



December ~~2022~~2023

## BOARD AND BOARD COMMITTEE OPERATING PROCEDURES

### **Purpose and definitions**

These Operating Procedures apply to the governance, administrative and advisory bodies as listed in Article 8 of the Statutes. Unless defined in these Operating Procedures all capitalised terms used in these Operating Procedures shall have the meaning given to such terms in the Statutes (as amended from time to time). Section means sections of these Operating Procedures. "Business day" means a working day in the Canton of Geneva.

### **Board**

#### **1. Appointment Process**

- 1.1. The Board has formed a "**Governance Committee**" responsible, among other things, for recommending the appointment of qualified candidates to the Board in accordance with the Statutes and these Operating Procedures.
- 1.2. The Governance Committee duties, whether or not delegated to another Board Committee (as defined in Section 18) or a sub-committee, shall be subject to the provisions of Section 18.
- 1.3. The Governance Committee shall recommend the nomination of candidates for Board membership in accordance with the procedures herein.
- 1.4. The Governance Committee may establish, subject to Board approval, additional procedures with respect to the designation and nomination of Board members as are reasonably necessary to carry out these provisions.
- 1.5. The Governance Committee may establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board members, provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board member(s) according to its Selection Process. The criteria for Board membership shall be consistent with the guiding principles on gender for Board and Board Committee nominations.

## 2. **Nomination and Appointment Procedures for Representative Board Members**

- 2.1. Each Eligible Organisation and Eligible Constituency shall have and implement their own Selection Process for selecting its Representative Board Member(s) as noted in Article 10 of the Statutes.
- 2.2. With respect to any Representative Board Member, the Governance Committee shall promptly nominate each person designated in writing by an applicable Eligible Organisation or Eligible Constituency as its Representative Board Member, unless (i) the person so designated does not meet the minimal criteria established pursuant to Section 1.5 or (ii) in the case of any Eligible Constituency, the Governance Committee shall have concluded, after reasonable investigation, that the person so designated was not chosen in compliance in all material respects with the Eligible Constituency's Selection Process.
- 2.3. In either case referred to in Section 2.2, the Eligible Organisation or Eligible Constituency may request the Board to appoint the person so selected by such Eligible Organisation or Eligible Constituency, in which case the recommendation of the Governance Committee shall be sustained only if the Board approves it in accordance with Article 15 of the Statutes. If a candidate selected by an Eligible Organisation or Eligible Constituency is not so nominated by the Governance Committee, the Eligible Organisation or Eligible Constituency shall select another candidate.
- 2.4. If an Eligible Organisation or Eligible Constituency fails to designate a candidate for nomination, the seat shall remain vacant until a candidate is designated and elected. If an Eligible Organisation or Eligible Constituency fails to designate a candidate for nomination for more than one year, such Eligible Organisation or Eligible Constituency shall be deemed to have delivered a Termination Notice and the provisions of Section 5.5 shall apply. The Board may choose to waive the requirements of this Section from time to time.
- 2.5. Each Eligible Organisation and Eligible Constituency shall have the right to replace its Representative Board Member at any time, in which case it shall promptly notify the Governance Committee and the Secretary. It shall then select a new candidate. Unless the applicable Eligible Organisation or Eligible Constituency requests otherwise, its Representative Board Member shall continue to serve until a replacement is appointed by the Board.
- 2.6. Each candidate for Representative Board membership nominated by the Governance Committee (or as to whom a Governance Committee objection is not sustained) shall be appointed by the Board.
- 2.7. Within the category of Eligible Constituencies, two constituencies are further divided into what are regarded to be five clusters, namely, implementing country governments ("Implementing Countries") and donor country governments ("Donor Countries"). In the case of Implementing Countries, the five Board seats allocated to the Implementing Countries are clustered around five pre-determined clusters of countries aligned with selected criteria and characteristics defined from time to time. In the case of Donor Countries, the five Board seats allocated to the Donor Countries are clustered around five

Anchor Donors (“Anchor Donor(s)”) on a basis determined from time to time by the Donor Countries in accordance with their Self-organising Principles. Disputes regarding entitlement to a Board seat between (i) Implementing Countries within a cluster or (ii) Donor Countries in a cluster centred around an Anchor Donor should, in the first instance, be resolved by the relevant cluster. If the matter is not resolved by the relevant cluster, the Governance Committee will assess the situation and make a recommendation to the Board.

