

Program and Budget Committee

Twenty-Fourth Session
Geneva, September 14 to 18, 2015

PROPOSED REVISION OF THE TERMS OF REFERENCE OF THE WIPO INDEPENDENT
ADVISORY OVERSIGHT COMMITTEE (IAOC)

Document prepared by the Secretariat

1. At its 35th and 36th sessions (November 2014 and March 2015, respectively), the WIPO Independent Advisory Oversight Committee (IAOC) reviewed its Terms of Reference (ToR), as mandated by those ToR, and proposed a number of revisions, as recorded in the report of the IAOC's 36th session (document WO/IAOC/36/2) and shown in Annex II as "IAOC's Proposed Revisions".
2. Subsequently, the IAOC received comments from three Member States and from the Director of the Internal Oversight Division (IOD). Those comments were duly reviewed and considered. Upon further review, the Committee formulated additional revisions, shown in Annex II as "IAOC's Proposed Additional Revisions".
3. The IAOC completed its review at its 37th session and, after a review by Management, recommended that the proposed revisions be submitted to Member States for approval at the present Program and Budget Committee session.
4. The principal proposed revisions are:
 - to align the ToR with recent changes to the Internal Oversight Charter;
 - to incorporate certain best practices in the functioning of oversight committees;
 - to elaborate on the Committee's role in giving advice in the area of investigations, including situations not otherwise covered in the existing oversight framework;
 - to enhance independent oversight over WIPO's ethics function;

- to streamline the Section on Membership and Qualifications, as the provisions for the initial transition period are no longer relevant.
5. The revised WIPO Independent Advisory Oversight Committee Terms of Reference as proposed by the IAOC are attached to this document as Annex I. To facilitate review, Annex II contains a table that shows the proposed revisions 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 revisions of the Terms of Reference of the WIPO Independent Advisory Oversight Committee (IAOC) contained in Annex I of document WO/PBC/24/4.

[Annex I follows]

PROPOSED REVISED
WIPO INDEPENDENT ADVISORY OVERSIGHT COMMITTEE TERMS OF REFERENCE

Prepared by the WIPO Independent Advisory Oversight Committee

July 31, 2015

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. FUNCTIONS AND RESPONSIBILITIES

2. The IAOC, a subsidiary body of the General Assembly and of the Program and Budget Committee, is an independent, expert advisory and external oversight body established to provide assurance to Member States on the adequacy and effectiveness of internal controls and of internal and external oversight at WIPO. It aims to assist Member States in their role of oversight and in exercising their governance responsibilities with respect to the various operations of WIPO. Its mandate is as follows:

- (a) Promoting internal control by:
 - (i) Systematically appraising management's actions to maintain and operate adequate and effective internal controls;
 - (ii) Contributing, through its scrutiny function, to maintaining the highest possible standards of financial management and addressing any irregularities;
 - (iii) Reviewing the effectiveness of the Financial Regulations and Rules;
 - (iv) Reviewing management's assessment of and approach to risk;
 - (v) Reviewing and advising on the fraud and corruption prevention policies and on the ethics function, including the code of ethics, financial disclosure, and whistle blower protection.
- (b) Providing assurance to the General Assembly by:
 - (i) Reviewing and monitoring the effectiveness and operational independence of WIPO's internal audit, evaluation and investigation functions;
 - (ii) Reviewing and providing advice on the proposed annual work plans of the Internal Oversight Division and of the Ethics Office;
 - (iii) Exchanging information and views with the external auditor, including his/her audit plan;
 - (iv) Promoting effective coordination between the internal and external audit function and reviewing the collective coverage of various WIPO functions, including the Internal Oversight Division, the Office of the Ombudsperson, the Ethics Office and the Office of the Controller;
 - (v) Confirming that oversight functions have been carried out to provide reasonable assurance to the General Assembly;

- (vi) Providing input to the performance appraisals of the Director, Internal Oversight Division, as provided for in paragraph 45 of the Internal Oversight Charter, and of the Ethics Officer;
 - (vii) Advising the Director General on the appointment and dismissal, if any, of the Director, Internal Oversight Division, as provided for in paragraph 44 of the Internal Oversight Charter, and of the Ethics Officer.
- (c) Overseeing compliance with internal and external oversight recommendations by:
- (i) Monitoring the timeliness, effectiveness and adequacy of management responses to audit, evaluation and investigation recommendations;
 - (ii) Monitoring the implementation of oversight recommendations;
- (d) Monitoring the delivery and content of financial statements in accordance with the requirements of the Financial Regulations:
- (e) Overseeing and supporting investigations:
- (i) In cases of significant impairment to independence and objectivity, including conflicts of interest, the IAOC shall provide advice to the Director, Internal Oversight Division on how to proceed;
 - (ii) In accordance with the Internal Oversight Charter, the IAOC shall provide advice to the Director IOD, on how to proceed in cases of allegations of misconduct against the Director General (DG). If the Director IOD, on grounds of conflict of interest, is unable to evaluate or investigate, the IAOC shall review the allegations and provide advice to the Chair of the General Assembly with a copy to the Chair of the Coordination Committee on how to proceed.
 - (iii) In cases of allegations of misconduct against the Director IOD, the IAOC shall review the allegations and provide advice to the DG and/or the Chair of the Coordination Committee, with a copy to the Chair of the General Assembly, on how to proceed. No investigative proceedings into allegations against the Director IOD shall be initiated without the concurrence of the IAOC.
- (f) The Program and Budget Committee may from time to time request the IAOC to review or oversee particular activities and projects.
- (g) The IAOC shall make recommendations to the Program and Budget Committee on issues within its terms of reference, as it considers appropriate and:
- (i) Review, periodically, the contents of the Financial Regulations and Rules including its Annexes “WIPO Internal Oversight Charter” (Annex I), “Terms of Reference Governing External Audit” (Annex II), and “Terms of Reference of the WIPO Independent Advisory Oversight Committee” (Annex III), for compliance with Generally Accepted Standards and with best practice and make recommendations to the Program and Budget Committee.
 - (ii) Review the quality assurance and improvement program of the internal oversight function and the results of its internal self-assessments and independent external reviews, in accordance with the Internal Oversight Charter.

