



GOVERNANCE MANUAL

Revised 19th December 2023

Executive Summary

The Coalition to build Momentum, Power, Activism, Strategy & Solidarity-Africa (COMPASS) is an innovative, data-informed, and audacious North-South collaboration of Civil Society Organizations (CSOs) working in the global North, and in East and Southern Africa. COMPASS was launched in November 2017 to increase the activist impact of civil society groups and coalitions in Malawi, Tanzania, and Zimbabwe in contributing towards ending AIDS and improving general health outcomes by 2030.

In 2020 – 2021, the COMPASS coalition underwent two evaluations, conducted both externally by Oxford Policy Management (OPM) Consultants, and internally by the COMPASS Monitoring Evaluation Results and Learning (MERL) team.

The external evaluation by OPM revealed the need for the employment of robust and intentional governance systems within COMPASS, strengthening both proactive leadership and transparent decision making within the coalition. The evaluators also recommended a redistribution of power between global, regional and country partners to increase agency and ownership of the coalition by the country partners.

In addition, the internal Coalition Health Scorecard and resultant case study titled “Building a Robust Transnational Coalition” recommended clearly establishing principles of working together to address issues of equity, diversity, inclusion and power dynamics within the coalition (both between Global North and Global South partners, as well as among country partners).

It is for the purpose of responding to the recommendations from the two evaluations that the COMPASS coalition embarked on a process to define new governance structures, culminating in this manual. Conversations among partners on new governance approaches within COMPASS began with the development of the COMPASS 2.0 proposal in April 2021. Once the COMPASS 2.0 proposal writing process was completed, it was deemed necessary that the governance discussions continue with a formalized process for developing tangible proposals for approaches to shift leadership of the coalition to African partners. A governance working group of 36 volunteers from the three COMPASS countries and Global Partners was constituted in February 2022 with the key responsibility of developing practical proposals for how the COMPASS coalition would govern itself in line with recommendations of the two evaluations.

The purpose of this Governance Manual is to guide COMPASS governance processes in accordance with COMPASS’ core values and objectives. The manual is intended to explain relationships within COMPASS vis-a-vis Members, Secretariat, Governance Committee, etc., to clarify duties and responsibilities, and increase transparency and power-sharing. It also emphasizes the application of principles of good and accountable governance by all members, representatives, of the Governance Committee, and staff of the coalition secretariat and anyone acting in agency of the COMPASS coalition in all their dealings with respect to, and on behalf of the coalition. This manual is a living document, which will be updated and amended in accordance to the needs of the COMPASS coalition membership.

Acknowledgement

The COMPASS Governance Working Group would like to acknowledge the contributions of country coalitions from Zimbabwe, Malawi, and Tanzania, global partners and the volunteer Governance Working Group members for enabling this piece of work.

List of Abbreviations

ACT:	Advocacy Core Team – Zimbabwe civil society coalition
AGYW:	Adolescents Girls and Young Women
AIDS	Acquired Immuno-Deficiency Syndrome
AU:	Africa Union
COMPASS:	The Coalition to Build Momentum Power Activism Strategy and Solidarity
C-CAAT:	COMPASS Campaign Advocacy Assessment Tool
COVID-19:	Corona Virus Disease 2019
CSAF:	Civil Society Advocacy Forum on HIV and related Conditions (SRHR, COVID, TB) – Malawi Civil Society coalition
CSO(s):	Civil Society Organizations
CT:	COMPASS Tanzania (Tanzania country coalition)
DSDUT:	Differentiated Service Delivery Umoja Tanzania
EAC:	East African Community
GFATM:	Global Fund for AIDS TB and Malaria
HIV	Human Immunodeficiency Virus
KP:	Key Populations
KVP:	Key and Vulnerable Populations
MERL:	Monitoring, Evaluation, Results and Learning
PEPFAR:	President's Emergency Program for AIDS Relief
PPPR:	Pandemic Prevention Preparedness and Response
PLHIV:	People Living with HIV
RFP:	Request for Proposals
SADC:	Southern African Development Community
SAP:	Strategic Action Plan
SRHR:	Sexual and Reproductive Health Rights
SPARC:	Simple Participatory Assessment of Real Change
TB:	Tuberculosis
T&C:	Terms and Conditions
UNAIDS:	United Nations Programme on HIV/AIDS
WHO:	World Health Organization

Table of Contents

Executive Summary	i
Acknowledgement	ii
List of Abbreviations	iii
Section 1: About the Governance Manual	1
1.1 Introduction	1
1.2 Objectives of the Governance Manual	2
1.3 Governance Manual Implementation	2
1.4 Methodology for developing the Governance Manual	2
SECTION 2: COMPASS Overview	5
2.1 About COMPASS	5
2.2 Vision	6
2.3 Mission	6
2.4 Goal	6
2.5 Objectives	6
2.6 COMPASS PRINCIPLES/ CORE VALUES	7
2.6.1 Collaboration:	7
2.6.2 Accountability:	7
2.6.3 Inclusion and Diversity:	7
2.6.4 Innovation	7
2.6.5 Equity	7
2.6.6 Results-orientation	8
Section 3: Membership of COMPASS	9
3.1 Introduction	9
3.2 COMPASS Members:	9
3.2.1 Country partner:	9
3.2.2 Global partner:	9
3.2.3 Country coalition:	9
3.3 Collaborating Partners:	10
3.4 Roles and Responsibilities of COMPASS members	10
3.5 COMPASS Obligations and Benefits:	10
3.5.1 Obligations	10

3.5.2 Benefits	10
3.6 Process for bringing new members into COMPASS	11
3.7 Guidelines and processes for ending COMPASS membership	11
Section 4: COMPASS Governance Committee and Secretariat	13
4.1 Governance Committee	13
4.1.1 Selection of the Governance Committee	13
4.1.2 Tenure of the Governance Committee	13
4.1.3 Duties of the Governance Committee	14
4.1.4 Governance Committee Coordination with the Global and National Secretariats	14
4.1.5 Termination of the COMPASS Governance Committee Membership	14
4.2 COMPASS Secretariat	15
4.2.1 Selection of the Secretariat	15
4.2.2 Term of the Secretariat	15
4.2.3 Duties of the secretariat	15
4.2.4 Coordination with Country-Level Secretariats	16
4.2.5 Termination of the Secretariat	16
4.2.6 The Global COMPASS Coordinator	17
Section 5: COMPASS Governance Structure	18
5.1 Organogram	18
5.2 Description of Organogram	18
5.3 Definition of Functions, Roles and Responsibilities	19
Section 6: Leadership Selection Processes	21
6.1 Introduction	21
6.2 COMPASS Governance Committee	21
6.3 Grant Holder/Secretariat	21
6.4 COMPASS Global Coordinator	22
6.5 Program Support team	22
6.6 COMPASS Country Coalition Secretariats	22
6.7 COMPASS Country Coordinators	22
Section 7: Guidelines for COMPASS Meetings	23
7.1 All COMPASS Annual Strategy Lab Meetings	23
7.1.1 Purpose:	23
7.1.2 Objectives:	23

7.1.3 Structure of Meetings:	23
7.2 Country Strategy Lab Meetings	24
7.2.1 Purpose:	24
7.2.2 Objectives:	24
7.2.3 Structure of Meetings:	24
7.3 COMPASS Coordination meetings	24
7.3.1 All-COMPASS monthly calls	24
7.3.2 Country coordination meetings	25
7.3.3 Special Meetings	25
7.3.4 Quorum at Meetings	26
7.3.5 Participation of non-delegates at COMPASS meetings	27
7.3.6 Meeting Minutes	27
8.0: Sub-grant Management	27
8.1 Overview of Activities Supported by COMPASS Grants	27
8.2 Purpose of COMPASS Grant Making Guidelines	28
8.3 Grant Management in COMPASS	28
8.4 Proposal Reviews and Grant-making Procedures	28
8.4.1 Introduction	28
8.4.2 Grant-making Mechanism	28
8.4.3 Renewal of COMPASS sub-grants	29
8.4.3 Competitive Proposal Solicitation	29
8.4.4 Grant Applicant Organization Eligibility Criteria	30
8.4.5 Grant Application Requirements	30
8.4.6 Grant Making Procedures	31
8.4.7 Budget and allocation of funds	31
8.5 Guidelines for monitoring the performance of COMPASS grants.	32
8.5.1 Project reporting	32
8.5.2 Sub-grant monitoring	32
8.6 Guidelines for on-going Technical Support	33
8.6.1 Partner Technical Support	33
8.6.2 Remediation for non-compliance	33
8.6.3 Underperforming sub-grantees	34
9. Coalition Strategy	34

Appendix 1: Glossary of Terms	36
Appendix 2: Conflict of Interest Resolution Policy	38
Appendix 3: Conflict Resolution Process	42
Appendix 4: Monitoring and Evaluation Framework	46
Appendix 5: COMPASS Communication Guidelines	48
Appendix 6: COMPASS Sexual Harassment Policy	53

Section 1: About the Governance Manual

1.1 Introduction

The Coalition to build Momentum, Power, Activism, Strategy & Solidarity-Africa (COMPASS-Africa) is an innovative, data-informed, and audacious North-South collaboration of Civil Society Organizations (CSOs) working in the global North, and in East and Southern Africa to contribute towards ending AIDS and improving general health outcomes by 2030. COMPASS-Africa was launched in November 2017 to increase the activist impact of civil society groups and coalitions in Malawi, Tanzania, and Zimbabwe working with partners from the Eastern and Southern Africa region, and the global North.

From 2017 to date, COMPASS was able to operate as a loose formation with inadequate guidelines in place. The shift towards a more organized approach to coalition governance was initiated during the development of the COMPASS 2.0 proposal in April 2021, with intentions to enhance collaboration and enable the coalition to evolve into a more stable and inclusive entity. Furthermore, this structured coalition governance was expected to help in tackling sustainability issues, navigating cooperation challenges, and addressing other complex strategic interests for the betterment of shared objectives.

It was partly for the above reason that the COMPASS coalition decided to develop this governance manual whose purpose is to guide its governance processes in accordance with appropriate best coalition practice. The manual is intended to elucidate relationships of the COMPASS Africa vis a vis Members, Secretariat, and the Governance Committee clarifying duties, and responsibilities, and providing conditions that will govern conduct. It also emphasizes the application of principles of good and accountable governance by all coalition members, representatives of the Governance Committee, staff of the coalition secretariat and anyone acting in agency of the COMPASS coalition in all their dealings with respect to, and on behalf of the coalition. This manual is a living document, which will be updated and amended in accordance to the needs of the COMPASS coalition membership.

1.2 Objectives of the Governance Manual

- Guard the best interests of COMPASS and its members by ensuring the coalition is governed by a clear vision, goals, values and objectives.
- Ensure that principles of good, accountable and transparent governance are applied by all coalition members in all their dealings with respect to and on behalf of COMPASS.
- Clarify the coalition structure, functions, roles and responsibilities of its members.

1.3 Governance Manual Implementation

Country coalitions, the Grant Holder/Secretariat and Governance Committee are the focal points of the system of corporate governance and are ultimately accountable and responsible for the performance and affairs of COMPASS as a coalition. As such, they must be unreservedly committed to applying the fundamental principles of good governance – transparency, integrity, accountability and responsibility - to ensure that good governance is practiced in all coalition activities. The aim of implementing this manual is to exceed the minimum requirements of good governance, with due consideration to recognized standards of international best practice for trans-national coalitions.

1.4 Methodology for Developing the Governance Manual

Evaluation and learning

In early 2021 the COMPASS coalition was evaluated both externally by Oxford Policy Management (OPM) Consultants and internally by the COMPASS Monitoring Evaluation Results and Learning (MERL) team. The internal evaluation titled “Building a robust transnational coalition” had a key recommendation to set principles of working together, addressing issues of equity, diversity, inclusion and power dynamics. The external evaluation underlined the need for the employment of robust governance systems, strengthening both proactive leadership and transparent decision making. With regards to governance, the external evaluation recommended a redistribution of power between global, regional and country partners to increase agency and ownership of the coalition by the country partners.

Constituting the team

It is for the purpose of responding to the recommendations from the two evaluations that the COMPASS coalition embarked on governance conversations that culminated in this manual. The kick-starting of the conversations on governance actually started during the COMPASS 2.0 proposal making process which began in April 2021.

Once the proposal making process was completed, it was deemed necessary that the governance discussions continue so as to ensure the development of a more participatory model of coalition governance. With the assistance of AVAC, a working group of 36 volunteers from the three COMPASS countries and Global Partners was constituted in February 2022, with the key objective of developing practical proposals on how the COMPASS coalition was going to govern itself in-line with the recommendations of the two evaluations. In the first meeting of the steering committee, two co-chairpersons were proposed to lead the process; one from the Global Partners and the other from the country teams. Since the governance committee members were many, it was also decided to constitute a COMPASS Governance Steering Committee which would assist the co-chairs to lead the conversations and ensure the delivery of the governance manual.

