

September 2023

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# Charter for Ethics, Risk, and Compliance (ERC) at Gavi



## For Adoption by the Gavi Alliance Board following AFC review (Enterprise Risk Management) and as recommended by the Governance Committee (Ethics & Compliance)

**Adopted on:**

**Effective as of:**

**Revised on:**

Following Board approved policies are hereby rescinded in whole or in part.

Gavi Alliance Ethics Policy, 2012 (approved by the Board)

# I. Addressing Ethics, Risk and Compliance at Gavi, the Vaccine Alliance



Gavi helps save lives and protects people's health by increasing equitable and sustainable use of vaccines. The scope of Gavi's operations is significant, involving local, national through international partners, with a geographic footprint that extends across much of the globe including in some of the world's most challenging environments. The impact of our work is multi-cultural, multi-disciplinary and multi-generational.



We are supported by passionate and committed individuals and we acknowledge that doing the right thing is expected, encouraged, acknowledged, and celebrated.



Gavi's ethical values guide and influence all decision-making, at every level of the organisation. Our core values are foundational to how each person affiliated with Gavi's should behave while advancing Gavi's mission and strategy. Gavi's organisational culture is predicated on the degree to which these core values are integrated into decision-making, communication, information exchange, and people processes such as hiring and promotion.



The risks of not operating according to the highest ethical standards are significant. When we fail to behave in accordance with our core values, Gavi may experience poor decision-making, inappropriate behaviour by Governance and Advisory Officials and Gavi Staff, a culture based on entitlement rather than accountability, and impunity for infractions and misconduct. This in turn could lead to potential reputational damage and subsequent impact on our funding capability and ability to help save lives. As a result, the Board has chosen to focus on identifying and mitigating risks; preventing misconduct, retaliation, abuse of power, or corruption; promoting personal well-being; guaranteeing accuracy in reporting; conserving the resources entrusted to us; and complying with the laws, policies, regulations, and agreements that govern our work.



Operating according to the highest ethical standards is a prerequisite for all that Gavi undertakes. An ethical organisational culture is key to building trust in our ability to deliver vaccines.



This Charter describes the goals, mandates, services, structures, and resources which Gavi has allocated for the establishment of an independent Ethics, Risk and Compliance Office, led by Gavi's Chief Ethics, Risk and Compliance Officer.

## II. Oversight and Accountability

### 1. Oversight

Oversight for Gavi’s Ethics, Risk and Compliance Charter rests with the Board.

### 2. Accountability for implementation and integration

Accountability for implementation and integration of Gavi’s Ethics, Risk and Compliance programmes rests with Gavi’s Chief Executive Officer, Chief Operating Officer, and the senior leadership team (SLT).

### 3. Operational responsibility

Operational responsibility for the Ethics, Risk and Compliance programmes rests with the Chief Ethics, Risk and Compliance Officer, who reports to Gavi’s Chief Executive Officer, with independent access (reporting line) to the Chair of the Gavi Board and the Chair of the Governance Committee. The Board appoints or terminates the CERCO upon recommendation of the Board’s Governance Committee. On recruitment, the CERCO’s remuneration will be approved by the Chair of the Governance Committee, and thereafter this will be subject to revision according to the standard remuneration processes operating within the Secretariat.

Figure 1 Summary of Oversight & Accountabilities



### III. Ethics, Risk and Compliance Office Mandate

1. Gavi's Ethics, Risk, and Compliance Office provides oversight and guidance on an enterprise-wide basis concerning ethics, risk management, and compliance undertakings, and seeks to foster a culture that embeds due regard for these competencies and disciplines in all Gavi operations and activities.
2. This mandate integrates ethics, risk, and compliance into one office that serves the Gavi Secretariat and Alliance. Ethics refers to Gavi's values, principles and behaviours that describe the expectations of how Governance and Gavi Secretariat staff should behave and make decisions. Collectively, Gavi's suite of standards and policies, describe the compliance expectations that guide individual decisions on behalf of Gavi.
3. The primary mandate of Gavi's Ethics, Risk and Compliance Office includes:
  - a. Implementation of Gavi's enterprise risk management program, including financial, programmatic and strategic risks to ensure that risks are identified, assessed and effectively mitigated,
  - b. Developing effective lines of communication, education and training to embed awareness and appreciation for ethics, risk and compliance; reinforce ethical conduct; and promote ethical decision-making and leadership,
  - c. Developing and implementing Gavi Secretariat Policy Management in all E&C risk domains,
  - d. Reinforcing accountability through consistency in disciplinary measures,
  - e. Providing confidential and independent advice and guidance,
  - f. Conducting internal monitoring (2nd line) with respect to effectiveness of E&C Policies and Risk mitigation,
  - g. Protecting Gavi Staff against retaliation for reporting misconduct and for cooperating with authorised audits or investigations,
  - h. Directing and administering Gavi Secretariat conflicts of interest and financial disclosure programme,
  - i. Measuring and ensuring ethics, risk, and compliance programme effectiveness



