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**Revision of the terms of reference and criteria for  
membership of the Independent Audit and  
Oversight Committee***Summary*

This document presents the rationale for several revisions to the terms of reference and criteria for membership of the Independent Audit and Oversight Committee (IAOC), which were approved at the seventy-fourth meeting of the Standing Committee in March 2019, (EC/70/SC/CRP.5/Rev.1, Annex I). The proposed revisions are included in annex I of the current document. Annex II contains a draft decision on the adoption of the revised terms of reference and criteria for membership of the IAOC.

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## I. Introduction

1. At the fifty-first meeting of its Standing Committee in June 2011, the Executive Committee of the High Commissioner's Programme decided to establish "an Independent Audit and Oversight Committee to assist the High Commissioner and the Executive Committee in exercising their oversight responsibilities in accordance with relevant best practices, industry standards and the financial and staff regulations and rules applicable to UNHCR", (EC/62/SC/CRP.24/Rev.2). The original terms of reference and criteria for membership of the Independent Audit and Oversight Committee (IAOC) are included in annex I of that conference room paper.

2. As per the terms of reference, they shall be reviewed at least every two years, with any updates approved by both the High Commissioner and the Executive Committee. The terms of reference were revised in 2019, as recorded in the report of the seventy-fourth meeting of the Standing Committee (A/AC.96/1188) and documented in the "Revision of the terms of reference and criteria for membership of the Independent Audit and Oversight Committee" of 28 February 2019 (EC/70/SC/CRP.5/Rev.1, Annex I).

## II. Proposed changes

3. In accordance with the biennial review schedule, and following consultations between the IAOC and the High Commissioner, the following amendments are proposed to the terms of reference and criteria for membership of the IAOC:

- (a) Under section 3 (5) – Membership: reference to Committee members requiring experience in inspection has been removed as no longer relevant, since UNHCR's inspection function has been discontinued. Paragraph 5 (d) inserts wording of "detection of, and response" replacing "control" of fraud. Paragraph 5 (f) adds reference to "ethics" in the list of desirable experience for Committee members.
- (b) Under section 3 (8) and section 4 (11) references to requirements that were necessary for the first meetings establishing the IAOC have been removed, as these provisions are now obsolete. To ensure smooth transition planning over membership tenure, paragraph 8 includes an additional provision that, in the case of reappointment, members shall be informed three months prior to the expiration of their initial tenure period.
- (c) Section 7 (20) codifies selected IAOC meetings in private session (as is already established practice).
- (d) Under Section 12 – Coordination: paragraph 25 has been added and paragraph 26 (formerly 25) amended to clarify the role of the IAOC Chair and Vice-Chair in both the annual formal meeting of the United Nations system oversight committees and ad hoc consultations among the Chairs.
- (e) Section 13 – Review of the Committee's terms of reference, has been revised to clarify roles and responsibilities in the review and approval of terms of reference. Specifically, it provides that the IAOC may initiate such a review, while maintaining the requirement that any amendments shall be approved by both the High Commissioner and the Executive Committee.

4. Accordingly, annex I of this document presents a proposal for the revision of the "Terms of reference and criteria for membership of the Independent Audit and Oversight Committee", with the proposed amended text in bold font. Annex II contains a draft decision corresponding to this revision.

## Annex I

### Terms of reference and criteria for membership of the Independent Audit and Oversight Committee

#### Section 1 – Purpose

1. An Independent Audit and Oversight Committee (hereafter: ‘the Committee’) is established to serve in an expert advisory capacity to assist the High Commissioner and the Executive Committee in exercising their oversight responsibilities in accordance with relevant best practices, industry standards and the financial and staff regulations and rules applicable to UNHCR.
2. The Committee shall provide external, independent, senior-level advice regarding the functioning of audit and oversight in UNHCR; review internal and external audit and oversight matters; and review financial management and reporting within the Office.
3. The Committee shall act in an advisory capacity, and is neither a governance body nor an appeal body. The Committee shall not take an executive role in the mandated activities of the Office.

#### Section 2 – Mandate

4. The Committee shall:
  - (a) Consider all relevant reports by internal and external audit and oversight bodies, including information on the financial statements and management letters issued by the external auditors;
  - (b) Advise on the adequacy and effectiveness of internal and external audit and oversight and the relevant strategies, priorities and work plans, and suggest areas to address potential organizational risks;
  - (c) Review the effectiveness of UNHCR’s systems for internal control and accountability, as well as UNHCR’s risk management;
  - (d) Review UNHCR’s financial statements and reports with a view to providing advice on qualitative improvements;
  - (e) Monitor the status of implementation of recommendations issued by audit and oversight bodies;
  - (f) Consider the risk and control implications of audit and oversight reports and highlight, as appropriate and with due consideration to confidentiality and due process, audit and oversight issues that may need further investigation;
  - (g) Provide advice regarding the adequacy of the resources and performance of UNHCR’s audit and oversight processes; and
  - (h) Provide advice to the High Commissioner on the appointment and early termination of UNHCR’s Inspector General; and
  - (i) Prepare an annual report on its activities and recommendations, and submit it to the High Commissioner and the Executive Committee.

#### Section 3 – Membership

5. The Committee shall comprise five non-executive members, of whom no two shall be nationals of the same State. Members shall be appointed by the High Commissioner, with the consent of the Executive Committee based on a shortlist provided. In the appointment process, the High Commissioner shall pay due regard to personal qualifications and relevant experience, as well as equitable gender and geographical representation. All members of the Committee must have recent and relevant senior-level, financial, audit, **and/or** oversight ~~and/or inspection~~ experience and, to the extent possible, have experience in the following:

- (a) Accountancy;
- (b) Governance, assurance and risk management;
- (c) Audit;
- (d) Prevention ~~and control~~ **detection of and response to** fraud, corruption and other forms of misconduct of financial and non-financial nature;
- (e) Evaluation;
- (f) **Ethics**;
- (g) Knowledge and understanding pertinent to the Office's core mandate;
- (h) Experience in managing organizations of similar size; and
- (i) Understanding of the organizational and United Nations system-wide operating context and accountability structures.

