
Subject **Consent Agenda – as at 5 December 2023**

Agenda item **01e**

Category **For Decision**

Section A: Introduction

Nine 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/245825>

Section B: Actions Requested of the Board

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

Decision One – Board Vice Chair Nomination

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

Appoint Omar Abdi as Vice Chair of the Board with individual signatory authority, effective 1 January 2024 and until 31 December 2025.

Decision Two – Board and Committee Appointments

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

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

- **Jérémie Forrat-Jaime** as Board Member representing France on the donor constituency anchored by Germany in the seat currently held by Gabriella Fésüs of the European Commission, effective 1 January 2024 and until 31 December 2024.
- **Karin Berlin** as Board Member representing Sweden on the donor constituency anchored by Norway in the seat currently held by John Arne Røttingen of Norway, effective 1 January 2024 and until 31 December 2025.

- **Atul Gawande** as Board Member representing the United States on the donor constituency anchored by the United States in the seat currently held by Sarah Goulding of Australia, effective 1 January 2024 and until 31 December 2025.
- **Bvudzai Magadzire** as Board Member representing the civil society organisations constituency in the seat currently held by Rafael Vilasanjuan, effective 1 January 2024 and until 31 December 2025.
- **Lia Tadesse** of Ethiopia as Board Member representing the implementing country constituency in the seat currently held by Kwaku Agyeman-Manu of Ghana, effective 1 January 2024 and until 31 December 2026.
- **Budi Gunadi Sadikin** of Indonesia as Board Member representing the implementing country constituency in the seat currently held by Mansukh Mandaviya of India, effective 1 January 2024 and until 31 December 2026.
- **Mohamed Jama** of Somalia as Board Member representing the implementing country constituency in the seat currently held by Aamer Ikram of Pakistan, effective 1 January 2024 and until 31 December 2026.

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

- **Saad Omer** as Board Member representing the research & technical health institutes constituency, effective 1 January 2024 and until 31 December 2026.

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

- **Alexandra Rudolph Seeman** as Alternate Board Member representing Germany on the donor constituency anchored by Germany in the seat currently held by Jérémie Forrat-Jaime of France, effective 1 January 2024 and until 31 December 2024.
- **Lucas de Toca** as Alternate Board Member representing Australia on the donor constituency anchored by the United States in the seat currently held by Atul Gawande of the United States and Won Do-yeon of the Republic of Korea, effective 1 January 2024 and until 31 December 2025.
- **Kristine Husøy Onarheim** as Alternate Board Member representing Norway on the donor constituency anchored by Norway in the seat currently held by Karin Berlin of Sweden, effective 1 January 2024 and until 31 December 2025.
- **Onei Uetela** as Alternate Board Member representing the civil society organisations constituency in the seat currently held by Bvudzai Magadzire, effective 1 January 2024 and until 31 December 2025.
- **Kwaku Agyeman-Manu** of Ghana as Alternate Board member representing the implementing country constituency in the seat currently held by Lia Tadesse of Ethiopia, effective 1 January 2024 and until 31 December 2026.

- **Dechen Wangmo** of Bhutan as Alternate Board member representing the implementing country constituency in the seat currently held by Bounfeng Phoummalaysith of Lao PDR, effective 1 January 2024 and until 31 December 2026.
 - **Nadeem Jan** of Pakistan as Alternate Board member representing the implementing country constituency in the seat currently held by Mohamed Jama of Somalia, effective 1 January 2024 and until 31 December 2026.
- d) **Reappoint** the following as Chair of the Audit and Finance Committee:
- **Naguib Kheraj** until 31 July 2024.
- e) **Reappoint** the following as Chair of the Investment Committee:
- **Yibing Wu** until 31 October 2025.
- f) **Reappoint** the following as Chair of the Programme and Policy Committee:
- **AnnSchuchat** until 31 December 2024.
- g) **Reappoint** the following as Chair of the Evaluation Advisory Committee:
- **James Hargreaves** until 31 December 2025.
- h) **Reappoint** the following Alternate Board Members:
- **Francesca Manno** as Alternate Board member to Takeshi Akahori representing Italy Japan, effective 1 January 2024 and until
- i) **Appoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2024:
- **José Manuel Barroso** (Board Chair) until 31 December 2025
 - **TBC** (Board Vice Chair) until 31 December 2025
 - **Leila Gharagozloo Pakkala** (Alternate Board Member) until 31 December 2025
 - **Kate O'Brien** (Alternate Board Member) until 31 December 2025
 - **Greg Widmyer** (Alternate Board Member) until 31 December 2025
 - **Lia Tadesse** (Alternate Board Member) until 31 December 2025
 - **Robert Lucien Kargougou** (Board Member) until 31 December 2024
 - **Beth Arthy** (Board Member) until 31 August 2024
 - **Alexandra Rudolph-Seeman** (Alternate Board Member) until 31 December 2024
 - **Atul Gawande** (Board Member) until 31 December 2025
 - **Bvudzai Magadzire** (Board Member) until 31 December 2025
 - **Naguib Kheraj** (Board Member) until 31 July 2024
 - **Anne Schuchat** (Board Member) until 31 December 2024
 - **David Marlow** (Board Member) until his successor is appointed

j) **Appoint** the following to the Governance Committee effective 1 January 2024:

