

## **Program and Budget Committee**

### **Thirty-Sixth Session Geneva, June 19 - 23, 2023**

#### **PROPOSED AMENDMENTS TO THE TERMS OF REFERENCE OF THE WIPO INDEPENDENT ADVISORY OVERSIGHT COMMITTEE**

*Document prepared by the WIPO Independent Advisory Oversight Committee (IAOC)*

1. The Terms of Reference (ToR) of the WIPO Independent Advisory Oversight Committee (IAOC) mandates that the IAOC periodically review its ToR to enable the Member States to review the ToR at least every three years. The ToR were last amended by the WIPO General Assembly on October 15, 2021 (document A/62/12).
2. Whereas the latest review was focused solely on the selection process, the present amendments proposed by the IAOC relate to its responsibilities and functioning. The IAOC had initiated its review at its 60<sup>th</sup> session in March 2021, and continued to deliberate on its proposals at its 64<sup>th</sup> and 65<sup>th</sup> sessions, in March and May 2022, respectively. The IAOC shared its proposals with the Secretariat, and discussed the latter's comments thereon at its 64<sup>th</sup> session, after which time a revised draft was shared with the Secretariat. Subsequently, the revised draft was shared with Member States through the Group Coordinators. Comments received were considered collectively by the IAOC *via* email exchange.
3. In consideration of the incoming five new members of the IAOC, it was decided to postpone the submission of the proposed amendments. At its 68<sup>th</sup> session in March 2023, the IAOC, with its new members on board, resumed the discussion and revisited the earlier proposals. The IAOC decided unanimously to submit its final revised proposal for consideration by the Program and Budget Committee at its 36<sup>th</sup> session. Thus, the recently revised amendments were presented again to Member States through the Group Coordinators.

4. The proposed amendments to the ToR aim at:
  - incorporating relevant recommendations of the Joint Inspection Unit resulting from its Review of Audit and Oversight Committees in the United Nations System (JIU/REP/2019/6); and
  - taking into account issues raised during the IAOC's self-assessment done at its 59<sup>th</sup>, 63<sup>rd</sup> and 67<sup>th</sup> sessions in December 2020, December 2021, and December 2022, respectively.
5. The IAOC hereby submits its proposals for consideration by the Program and Budget Committee and approval by the WIPO General Assembly. The final proposed amendments are presented in Annex I as "Proposed Amendments to the WIPO Independent Advisory Oversight Committee Terms of Reference". To facilitate a review, Annex II contains a table that shows the proposed amendments in track changes format.
6. The following decision paragraph is proposed.

*7. The Program and Budget Committee (PBC) recommended to the WIPO General Assembly to approve the proposed amendments to the Terms of Reference of the WIPO Independent Advisory Oversight Committee (IAOC) contained in Annex I of document WO/PBC/36/10.*

[Annexes follow]

## **PROPOSED AMENDMENTS TO THE WIPO INDEPENDENT ADVISORY OVERSIGHT COMMITTEE TERMS OF REFERENCE**

Prepared by the WIPO Independent Advisory Oversight Committee

June 1, 2023

### **A. PREAMBLE**

1. In September 2005, the WIPO General Assembly approved the establishment of a WIPO Audit Committee. In September 2010, the WIPO General Assembly approved a change to the title of the Committee to the Independent Advisory Oversight Committee (IAOC) and amended its composition and rotation procedures.

### **B. ROLES AND RESPONSIBILITIES**

2. The IAOC is a subsidiary body of the WIPO General Assembly and of the Program and Budget Committee. It serves in an independent expert advisory capacity and assists the WIPO General Assembly and the Program and Budget Committee in fulfilling their oversight responsibilities.

3. The responsibilities of the IAOC are:

(a) With regard to Financial Reporting:

- (i) To advise on the implication for WIPO of issues and trends apparent in the financial statements and in the WIPO Performance Report;
- (ii) To discuss with Management changes to accounting policies and accounting standards.

(b) With regard to Risk Management and Internal Controls:

- (i) To review and advise on the quality and effectiveness of risk management procedures, including addressing cybersecurity and any other emerging risks;
- (ii) To review and advise on the adequacy and effectiveness of the internal control framework;
- (iii) To review and advise on the adequacy and effectiveness of anti-fraud activities;
- (iv) To review and advise on proposed amendments to the Financial Regulations and Rules.

