



ATHENA

ADVANCING GENDER EQUITY AND HUMAN RIGHTS IN THE GLOBAL RESPONSE TO HIV/AIDS

Background

ATHENA (<http://www.athenanetwork.org/>) was created to advance gender equity and human rights at the intersection of HIV, women's rights, SRHR, and GBV. Formally launched in 2005, and building on work continuing since 2000, ATHENA plays a policy formulation, capacity-building and network-convening role, working with partners at national and regional level.

The **ATHENA Initiative is a conduit of learning and innovation**, providing thought leadership and technical support, through a global team, with administrative headquarters in the Pacific Northwest in the US. The **ATHENA Network is global and brings together activists, researchers, policymakers, community-based organizations, and broader civil society, including networks of women living with HIV**. The two arms of ATHENA work in concert to deliver our vision of realizing gender equality and achieving global health. Our core team is based in the US, UK, Canada, and across East and Southern Africa, bringing our expertise across policy development, participatory action research, advocacy, programming, youth involvement, meaningful engagement, leadership development, consultation, and participatory monitoring and evaluation; while building community capacity to effectively advocate and lead home grown responses.

ATHENA currently operates without core funding, from a virtual Secretariat, with no salaried staff. ATHENA's administrative home is in the United States, and it maintains deep partner relationships in Europe, Latin America and East and Southern Africa. ATHENA is governed by a regionally diverse Board, comprised of individuals representing a range of professional backgrounds, perspectives, and experiences of the HIV epidemic, as well as technical expertise.

ATHENA continues to operate on project-based funding, without core financial support for organizational infrastructure. As such, ATHENA's leadership retains professionals on a project-project basis. Where possible, ATHENA aims to retain individuals on an ongoing basis, to maintain continuity and to build the internal capacity of the organization.

ATHENA Mission and Values

Our mission is to advance the recognition, protection, and fulfillment of women's and girls' human rights, comprehensively and inclusively, as a fundamental component of the response to HIV and AIDS. To ensure gender equity in HIV-related research, prevention, diagnosis, treatment, care, and the development of interventions based on a gendered analysis. To promote and facilitate the leadership of women and girls, especially those living with HIV, in all aspects of the response to HIV and AIDS. Finally, to bridge the communities around the world that are addressing gender, human rights, sexual and reproductive health and rights, and HIV.

Our actions are guided by the following values:

- Respect for internationally-recognized human rights
- Commitment to achieving gender equity
- Commitment to democracy that includes shared leadership and distribution of power
- Commitment to geographic and gender diversity.

It is the ATHENA Initiative's aim for consultants to serve as public ATHENA champions in their work and spheres of influence.

It is of vital importance that ATHENA's work is cross cultural and competent. It is ATHENA's aim for its core team members to hold attention to working across cultures, backgrounds, and lived experiences with respect and appreciation for our diversity. ATHENA looks to local leadership wherever possible to create space for this diversity and bring this in as an asset.

Terms of reference (TOR)

The terms of reference (TOR) applies to all independent contractors/consultants working on an agreed scope of work with ATHENA, including short-term contracts and longer-term core team roles.

It is the expectation that all activities will be conducted in such a manner as required to comply with ATHENA's code of conduct which include but are not limited to the following specific principles:

- We comply with the law
- We disclose and address all conflicts of interest
- We report any illegal or unethical behaviour

All independent contractors/consultants are required to comply with all of ATHENA's policies, including reviewing and confirming their understanding of the policies listed below:

- Internal communication protocol
- Travel policy
- Code of conduct against human trafficking and slavery
- Child safeguarding code of conduct
- ATHENA code of conduct including fraud, conflict of interest, whistle blower policy
- Timesheet policy
- Sub-recipient management
- Foreign exchange policy

Other guides:

- Content Style Guide
- Internal Communications Protocol

Consultancy agreement

Herewith, the Board, agrees to retain _____ in the role of National Trainer, under the following terms and conditions.

Scope of work

On behalf of the ATHENA Initiative, _____ will work under the supervision of Ms. Tyler Crone, ATHENA's Coordinating Director, to accomplish a range of project-specific tasks, as well as to contribute to overall ATHENA operations.