- **TBC** (Board Vice Chair) until 31 December 2025
- **Teresa Ressel** (Board Member) until 31 December 2024
- **Deena Shiff** (Board Member) until 31 December 2025
- **Juan Pablo Uribe** (Board Member) until 31 December 2025
- **Grey Widmyer** (Board Member) until 31 December 2025
- **Aamer Ikram** (Committee Delegate) until 31 December 2025
- **Sylvain Yuma Ramazani** (Committee Delegate) until 31 December 2025
- **Jérémie Forrat-Jaime** (Board Member) until 31 December 2024
- **Takeshi Akahori** (Board Member) until 31 December 2025
- **Kristine Husøy Onarheim** (Alternate Board Member) until 31 December 2025
- **Sai Prasad** (Board Member) until 31 December 2025
- **Bvudzai Magadzire** (Board Member) until 31 December 2025
- **David Marlow** (Board Member) until his successor is appointed

k) **Appoint** the following to the Audit and Finance Committee effective 1 January 2024:

- **Naguib Kheraj** (Board Member) until 31 July 2024
- **Teresa Ressel** (Board Member) until 31 December 2024
- **Deena Shiff** (Board Member) until 31 December 2025
- **Gisela Henrique** (Committee Delegate) until 31 December 2025
- **Lauren Franzel** (Committee Delegate) until 31 December 2025
- **Karen Pillay** (Committee Delegate) until 31 December 2025
- **Kelly Jarrett** (Committee Delegate) until 31 December 2025
- **Kwaku Agyeman-Manu** (Alternate Board Member) until 31 December 2025
- **Latifou Aboudou** (Committee Delegate) until 31 December 2025
- **Mellissa Hisko** (Alternate Board Member) until 31 December 2025
- **Eleonora Mei** (Committee Delegate) until 31 December 2025
- **Andreas Karlberg Pettersen** (Committee Delegate) until 31 December 2025
- **Hitesh Hurkchand** (Committee Delegate) until 31 December 2025
- **Bvudzai Magadzire** (Board Member) until 31 December 2025

l) **Appoint** the following to the Investment Committee effective 1 January 2024:

- **Yibing Wu** (Board Member) until 31 October 2025
- **Naguib Kheraj** (Board Member) until 31 July 2024
- **Teresa Ressel** (Board Member) until 31 December 2024
- **Kwaku Agyeman-Manu** (Alternate Board Member) until 31 December 2025
- **Mohamed Jama** (Board Member) until 31 December 2025
- **Sai Prasad** (Board Member) until 31 December 2025

m) **Appoint** the following to the Programme and Policy Committee effective 1 January 2024:

- **Ann Schuchat** (Board Member) until 31 December 2025
- **Awa-Marie Coll Seck** (Board Member) until 30 June 2024
- **Michael Kent Ranson** (Alternate Board Member) until 31 December 2025
- **Ephrem Lemango** (Committee Delegate) until 31 December 2025
- **Kate O'Brien** (Alternate Board Member) until 31 December 2025
- **Adrien de Chaisemartin** (Committee Delegate) until 31 December 2025
- **Abdelkadre Mahamat Hassane** (Committee Delegate) until 31 December 2025
- **Lakshmi Somatunga** (Committee Delegate) until 31 December 2025
- **Eduardo Humberto Retes** (Alternate Board Member) until 31 December 2025
- **Mohamed Jama** (Board Member) until 31 December 2025
- **Gabriella Fésüs** (Committee Delegate) until 31 December 2025
- **Hannah Haaij** (Committee Delegate) until 31 December 2025
- **Rob Whitby** (Committee Delegate) until 31 December 2025
- **Pavani Ram** (Committee Delegate) until 31 December 2025
- **Julia Hamra** (Committee Delegate) until 31 December 2025
- **Rajinder Suri** (Committee Delegate) until 31 December 2025
- **Anne Marie Mbengue Seye** (Committee Delegate) until 31 December 2025
- **Ngashi Ngongo** (Committee Delegate) until 31 December 2025
- **David Marlow** (Board Member) until his successor is appointed
- **Hanna Nohynek** (Independent Expert) until 31 December 2025

n) **Appoint** the following to the Evaluation Advisory Committee effective 1 January 2024:

- **James Hargreaves** (Independent Expert) until 31 December 2025
- **Rhoda Wanyenze** (Board Representative) until 31 December 2025
- **Juan Pablo Gutiérrez** (Independent Expert) until 30 June 2025
- **Ezzeddine Mohsni** (Independent Expert) until 30 June 2025
- **Penny Hawkins** (Independent Expert) until 31 December 2025
- **Malabika Sarker** (Independent Expert) until 31 December 2025
- **David Hotchkiss** (Independent Expert) until 31 December 2025
- **Adolfo Martinez Valle** (Independent Expert) until 31 December 2025
- **Justice Nonvignon** (Independent Expert) until 31 December 2025
- **Julia Betts** (Independent Expert) until 31 December 2025
- **Phyllis Dako-Gyeke** (Independent Expert) until 31 December 2025
- **Helen Evans** (Independent Expert) until 31 December 2025

The minutes will note that Board members who are candidates for these positions, or whose organisations or constituencies provided candidates for these positions, did not participate in discussion or voting on these nominations.