### **3. Nomination and Appointment Procedures for Unaffiliated Board Members**

- 3.1. The Governance Committee may establish, subject to the approval of the Board, such additional criteria with respect to the selection of Unaffiliated Board Members so as to ensure that the Board includes persons having skills, experience and networks beneficial to carry out the work of Gavi Alliance.
- 3.2. Unaffiliated Board Members shall possess the experience and skills in the following areas as deemed appropriate in any given case by the Governance Committee: accounting and audit; investments and financial markets; humanitarian advocacy; private fund-raising; legal, transactional and commercial affairs; marketing and communications; health care, and other skills deemed necessary by the Board from time to time.
- 3.3. In addition, the Governance Committee shall define the specific skills and responsibilities needed for vacancies as they arise and shall design and implement a process to identify suitable nominees.
- 3.4. Each candidate for Unaffiliated Board Membership nominated by the Governance Committee shall be appointed by the Board.

### **4. Chair and Vice Chair – additional matters supplementing Article 12 of the Statutes**

- 4.1. The Governance Committee shall nominate candidates for Chair and Vice Chair.
- 4.2. The Board has prescribed a terms of reference for the Chair attached as Annex 1 and for the Vice Chair attached as Annex 2.
- 4.3. The Chair shall preside at all meetings of the Board and shall act as chair of and preside at meetings of the Market-Sensitive Decisions Committee. Further, the Chair shall perform such other duties as may be assigned by the Board.
- 4.4. The Vice Chair shall preside at meetings of the Board in which the Chair is absent and shall act as chair of and preside at meetings of the Governance Committee. Further, the Vice Chair shall perform such other duties as may be assigned by the Board.
- 4.5. Pursuant to Article 12 of the Statutes, if a Representative Board Member is appointed Vice Chair of the Board pursuant to this Section, that individual will not express their applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board meeting. In such circumstances, the Alternate Board Members for that individual shall be entitled to participate in Board meetings to express the Eligible Organisation’s or Eligible Constituency’s viewpoint in deliberations and to vote.

## 5. Resignation, replacement and vacancies

- 5.1. Any Board Member may resign at any time by delivering written or electronic notice to the Chair, Chief Executive Officer (“CEO”) or the Secretary, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery receipt by the Chair, CEO or Secretary.
- 5.2. If a Board member has three consecutive absences from Board meetings, the Chair will discuss with that Board member the viability of their continued involvement on the Board and may recommend that they resign. In the case of a Representative Board Member, the Chair will also notify the applicable Eligible Organisation or Eligible Constituency.
- 5.3. Other reasons for removal may include, without limitation, fraud, breach of fiduciary duties (subject to the third paragraph of Article 15 of the Statutes), or criminal activity. A Board Member may be removed by a three-fourths vote of the remaining Board Members. In the case of a Representative Board Member who is removed, the Eligible Organisation or Eligible Constituency shall be entitled to select a new candidate for the Board.
- 5.4. A vacancy of a Board member, Board Committee member, Chair or other officer of the Board or a Board Committee for any reason shall be filled in the same manner in which the original individual was appointed. Individuals appointed to fill vacant positions shall hold such positions for the unexpired terms of their predecessors.
- 5.5. If any Eligible Organisation or Eligible Constituency that is entitled to have one or more Representative Board Members pursuant to Article 9 of the Statutes provides a Termination Notice to the Chair and Secretary that it no longer wishes to have a Representative Board Member, then concurrently with the delivery of such notice, (i) its Representative Board Member(s) shall resign or, in the event such resignation shall not be delivered, shall be deemed removed from the Board, (ii) such Eligible Organisation or Eligible Constituency shall no longer be entitled to a Representative Board Member and (iii) the size of the Board shall be reduced unless and until such time as the Board shall, if required, amend the Statutes to reallocate such seat(s).

## **Board meetings**

### 6. Meetings of the board

- 6.1. The Board shall meet as often as necessary, and at least twice per year. Board Members are expected to participate fully in all meetings of the Board unless extraordinary circumstances prevent attendance.
- 6.2. A meeting of the Board may be called by the Chair or the Vice Chair, or by the CEO or Secretary at the direction of the Chair or the Vice Chair, or at the request of at least four Board Members. Notice of any meeting so called shall be given in accordance with Section 7.