Getting organized

This Governance Working Group led by the Governance Steering Committee and Co-Chairs started its work by developing terms of reference with the following objectives:

- Review existing COMPASS documents and conduct a literature review of other relevant coalition governance frameworks to inform the development of the COMPASS Governance Manual.
- Facilitate an all-inclusive consultative process of conversations with all COMPASS partners that will enable the collection of views from a mix of strategies (country consultations, focus group discussions and surveys, among other means).
- Recommend approaches to governance that would be best-suited for the COMPASS coalition.
- Draft and validate a complete COMPASS Governance Manual as a roadmap for operationalizing an African-led governance approach within the coalition.
- Ultimately develop an operationalization plan for implementing the Governance Manual

Work process

The Governance Working Group identified eight themes that would guide the development of the governance manual. It was agreed that these eight themes would serve as the eight core sections of the governance manual. Four sub-working group teams of eight people were assigned two sections of the manual themes each to lead the development of recommendations for governance approaches and language for the manual. Each sub-working group was composed of members from across the coalition in an effort to ensure representation from the three COMPASS countries and Global Partners. In order to aid the sub-working groups in their work, the GWG met weekly to facilitate the sharing of progress,

troubleshooting, and brainstorming among the sub-working groups from their peers. By the end of July 2022, all the sub-working groups had finalized their recommendations for each section of the manual.

Validation and launch

Once the governance manual language was developed, the first draft manual was shared and with the full coalition for feedback and comments. Feedback sessions were facilitated in-person in each COMPASS country by combining validation sessions with the country coalition quarterly meetings. Global partners were invited to share their feedback during an online validation session. The country partner/coalition feedback was integrated into the manual by the governance co-chairpersons. Some of this feedback included the recommendation to include new sections to the manual that had not been in the original draft, such as the Executive Summary, Glossary of Terms, Conflict of Interest Policy, Conflict Resolution Process and the Governance Manual Monitoring and Evaluation Framework. The manual was officially launched during the COMPASS strategy lab meeting of February 2023 with the executive directors of AVAC and PZAT.

A further validation process for the manual was conducted post launch during country visits to contextualize the manual in the countries and among the Global Partners by the Governance Manual Creation Co-chairs in August 2023. The same visit had PZAT and AVAC sub-grant management teams.

After the integration of the country feedback into the manual, the manual underwent a final review and feedback process led by the governance working group, with the document once again shared online for final review and validation by all coalition partners.

SECTION 2: COMPASS Overview

2.1 About COMPASS

The Coalition to build Momentum, Power, Activism, Strategy & Solidarity-Africa (COMPASS-Africa) is an innovative, data-informed, and audacious North-South collaboration of Civil society Organizations (CSOs) working in the global North, and in East and Southern Africa to contribute towards ending AIDS and improving general health outcomes by 2030. COMPASS-Africa was launched in November 2017 to increase the activist impact of civil society groups and coalitions in Malawi, Tanzania, and Zimbabwe working with partners from the Eastern and Southern Africa region, and the global North.

Over the years COMPASS has established itself as a coalition that has engaged respective national governments, bilateral and multilateral donors to improve HIV service delivery, promote investments and effective utilization of domestic resources, champion for increases in overseas development assistance for HIV and advocate for the removal of structural barriers to health, HIV and sexual and reproductive health services.

COMPASS coalition members work within a framework of accountability, holding country governments, funders, implementers, and other stakeholders accountable for the allocation and use of resources so that they meet the needs of people living with and most affected by HIV via programs and policies that support human rights and health equity. The COMPASS advocacy campaigns are context-driven and evidence-based, impacting HIV policies and programs with a specific focus on effective implementation of combination prevention, consideration of human rights approaches and working towards influencing increases in global and domestic resource envelopes for HIV and AIDS and other related issues.

At the center of COMPASS are country coalitions of civil society partners in Malawi, Tanzania, and Zimbabwe that drive the development and maintenance of context-specific landscapes and advocacy agendas. The country coalitions are composed of CSOs working in HIV prevention and treatment advocacy and related areas. Country Coalitions are inclusive of most at risk groups, including people living with HIV, Key Populations, AGYW and other vulnerable groups. The Country Coalitions are joined by global partners, who are COMPASS partners from outside the three focus countries. Global partners provide technical support to the advocacy campaigns being implemented by the country coalition members, and engage in policy advocacy at the global and regional levels. In general, the collaboration between global and country partners enables a cross-breeding of unique approaches to advocacy. COMPASS country-based work is therefore guided by country coalitions with global partners working side by side according to need.

Section 5 of the manual outlines the new COMPASS governance structure developed by COMPASS partners in 2022. In the organogram, the functional units of COMPASS flow to form a matrix-based structure. This new structure has three components which reinforce and support each other. The first in the new structure is the Coordination and Oversight structure comprising

the Governance Committee and Grant Holder with the secretariat and grants management functions. The coordination and oversight level of COMPASS is mandated with coordinating COMPASS coalition activities and providing oversight and leadership to COMPASS at a global level. The second structure is the Country-Level Implementation that is composed of the Country Coalitions, country coordinators and country CSO partners. Lastly, is the Strategy and Technical Support structure that provides technical assistance to country partners in their advocacy campaigns (Program Support Team) and ensures COMPASS activities move forward in alignment with the overall coalition strategy. The technical support team includes the Program Support Team, MERL and Global Partners.

This new COMPASS governance approach has been developed to ensure that there are simple, effective and clear modes of working that minimize duplication of effort, enhance transparency and accountability, and facilitate collaboration across countries and partners.

2.2 Vision

To attain state where there are no new HIV infections, ensuring that all People Living with HIV (PLHIV) have access to exceptional, respectful care and treatment, and where the national health systems are characterized by resilience, ample resources, and the ability to effectively contain HIV and other epidemics in COMPASS countries.

2.3 Mission

COMPASS uses data-informed, transnational activism to increase civil society impact on HIV-related policies, budgets and programs to secure a rights-based, equitable and integrated HIV epidemic control and achieve better health outcomes within COMPASS countries .

2.4 Goal

Civil Society in Malawi, Tanzania and Zimbabwe are equipped with the resources, strategies, data, and skills needed to effectively engage with governments, communities and development partners to secure people-centered, data-informed, equitable and integrated HIV programs, policies and funding.

2.5 Objectives

- Increased utilization of national and subnational data collected by civil society through community led monitoring and other means to inform HIV programming and service improvements.

- Improved policy development, formulation, adoption, implementation and evaluation to enable country HIV epidemic responses that meet the needs of people living with HIV and those at high risk of HIV infections.
- Increased allocation of and/or more effectively allocated available resources and accountability for resources used for executing a comprehensive HIV response with a focus on combined HIV prevention and differentiated service delivery.
- Elimination of structural barriers and human rights challenges hindering effective HIV and health responses in the COMPASS countries.
- PPPR

2.6 COMPASS CORE VALUES

2.6.1 Collaboration:

Harnessing the power of working together, leveraging the use of diverse talents, skills, and knowledge, and using resources optimally for high impact on communities.

2.6.2 Accountability:

Holding ourselves, governments, donors and development partners accountable to the needs and priorities of communities most impacted by HIV. This includes good stewardship, efficient use of resources, reliability of personal and collective responsibility, being accountable for individual actions and results, honoring commitments, and providing adequate and prompt responses to challenges.

2.6.3 Inclusion and Diversity:

Holistic inclusion of the most at-risk and vulnerable groups and individuals (Women, Children, People Living with HIV, Key Populations, People with Disabilities, and People Living with other Diseases among others), ensuring that people's rights to access services and participating in development activities are respected. Understanding the perspectives of circumstances of community members, i.e., being in their shoes and supporting them.

2.6.4 Innovation

Data-driven, dynamic and responsive campaigns based on changing policy environments and emerging issues, adapting campaign strategies and tools to suit different contexts.

2.6.5 Equity

Mutual respect, valuing others' contributions, justice-focused, fairness and awareness of the power dynamics within and outside the coalition. Ensuring historically marginalized members of the coalition are engaged in leadership, resource allocation discussions and decision making.

The coalition should also invest in strengthening COMPASS members that have lesser developed organizational capacities.

2.6.6 Results-orientation

Increased focus on strengthening and improving the process for quality results. Improve effectiveness and efficiency of working in order to achieve better productivity of all the resources including time, responding to community needs, appropriate interventional adaptation of policies, plans, and program directions.

Section 3: Membership of COMPASS

3.1 Introduction

All members of COMPASS must be nonprofit organizations working on HIV and related health issues. While CSOs may not be required to be registered with their governments to be considered members of COMPASS, registration and adherence with their country requirements is highly recommended. Reasons for non-registration will be considered on a case-by-case basis by the Global Secretariat and the Governance Committee (for example, partners who represent criminalized Key and Vulnerable Populations may find it difficult to safely register in their countries). In order to be considered for COMPASS sub-grant funds, non-registered CSOs will be required to identify a fiscal host organization with demonstrable capacity to host funds on behalf of the applicant CSO. The fiscal host must be a registered organization with a bank account and have good experience in financial management.

3.2 COMPASS Members:

3.2.1 Country partner:

Civil Society Organizations based in COMPASS focus countries (currently Malawi, Tanzania, and Zimbabwe). Country partners are members of COMPASS country-level coalitions and are also members of COMPASS on a global level. Country partners implement advocacy campaigns that are context-specific and responsive to the priorities of communities in their countries.

3.2.2 Global partner:

Civil Society Organizations that are not based in any one of the current three COMPASS countries (Malawi, Tanzania, and Zimbabwe). Global Partners provide technical support to COMPASS country partner campaigns in key strategic areas. Global Partner technical support is responsive to needs and priorities of country partners and country coalitions. Global Partners may undertake advocacy work to influence policy or funding decisions at the global level.

3.2.3 Country coalition:

COMPASS in-country partners, country secretariats, and country coordinators. They are responsible for managing the formulation and implementation of national-level COMPASS strategies, co-development of landscape assessments, and ensuring collaboration and alignment between COMPASS and COMPASS Collaborating Partner-CSOs in the country. Country Coalitions host COMPASS country coordinators and are in charge of major country-level governance and membership decisions.

3.3 Collaborating Partners:

Collaborating partners are non-member stakeholders who closely interact in COMPASS activities and campaigns. Where possible, collaborating partners may be invited to attend country-level strategy labs and other COMPASS events as they may be necessary to strengthen collaboration and alignment. COMPASS partners may facilitate opportunities for the collaborating partners to provide inputs into country-level advocacy campaigns where need arises. In addition, all country coalitions will make best efforts to inform collaborating partners about COMPASS strategy and priorities on a quarterly/annual basis.

3.4 Roles and Responsibilities of COMPASS Members

- Upholding COMPASS core values in undertaking any activities related to the coalition.
- Contributing to the development and implementation of COMPASS strategies, activities and campaigns.
- Reporting periodically on their COMPASS activities, using stipulated templates upon agreed timelines.
- Participating in COMPASS platforms, including monthly calls, strategy labs, and quarterly country coalition meetings (for country partners) and Global Partner meetings (for global partners).

3.5 COMPASS Obligations and Benefits:

3.5.1 Obligations

- Attendance at COMPASS meetings at country and global levels.
- Engagement in advocacy interventions at country, regional and global levels.
- Signing on to COMPASS values and processes.
- Participation in monitoring and evaluation for the advocacy campaigns.

3.5.2 Benefits

- Opportunities for networking, linking and learning with partners at country, regional and global level.
- Access to technical support and information for advocacy campaigns and skills transfer among partners.
- Eligibility to apply competitively for COMPASS advocacy campaign sub-grant funds through the coalition sub-granting structures.

3.6 Process for Bringing New Members into COMPASS

The COMPASS Governance Committee will review opportunities to open up to new members on an annual basis. The decision to bring in new members will be taken by both the COMPASS Governance Committee and country coalitions depending on available resource envelopes.

Organizations wishing to join COMPASS will be required to complete a standardized application form, provided by the Global Secretariat. Prospective members will be required to provide information about their organizational activities as well as a summary of their proposed campaign focal areas and areas of technical expertise and geographical focus they would bring to the coalition.

These application forms will be maintained and archived by the Global Secretariat.

- For prospective new country coalition members, applications must first be approved at the country coalition level.
- For prospective new Global Partner members, the application must be reviewed by all three country coalitions and recommended by two out of three country coalitions to be advanced to the COMPASS Governance Committee for review and approval.

After country-level approval, the COMPASS Governance Committee will issue final membership approval.

3.7 Guidelines and Processes for Ending COMPASS Membership

Member organizations may leave COMPASS at any time by providing written notice to the country secretariat, copying in the global secretariat and the COMPASS Governance Committee. A member who wishes to depart while in possession of an active grant will be required to return/surrender the remaining grant funds to the Global Secretariat.