6. All members of the Committee shall reflect the highest level of integrity, shall serve in their personal capacity, and shall not seek or receive any instructions from any government in the performance of their duties. They shall not hold any position or engage in any activity that could impair their independence from UNHCR or from companies that maintain a business relationship with UNHCR, in fact or in perception.

7. Former staff of UNHCR shall not be appointed to the Committee within a period of three years from the end of their employment with UNHCR. Members of the Committee shall not take up an appointment with UNHCR within three years after the end of their tenure.

8. Members of the Committee are appointed for a three-year period, and can only be reappointed once, for a final term of three years. ~~Two of the initial five members, to be identified by the drawing of lots, shall be appointed for an initial four-year period. In case of reappointment, members shall be informed at least three months before the expiration of their initial tenure period.~~

9. Members shall inform the High Commissioner if they are not in a position to serve the full term of their appointment, with three months prior notification.

#### **Section 4 – Meetings**

10. The Committee may adopt its own Rules of Procedure, which shall be communicated to the High Commissioner and to the Executive Committee. The Committee shall meet, in principle, four times per year, but not less than two times per year. The meetings shall take place in Geneva, at a venue to be decided by the Committee.

11. ~~The first meeting shall be convened by the High Commissioner or his/her designate. The Chairperson, in consultation with other members, shall convene future meetings.~~ The members shall elect the Chairperson and a Vice-Chairperson on a yearly basis to preside over the Committee's meetings.

12. The Committee shall work on the basis of consensus. The quorum for a meeting is three members, one of whom must be the Chairperson or Vice-Chairperson. As members serve in a personal capacity, alternates are not allowed.

#### **Section 5 – Reporting**

13. While the Committee carries out its work independently, it shall present an annual report to the High Commissioner and the Executive Committee simultaneously, containing an overview of its activities and its recommendations based on findings concerning the previous calendar year. The Committee may also report key findings and matters of importance to the High Commissioner and the Executive Committee at any time.

14. The annual report shall also be presented by the Chairperson to the Standing Committee at its September meeting, when both internal and external audits are reviewed and discussed.

15. The Chairperson shall interact regularly with the High Commissioner, or his/her designate, to advise him/her on the results of the Committee deliberations, as well as on forthcoming issues relevant to its business.

16. Exceptional circumstances may require the Committee to provide an additional briefing to the High Commissioner and/or the Executive Committee, to be planned in conjunction with other planned committee meetings.

#### **Section 6 – Remuneration**

17. Members shall not be provided with a fee for services rendered, in order to maintain their independence. However, they shall receive a daily allowance and shall be reimbursed for travel expenses incurred to attend Committee meetings.

#### **Section 7 – Authority**

18. The Committee has the authority to obtain information and/or documents it considers necessary to perform its mandate. Such information and documents received by the Committee members are subject to signed statements of confidentiality.

19. The Committee has the authority to request the cooperation of UNHCR staff, as necessary.

20. The Committee shall meet at least annually **in private session** with the external auditor, the internal auditor and UNHCR's Inspector General.

#### **Section 8 – Responsibility and liability of members**

21. Members shall act in an independent, non-executive capacity while performing their advisory role in the Committee. As such, members shall not be held personally liable for advice provided by the Committee acting as a whole.

#### **Section 9 – Indemnification of members**

22. Members shall be indemnified from actions taken against them as a result of activities performed in the course of business of the Committee, provided such activities are performed in good faith and with due diligence.

#### **Section 10 – Committee Secretariat**

23. The Committee's Secretariat shall be comprised of UNHCR staff, appointed by the High Commissioner or his/her designate, who will operate with autonomy.

#### **Section 11 – Confidentiality of meetings and minutes**

24. The deliberations of the Committee and the minutes of its meetings are confidential. The supporting documents circulated to members shall be used solely for that purpose and treated as confidential.

#### **Section 12 – Coordination**

25. **The Chairperson and/or Vice-Chairperson shall represent the Committee at the annual meetings of representatives of United Nations system oversight committees.**

26. The Chairperson may ~~meet~~ **consult** with the chairpersons of other ~~independent audit and oversight committees within the~~ United Nations system **oversight committees** as deemed necessary, to exchange practices and discuss system-wide audit and oversight issues.

#### **Section 13 – Review of the Committee's terms of reference**

27. **The Committee shall review** these Terms of Reference ~~shall be reviewed~~ at least every two years, **and may suggest amendments as appropriate.** Any ~~updates~~ **amendments** shall be approved by both the High Commissioner and the Executive Committee.

## Annex II

### **Draft decision on the revised terms of reference and criteria for membership of the Independent Audit and Oversight Committee**

*The Standing Committee,*

*Having considered* the proposed revisions of the terms of reference and criteria for membership of the Independent Audit and Oversight Committee as set out in Annex I of document EC/73/SC/CRP.16;

*Taking into account* the need to update and clarify aspects of the terms of reference in order to ensure the optimal functioning of the Independent Audit and Oversight Committee over time, and the consensus among the Committee and the High Commissioner on the proposed amendments;

*Decides* to adopt the revised terms of reference and criteria for membership of the Independent Audit and Oversight Committee as presented in annex I of EC/73/SC/CRP.16.

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