## 7. Notices

- 7.1. Notice of a meeting of the Board shall be given to each Board Member at least 10 business days prior to such meeting.
- 7.2. Except as otherwise required by law, all such notices shall be given in writing and sent by mail to the last recorded address of the Board Member or by email if the Board Member has consented to receipt of notice by email.
- 7.3. Notice of any such meeting need not be given to any Board Member who submits a signed waiver of notice, or who participates in a meeting without protesting, prior thereto or at its commencement, the lack of notice to them.
- 7.4. The Chair may call a meeting on less than 10 business days' notice if in their reasonable opinion there exist exceptional circumstances requiring a Board meeting to be held on short notice; provided however that the minimum notice that must be provided to Board members is two business days.

## 8. Loss of Quorum

- 8.1. Article 15 of the Statutes prescribes the quorum for the transaction of business at meetings of the Board. The Board may only carry out its business while the quorum requirement is met. In the event that a Board meeting ceases to be quorate, at the option of the Chair, discussions may continue, but no decisions may be made. The Chair may choose to end the meeting upon it becoming inquorate.

## 9. Agendas and papers

- 9.1. The Secretary, in collaboration with the Chair and Vice Chair, shall prepare the agenda of the Board's meetings, pursuant to any procedures set by the Board, provided that any Board member may request the Board to take up any matter not on the agenda.
- 9.2. Background documentation for each agenda item should be circulated to the Board at least 10 business days in advance of Board meetings, with certain exceptions permitted by the Chair.
- 9.3. Meeting materials should contain the text of recommendations proposed for Board consideration.

## **10. Meeting participation**

- 10.1. The delegation from any one Eligible Organisation or Eligible Constituency should not exceed ten, including the Board Member, Alternate Board Member and/or Committee Delegates. Board Members wishing to bring an observer or observers to the Board meeting may do so, subject to approval of the Board Chair which must be obtained through the Secretary.
- 10.2. The Board Chair may consider additional observer requests as follows:
  - 10.2.1. One observer from a donor country who is not formally affiliated to a donor country constituency cluster; and
  - 10.2.2. One observer from an expanded partner organisation.
- 10.3. The Chair may invite guests and presenters to Board meetings at such times and for such purposes, as they deem appropriate.

10.4. Members of the Secretariat shall make themselves available to attend Board meetings as appropriate.

## **Decision making – additional matters supplementing Article 15 of the Statutes**

### **10-11. Electronic and virtual meetings**

10.1.11.1. Any or all of the Board members may participate in a meeting by means of teleconference, videoconference or such other method of communication by which all Board members participating may simultaneously hear one another and allows a Board member to follow and contribute to meeting discussions as they occur in real time. A Board Member participating in such fashion shall be deemed present for purposes of quorum.

10.2.11.2. Unless otherwise restricted by the Statutes or these Operating Procedures, the Board may take a decision without a meeting to an action circulated in writing, or electronically if all of the voting Board members (or their Alternate Board Members) consent thereto in writing or electronically, and written evidence of such consent is filed with the minutes of the proceedings of the Board. A motion to approve decisions in this manner shall be deemed approved if the following conditions are met: (i) notice of a request to approve a decision is made in writing and sent by mail to the last recorded address of each Board member, or by email to the last recorded email address provided by the Board member for that purpose, (ii) a period of no less than eight business days is given for Board members to signal an approval in writing or by email ("**Approval Period**"), and (iii) approval to the motion by all voting Board members (or their Alternate Board Members) is received by the Chair, CEO, or Secretary by the conclusion of the Approval Period.

### **11-12. No-objection process**

12.1. The Board may approve the annual accounts on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the annual accounts shall be deemed approved if the following conditions are met: (i) the Audit and Finance Committee recommended to the Board that it approve the annual accounts, (ii) notice of a request to approve the annual accounts is made in writing and sent by mail to the last recorded address of each Board Member, or by email to the last recorded email address provided by the Board member for that purpose, (iii) a period of no less than eight business days is given for Board members to signal an objection in writing or by email ("**Objection Period**"), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.

12.2. The Board may approve transactions and/or activities recommended by the Audit and Finance Committee pursuant to paragraph 3.6 of the Gavi Alliance Delegation of Authority Policy on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve such

transactions and/or activities shall be deemed approved if the following conditions are met: (i) the Audit and Finance Committee recommended to the Board that it approve the transaction and/or activity, (ii) notice of a request to approve the transaction and/or activity is made in writing and sent by mail to the last recorded address of each Board Member, or by email to the last recorded email address provided by the Board member for that purpose, (iii) a period of no less than eight business days is given for Board Members to signal an objection in writing or by email ("**Objection Period**"), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.