Core Team Requirements

Expectations of ATHENA core team include, but are not limited to:

- Representing ATHENA in different spaces
- Attending and contributing to weekly team meetings
- Identifying funding opportunities
- Contributing to developing funding bids.

Specific Deliverables and Timelines

ATHENA consultants will refer to the READY to Lead work plan and be responsible for ensuring they meet timelines agreed with ATHENA and the READY to Lead partners.

Each team member working on READY to Lead has specific roles and responsibilities, and leads on specific areas of the project. In your role, you are expected to take responsibility for your allocated areas and responsibilities, and engage with other team members as appropriate to ensure effective delivery.

The deliverables, activities and responsibilities assigned to _____ as National Trainer are:

- Working closely with the Lead Trainer, contribute to development of Workshop 1 materials, revise and ensure appropriate for different audiences, participate in training of trainers.
- Co-facilitate first Workshop 1, then lead facilitate three additional Workshops 1.
- Working closely with the Lead Trainer, contribute to development of Workshop 2 materials, revise and ensure appropriate for different audiences, participate in training of trainers.
- Co-facilitate Workshop 2.
- Provide regular feedback to the wider ATHENA team, and contribute to ATHENA team meetings and other activities as appropriate including on weekly team calls.
- Represent ATHENA in READY to Lead activities in Zimbabwe as appropriate, subject to discussion.

Note that this role is envisaged to complete at the end of year 1 of this two year project.

Days and daily rate

Your assigned days to work on READY to Lead:

Year 1:

Workshop 1: 27 days (4 days prep, 3 revision of materials, 2 days to be trained by ATHENA, 2 days travel, 2*4 day workshop in June and 2*4 day workshop in October)

Workshop 2: 16 days (5 days prep, 3 revision of materials, 2 days to be trained by ATHENA, 2 days travel, one 4 day workshop)

Your daily rate of pay is: £250.

Note that rates agreed under READY to Lead are in British Pounds. ATHENA will make payment in US dollars based on the exchange rate on date of payment. If your receiving bank account is in a different currency any costs of exchange or bank fees will not be the responsibility of ATHENA.

It is your responsibility to manage your available time to deliver effectively, and in accordance with the timings and deadlines set out in the work plan. You should only invoice for actual days worked and only to the maximum specified in this agreement.

Terms of engagement

General Terms

- _____ will be engaged by ATHENA on an independent consultant basis.
- _____ is accountable to the Coordinating Director and the Board, but does not serve in an employee-employer relationship with ATHENA.
- ATHENA will provide no employment benefits to _____, nor will it withhold any taxes on her behalf. It is the responsibility of the individual to comply with and make appropriate payments for taxes, national insurance or other government payments, according to requirements in her country.
- _____ will notify the network within 30 days of any planned cessation of her duties
- The ATHENA Board also has the right to terminate this Agreement, and shall provide 30 days' notice to _____. Termination shall only be for cause.

Work Structure

You will be working remotely from your home base. You have the flexibility to work during hours convenient to you, although will be expected to be available for scheduled communications that are essential to any particular work project (it is of course expected that any phone calls or work turnaround times will be arranged with consideration of preferred working hours, i.e. phone calls scheduled no earlier than 7 AM, or later than 9 PM unless an emergency arises).

Conflict of interest

The following is a summary of ATHENA's Conflict of Interest Policy, all ATHENA contractors/consultants are required to comply with the full policy.

All ATHENA contractors/consultants shall at all times act in a manner consistent with their fiduciary responsibilities to the project and organization and shall exercise care that no detriment to ATHENA results from conflicts between their interests and those of the organization. The use of ATHENA's time, personnel, equipment, supplies, or good should be used for nothing other than organizational activities, programs, and purposes. No contractors/consultants shall participate in the selection, award, or administration of a contract if a real or apparent conflict of interest would be involved. An individual is considered to have a conflict of interest when the any member of his/her immediate family, his/her partner, or an organization which employs or is about to employ any of the parties indicated herein, has a financial or other interest (inclusive of accepting gifts) in the firm selected for an award which impairs or might appear to impair the individual's independence of judgment in the discharge of responsibilities to ATHENA. It is expected that individuals will provide full disclosure of any outside activities that may lead to such a conflict of interest before agreeing to perform paid services for ATHENA, and inform ATHENA of any activities in advance of accepting them retained by ATHENA.

