

---

|             |   |
|-------------|---|
| Subject     | <b>Consent Agenda – Updated as at 5 December 2022 DRAFT</b> |
| Agenda item | <b>01d</b>  |
| Category    | <b>For Decision</b>   |

---

### **Section A: Introduction**

Ten recommendations are being presented to the Board under the Consent Agenda for consideration. Detailed information on the items can be found in the relevant Committee papers in a dedicated folder on BoardEffect at:

<https://gavi.boardeffect.co.uk/workrooms/6459/resources/211597>

### **Section B: Actions Requested of the Board**

The Gavi Alliance Board is requested to consider the following recommendations from the Gavi Alliance Governance Committee, Audit and Finance Committee and Programme and Policy Committee.

#### **Decision One – Board Chair Reappointment**

The Gavi Alliance Governance Committee **recommends** to the Gavi Alliance Board that it:

- a) **Reappoint** José Manuel Barroso as an Unaffiliated Board member through to 31 December 2025; and
- b) **Reappoint** José Manuel Barroso as Board Chair, with individual signatory authority on behalf of the Gavi Alliance, for a second term through to 31 December 2025.

#### **Decision Two – Board Committee Chair Appointment**

The Gavi Alliance Governance Committee **recommends** to the Gavi Alliance Board that it:

**Appoint** Yibing Wu as Chair of the Investment Committee effective 1 January 2023 and until 31 December 2023.

### **Decision Three – Board and Board Committee Appointments**

The Gavi Alliance Governance Committee **recommends** to the Gavi Alliance Board that it:

a) **Appoint** the following Board Members:

- **Mphu Ramatlapeng** as an Unaffiliated Board member in the seat currently held by Margaret (Peggy) Hamburg effective 1 January 2023 and until 31 December 2025.
- **Gabriella Fésüs** as Board Member representing the European Commission on the donor constituency cluster anchored by Germany in the seat currently held by Bernhard Braune of Germany, effective 1 January 2023 and until 31 December 2023.
- **Saad Omer** as Board Member representing the research & technical health institutes constituency in the seat currently held by Marta Nunes, effective 1 January 2023 and until 31 December 2023.
- **Andrew (Drew) Otoo** as Board Member representing the vaccine industry industrialised countries in the seat currently held by Roger Connor, effective 1 January 2023 and until 31 December 2025.

b) **Reappoint** the following Board Members:

- **John Arne Røttingen** as Board Member representing Norway on the donor constituency cluster anchored by Norway, effective 1 January 2023 and until 31 December 2023.

c) **Appoint** the following Alternate Board Members:

- **Jérémie Forrat-Jaime** as Alternate Board Member to Gabriella Fésüs representing France on the donor constituency cluster anchored by Germany in the seat currently held by Gabriella Fésüs of the European Commission, effective 1 January 2023 and until 31 December 2023.
- **Rhoda Wanyenze** as Alternate Board Member so Saad Omer representing the research & technical health institutes constituency in the seat currently held by Saad Omer, effective 1 January 2023 and until 31 December 2025.
- **Joan Benson** as Alternate Board Member to Drew Otoo representing the vaccine industry industrialised countries constituency in the seat currently held by An Vermeersch, effective 1 January 2023 and until 31 December 2025.

d) **Reappoint** the following Alternate Board Members:

- **Francesca Manno** as Alternate Board member to Takeshi Akahori representing Italy on the donor constituency cluster anchored by Japan, effective 1 January 2023 and until 31 December 2023.