11.1.12.3. The Board may approve the minutes of its meetings on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the minutes shall be deemed approved if the following conditions are met: (i) draft minutes are circulated to the Board at least once for review and comment, (ii) a period of no less than eight business days is given for Board members to provide comments to the initial draft minutes ("**Review Period**"), (iii) notice of a request to approve the minutes is made after the conclusion of the Review Period in writing and sent by mail to the last recorded address of each Board Member, or by email to the last recorded email address provided by the Board member for that purpose, (iv) a period of no less than eight business days is given for Board members to signal an objection in writing or by email ("**Objection Period**"), and (v) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.

11.2.12.4. The Board may approve Board, Board Committee and Advisory Body appointments on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the appointment of Board members, Board Committee members and Advisory Body members shall be deemed approved if the following conditions are met: (i) the Governance Committee (assuming the functions set out in Sections 1, 2 and 3) recommended to the Board that it approve the appointment of Board members, Board Committee members and Advisory Body members, (ii) notice of a request to approve the appointment of Board members, Board Committee members and Advisory Body members is made in writing and sent by mail to the last recorded address of each Board Member, or by email to the last recorded email address provided by the Board member for that purpose, (iii) a period of no less than eight business days is given for Board members to signal an objection in writing or by email ("**Objection Period**"), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period. This provision does not apply to the appointment of the Chair, Vice Chair, Board Committee chairs or chairs of Advisory Bodies.

## 12.13. Transparency

~~12.1.13.1.~~ Board Decisions and related documentation, save for any confidential decisions or documents, will be made public on the Gavi Alliance website typically within 10 business days from the date of the relevant meeting.

## **13. Observers and presenters**

~~13.1. Except for closed sessions, Board members may at any meetings of the Board be accompanied by their personal advisers, provided that such persons shall not be entitled to address the meeting unless invited by the Chair.~~

~~13.2.1.1. The Chair may invite guests and presenters to Board meetings at such times and for such purposes, as they deem appropriate.~~

## **14. Minutes**

14.1. All decisions of the Board will be recorded in the minutes of the Board meetings, approved by the Board and provided to all Board members, and retained in the permanent records of the Gavi Alliance.

## **15. Closed sessions**

15.1. The Chair may conduct the Board's business in closed session where only Board members and Alternate Board Members may be present. The Chair may invite other participants (including Anchor Donors not at that time holding a Board seat) to attend closed sessions based on the matters to be discussed.

15.2. Unless the Board decides otherwise, business conducted in closed sessions shall follow the same procedures, where relevant, as business conducted in open sessions.

15.3. An official record of closed sessions shall be maintained by the Chair with the support of the Secretary.

## **16. Conflicts of interest declarations**

16.1. To preserve transparency in financial arrangements, the Board shall adopt a conflicts of interest policy for all organs of the Gavi Alliance, with the exception of the Secretariat conflicts of interest policy which will be approved by the Governance Committee.

16.2. The Conflicts of Interest Policy for Governance Bodies attached as Annex 3 prescribes the process for the declaration of conflicts of interest.

## **17. Delegations - additional matters supplementing Article 14 of the Statutes**

17.1. The Gavi Alliance Delegation of Authority Policy attached as Annex 4 governs delegations by the Board including to the officers referred to in Section 24.1.

## **Board committees**

### **18. Board Committees**

18.1. The standing board committees referred to in Article 18 of the Statutes ("**Board Committees**") shall consist of (i) a Market-Sensitive Decisions Committee, (ii) a Governance Committee, (iii) an Audit and Finance



