

Gavi Alliance Board Meeting

11 September 2023

Virtual

1. Chair's report

- 1.1 Noting that the meeting had been duly convened and finding a quorum of members present, the meeting commenced at 14.01 Geneva time on 11 September 2023. Prof José Manuel Barroso, Board Chair, chaired the meeting.
- 1.2 The Chair welcomed Sai Prasad as a new Board Member. He noted that Alexandra Rudolph-Seeman was exceptionally attending this closed session as an observer for Germany, the anchor donor for their donor constituency cluster.
- 1.3 Standing declarations of interest were tabled to the Board (Doc 01a in the Board pack).
- 1.4 The Chair informed Board Members of his intention to extend the deadline for expressions of interest in the position of Board Vice Chair to 29 September 2023, noting that the process had been launched during a period when many may have been on leave and may not have been able to give the process due consideration.
- 1.5 He also updated the Board on a recent trip he had made to China for Gavi during which he had had a number of important high-level meetings at which he had been able to highlight Gavi's role as a key partner for China. He noted the support received in preparing for this visit from Gavi Board Member, Yibing Wu.

2. Update on CEO Search Process

- 2.1 The Chair introduced this item recalling that the Board, in June 2023 had agreed to re-start the ongoing CEO search and recruitment process and confirmed membership of the CEO Search Committee.
- 2.2 He noted that, as requested by the Governance Committee, Gavi's Chief People and Experience Officer, Laura McKeaveney, led the task of identifying a search firm, negotiating the contract, and ensuring the chosen firm meets the highest industry standards in this recruitment and that she will continue to be available as needed by the Committee and the Board going forward.
- 2.3 The Chair then reported that the Search Committee had met three times during July and August 2023 and referred to the email that he had sent to the Board

on 22 August 2023 in which he had informed them of the decision to retain Russell Reynolds Associates as the search firm to support process.

- 2.3 The process is well underway, and the position has been advertised through a number of channels. The Chair confirmed the commitment of the Search Committee to ensure that a diverse pool of candidates from different backgrounds is considered and in this context was pleased to report that the Search Committee has undertaken unconscious bias training. He also confirmed the commitment to ensure the utmost confidentiality of the process noting that members of the Search Committee, the Governance Committee and the Secretariat who are supporting the process have been asked to sign non-disclosure agreements.
- 2.4 The Chair provided an overview of the timelines of the process, noting in particular that the date on when the chosen candidate, once identified, will be able to take up the role will depend on factors such as location and notice period.
- 2.5 Finally, he confirmed that he will ensure that the Board remains informed through regular updates on the work of the Search Committee.

Discussion

- In response to questions from Board Members the Chair confirmed that the Search Committee is applying lessons learned from the earlier process and noted that the recruitment process is an open process based on candidate merit only and is therefore not a political process which might request recommendations from governments.

3. CEO's Update

- 3.1 David Marlow, CEO (Interim) provided an update to the Board on the work that he has been doing in the short time since he has taken on his new role. He highlighted the priorities for the coming months, the 2023 must-wins and enablers and reported on the structure of his new senior leadership team.
- 3.2 In relation to the must-wins, namely the zero-dose agenda, human papillomavirus (HPV), malaria and the COVID-19 vaccine programme, he presented the outcomes of a SWOT (strengths, weaknesses, opportunities, threats) analysis for each.
- 3.3 He also provided an update on the culture journey that has started in the Secretariat and highlighted the key points that would be coming up through the governance cycle to the end of the year.

Discussion

- Board members welcomed the thorough presentation.
- They enquired after the health and wellbeing of staff during this period of change and noted that work is being done to ensure that there are robust change management processes in place.
- The importance of ensuring that Gavi programmes are country-driven and that there is strong country ownership and accountability was highlighted.
- Board Members reiterated their interest in having more routine country deep-dive presentations with Alliance partners.
- A number of Board members raised concerns about the relaunch of the HPV programme, noting that at country level there are examples of financing problems, supply shortages and struggles to understand changing policies, for example in relation to changing age cohorts. It was suggested that more work needs to be done to see how marginalised out-of-school girls can be reached.
- The importance of looking closely at what is happening in countries in relation to the increasing number of measles outbreaks was highlighted and the proposal to have a technical briefing on this issue was welcomed.
- It was noted that the shortage of supply of malaria vaccines is of great concern to many African countries where malaria remains the first cause of death. It was agreed that within the context of working on malaria, linkages with the Global Fund are critical.
- It was noted that countries would benefit from clarity on what exactly zero-dose means as this is being interpreted in different ways.
- In response to a question on what is being done to support the development process of the Gavi 6.0 Strategy, it was noted that the Programme and Policy Committee Chair has kindly made herself available to work closely with the CEO on this.

4. Delegation of Authority Policy

- 4.1 Sarah Goulding, Board Vice Chair and Governance Committee Chair, presented this item (Doc 04), noting the work that had been done since the June 2023 Board meeting with the Governance Committee and in consultation with the Audit and Finance Committee Chair.