- (c) With regard to External Audit:
- (i) To exchange information and views with the External Auditor on their overall audit strategy, significant risks and proposed workplans;
  - (ii) To establish a mechanism for discussing with the External Auditor significant audit findings and recommendations;
  - (iii) To consider the Report of the External Auditor and provide comments thereon for consideration by the Program and Budget Committee;
  - (iv) To review the management action in response to the external audit findings and recommendations.
- (d) With regard to Internal Oversight:
- (i) To review, at its last session of the previous year, and advise on the proposed workplan of the Internal Oversight Division (IOD), ascertaining coordination with the External Audit workplan;
  - (ii) To review the implementation of the IOD workplan and the results of internal and external assessments and advise on the quality, effectiveness and efficiency of the internal oversight function and on its organizational independence;
  - (iii) To advise the Director, IOD in cases of significant impairment to his or her independence and objectivity, including conflicts of interest;
  - (iv) To review and advise on proposed internal oversight policies and manuals;
  - (v) To review and advise in the implementation of internal oversight recommendations;
  - (vi) To review periodically, in consultation with the Director, IOD, the WIPO Internal Oversight Charter and recommend amendments, if any, for consideration by the Program and Budget Committee;
  - (vii) To advise the Director General on the appointment and dismissal, if any, of the Director, IOD, including by reviewing the proposed vacancy announcement and the list of pre-screened candidates, and to provide comments to assist the Coordination Committee when considering the endorsement of the proposed appointment;
  - (viii) To provide input to the Director General into the performance appraisal of the Director, IOD;
  - (ix) To provide advice in case of allegations of misconduct against the Director General in accordance with the Internal Oversight Charter (paragraphs 24, 41 and 42);

- (x) To provide advice in case of allegations of misconduct against the Director, IOD, in accordance with the Internal Oversight Charter (paragraph 22). No investigative proceedings into allegations against the Director IOD or previous incumbents shall be initiated without the concurrence of the IAOC;
  - (xi) To review allegations of misconduct against IOD personnel or former IOD staff members and advise the Director, IOD on how to proceed.
- (e) With regard to Ethics:
- (i) To review, at its last session of the previous year, and advise on the proposed workplan of the Ethics Office;
  - (ii) To review the implementation of the work plan of the Ethics Office and advise on the quality, effectiveness and efficiency of the ethics function;
  - (iii) To advise the Chief Ethics Officer in cases of significant impairment to his or her independence and objectivity, including conflicts of interest;
  - (iv) To review and advise on proposed ethics policies;
  - (v) To advise the Director General on the appointment and dismissal, if any, of the Chief Ethics Officer, including by reviewing the proposed vacancy announcement and the list of pre-screened candidates;
  - (vi) To provide input to the Director General into the performance appraisal of the Chief Ethics Officer.
- (f) Other:
- (i) To review and advise on proposed policies or on particular activities or projects, as requested by the WIPO General Assembly or the Program and Budget Committee;
  - (ii) To make recommendations to the Program and Budget Committee on matters within its Terms of Reference, as it considers appropriate.

### **C. MEMBERSHIP AND QUALIFICATIONS**

4. The IAOC shall be composed of seven members, from each of the seven Regional Groups of WIPO Member States. The seven members will be appointed by the Program and Budget Committee following a selection process carried out by a Selection Panel set up for this purpose, to be assisted by the current IAOC. In the event that the IAOC cannot be composed of seven members from each of the seven Regional Groups, the Member States shall be consulted, and take a decision on the matter.
5. The rotation mechanism for the IAOC members will be as follows:

- (a) All members of the IAOC shall be nominated for a term of three years, renewable once. No member of the IAOC shall serve for more than six years in aggregate;
  - (b) Each departing member of the IAOC shall be replaced by a candidate from the same Regional Group to which he or she belongs. If the departing member belongs to a Regional Group that already has another representative, he/she shall be replaced by a candidate originating from the Regional Group(s) not represented in the Committee;
  - (c) The selection process as described in Annex IV shall apply;
  - (d) In case of resignation or demise of a member of the IAOC during his or her term, or if he or she becomes unfit for office, or unable or unwilling to fulfil their duties, a roster/pool of experts identified during the selection process may be used, in order to appoint a replacement to complete the remainder of the term of office.
  - (e) In case of frequent absences, such as two out of four meetings during the year, the IAOC may advise on the desirability of the renewal of the IAOC member.
6. Members of the IAOC shall possess relevant qualifications and relevant and recent professional experience at the senior level, for example, in audit, evaluation, finance, accounting, risk management, investigations, legal affairs, information technology, ethics, human resources management and administration. They shall also possess relevant personal qualities, such as independence, objectivity, impartiality, integrity and strong ethical values. Member of the IAOC should display commitment, and professionalism, and be available to carry out their mandate. They must have strong communication skills and be fluent in English, while a working knowledge of other WIPO official languages is an advantage.
7. The overall composition of the IAOC shall reflect collegiality, as well as the right mix of skills and expertise, taking into consideration gender balance. The IAOC should collectively possess the following competencies:
- (a) Technical or specialist knowledge of issues pertinent to the Organization's business;
  - (b) Public and private sector experience in managing organizations of similar size and complexity;
  - (c) Understanding of the wider relevant environments in which the Organization operates, including its objectives, culture and structure;
  - (d) Detailed understanding of the Organization's governance environment and accountability structures;
  - (e) Oversight or management experience at senior level in the United Nations system;

(f) International and/or intergovernmental experience.

8. Members shall serve in their personal capacity; they cannot delegate their duties and may not be represented by any other person in the sessions of the Committee. In performing their duties, members shall not seek or receive instructions from any Government or any other party.

9. Members of the IAOC shall sign a statement of disclosure of interest.

10. New members should have, or should acquire by a structured induction program organized by the WIPO Secretariat in consultation and with the participation of Member States, an understanding of the objectives of the Organization, its structure and its culture, and the relevant rules governing it.

11. Members of the IAOC and their immediate family members shall not be eligible for employment at WIPO either directly or indirectly during their mandate period and for up to five years after their mandate period. Equally, members of the IAOC shall not have served as a staff member of WIPO within five years of joining the Committee.

#### **D. CHAIRPERSONSHIP**

12. The members of the IAOC shall elect annually a Chairperson and a Vice-Chairperson. In the event of the chairpersonship becoming vacant during the term, the Vice-Chairperson shall assume the office of the Chairperson until the expiration of the predecessor's term and members shall elect another Vice-Chairperson. In the event of both the Chairperson and the Vice-Chairperson being absent, the remaining members may designate an Acting Chairperson from among themselves to conduct the meeting or the entire session.

#### **E. REIMBURSEMENT OF COSTS**

13. Members will not be remunerated for activities undertaken in their capacity as members of the Committee. However, WIPO shall reimburse Committee members, in accordance with WIPO Financial Regulations and Rules, for any travel and subsistence costs that are necessarily incurred in relation to participation in Committee and other official meetings.

#### **F. INDEMNITY OF MEMBERS**

14. Committee members will be indemnified from actions taken against them as a result of activities performed in the course of exercising their responsibilities as members of the Committee, as long as such activities are performed in good faith and with due diligence.

#### **G. MEETING AND QUORUM**

15. The IAOC will meet regularly every quarter in formal session at WIPO headquarters. In exigent circumstances, the Committee may decide to meet either in a virtual or hybrid format to consider issues through consultations and come to conclusions that will have the same force as conclusions arrived at during its regular sessions.

16. A minimum of four members of the IAOC are required to be present for a meeting of the Committee to be quorate.

17. The IAOC may invite officials of the WIPO Secretariat or others to attend its sessions.

18. The IAOC shall meet at least once a year in private sessions with the Director General, the Director, Human Resources Management Department, the Controller, the Director, Internal Oversight Division, the Chief Ethics Officer, the Ombudsperson and the External Auditor, respectively.

#### **H. REPORTING AND REVIEW**

19. The IAOC shall keep Member States informed of its work on a regular basis. In particular, following each of its formal sessions the Committee shall organize an information meeting with representatives of WIPO Member States and submit a report to the Program and Budget Committee.