- Committee, (iv) a Programme and Policy Committee and (v) an Investment Committee. The Charters for each of these Board Committees are attached in Annexes 5, 6, 7, 8 and 9.
- 18.2. The Board may establish such other Board Committees or re-name or retire Board Committees as it shall determine in its discretion.
  - 18.3. Each Board Committee shall be composed of a minimum of three or more Board members and/or Alternate Board Members.
  - 18.4. 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, Operating Procedures, or Charter of the relevant Board Committee.
  - 18.5. Save in the case of the Governance Committee (see Section 18.6 below), if a Representative Board Member is appointed chair of a Board Committee pursuant to this Section, that individual will not express their applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any such Board Committee meeting. Their Alternate Board Member shall be entitled to participate in Board Committee meetings to express their Eligible Organisation's or Eligible Constituency's viewpoint in deliberations and to vote but shall otherwise not be deemed to be a member of that Board Committee.
  - 18.6. The above provision does not apply to the Governance Committee, which, pursuant to Section 4.4, is chaired by the Vice Chair. In that case, the Vice Chair will have no vote at the Governance Committee. Nor shall the Vice Chair's Alternate Board Member(s) be entitled to participate in Governance Committee meetings in a capacity similar to that described in Section 18.5 above.
  - 18.7. Each Board member (taken together with their Alternate Board Member 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 Board Committee memberships shall not include membership of the Market-Sensitive Decisions Committee.
  - 18.8. The criteria for Board Committee membership shall be consistent with the guiding principles on gender for Board and Committee nominations.
  - 18.9. Board Committee members and Board Committee chairs shall be appointed by the Board upon the recommendation of the Governance Committee. In addition to Board members and Alternate Board Members, Board Committee membership may include members selected by Eligible Organisations or Eligible Constituencies as "**Committee Delegates**". Committee Delegates shall be nominated and appointed in the same manner as Board members and subject to the same procedures for resignation and removal as stated in Section 5. Committee Delegates shall have the same status as other Board Committee members.
  - 18.10. In nominating Board Committee chairs, the Governance Committee shall consult the Chair and Vice Chair.

- 18.11. Non-voting expert advisers may be appointed to Board Committees as needed at the discretion of the relevant Board Committee chair according to provisions in the Board Committee Charters.
- 18.12. The powers, duties, functions, composition, quorum and other rules of procedure of each Board Committee shall be set forth in their respective Charters which shall be approved by the Board. Apart from the Market-Sensitive Decisions Committee with delegated decision-making authority, all other Board Committees serve in an advisory capacity to the Board and all Board Committee chairs report to the Board.
- 18.13. Each Board Committee may perform such duties and shall be subject to such other directions (in each case not inconsistent with its Charter) as the Board may determine from time to time, excluding however powers reserved specifically to the Board as stated in Article 13 of the Statutes.
- 18.14. The Board shall determine the duration of the term of the members of the Board Committees.
- 18.15. The rules and procedures set forth herein for the Board (including without limitation Sections 7, 8, 10, 11, 13 and 14) shall apply to Board Committees, unless the Board decides otherwise.
- 18.16. The Chair or the Board may also create temporary committees from time to time to carry out the goals, objectives and functions of Gavi Alliance as may be deemed desirable. Each such temporary committee shall consist of at least two Board members (or Alternate Board Members), each of whom shall be appointed to each such committee by the Chair. The Chair shall appoint one of the members of each temporary committee as its chair. Each temporary committee of the Board shall serve at the pleasure of the Board, with defined terms of reference. The rules and procedures set forth herein for Board Committees shall apply to temporary committees unless the Board decides otherwise.

## **Advisory bodies**

### **19. Advisory bodies**

- 19.1. The Advisory Bodies referred to in Article 19 of the Statutes (“**Advisory Bodies**”) shall consist of (i) an All Chairs Group, (ii) an Evaluation Advisory Committee and (iii) an Independent Review Committee (“IRC”). The terms of reference for each of these Advisory Bodies are attached in Annexes 10, 11 and 12.
- 19.2. The Board may establish such other Advisory Bodies or re-name or retire Advisory Bodies as it shall determine in its discretion.
- 19.3. The internal regulations of the advisory bodies shall be specified in terms of reference adopted by the Board.
- 19.4. Advisory bodies shall be supported by the Secretariat and report to the Board.
- 19.5. Advisory bodies shall have no authority to bind the Board or the Gavi Alliance to any commitment or funding obligation.

## **20. All Chairs Group**

- 20.1. The All Chairs Group has been established to support the Chair in the efficient and effective fulfilment of their duties and responsibilities as more fully set out in Annex 10.

## **21. Evaluation Advisory Committee**

- 21.1. The Evaluation Advisory Committee has been established to support the Board in fulfilling its oversight responsibilities, as more fully set out in Annex 11, in respect of Gavi Alliance's evaluation activities as defined in the Gavi Alliance Evaluation Policy.