Membership is terminated in case a member organization is dismantled, dissolved or ceases to operate. If a member organization is dismantled/dissolved but reorganized under a new name and with a similar mission and advocacy objectives that align with COMPASS, the member should inform the COMPASS Global Secretariat and sub-grants manager to discuss transitioning membership and the sub-grant (if applicable) to the new entity. Incase of circumstances that may lead to withdrawal of a grant and awarding to another entity, the existing grantee will be given a period of up to three months to prove otherwise.

A member organization may be warned, suspended or expelled: The process of warning, suspending or expelling a member will be initiated at the country coalition level or at the level of the Governance Committee. If initiated at the country level, once the country process is completed, it will be referred to the COMPASS governance committee. The decision to warn, suspend or expel a member will be based on failing to respect COMPASS' mission and values and will be upon agreement by two-thirds majority of the COMPASS Governance Committee.

Prior to being warned, suspended or expelled, a member will be invited to hear the complaint against them, and present their submission in a special hearing meeting by the governance committee. Based on the hearing, the Governance Committee may decide to either warn, suspend or expel the member.

COMPASS members will be suspended after 6 months of inactivity. Suspension of membership entails a pause on sub-grant payments and participation in common coalition activities. Inactivity is defined as a period of 6 consecutive months in which the partner has not done any or a combination of the following: submitted required reports, responded to COMPASS related communications or inquiries from the secretariat, or participated in any COMPASS collaboration platforms, such as strategy lab and/or monthly calls. After an additional 3 months of suspension with no re-engagement, inactive members will be removed from the coalition.

Member organizations can, upon the decision of the COMPASS Governance Committee, and after receiving two written warnings, be **suspended if they do not carry out their responsibilities** as defined in sections 3.4 and 3.5 of this document, and as a consequence will not be considered members in good standing. In case of suspension, the Governance Committee will inform the non-compliant partner of the issues for which they are suspended and will work with the partner to develop a remediation plan. The suspended member will have three months to implement the remediation plan. In case the partner is not faithful to the remediation plan or fails to carry out their responsibilities, or the issues are not adequately solved during the three months period, their membership may be terminated by a decision of the COMPASS Governance Committee, unless a good reason is provided for the delay in solving the issues.

Section 4: COMPASS Governance Committee and Secretariat

4.1 Governance Committee

4.1.1 Selection of the Governance Committee

Upon expiry of the Governance Committee term, the Global COMPASS Secretariat, assisted by country coalitions, will lead in choosing members of the new Governance Committee. The TORs for governance committee membership will be circulated by the Global Secretariat three months in advance at the end of term of the outgoing Governance Committee.

The Governance Committee includes representation from country coalitions, global and regional partners, and the Global Secretariat/grant holder. The Governance Committee will be composed of nine committee members:

- Three country coalition members, each representing one of the COMPASS countries to ensure equal representation
- One representative of PLHIV from among the three COMPASS countries
- One representative of Key Populations from among the three COMPASS countries
- One representative of AGYW from among the three COMPASS countries
- Two representatives of Global partners (one from the north and another from south)
- The COMPASS Global Coordinator representing the Global Secretariat

Selection of the most impacted groups to the Governance Committee will be facilitated by the Global Secretariat when the elections are due. The selection will be done in such a manner to ensure that there is equity in country representation. Though equity based on ensuring that all countries have an impacted person is highly desirable, these positions by their nature are highly specific to the impacted groups' issues. It is important to note the mandate of persons selected to represent the governance committee's most impacted people would only be dealing with issues that impact their group while country issues will be left to country representatives.

The Selection of the Global Partners to the Governance Committee will be facilitated by the Global Secretariat when the elections are due. The Global Secretariat will bring together global partners who will decide the modality of selecting their preferred

The Global COMPASS Coordinator shall be the secretary of the Governance Committee.

Each Country Coalition will select one member to the Governance Committee. The Global secretariat will propose the selection procedure and then each country will apply them according to the context of their coalition. During the selection process the country teams may choose to invite independent overseers from other local CSOs, country coalition, Global Partners or the Global Secretariat who will give an independent report of the selection of the Governance Committee country representative to the coalition.

Global partners and representatives of most-impacted population groups will also select their representatives to the Governance Committee. The procedure for the selection process of the members of the Governance Committee will be vetted by all COMPASS members, and be provided by the Global secretariat.

4.1.2 Tenure of the Governance Committee

Members of the Governance Committee shall sign an agreement to a three-year renewable term. The agreement will be drafted and reviewed by the COMPASS Secretariat and reviewed by the COMPASS Membership. The Governance Committee Membership will be rotational so as to encourage power-sharing and capacity development within the COMPASS coalition. Governance Committee membership may, however, be renewable once after being evaluated by the COMPASS Membership. The term of the governance committee will expire 18 months before the term of the secretariat to ensure continuity of leadership/oversight.

4.1.3 Duties of the Governance Committee

- Oversight of the coalition and development of guidelines and standard operating procedures to implement agreed on governance approaches. .
- Monitoring adherence to the governance manual and principles by the Global Secretariat and COMPASS membership.
- Leading participatory grantmaking processes for COMPASS sub-grants.
- Reporting on activities to full COMPASS membership quarterly to ensure accountability.

The inaugural Governance Committee will be tasked with defining its charter, to be validated by the full COMPASS membership.

4.1.4 Governance Committee Coordination with the Global and National Secretariats

The Governance Committee will work in close coordination with COMPASS Global and Country level Secretariats.

4.1.5 Termination of the COMPASS Governance Committee Membership

Grounds for terminating Governance Committee membership include:

- 1) Resignation of a member from the Governance Committee should be submitted to the Committee in writing.
- 2) Governance Committee Member does not respect the provisions of the COMPASS Governance Manual and Governance Committee Charter, and is not performing as

required. In this second case the position may be terminated before or upon the expiry of the three years term by a resolution of a special committee appointed at the next all-COMPASS monthly meeting.

- 3) Once a member of the Governance Committee ceases to be a member for whatever reasons, his/her/their organization does not gain an automatic entry to the governance committee. The stipulated selection procedure will be followed to get the next representative to the Governance Committee.

With the termination of a Governance Committee membership, the Global Secretariat will solicit nominations for a new Governance Committee Member within 30 days of the termination.

4.2 COMPASS Secretariats at Country and Global Levels

4.2.1 Global Secretariat

4.2.1.1 Selection of the Global Secretariat

The Global Secretariat is hosted by the COMPASS partner who hosts the coalition funds (grant holder).

If it is deemed necessary that the position of the Global Secretariat needs to be transitioned to a new host partner that is not the grant holder, the Governance Committee will provide terms of reference, and all COMPASS members who meet the requirements will be invited to apply through a competitive process. The Governance Committee will select three best applicants meeting the set criteria. The governance committee will then present the three best applicants to the COMPASS membership who will provide their preferred choice via a secret ballot.

4.2.1.2 Tenure of the Global Secretariat

The Global Secretariat shall sign a hosting agreement which will be drafted and reviewed by the COMPASS Governance Committee every three years renewable, in alignment with the COMPASS funding cycle. The Global Secretariat will be renewable after being evaluated by the Governance Committee and COMPASS Membership.

4.2.1.3 Duties of the Global Secretariat

- Administration
 - Developing and maintaining COMPASS annual work plan and calendar.
 - Convening all-partner COMPASS meetings, sending meeting invitations, taking and sharing meeting minutes within five working days.

- Compiling and managing COMPASS resource repository and sharing resources with the coalition.
 - Managing COMPASS email listserv and WhatsApp groups.
 - Coordinating process of reviewing and updating COMPASS governance manual.
- Strategic planning and technical support coordination
 - Coordinating annual strategic planning processes.
 - Coordinating COMPASS program support team to advise on campaign strategic action plans and provide technical support as needed.
 - Linking COMPASS members with technical support needs to COMPASS partners with appropriate expertise.
 - Linking COMPASS members to strategic support functions like MERL.
- Grant Holder
 - The fund holder/ primary recipient organization that holds COMPASS grants from the donor/s for further disbursement to COMPASS Sub-grantees through grant agreements.
 - In charge of grant management, including coordination of grant agreements, reporting and payments.
 - Monitors and evaluates the performance of the grants.
 - Reports to the Governance Committee, COMPASS Members and the donor(s) on an agreed upon schedule.
- Fundraising
 - Resource mobilization and identifying new funding opportunities for the coalition.
 - Coordinating proposal development and donor reporting through a participatory process.
 - Serving as a key point of contact for the coalition's donors and external stakeholders.
- Program and member support
 - Providing orientation to new COMPASS members, country coordinators, secretariat staff and COMPASS support technical resources.
 - Streamlining country coordinators' and Global Partners' terms of reference and convening monthly coordination calls to ensure sharing of lessons learned and coordination between COMPASS countries as well as with Global Partners.
 - Facilitating review of membership applications, initiating and shepherding process of suspension and removal of COMPASS members.
- Support to the Governance Committee
 - The Global Compass Coordinator acts as the secretary to the Governance Committee
 - Convenings and meetings support
 - Implementing the decisions of the Governance Committee

- Coordinating communication between the COMPASS membership and the governance committee
- Conducting any other responsibility as requested by the governance committee

4.2.1.4 Coordination of Global Secretariat with Country-Level Secretariats

In addition to the COMPASS Global Secretariat, country coalitions will select a dedicated country-level secretariat to support coordination and documentation of COMPASS activities in-country and connect the country coalitions to the global COMPASS governing structures.

4.2.2 Country Secretariat

4.2.2.1 Selection of the Country Secretariat

The Country Secretariat is hosted by the COMPASS partner who has been granted the mandate to do so by other coalition members. Country Coalitions will provide the selection criteria and terms of reference of the Country Secretariat according to their own context. The selection for the country secretariat will be done considering coalition dynamics and the need to be transparent and all-inclusive.

4.2.2.2 Tenure of the Country Secretariat

The tenure of the Country Secretariats will be dependent on each COMPASS country.

4.2.2.3 Duties of the Country Secretariat

- Administration
 - Developing and maintaining in-country COMPASS annual work plan and calendar.
 - Convening in-country COMPASS meetings, sending meeting invitations, taking and sharing meeting minutes within five working days.
 - Compiling and managing in country COMPASS resource repository and sharing resources with in country coalition members.
 - Managing in-country COMPASS email listserv and WhatsApp groups.
 - Coordinating process of reviewing and updating COMPASS governance manual in-country.
 - Coordinating process of reviewing and updating country level COMPASS coalition TORs.
- Strategic planning and technical support coordination

- Coordinating in-country annual strategic planning processes.
- Coordinating the in-country COMPASS program support team to advise on campaign strategic action plans and provide technical support as needed.
- Linking in-country COMPASS members with technical support needs to COMPASS partners with appropriate expertise.
- Linking in-country COMPASS members to strategic support functions like MERL.
- Resource Mobilization
 - Lead in-country resource mobilization efforts in support of country-coalition activities.
 - Work with the members of the country-coalition to identify a good host for managing coalition grants.
 - Monitoring and evaluating the performance of the resource mobilization efforts.
 - Share with the Governance Committee, successes of the in-country resource mobilization efforts.
 - Serve as a key point of contact for the coalition's donors and external stakeholders.
- Program and member support
 - Providing orientation to new in-country COMPASS Partners , country coordinators, secretariat staff and compass support technical resources.
 - Working with country coordinators to convene periodical in-country coordination meetings to ensure sharing of lessons learned and coordination between COMPASS partners as well as with global partners.
 - Be the main point of contact with the Global Secretariat and the Governance Committee

4.2.2.5 Termination of the Country Secretariat

Grounds for terminating the Country Secretariat include:

- 1) The organization is dismantled or dissolved or resigns voluntarily from the Country Secretariat role.
- 2) The Country Secretariat does not respect the provisions of the COMPASS Governance Manual, the country Coalition TORs and is not performing as required.

Where 75% of the country coalition partners indicate that they have no confidence with the Country Secretariat, communication will be made to the Global Secretariat through a collectively signed statement indicating clear reasons for the termination request. Before removal of the Country Secretariat, the Governance Committee will give the Country Secretariat-in-crisis a

chance to be heard and also provide a chance for other members of the coalition to present their submissions in an environment that is safe for them to do so.

The Global Governance Committee upon hearing both sides will make a determination on three grounds: Uphold the termination decision; Give the Coalition time for further considerations after hearing from the Country Secretariat-in-crisis or pursue conflict resolution processes. Upon the termination of the Country Secretariat's role, country coalitions will select a new Secretariat according to their own guidelines within 30 days of termination.

4.2.6 The Global COMPASS Coordinator

The Global COMPASS Coordinator will be the Global Secretariat lead, ensuring effective coordination of all secretariat functions. While the Global COMPASS Coordinator will be employed by and subject to the employment policies of the organization hosting the Secretariat (grant holder), the COMPASS Governance Committee will have an opportunity to participate in the hiring process for this role. The grant holder hosting the secretariat will draft the terms of reference for the Global COMPASS Coordinator, with inputs and approval by the COMPASS Governance Committee. The Global COMPASS Coordinator will also provide monthly reports to the COMPASS Governance Committee to ensure effective transparency and oversight of the secretariat function of COMPASS.

