

Gavi Alliance Board Meeting

7 July 2017

Teleconference

1. Welcome and confirmation of participation

- 1.1 Finding a quorum of members present, the meeting commenced at 14.08 Geneva time on 7 July 2017. Ms Gunilla Carlsson, Board Vice Chair, chaired the meeting for Agenda Item 2, and Dr Ngozi Okonjo-Iweala, Board Chair, chaired the meeting when she joined for Agenda Item 3.

2. Proposed Reappointment of Board Chair

- 2.1 Ms Carlsson invited Dr Flavia Bustreo, former Board Vice Chair and Chair of the Governance Committee, to introduce this item as she had been tasked by the Board to lead the reappointment process.
- 2.2 Dr Bustreo recalled the process which had been put in place at the request of the Board, noting that the Board, in closed session in Geneva in June 2017, had tasked the Governance Committee to consider and make a recommendation to them by no later than early July 2017 (Doc 02).
- 2.3 Board members unanimously agreed with the recommendation being presented to them for approval.
- 2.4 A Board member asked that over and above the comprehensive rationale given for the Board Chair's reappointment in Doc 02 that it should be acknowledged that she is a credit to women leadership globally and especially Africa.
- 2.4 Ms Carlsson thanked Dr Bustreo on behalf of the Board for her work in leading this thorough process.
- 2.5 Dr Ngozi Okonjo-Iweala joined the call and on being informed of the Board's decision thanked them for the confidence they had reposed in her through their decision to reappoint her as Board Chair.

Decision One

The Gavi Alliance Board:

- a) **Reappointed** Dr Ngozi Okonjo-Iweala as an Unaffiliated Board Member through to 31 December 2020; and

- b) **Reappointed** Dr Ngozi Okonjo-Iweala as Board Chair, with individual signatory authority on behalf of the Gavi Alliance, for a second term through to 31 December 2020.

3. Proposed Reappointment of CEO

- 3.1 Dr Okonjo-Iweala introduced this item by expressing her appreciation to so many Board members for having agreed to participate in this meeting.
- 3.2 She recalled that the matter of Dr Berkley's possible reappointment had been raised in closed session at the Board meeting in Abidjan in December 2016. This was then discussed in some detail at the Board Retreat in Evian in April 2017.
- 3.3 Board members had expressed the desire to have a documented process for guidance for both the appointment and reappointment of the CEO and such a process had been agreed by the Board in closed session 13 June 2017.
- 3.4 Dr Okonjo-Iweala highlighted the considerable work that had been undertaken by the Governance Subcommittee, working with the Governance Committee as appropriate, and she expressed thanks in particular to the members of the Subcommittee and the Governance Committee.
- 3.5 She informed the Board that in her discussions with Dr Berkley, he had shown the maturity and professionalism that would be expected in a CEO and had demonstrated a continuing and strong commitment to Gavi's mission. She commended his approach to the whole discussion and expressed her view that his priority is clearly to work on behalf of the Alliance.
- 3.6 Finally, Dr Okonjo-Iweala commended the outstanding contribution of Mr Philip Armstrong, Director, Governance and Secretary to the Board, to the entire process.
- 3.7 Board members did not have any questions in relation to the process or recommendation and unanimously agreed with the recommendation being presented to them for approval

Decision Two

The Gavi Alliance Board:

- a) **Approved** that Dr Seth Berkley be reappointed as Chief Executive Officer (CEO), an Officer with individual signatory authority on behalf of the Gavi Alliance, for a further four-year term, effective 3 August 2018; and
- c) **Delegated** to the Board Chair, following approval by the Governance Committee of the final terms of Dr Berkley's reappointment, the authority to conclude and execute a renewed Employment Agreement with Dr Berkley.

4. Review of decisions

- 4.1 It was noted that given technical difficulties with phone connections, Dr Myint Htwe, Minister of Health, Myanmar, and Mr Bahar Idriss Abugarda, Minister of Health, Sudan had sent a notification in writing on behalf of the SEARO/WPRO and EMRO constituencies respectively supporting both decisions in advance of the meeting.
- 4.2 Philip Armstrong, Director of Governance and Secretary to the Board, reviewed and agreed the decisions with the Board.
- 4.3 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 B

Participants

Board members

- Ngozi Okonjo-Iweala, Chair (Agenda Item 3)
- Gunilla Carlsson, Vice Chair
- Umyy Ally Mwalimu
- Amy Baker
- Edna Yolani Batres
- Reina Buijs
- Flavia Bustreo
- Tim Evans
- Blair Exell
- Daniel Graymore
- Shanelle Hall
- Margaret (Peggy) Hamburg
- Felix Kabange (Alternate)
- Orin Levine
- Yifei Li
- Clarisse Loe Loumou
- Lyn Morgan (Alternate)
- Jan Paehler
- Sai Prasad
- Helen Rees
- William Roedy
- Richard Sezibera
- David Sidwell
- Samba O. Sow
- Stephen Zinser

Regrets

- Bahar Idriss Abu Garda
- Bradford Gessner (Alternate)
- Raymonde Goudou Coffie
- Anna Hamrell
- Myint Htwe
- Jason Lane
- David Loew
- Irene Koek (Alternate)
- Yifru Berhan Mitke
- Jean-Marie Okwo-Bele (Alternate)
- Muhammad Ayub Sheikh (Alternate)
- Bounkong Syhavong (Alternate)

Recused

- Seth Berkley (non-voting)

Alternates Observing

- Craig Burgess
- Ted Chaiban
- Sergey Khachatryan
- Rama Lakshminarayanan
- Violaine Mitchell
- Jean-Francois Pactet
- Angela Santoni