20. The IAOC shall submit an annual report to the Program and Budget Committee and to the WIPO General Assembly, summarizing its activities, assessments and conclusions. The annual report shall also include the IAOC's comments on the Report of the External Auditor for consideration by the Program and Budget Committee. To this end, the IAOC shall receive a signed copy of the External Auditor's Report at least four weeks prior to the session of the Program and Budget Committee.

21. The Chairperson or other members designated by the Chairperson shall attend ex officio, relevant meetings of the General Assembly and of the Program and Budget Committee. At the invitation of other WIPO committees, the Chairperson or other members designated by the Chairperson may attend meetings of such committees.

#### **I. SELF-ASSESSMENT AND EXTERNAL EVALUATION**

22. The IAOC shall perform an annual self-assessment and independent performance evaluation every three years relative to the Committee's purpose and mandate to ensure it is operating effectively.

#### **J. SECRETARY OF THE COMMITTEE**

23. The WIPO Secretariat, in consultation with the IAOC, shall designate a Secretary to the IAOC who shall provide logistical and technical assistance to the Committee. Furthermore, the IAOC may retain external consultants, as necessary, in a support capacity.

24. Such assistance entails preparing for and attending the sessions of the Committee and assisting with preparing draft reports or any correspondence. Such assistance may also entail research and background position papers in preparation for the sessions of the Committee, as may be requested by the Committee.

25. The performance appraisal of the IAOC Secretary shall be done with input from and in consultation with the Chairperson of the IAOC.



**K. BUDGET**

26. WIPO shall include in its biennial budget a specific allocation for the IAOC, providing for the costs associated with the Committee's mandated activities, namely four formal sessions of four to five days each in principle, attendance by IAOC members at Program and Budget Committee sessions, at the General Assembly, and at other meetings as required, support by the IAOC Secretary, and, as required, external consultants.

**L. INFORMATION REQUIREMENTS**

27. Well in advance of each session, the WIPO Secretariat shall provide the Committee with documents and information related to its Agenda, and any other relevant information. The Committee shall have unhindered access to all staff and consultants of the Organization, as well as access to records.

**M. AMENDMENTS TO THE TERMS OF REFERENCE**

28. Previous revisions to these Terms of Reference have been approved by the WIPO General Assembly in September 2007, September 2010, September 2011, October 2012, October 2015, and October 2018. The latest revision has been approved by the WIPO General Assembly in October 2021 (document A/62/12).

29. Member States will review, at least every three years, the role and responsibilities, functioning and membership of the IAOC. To facilitate that review, the IAOC shall periodically review its Terms of Reference and recommend amendments as appropriate, for consideration by the Program and Budget Committee. Notwithstanding this periodic review, Member States may request such review to be put on the agenda of any session of the Program and Budget Committee.

[Annex II follows]

PROPOSED AMENDMENTS TO THE  
WIPO INDEPENDENT ADVISORY OVERSIGHT COMMITTEE TERMS OF REFERENCE

	<i>Current Terms of Reference</i>	<i>Proposed amendments ("Track changes")</i>	<i>Proposed amendments ("Clean" text)</i>	<i>Reason for proposed amendments</i>
1	<b>A. PREAMBLE</b>			
2	1. In September 2005, the WIPO General Assembly approved the establishment of a WIPO Audit Committee. In September 2010, the WIPO General Assembly approved a change to the title of the Committee to the Independent Advisory Oversight Committee (IAOC) and amended its composition and rotation procedures.			
3	<b>B. ROLES AND RESPONSIBILITIES</b>			
4	2. The IAOC is a subsidiary body of the WIPO General Assembly and of the Program and Budget Committee. It serves in an independent expert advisory capacity and assists the WIPO General Assembly and the Program and Budget Committee in fulfilling their oversight responsibilities.			
5	3. The responsibilities of the IAOC are:			
6	(a) With regard to Financial Reporting:			

