

With Board for no-objection consent by 11 May 2020

Gavi Alliance Board Meeting

19 March 2020

Teleconference

1. Chair's Report

- 1.1 Finding a quorum of members present, the meeting commenced at 13.30 Geneva time on 19 March 2020. Dr Ngozi Okonjo-Iweala, Board Chair, chaired the meeting.
- 1.2 The Chair commenced the meeting by taking a moment to reflect on the life and work of Dr Peter Salama, WHO, who had recently passed away. She confirmed to Board members that she had communicated, also on the Board's behalf, sincere condolences to his wife and family and WHO. She indicated that a number of senior Gavi Secretariat staff had represented Gavi at the memorial service held in Geneva for Dr Salama. She informed participants that when the Board has the opportunity to meet next in person, time will be taken to properly remember Dr Salama and his life's work dedicated to global health and humanitarian endeavours and his many extraordinary achievements.
- 1.3 The Chair welcomed new Board members and Alternate Board members.
- 1.4 Standing declarations of interest were tabled to the Board (Doc 01a in the Board pack). The Chair asked that Board members who had not yet completed their annual declaration and submitted it to the Governance team do so as soon as possible.
- 1.5 The Chair referred to the consent agenda (Doc 01b) where a recommendation from the Governance Committee was being presented to the Board for consideration. The decisions would be presented at the end of the meeting during the Review of Decisions.
- 1.6 It was agreed to dispense with a review of the Board workplan for this meeting.

Decision 1

The Gavi Alliance Board:

- a) **Appointed** the following Board Members:
 - **Zsuzsanna Jakab** as Board Member representing WHO in the seat formerly held by Peter Salama, effective immediately and until her successor is appointed.

b) **Appointed** the following Alternate Board Members:

- **Kate O'Brien** as Alternate Board Member representing WHO in the seat formerly held by Princess Nothemba Simelela, effective immediately and until her successor is appointed.
- **Noor Kahn** as Alternate Board member representing Norway on the donor constituency anchored by Norway in the seat currently held by Lene Lothe of Norway, effective immediately and until 31 December 2020.
- **Rafael Vilasanjuan** as Alternate Board Member representing the civil society organisations constituency in the seat formerly held by Frank Mahoney, effective immediately and until 31 March 2022.

c) **Appointed** the following to the Audit and Finance Committee:

- **Rafael Vilasanjuan** (Alternate Board Member), effective from 1 April 2020 and until 31 December 2021.

d) **Appointed** the following to the Governance Committee:

- **Yibing Wu** (Board Member), effective from 1 July 2020 and until 31 December 2021.

e) **Appointed** the following to the Investment Committee:

- **Yibing Wu** (Board Member), effective immediately and until 31 December 2021.

f) **Appointed** the following to the Programme and Policy Committee:

- **Kelechi Ohiri** (Committee Delegate), effective immediately and until 31 December 2021.

g) **Appointed** the following to the Evaluation Advisory Committee:

- **Rafael Vilasanjuan** (Alternate Board Member), effective 1 April 2020 and until 31 December 2021.

Board members who were candidates for these positions, or whose organisations or constituencies provided candidates for these positions, did not participate in voting on these appointments.

2. Update on Replenishment

- 2.1 Seth Berkley, CEO, before addressing the item, took the opportunity to update the Board on what is happening in the Secretariat in response to COVID-19, noting that staff are working remotely and systems are working. The Secretariat had its first confirmed case of the virus but the person is doing well. Staff are operating under enormous pressure with school closures and isolation and work is being prioritised to ensure we do not lose momentum on what is most important/