C. MEMBERSHIP AND QUALIFICATIONS

3. The IAOC shall be composed of seven members, from each of the seven geographical regions of WIPO Member States. The seven members will be nominated by the Program and Budget Committee following a selection process carried out by a Selection Panel set up by the Committee for this purpose, to be assisted by the current IAOC.
4. The rotation mechanism for the IAOC members will be as follows:
 - (i) 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;
 - (ii) Each member of the IAOC would be replaced by a candidate from the same geographical region that he or she belongs to. If the departing member belongs to a Group that already has another representative, he/she will be replaced by a member originating from the Group(s) not represented in the Committee. However, in case there is no candidate available from the region concerned, who meets the criteria established by the Selection Panel in accordance with the General Assembly decision (recorded in paragraph 30, of document WO/GA/39/14) as contained in paragraphs 14, 15, 21, 22 and 26 of document WO/GA/39/13, then the position would be filled in by the highest ranking candidate irrespective of his or her regional representation;
 - (iii) The selection process as described in paragraph 28 of document WO/GA/39/13 shall apply;
 - (iv) In case of resignation or demise of a member of the IAOC while serving his or her term, a roster/pool of experts identified during the selection process may be used.
5. The Selection Panel, in recommending candidates for nomination by the Program and Budget Committee shall ensure that the candidates possess relevant qualifications and experience, for example, in auditing, evaluation, accounting, risk management, legal affairs, information technology, human resources management and other financial and administrative matters. Expertise as well as geographical distribution and rotation should guide the selection process. In making its final recommendations to the Program and Budget Committee, the Selection Panel will try to ensure collegiality, the right mix of skills and expertise, and gender balance in the overall composition of the Committee. Due consideration shall be given to the availability, commitment, professionalism, integrity and independence of the candidates. Candidates must possess a demonstrated working knowledge of WIPO official languages, in particular English or French. When making its recommendations to the Program and Budget Committee the Selection Panel shall provide redacted curricula vitae for all individuals being nominated for appointment to the IAOC.
6. The IAOC should collectively possess the following competencies:
 - (a) Technical or specialist knowledge of issues pertinent to the Organization's business;
 - (b) Experience of 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.

7. 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.

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. 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.

D. CHAIRPERSONSHIP

11. 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

12. 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

13. 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. MEETINGS AND QUORUM

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

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

17. The IAOC shall meet at least once a year in private sessions with the Director, Internal Oversight Division, the Ethics Officer, the Ombudsperson and the External Auditor, respectively.

H. REPORTING AND REVIEW

18. 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.

19. Based on its review of the internal oversight and external audit functions of WIPO and its interactions with the Secretariat, the IAOC shall submit an annual report to the Program and Budget Committee and to the WIPO General Assembly.

20. The IAOC shall consider the reports of the External Auditor presented to the Program and Budget Committee and provide comments for consideration by the Program and Budget Committee to facilitate its report to the General Assembly as provided for in Financial Regulation 8.11. 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

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.

J. THE SECRETARY OF THE COMMITTEE

23. The WIPO Secretariat shall designate a Secretary to the IAOC who shall provide logistical and technical assistance to the Committee.

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 consultancies.

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, and October 2012. The latest revision (contained in document WO/PBC/24/4) has been approved by the WIPO General Assembly in October 2015.

29. Member States will review, every three years, the mandate, functioning, membership, selection and rotation of the IAOC. However, Member States retain the possibility to ask for this review to be put on the agenda of any session of the Program and Budget Committee.

[Annex II follows]

1.	Current Terms of Reference	Proposed Revisions (“Track Changes”)	Proposed <u>Additional</u> Revisions (“Track Changes”)	Final Proposed Revisions (“Clean” text)
2.	A. PREAMBLE	A. PREAMBLE	A. PREAMBLE	A. PREAMBLE
3.	<p>1. In September 2005, the WIPO General Assembly approved the proposal of the Working Group of the Program and Budget Committee on the establishment of a WIPO Audit Committee in accordance with Annex II, A/41/10. In September 2010, the WIPO General Assembly approved proposals contained in document WO/GA/39/13 to change the title of the Committee into the Independent Advisory Oversight Committee and amend its composition and rotation procedures. The WIPO General Assembly approved revisions to the terms of reference as follows: in September 2007, to the proposals contained in document WO/GA/34/15; in September 2010, to the proposals contained in document WO/GA/39/13; in September 2011, to the proposals contained in document WO/GA/40/2; and in October 2012 to the proposals contained in document WO/GA/41/10 Rev.</p>	<p>1. In September 2005, the WIPO General Assembly approved the proposal of the Working Group of the Program and Budget Committee on the establishment of a WIPO Audit Committee in accordance with Annex II, A/41/10. In September 2010, the WIPO General Assembly approved proposals contained in document WO/GA/39/13 to a change to the title of the Committee into the Independent Advisory Oversight Committee (IAOC) and amendamended its composition and rotation procedures. The WIPO General Assembly approved revisions to the terms of reference as follows: in September 2007, to the proposals contained in document WO/GA/34/15; in September 2010, to the proposals contained in document WO/GA/39/13; in September 2011, to the proposals contained in document WO/GA/40/2; and in October 2012 to the proposals contained in document WO/GA/41/10 Rev.</p>	<p>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.</p>	<p>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.</p>
4.	B. FUNCTIONS AND RESPONSIBILITIES	B. FUNCTIONS AND RESPONSIBILITIES	B. FUNCTIONS AND RESPONSIBILITIES	B. FUNCTIONS AND RESPONSIBILITIES
5.	<p>2. The Independent Advisory Oversight Committee of WIPO, which is a subsidiary body of the General Assembly and of the Program and Budget Committee, is an independent, expert advisory and external oversight body established to provide assurance to Member States on the</p>	<p>2. The Independent Advisory Oversight CommitteeIAOC of WIPO, which is a subsidiary body of the General Assembly and of the Program and Budget Committee, is an independent, expert advisory and external oversight body established to provide assurance to</p>	<p>2. The IAOC, which is a subsidiary body of the General Assembly and of the Program and Budget Committee, is an independent, expert advisory and external oversight body established to provide assurance to Member States on the adequacy and effectiveness of internal</p>	<p>2. The IAOC, a subsidiary body of the General Assembly and of the Program and Budget Committee, is an independent, expert advisory and external oversight body established to provide assurance to Member States on the adequacy and effectiveness of internal controls and of</p>

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
	appropriateness and effectiveness of internal controls at WIPO. It aims to assist Member States in their role of oversight and for better exercise of their governance responsibilities with respect to the various operations of WIPO. Its mandate is as follows:	Member States on the appropriateness adequacy and effectiveness of internal controls and of internal and external oversight at WIPO. It aims to assist Member States in their role of oversight and for better exercise of in exercising their governance responsibilities with respect to the various operations of WIPO. Its mandate is as follows:	controls and of internal and external oversight at WIPO. It aims to assist Member States in their role of oversight and in exercising their governance responsibilities with respect to the various operations of WIPO. Its mandate is as follows:	internal and external oversight at WIPO. It aims to assist Member States in their role of oversight and in exercising their governance responsibilities with respect to the various operations of WIPO. Its mandate is as follows:
5-6	(a) Promoting internal control by:	(a) Promoting internal control by:	(a) Promoting internal control by:	(a) Promoting internal control by:
	(i) Systematic appraisal of management's actions to maintain and operate appropriate and effective internal controls;	(i) Systematic appraisal of Systematically appraising management's actions to maintain and operate appropriate adequate and effective internal controls;	(i) Systematically appraising management's actions to maintain and operate adequate and effective internal controls;	(i) Systematically appraising management's actions to maintain and operate adequate and effective internal controls;
	(ii) Contributing, through its scrutiny function, to the maintenance of the highest possible standards of financial management and the handling of any irregularities;	(ii) Contributing, through its scrutiny function, to the maintenance of the highest possible standards of financial management and the of handling of any irregularities;	(ii) Contributing, through its scrutiny function, to the maintenance of maintaining the highest possible standards of financial management and of handling addressing any irregularities;	(ii) Contributing, through its scrutiny function, to maintaining the highest possible standards of financial management and addressing any irregularities;
	(iii) Reviewing the operation and effectiveness of the Financial Regulations;	(iii) Reviewing the operation and effectiveness of the Financial Regulations and Rules;	(iii) Reviewing the effectiveness of the Financial Regulations and Rules;	(iii) Reviewing the effectiveness of the Financial Regulations and Rules;
	(iv) Reviewing management's assessment and approach to risk;	(iv) Reviewing management's assessment of and approach to risk;	(iv) Reviewing management's assessment of and approach to risk;	(iv) Reviewing management's assessment of and approach to risk;
	(v) Reviewing arrangements for checks and balances in areas such as ethics, financial	(v) Reviewing arrangements for checks and balances in areas such as advising on the	(v) Reviewing and advising on the fraud and corruption prevention policy policies and on	(v) Reviewing and advising on the fraud and corruption prevention policies and on the