	<b>Current Terms of Reference</b>	<b>Proposed amendments (“Track changes”)</b>	<b>Proposed amendments (“Clean” text)</b>	<b>Reason for proposed amendments</b>
7	(i) To advise on the implication for WIPO of issues and trends apparent in the financial statements and in the WIPO Performance Report;			
8	(ii) To discuss with Management changes to accounting policies and accounting standards.			
9	(b) With regard to Risk Management and Internal Controls:			
10	(i) To review and advise on the quality and effectiveness of risk management procedures;	(i) To review and advise on the quality and effectiveness of risk management procedures; <u>including addressing cybersecurity and any other emerging risks;</u>	(i) To review and advise on the quality and effectiveness of risk management procedures, including addressing cybersecurity and any other emerging risks;	This pertains to JIU Recommendation 3 “The legislative and/or governing bodies of the United Nations system organization that have not already done so should ensure that provisions regarding internal control framework and risk management are included in the terms of reference or charter of their respective audit and oversight committees by the end of 2021 in order to ensure that due attention is paid to addressing internal control weaknesses and emerging risks.” Specifically mentioned in paras

	<b>Current Terms of Reference</b>	<b>Proposed amendments (“Track changes”)</b>	<b>Proposed amendments (“Clean” text)</b>	<b>Reason for proposed amendments</b>
				71, 72 and 76 of the JIU report is “cybersecurity risks or problems”.
11	(ii) To review and advise on the adequacy and effectiveness of the internal control framework;			
12		(iii) <u>To review and advise on the adequacy and effectiveness of anti-fraud activities;</u>	(iii) To review and advise on the adequacy and effectiveness of anti-fraud activities;	<p>This is in compliance with JIU Recommendation 4 “The legislative and/or governing bodies of the United Nations system organizations that have not already done so should give due consideration to including the oversight of ethics and anti-fraud activities in the revised terms of reference or charter of their audit and oversight organizations by the end of 2021, provided that these audit and oversight committees meet the independence criteria.”</p> <p>While oversight of ethics is already included in the current IAOC Terms of Reference, and it is implied that Ethics Office has “anti-fraud activities”, explicitly including review of “anti-fraud activities” under the area of Risk Management and Internal Controls will give more assurance to the IAOC that all anti-fraud</p>

	<b>Current Terms of Reference</b>	<b>Proposed amendments (“Track changes”)</b>	<b>Proposed amendments (“Clean” text)</b>	<b>Reason for proposed amendments</b>
				activities in WIPO are comprehensively covered in the IAOC’s scope of responsibilities.
13	(iv) To review and advise on proposed amendments to the Financial Regulations and Rules.	(iv) To review and advise on proposed amendments to the Financial Regulations and Rules.	(iv) To review and advise on proposed amendments to the Financial Regulations and Rules.	Renumbering.
14	(c) With regard to External Audit:			
15	(i) To exchange information and views with the External Auditor on their overall audit strategy, significant risks and proposed workplans;			
16	(ii) To establish a mechanism for discussing with the External Auditor significant audit findings and recommendations;			
17	(iii) To consider the Report of the External Auditor and provide comments thereon for consideration by the Program and Budget Committee;			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
18	(iv) To review the management action in response to the external audit findings and recommendations.			
19	(d) With regard to Internal Oversight:			
20	(i) To review, at its last session of the previous year, and advise on the proposed workplan of the Internal Oversight Division (IOD), ascertaining coordination with the External Audit workplan;			
21	(i) To review the implementation of the IOD workplan and the results of internal and external assessments and advise on the quality, effectiveness and efficiency of the internal oversight function and on its organizational independence;			
22	(ii) To advise the Director, IOD in cases of significant impairment to			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
	his or her independence and objectivity, including conflicts of interest;			
23	(iii) To review and advise on proposed internal oversight policies and manuals;			
24	(iv) To review and advise in the implementation of internal oversight recommendations;			
25	(v) To review periodically, in consultation with the Director, IOD, the WIPO Internal Oversight Charter and recommend amendments, if any, for consideration by the Program and Budget Committee;			
26	(vi) To advise the Director General on the appointment and dismissal, if any, of the Director, IOD, including by reviewing the proposed vacancy announcement and the list of pre-screened			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments (“Track changes”)</i></b>	<b><i>Proposed amendments (“Clean” text)</i></b>	<b><i>Reason for proposed amendments</i></b>
	<p>candidates, and to provide comments to assist the Coordination Committee when considering the endorsement of the proposed appointment.</p>			
27	<p>(vii) To provide input to the Director General into the performance appraisal of the Director, IOD;</p>			
28	<p>(viii) To provide advice in case of allegations of misconduct against the Director General in accordance with the Internal Oversight Charter (paragraphs 24, 41 and 42);</p>			
29	<p>(ix) To provide advice in case of allegations of misconduct against the Director, IOD, in accordance with the Internal Oversight Charter (paragraph 22). No investigative proceedings into allegations against the Director IOD or previous</p>			