- 2.2 He introduced this item (Doc 02) indicating that Gavi is now clearly looking towards replenishment in the time of COVID-19 which is getting more serious every day and therefore clearly needs to be taken into consideration.
- 2.3 He indicated that while it is at times difficult to get attention, there is a now a clear focus on the power of vaccines, outbreaks, preparedness and the issue of evolving viruses and he welcomed the support which the G7 has indicated in relation to any future vaccines for the virus.
- 2.4 He also indicated that Gavi is already quite far along in terms of the replenishment, with some critical announcements already having been made and other donors having already made decisions and waiting for opportunities to announce their pledges.
- 2.5 It is necessary to adapt the way of working in the lead up to the replenishment with a focus on peer to peer outreach by donors, work by in-country champions, advocacy at a distance and focusing on increasing discussions in the media. He reported to the Board that work is being done to try to ensure early pledges as a key mitigation.
- 2.6 He indicated that a number of donors have already asked that replenishment be clearly linked to the COVID-19 response, focusing on (i) health systems strengthening as the first line of defence against the tidal wave of COVID-19, and (ii) helping fast-track an affordable vaccine that can be rolled out equitably as soon as it is available.
- 2.7 Marie-Ange Saraka-Yao, Managing Director, Resource Mobilisation, Private Sector Partnerships and Innovative Finance, added that during discussions with donors there is a clear willingness to ensure that the focus remains on Gavi's unique selling points – vaccines and global health security. It is also clear, however, that in outreach to the highest political levels it will be important to tie into the current global context that is COVID-19.
- 2.8 She emphasised that IFFIm (International Financing Facility for Immunisation) has become even more efficient thanks to a new agreement with the World Bank and could be deployed rapidly to incentivise the development of the vaccine. She also called on Board members to actively advocate for Gavi, encouraging early pledges to Gavi and IFFIm highlighting that Gavi can play its full role in global health security if it is fully funded.

Discussion

- Danny Graymore, UK Board Member, reiterated the importance of driving forward on early commitments in so far as is possible. He reiterated the absolute commitment of the UK to hosting the replenishment on 4 June 2020 in London and planning for a physical event continues. There is, however, of course contingency planning around a smaller or virtual event, with the strong wish that the replenishment cycle conclude with a “moment” on 4 June.

- Board members noted and agreed on the importance of linking Gavi's work to the ongoing COVID-19 outbreak, while highlighting the importance of ensuring that focus on Gavi's core business is maintained.
- The importance of getting early pledges was also reiterated so as to have certainty that Gavi can continue to be a strong partner to countries.
- Board members noted that IFFIm could be a vehicle for fundraising for the COVID-19 response but that such an engagement would have to be managed carefully with clear commitments by governments so as not to negatively impact IFFIm's contribution to Gavi.
- In terms of the timing of the replenishment event, one Board member noted that an important consideration should be the ability to ensure the involvement of representatives from the implementing countries.
- In response to a question from a Board member, the Secretariat noted that indeed in terms of the resources currently being committed worldwide to the COVID-19 pandemic response, Gavi is being approached to ascertain how it could be involved and work is being done to see how this might be possible both in the short and longer term.
- The CEO concluded by noting that if Gavi is to play a major role in relation to COVID-19 going forward, it will require financing beyond what has been included in the replenishment ask.

3. Proposed Amendments to Gavi By-laws and Governance Committee Charter

- 3.1 Philip Armstrong, Director of Governance and Secretary to the Board, provided a brief explanation of the proposed changes to Gavi's By-laws and Governance Committee Charter which were being presented to the Board for approval (Doc 03).

Decision 2

The Gavi Alliance Board:

- a) **Amended** Article 2.5 of the Gavi Alliance By-laws to read as follows:

2.5 Alternate Board Members

1. Each Eligible Organisation and Eligible Constituency shall be entitled to designate one person per Board Member as an "Alternate Board Member", subject to the exceptional provision set out in Article 2.5.2 below. Each such Alternate Board Member shall be entitled to act as a Board Member in lieu of the Representative Board Member in accordance with the provisions hereof. All references herein to Representative Board Member shall include Alternate Board Member unless

otherwise specified or the context otherwise requires. Alternate Board Members shall be selected through the same procedures outlined in Article 2.4.2 and shall have the same rights, privileges and responsibilities and be subject to the same duties and obligations, and be provided the same information, as Board Members when acting in that capacity. Each Alternate Board Member shall also be subject to the provisions of Article