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
	disclosure, fraud prevention and misconduct.	fraud and corruption prevention policy and on the ethics function, including the code of ethics, financial disclosure, and whistle blower protection; fraud prevention and misconduct.	the ethics function, including the code of ethics, financial disclosure, and whistle blower protection.	ethics function, including the code of ethics, financial disclosure, and whistle blower protection.
	(vi) Reviewing and recommending for the approval of the Program and Budget Committee the annual plans of the various WIPO internal oversight functions.	(vi) Reviewing and recommending for the approval of the Program and Budget Committee the annual plans of the various WIPO internal oversight functions.		
7.	(b) Focusing assurance resources by:	(b) Focusing Providing assurance resources to the General Assembly by:	(b) Providing assurance to the General Assembly by:	(b) Providing assurance to the General Assembly by:
	(i) Reviewing and monitoring the effectiveness of WIPO's internal audit function;	(i) Reviewing and monitoring the effectiveness and operational independence of WIPO's internal audit, evaluation and investigation functions;	(i) Reviewing and monitoring the effectiveness and operational independence of WIPO's internal audit, evaluation and investigation functions;	(i) Reviewing and monitoring the effectiveness and operational independence of WIPO's internal audit, evaluation and investigation functions;
		(ii) Reviewing and providing advice on the proposed annual work plans of the Internal Oversight Division and of the Ethics Office;	(ii) Reviewing and providing advice on the proposed annual work plans of the Internal Oversight Division and of the Ethics Office;	(ii) Reviewing and providing advice on the proposed annual work plans of the Internal Oversight Division and of the Ethics Office;
	(ii) Exchanging information and views with the external auditor, including his/her audit plan;	(iii) Exchanging information and views with the external auditor, including his/her audit plan;	(iii) Exchanging information and views with the external auditor, including his/her audit plan;	(iii) Exchanging information and views with the external auditor, including his/her audit plan;

1.	Current Terms of Reference	Proposed Revisions (“Track Changes”)	Proposed <u>Additional</u> Revisions (“Track Changes”)	Final Proposed Revisions (“Clean” text)
	<p>(iii) Promoting effective coordination of activities between the internal and external audit function and reviewing the collective internal oversight coverage of various WIPO functions, including <i>inter alia</i>, the Internal Audit and Oversight Division, the Office of the Ombudsman, the Ethics Office and the Office of the Chief Financial Officer (Controller);</p>	<p>(iiiiv) Promoting effective coordination of activities between the internal and external audit function and reviewing the collective internal oversight coverage of various WIPO functions, including inter alia, the Internal Audit and Oversight Division, the Office of the Ombudsman, the Ethics Office and the Office of the Chief Financial Officer (Controller);</p>	<p>(iv) Promoting effective coordination between the internal and external audit function and reviewing the collective internal oversight coverage of various WIPO functions, including the including the Internal Oversight Division, the Office of the Ombudsman Ombudsperson, the Ethics Office and the Office of the Controller the Controller;</p>	<p>(iv) Promoting effective coordination between the internal and external audit function and reviewing the collective coverage of various WIPO functions, including the Internal Oversight Division, the Office of the Ombudsman, the Ethics Office and the Office of the Controller;</p>
	<p>(iv) Confirming audit and assurance arrangements have been conducted and delivered during the year to provide the necessary levels of assurance required by the General Assembly.</p>	<p>(ivv) Confirming audit and assurance arrangements that oversight functions have been conducted and delivered during the year carried out to provide the necessary levels of reasonable assurance required by to the General Assembly;</p>	<p>(v) Confirming that oversight functions have been carried out to provide reasonable assurance to the General Assembly;</p>	<p>(v) Confirming that oversight functions have been carried out to provide reasonable assurance to the General Assembly;</p>
8.		<p>(vi) Providing input to the performance appraisals of the Director, Internal Oversight Division and of the Ethics Officer;</p>	<p>(vi) Providing input to the performance appraisals of the Director, Internal Oversight Division, as provided for in paragraph 45 of the Internal Oversight Charter, and of the Ethics Officer;</p>	<p>(vi) Providing input to the performance appraisals of the Director, Internal Oversight Division, as provided for in paragraph 45 of the Internal Oversight Charter, and of the Ethics Officer;</p>
9.		<p>(vii) Advising the Director General on the appointment and dismissal, if any, of the Director, Internal Oversight Division.</p>	<p>(vii) Advising the Director General on the appointment and dismissal, if any, of the Director, Internal Oversight Division, as provided for in paragraph 44 of the Internal Oversight Charter, and of the Ethics Officer.</p>	<p>(vii) Advising the Director General on the appointment and dismissal, if any, of the Director, Internal Oversight Division, as provided for in paragraph 44 of the Internal Oversight Charter, and of the Ethics Officer.</p>

1.	Current Terms of Reference	Proposed Revisions (“Track Changes”)	Proposed <u>Additional</u> Revisions (“Track Changes”)	Final Proposed Revisions (“Clean” text)
6-1	(c) Overseeing audit performance by:	(c) Overseeing audit performance compliance with internal and external oversight recommendations by:	(c) Overseeing compliance with internal and external oversight recommendations by	(c) Overseeing compliance with internal and external oversight recommendations by:
	(i) Monitoring the timely, effective and appropriate responses from management with regard to audit recommendations;	(i) Monitoring the timely, effective and appropriate responses from timeliness, effectiveness and adequacy of management with regard responses to audit, evaluation and investigation recommendations;	(i) Monitoring the timeliness, effectiveness and adequacy of management responses to audit, evaluation and investigation recommendations;	(i) Monitoring the timeliness, effectiveness and adequacy of management responses to audit, evaluation and investigation recommendations;
	(ii) Monitoring the implementation of audit recommendations;	(ii) Monitoring the implementation of audit oversight recommendations;	(ii) Monitoring the implementation of oversight recommendations;	(ii) Monitoring the implementation of oversight recommendations;
	(iii) Monitoring the delivery and content of financial statements in accordance with the requirements of the Financial Regulations.	(iii) Monitoring the delivery and content of financial statements in accordance with the requirements of the Financial Regulations.	(iii) —(d) Monitoring the delivery and content of financial statements in accordance with the requirements of the Financial Regulations.	(d) Monitoring the delivery and content of financial statements in accordance with the requirements of the Financial Regulations:
11.		(cc) Overseeing and supporting investigations:	(eee) Overseeing and supporting investigations:	(e) Overseeing and supporting investigations:
12.		(i) In cases of significant impairment to independence and objectivity, including conflicts of interest, the IAOC shall provide advice to the Director, Internal Oversight Division on how to proceed;	(i) In cases of significant impairment to independence and objectivity, including conflicts of interest, the IAOC shall provide advice to the Director, Internal Oversight Division on how to proceed;	(i) In cases of significant impairment to independence and objectivity, including conflicts of interest, the IAOC shall provide advice to the Director, Internal Oversight Division on how to proceed;
13.		(ii) In cases of allegations of misconduct against the Director, Internal Oversight Division, the IAOC shall review the	(ii) —In cases of allegations of misconduct against the Director, In accordance with the Internal Oversight Division, Charter, the	(ii) In accordance with the Internal Oversight Charter, the IAOC shall provide advice to the Director IOD, on how to proceed