Section 5: COMPASS Governance Structure

5.1 Organogram

The following is the updated structure for COMPASS governance, with definitions for each box detailed in the table below.

5.2 Description of Organogram

- Box 1: **COMPASS Coalition**: The COMPASS Coalition box is the outermost frame that embraces all structures within COMPASS.
- Box 2: **Coalition Coordination and Oversight**: This box includes the Governance Committee, Grant Holder, Secretariat and Grants Management structures; these structures provide the overall direction and leadership to the COMPASS coalition.
- Box 3: **Implementation at Country Level**: This box includes structures at the country level. These structures are made of the Country Coalitions, which include the COMPASS country partners and the country coordinators, as well as the Country Advocacy Teams (collaborating partners who are not members of COMPASS).

- Box 4: **Strategy and Technical Support:** This function is comprised of the teams that support the COMPASS advocacy campaign work, including the Program Support Team at regional and global level, MERL hub, and Global Partners.

5.3 Definition of Functions, Roles and Responsibilities

Role	Definition & Responsibilities
Governance Committee	<ul style="list-style-type: none"> • Refer to 4.1
Grant Holder/Secretariat	<ul style="list-style-type: none"> • Refer to 4.2
Program Support Team	<ul style="list-style-type: none"> • The program support team is the technical support hub of the COMPASS. • The work of the program support team is to advise on strategy and tactics to support the success of country, regional and global advocacy campaigns, through review and continuous feedback on partner strategic action plans and campaigns. • The program support team responds to technical support requests from partners, connects partners working on similar campaigns across the coalition, facilitates specialized TA between COMPASS partners, and advises the Governance Committee on strategic priorities. The program support team also proactively identifies strategic advocacy opportunities for COMPASS partners.
Global Partners	<ul style="list-style-type: none"> • COMPASS relies on partners beyond the borders of the three COMPASS countries to contribute their expertise in specific topic areas to support the development of effective advocacy campaigns. • Global Partners will engage on a continuous basis with country coalitions to support ongoing COMPASS campaigns. • Global Partners will engage in advocacy campaigns reflective of COMPASS priorities at the global level. They will assist COMPASS partners to identify opportunities with global entities like PEPFAR Headquarters, the Global Fund Secretariat, UNAIDS, WHO and others, and pool evidence and resources to make changes that affect all COMPASS countries and beyond. • Global partners assist to amplify advocacy issues which are

	<p>prioritized by country COMPASS partners but require regional or global-level advocacy.</p> <ul style="list-style-type: none"> • Global partners assist country partners with tools and approaches to support innovative campaign approaches and to ensure partners are accessing information from global and regional researchers, policymakers and funders.
MERL Hub	<ul style="list-style-type: none"> • The MERL Hub leads COMPASS-wide monitoring and evaluation and cross-coalition learning; supports data collection, analysis and COMPASS reporting and case study development. • MERL works closely alongside the program support team and secretariat to document and evaluate COMPASS advocacy campaigns as well as coalition approaches. • MERL Provides ongoing support to country partners to document and evaluate advocacy approaches and wins. • MERL Conducts annual coalition health scorecard. • MERL Coordinates MERL Champions.
COMPASS Coalitions	<p>Country</p> <p>Loose or formal coalitions made up of expert national CSOs actively working on HIV, TB, COVID-19, SRHR and health security from various sectors of HIV and health (KP, people living with HIV, AGYW or youth broadly, women's rights, networks). The loose coalitions are in Malawi and Tanzania, while Zimbabwe has a formal coalition.</p> <p>The loose coalitions are not duly registered, hence have no constitution but rather terms of reference for governance. Formal coalitions are registered. Traditionally the coalitions are led by a chairperson selected from members of the coalition. The different Country Coalitions also elect a secretariat to manage the day-to-day coalition activities. COMPASS coalitions also incorporate partner organizations and stakeholders who are engaged from time to time during COMPASS and other advocacy activities.</p> <p>Decisions are made during coalition member meetings on advocacy campaigns (emerging and ongoing), strategies and approaches, and who leads the program/project implementation.</p>

Country Coordinator	<p>Country coordinators are persons recruited to lead COMPASS activities implementation in the country. The Country Coordinators work hand in hand with the Country Coalition leadership to oversee all the implementation, monitoring and evaluation of activities in their country. The Coordinators help in resource mobilization and capacity building of the Country Coalition. The Coordinators act as a link between Country Coalitions, Program Support Team, the Secretariat and Governance Committee.</p> <p>The TOR for the country coordinators is provided by the COMPASS secretariat working in coordination with country secretariats.</p>
Country Advocacy Teams	<p>Country Advocacy Teams are country non-COMPASS collaborating partners assisting COMPASS to advance advocacy on HIV and related topics.</p> <p>These teams aim at leading evidence-based advocacy for quality HIV and related conditions prevention, treatment, care and support, domestic and international funding for health by engaging program planning, implementation, monitoring and evaluation of related policies.</p>

Section 6: Leadership Selection Processes

6.1 Introduction

Leadership positions within COMPASS fall at different levels. Positions will fall under the scope of influence of All-COMPASS membership, Governance Committee, The Secretariat/ Grant holder and the country coalitions.

6.2 COMPASS Governance Committee

Country representatives to the Governance Committee will be chosen by a popular vote of the country coalitions. Global Partner representatives to the Governance Committee will be through the nomination and vote process of Global Partners similar to the country process. Further details on the Governance Committee are stipulated in section 4.1 of the governance manual.

6.3 Grant Holder/Secretariat

The Grant holder/ Secretariat will be proposed by country coalitions and vetted by the COMPASS Governance Committee. The vetting will be based on values and capacities

19th December 2023

proposed by the COMPASS Governance Committee based on specific terms of reference. Further details on the secretariat are stipulated in section 4.2 of the governance manual.

6.4 COMPASS Global Coordinator

The Global COMPASS Coordinator will be employed by and subject to the employment policies of the organization hosting the Secretariat (grant holder), the COMPASS Governance Committee will have an opportunity to participate in the hiring process for this role. The COMPASS partner hosting the secretariat will draft the terms of reference for the Global COMPASS Coordinator, with inputs and approval by the COMPASS Governance Committee, and the position will be filled through a competitive recruitment process. Further details on the COMPASS Global Coordinator are stipulated in section 4.2.6 of the governance manual.

6.5 Program Support team

The program support team will be composed of technical experts within priority areas of COMPASS who provide ongoing technical support to COMPASS countries and global partners. The Program Support team will report to the COMPASS secretariat. The support team may include staff of the secretariat to support the coordination of the coalition including those engaged as consultants providing specific needed support and the global partners with specific support functions within the coalition.

6.6 COMPASS Country Coalition Secretariats

Each country coalition will have a secretariat that has been popularly selected by its members. The duration of each secretariat will be dependent on the modalities proposed from one country to another. The roles of the Country Coalition Secretariats are as proposed in the section on membership. Country Secretariats should be rotational so as to build capacities to all COMPASS members in the countries. It is important that each coalition secretariat fully espouses the practice of democracy defined according to local contexts for example in some countries the secretariats are rotational while in others they are voted in through an election process.

6.7 COMPASS Country Coordinators

The country coordinators will be employed by the grant holding secretariat. The Grant Holding Secretariat and Governance Committee will provide directives based on experience from time to time to advise on the best way to ensure that the role of the country coordination role is effective. The selection of the country coordinators will be conducted by country secretariats assisted by the grant holding secretariat. Employment of the country coordinators will be done by the central COMPASS grant holding secretariat in order to foster accountability and connectivity to the overall COMPASS coalition, promote consistency in expectations for the role across countries, and encourage collaboration among the COMPASS countries.

Section 7: Guidelines for COMPASS Meetings

7.1 All COMPASS Annual Strategy Lab Meetings

7.1.1 Purpose:

All COMPASS partners convene to share their work from the preceding year, reflect on campaign successes, setbacks and lessons learned, discuss strategic priorities for the next year of COMPASS and build coalition cohesion.

7.1.2 Objectives:

- 1) Reflect on progress made on the previous year of COMPASS, share best practices and key lessons learned, and provide feedback to strengthen COMPASS advocacy and the coalition as a whole.
- 2) Find opportunities to strengthen COMPASS partners' relationships and collaboration across geographies"
- 3) Identify strategic priorities for the next year of COMPASS.
- 4) Develop a strategic advocacy action plan for the next year.

7.1.3 Structure of Meetings:

The coalition-wide annual Strategy Lab will ideally be conducted in-person if funding permits and will consist of separate sessions to be held on different days. The determination of when, how many sessions, the amount of time per session, as well as the lab agenda will be established collaboratively and coordinated by the Secretariat. If funds are not available for in-person meetings, Strategy Lab will be conducted virtually.

Strategy Lab should be conducted toward the end of each project year to allow opportunities to reflect and plan for the coming year.

A Strategy lab report will be drafted by the secretariat and shared with the full coalition within 15 working days of the end of the meeting.

7.2 Country Strategy Lab Meetings

7.2.1 Purpose:

COMPASS country coalitions hold country-level strategy labs to reflect on campaign work over the last year, share and jointly plan for the next year of COMPASS, find points of synergy among campaigns, and continue building coalition cohesion and sustainability.

7.2.2 Objectives:

- 1) Strengthening in-country partnerships and collaboration among partners.
- 2) Ensure members' prospective campaigns align with country coalition priorities.
- 3) Identify priority areas for coordination in the next year of COMPASS.
- 4) Engage with other non-COMPASS stakeholders and CSOs.
- 5) Find points of synergy among campaigns, and continue building in-country coalition cohesion and sustainability.

7.2.3 Structure of Meetings:

The Country Strategy Lab meetings will ideally be conducted in-person if funding permits – and its planning will be coordinated by the country teams through the leadership of the country coordinators.

Country strategy labs should take place toward the end of the project year to allow partners to share progress of their campaigns, update country landscape analyses and get coalition partner inputs on strategic action planning for the coming year.

Country strategy lab minutes/report will be drafted by the country secretariat or country coordinator and shared with country partners within 15 working days of the end of the meeting.

7.3 COMPASS Coordination meetings

7.3.1 All-COMPASS monthly calls

7.3.1.1 Purpose:

COMPASS all-partner monthly calls are mainly for the purpose of monitoring monthly progress, presenting new updates on the coalition operations and partners' implementation, and finding opportunities for learning and collaboration between partners.

7.3.1.2 Structure:

- a) COMPASS all-partner monthly calls generally take place monthly on a Thursday, at a date, place, and time coordinated by the secretariat.
- b) Agenda for the meeting will be set collaboratively by all members under the leadership of the secretariat.
- c) Invitation will be sent out to all COMPASS partners by the secretariat including essential details to the meeting such as virtual credentials and agenda to enable partners' participation.
- d) All COMPASS partners are expected to participate fully, frankly and constructively in meeting discussions and other activities, and to contribute their best particular knowledge, skills and abilities.

7.3.2 Country coordination meetings

7.3.2.1 Purpose:

COMPASS country coordination meetings are mainly for the purpose of getting program updates, monitoring in-country partners' progress, and addressing all issues necessary for successful achievement of country advocacy goals.

7.3.2.2 Structure:

- a) COMPASS country coordination meetings will be held on a quarterly basis (every three months) at a date, place and time determined by the country secretariat or coordinator.
- b) Invitation will be sent out to all COMPASS members in the country, including essential details for the meeting, such as virtual credentials if held virtually, or physical location if held in person.
- c) All COMPASS country partners are expected to participate fully, frankly and constructively in meeting discussions and other activities, and to contribute their best particular knowledge, skills and abilities.
- d) Upon demand, the secretariat or the country coordinator, in agreement with country partners, are allowed to call meetings virtual/in-person regarding issues arising or update required to support COMPASS work as a whole.
- e) Invited guests or experts (non-COMPASS partners) may be asked to participate in meetings convened by country teams either as observers, presenters, or as full participants, depending on the nature and scope of the meeting.
- f) The secretariat/country coordinators will share notice regarding non-COMPASS guests/experts to the country partners prior to the meeting.
- e) The secretariat and country coordinator will work jointly in organizing the meetings.

7.3.3 Special Meetings

7.3.3.1 Purpose:

Special meetings will be held occasionally on a special or a limited purpose in addition to the scheduled meetings with a purpose to deliberate on an issue or a concern as described in a notice to the members.

7.3.3.2 Structure:

- a) Special meetings may be called by the secretariat on the written request of 5% of all COMPASS partners. This could take the form of a letter signed by partners or any other means that will be authenticated by the Governance Committee.
- b) The notice of the meeting will be shared by the secretariat and should state the place, date, and time of the meeting.
- c) The Secretariat will ensure that an agenda and all accompanying documents are prepared and circulated at least 7 working days prior.

- d) All COMPASS partners are expected to participate fully, frankly and constructively in meeting discussions and other activities, and to contribute their best particular knowledge, skills and abilities.
- e) Meeting minutes will be recorded and shared by the secretariat within 10 working days of the meeting.