## IV. Terms of Reference for Gavi's Ethics, Risk and Compliance Office

1. Gavi's Ethics, Risk and Compliance Office will address current and emerging ethical issues and drive Gavi's risk processes, including coordination and facilitation of strategic, programmatic, financial and other risk dimensions. It shall promote risk awareness, and risk mitigation and ownership.
2. It shall promote ethical decision-making and provide confidential ethics advisory services.
3. Overall, its services and structures shall be informed by emerging global best practices.
4. The Office shall present its independent Annual Report to the CEO and Chair of the Boards, the AFC and Governance Committee, and for information and discussion by the Board.
5. The Annual Report shall include an assurance opinion on (i) the quality and maturity of Gavi's ethics, risk, and compliance systems as compared to global best practices; and (ii) the extent to which Gavi has complied with ethics, risk, and compliance-related policies, codes, and requirements. This annual report shall summarise the matters handled by the Office in the previous year, focusing on activities, outputs, results, and impact of its efforts.
6. The Office shall be instrumental in designing and implementing:
  - a. Core Ethical Values and Behaviours
  - b. Codes of Conduct for Gavi Staff, Governance and Advisory Officials, and designated Third Parties, e.g. Civil Society Organisation's (CSO's) working on behalf of Gavi
  - c. Ethics, Risk and Compliance Policies including but not limited to 1) Personal and Organisational Conflicts of Interest; (2) Prevention of Sexual Exploitation, Abuse and Harassment and other measures to ensure that the rights of children are protected; 3) Interpersonal Misconduct; 4) Combatting Fraud and Corruption; 5) Whistleblowing and Protection against Retaliation;
  - 6) Restrictive measures 7) Integrity Due Diligence; and 8) Compliance with Donor and Funder Conditionalities. Other relevant Policies may be adopted such as use of information and resources, privacy, confidentiality, etc.
  - d. Ethics structures, guidelines, resources, and systems
7. The Ethics, Risk, and Compliance Office shall maintain strict confidentiality with respect to matters brought to its attention. The Chief Ethics, Risk and Compliance Officer may disclose information to others on a strictly "need to know" basis and to the Managing Director of Audit & Investigations, Chief Legal Officer and General Counsel, and Chief People & Experience Officer where there is a risk of serious physical, material or reputational harm to any person or to Gavi and/or its resources. Without prejudice to the Audit & Investigation Terms of Reference, the Office shall not be required by any Gavi official or body to disclose information brought to its attention unless explicit consent to do so is granted by those who have provided information to the Office.
8. From time to time, the Office may propose revisions to this ERC Charter, Gavi's Codes of Conduct, and related policies and guidance materials.
9. The Office shall develop an approach to monitoring how violations of Gavi's ethics and compliance-related codes and policies are interpreted and enforced, to ensure that Gavi's internal justice system is executed fairly, consistently, and justly.
10. The Office shall promote ways to embed ethics and compliance into operations specific to Gavi's operating model, through outreach, communications strategies, and annual mandatory training for Governance and Advisory Officials and Gavi Staff.
11. All Governance and Advisory Officials and Gavi Staff may bring matters of concern to the attention of the Office and receive confidential advice. No person who has contacted the Office in good faith shall be subject to reprisals because of such action.

12. The Office shall facilitate Gavi Governance and Advisory Officials and Gavi Staff ability to speak up about unethical behaviour and misconduct, promote Gavi's Ethics Hotline, and implement Gavi's policy on protection against retaliation.
13. The Office may make assessments as to whether any Gavi Staff have been subject to retaliation, and may refer such cases to Audit and Investigations for appropriate action.
14. The Ethics, Risk, and Compliance Office may be consulted on policy issues where its expertise, views, and experience may be useful.