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
		<p>allegations and provide advice to the Director General and/or the Chair of the Coordination Committee, on how to proceed, In those cases of allegations of misconduct against the Director General, which the Director, Internal Oversight Division, on grounds of a conflict of interest, is unable to evaluate or investigate, the IAOC shall review the allegations and provide advice to the Chairs of the General Assembly and of the Coordination Committee on how to proceed.</p>	<p>IAOC shall review the allegations and provide advice to the Director General and/or the Chair of the Coordination Committee, IOD, on how to proceed, In those in cases of allegations of misconduct against the Director General (DG). If the Director General, which the Director, Internal Oversight Division, IOD, on grounds of a conflict of interest, is unable to evaluate or investigate, the IAOC shall review the allegations and provide advice to the Chairs Chair of the General Assembly and with a copy to the Chair of the Coordination Committee on how to proceed.</p>	<p>in cases of allegations of misconduct against the Director General (DG). If the Director IOD, on grounds of conflict of interest, is unable to evaluate or investigate, the IAOC shall review the allegations and provide advice to the Chair of the General Assembly with a copy to the Chair of the Coordination Committee on how to proceed.</p>

1.	<i>Current Terms of Reference</i>	<i>Proposed Revisions (“Track Changes”)</i>	<i>Proposed <u>Additional</u> Revisions (“Track Changes”)</i>	<i>Final Proposed Revisions (“Clean” text)</i>
7.1			(iii) In cases of allegations of misconduct against the Director IOD, the IAOC shall review the allegations and provide advice to the DG and/or the Chair of the Coordination Committee, with a copy to the Chair of the General Assembly, on how to proceed. No investigative proceedings into allegations against the Director IOD shall be initiated without the concurrence of the IAOC.	(iii) In cases of allegations of misconduct against the Director IOD, the IAOC shall review the allegations and provide advice to the DG and/or the Chair of the Coordination Committee, with a copy to the Chair of the General Assembly, on how to proceed. No investigative proceedings into allegations against the Director IOD shall be initiated without the concurrence of the IAOC.
15.		(iii) Such advice shall normally entail:	(iiiiv) Such advice shall normally entail include:	
8.1		a. a recommendation whether to initiate a preliminary evaluation of the allegations made;	a. a recommendation whether to initiate a preliminary evaluation of the allegations made;	
17.		b. a recommendation whether, based on the preliminary evaluation results, a full investigation should be initiated;	b. a recommendation whether, based on the preliminary evaluation results, a full investigation should be initiated;	
18.		c. a recommendation as to which Investigative Office of the United Nations system the preliminary evaluation and the investigation, if any, should be entrusted.	c. a recommendation as to which Investigative Office of the United Nations system the preliminary evaluation and the investigation, if any, should be entrusted.	

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
19.	(d) The Program and Budget Committee may from time to time request the Independent Advisory Oversight Committee to review or oversee particular activities and projects.	(d) The Program and Budget Committee may from time to time request the IAOC Independent Advisory Oversight Committee to review or oversee particular activities and projects.	(ef) The Program and Budget Committee may from time to time request the IAOC to review or oversee particular activities and projects.	(f) The Program and Budget Committee may from time to time request the IAOC to review or oversee particular activities and projects.
20.	(e) The Independent Advisory Oversight Committee shall make recommendations to the Program and Budget Committee on issues within the terms of reference of the Independent Advisory Oversight Committee, as it considers appropriate and:	(e) The IAOC Independent Advisory Oversight Committee shall make recommendations to the Program and Budget Committee on issues within theits terms of reference of the Independent Advisory Oversight Committee , as it considers appropriate and:	(eg) The IAOC shall make recommendations to the Program and Budget Committee on issues within its terms of reference, as it considers appropriate and:	(g) The IAOC shall make recommendations to the Program and Budget Committee on issues within its terms of reference, as it considers appropriate and:
	(i) Review, at least every three years, the content of the Financial Regulations and Rules including its Annexes "WIPO Internal Oversight Charter" (Annex I), "Terms of Reference Governing External Audit" (Annex II), and "Terms of Reference of the WIPO Independent Advisory Oversight Committee" (Annex III), for compliance with the International Standards for the Professional Practice of Internal Auditing and make recommendations to the Program and Budget Committee.	(i) Review, at least every three years, the content of the Financial Regulations and Rules including its Annexes "WIPO Internal Oversight Charter" (Annex I), "Terms of Reference Governing External Audit" (Annex II), and "Terms of Reference of the WIPO Independent Advisory Oversight Committee" (Annex III), for compliance with the International Generally Accepted Standards for the Professional Practice of Internal Auditing and with best practice and make recommendations to the Program and Budget Committee.	(i) Review, at least every three years periodically, the contents of the Financial Regulations and Rules including its Annexes "WIPO Internal Oversight Charter" (Annex I), "Terms of Reference Governing External Audit" (Annex II), and "Terms of Reference of the WIPO Independent Advisory Oversight Committee" (Annex III), for compliance with Generally Accepted Standards and with best practice and make recommendations to the Program and Budget Committee.	(i) Review, periodically, the contents of the Financial Regulations and Rules including its Annexes "WIPO Internal Oversight Charter" (Annex I), "Terms of Reference Governing External Audit" (Annex II), and "Terms of Reference of the WIPO Independent Advisory Oversight Committee" (Annex III), for compliance with Generally Accepted Standards and with best practice and make recommendations to the Program and Budget Committee.
	(ii) Review the results of the internal and ongoing quality self-assessments of the assurance/improvement	(ii) Review the results of the internal and ongoing quality self-assessments of the assurance/ and improvement	(ii) Review the quality assurance and improvement program of the internal oversight function and the results of its	(ii) Review the quality assurance and improvement program of the internal oversight function and the results of its

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
	<p>program and, at least every five years, the results of external independent reviews, in accordance with the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors.</p>	<p>program of the internal oversight function and, at least every five years, the results of external its internal self-assessments and independent external reviews, in accordance with the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors Oversight Charter.</p>	<p>internal self-assessments and independent external reviews, in accordance with the Internal Oversight Charter.</p>	<p>internal self-assessments and independent external reviews, in accordance with the Internal Oversight Charter.</p>