7.3.4 Quorum at Meetings

- a) The quorum for any decision-making meeting shall be a majority (50%+1) of partners or delegates.
- b) If more than half of the partners at the meeting abstain from voting at a meeting because of a conflict of interest, whether actual or potential, the remaining delegates constitute a quorum for that vote;
- c) The partners present or delegates, through the leadership of the Chair, will endeavor to come to consensus on the issues before it; however, if consensus is not reached the Chair may call for a vote. Each delegate Member present, including the Chair, has one vote. The Chair holds a casting vote. The affirmative votes of a majority of a quorum at a meeting are sufficient to pass a resolution.
- d) There will be one vote per each organization during COMPASS decision making processes.
- e) A delegate may participate in a meeting by telephone, virtually or by use of other technology. They do not need to be physically in the meeting to be counted as part of the quorum.
- f) Voting is by a show of hands unless determined otherwise or verbal or written depending on the mode of attendance.
- g) In the event a meeting cannot be held due to a lack of quorum, 75% of the members present in voting will deem whether the meeting will be adjourned and determine a future date. The date of the adjourned meeting must allow sufficient time (mostly within 7 days) for notice of adjournment to be given to all delegates.
- h) A resolution in writing signed by all delegates shall be valid and effectual as if it had been passed at a meeting duly called and constituted; The modality of signing will be agreed at the meeting.

7.3.5 Participation of non-delegates at COMPASS meetings

Meetings are open to the non-delegates but they will not participate in decision-making. However, non-delegates will be excluded from a meeting or a portion of a meeting if the matter relates to one or more of the following exceptions:

- a) Personal information about an identifiable individual who holds, or is being considered for, a position as a leader, employee, agent or contractor of COMPASS.
- b) Personal information about an identifiable individual who has offered to provide a donation to COMPASS on condition of anonymity.
- c) Labor relations or employee negotiations;
- d) If the delegates consider that disclosure could reasonably be expected to harm the interests of COMPASS.

- e) Deliberations that are subject to privilege.
- f) Discussions in respect of an investigation.

Before non-delegates will be excluded from a meeting or part of a meeting, the delegates must state, by resolution, the fact that non-delegates will be excluded from the meeting or part of the meeting, and the basis for them to be excluded.

7.3.6 Meeting Minutes

- a) Minutes of the proceedings of COMPASS meetings will be recorded with a focus on processes and outcomes, rather than the course of discussions.
- b) Both country and COMPASS secretariats will record the calls and share the recording and minutes with the coalition members and/or relevant audiences by email within 7 working days of the call.
- c) The minutes shall be stored in the designated online repository, so that meeting information can be accessed by relevant parties.

8.0: Sub-grant Management

8.1 Overview of activities supported by by COMPASS Grants

COMPASS supports advocacy campaigns that push for innovative policy, funding and service delivery approaches to support a rights-based, comprehensive HIV response. Many campaigns under COMPASS address those factors that are key drivers of HIV, but may be largely ignored in the response. These factors include expanding the inclusion of Key Populations, young people, AGYW, women and other populations most impacted by HIV and health inequities. COMPASS encourages the adoption of innovative, community-responsive approaches in prevention and treatment that have the capability of contributing immensely to a people-centered HIV response and global health equity nationally, regionally and globally.

8.2 Purpose of COMPASS Grant Making Guidelines

These grant guidelines are a set of instructions to ensure that grant making procedures are well understood by both grant managers and applicants for COMPASS grants. The objectives of these guidelines are to provide guidance on the following:

- 1) COMPASS Coalition grant management procedures.
- 2) Proposal reviews and grant making procedures for COMPASS Grants.
- 3) Grant application procedures for COMPASS grants.
- 4) Monitoring the performance of COMPASS grants.
- 5) Technical support of COMPASS grantees.

8.3 Grant Management in COMPASS

The overall authority of the management of sub-grants in COMPASS is vested in the COMPASS Governance Committee. The COMPASS Governance Committee will decide on the number of sub-grants, sub-grant award amounts, and the modalities to which the sub-grants will be distributed. The secretariat/grant holder will ensure that the awarded sub-grants yield their intended purposes through grants management processes, including coordination of programmatic and financial reporting on a schedule outlined in the sub-grant agreement.

Section 5 of the COMPASS Governance Manual provides guidelines in which the Governance Committee and the secretariat/grant holder will be selected.

8.4 Proposal Reviews and Grant making Procedures

8.4.1 Introduction

COMPASS will fund projects which are likely to make a big difference with limited resources, and which address gaps identified by the country landscape analyses done at the country level annually. Organizations to be prioritized are those that utilize innovative advocacy approaches

that mainstream KPs, young people, AGYW, PLHIV, WLHIV, most at-risk populations and community led organizations in policy engagements, program implementation and advocating for increases in HIV resources. Organizations will be required to demonstrate how their proposed campaign will achieve a specific goal within the overall COMPASS coalition work plan and strategic objectives.

8.4.2 Grant-making Mechanism

- a) The COMPASS Governance Committee will oversee the sub-granting process as part of their overall mandate.
- b) A centralized grant making process will be in effect, whereby applications for sub-grants will be made to the Governance Committee and administered through the COMPASS grant holder's grants management mechanism.
- c) It is the mandate of the Governance Committee to ensure a participatory grant making process by incorporating recommendations from country coalitions into the decision-making rubrics used to evaluate each proposed campaign strategic action plan and budget, as well as involving community members from the COMPASS countries in the final review of the grant applications.
- d) Community members are beneficiaries of COMPASS work and will be selected by the Governance Committee based on specific needs emerging in the grant application process to provide insight or recommendation on a proposed advocacy strategy.
- e) In order to ensure high level objectivity; the COMPASS Governance Committee may also decide to incorporate independent reviewers and/or blind reviews in the proposal review process.

8.4.3 Renewal of COMPASS sub-grants

Acknowledging that advocacy campaigns often take more than one calendar year to achieve their overall objectives, COMPASS makes multi-year sub-grant commitments to its sub-grantee members in line with the overall COMPASS strategic planning process and COMPASS funding cycle. This means that COMPASS members receiving a grant award in Year 1 of a funding cycle can anticipate a renewal during subsequent years of that phase of the COMPASS strategy and overall grant. The Governance Committee will review sub-grant envelopes each year to determine sub-grant budget envelopes for the subsequent year based on overall sub-grant funding available, performance of the sub-grantee, and the priority level of the advocacy campaign proposed.

Upon each new phase of COMPASS, in line with the updating of the COMPASS coalition strategy and new overall COMPASS grant cycle, each sub-grantee will be asked to submit an updated proposal for COMPASS sub-grant funding. These proposals will be reviewed competitively and awarded based on rubrics defined by the Governance Committee and validated by coalition partners. Through this process, COMPASS sub-grantees are held accountable to the coalition's strategy and priorities, and the coalition campaigns will continue to evolve with the changing landscape in the COMPASS countries and at the global level.

8.4.3 Competitive Proposal Solicitation

COMPASS, through its Secretariat, will solicit proposals from country and/or international partners from time-to-time when funding is available to achieve defined objectives or fill gaps in COMPASS advocacy. The requests for proposals (RFPs) will be shared on COMPASS communications platforms and circulated among partners for referrals.

RFPs will contain the following key elements:

- General scope of funding level available for the project
- Relationship to COMPASS strategy and goals
- Relationship between proposed new project and ongoing COMPASS activities
- Opportunities and expectations for COMPASS membership

8.4.4 Grant Applicant Organization Eligibility Criteria

- 1) All applicants must be COMPASS members (for information on COMPASS membership, please refer to Section 3 of this Manual) or, if responding to an RFP that seeks to fill a gap in COMPASS advocacy, must become a member of COMPASS in order to receive funding.
- 2) Country Partners must be operating in the COMPASS countries. Global partners must have the technical expertise to assist country partner campaigns and/or fill global-level policy advocacy gaps. Both country and global partners must bring complementary skills to support coalition advocacy priorities not being met by existing coalition membership.
- 3) Must be recommended by the leadership of COMPASS country coalition grantees (ACT, CSAF or CT). If applying as a global partner, two of the three country coalitions must recommend the prospective partner. A recommendation letter with justification for support must accompany the application.
- 4) Must have a bank account or a verifiable channel through which funds can be disbursed. Sub-grantees not formally registered may be required to identify a fiscal/nationally registered host organization with a bank account in order to receive COMPASS sub-grants or other direct funding support.
- 5) Must demonstrate that the proposed project activities respond to the real needs of the target community and support advocacy that is geared towards strengthening HIV response in the respective country (Malawi/Zimbabwe/Tanzania), regionally or globally.
- 6) Must demonstrate previous experience in successfully implementing an advocacy project or grant. Where experience is absent; a capacity assessment to determine the capability of the organization to implement the work will be conducted.
- 7) Must demonstrate sound financial, administrative and technical management and have adequate staffing or a recruitment plan for expanding staffing needed to execute the proposed strategic action plan/work plan.

8.4.5 Grant Application Requirements

During each funding cycle, the Governance Committee will oversee the development of proposal review rubrics that are responsive to the current landscape. These rubrics will be used to review all proposals. In addition, all applicants to COMPASS grants will be reviewed using the following criteria;

- Use of the COMPASS proposal form with detailed Strategic Action Plan
- Recommendation letter from two country COMPASS coalition secretariats, or one country coalition secretariat and a global partner, if applying as a global partner.
- A budget that uses a template provided by COMPASS secretariat
- A clearly stated project duration in conformity to the COMPASS call for proposals
- Copy of organizational registration and bank details. Where the applicant is not registered, the fiscal host organization will attach their copy of national organizational registration and bank details.
- References and their contact details
- Log Frame Matrix completed and presented in required format

8.4.6 Grant Making Procedures

Once a potential awardee is selected to receive a sub-grant, the Governance Committee through the Secretariat will request the partner to produce the following planning documents:

- a. Landscape analysis
- b. Campaign Strategic Action Plan (SAP)/Work plan
- c. Campaign budget

The grant holder's grants management team will manage the review of these documents by the program support team. This process may take several rounds of revisions. Once all documents are approved by the program support team and sub-grants manager, the grant holder will develop the sub-grant agreement.

8.4.7 Budget and allocation of funds

- a) Each sub-grantee shall be supported up to a maximum amount determined by the governance committee based on funds available, partner scope of work, partner capacity to manage and implement funds during sub-grant period, and alignment of campaign with COMPASS priorities during the funding period.
- b) Funds shall be disbursed and used solely for purposes outlined in the sub-granting agreement. COMPASS funds may only be used for advocacy and may not be used for service implementation or purchasing commodities.
- c) Upon expiration or termination of the sub-granting agreement, and following submission of a final narrative and financial report, any funds not expended shall be returned to COMPASS Secretariat. A no-cost extension may also be requested where applicable and/ or necessary. Any changes must be pre-approved in writing by the grants manager before they are considered eligible.

d) Upon reasonable request from the grant holding Secretariat or its auditors and/or donors, COMPASS partners will provide any financial records, including accounting records, bank statements, and expense receipts. The documents and information to be examined, assessed and evaluated will be those that are linked to COMPASS funds in accordance with the sub-granting agreement.

8.5 Guidelines for monitoring the performance of COMPASS grants.

8.5.1 Project reporting

8.5.1.1 Monthly reports

COMPASS sub-grantees will be required to provide monthly progress reports of their projects to their country coordinators; global partners should submit directly to the secretariat. This information once collected will be submitted to the Secretariat by the 5th of each month.

8.5.1.2 Quarterly reports

On a quarterly basis, country partners will be required to attend a meeting organized by their country secretariats through the country coordinators where they will present their quarterly progress reports. Partners are also required to present their Simple Participatory Assessment of Real Change (SPARC) bits/stories to the secretariat on a quarterly basis.

Global Partners will convene via online meeting platforms on a quarterly basis by invitation of the secretariat. Country coordinators and the secretariat will be invited to attend these quarterly Global Partner meetings to support linkages of Global Partner work to country-level work and priorities and increase transparency into Global Partner activities.

8.5.1.3 Sub-grant reporting

On a semi-annual basis the partners will submit sub-grant reports. The sub-grants manager will send templates and reminders to partner-sub grantees 30 days in advance of the reporting deadline. The following are the required documents which should be submitted bi-annually:

- Narrative Report
- COMPASS Campaign Advocacy Assessment Tool (C-CAAT)
- SPARC story
- Financial report

8.5.2 Sub-grant monitoring

The COMPASS grant holder's grants management personnel will monitor the activities of the sub-grantees as necessary to ensure that the sub-award is used for the authorized purpose, in compliance with COMPASS and donor's terms and conditions of the sub award; and that the

performance goals are achieved. The program support team will provide feedback to the grants manager(s) and the partner on campaign implementation alignment as part of semi-annual reporting processes. Sub-grant monitoring shall include but not limited to:

- Review sub-grantees' progress reports on campaign implementation, expenditure, and outcomes in collaboration with the program support team.
- Monitor delivery of the campaign and associated wins according to sub-grantees' approved plan.
- Reviewing financial and performance reports required to comply with COMPASS and Donor requirements.
- Provide sub-grantees with training and technical assistance on grants management related matters.
- Perform on-site reviews of the sub-grant program operations as deemed necessary.
- Establish procedures for approval of changes to the budget or project scope-of-work; disbursement of balance of funds; and grant amendments or no-cost extensions.
- Request audited financial statement, as deemed necessary, in order to ascertain the continued financial stability of the sub-grantee. Where a partner does not complete an annual auditing process, partners may be asked to provide receipts and other information to verify reported expenses as requested by the grant holder's grant manager.