	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
	incumbents shall be initiated without the concurrence of the IAOC;			
30	(x) To review allegations of misconduct against IOD personnel or former IOD staff members and advise the Director, IOD on how to proceed.			
31	(e) With regard to Ethics:			
32	(i) To review, at its last session of the previous year, and advise on the proposed workplan of the Ethics Office;			
33	(ii) To review the implementation of the work plan of the Ethics Office and advise on the quality, effectiveness and efficiency of the ethics function;			
34	(iii) To advise the Chief Ethics Officer in cases of significant impairment to his or her independence and objectivity, including conflicts of interest;			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
35	(iv) To review and advise on proposed ethics policies;			
36	(v) To advise the Director General on the appointment and dismissal, if any, of the Chief Ethics Officer, including by reviewing the proposed vacancy announcement and the list of pre-screened candidates;			
37	(vi) To provide input to the Director General into the performance appraisal of the Chief Ethics Officer.			
38	(f) Other:			
39	(i) To review and advise on proposed policies or on particular activities or projects, as requested by the WIPO General Assembly or the Program and Budget Committee;			
40	(ii) To make recommendations to the Program and Budget Committee on matters			

	<i>Current Terms of Reference</i>	<i>Proposed amendments ("Track changes")</i>	<i>Proposed amendments ("Clean" text)</i>	<i>Reason for proposed amendments</i>
	within its Terms of Reference, as it considers appropriate.			
41	<b>C. MEMBERSHIP AND QUALIFICATIONS</b>			
42	4. The IAOC shall be composed of seven members, from each of the seven Regional Groups of WIPO Member States. The seven members will be appointed by the Program and Budget Committee following a selection process carried out by a Selection Panel set up for this purpose, to be assisted by the current IAOC. In the event that the IAOC cannot be composed of seven members from each of the seven Regional Groups, the Member States shall be consulted, and take a decision on the matter.			
43	<u>5.</u> The rotation mechanism for the IAOC members will be as follows:			
44	(a) All members of the IAOC shall be nominated for a term of three years, renewable once. No member of the IAOC shall serve for more than six years in aggregate;			

	<b>Current Terms of Reference</b>	<b>Proposed amendments (“Track changes”)</b>	<b>Proposed amendments (“Clean” text)</b>	<b>Reason for proposed amendments</b>
45	(b) Each departing member of the IAOC shall be replaced by a candidate from the same Regional Group to which he or she belongs. If the departing member belongs to a Regional Group that already has another representative, he/she shall be replaced by a candidate originating from the Regional Group(s) not represented in the Committee.			
46	(c) The selection process as described in Annex IV shall apply;			
47	(d) In case of resignation or demise of a member of the IAOC during his or her term, or if he or she becomes unfit for office, or unable or unwilling to fulfil their duties, a roster/pool of experts identified during the selection process may be used, in order to appoint a replacement to complete the remainder of the term of office.			
48		<u>(e) In case of frequent absences, such as two out of four meetings during the year, the IAOC may</u>	(e) In case of frequent absences, such as two out of four meetings during the year, the IAOC may advise	As provided in para 6 of the IAOC TOR, due consideration is given to the availability and commitment of the candidate when the final

