Group members and the UNAIDS Secretariat and UNDP are expected to work in a context of collegiality, informality, mutual respect and trust, and professionalism.
2. Reference Group members are encouraged to maintain regular contact with each other, with the Reference Group secretariat, and with the UNAIDS Secretariat and UNDP so as to share information, concerns and advice.
3. With regards to requests for input from UNDP and/or the UNAIDS Secretariat arising between meetings, Reference Group members should, as a general rule and where practicable, be given at least two weeks to respond; they should also commit to respond in a timely fashion. At the end of this period for comment, a compilation of responses will be made for or by the UNAIDS Secretariat and/or UNDP, or the Reference Group secretariat as the case may be (if it has been agreed to delegate this task in this manner), with a copy to the Chair/co-Chairs of the Reference Group, within three working days.
4. The Chair/co-Chairs, in consultation with UNAIDS, may wish to establish sub-groups to provide input or develop papers on particular issues. Sub-groups are expected to report to the Reference Group with oral and written reports on their work. Sub-groups will generally be chaired by a member of the

Reference Group designated by the Chair/co-Chairs. Sub-group chairs will be responsible for ensuring that the sub-groups meet their objectives and report the results of their work to the full Reference Group.

5. Reports, issue papers and other documents prepared by or for the Reference Group are *confidential*, unless cleared by the UNAIDS Secretariat and UNDP for public distribution.
6. Where possible and appropriate, the UNAIDS Secretariat in consultation with UNDP will clear Reference Group documents for public distribution and disseminate such products through appropriate channels, such as the websites of the Reference Group, UNAIDS and UNDP.
7. Attribution to the authors and the Reference Group will be given as appropriate.
8. Whenever the Reference Group decides to issue a public statement independently of UNAIDS, all Reference Group members will have an opportunity to provide input into the statement, usually within a two-week period. Such public statements may be issued when the Reference Group feels that an issue is not being adequately addressed by the UNAIDS Secretariat, UNDP and/or co-sponsors and when the Reference Group perceives a serious threat to the human rights of people living with or at risk of HIV; it is understood such cases are likely to be rare. Public statements may also be issued where UNAIDS, UNDP and members of the Reference Group determine that there is particular value and merit in ensuring that the independent voice of the Group is heard on a particular issue. In such cases, the Reference Group will always attempt to issue consensus statements and recommendations. If consensus on the wording of a statement cannot be reached, majority statements will be issued and individuals can request that their disagreement with the statement or with particular aspects of the statement be expressly stated in the statement. The Reference Group will make it clear through appropriate disclaimers that it can act, and is acting, independently of UNAIDS.

Meetings

1. The Reference Group will meet in person approximately once every year, budget permitting.
2. Meeting dates should be fixed as far in advance as possible, and not later than three months before the meeting.
3. In addition to the annual in-person meeting, two teleconference meetings will be organised every year. It is anticipated that there will be a minimum period of 3 months between each meeting.
4. If circumstances warrant an out-of-cycle meeting, the Chair/co-Chairs, UNAIDS Secretariat or UNDP may request a meeting of the Reference Group by teleconference to discuss a matter that requires such deliberation by the

Group as a whole and cannot be addressed at the next regularly-scheduled meeting.

5. Background materials for the meetings should be circulated at least one week in advance of the meeting.
6. The secretariat to the Reference Group, in consultation with UNAIDS, will identify the recommendations and action points coming out of the deliberations of the Reference Group and circulate them for comment from Reference Group members within two weeks of a Reference Group meeting.
7. The Reference Group secretariat will circulate a summary report (of approximately 5-10 pages) of the Reference Group meeting within four weeks of the conclusion of the meeting. On occasion, the Reference Group or the co-Chairs may request that, in addition to the summary report, a more detailed report be prepared of a specific portion of the meeting where it is deemed necessary or useful to have such a record.

Agenda

1. The agenda for each Reference Group meeting will be developed by the UNAIDS Secretariat, working closely with the Chair/co-Chairs, the Reference Group secretariat and UNDP, with suggestions of Reference Group members solicited in advance.
2. At the beginning of each meeting, the UNAIDS Secretariat, UNDP as applicable, and the Reference Group secretariat will provide a report on the implementation of the recommendations from the previous meeting.
3. The agenda of the face-to-face meeting will allow for engagement with UNAIDS senior leadership, as well as interaction with Regional Directors and technical section leaders and experts, as well as representatives of various co-sponsors depending on matters under discussion by the Reference Group
4. Each meeting will include an agenda item on emerging issues that allows Reference Group members to briefly inform the group on critical issues and trends they are witnessing and/or responding to in their work, and which they feel are relevant to the work of UNAIDS, UNDP and other co-sponsors and the Reference Group in addressing human rights issues related to HIV.
5. The teleconference meetings will last for up to 4 hours. They will focus on a narrower set of issues, ideally no more than three agenda items.