## V. Roles and Responsibilities within Gavi for Ethics, Risk, and Compliance

1. All Gavi Associates are expected to conduct themselves in compliance with both the letter and spirit of Gavi's ethics, risk, and compliance obligations. They should seek to avoid even the appearance of unethical behaviour or impropriety.
2. Ultimate ownership of Gavi's Ethics, Risk and Compliance Charter rests with the Board. The Board has delegated to the Governance Committee the responsibility to oversee implementation of this Charter with respect to Ethics and Compliance matters and to the AFC with respect to Enterprise Risk Management.
3. The Chief Ethics, Risk and Compliance Officer shall report regularly to the Governance and Audit & Finance Committees concerning matters germane to their remits and committee charters. Both these committees shall meet with the Chief Ethics, Risk and Compliance Officer on a regular basis, in either open or executive session.
4. The Board, senior leadership team (SLT), and the Chief Ethics, Risk and Compliance Officer share responsibility for communicating ethical expectations; supporting individual and institutional accountability for the consequences and outcomes of decisions; anticipating ethical risks; and responding when behaviour fails to meet Gavi's standards.
5. The CEO and the senior leadership team (SLT) share responsibility for implementing this Charter throughout Gavi's global activities and operations. They are responsible for ensuring Gavi's best efforts to minimise unethical conduct including abuse of power, corruption, sexual exploitation, sexual abuse, and harassment and bias. Finally, they will ensure that Gavi undertakes remedial action when unethical conduct occurs.
6. The Managing Director, Audit and Investigations provides independent and objective assurance over the design and effectiveness of controls or processes in place to ensure ethical behaviour in Gavi's operations and the activities it finances. As part of this responsibility, the Managing Director, Audit and Investigations may undertake periodic reviews or audits of the effectiveness of this Charter, and issue recommendations based on these reviews. The Managing Director administers Gavi's formal whistleblower reporting system and oversees the conduct of internal investigations.
7. The Chief Ethics, Risk and Compliance Officer has day-to-day responsibility and accountability for implementing, leading and administering a global best practice ethics, risk, and compliance office.

## VI. Policies and Procedures relevant to Gavi's Ethics, Risk, and Compliance Charter

### 1. Codes of Ethics and Conduct

Code of Ethics and Conduct for Gavi Staff ([forthcoming](#))

Code of Ethics and Conduct for Governance Officials ([forthcoming](#))

### 2. Ethics Policies

Protection against Sexual Exploitation, Abuse, and Harassment (PSEAH) ([forthcoming](#))

Whistleblowing and Protection against Retaliation (including prevention of retaliation and operation of hotlines/helplines)

Conflicts of Interest Governance

Conflicts of Interest Secretariat

Financial Disclosure ([forthcoming](#))

Curbing Corruption ([forthcoming](#))

Integrity Due Diligence ([suggested](#))

Compliance with Sanctions / Restrictive Measures ([forthcoming](#))

Compliance with Donor Conditions and Expectations ([suggested](#))

### 3. Ethics Structures, Guidelines, Resources and Systems ([forthcoming](#))

Job Description for Chief Ethics, Risk and Compliance Officer

### 4. Guidelines and Frameworks

PSEAH Operational Framework ([forthcoming](#))

Counter-Fraud Framework

HR Manual ([Selected provisions](#))

Procurement Manual ([Selected provisions](#))

Enterprise Risk Framework ([forthcoming replacing Gavi's Risk Policies](#))

## Appendix

If when adopting this Charter the Board rescinds its 2012 Ethics Policy, a restatement of core principles is necessary until comprehensive Codes of Conduct (for all Gavi Staff and Governance Officials) are adopted. Once Codes of Conduct are approved by the Board (expected Q2 2024), this Appendix will be rescinded.

### Core Ethics and Compliance Obligations for all Governance and Advisory Officials and Gavi Staff

Each member of Gavi (Governance and Advisory Officials and Staff) is expected to conduct themselves in compliance with both the letter and the spirit of these core standards. Governance and Advisory Officials and Gavi Staff covered by these provisions are collectively referred to as "Gavi Associates" where the provisions apply to both. Where the provisions apply to Secretariat staff only, this is indicated accordingly by reference to "Staff" and not "Associates".