	<b>Current Terms of Reference</b>	<b>Proposed amendments (“Track changes”)</b>	<b>Proposed amendments (“Clean” text)</b>	<b>Reason for proposed amendments</b>
		<u>advise on the desirability of the renewal of the IAOC member.</u>	on the desirability of the renewal of the IAOC member.	<p>recommendation is made to the Program and Budget Committee.</p> <p>Also, as discussed during the IAOC’s self-assessment in December 2020 and in December 2021, absences also impact on the workings of the IAOC as a team as required collective skills and expertise of the IAOC as a whole are not complete.</p>
49	<p>6. Members of the IAOC shall possess relevant qualifications and relevant and recent professional experience at the senior level, for example, in audit, evaluation, finance, accounting, risk management, investigations, legal affairs, information technology, ethics, human resources management and administration. They shall also possess relevant personal qualities, such as independence, objectivity, impartiality, integrity and strong ethical values. Member of the IAOC should display commitment, and professionalism, and be available to carry out their mandate. They must have strong communication skills and be fluent in English, while a working knowledge of other WIPO official languages is an advantage.</p>			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
50	7. The overall composition of the IAOC shall reflect collegiality, as well as the right mix of skills and expertise, taking into consideration gender balance. The IAOC should collectively possess the following competencies:			
51	(a) Technical or specialist knowledge of issues pertinent to the Organization's business;			
52	(b) Public and private sector experience in managing organizations of similar size and complexity;			
53	(c) Understanding of the wider relevant environments in which the Organization operates, including its objectives, culture and structure;			
54	(d) Detailed understanding of the Organization's governance environment and accountability structures;			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
55	(e) Oversight or management experience at senior level in the United Nations system;			
56	(f) International and/or intergovernmental experience.			
57	8. Members shall serve in their personal capacity; they cannot delegate their duties and may not be represented by any other person in the sessions of the Committee. In performing their duties, members shall not seek or receive instructions from any Government or any other party.			
58	9. Members of the IAOC shall sign a statement of disclosure of interest.			
59	10. New members should have, or should acquire by a structured induction program organized by the WIPO Secretariat in consultation and with the participation of Member States, an understanding of the objectives of the Organization, its structure and its culture, and the relevant rules governing it.			
60	11. Members of the IAOC and their immediate family members shall not			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
	be eligible for employment at WIPO either directly or indirectly during their mandate period and for up to five years after their mandate period. Equally, members of the IAOC shall not have served as a staff member of WIPO within five years of joining the Committee.			
61	<b>D. CHAIRPERSONSHIP</b>			
62	12. The members of the IAOC shall elect annually a Chairperson and a Vice-Chairperson. In the event of the chairpersonship becoming vacant during the term, the Vice-Chairperson shall assume the office of the Chairperson until the expiration of the predecessor's term and members shall elect another Vice-Chairperson. In the event of both the Chairperson and the Vice-Chairperson being absent, the remaining members may designate an Acting Chairperson from among themselves to conduct the meeting or the entire session.			
63	<b>E. REIMBURSEMENT OF COSTS</b>			
64	13. Members will not be remunerated for activities undertaken in their capacity as members of the Committee. However, WIPO shall reimburse			



	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
	Committee members, in accordance with WIPO Financial Regulations and Rules, for any travel and subsistence costs that are necessarily incurred in relation to participation in Committee and other official meetings.			
65	<b>F. INDEMNITY OF MEMBERS</b>			
66	14. Committee members will be indemnified from actions taken against them as a result of activities performed in the course of exercising their responsibilities as members of the Committee, as long as such activities are performed in good faith and with due diligence.			
67	<b>G. MEETING AND QUORUM</b>			
68	15. The IAOC will meet regularly every quarter in formal session at WIPO headquarters. In exigent circumstances, the Committee may decide to consider issues through virtual consultations and come to conclusions that will have the same force as conclusions arrived at during its regular sessions.	15. The IAOC will meet regularly every quarter in formal session at WIPO headquarters. In exigent circumstances, the Committee may decide to <u>meet either in a virtual or hybrid format to</u> consider issues through consultations and come to conclusions that will have the same force as conclusions arrived at during its regular sessions.	15. The IAOC will meet regularly every quarter in formal session at WIPO headquarters. In exigent circumstances, the Committee may decide to meet either in a virtual or hybrid format to consider issues through consultations and come to conclusions that will have the same force as conclusions arrived at during its regular sessions.	With the COVID-19 pandemic, meeting virtually has become a norm. Even when the pandemic is over, this option or even a hybrid format may still remain.