Compensation

Payments to all ATHENA contractors/consultants will be based on the approval of time-sheets. Each contractor/consultant will complete and submit a signed individual time-sheet showing hours worked indicating time against deliverables. One timesheet will be required, to be submitted monthly, detailing hours worked on each project that the contractor/consultant is currently working on.

Compensation is based on deliverables and performance, not time spent on each project. Compensation will be agreed at an hourly rate subject to the satisfactory delivery of an agreed scope of work and deliverables. The rate paid will reflect experience, level of expertise and responsibility required, and the geographical location of the contractor/consultant in line with ATHENA's remuneration policy. Payment fee and schedule is outlined specific to this agreement above.

To the extent there are any additional expenses incurred as a consequence of performing ATHENA-related work, _____ will make every reasonable effort to anticipate such expenses *prior to their being incurred* and communicate such to the Coordinating Director. If funds are available, and the Coordinating Director agrees to the value of the expense, ATHENA will either reimburse _____ for payments made, or advance her the funds to cover such expenses. This will be subject to a fully complete expense request form being submitted, and approved by the relevant project manager, and submission of appropriate documentation and receipts for all expenses, in accordance with the ATHENA expense policy. Expenses not agreed in advance may not be paid, if they are not reasonable, allocable to a current budget and allowable under the terms of that project budget, or if funds are not available, or, if it is determined that the expense is not relevant to ATHENA work.

Payments will be made by bank wire directly into _____'s bank account. Payments will be made on an agreed schedule based on the availability of funds. ATHENA will do its best to avoid payment delays but given that ATHENA is project funded there are inevitable delays from donors at times. All fee payments, of transfers of agreed-upon project-related funds, to _____ shall be made by The Mirembé Project, ATHENA's US fiscal sponsor.

Any tax, national insurance or liabilities are the responsibility of the contractor/consultant, ATHENA does not provide paid leave or benefits.

ATHENA contractors/consultants are not covered by insurance through the organization and must ensure that, at their own expense, they have insurance coverage. This includes travel insurance for any ATHENA travel, which is the responsibility of the contractor/consultant to arrange and will not be reimbursed by ATHENA.

Expense claim

We ask for receipts and/or documentation for any expenses above \$50. Expenses under \$50 must still be detailed on the expense request form.

Based on available resources, ATHENA will aim to cover direct travel and/or expenses occurred in meeting participation when team members or collaborating individuals are directly representing ATHENA. Receipts for this purpose will be required for reimbursement. This should always be agreed in advance, and will normally apply only to minimum, reasonable expenses where travel outside the individual's home city is required.

See the ATHENA travel and expense claim policy documents for more details.

Documentation

As stated above, all expenses must be documented and for all expenses above \$50 receipts are to be submitted. All paperwork for this must be scanned and sent in one email, with a completed expenses form, to the designated project lead managing the relevant budgets. Receipts can be submitted as a photograph, and all documentation must be submitted as a downloadable file (e.g. do not just forward an email, save it as a PDF to submit).

No money will be paid out until receipts are submitted unless an advance request has been filed. In that case, receipts may be submitted after.

Where documentation such as timesheets, invoices, expense forms or receipts are outstanding, it will not be possible for associated payments to be made. Where payment has been made and inadequate documentation supplied, further payments may be withheld by ATHENA until the situation is rectified.

ATHENA contractors/consultants must ensure all documents, materials, and research are saved in the appropriate shared Google Drive/Dropbox folders.

Intellectual property

In cases where contractors/consultants produce materials or works for ATHENA, the materials are subject to ownership by ATHENA. Intellectual property will continue to be held by ATHENA, and any data, research, materials or outputs to which you contribute will remain ATHENA property, and may not be used by you without ATHENA permission and due credit being given.

No work product will be shared with or submitted to external partners without internal clearance first.

Performance management

Performance management is an ongoing process of communication between a supervisor and a contractor/consultant in support of accomplishing the strategic objectives of the organization. The communication process includes setting objectives, identifying goals, providing feedback, and evaluating results.