8.6 Guidelines for on-going Technical Support

8.6.1 Partner Technical Support

- a) The COMPASS coalition encourages mutual learning and exchange of experiences, skills, and knowledge among its partners. Country and regional coordinators will facilitate peer learning exchanges among partners working on the same issues across countries and regionally.
- b) Among the grantees of COMPASS are the Global Partners who have experience in assisting partners to navigate through various technical needs of their campaigns. COMPASS will also actively promote South-South and South-North learning exchanges and skills transfer.
- c) The COMPASS global partners are also assisted by the country, regional and other staff or individuals who may be employed by the Secretariat to assist partners in their projects.
- d) The secretariat will facilitate sub-grantee technical support check-in meetings with partners with complementary technical expertise in accordance as needed. Priority will be given to partners with great need.
- e) Capacity building sessions will also be organized within countries, regionally, and virtually for the full coalition with the support of the country and regional coordinators and the Secretariat.

8.6.2 Remediation for non-compliance

- a) COMPASS Coalition in its work with partner-sub-grantees is realistic that it may encounter non-performing partners either budget-wise, in delivering reports or on project work. The program support and sub-grants management teams will determine reasons that are specific to each non-performing partner, so that appropriate interventions may be developed for each.
- b) Partners that have specific organizational problems will be assisted to navigate through them by the program support and the sub-grants management team and an individualized remediation plan and timeline will be developed collaboratively. Capacity building, mentoring and coaching will be provided to the sub-grantee by qualified technical support partners identified by the secretariat/program support/grants management team (as appropriate). The non-compliant sub-grantee will work with their support team to develop a work plan and timeline for resolving the noncompliance issues. The grant holder grants management team will closely monitor the remediation process. Upon completion of the remediation plan the grants manager and program support team will determine if the partner has reached compliance, and if not, what further steps need to be taken.
- c) On a quarterly basis, the grant holder will also report the status of achievement of each COMPASS Coalition campaign to the Governance Committee. On a bi-annual basis this report should be made available to all COMPASS partners.

8.6.3 Underperforming sub-grantees

- a) Efforts will be invested by the program support team, grant holder's grant management team, and secretariat to assist partners facing challenges to access the support they need to overcome their challenges. Partners are also expected to show efforts in solving their challenges and demonstrate steps taken to improve performance over time. Other metrics of performance will also be used to assess partner improvement efforts and engagement with COMPASS. These involve consistently attending and contributing to meetings, participating in the development of improvement plans and working on suggested improvement areas provided by the technical team, improving on reporting and funds utilization among others. Partners should also demonstrate their willingness to improve performance by proactively reaching out to the secretariat, sub-grants management, and/or program support team to share challenges and request support to address them.
- b) Partners not able to deliver their project by their stipulated times will be granted a no-cost extension period, in case a specific donor permits and if the partner can meet the requirements for a no-cost extension (i.e., submit a revised work plan and budget to explain how the project and funds will be implemented during the requested extension period).
- c) In case all procedures to assist a partner do not lead to improvement on the part of the partner and the partner on the other hand does not show meaningful efforts to make improvements, the Secretariat will report this challenge and its final decision on the

partner-awardee to the Governance Committee who will have the final decision on the matter, which may include suspension of the partner or closure of the sub-grant.

9. Coalition Strategy

The governance committee will be tasked with initiating the process of reviewing and refreshing the COMPASS coalition strategy every three to five years (as determined by the committee).

Coalition strategy should be developed in a transparent and participatory manner that encourages the involvement of partners across the coalition, for example, through the convening of a strategic planning working group with representation from across the coalition and including representatives of groups most impacted by HIV and global health inequity, including AGYW, PLHIV, young people and KPs. Coalition strategy development should be preceded and informed by an updated landscape analysis

The COMPASS Governance Committee and any strategic planning working group will be tasked with orienting all COMPASS partners to the updated strategy and validating the updated language and strategic priorities with partners before finalizing.

Appendix 1: Glossary of Terms

AGYW: Adolescent Girls and Young Women aged 15 to 24.

Advocacy: Any action that speaks in favor of, recommends, argues for a cause, supports or defends, or pleads on behalf of others.

Campaign: An organized course of action to achieve a goal.

COMPASS: Coalition to build Momentum, Power, Activism, Strategy, and Solidarity. It is an innovative, data-informed and audacious North-South collaboration of civil society organizations working in the global North and in East and Southern Africa.

Country Partners: Civil society organizations on networks based in COMPASS focus countries (currently Malawi, Tanzania, and Zimbabwe). Country partners are members of COMPASS country-level coalitions and COMPASS on a global level. Country partners implement advocacy campaigns that are context-specific and responsive to the priorities in their countries.

Data/ evidence: Available body of facts or information indicating whether a belief or proposition is true or valid.

Governance: Structures and processes that are designed to ensure accountability, transparency, responsiveness, rule of law, stability, equity and inclusiveness, empowerment, and broad-based participation.

Global Partners: Civil society organizations not based in one of the three COMPASS countries (Malawi, Tanzania, and Zimbabwe) implementing work that is regional and global and not specifically country-focused. Global partners provide technical support to COMPASS country partner campaigns in key strategic areas.

Grants: Quantity of money, i.e., financial assistance, given by a government, organization, or person for a specific purpose. Unlike a loan, you do not have to pay back the money. In some cases, the receivers of grants who do not implement their projects as agreed will have to refund the money to the donor.

Health Security: Existence of strong and resilient public health systems that can prevent, detect, and respond to infectious disease threats, wherever they occur.

Key Populations: Groups who, due to specific higher-risk behaviors, are at an increased risk of HIV, irrespective of the epidemic type or local context. They often have legal and social issues related to their behaviors that increase their vulnerability to HIV.

MERL: Acronym that stands for Monitoring, Evaluation, Results and Learning.

Participatory: Impacted people/groups directly participate in decision making, either individually or through a representative

Policies: Set of ideas or plans that is used as a basis for making decisions, especially in politics, economics, or business

Regional Partners: Civil society organizations or networks based in Africa. Regional partners are members of COMPASS regional-level coalitions and COMPASS on a global level.

Technical support: Sharing technical skills and expertise with another partner to help them strengthen their campaign activities, organizational operations or another area of work

Appendix 2: Conflict of Interest Resolution Policy

A2.1 Introduction

The sole purpose of COMPASS Conflict of Interest Policy is to protect itself and its members from conducting inappropriate business or making arrangements with its partner-members, persons of interest, or any other party who would unduly benefit directly or indirectly from funds, resources or other benefits meant for the collective COMPASS.

A conflict of interest policy is intended to ensure that when actual or potential conflicts of interest arise, COMPASS has a process in place under which the affected individual will advise the secretariats at the country, the grant holding secretariat and ultimately the governance committee about all relevant facts concerning the situation. A conflict of interest policy is also intended to establish procedures under which individuals who have a conflict of interest will be excused from voting on such matters.

Conflicts are undesirable because they potentially or eventually place the interests of individuals above collective interests. The duty of loyalty to COMPASS will generally require all its members to prefer the interests of the collective-COMPASS, above individual interests.

It is important for COMPASS partners, national secretariats, and the Governance Committee to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of coalition and that the appearance of conflict of interest can be troublesome even if there is in fact no conflict of interest whatsoever.

A2.2 Conflict of Interest Definitions

A2.2.1 Conflict of Interest

Conflict of interest occurs where individuals' obligation to further the COMPASS Coalition purposes is at odds with their own (personal or organizational) financial and other beneficial interests.

A2.2.2 Individual

The individual having a conflict of interest in this case could mean a person or a member organization of the COMPASS Coalition.

A2.2.3 Interested Person/Party

Any member of the COMPASS Coalition, National Secretariat, Grant holding Secretariat or Governance Committee with delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

A2.2.4 Financial Interest

An individual has a financial interest if he/she, directly or indirectly:

- (a) Owns an investment that has an interest in arrangements of a financial nature involving the COMPASS Coalition,
- (b) In the process of representing the mechanism benefits unduly from arising opportunities

(c) Makes inappropriate arrangements to compensate individuals akin to the investment decision within the COMPASS Coalition in favor of his or her interests.

(d) Withholds information of a financial nature from the coalition so as he or she may eventually unduly benefit from it

A2.2.5 Existence of a Conflict of Interest

Benefits may be direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Sub Section 3.3, part 3.3.2, a person who has a financial interest may have a conflict of interest only if the governing committee decides that a conflict of interest exists.

A2.3 Conflict of Interest Procedures

A2.3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of financial interest including all material facts to the National Secretariat, Grant holding secretariat or the Governance Committee whichever the case may apply, delegated with powers in relation to the proposed transaction or financial arrangement

A2.3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting discussing the issue of his/her financial interest while the determination of a conflict of interest is being discussed and voted upon. The remaining committee members shall decide if a conflict of interest exists.

A2.3.3 Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at either the National Secretariat, Grant holding secretariat for the Governance Committee whichever the case may apply, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The chairperson of the meeting where the conflict of interest has been declared, if appropriate, appoints a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the meeting where the conflict of interest has been declared, shall determine whether the COMPASS Coalition can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the meeting where the conflict of interest has been declared, shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the COMPASS Coalition's best interest and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether or not to enter into the transaction or arrangement.

A2.3.4 Violations of the Conflicts of Interest Policy

(a) If the meeting where the conflict of interest has been declared, has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the meeting where the conflict of interest has been declared, determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

A2.3.5 Conflict of Interest Records of proceedings

(a) Records of proceedings of when a COMPASS member discloses a possible conflict of interest and actions should be taken by the meeting where the conflict of interest has been declared, for safeguard purposes. It is imperative to keep minutes at all meetings where the conflict of interest has been declared, especially if the agenda includes possible conflict of interest among members.

(b) The minutes of the meeting where the conflict of interest has been declared shall contain:

(i) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

A2.4 Conflict of Interest Compensation

A2.4.1 Voting members of the meeting where the conflict of interest has been declared, are prohibited from approving compensations when they clearly have a conflict of interest. For example, a family or organizational member of the interested person within the meeting where the conflict of interest has been declared, will fall in this scenario.

A2.4.2 A voting member of the meeting where the conflict of interest has been declared, who receives compensation, directly or indirectly, from the COMPASS Coalition for services is precluded from voting on matters pertaining to that member's compensation.

A2.4.3 A voting member jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the COMPASS Coalition for services is precluded from voting on matters pertaining to that member's compensation.

A2.4.4 No voting member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the COMPASS Coalition, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

A2.5 Conflict of Interest Annual statements

- (a) All COMPASS Partners should sign an agreement statement which affirms that they have received the conflict of interest policy, understand the policy, and agree to comply with it. This record should be kept by the COMPASS Coalition Secretariat.
- (b) Each director of COMPASS Coalition Organizations, and member of the Governance Committee with delegated powers shall annually sign a statement which affirms such partner:
 - (i) Has received a copy of the conflict of interest policy,
 - (ii) Has read and understands the policy,
 - (iii) Has agreed to comply with the policy, and
 - (iv) Understands that the sole mission of COMPASS Coalition is to strengthen the collective responsibility of its members

A2.6 Conflict of Interest Periodic reviews

- (a) Periodic reviews of adhering to the conflict of interest policy should be taken by the Governance Committee to prevent or curtail harmful activities that will derail the COMPASS Coalition from fulfilling its purpose effectively.
- (b) The periodic reviews shall, at a minimum, include the following subjects:
 - (i) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - (ii) Whether strategic working partnerships and arrangements with vendors conform to the COMPASS Coalition's written policies, are properly recorded, reflect reasonable investment or payments for goods and services purchased and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

A2.7 Conflict of Interest Use of outside experts

- (a) The use of outside experts is costly, however, should be considered from time to time to gauge progress in various areas of the COMPASS Coalition including the implementation of the Conflict of Interest policy. Conflict of interest should also be guarded in selecting external experts who may not rise up to the tasks.
- (b) When conducting the periodic reviews as provided for in Article 3.7, the coalition may, but need not, use outside advisers. If outside experts are used, their use shall not relieve the National Secretariats, Grant holding Secretariat and the Governing Committee of their responsibility for ensuring periodic reviews are conducted.