2. *If a Representative Board Member is appointed Vice Chair of the Board pursuant to Article 2.6, his or her applicable Eligible Organisation or Eligible Constituency shall be entitled exceptionally to designate two persons as “Alternate Board Member” for the duration that such Representative Board Member occupies the seat of Vice Chair.*

b) **Amended** Article 4.2 of the Gavi Alliance By-laws to read as follows:

4. Board Committees

2. Each Board Committee shall be composed of three or more Board Members/Alternates. Each of the Board Committees shall have a presiding Chair who shall be one of the Board Members and shall be appointed once every two years by the Board unless otherwise provided in the Statutes, By-laws or Charter of the relevant Committee. If a Representative Board Member is appointed Chair pursuant to this Section 4.2, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in the Committee meetings to express the applicable organisation’s or constituency’s viewpoint in deliberations and to vote. *This provision does not apply to the Governance Committee, which, pursuant to Article 2.6.4, is chaired by the Vice Chair of the Board.* Each Board Member (taken together with his or her Alternate or any Committee Delegate, as defined below, if applicable) shall normally be a member of at least one but no more than three Board Committees. This limit of three Committee memberships shall not include membership of the Market-Sensitive Decisions Committee. The criteria for Committee membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be ensured, including throughout the governance structures, to the extent possible.

The Gavi Alliance Board:

Approved the amendment to the Gavi Alliance Governance Committee Charter as set out in Annex B to Doc 03.

4. Gavi’s Engagement on COVID-19

- 4.1 Seth Berkley, CEO, introduced this item highlighting that even since the paper (Doc 04) was shared with the Board, things have moved on very rapidly. He indicated that the world is currently focused on flattening the curve of the pandemic and not yet on the interventions that will stop transmission and prevent resurgence.

- 4.2 He indicated to the Board that it would be useful for him as CEO to understand how far they wish Gavi to go in relation to the COVID-19 pandemic response.
- 4.3 There is a clear role for Gavi to play once vaccines become available taking into account the organisation's comparative advantage. It could be possible to leverage IFFIm to address potential funding gaps for vaccine development, if Gavi donors agree. It would be important to already start discussions around vaccine supply and delivery, also to ensure that there is an equitable approach for all countries going forward and particularly the poorer countries. Gavi has a central role to play based on our experience ensuring access to vaccines for developing countries.
- 4.4 In the meantime, it will be important to work with countries to mitigate risks in relation to routine immunisation and health systems and the Secretariat has begun implementing an approach of targeted reprogramming of health system strengthening grants based on country needs.
- 4.5 It will also be critical to ensure that Gavi coordinates with other stakeholders to ensure that there are clear lines of responsibility and to avoid duplication of funds for the same interventions.

Discussion

- Board members agreed on the need to empower Gavi to act rapidly and with flexibility in relation to this unprecedented pandemic, which is clearly going to have a significant impact on countries and health systems. It is not “business as usual” and Gavi should be taking some bold and rapid country-responsive actions and be willing to work in new ways, while remaining mindful of the need to ensure that Gavi's longer term ambition and core business is not compromised.
- It was noted that it will be important to ensure that any measures to repurpose Gavi funds in countries should be aligned with the national preparedness and response plans which are being coordinated by WHO and World Bank, and that Gavi should also be cognisant of coordination with other stakeholders.
- In response to a proposal from a Board member, the Board agreed on four key areas on which Gavi should focus, namely: (i) partnering with others in the field towards making an affordable vaccine accessible and available to those most in need; (ii) until such time as a vaccine becomes available, using every flexibility that Gavi has to work with countries to manage the impact on their health systems, including potentially foregoing co-financing payments for countries that cannot pay this year; (iii) planning already for deployment of the SARS-CoV-2 vaccine so that vaccines can be delivered as soon as they become available; and (iv) working closely with UNICEF Supply Division (SD) on vaccine procurement and delivery. All of these efforts are to be done in the context of Gavi maintaining its focus and support for routine immunisation, including acknowledging the difficulties of maintaining coverage in this time and the need to support recovery of routine immunisation systems longer term.
- In relation to future vaccines, it was suggested that Gavi should already be working to ensure that the formulation, presentation and quantity of the vaccines meet the

needs of Gavi countries, that appropriate access mechanisms are in place and that the appropriate elements of Gavi's market shaping be used already in relation to such future vaccines.