- **Joris Jurriëns** as Alternate Board member to John Arne Røttingen representing the Netherlands on the donor constituency cluster anchored by Norway, effective 1 January 2023 and until 31 December 2023.
- e) **Reappoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2023:
- **José Manuel Barroso** (Board Chair) until 31 December 2023
  - **Gabriella Fésüs** (Board Member) until 31 December 2023
- f) **Appoint** the following to the Governance Committee effective 1 January 2023:
- **Deena Shiff** (Board Member) until 31 December 2023
  - **Joan Benson** (Alternate Board Member) until 31 July 2023
  - **Jérémie Forrat-Jaime** (Alternate Board Member) until 31 December 2023
- g) **Reappoint** the following to the Governance Committee effective 1 January 2023:
- **John-Arne Røttingen** (Board Member) until 31 December 2023
- h) **Reappoint** the following to the Audit and Finance Committee effective 1 January 2023:
- **Joshua Tabah** (Alternate Board Member) until 31 December 2023
- i) **Appoint** the following to the Programme and Policy Committee effective 1 January 2023:
- **Beth Arthy** (Board Member) until 31 December 2023
  - **Adrien de Chaisemartin** (Committee Delegate) until 31 December 2023
  - **Hanna Nohynek** (Independent Expert) until 31 December 2023
- j) **Reappoint** the following to the Programme and Policy Committee effective 1 January 2023:
- **Bernhard Braune** (Committee Delegate) until 31 December 2023

#### **Decision Four – Independent Review Committee Appointments**

The Gavi Alliance Governance Committee **recommends** to the Gavi Alliance Board that it:

**Appoint** as new IRC members the individuals listed in Annex A to Doc 01d, effective immediately and until 31 March 2025.

### **Decision Five – Amendment to Board and Board Committee Operating Procedures**

The Gavi Alliance Governance Committee **recommends** to the Gavi Alliance Board that it:

**Amend** Section 25.1 of the Board and Board Committee Operating Procedures to read as follows:

Appointment and term: The CEO shall be selected by the Board based on merit, in a non-political, open and competitive manner. The CEO shall be appointed to renewable terms of **three** year.

### **Decision Six – COVAX Facility Governance**

The Gavi Alliance Governance Committee **recommends** to the Gavi Alliance Board that it:

- a) **Dissolve** the COVAX Shareholders Council with effect on 31 December 2022;
- b) **Dissolve** the COVAX Consensus Group with effect on 31 December 2022;
- c) **Approve** the amendments to the Terms of Reference of the COVAX AMC Engagement Group as set out in Annex B to Doc 01d;
- d) **Approve** the amendments to the Market-Sensitive Decisions Committee Charter as set out in Annex C to Doc 01d; and
- e) **Extend** the term of the COVID-19 Vaccination Delivery Support Temporary Steering Committee to 30 April 2023

### **Decision Seven – IFFIm CEPI Arrangement**

The Gavi Alliance Audit and Finance Committee **recommends** to the Gavi Alliance Board that it:

**Approve** an Assessment Framework exemption to allow funding for CEPI's non-COVID-19 programmes. This exemption shall be applicable only to the transactions related to a single Australian grant (not exceeding AUD 50 million) and a single Spanish grant (not exceeding EUR 75 million) intended for CEPI's support.

### **Decision Eight – Appointment of Independent Auditor**

In accordance with the Gavi Independent Auditor Selection and Evaluation Policy, the Gavi Alliance Audit and Finance Committee **recommends** to the Gavi Alliance Board that it:

- a) **Reappoint** Deloitte SA as the independent auditor of Gavi for the 5-year term from 2023 to 2027; and
- b) **Reappoint** Deloitte Tax LLP as external tax consultant of Gavi for the 5-year term from 2023 to 2027.

### **Decision Nine – Amendment of Audit and Investigations Terms of Reference**

The Gavi Alliance Audit and Finance Committee **reviewed** and **recommends** to the Gavi Alliance Board that it:

**Approve** the amended Audit and Investigations Terms of Reference attached as Annex D to Doc 01d.

### **Decision Ten – Gavi support for Inactivated Poliovirus Vaccine**

The Gavi Alliance Programme and Policy Committee **recommended** to the Gavi Alliance Board that it:

**Approve** continuation of the IPV support approach approved in 2019, namely that countries are exempt from Gavi eligibility and co-financing policies until polio eradication and the withdrawal of bOPV from routine immunisation schedules.