ATHENA may take corrective action when a contractor/consultant fails to meet acceptable conduct or work performance standards. The types of corrective action that can be used to provide an opportunity for a contractor/consultant to correct work or work performance standards are written warning, in-person or over Skype meeting, and in some rare cases, suspension. Supervisors are responsible for informing contractors/consultants of conduct and performance expectations before problems arise.

The types of conduct that may result in corrective action include, but are not limited to:

- Failure to meet acceptable work performance standards
- Insubordination
- Unethical behaviours
- Violation of law
- Discrimination, harassment, exploitation, or intimidation, including sexual

Semi-annual appraisal/exit interviews- appraisals regularly record an assessment of a consultant's performance, potential, and developmental needs. It is an opportunity to take an overall view of work content, loads and volume, and to look back on what has been achieved during the reporting period and agree objectives for the next period.

The process is bidirectional and provides the consultant an opportunity to give and receive feedback. Twice a year in October and February, or upon exiting, consultants are to fill in 'Semi-annual appraisal assessment / exit interview' form (**Appendix A**). The director will review and schedule a follow up meeting to have an informal discussion on what is working, what is not working, areas for growth, and strengths. Exit interview outcomes are to be shared with the Board.

Conflict resolution

It is the responsibility of all those who work for ATHENA to seek to resolve conflict and disputes as quickly as possible to avoid problems escalating. ATHENA promotes the use of informal avenues to conflict resolution, such as workplace mediation; however, it also recognizes that it is not always possible to resolve all conflict informally, which is why a more formal process is available.

A contractor/consultant can raise a grievance in writing at any time. The Grievance Form in **Appendix B** can be used for this purpose if desired. A written grievance should specify the nature of the grievance and the outcome sought by the contractor/consultant and be submitted to their supervisor. If the supervisor is the subject of the grievance, then the paperwork should be directed to the Executive Director. All efforts will be made to resolve conflict so that both parties can move forward and continue to work towards ATHENA's mission and values.

Whistle-blower protection

Alleged unlawful activity, policy, or practice should be brought directly to the attention of ATHENA's Leadership, including the Executive Director. A contractor/consultant retained to perform services for ATHENA, will agree to provide ATHENA with a reasonable opportunity to investigate and correct the alleged unlawful activity.

ATHENA will not retaliate against a contractor/consultant who, in good faith, discloses or threatens to disclose, has made a protest or raised a complaint against some practice of ATHENA, or of another individual or entity with whom ATHENA has a business relationship, inclusive of governmental or non-governmental bodies and organizations, on the basis of a reasonable belief that the practice is fraudulent or in violation of law or a clear mandate of public policy concerning health, safety, welfare, or protection of the environment.

Fraud

ATHENA defines fraud as intentional deception to deprive the organization of something of value or to secure something for individual benefit, privilege, allowance or consideration. Appropriate confidentiality and compliance with all applicable regulations and laws are equally important.

Fraudulent or suspicious activities may include, but are not limited to: physical theft of cash or ATHENA property or services; falsifying receipts or expense reporting; lying about use of ATHENA funds; misusing organization assets; abusing administrative authority, such as misapplying the procurement process; and colluding with vendors or bank employees to perpetrate fraud. All staff are encouraged to communicate concerns regarding fraud, theft, or suspicious activity.

Communication

Content style guide

It is expected that all consultants/contractors will work to ensure that ATHENA has a clear and consistent approach to communication including the provision of accessible and inclusive information and resources. ATHENA team members must adhere to the 'Style Content Guide' for all communications.

Internal communications protocol

The following are key elements of internal communication by all ATHENA team members:

- All emails should have a relevant and clear subject line. New topics or activities should have a new email chain.
- Subject lines should clearly indicate where response is needed and by when.
- Number email content when asking for a response. Numbering in replies should reflect the same numbering i.e. using same numbers to respond, or continuing numbering if additional points being made.