Appendix 3: Conflict Resolution Process

A3.1 Introduction

A conflict situation is one in which two or more interdependent parties experience strong and incompatible emotions, opinions and/or beliefs. One of the parties or an observer must recognize the discord as a problem amongst group members. Incompatibility emanates from competing interests in which groups or individual members seek to influence the outcome of a conflict situation in their favor. The process of conflict resolution means formal or informal procedures are followed to resolve disputes or disagreements. It targets reconciling competing interests using mechanisms that promote and protect human rights of the conflicting parties and the interests of the organization.

Conflict Resolution Process

It is in the spirit of COMPASS that conflicts should be addressed in a timely manner and resolved appropriately.

- a) The coalition will strive to resolve differences at the lowest unit possible. Conflict resolution will only be escalated when consensus has not been reached despite a good faith, effort, and where achieving resolution is necessary for meeting COMPASS objectives.
- b) When in-country/inter partner conflict arises, the COMPASS Country Coordination Office should engage with the secretariat as necessary to assist in conflict resolution.
- c) When consensus cannot be reached in-country, or if the conflict is between the country coordinator/secretariat and a COMPASS partner, any of the relevant parties to the conflict should simultaneously elevate the issue to the regional coordinator. If the conflict includes the regional coordinator, the issue should be directly elevated to the COMPASS Global coordinator.
- d) All those entrusted with the mandate of providing solutions to conflict situations should make a good faith effort to resolve the differences in accordance with COPASS's core principles and values, reaching consensus wherever possible.
- e) If all prior efforts fail to achieve consensus fail at all levels , the matter will be referred to the Governance Committee whose decision on the matter is to be considered decisive within COMPASS.

Conflict Resolution Methods

Some of the methods that the COMPASS Coalition will use to resolve conflict include negotiation, mediation, arbitration, or presenting concerns to the office of the ombudsman or any other equivalent public office.

a. Negotiation

The COMPASS Coalition National Secretariats or Grant Holding secretariat whichever the case may apply will indulge conflicting parties in collaborative efforts to identify underlying interests

and explore the desire of each individual/group to solve the conflict. Negotiation will aim to address issues of conflict without causing harm to the reputation of any party. The parties will also identify the best alternative to a negotiated agreement (BATNA) in case the conflicting parties fail to resolve their conflict. Conflicting COMPASS Coalition parties will brainstorm options like tradeoffs on issues to attain an agreeable outcome to the conflict without involving third parties.

b. Mediation

When using mediation to solve conflict, COMPASS Coalition will enlist the services of an impartial third party with training in mediation or conflict resolution. The mediator will encourage the conflicting parties to voluntarily explore their underlying concerns in the dispute without imposing solutions on them.

c. Arbitration

In arbitration COMPASS Coalition will involve a third party to listen to the concerns/arguments and make (a) decision(s) according to evidence that each party will present. The decision (s) will be confidential and binding to the conflicting parties. Conflicting parties may not appeal the arbitrator's decision but will negotiate pertinent components of the arbitration process including the participation of lawyers and the standards of evidence that will be presented.

d. Ombudsman

The COMPASS conflict resolution process will also involve the services of an Ombudsman. The Ombudsman could assist partners vs partners, partners vs country secretariats/ COMPASS Secretariat solve their conflicts in a number of ways.

The first being to provide a listening ear to understand the specific, partner-related concerns and assist the partner review options depending on their preferences. The ombudsman may then offer individual conflict resolution-coaching sessions. Alternatively, they could also offer to facilitate difficult conversations, conduct mediations, or specific interventions to address conflicts within conflicting coalition teams.

Secondly, the ombudsman may also assist coalition members who have a question about anything in COMPASS or the application of a policy, but don't know how to ask them. They can assist partners with any type of partner-related conflict, question or concerns. Partners will be encouraged to air out their concerns as early as possible at any one time. This early intervention can help prevent situations from escalating and becoming unmanageable.

In case of need, the COMPASS secretariat will assist the partners access the services of an ombudsman so as all arising issues may always be addressed as early as possible.

A3.2 Conflict-resolution procedures

The COMPASS Coalition will use the progressive approach to conflict-resolution. This means that an aggrieved party will escalate a matter from the lowest level of resolution to the highest one. Only serious cases will be escalated to the highest level; otherwise, most cases should be

addressed at the first or second level of solving conflict. Conflicting parties will present their cases to be addressed as follows:

Step one: Conflicting parties should mutually attempt to resolve the issue at hand before involving a skilled and impartial mediator that is agreeable to both of them. At this level, the mutually agreed upon mediator will be a member of the COMPASS Coalition. In case the two parties fail to reach an agreement, the resolution process will be escalated to step two. The internal mediator will brief the second internal mediator and hand over the case to him/her.

Step two: At this level, the conflicting parties will still work with a mutually agreed upon internal mediator on structured terms. The parties can also agree on whether to include a witness each for both of them. The two witnesses should be members of the COMPASS Coalition to prevent spillage of the conflict to external levels.

The mediator will structure the process of resolving the conflict as follows:

- a. Lay the foundation for resolving conflict by setting up ground rules based on the principles in section 6.2.
- b. Agree upon the benchmark for resolution, i.e., whether the matter will be settled by consensus, vote, etc.
- c. Define the problem by identifying issues that both parties view as the causes of conflict between them.
- d. Permit both parties to state their positions on the conflict. This process should be formal. It should be based on a discussion that will lead to a documented decision. If the conflicting parties cannot agree, the process will be escalated to step three. The internal mediator will brief the two parties, the secretariat and the executive on the matter and hand over documents of the case to the National Secretariat, Grant Holding Secretariat and Governance Committee.

Step three: At this level, the internal mediator will brief the two parties and involve one representative each from the COMPASS Coalition National Secretariat. The COMPASS Coalition Secretariat will explore the possibility of having the conflicting parties mutually resolve the conflict before appointing one of their members who is considered impartial to mediate the conflict.

The mediator will facilitate the two parties in addressing the issues cited in step two. One representative from the executive/secretariat will document the case as the secretary of the meeting.

If the two parties cannot agree at this level, the process will be escalated to step four. The two members of the executive and the secretariat will present a report on the matter to the chairpersons of the executive and the secretariat. Documents on steps one, two and three processes of resolving the conflict will be annexed to the report by the secretariat.

Step four: The Grant Holding Secretariat convene a meeting to discuss the following items:

- a. The nature of the disagreement;

- b. A summary of the unsettled issue (s);
- c. The positions of each party and their respective desired solutions;
- d. The actions that have been taken to seek a resolution.

The conflicting parties will present their case to the Grant Holding Secretariat orally or in a written submission. The Grant Holding Secretariat will take a decision and document the case in its summary meeting and minutes.

If both or either of the two conflicting parties are/is not satisfied with the decision of the committee, the matter will be escalated as an appeal to the COMPASS Governance Committee.

Step five: Both or either of the conflicting parties will present their appeal to the Governance Committee Chair, including all the documents pertaining to steps one, two, three and four. The Governance Committee Chair will decide on whether the matter may be presented to the Governance Committee for hearing through oral or written submissions. If the Chairperson of the Governance Committee rejects the appeal, the Governance Committee's decision will be final. If the Chairperson accepts the appeal, the decision of the Governance Committee will be documented in its summary meeting and is final and decisive in the COMPASS Coalition.

N/B: If the conflict arises from issues of COMPASS Coalition funds, the Governance Committee may decide not to approve new allocations and may also cancel existing allocations.

If not satisfied with the Governance Committee's decision the conflicting parties will be at liberty to pursue other means of recourse such as seeking for arbitration or present it to the Ombudsman, mediation, or any equivalent partaking.

Appendix 4: Monitoring and Evaluation Framework

A4.1 Monitoring Governance Manual Implementation and Partner Adherence

The governance manual lays out guidance on the roles and responsibilities for the COMPASS Coalition as a whole, as well as individual partners within the Coalition and how the Coalition will operate. To be successful, it is important that all members and the Coalition hold themselves accountable to the guidelines, structures, and responsibilities outlined in this governance manual. The MERL team will work with Governance Committee, Secretariat, and COMPASS Coalition members to develop a framework for tracking the implementation of the Governance Manual. This will include developing systems to monitor adherence to the governance structures as outlined in this document, developing mechanisms for accountability if there is poor adherence, and developing feedback mechanisms to transparently communicate the implementation successes and challenges to all partners. Additionally, the MERL team will develop and adapt existing tools (e.g., the Coalition Health Scorecard) to assess adherence and provide key results that the Coalition can use for decision-making. These accountability mechanisms will be used to determine actions in the event of poor or non-adherence by a partner or the Coalition, and to inform adjustments to the governance manual and guidelines if needed.

A4.2 MERL

The sustainability of the COMPASS advocacy network in sub-Saharan Africa depends not only on civil society capacity to achieve results, but also on partner capacity to document those results and use the resulting data both internally to improve impact and externally to demonstrate their value to stakeholders and funders. In light of this, the MERL team is responsible for overseeing all systems and tools related to monitoring COMPASS implementation, evaluating the outcomes of the Coalition's work, generating results to share internally and externally, and disseminating learnings to the COMPASS Coalition. At the Coalition level, the MERL team is responsible for developing, implementing, and managing all MERL systems. At the partner level, the MERL team is responsible for working with partners to build their MERL skills and complete reporting tools. The MERL team will also work with the MERL Champions in each country's coalition to outline the framework for MERL functions and activities at the country level.

The following activities will be completed on a routine basis by the MERL team:

- Work with partners to complete C-CAATs and SPARC stories on a quarterly basis
- Conduct the Coalition Health Scorecard annually to assess the strengths, challenges, and needs of the Coalition. Results may also inform decision-making and accountability mechanisms around implementation of the governance manual.
- Work with the Secretariat/ Governance Committee to monitor adherence to the Governance Manual
- Develop and disseminate newsletters highlighting SPARC stories
- Collate and share lessons learned, based on findings from the C-CAAT and other reporting tools with the Coalition

- Develop and implement additional reporting tools as needed

In alignment with the overall goals for the COMPASS MERL plan, our approach will be geared towards: (i) supporting coalition partner learning to improve advocacy efficacy, efficiency and impact and (ii) ensuring documentation supportive of project management and dissemination of best practices to a wider audience

Appendix 5: COMPASS Communication Guidelines

5.1 Purpose of Communication Policy

The communication policy intends to regulate mechanisms of internal and external communication. The policy spells out types of information to be sent to different audiences and the media to be used. It also designates the communication function to specific persons within the coalition. It establishes an environment for developing positive, consistent and evidence-based messages in print, verbal and electronic form.

5.2 The official spokesperson

The COMPASS Global Coordinator will be the official spokesperson because this individual is conversant with the aspirations, structure and operations of the coalition. This approach will prevent potential communication inaccuracies, conflicting messages, and leakage of information. The COMPASS Global Coordinator may from time to time request different COMPASS Coalition members to speak on behalf of the coalition depending on their competence on the matter being discussed.

5.3 Internal Communication

The purpose of COMPASS internal communication is to establish a structured means of disseminating relevant, accessible, accurate and appropriate information in content and quality. COMPASS partners will be encouraged to share important information with their peers about past, current, future activities and events. The partners must follow laid down channels of internal communication and comply with the provisions of the governance manual in doing so.

5.4 Communication channels

The main channels of internal communication among and to COMPASS Partners will include:

5.4.1 COMPASS Secretariat' Bulletin

The COMPASS e-bulletin serves as a platform to share relevant information and updates to members, such as training offerings, employment vacancies, and other announcements of interest. The frequency of the bulletin will be quarterly, or monthly, depending on the preference of the secretariat. The secretariat will compile bulletin contents by soliciting contributions from the membership; these contributions are to be shared with the secretariat in advance for editing, review and approval ahead of publication.

5.4.2 Members' surveys

COMPASS will use annual members engagement surveys to gather information and give feedback to the membership before disseminating it. Members' survey themes will depend on gaps, interventions and areas of common concern to the membership. Before disseminating the results of the survey, they will be reviewed by the relevant COMPASS Secretariat team.

5.4.3 Members' email addresses

The COMPASS secretariat will disseminate key information to its members through their emails. Members will also be expected to communicate or give feedback to the secretariat through the use of emails. Emails will also be used to promote upcoming COMPASS events and activities to members. It is therefore incumbent on members to regularly check their emails to see whether there are any emails from the secretariat.

5.4.3 Google Group and WhatsApp Group

Other official communication channels include the COMPASS Google and WhatsApp Groups. Detailed guidelines on their usage are below.

5.5 Media Relations

COMPASS will ensure that quality and factual information is disseminated to the media. The following guidelines apply with respect to media communication:

All media/press inquiries are to be handled by a spokesperson designated/appointed to represent the organization by the COMPASS Global Coordinator at any given moment.

All media/press communication including press releases or promotional materials must be approved by the COMPASS Global Coordinator or designated person prior to dissemination.

Only the COMPASS Global Coordinator or a designated person is authorized to speak with the media. The designated person will collaborate with the COMPASS Global Coordinator on message development and coordinate the process of responding to inquiries and the dissemination of information to the media/press.