- a. Personal Conduct.** Gavi Associates should conduct themselves at all times in a way that reflects positively on their relationship with the Gavi Alliance. Gavi prohibits discrimination on the basis of any criteria protected by law, including, but not limited to, race, color, religion, sex, gender, marital status, national origin, age, disability or sexual orientation, whether committed by or against an employee, vendor, visitor or otherwise in the workplace. Gavi Associates should avoid the appearance of unethical behaviour. The Alliance should ensure that all necessary background checks are performed prior to any new hire and appointment thereafter.
- b. Mutual Respect.** Gavi Associates should show mutual respect for all people. They should be open to all legitimate views and opinions, and should act impartially, without intimidation or favoritism. Gavi Associates shall not engage in acts of retaliation or retribution.
- c. Conflicts of Interest.** Gavi Staff should avoid any conflict of interest between their private affairs and their official duties and responsibilities. A conflict of interest occurs when, by act or omission, personal interests interfere with the performance of official duties, or with the integrity, independence, and impartiality required. When an actual or possible conflict of interest arises, this should be disclosed to the immediate supervisor so that the conflict can be resolved in the best interests of Gavi. For Governance and Advisory Officials the guidelines and policies of the Governance applies.
- d. Use and protection of information.** Gavi Associates should be discreet regarding all matters of official Gavi business, by maintaining the confidentiality of non-public information. Gavi Associates may not use official Gavi information for private advantage.
- e. Respect for customs and culture.** Gavi Associates should show the utmost respect for cultural diversity in their interpersonal interactions. Gavi Associates must be particularly sensitive to the local customs of each country with which they work. All Gavi Associates are expected to observe the highest possible standards of behaviour and shall treat others with courtesy, dignity and respect.
- f. Outside activities or employment.** Gavi Staff may not engage in any outside occupation or employment without first obtaining the written approval of their Manager and the Chief People and Experience Officer. with any organisation directly or indirectly. All the relevant information must be shared with Human



Resources in the first place for an assessment. An assessment on conflict will be made by the relevant Managing Director and the Chief People and Experience Officer, who will make a recommendation to the Chief Ethics, Risk and Compliance Officer<sup>1</sup> for their consent. Outside activities may be authorised if they do not conflict with Gavi's official functions or status, do not interfere with your ability to fully perform your responsibilities as per your role description and objectives are not against the interests of Gavi, and are permitted by local law.

- g. Use of Gavi property and assets.** Gavi Staff should use Gavi funds, property, information, resources, and assets for official purposes and exercise reasonable care when using these resources. Occasional, reasonable, personal use of Gavi equipment, resources, or services may be acceptable. All Gavi books and records must be accurate, complete, truthful, and timely submitted.
- h. Gifts and honors from outside sources.** Gavi Staff must not accept any honor, decoration or favor, gift, or remuneration of more than nominal value from any government or source external to Gavi, without first obtaining the written approval of the Manager. Approval may be granted only in exceptional cases.
- i. Declaration of outside Interests and financial disclosure.** To detect, prevent, and remedy conflicts of interest, designated Gavi Associates shall file a confidential declaration of outside interests and financial disclosure statement annually, in respect of themselves, their spouses, and their dependent children. These disclosures will be made to the Chief Ethics, Risk and Compliance Officer.
- j. Management/Staff Relationships.** Relations between management and staff shall be guided by mutual respect and dialogue. Managers are expected to promote a harmonious workplace and be open to all legitimate views. They should recognize the merits of their staff. They should promote an ethical workplace, lead by example, and ensure that their staff are familiar with and receive training on our Ethics Framework. Gavi Staff should follow the instructions that they receive in connection with their official duties. They should provide all pertinent facts and information to their supervisors, abide by and defend decisions taken—even when they disagree.
- k. Freedom of association.** Staff have the right to form and join associations to promote and defend their interests. Gavi Associates enjoy broad freedom of expression and at the same time are responsible for acting in accordance with Gavi's Ethics, Risk and Compliance Charter, Gavi values, including respect and diversity.
- l. Relations with Governments, Funders, and Partners.** Gavi Associates shall not discredit a Government, Funder or Partner, or undermine their autonomy and authority. They must refrain from promoting or lobbying in favor of any particular Government, political party, organization, or person.
- m. Relations with the Media.** Gavi Staff shall refer all media inquiries to the designated officer who can speak on behalf of Gavi. Gavi Associates should not use the media to further their own interests, reveal non-public information, or attempt to influence policy decisions pending before Gavi.
- n. Compliance with laws, rules, and regulations.** Gavi Associates are expected to comply with applicable laws, rules, and regulations in the countries in which Gavi operates, regardless of its privileges and immunities. Gavi Associates shall not commit an illegal act, or instruct others to do so, for any reason. Further, utmost care should be exercised in ensuring that all statements, especially those made to governmental authorities that regulate Gavi's activities, are accurate and truthful.

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1. Authorization changed from deputy CEO to CERCO