Decision Three – Independent Review Committee (IRC) Appointments

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

- a) **Appoint** as new Independent Review Committee (IRC) members the individuals listed in Annex A to Doc 01e, for a three-year term from March 2024 until March 2027;
- b) **Reappoint** the IRC members listed in Annex B to Doc 01e for a further three-year term until March 2027; and
- c) Exceptionally **approve** the extension of the terms of the IRC members listed in Annex C to Doc 01e for a third term until March 2027.
- d) Exceptionally **approve** the extension of the term of the IRC member listed in Annex D to Doc 01e for a fourth term until March 2027.

Decision Four – Amendments to Board and Board Committee Operating Procedures and Board Committee Charters

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

- a) **Approve** the amendments to the Gavi Alliance Board and Board Committee Operating Procedures as outlined in Annex E to Doc 01e, as amended by discussions at the Governance Committee;
- b) **Approve** the amendments to the Gavi Alliance Audit and Finance Committee Charter as outlined in Annex F to Doc 01e;
- c) **Approve** the amendments to the Gavi Alliance Governance Committee Charter as outlined in Annex G to Doc 01e, as amended by discussions at the Governance Committee;
- d) **Approve** the amendments to the Gavi Alliance Investment Committee Charter as outlined in Annex H to Doc 01e; and
- e) **Approve** the amendments to the Gavi Alliance Programme and Policy Committee Charter as outlined in Annex I to Doc 01e.

Decision Five – COVAX Facility Governance

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

Dissolve the COVAX AMC Engagement Group with effect on 31 December 2023.

Decision Six – Ethic, Risk and Compliance Charter

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

- a) **Approve** the Ethics, Risk and Compliance Charter attached as Annex J to Doc 01e; and
- b) **Agree** that the Gavi Ethics Policy 2012 is rescinded with immediate effect.

Decision Seven - Waiver to Independent Review Committee Terms of Reference

In recognition of the findings of the independent evaluation of Gavi's Independent Review Committee, which includes the recommendation for a differentiated IRC review process, and the successful early learnings from the first wave of pilots, the Gavi Alliance Governance Committee **recommends** to the Gavi Alliance Board that it:

- a) **Agree** to extend the waiver of the requirement for an independent review, as outlined in the Independent Review Committee Terms or Reference, for up to twenty additional country applications of low risk and low value in 2024; and
- b) **Request** the Secretariat to report back to the Programme and Policy Committee in the first half of 2024 on ongoing learnings from the pilots.

Decision Eight – Multivalent Meningococcal Conjugate Vaccine (MMCV) Programme

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

- a) **Approve** expanding the meningococcal programme to include support for multivalent meningococcal conjugate vaccines (MMCV) containing at least serogroups *Neisseria Meningitidis* (Nm) A, C and W aligned with the proposed vaccination strategy and including additional investments as outlined in Annex K to Doc 01e;
- b) **Note** that the initial estimates for financial implications associated with the above approval for the period 2023-2025 are US\$ 136 million and for the period 2026-2030 are US\$ 326 million to US\$ 577 million, the latter contingent on financial resources being made available for the next strategic period;

- c) **Note** that initial estimates are based on a fully loaded vaccine price for MMCV and include associated cash grant costs, while estimates for the period 2023-2025 also include additional costs for technical assistance and Secretariat expenses. Potential changes in the underlying assumptions of these estimates will be reflected in future financial forecasts; and
- d) **Approve** the provision of campaign operational cost support up to US\$ 0.65 per dose to repurpose meningococcal vaccines with short shelf-life part of the meningococcal stockpile, aligned with the amended International Coordinating Group (ICG) Standard Operating Procedure (SOP).

Decision Nine – Amendments to the European Investment Bank Frontloading Facility Agreement and the US Development Finance Corporation Rapid Financing Facility Agreement

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

- a) **Approve** the amended terms of the European Investment Bank Frontloading Facility Agreement as set out in Annex L to Doc 01e;
- b) **Approve** the amended terms of the US Development Finance Corporation Rapid Financing Facility Agreement as set out in Annex M to Doc 01e; and
- c) **Note** that in line with Gavi's Delegation of Authority Policy, any financing arrangement for the purposes of borrowings, and any transaction, or series of related transactions, where Gavi assumes liabilities, contingent or otherwise, of over US\$ 50 million shall require a recommendation to proceed from the Audit and Finance Committee Chair to the Treasurer and the Board.