Partners and employees of the COMPASS Coalition other than the COMPASS Global Coordinator will not make statements, provide information for distribution or provide background information unless specifically directed to do so by the COMPASS Global Coordinator.

5.6 Social Media

COMPASS embraces the idea of social media networks and allows members to work and communicate together without meeting face to face. Members must only use COMPASS designated social media sites for designated purposes including COMPASS events and activities.

Use of the COMPASS social media networks must comply with the following guidelines:

- Honesty about one's identity.
- Clarity that personal views expressed are the members' alone and not those of COMPASS.
- Members speak for themselves, but their actions reflect back to COMPASS.
- Respect for the privacy of offline conversations.
- No use of inappropriate graphics in the workplace or at COMPASS activities and/or events

- No Taking or use of photographs without a participant's permission when acting for COMPASS.

5.7 Electronic Media

COMPASS respects members' online social networking and personal internet use. A member's online presence can however affect COMPASS as one's words, images, posts, and comments can reflect or be attributed to COMPASS. Members of COMPASS should be mindful to use electronic media, even on their personal time, responsibly and respectfully.

It shall be considered a breach of acceptable conduct to post on any public or private website or other forum, including but not limited to discussion lists, newsgroups, listservs, blogs, information sharing sites, social media sites, social or business networking sites such as LinkedIn, Facebook, or Instagram, chat rooms, telephone-based group communications such as Twitter, or any other electronic or print communication format, with any of the following:

- (a) Anything that may harm the goodwill or reputation of COMPASS or any disparaging information about COMPASS.
- (b) Any disparaging, discriminatory or harassing information concerning any client, member, agent or other person associated with COMPASS.
- (c) Using the internet to settle scores and harass people. COMPASS's policies prohibiting harassment apply online as well as offline.
- (d) Any confidential information, trade secrets, or intellectual property of COMPASS obtained during membership/service, including information relating to finances, research, development, marketing, customers, operational methods, plans and policies.
- (e) Any private information relating to a client, member or agent of COMPASS.

Members endorsing COMPASS' products or services must disclose their relationship with COMPASS and ensure that endorsements do not contain representations that are deceptive or cannot be substantiated. If a member is speaking about COMPASS-related content or about COMPASS, they must either clearly identify themselves as COMPASS Partners, or speak in the first person and use a disclaimer to make it clear that the views expressed belong solely to them. In addition, the following statement must be used, "The opinions expressed on this site are my own and do not necessarily represent the views of COMPASS."

5.8 Crisis Communications

A crisis or emergency is an event that may negatively impact COMPASS or its stakeholders. In the context of COMPASS, the words, "crisis" and "emergency" (real or perceived) are used interchangeably in reference to any situation that:

- Requires immediate and coordinated action to minimize impact on members, stakeholders, COMPASS and the general population

- Has a significant impact on the operations or reputation of COMPASS.

COMPASS recognizes that a structured communication strategy is vital for an effective response to, and recovery from crises/emergencies. As the crisis is contained, the need to communicate is immediate and continues for several days after. COMPASS members, beneficiaries and stakeholders must be reached with specific information. Designated COMPASS communication officials must deliver strategic, coordinated, clear and consistent internal, public and media messages during crises/emergencies. The image of the COMPASS must therefore be protected all the time that crises/emergencies arise.

In case of crises/emergencies, members of COMPASS will comply with the steps listed below:

a) COMPASS members and parties acting on behalf of COMPASS will:

- Share all facts of an emerging situation with the secretariat/ governance committee immediately;
- Monitor the unfolding situation and provide regular updates;
- Assess the current threat level and potential for escalation; and
- Coordinate any actions needed to mitigate potential risks for COMPASS stakeholders.

b) The COMPASS secretariat has the primary responsibility for liaising with members, external crisis mitigation agencies and other significant actors to assess the reliability of information received about the crisis.

c) Depending on the severity of the emergency, the COMPASS Global Coordinator will have the primary responsibility for:

- Developing the appropriate communication strategy,
- Providing the content of official messages, in coordination with COMPASS members and other actors, and
- Overseeing the dissemination of messages on official COMPASS positions to internal and external constituents.

d) The COMPASS secretariat will establish an internal emergency/crisis response team to:

Make recommendations regarding appropriate messaging language and tactics, as needed;

- Communicate and coordinate with relevant actors (e.g., Public Affairs & Media Relations offices);
- Communicate with the media, issue talking points, and coordinate media releases;
- Control and correct mis/disinformation and rumors; and
- Communicate with the COMPASS members.

To prevent confusion, reduce uncertainty, and help ensure that all information being released is accurate and consistent, all COMPASS members will adhere to the following communication policies during crises:

- a) All actions and messages will be coordinated through the secretariat.
- b) COMPASS official messages communicated to internal and external constituents will be timely, honest, concise, professional, consistent, accessible, and empathetic.
- c) Accuracy of messages to COMPASS constituents will be verified and the designated COMPASS officials will develop an official response.
- d) COMPASS communications will comply with confidentiality laws and be sensitive to the privacy of COMPASS members and other stakeholders.
- e) COMPASS secretariat will use and monitor the official Facebook, Twitter accounts and other social media, as needed, to reach constituents on updates about unfolding events

5.9 COMPASS Communications Platforms Guidelines:

COMPASS utilizes the following communications platforms to organize ourselves as a coalition, keep each other informed of campaign activities, and share opportunities for collaboration to strengthen our advocacy work.

<u>Platform</u>	<u>Description</u>
COMPASS Africa Google Group	<p>compassafrica@googlegroups.com</p> <p>Listserv where all COMPASS partners can share resources, meeting links, webinars, etc.</p> <p>Managed by the COMPASS Secretariat.</p>
COMPASS Partners WhatsApp group	<p>Messaging app where all COMPASS partners can share resources, meeting links, webinars, relevant information, etc.</p> <p>There are also topic-specific sub-groups.</p> <p>Managed by the COMPASS Secretariat</p>

As a member of COMPASS utilizing these platforms, you must adhere to the following guidelines:

- a. Keep it focused: WhatsApp and Google Groups can be useful tools for quickly disseminating information and coordinating action. Use these platforms to communicate specific, targeted messages about advocacy efforts. Avoid using it for general discussions or unrelated topics.

- a. Do not spam: It's important to be efficient in your messaging, but don't send so many messages that group members become overwhelmed.
- a. Be respectful: Always treat your fellow advocates with respect, even if you disagree with them. Harassing or threatening behavior will not be tolerated.
- a. Respect privacy: Respect group members' privacy by not sharing contact information without consent.
- b. Permission: Before sharing any information outside of a group, it is mandatory to obtain permission from the person who provided the information. This ensures that the person is aware that the information will be shared or has the opportunity to object if they do not want it to be shared – this will help prevent the accidental or intentional dissemination of sensitive or confidential information.
- c. Attribution: If permission is received to share information outside of the group, make sure that proper attribution is given to the original source. This can help to protect the reputation of the group and ensure that any information shared is accurately represented.

Failure to adhere to any of the above guidelines may result in membership termination from all COMPASS communications platforms. The consequence for nonadherence will be determined by the nature of the violation at the discretion of the governance Committee.

Please note that the COMPASS Africa Google Group and COMPASS Partners WhatsApp group (and sub-groups) are for active COMPASS members only. Individuals who are no longer members of COMPASS will be removed from these platforms. Former members who would like to stay informed about ongoing COMPASS activities can join a separate COMPASS email list upon request. Please contact the COMPASS Secretariat to be added to this list.

Appendix 6: COMPASS Sexual Harassment Policy

Introduction

COMPASS is committed to responding swiftly to all reports of harassment within the coalition, and partners are encouraged to report any incidents of harassing conduct, no matter how minor, to allow for early intervention and prevent the conduct from escalating.

Processes for Reporting and Investigating Harassment

Any person can report an incident or behavior that they believe constitutes harassment in violation of COMPASS' Sexual Harassment policy via the [COMPASS Complaint Reporting Form](#) and/or to anyone listed on the [COMPASS Complaint Reporting Contact List](#). A person does not have to have been the harmed party, target, or direct witness of the conduct in order to make a report.

Reports may be made orally and/or in writing. You may also access the online form for reporting harassment in [here](#). A person may submit a complaint anonymously, though this may inhibit the investigation or results that are possible.

Any person on the *COMPASS Complaint Reporting Contact List*, upon becoming aware of an incident of harassment, **must** immediately report this to their COMPASS country coordinator (if a country partner) or the global COMPASS secretariat coordinator (if a global partner or country partner) who will bring the complaint to the Governance Committee directly or via the [online reporting form](#), which is received by the global COMPASS secretariat coordinator and will be brought to the Governance Committee. If the COMPASS country coordinator or global secretariat coordinator is the subject of the complaint, the complaint should be submitted to another member of the COMPASS Governance Committee and/or anyone included on the *COMPASS Complaint Reporting Contact List*. No person who is implicated in a complaint will have a role in the investigation, nor will they be notified except as a subject of the investigation.

Responses to the sexual harassment report

The COMPASS Governance Committee and Secretariat will make every effort to coordinate its response in collaboration with the partner organization employing the subject of the complaint to facilitate internal disciplinary action with the employer. In addition, disciplinary action at the COMPASS level, up to and including removal from working with the coalition, will be taken where it is determined that a manager or other supervisory personnel either engaged in conduct prohibited by this policy, failed to report violations of this policy or complaints of workplace discrimination or harassment to the COMPASS Governance Committee or to relevant internal staff within the partner organization, or allowed such behavior to continue.

Once aware of an alleged incident or other possible harassment, whether discovered due to a report or through rumors or other means, an investigation will be initiated into the conduct at issue by the Governance Committee and/or Secretariat. If action is being taken at the partner organizational level, the Governance Committee/Secretariat will request to be informed of the outcomes of the process to determine whether a further investigation will take place at the COMPASS level. COMPASS may consult or involve legal counsel, an HR or harassment expert, or other third party for assistance in any report or investigation at any stage deemed necessary. COMPASS may also engage a third party to assist with or conduct an investigation.

COMPASS will take non-punitive interim measures while an investigation is pending for the protection of individuals affected by the harassment, including the complainant, harmed party, or any other affected parties. Such measures may include, but are not limited to, temporary suspension of projects and participation in COMPASS in-person and virtual activities.

The Process of Investigation

Investigations will generally follow these below steps:

1. The Governance Committee will interview the complainant, if one exists, to learn more about the details of the conduct at issue.
2. The Governance Committee will interview the party or parties alleged to have been harmed by the harassment, if different from the complainant, to learn more about the details of the conduct at issue. The Governance Committee and party or parties will determine what measures are necessary to ensure they continue to feel safe and comfortable within the coalition
3. The Governance Committee will interview all additional witnesses, if necessary.

4. The Governance Committee will interview the subject of the investigation.
5. Within a reasonable period of time after interviewing the subject (within 2-4 weeks), the Governance Committee will notify the subject of the outcome of the investigation and, if harassment was found to have occurred, the discipline, consequences, or next steps to be administered.
 1. Potential consequences for violating this policy may include, but are not limited to, a warning, a written reprimand, suspension, or removal. Other outcomes may include additional training; mediation; restorative justice processes, if all parties are agreeable to them; or other solutions which ensure all harmed parties feel comfortable and which are deemed necessary steps to prevent the recurrence of harassment.
 2. The Governance Committee will prepare and store a report documenting the investigation and its outcome.
 3. Inform the harmed party or parties and, if appropriate, complainant of the outcome of the investigation. Share, to the extent possible, any consequences or next steps decided upon.

Other provisions

* If anyone on the Governance Committee is the complainant or the subject of the complaint or behavior, they will not be allowed to conduct these interviews nor implement next steps or outcomes.

All aspects of the complaint and investigation procedure will be handled as discreetly as possible. Complete confidentiality cannot be guaranteed.

COMPASS will vigorously advocate for the rights and safety of our members who have been harmed by harassment. People are encouraged to report any incidents of harassing conduct, no matter how minor, to allow for early intervention and to prevent the conduct from escalating.

Sample Online Reporting Form

COMPASS Complaint Reporting Form

The purpose of this form is to provide a clear and concise way for individuals to report incidents of harassment that you have experienced, witnessed, and/or have been informed about to ensure that the complaint is documented and addressed appropriately.

Please note that you may submit the form anonymously by opting not to include your name.

The name and photo associated with your Google account will be recorded when you upload files and submit this form. Your email is not part of your response.

1. Complainant's Name (*leave blank if reporting anonymously*):
2. Complainant's Organization/Position (*you may leave blank if reporting anonymously*):
3. Target of Complained-Of Conduct: Complainant (you) Other Individual
4. If Other Individual, Name/Position/Organization of Affected Individual:
5. Name of accused
6. Organization/Position of Accused:
7. Date(s) and Time(s) of Incident(s):

8. Location of Incident(s):
9. Description of Incident / Complained-Of Conduct (details of what happened, names of individuals involved, etc.)
10. Attach any supporting documents, such as emails and text messages if necessary:

Submit Form