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
21.	C. MEMBERSHIP AND QUALIFICATIONS	C. MEMBERSHIP AND QUALIFICATIONS	C. MEMBERSHIP AND QUALIFICATIONS	C. MEMBERSHIP AND QUALIFICATIONS
22.	3. As of February 2011, the Independent Advisory Oversight Committee will be composed of seven members, from each of the seven geographical regions of WIPO Member States. The seven members will be nominated by the Program and Budget Committee following a selection process carried out by a Selection Panel set up by the Committee for this purpose, to be assisted by the current WIPO Independent Advisory Oversight Committee. However, in case there is no candidate who meets the criteria established by the Selection Panel in accordance with the General Assembly decision (recorded in paragraph 30, document WO/GA/39/14) as contained in paragraphs 14, 15, 21, 22 and 26 of document WO/GA/39/13, available from any region, the position would be filled in by the highest ranking candidate in the Independent Advisory Oversight Committee's assessment irrespective of his or her regional representation.	3. As of February 2011, the The IAOC Independent Advisory Oversight Committee will shall be composed of seven members, from each of the seven geographical regions of WIPO Member States. The seven members will be nominated by the Program and Budget Committee following a selection process carried out by a Selection Panel set up by the Committee for this purpose, to be assisted by the current WIPO IAOC Independent Advisory Oversight Committee . However, in case there is no candidate who meets the criteria established by the Selection Panel in accordance with the General Assembly decision (recorded in paragraph 30, document WO/GA/39/14) as contained in paragraphs 14, 15, 21, 22 and 26 of document WO/GA/39/13, available from any region, the position would be filled in by the highest ranking candidate in the IAOC Independent Advisory Oversight Committee's assessment irrespective of his or her regional representation.	3. The IAOC shall be composed of seven members, from each of the seven geographical regions of WIPO Member States. The seven members will be nominated by the Program and Budget Committee following a selection process carried out by a Selection Panel set up by the Committee for this purpose, to be assisted by the current IAOC. However, in case there is no candidate who meets the criteria established by the Selection Panel in accordance with the General Assembly decision (recorded in paragraph 30, document WO/GA/39/14) as contained in paragraphs 14, 15, 21, 22 and 26 of document WO/GA/39/13, available from any region, the position would be filled in by the highest ranking candidate in the IAOCIndependent Advisory Oversight Committee's assessment irrespective of his or her regional representation.	3. The IAOC shall be composed of seven members, from each of the seven geographical regions of WIPO Member States. The seven members will be nominated by the Program and Budget Committee following a selection process carried out by a Selection Panel set up by the Committee for this purpose, to be assisted by the current IAOC.
23.	4. The rotation mechanism for the Independent Advisory Oversight Committee members will be as follows:	4. The rotation mechanism for the IAOC Independent Advisory Oversight Committee members will be as follows:	4. The rotation mechanism for the IAOC members will be as follows:	4. The rotation mechanism for the IAOC members will be as follows:
24.	(i) No member of the Independent Advisory Oversight Committee shall serve for more than six years in aggregate;	(i) No member of the IAOC Independent Advisory Oversight Committee shall serve for more than six years in aggregate;	(i) 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;	(i) 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;

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
25.	(ii) Four members of the new Independent Advisory Oversight Committee, starting in February 2011, would serve a term of three years, renewable once and for a final term;	(ii) Four members of the new IAOC Independent Advisory Oversight Committee, starting in February 2011, would serve a term of three years, renewable once and for a final term;	(ii) Four members of the new IAOC Independent Advisory Oversight Committee, starting in February 2011, would serve a term of three years, renewable once and for a final term;	
26.	(iii) Three members of the new Independent Advisory Oversight Committee would serve a term of three years, non-renewable;	(iii) Three members of the new IAOC Independent Advisory Oversight Committee would serve a term of three years, non-renewable;	(iii) Three members of the new IAOC Independent Advisory Oversight Committee would serve a term of three years, non-renewable;	
27.	(iv) The term of the new members would be determined by drawing of lots at the first meeting of the Independent Advisory Oversight Committee in 2011;	(iv) The term of the new members would be determined by drawing of lots at the first meeting of the IAOC Independent Advisory Oversight Committee in 2011;	(iv) The term of the new members would be determined by drawing of lots at the first meeting of the IAOC Independent Advisory Oversight Committee in 2011;	
28.	(v) After the first three-year period, all members of the Independent Advisory Oversight Committee would be nominated for a term of three years, renewable once, except as provided under paragraph 4(iii) above;	(v) After the first three-year period, all members of the IAOC Independent Advisory Oversight Committee would be nominated for a term of three years, renewable once, except as provided under paragraph 4(iii) above;	(v) After the first three-year period, all members of the IAOC Independent Advisory Oversight Committee would be nominated for a term of three years, renewable once, except as provided under paragraph 4(iii) above;	
29.	(vi) Each member of the Independent Advisory Oversight Committee would be replaced by a candidate from the same geographical region that he or she belongs to. If the departing member belongs to a Group that already has another representative, he/she will be replaced by a member originating from the Group(s) not represented in the Committee. However, in case there is no candidate who meets the criteria established by the Selection Panel in accordance with the	(viii) Each member of the IAOC Independent Advisory Oversight Committee would be replaced by a candidate from the same geographical region that he or she belongs to. If the departing member belongs to a Group that already has another representative, he/she will be replaced by a member originating from the Group(s) not represented in the Committee. However, in case there is no candidate who meets the criteria established by the Selection Panel in accordance with the General	(ii) Each member of the IAOC would be replaced by a candidate from the same geographical region that he or she belongs to. If the departing member belongs to a Group that already has another representative, he/she will be replaced by a member originating from the Group(s) not represented in the Committee. However, in case there is no candidate available from the region concerned, who meets the criteria established by the Selection Panel in accordance with the General	(ii) Each member of the IAOC would be replaced by a candidate from the same geographical region that he or she belongs to. If the departing member belongs to a Group that already has another representative, he/she will be replaced by a member originating from the Group(s) not represented in the Committee. However, in case there is no candidate available from the region concerned, who meets the criteria established by the Selection Panel in accordance with the General