## **22. Independent Review Committee**

- 22.1. The IRC is an independent, impartial group of national health programme experts appointed by the Board from a pool nominated by the Secretariat in consultation with partners and others as required by the Board. The IRC's terms of reference are attached as Annex 12.
- 22.2. In emergency situations, the CEO in concurrence with the Chair of the Programme and Policy Committee may appoint IRC members with subsequent ratification by the Board.
- 22.3. IRC members shall be selected on the basis of their skills, expertise and independence.
- 22.4. The IRC serves to guarantee the integrity and consistency of an open and transparent programme funding process.
- 22.5. The Board may create separate teams of the IRC to perform different functions, for example for new country proposals, country progress reports and other specific functions that require independent expert review.
- 22.6. Each of the IRC teams shall have one presiding chair.

## **23. Time-limited Task Teams**

- 23.1. Time-limited Task Teams may be established by the Secretariat at the request of the Board, a Board Committee or by the Secretariat itself, to tackle specific technical, policy or strategy matters.
- 23.2. Each of the Time-limited Task Teams shall have one presiding chair.

## **Officers**

### **24. General**

- 24.1. The Board shall appoint the officers of the Gavi Alliance. The officers shall include the CEO, a Secretary, and a Treasurer and shall perform the functions listed in these Operating Procedures and other responsibilities that may be assigned to them by the Board from time to time.
- 24.2. Each officer shall at all times be subject to the control of the Board, and any power or duty assigned to an officer by these Operating Procedures or the Board shall be subject to control, withdrawal or limitation by the Board.

**25. CEO**

- 25.1. 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 years.
- 25.2. Performance: The performance of the CEO shall be reviewed by the Board annually. The Chair shall ensure that the performance of the CEO is assessed each year based on best practices, incorporating key performance indicators and methodologies determined in consultation with the CEO, with a focus on ensuring annual benchmarking of performance over time.
- 25.3. Functions: The CEO shall have the responsibility for the general supervision of the Secretariat (see Section 28) which shall be recruited and appointed by the CEO, under policies and procedures approved by the Board.
- 25.4. The Board may authorise the CEO to appoint one or more deputies to perform the functions and duties of the CEO in their absence and to carry out such functions and duties delegated permanently or from time to time.

**26. Secretary Functions**

- 26.1. The Secretary shall ensure proper notice and keep the minutes of Board and Board Committee meetings; be custodian of the Gavi Alliance's seal and Board and Board Committee records; and maintain a register of addresses of the Board members.
- 26.2. The Board may appoint one or more Assistant Secretaries to perform the functions and duties of the Secretary in their absence.

**27. Treasurer Functions**

- 27.1. The Treasurer shall have charge of, and be responsible for, all funds and securities of the Gavi Alliance. In addition, the Treasurer shall prepare an annual statement of financial condition of the Gavi Alliance.
- 27.2. The Board may appoint one or more Assistant Treasurers to perform the functions and duties of the Treasurer in their absence.

**Secretariat**

- 28. Functions: The Secretariat, headed by the CEO, shall be responsible for managing the Gavi Alliance business, including facilitation of the participation and contribution of all Gavi Alliance stakeholders and sustaining its unique public-private character.
- 29. In carrying out the responsibility set out in Section 28, the main functions of the Secretariat are to support the Board, the Board Committees, the Advisory Bodies and Time-Limited Task Teams and to undertake and accomplish all other tasks and functions as are lawfully assigned to it by the Board from time to time.

**Miscellaneous****30. Books and records**

- 30.1. The Gavi Alliance shall keep at its principal or registered office copies of its current Statutes and Operating Procedures; correct and adequate records of

accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by Board Committees; records of the name and address of each Board Member, Alternate Board Member and Committee Delegate, and of the name and postal address of each officer; and such other records as may be necessary or advisable.

- 30.2. Without waiving any privileges and immunities that may exist, all books and records of the Gavi Alliance shall be open at any reasonable time to inspection by any Board member at the Gavi Alliance offices.

### **31. Insurance**

- 31.1. The Gavi Alliance may purchase and maintain Directors' and Officers' insurance on terms agreed by the CEO. Details of such insurance for the time being may be obtained from the Secretary.

### **32. Induction and Documentation**

- 32.1. The Secretariat will conduct an induction of new Board and Board Committee members.
- 32.2. The Secretariat will provide core background documentation and other relevant materials to Board and Board Committee members.

### **33. Amendment and governing law**

- 33.1. These Operating Procedures may only be amended by the Board.
- 33.2. Subject to applicable privileges and immunities granted to the Gavi Alliance, in particular under the Swiss Host State Law, these Operating Procedures shall be governed by and construed in accordance with the laws of Switzerland.

### **34. Entry into force**

- 34.1. These Operating Procedures shall enter into force upon their approval by the Board.