	<i><b>Current Terms of Reference</b></i>	<i><b>Proposed amendments ("Track changes")</b></i>	<i><b>Proposed amendments ("Clean" text)</b></i>	<i><b>Reason for proposed amendments</b></i>
69	16. A minimum of four members of the IAOC are required to be present for a meeting of the Committee to be quorate.			
70	17. The IAOC may invite officials of the WIPO Secretariat or others to attend its sessions.			
71	18. The IAOC shall meet at least once a year in private sessions with the Director General, the Director, Human Resources Management Department, the Controller, the Director, Internal Oversight Division, the Chief Ethics Officer, the Ombudsperson and the External Auditor, respectively.			
72	<b>H. REPORTING AND REVIEW</b>			
73	19. The IAOC shall keep Member States informed of its work on a regular basis. In particular, following each of its formal sessions the Committee shall organize an information meeting with representatives of WIPO Member States and submit a report to the Program and Budget Committee.			
74	20. The IAOC shall submit an annual report to the Program and Budget Committee and to the WIPO			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
	General Assembly, summarizing its activities, assessments and conclusions. The annual report shall also include the IAOC's comments on the Report of the External Auditor for consideration by the Program and Budget Committee. To this end, the IAOC shall receive a signed copy of the External Auditor's Report at least four weeks prior to the session of the Program and Budget Committee.			
75	21. The Chairperson or other members designated by the Chairperson shall attend ex officio, relevant meetings of the General Assembly and of the Program and Budget Committee. At the invitation of other WIPO committees, the Chairperson or other members designated by the Chairperson may attend meetings of such committees.			
76	<b>I. SELF-ASSESSMENT</b>	<b><u>SELF-ASSESSMENT AND EXTERNAL EVALUATION</u></b>	<b>SELF-ASSESSMENT AND EXTERNAL EVALUATION</b>	
77	22. The IAOC shall perform, at least every two years, a self-assessment relative to the Committee's purpose and mandate to ensure it is operating effectively.	22. The IAOC shall perform an <u>annual</u> self-assessment <u>and independent performance evaluation every three years</u> relative to the Committee's purpose and mandate to ensure it is operating effectively.	22. The IAOC shall perform an annual self-assessment and independent performance evaluation every three years relative to the Committee's purpose and mandate to ensure it is operating effectively.	Compliance with JIU recommendation 6 "The legislative and/or governing bodies of the United Nations system organizations that have not already done so should request their audit and oversight committees to undertake a self-

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
				assessment every year and an independent performance evaluation every three years and report to them on the results."
78	<b>J. SECRETARY OF THE COMMITTEE</b>			
79	23. The WIPO Secretariat, in consultation with the IAOC, shall designate a Secretary to the IAOC who shall provide logistical and technical assistance to the Committee. Furthermore, the IAOC may retain external consultants, as necessary, in a support capacity.			
80	24. Such assistance entails preparing for and attending the sessions of the Committee and assisting with preparing draft reports or any correspondence. Such assistance may also entail research and background position papers in preparation for the sessions of the Committee, as may be requested by the Committee.			
81	25. The performance appraisal of the IAOC Secretary shall be done with input from and in consultation with the Chairperson of the IAOC.			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
82	<b>K. BUDGET</b>			
83	26. WIPO shall include in its biennial budget a specific allocation for the IAOC, providing for the costs associated with the Committee's mandated activities, namely four formal sessions of four to five days each in principle, attendance by IAOC members at Program and Budget Committee sessions, at the General Assembly, and at other meetings as required, support by the IAOC Secretary, and, as required, external consultants.			
84	<b>L. INFORMATION REQUIREMENTS</b>			
85	27. Well in advance of each session, the WIPO Secretariat shall provide the Committee with documents and information related to its Agenda, and any other relevant information. The Committee shall have unhindered access to all staff and consultants of the Organization, as well as access to records.			
86	<b>M. AMENDMENTS TO THE TERMS OF REFERENCE</b>			
87	28. Previous revisions to these Terms of Reference have been approved by the WIPO General Assembly in September 2007,			

	<b><i>Current Terms of Reference</i></b>	<b><i>Proposed amendments ("Track changes")</i></b>	<b><i>Proposed amendments ("Clean" text)</i></b>	<b><i>Reason for proposed amendments</i></b>
	September 2010, September 2011, October 2012, October 2015, and October 2018. The latest revision has been approved by the WIPO General Assembly in October 2021 (document A/62/12).			
88	29. Member States will review, at least every three years, the role and responsibilities, functioning and membership of the IAOC. To facilitate that review, the IAOC shall periodically review its Terms of Reference and recommend amendments as appropriate, for consideration by the Program and Budget Committee. Notwithstanding this periodic review, Member States may request such review to be put on the agenda of any session of the Program and Budget Committee.			

[End of Annex II and of document]