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
	General Assembly decision (recorded in paragraph 30, of document WO/GA/39/14) as contained in paragraphs 14, 15, 21, 22 and 26 of document WO/GA/39/13, available from any region, the position would be filled in by the highest ranking candidate in the Independent Advisory Oversight Committee's assessment irrespective of his or her regional representation;	Assembly decision (recorded in paragraph 30, of document WO/GA/39/14) as contained in paragraphs 14, 15, 21, 22 and 26 of document WO/GA/39/13, available from any region, the position would be filled in by the highest ranking candidate in the IAOC Independent Advisory Oversight Committee's assessment irrespective of his or her regional representation;	Assembly decision (recorded in paragraph 30, of document WO/GA/39/14) as contained in paragraphs 14, 15, 21, 22 and 26 of document WO/GA/39/13, available from any region the region concerned, then the position would be filled in by the highest ranking candidate in the IAOC's assessment in the IAOC's assessment irrespective of his or her regional representation;	Assembly decision (recorded in paragraph 30, of document WO/GA/39/14) as contained in paragraphs 14, 15, 21, 22 and 26 of document WO/GA/39/13, then the position would be filled in by the highest ranking candidate irrespective of his or her regional representation;
30.	(vii) The selection process used for selection of new Committee members effective January 2011 as described in paragraph 28 of document WO/GA/39/13 will also be applied in the case of selection of new members of the Independent Advisory Oversight Committee, except as provided for in paragraph 4(viii) below;	(viii) (iii) The selection process used for selection of new Committee members effective January 2011 as described in paragraph 28 of document WO/GA/39/13 will also be applied in the case of selection of new members of the Independent Advisory Oversight Committee, except as provided for in paragraph 4(viii) below;	(iii) The selection process used for selection of new Committee members effective January 2011 used for selection of new Committee members effective January 2011 as described in paragraph 28 of document WO/GA/39/13 will also be applied in the case of selection of new members of the IAOC Independent Advisory Oversight Committee, except as provided for in paragraph 4(viii) below; will also be applied in the case of selection of new members of the IAOC Independent Advisory Oversight Committee, except as provided for in paragraph 4(viii) below; shall apply:	(iii) The selection process as described in paragraph 28 of document WO/GA/39/13 shall apply:
31.	(viii) A roster/pool of experts identified during the selection process may be used in case of resignation or demise of a member of the Independent Advisory Oversight Committee while serving his or her term.	(viii) A roster/pool of experts identified during the selection process may be used in case of resignation or demise of a member of the IAOC Independent Advisory Oversight Committee IAOC Independent Advisory Oversight Committee while serving his or her term.	(iv) In case of resignation or demise of a member of the IAOC while serving his or her term, a roster/pool of experts identified during the selection process may be used. <u>In case of resignation or demise of a member of the IAOC while serving his or her term, a roster/pool of experts identified during the selection process may be used.</u>	(iv) In case of resignation or demise of a member of the IAOC while serving his or her term, a roster/pool of experts identified during the selection process may be used.
32.	5. The members of the Independent Advisory Oversight Committee shall select a Chair and Deputy Chair.	5. The members of the Independent Advisory Oversight Committee shall select a Chair and Deputy Chair. <i>[Pro domo: see new section "D. Chairpersonship", below]</i>		
9.3	6. The Selection Panel, in recommending candidates for nomination by the Program and Budget Committee	6. 65. The Selection Panel, in recommending candidates for nomination by the Program and Budget Committee	5. The Selection Panel, in recommending candidates for nomination by the Program and Budget Committee	5. The Selection Panel, in recommending candidates for nomination by the Program and Budget Committee

1.	Current Terms of Reference	Proposed Revisions (“Track Changes”)	Proposed <u>Additional</u> Revisions (“Track Changes”)	Final Proposed Revisions (“Clean” text)
	<p>shall ensure that the candidates possess relevant qualifications and experience, for example, in auditing, evaluation, accounting, risk management, legal affairs, information technology, human resources management and other financial and administrative matters. Expertise as well as geographical distribution and rotation should guide the selection process. In making its final recommendations to the Program and Budget Committee, the Selection Panel will try to ensure collegiality, the right mix of skills and expertise, and gender balance in the overall composition of the Committee. Due consideration shall be given to the availability, commitment, professionalism, integrity and independence of the candidates. Members of the Independent Advisory Oversight Committee 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. Candidates must possespossess a demonstrated working knowledge of WIPO official languages, in particular English or French. When making its recommendations to the Program and Budget Committee the Selection Panel shall provide redacted curricula vitae for all individuals being nominated for appointment to the Independent Advisory Oversight Committee.</p>	<p>shall ensure that the candidates possess relevant qualifications and experience, for example, in auditing, evaluation, accounting, risk management, legal affairs, information technology, human resources management and other financial and administrative matters. Expertise as well as geographical distribution and rotation should guide the selection process. In making its final recommendations to the Program and Budget Committee, the Selection Panel will try to ensure collegiality, the right mix of skills and expertise, and gender balance in the overall composition of the Committee. Due consideration shall be given to the availability, commitment, professionalism, integrity and independence of the candidates. Members of the Independent Advisory Oversight Committee 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. Candidates must posses <i>[Pro domo: This sentence has been moved to new paragraph 10, below]</i> Candidates must possess a demonstrated working knowledge of WIPO official languages, in particular English or French. When making its recommendations to the Program and Budget Committee the Selection Panel shall provide redacted curricula vitae for all individuals being nominated for appointment to the IAOIndependent Advisory Oversight Committee.</p>	<p>shall ensure that the candidates possess relevant qualifications and experience, for example, in auditing, evaluation, accounting, risk management, legal affairs, information technology, human resources management and other financial and administrative matters. Expertise as well as geographical distribution and rotation should guide the selection process. In making its final recommendations to the Program and Budget Committee, the Selection Panel will try to ensure collegiality, the right mix of skills and expertise, and gender balance in the overall composition of the Committee. Due consideration shall be given to the availability, commitment, professionalism, integrity and independence of the candidates. Candidates must possess a demonstrated working knowledge of WIPO official languages, in particular English or French. When making its recommendations to the Program and Budget Committee the Selection Panel shall provide redacted curricula vitae for all individuals being nominated for appointment to the IAOC.</p>	<p>shall ensure that the candidates possess relevant qualifications and experience, for example, in auditing, evaluation, accounting, risk management, legal affairs, information technology, human resources management and other financial and administrative matters. Expertise as well as geographical distribution and rotation should guide the selection process. In making its final recommendations to the Program and Budget Committee, the Selection Panel will try to ensure collegiality, the right mix of skills and expertise, and gender balance in the overall composition of the Committee. Due consideration shall be given to the availability, commitment, professionalism, integrity and independence of the candidates. Candidates must possess a demonstrated working knowledge of WIPO official languages, in particular English or French. When making its recommendations to the Program and Budget Committee the Selection Panel shall provide redacted curricula vitae for all individuals being nominated for appointment to the IAOC.</p>

1.	Current Terms of Reference	Proposed Revisions (“Track Changes”)	Proposed <u>Additional</u> Revisions (“Track Changes”)	Final Proposed Revisions (“Clean” text)
34.	7. The Independent Advisory Oversight Committee should corporately possess the following competencies:	76. The IAOC Independent Advisory Oversight Committee should corporately collectively possess the following competencies:	6. The IAOC should collectively possess the following competencies:	6. The IAOC should collectively possess the following competencies:
35.	(a) Technical or specialist knowledge of issues pertinent to the Organization’s business;	(a) Technical or specialist knowledge of issues pertinent to the Organization’s business;	(a) Technical or specialist knowledge of issues pertinent to the Organization’s business;	(a) Technical or specialist knowledge of issues pertinent to the Organization’s business;
36.	(b) Experience of managing similar sized organizations;	(b) Experience of managing similar sized organizations of similar size and complexity;	(b) Experience of managing organizations of similar size and complexity;	(b) Experience of managing organizations of similar size and complexity;
37.	(c) Understanding of the wider relevant environments in which the Organization operates, including its objectives, culture and structure;	(c) Understanding of the wider relevant environments in which the Organization operates, including its objectives, culture and structure;	(c) Understanding of the wider relevant environments in which the Organization operates, including its objectives, culture and structure;	(c) Understanding of the wider relevant environments in which the Organization operates, including its objectives, culture and structure;
38.	(d) Detailed understanding of the Organization’s governance environment and accountability structures;	(d) Detailed understanding of the Organization’s governance environment and accountability structures;	(d) Detailed understanding of the Organization’s governance environment and accountability structures;	(d) Detailed understanding of the Organization’s governance environment and accountability structures;
39.	(e) Oversight or management experience at senior level in the United Nations system.	(e) Oversight or management experience at senior level in the United Nations system.	(e) Oversight or management experience at senior level in the United Nations system.	(e) Oversight or management experience at senior level in the United Nations system;
40.	(f) International and/or intergovernmental experience.	(f) International and/or intergovernmental experience.	(f) International and/or intergovernmental experience.	(f) International and/or intergovernmental experience.
41.	87. 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.	87. 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.	7. 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.	7. 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.

