
**Executive Committee of the
High Commissioner's Programme**

Distr. : Restricted
28 February 2019
English
Original: English and French

Standing Committee
74th meeting

**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 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 51st 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 terms of reference and criteria for membership of the Independent Audit and Oversight Committee are included in annex I of that conference room paper.

2. In 2016, UNHCR commissioned an external consultant to review the Office's oversight functions and the relationship of the various entities with the broader structures and processes that support management in monitoring the organization. As a result of the review, and to strengthen the independence of the Inspector General's Office, the High Commissioner decided to seek the advice of the IAOC on the appointment and, if needed, early termination of the Inspector General's contract

II. Proposed changes

3. To enable the IAOC to assume this role, a revision of its terms of reference was required. Further to consultations with the Committee, the following amendments are proposed for the terms of reference and criteria for membership of the Independent Audit and Oversight Committee:

(a) Under Section 2 – Mandate, an additional provision has been included:
(h) Provide advice to the High Commissioner on the appointment and early termination of UNHCR's Inspector General.

(b) Under section 3 – Membership, two additional elements of desirable experience have been inserted, namely: paragraph 5 (d) Prevention and control of fraud, corruption and other forms of misconduct of financial and non-financial nature; and paragraph 5 (e) Evaluation.

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 amendments in bold. 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, 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 of fraud, corruption and other forms of misconduct of financial and non-financial nature;**
- (e) **Evaluation;**
- (f) Knowledge and understanding pertinent to the Office's core mandate;
- (g) Experience in managing organizations of similar size; and
- (h) 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.

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 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 may meet with the chairpersons of other independent audit and oversight committees within the United Nations system, normally through video-conferencing or tele-conferencing as deemed necessary, to exchange practices and discuss system-wide audit and oversight issues.

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

26. These Terms of Reference shall be reviewed at least every two years. Any updates 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/70/SC/CRP.5;

Taking into account the decisions of the High Commissioner to strengthen and streamline oversight functions in UNHCR and to seek the advice of the Independent Audit and Oversight Committee in relation to the appointment of the Inspector General;

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/70/SC/CRP.5