- 4.2 She referenced the dedicated technical briefing session that had been held on this topic for Board Members earlier in the week and which had been very useful to clarify a number of points in relation to the proposed amendments to the policy.

Discussion

- Board Members commended the work that had been done to propose a revised policy and expressed appreciation for the technical session which had been found to be very useful and an opportunity to clarify any points where Board Members might have had questions or comments.
- It was suggested that it would be useful to see a review of the Programme Funding Policy in 2024 and the Board noted that this is in the pipeline.
- One Board Member proposed, and it was agreed following discussion, to modify paragraph 3.6.2 to read "... where the Chief Operating Officer **and/or** the Chief Risk Officer ...".

Decision 1

The Gavi Alliance Board:

Approved the Delegation of Authority policy attached as Annex A to Doc 04, as amended by discussions at the Board.

5. Board and Board Committee Evaluation

- 5.1 The Chair welcomed representatives from Morrow Sodali (formerly Nestor Advisors) to the meeting.
- 5.2 He expressed his appreciation to the Board for their inputs to the evaluation which he found to be a well-researched and thoughtful piece of work. He emphasised that it is important that the recommendations of the evaluation are duly considered and implemented as appropriate, and that the Board should remain on top of the evolving governance needs of the Alliance.
- 5.3 Sarah Goulding, Board Vice Chair and Chair of the Governance Committee, informed Board Members that the Governance Committee, during its meeting the previous week, had had an opportunity to discuss the report with the evaluators. She noted that it was felt by the Governance Committee that the report is credible, that there is a clear sense of the tension points and that there are well-documented and highly actionable recommendations.

- 5.4 She noted that the Governance Committee would like to be empowered to take time to consider the Board reflections after this meeting and revert with an action plan.
- 5.5 Stilpon Nestor, Morrow Sodali, recalled the scope and methodology of the evaluation exercise and provided a detailed report on the final recommendations (Doc 05).

Discussion

- Board members generally agreed that the report was credible and raised some points which might benefit from further discussion and/or clarification.
- It was suggested that the report at times could be perceived as being too business focused and did not fully capture the context of the geopolitical dynamics and shifting global architecture in which Gavi is situated.
- The proposal to consider expanding virtual attendance of observers at meetings was welcomed. One Board Member further suggested that all five donor and implementing country constituencies should be represented on the Programme and Policy Committee.
- Questions were raised in relation to the recommendations on the Audit and Finance Committee. It was agreed that the composition of the Committee does need to be looked at carefully and suggested that this should not focus on the configuration of the Committee but rather at ensuring that the members have the skills and competencies required to fulfill the responsibilities outlined in the Committee Charter.
- It was suggested that issues raised in relation to overlaps in Board Committee remits could benefit from further clarification, noting that the Committee Charters do clearly identify what the roles and responsibilities of each Committee are.
- It was noted that the report did not really address the important issue of information flows and ensuring that the right information gets to the right groups at the right time, and it was suggested that this should be looked at further.
- It was suggested that the recommendation relating to the auditing of Alliance partners misses the mark on the idea of accountability of external partners and that the actual issue is the accountability of the Alliance for results.
- The Board endorsed the proposal that the Governance Committee be tasked with reviewing the recommendations and drawing up an associated action plan, noting that the Committee might wish to set up a Subcommittee to carry this work forward.

6. Review of Decisions

- 6.1 Brenda Killen, Director, Governance and Secretary to the Board, reviewed and agreed the decisions with the Board.

7. Closing remarks

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

Prof José Manuel Barroso
Chair of the Board

Ms Brenda Killen
Secretary to the Board

Attachment A

Participants

Board members

- José Manuel Barroso, Chair
- Sarah Goulding, Vice Chair
- Omar Abdi
- Takeshi Akahori
- Bruce Aylward
- Awa Marie Coll-Seck
- Aamer Ikram
- Robert Kargougou
- Naguib Kheraj
- Violaine Mitchell
- Saad Omer
- Andrew (Drew) Otoo
- Mphu Ramatlapeng
- Michael Kent Ranson (Alternate)
- Teresa Ressel
- John-Arne Røttingen
- Deena Schiff
- Anne Schuchat
- Lia Tadesse (Alternate)
- Rafael Vilasanjuan
- Yibing Wu
- David Marlow (non-voting)

Regrets

- Kwaku Agyeman-Manu
- Beth Arthy
- Anahit Avanesyan
- Won Do-yeon (Alternate)
- Gabriella Fésus
- Bvudzai Magadzire
- Mansukh Mandaviya
- Bounfeng Phoummalaysith*
- Xiang Shu (Alternate)
- Juan Pablo Uribe
- Rhoda Wanyenze

Alternates Observing

- Joan Benson
- Jérémie Forrat-Jaime
- Atul Gawande
- Melissa Hisko
- Mohamed Jama
- Silvia Lutucuta
- Francesca Manno
- Kate O'Brien
- Eduardo Retes
- Greg Widmyer

Observers

Germany

Alexandra Rudolph-Seemann, Senior Policy Officer, BMZ. Germany

Guests

Morrow Sodali

Julian Green
Stilpon Nestor
Daniel Genberg