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
42.		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.	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.	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.
43.		9. Members of the IAOC shall sign a statement of disclosure of interest.	9. Members of the IAOC shall sign a statement of disclosure of interest.	9. Members of the IAOC shall sign a statement of disclosure of interest.
44.		10. 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.	10. 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.	10. 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.
40.		D. CHAIRPERSONSHIP	D. CHAIRPERSONSHIP	D. CHAIRPERSONSHIP
46.		11. 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.	11. 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.	11. 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.
47.		E. REIMBURSEMENT OF COSTS	E. REIMBURSEMENT OF COSTS	E. REIMBURSEMENT OF COSTS
48.		12. Members will not be remunerated for activities undertaken in their capacity as members of the Committee. However,	12. Members will not be remunerated for activities undertaken in their capacity as members of the Committee. However,	12. Members will not be remunerated for activities undertaken in their capacity as members of the Committee. However,

1.	Current Terms of Reference	Proposed Revisions ("Track Changes")	Proposed <u>Additional</u> Revisions ("Track Changes")	Final Proposed Revisions ("Clean" text)
		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.	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.	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.
49.		F. INDEMNITY OF MEMBERS	F. INDEMNITY OF MEMBERS	F. INDEMNITY OF MEMBERS
50.		13. 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.	13. 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.	13. 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.
51.	D. MEETINGS AND QUORUM	D G. MEETINGS AND QUORUM	G. MEETINGS AND QUORUM	G. MEETINGS AND QUORUM
52.	9. The Independent Advisory Oversight Committee will meet regularly every quarter in formal meeting.	914. The IAOC Independent Advisory Oversight Committee will meet regularly every quarter in formal meeting-session . 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.	14. 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.	14. 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.
53.	10. A minimum of four members of the Independent Advisory Oversight Committee are required to be present for a meeting of the Committee to be quorate.	4015. A minimum of four members of the IAOC Independent Advisory Oversight Committee are required to be present for a meeting of the Committee to be quorate.	15. A minimum of four members of the IAOC are required to be present for a meeting of the Committee to be quorate.	15. A minimum of four members of the IAOC are required to be present for a meeting of the Committee to be quorate.
54.	11. The Independent Advisory Oversight Committee may invite officials of the WIPO Secretariat or others to attend meetings.	4416. The IAOC Independent Advisory Oversight Committee may invite officials of the WIPO Secretariat or others to attend meetings-its sessions .	16. The IAOC may invite officials of the WIPO Secretariat or others to attend its sessions.	16. The IAOC may invite officials of the WIPO Secretariat or others to attend its sessions.
55.		17. The IAOC shall meet at least twice a	17. The IAOC shall meet at least twice	17. The IAOC shall meet at least once a

1.	Current Terms of Reference	Proposed Revisions (“Track Changes”)	Proposed <u>Additional</u> Revisions (“Track Changes”)	Final Proposed Revisions (“Clean” text)
		year in private sessions with the Director, Internal Oversight Division and with the External Auditor, respectively.	once a year in private sessions with the Director, Internal Oversight Division, the Ethics Officer, the Ombudsperson and with the External Auditor, respectively.	year in private sessions with the Director, Internal Oversight Division, the Ethics Officer, the Ombudsperson and the External Auditor, respectively.
56.	E. REPORTING AND REVIEW	EH. REPORTING AND REVIEW	H. REPORTING AND REVIEW	H. REPORTING AND REVIEW
57.	12. The Independent Advisory Oversight Committee shall keep Member States informed of its work on a regular basis. In particular, following each of its formal meetings the Committee shall organize a meeting with WIPO Member States and prepare a report for circulation to the Program and Budget Committee.	1218. The IAOC Independent Advisory Oversight Committee shall keep Member States informed of its work on a regular basis. In particular, following each of its formal meetingsessions the Committee shall organize an information meeting with representatives of WIPO Member States and preparesubmit a report for circulation to the Program and Budget Committee.	18. 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.	18. 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.
58.	13. Based on its review of the Internal and External Audit functions of WIPO and its interactions with the Secretariat, the Independent Advisory Oversight Committee will submit an annual report to the Program and Budget Committee and to the WIPO General Assembly.	1319. Based on its review of the Internalinternal and ExternalAuditexternal audit functions of WIPO and its interactions with the Secretariat, the IAOCIndependent Advisory Oversight Committee will shall submit an annual report to the Program and Budget Committee and to the WIPO General Assembly.	19. Based on its review of the internal oversight and external audit functions of WIPO and its interactions with the Secretariat, the IAOC shall submit an annual report to the Program and Budget Committee and to the WIPO General Assembly.	19. Based on its review of the internal oversight and external audit functions of WIPO and its interactions with the Secretariat, the IAOC shall submit an annual report to the Program and Budget Committee and to the WIPO General Assembly.
59.	14. The Independent Advisory Oversight Committee shall consider the reports of the External Auditor presented to the Program and Budget Committee and provide comments for consideration by the Program and Budget Committee to facilitate its report to the General Assembly as provided for in Financial Regulation 8.11.	1420. The IAOC Independent Advisory Oversight Committee shall consider the reports of the External Auditor presented to the Program and Budget Committee and provide comments for consideration by the Program and Budget Committee to facilitate its report to the General Assembly as provided for in Financial Regulation 8.11. 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.	20. The IAOC shall consider the reports of the External Auditor presented to the Program and Budget Committee and provide comments for consideration by the Program and Budget Committee to facilitate its report to the General Assembly as provided for in Financial Regulation 8.11. 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.	20. The IAOC shall consider the reports of the External Auditor presented to the Program and Budget Committee and provide comments for consideration by the Program and Budget Committee to facilitate its report to the General Assembly as provided for in Financial Regulation 8.11. 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.