- Keep emails short and to the point as far as possible.
- All project emails should cc project lead.
- Don't copy the whole team to everything. Copy only those working on the specific project and for whom the email is relevant.
- All documents should be added to the Google Drive, and referred to there, rather than attached. Please delete and replace earlier drafts, or use version numbering e.g V1, V2.
- Please only use text, WhatsApp or other immediate communication tools for urgent communication needs, and be respectful of the different time zones in which team members work
- Documents that require approval should be sent at least 48 hours before the deadline for that approval, not including weekends.
- Write dates out as e.g. 10th Jan rather than numbers, to avoid confusion

Travel Policy

All international travel undertaken on projects using funding received from the United States Government shall be arranged in accordance with the rules laid out in, Standard Provisions for U.S. Nongovernmental Organizations. A Mandatory Reference for ADS Chapter 303, available at <https://www.usaid.gov/sites/default/files/documents/1864/303maa.pdf>. **Relevant pages are 16 – 19.**

In brief, the rules require that:

- Air travel be made using “US Flag Carriers”. For further guidance, see <https://www.gsa.gov/portal/content/103191> .
- Where there are exceptions, that such exceptions be in accordance with the rules (examples include – the relevant routes are not served by US Flag Carriers; using US Flag Carriers would extend travel by more than 24 hours. See rules for further specifics).
- Per diems shall be allowed and expended in accordance with pre-existing organizational policy, where applicable, but in no event shall per diems exceed rates allowed by the US Department of State.

For other projects different rules might apply and it is your responsibility to be familiar with these.

Foreign Exchange Policy

ATHENA Initiative is a US-registered entity, and US dollars are our operating currency. All funds received and disbursed by ATHENA will be in US dollars, unless an ‘other direct cost’ activity requires local currency. We operate a global team of personnel, who are paid fixed hourly rates set in US dollars, and paid in US dollars, to protect ATHENA from currency fluctuations.

If you receive payment in a different currency, any associated bank charges or currency fluctuations will not be reimbursable by ATHENA. Your agreed hourly rate is weighted to reflect this.

Final Remarks

Where projects have specific compliance, finance, reporting, or other policies, these will supersede this Terms of Reference where they differ.

By signing this document, you agree to the above agreements and terms of reference in their entirety.

E. Tyler Crone
ATHENA Coordinating Director

Appendix A

1. Semi-annual appraisal / exit interview

Name

Date of appraisal __/__/__

Your next Appraisal Meeting will take place on:

Date: __/__/__

1.1 Purpose of the Appraisal Meeting

To enable you to discuss, with ATHENA's Director, your job performance and your future. The discussion should aim at a clearer understanding of:

- (a) The main scope and purpose of your position
- (b) Agreements on your objectives and tasks
- (c) Standards or targets for measuring your performance
- (d) Your future prospects

You can prepare for the meeting and discussion by completing this form.

Please submit this form to the director one week in advance of your scheduled meeting to give her time to review beforehand.

If you prefer, you can use this form for your own guidance only, and not show it to anyone.

1.2 Self appraisal

Name

1. What have you accomplished in the period under review (consider the early part of the period as well as more recent events)? Have you made any innovations?

2. Do you feel you have the resources and support necessary to accomplish your role? If not, what is missing?

3. What parts of your job, do you:

(a) do best/are most proud of?

.....

(b) do less well?

.....

(c) have difficulty with?

.....

5. Have you any skills, aptitudes, or knowledge not fully utilised in your job? If so, what are they and how could they be used?

.....

6. Can you suggest what ATHENA as an organization can do to enable you to help improve your performance or development?

.....

7. Please state one or two aims you have for yourself for the next period.

.....

Appendix B - NOTIFICATION OF FORMAL GRIEVANCE

To lodge a formal grievance, please complete this form and submit it to your Manager. Submitting this form will commence the Formal Grievance process as outlined in the Grievance procedure.

To

Name:

.....

Position Title:

Team & Directorate:

.....

From

Name:

.....

Position Title:

Team & Directorate:

.....

Description of grievance

Please provide a detailed description of your grievance (continue on a separate sheet if necessary)

Utilization of informal processes

Please provide details of informal processes you have utilized in attempt to resolve this grievance

Outcome Sought

Please provide an indication of the outcome you are seeking through lodging this grievance

Signed

.....

Signature

.....

Date