Status of the Terms of Reference of the Reference Group

1. The Terms of Reference of the Reference Group will be circulated at each meeting for information and orientation.
 2. The UNAIDS Secretariat and UNDP reserve the right to modify the Terms of Reference to ensure that the Reference Group can best respond to the needs of the organizations. This will be done in consultation with the Reference Group.
 3. The Terms of Reference will be reviewed coincident with the adoption of a new UNAIDS strategy, or at any time upon request by the UNAIDS Secretariat, UNDP or a majority of the members of the Reference Group. Proposals for amendments to the Terms of Reference will be circulated to all members of the Reference Group.
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Annex 1

Terms of Reference

Secretariat to the UNAIDS Reference Group on HIV and Human Rights

(revised on the basis of discussions at the eighth meeting of the Reference Group, December 2007, and further discussions by the Reference Group between January and June 2018)

Status of the secretariat

1. In order to provide support to UNAIDS and the UNAIDS Reference Group on HIV and Human Rights, the UNAIDS Secretariat has selected, and will select, in consultation with UNDP, an organization or individual to function as the secretariat to the Reference Group.
2. The organization or individual chosen as the secretariat agrees to enter into a contractual relationship with the UNAIDS Secretariat, the terms of which will be mutually concluded between the UNAIDS Secretariat and the organization or individual. The contract will set forth its terms, including duration, remuneration and the workplan, which may be varied by mutual agreement depending on the needs and requirements of the work and functioning of the Reference Group.
3. The individual or a representative of the organisation serving as Reference Group secretariat may also serve as a member of the Reference Group, if so agreed by UNAIDS Secretariat and UNDP in consultation with the Chair/Co-chairs.
4. In its advisory role, the Reference Group may identify and suggest possible organizations or individuals to function as secretariat.

Objectives and activities of the secretariat

In consultation with the UNAIDS Secretariat, the functions of the secretariat to the Reference Group are as follows:

1. as requested by UNAIDS, to solicit advice and input from Reference Group members on draft UNAIDS policies, strategies, advocacy documents and other materials under review;
2. to provide input to the UNAIDS Secretariat, UNDP and the Chair of the Reference Group during the development of the meeting agenda of Reference Group meetings;
3. to assist with the development of background, issue or briefing papers for consideration by the Reference Group at or between its meetings, including by any committees or sub-groups the Reference Group may establish;
4. to assist with the development of Reference Group policy positions, statements and submissions on human rights issues related to HIV;
5. to support the preparation of a summary of decisions and recommendations from the Reference Group's in-person meetings; and
6. to assist with the development of other specific outputs, for consideration of the Reference Group, including tools and products that would assist legislators, policy makers and programmers to implement rights-based responses.

Standards of conduct

1. The organization or individual that is selected as secretariat to the Reference Group is expected to act with the highest professional and ethical standards, to maintain confidentiality, and to act with discretion and good judgement with regard to all Reference Group activities.
2. As any member, the individual or the representatives of the organization acting as Reference Group secretariat should maintain a clear line between acting in their separate and independent organizational capacity and acting as the secretariat to the Reference Group.

Conflicts of interest

1. The organization or individual that acts as the secretariat is asked to declare any interests that could constitute a real, potential or apparent conflict of interest with respect to their involvement in the work of the Reference Group or with UNAIDS. This includes conflicts that may arise in the context of relationships between the individual or organization and (a) commercial entities, (b) sources of funding, e.g. governments, foundations and the UN; (c) governments; and (d) non-governmental or civil society organizations.
2. A *real* conflict of interest exists when the organization or individual has a financial, political or other interest that could unduly influence the organization's or individual's position with respect to the role as the secretariat, ability to carry out work associated with the Reference Group and any subject-matter being considered by the Reference Group and/or UNAIDS and UNDP. An *apparent* conflict of interest exists when an interest would not necessarily influence the organisation or individual and their actions but could

result in their credibility being questioned by others. A *potential* conflict of interest exists in the case where any reasonable person could be uncertain as to whether or not it should be declared; in such a circumstance, the interest should be disclosed to the UNAIDS and UNDP.

3. Any resources, other than those provided by UNAIDS under these Terms of Reference, received or used by the secretariat to carry out work that is, or appears to be, related to the work of the Reference Group, should be declared to UNAIDS and the Reference Group and discussed in terms of possible conflicts of interest.

