

**SUBJECT: CONSENT AGENDA REVISED AT 22 JUNE 2020**

**Agenda item: 01f**

**Category: For Decision**

### **Section A: Introduction**

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

<https://gavi.boardeffect.co.uk/workrooms/6459/resources/33754>

### **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 Finance and Audit Committee.

#### **Decision One – Board and Board Committee member appointments**

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

- a) **Approve** the exceptional extension of **Stephen Zinser** as:
  - Unaffiliated Board member effective 1 July 2020 and until 30 June 2021; and
  - Chair of the Investment Committee effective 1 July 2020 and until 30 June 2021.
  
- b) **Approve** the exceptional extension of **David Sidwell** as:
  - Unaffiliated Board member effective 1 January 2021 and until 31 December 2021;
  - Chair of the Audit and Finance Committee effective 1 January 2021 and until 31 December 2021;
  - Member of the Market-Sensitive Decisions Committee effective 1 January 2021 and until 31 December 2021; and
  - Member of the Investment Committee effective 1 January 2021 and until 31 December 2021.
  
- c) **Appoint** the following Board Member:
  - **Mahima Datla** as Board Member representing the vaccine industry developing countries in the seat currently held by Sai Prasad effective 1 July 2020 and until 30 June 2023.

- d) **Appoint** the following Alternate Board Member:
- **Carmen Coles Tull** as Alternate Board Member representing the United States on the donor constituency anchored by the United States in the seat currently held by Irene Koek of the United States, effective immediately and until 31 December 2021.
- e) **Appoint** the following to the Market-Sensitive Decisions Committee:
- **Carmen Coles Tull** (Alternate Board Member), effective immediately and until 31 December 2021.
- f) **Appoint** the following to the Audit and Finance Committee:
- **Carmen Coles Tull** (Alternate Board Member), effective immediately and until 31 December 2021.
  - **Gianmarco Coccozza** (Committee Delegate), effective immediately and until 31 December 2021.
- g) **Appoint** the following to the Programme and Policy Committee:
- **Sai Prasad** (Committee Delegate), effective 1 July 2020 and until 31 December 2021.

### **Decision Two – Independent Review Committee appointments**

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

**Ratify** the emergency exceptional extensions of the terms of Philippe Jaillard and Mario Stassen as members of the Independent Review Committee until 31 March 2021.

### **Decision Three – Appointment of Secretary**

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

**Appoint** Brenda Killen as Secretary with individual signatory authority effective 1 July 2020 and until her successor is appointed and qualified.

### **Decision Four – Revision of Statutes and Introduction of Operating Procedures**

A short report is attached as Doc 01g.

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

- a) **Approve** the amended Gavi Alliance Statutes attached as Annex A to Doc 01g;

- b) **Agree** to replace the Gavi Alliance By-laws with the Board and Board Committee Operating Procedures; and
- c) **Approve** the Board and Board Committee Operating Procedures attached as Annex B to Doc 01g.

#### **Decision Five – Guiding Principles on Gender for Board and Committee nominations**

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

**Approve** the Guiding Principles on Gender for Board and Committee Nominations as set out in Annex A to Doc 01f, effective 1 July 2020.

#### **Decision Six – Audit & Investigations Report and Audit & Investigations Terms of Reference**

A short Audit & Investigations report is attached as Doc 01h.

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

**Approve** a revised version of the Audit & Investigation Terms of Reference to incorporate certain changes resulting from observations made in the recently conducted External Quality Assessment attached as Annex B to Doc 01h.

#### **Decision Seven – UNICEF Fees**

The Gavi Alliance Audit and Finance Committee, noting the recommendations do not include COVID-19 considerations and recognising the recommendations may require adjustments as needed, **recommends** to the Gavi Alliance Board that it:

- a) **Approve**, within the overall Partners Engagement Framework:
  - i. An increase of US\$ 2 million to the already Board-approved 2020 UNICEF Supply Division fees for the procurement of vaccine and related devices in 2020;
  - ii. A budget of US\$ 21.4 million for UNICEF Supply Division fees for the procurement of vaccines, related devices and yellow fever surveillance and diagnostics equipment in 2021; and
  - iii. A budget of US\$ 4.3 million for UNICEF Supply Division fees for the procurement of cold chain equipment for 2021.
- b) **Note** that the Audit and Finance Committee reviewed the financial implications of the recommendations as set out in Figure 1 in Doc 03a to the 6 May 2020 meeting of the Audit and Finance Committee and concluded that these could be approved by the Board in accordance with the Programme Funding Policy.

### **Decision Eight – Whistleblowing Policy**

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

**Approve** the revised and updated Whistleblowing Policy attached as Annex B to Doc 01f to be implemented with effect from 1 July 2020.