



GAVI Alliance Board Meeting

8 April 2014

Berlin, Germany

FINAL MINUTES

1. Appointment of Independent Review Committee (IRC) members

- 1.1 Finding a quorum of members present, the meeting commenced at 11.00 local time on 8 April 2014. Dagfinn Høybråten, Board Chair, chaired the meeting.
- 1.2 Standing declarations of interest were tabled to the Board (Doc 00c in the Board pack).
- 1.3 The Chair referred to the meeting of the Governance Committee which had been held on the previous day and at which the Committee had considered the recommendations for membership of the Independent Review Committee (IRC) and the request to ratify the emergency appointment of five IRC members by the CEO in concurrence with the Chair of the PPC. The paper which had been prepared for the Governance Committee had been circulated to all Board members. The Chair informed Board members that the Governance Committee had agreed on the recommendation as outlined in the paper.

Discussion

- In response to a question from a Board member in relation to the criteria for the selection of IRC members the CEO clarified that there are a number of elements to be taken into account and that members must have a high level of expertise in order to be able to fulfil the requirements of the IRC.

Decision One

The GAVI Alliance Board:

- (a) **Appointed** as IRC members the individuals listed in Annex A to Doc 02 to the Governance Committee.
- (b) **Ratified** the emergency appointment of five IRC members by the CEO in concurrence with the Chair of the Programme and Policy Committee (PPC)

under Article 5.1.1 of the By-Laws (these names are also included in Annex A to Doc 02 to the Governance Committee):

- **Ahmed Ali Darwish** until 31 March 2017;
- **Salah Al Awaidy** until 31 March 2017;
- **Rafah Aziz** until 31 March 2017;
- **Gayane Sakakyan** until 31 March 2017;
- **Amani Mustafa** until 31 March 2017.

2. Any other business

- 2.1 In closed session the Chair reported back to the Board the results of the 360° appraisal of the CEO's performance and referred to the agreed 2014 CEO personal goals.
- 2.2 In closed session the Board also discussed the renewal of the employment agreement with the CEO, Seth Berkley.
- 2.3 In open session the Board subsequently confirmed the renewal of the employment agreement with the CEO.

Decision Two

The GAVI Alliance Board:

- (a) **Renewed** the appointment of Seth Berkley as Chief Executive Officer (CEO), an Officer with individual signatory authority on behalf of the GAVI Alliance, contingent upon a renewal of the Employment Agreement between the GAVI Alliance and Seth Berkley; and
- (b) **Delegated** to the Chair of the Board, in consultation with the Vice Chair and the Chair of the Audit and Finance Committee, the authority to conclude and execute a renewed Employment Agreement with Seth Berkley.

After determining there was no further business, the meeting was brought to a close.

Mr Dagfinn Høybråten
Chair of the Board

Ms Debbie Adams
Secretary to the Board

Participants

Board Members

- Dagfinn Høybråten, Chair
- Joan Awunyo-Akaba
- Wayne Berson
- Donal Brown
- Awa Marie Coll Seck
- HRH the Infanta Cristina of Spain
- Jenny Da Rin
- Mahima Datla
- Tim Evans
- Maria C. Freire
- Ashutosh Garg
- Shanelle Hall (Alternate)
- A.F.M. Ruhul Haque
- Orin Levine
- Yifei Li
- Jean-Marie Okwo-Bele (Alternate)
- Ruhakana Rugunda
- Angela Santoni
- Walter Seidel
- Richard Sezibera
- Saleh Banoita Tourab (Alternate)
- George W. Welde Jr.
- Seth Berkley (non-voting)

Alternates Observing

- Robert Clay
- Armin Fidler
- Micheline Gilbert
- Steve Landry
- Emmanuel Lebrun-Damiens
- Beate Størø
- Naveen Thacker

Regrets

- Geeta Rao Gupta, Vice Chair
- Hussein Ali Mwinyi (Alternate)
- Zulfiqar A. Bhutta
- Flavia Bustreo
- Suraya Dalil
- Juliman Fuad (Alternate)
- Pe Thet Khin (Alternate)
- Dorothée Kinde-Gazard (Alternate)
- Anders Nordström
- Olga Popova (Alternate)
- Bheri Ramsaran (Alternate)
- Samba Sow (Alternate)
- Andrei Usatii
- Johan Van Hoof