Change of Reference Group secretariat

1. The UNAIDS Secretariat, in consultation with UNDP, reserves the right to terminate the relationship with the organization or individual selected as the Reference Group secretariat, at any time, in accordance with the terms of any existing contract between UNAIDS and the Reference Group secretariat. It is envisioned that the secretariat to the Reference Group will be reviewed regularly and that the secretariat will be selected through a process of competitive bidding pursuant to UNAIDS procurement procedures.
2. In the event of a change in Reference Group secretariat, the outgoing secretariat is required to provide all relevant files (electronic and paper), as well as an exit report identifying what it perceives to be the strengths and weaknesses of the secretariat's working methods, key HIV and human rights challenges and opportunities for the Reference Group to address them, and any other suggestions or critiques.

Annex 2

Terms of Reference

Sub-committees (or "sub-groups") of the UNAIDS Reference Group on HIV and Human Rights

(revised on the basis of discussions by the Reference Group between January and June 2018)

Background

According to the terms of reference of the Reference Group, "[t]he Chair/co-Chairs, in consultation with UNAIDS, may wish to establish sub-groups to provide input or develop papers on particular issues. Sub-groups are expected to report to the Reference Group with oral and written reports on their work."

In December 2007, at the 8th meeting of the Reference Group, the group as a whole decided that, in order to increase engagement by members in-between meetings and to encourage follow-up on decisions taken at its meetings, sub-committees should be established on a small number of issues requiring follow-up by members of the Reference Group before the next Reference Group meeting.

These terms of reference aim to clarify the objectives and activities of Reference Group sub-committees. Unless otherwise specified, the terms of reference of the Reference Group regarding issues such as terms of participation, conflicts of interest, and other general areas of functioning also apply to the sub-committees.

Objectives and activities of the Reference Group sub-committees

To follow up on commitments made by the Reference Group on specific issues discussed at a Reference Group meeting by providing input into documents or processes, drafting letters or Reference Group statements, or undertaking other activities decided upon at a Reference Group meeting, as reflected in the summary of recommendations of the meeting.

Duration

Sub-committees are intended to follow up on work the Reference Group agrees to undertake at its meetings. As such, they may finish their work before the next meeting of the Reference Group. However, a sub-committee may propose at the next meeting of the Reference Group to continue its work, or the Reference Group as a whole may suggest to the sub-committee that it continue its work and suggest additional activities the sub-committee should undertake. In any case, sub-committees should normally exist for a limited and well-specified period.

Membership in sub-committees

Reference Group members will be invited to join one or several sub-committees established by the Reference Group at its meetings. Reference Group members will self-select based on their expertise on, and interest in, particular issues, and their membership in sub-committees is voluntary.

Upon the recommendation of the Chair/co-Chairs of the Reference Group, the Reference Group secretariat, or the Chair of a sub-committee, the UNAIDS Secretariat and UNDP may invite one or several experts who are not Reference Group members to participate in the work of a sub-committee, to enhance the capacity of the sub-committee. Decisions regarding membership will take into account expertise, gender balance, and geographical representation.

Chair

Each sub-committee will select a Chair from among the members of the sub-committee that are also members of the Reference Group.

The role of the Chair comprises facilitating the smooth functioning of the sub-committee during and between meetings through her/his leadership role, including: convening sub-committee meetings; serving as a liaison between the sub-committee and the Chair/co-chairs and secretariat of the Reference Group and/or UNAIDS/UNDP, as needed; identifying and circulating relevant documents for the sub-committee; and providing oral and written reports about the sub-committee's work to the Reference Group and UNAIDS/UNDP.

The Chair of the sub-committee may not, in that capacity, engage in public communication or speak independently on any issue addressed by the sub-committee (although they remain free to do so in their own individual capacity).

Working methods and outputs

Sub-committees are expected to carry forward work the Reference Group agrees to undertake at its meetings by producing draft documents or proposed actions for broader input by all Reference Group members and finalization by the Reference Group Chair/co-Chairs and secretariat. Any draft letters, position statements, or other documents initiated by a sub-committee will ultimately be circulated to all Reference Group members, finalized with the support of the Reference Group Chair/co-chairs and secretariat, and be released as Reference Group documents. The contribution of the sub-committee will be acknowledged as appropriate.

Meetings

It is anticipated that sub-committees meet by telephone conference, usually no more than three times in between meetings of the Reference Group.

Agenda

The agenda will be developed by the chair of the sub-committee, with suggestions of sub-committee members solicited in advance by the chair.