1.	Current Terms of Reference	Proposed Revisions (“Track Changes”)	Proposed <u>Additional</u> Revisions (“Track Changes”)	Final Proposed Revisions (“Clean” text)
41.	15. Member States will review, every three years, the mandate, functioning, membership, selection and rotation of the Independent Advisory Oversight Committee. However, Member States retain the possibility to ask for this review to be put on the agenda of any session of the Program and Budget Committee.	15. Member States will review, every three years, the mandate, functioning, membership, selection and rotation of the Independent Advisory Oversight Committee. However, Member States retain the possibility to ask for this review to be put on the agenda of any session of the Program and Budget Committee. [Pro domo: this paragraph has been moved to a new section “M. Amendments to the Terms of Reference”, below]	21. The Chairperson or other members designated by the Chairperson shall attend <i>ex officio</i> , 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.	21. The Chairperson or other members designated by the Chairperson shall attend <i>ex officio</i> , 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.
12.		I. SELF-ASSESSMENT	I. SELF-ASSESSMENT	I. SELF-ASSESSMENT
62.		21. 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.	2422. 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, at least every two years, a self-assessment relative to the Committee’s purpose and mandate to ensure it is operating effectively.
63.	F. SUPPORT BY THE WIPO SECRETARIAT	F.SUPPORT BY J. THE WIPO SECRETARIAT SECRETARY OF THE COMMITTEE	J. THE SECRETARY OF THE COMMITTEE	J. THE SECRETARY OF THE COMMITTEE
64.	16. Assistance shall be provided to the Independent Advisory Oversight Committee from the WIPO Secretariat, which should be outside of the Internal Audit and Oversight Division of WIPO, in accordance with the principles of accountability and transparency. This assistance will be in the form of dedicated, independent Professional and General Service assistance serving on a part-time basis as secretariat for the Independent Advisory Oversight Committee. Functions of such logistical and technical assistance shall include: (a) logistical and administrative support. This would entail	22. The 16.—Assistance shall be provided to the Independent Advisory Oversight Committee from the WIPO Secretariat, which should be outside of the Internal Audit and Oversight Division of WIPO, in accordance with the principles of accountability and transparency. This assistance will be in the form of dedicated, independent Professional and General Service assistance serving on a part-time basis as secretariat for the Independent Advisory Oversight Committee. Functions of such logistical and technical assistance shall include: (a) logistical and administrative support. This	2223. The WIPO Secretariat shall designate a Secretary to the IAOC who shall provide logistical and technical assistance to the Committee.	23. The WIPO Secretariat shall designate a Secretary to the IAOC who shall provide logistical and technical assistance to the Committee.

1.	Current Terms of Reference	Proposed Revisions (“Track Changes”)	Proposed <u>Additional</u> Revisions (“Track Changes”)	Final Proposed Revisions (“Clean” text)
		would entail to the Committee.		
65.	preparing for and attending Independent Advisory Oversight Committee meetings and assisting with preparing draft reports; (b) substantive and technical work in preparation for Independent Advisory Oversight Committee meetings, which may include research and background position papers, and others, as may be requested by the Independent Advisory Oversight Committee.	23. Such assistance entails preparing for and attending the sessions of the Independent Advisory Oversight Committee meetings and assisting with preparing draft reports; (b) substantive and technical work in preparation for Independent Advisory Oversight Committee meetings, which or any correspondence. Such assistance may include also entail research and background position papers, and others in preparation for the sessions of the Committee, as may be requested by the Independent Advisory Oversight Committee.	2324. 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.	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.
66.		24. The performance appraisal of the IAOC Secretary shall be done with input from and in consultation with the Chairperson of the IAOC.	2425. The performance appraisal of the IAOC Secretary shall be done with input from and in consultation with the Chairperson of the IAOC	25. The performance appraisal of the IAOC Secretary shall be done with input from and in consultation with the Chairperson of the IAOC.
67.	G. BUDGET	KG. BUDGET	K. BUDGET	K. BUDGET
68.	17. In its biennial budget WIPO shall provide a specific budget allocation for the Independent Advisory Oversight Committee, providing for costs on an annual basis associated with the approved activities and related expenditures as provided in the terms of reference, namely four formal meetings of four to five days each in principle, attendance by Independent Advisory Oversight Committee members to the Program and Budget Committee and other meetings as required, secretarial and substantive support, and external consultancies.	47. In 25. WIPO shall include in its biennial budget WIPO shall provide a specific budget allocation for the Independent Advisory Oversight Committee IAOC, providing for the costs on an annual basis associated with the approved Committee’s mandated activities and related expenditures as provided in the terms of reference , namely four formal meetings sessions of four to five days each in principle, attendance by IAOC Independent Advisory Oversight Committee members to at the Program and Budget Committee sessions, at the General Assembly and at other meetings as required, secretarial and substantive	2526. 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 consultancies.	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 consultancies.

1.	Current Terms of Reference	Proposed Revisions (“Track Changes”)	Proposed <u>Additional</u> Revisions (“Track Changes”)	Final Proposed Revisions (“Clean” text)
		support, and by the IAOC Secretary, and, as required, external consultancies.		
69.	18. Expenses for members of the Independent Advisory Oversight Committee will be paid by WIPO in accordance with WIPO’s financial rules and regulations.	18. Expenses for members of the Independent Advisory Oversight Committee will be paid by WIPO in accordance with WIPO’s financial rules and regulations.		
70.	H. INFORMATION REQUIREMENTS	HL. INFORMATION REQUIREMENTS	L. INFORMATION REQUIREMENTS	L. INFORMATION REQUIREMENTS
71.	19. Well in advance of each formal meeting, the WIPO Secretariat shall provide the Independent Advisory Oversight 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.	19 26. Well in advance of each formal meeting session, the WIPO Secretariat shall provide the Independent Advisory Oversight 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.	26 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.	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.
13.		M. AMENDMENTS TO THE TERMS OF REFERENCE	M. AMENDMENTS TO THE TERMS OF REFERENCE	M. AMENDMENTS TO THE TERMS OF REFERENCE
73.		27. Previous revisions to these Terms of Reference have been approved by the WIPO General Assembly in September 2007, September 2010, September 2011, and October 2012. The latest revision (contained in document PBC/24/4) has been approved by the WIPO General Assembly in October 2015	27 28. Previous revisions to these Terms of Reference have been approved by the WIPO General Assembly in September 2007, September 2010, September 2011, and October 2012. The latest revision (contained in document PBC/24/4) has been approved by the WIPO General Assembly in October 2015.	28. Previous revisions to these Terms of Reference have been approved by the WIPO General Assembly in September 2007, September 2010, September 2011, and October 2012. The latest revision (contained in document PBC/24/4) has been approved by the WIPO General Assembly in October 2015.
74.		28. Member States will review, every three years, the mandate, functioning, membership, selection and rotation of the IAOC. However, Member States retain the possibility to ask for this review to be put on the agenda of any session of the	28 29. Member States will review, every three years, the mandate, functioning, membership, selection and rotation of the IAOC. However, Member States retain the possibility to ask for this review to be put on the agenda of any session of the	29. Member States will review, every three years, the mandate, functioning, membership, selection and rotation of the IAOC. However, Member States retain the possibility to ask for this review to be put on the agenda of any session of the

1.	<i>Current Terms of Reference</i>	<i>Proposed Revisions ("Track Changes")</i>	<i>Proposed <u>Additional</u> Revisions ("Track Changes")</i>	<i>Final Proposed Revisions ("Clean" text)</i>
		Program and Budget Committee.	Program and Budget Committee.	Program and Budget Committee.

[End of Annex II and of document]