- Board members agreed that in the light of all of this focus on managing the pandemic, it will be important to mitigate the impact on routine immunisation.
- Board members expressed support for the potential use of IFFIm and the AMC (Advance Market Commitment) in relation to this pandemic response, while ensuring that any such use does not undermine Gavi's core business.
- One Board member suggested that it would be useful to receive information on the guidance which is to be given to countries through the country programmes teams so that in-country colleagues from Board constituencies can assist with the coordination.
- Board members noted that while it would be very useful to be able to learn lessons from the experience in China, it will also be important to keep in mind that measures which work in some countries may not work in many of Gavi's countries.
- Board members agreed that it cannot be business as usual for the Secretariat and that it is important to be mindful of the fact that there will be a need to prioritise the work that needs to be done, taking into account some of the challenges staff members will face working remotely and caring for their families.
- Board members noted that the Secretariat is already looking at the Gavi 5.0 workstreams to ascertain where there might be potential to deprioritise the work which was to come to the PPC and Board in May and June respectively. It was also noted that there might be a need for appropriately resourcing surge capacity within some teams in the Secretariat to manage the COVID-19 response and that this will be done in a timely and expeditious manner.
- Noting that under Gavi's Programme Funding Policy (PFP), the CEO is permitted to adjust budget amounts up to 5% for the specific purposes enumerated in the PFP, the Board agreed that during this exceptional period, the CEO be allowed to make these same adjustments for up to 20%.
- The Board also gave the CEO the mandate to redeploy teams within the Secretariat as appropriate, while remaining cognisant of the need to safeguard Gavi's routine work.
- The CEO noted that he will report back to the Board at its May 2020 meeting on the work done in the meantime to respond to country needs in light of this pandemic. It was noted that if in the meantime he ascertains that budget adjustments of more than 20% might be required he would discuss with the Chair, and if necessary, the Board could be convened to approve further flexibilities.

5. Review of decisions

- 5.1 Philip Armstrong, Director of Governance and Secretary to the Board, confirmed that the agreed decisions would be shared electronically immediately after the meeting with Board members.

6. Closing remarks

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

Dr Ngozi Okonjo-Iweala
Chair of the Board

Mr Philip Armstrong
Secretary to the Board

Attachment A

Participants

Board members

- Ngozi Okonjo-Iweala, Chair
- Sarah Goulding, Vice Chair
- Omar Abdi
- Edna Yolani Batres (Alternate)
- Afsaneh Beschloss
- Maty Dia
- Daniel Graymore
- Amir Aman Hagos
- Margaret (Peggy) Hamburg
- Zsuzsanna Jakab
- Irene Koek (Alternate)
- Orin Levine
- Francesca Manno
- Marta Nunes
- Jan Paehler
- Harriet Pedersen
- Sai Prasad
- Michael Kent Ranson (Alternate)
- Helen Rees
- Teresa Ressel
- William (Bill) Roedy
- David Sidwell
- Susan Silbermann
- Bounkong Syhavong (Alternate)
- Yibing Wu
- Stephen Zinser
- Seth Berkley (non-voting)

Regrets

- Kwaku Agyeman-Manu (Alternate)
- Ferozuddin Feroz
- Asaad Hafeez (Alternate)
- Myint Htwe
- Mahamoud Youssouf Khayal
- Jacqueline Lydia Mikolo
- Muhammad Pate
- Arsen Torosyan

Alternates Observing

- Megan Cain
- Mahima Datla
- Susan Elden
- Etleva Kadilli
- Noor Khan
- Violaine Mitchell
- Kate O'Brien
- William Schluter
- Joan Valadou
- An Vermeersch
- Rafael Vilasanjuan