

**SUBJECT: BOARD LEADERSHIP: VICE CHAIR APPOINTMENT**

**Agenda item: 02a**

**Category: For Decision**

## **Section A: Summary**

- The term of the current Board Vice Chair, Dr Flavia Bustreo, ends on 30 June 2017.
- At its meeting on 5 December 2016, the Governance Committee approved the terms of reference for the position of Board Vice Chair and established a Board Vice Chair Nominations Subcommittee (Nominations Subcommittee) chaired by Dr Ngozi Okonjo-Iweala, Board Chair.
- This paper outlines the process undertaken by the Nominations Subcommittee to identify and nominate a candidate to fill the position of Board Vice Chair starting 1 July 2017. A recommendation was subsequently made to the Governance Committee which during its meeting on 13 June 2017 approved a recommendation to the Board as outlined in this report.

## **Section B: Vice Chair Nomination**

### **1. Introduction**

- 1.1 Current Board Vice Chair, Dr Flavia Bustreo, has served on the Gavi Alliance Board in this capacity since 1 January 2015 and her term ends on 30 June 2017.
- 1.2 At its meeting on 5 December 2016, the Governance Committee approved the terms of reference for the Board Vice Chair (Annex B) and established a Board Vice Chair Nominations Subcommittee (Nominations Subcommittee) (Annex C) to consider and institute an appropriate process for the nomination of a suitable candidate to fill the position of Board Vice Chair starting 1 July 2017.
- 1.3 The Nominations Subcommittee was composed of Board Chair, Dr Ngozi Okonjo-Iweala, as Chair of the subcommittee and Reina Buijs and Danny Graymore from the Governance Committee.

### **2. Process**

- 2.1 The Nominations Subcommittee met by teleconference on 7 March 2017 where it noted its terms of reference and mandate and reviewed the terms of reference for the position of Board Vice Chair.

- 2.2 It was agreed that given the development of the Gavi Alliance over the past number of years, not least the establishment of the Partners' Engagement Framework among other things, the position of Board Vice Chair should be opened up to the entire Board and especially as there was potential for conflicts of interest with some of the constituencies that might be interested in the position.
- 2.3 It was also agreed that the individual taking on this role should not only have the time and necessary experience, but it had to be made clear to any interested candidates that it was to fulfill a supportive role to the Board Chair in line with the recommendations of the recently conducted Board and Committee self-evaluation.
- 2.4 There should be no expectation that the person occupying this position is earmarked to be Board Chair in due course.
- 2.5 Important criteria determined in these discussions was that the position should be open only to currently serving Board members and that they had to be willing to commit to the position through to 31 December 2018.
- 2.6 In the interests of an open process, no Board members would be selectively approached to consider putting their names forward. Governance Committee members noted that the subcommittee had decided against approaching individual Board members to ascertain their potential interest in the position to avoid any perceptions of targeted bias and preferred the approach whereby there was an open and transparent nomination process.
- 2.7 The restriction in the By-laws requiring that any representative Board member taking on the role would not be permitted to represent their constituency views while Board Vice Chair (including as Governance Committee Chair) was noted, but it was recognised that the alternate to any such Board member would be able to speak and vote on behalf of the constituency and to be present in meetings such as the Governance Committee as an observer and with full rights of participation.
- 2.8 It was then agreed that a check list of key criteria drawing on Annex A should be prepared to assist the Nominations Subcommittee in its deliberations (Annex D).
- 2.9 A time table that would culminate in interested candidates being available for interview by the Nominations Subcommittee in person at the Board Retreat in Evian, France was then put in place.
- 2.10 An invitation for expressions of interest in the Board Vice Chair position was circulated to all Board members by the Board Chair on 13 March 2017.
- 2.11 Only one expression of interest was received and that was from Unaffiliated Board member, Gunilla Carlsson.
- 2.12 This was presented to the Governance Committee at its meeting on 4 April 2017 by the Board Chair on behalf of the Nominations Subcommittee.

- 2.13 Governance Committee members confirmed that they were comfortable with the proposed nomination and that the process should continue accordingly.
- 2.14 This included an interview with Ms Carlsson by the Nominations Subcommittee on the margins of the Board Retreat on the evening of 4 April 2017 following the Governance Committee meeting, which explored her candidacy for the position against the criteria set out in Annex A and measured against the check list set out in Annex D.
- 2.15 It also included a discussion to ensure that expectations were suitably aligned as well as an understanding of the time commitment needed to fulfill not only the role of Board Vice Chair, but also that of Chair of the Governance Committee.

### 3. Biography of Gunilla Carlsson

- 3.1 Gunilla Carlsson served as an elected member of the Swedish Parliament and Minister for International Development Cooperation from 2006 to 2013. She has extensive experience in domestic, European Union and international politics and negotiations. In addition, she has expertise in implementation of policy reforms and in mechanisms for ensuring both efficiency and accountability in complex organisations. During her political career, Ms Carlsson has worked on a range of issues including foreign policy, human rights, development, employment, research, security and defence. Previous positions include: 1st Vice Chair of the Conservative Party, Member of the European Parliament (1995–2002); Vice Chair of the European People's Party; Member of the World Bank Gender Advisory Council; and Chair of the Swedish-led Commission on Climate Change and Development ahead of Copenhagen 2009. She was appointed by the then UN Secretary-General, Ban Ki-moon, to the high level panel for global sustainability ahead of the 2012 conference in Rio de Janeiro and to the high level panel for global development goals post-2015.

### **Section C: Actions requested of the Governance Committee**

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

- a) **Reappoint** Gunilla Carlsson as an Unaffiliated Board member effective 1 January 2018 and until 31 December 2020: and
- b) **Appoint** Gunilla Carlsson as Vice Chair of the Board with individual signatory authority effective 1 July 2017 and until 31 December 2018.

**Annexes**

**Annex A:** Implications/Anticipated impact

**Annex B:** Board Vice Chair terms of reference

**Annex C:** Board Vice Chair Nominations Subcommittee terms of reference

**Annex D:** Board Vice Chair nominations and interview check list

## Annex A: Implications/Anticipated impact

- Risk implication and mitigation
  - The Board Vice Chair plays an important supporting role to the Board Chair in the conduct of the Board's affairs and issues.
  - The terms of reference for Board Vice Chair have been enhanced and strengthened given the observations contained in the recently conducted Board and Committee self-evaluation regarding "mechanisms to leverage the Board Chair".
  - This has been designed around the Board Vice Chair providing more active support for the Board Chair and which is also structured to mitigate any disruption in Board leadership activities in the unforeseen absence of the Board Chair.
  - The Board Vice Chair will continue to Chair the Governance Committee as prescribed in the Statutes and By-laws, given that the Governance Committee plays an important function in providing leadership and guidance for the governance of the Gavi Alliance and will ensure that there is a close calibration between the Board Vice Chair and Board Chair on these issues.
- Impact on countries and Gavi stakeholders
  - The Board Vice Chair provides an important supportive role to the Board Chair to ensure that all Alliance-wide and Board-level issues receive due attention and consideration through a well-structured and close calibration of the work of the Board Chair and Board Vice Chair, as anticipated in the updated terms of reference for the Board Vice Chair.
- **Legal and governance implications**
  - Governance implications are listed throughout this paper.
- **Gender implications**
  - All nominations to the Board and its Committees take into the requirements of the Statutes and By-Laws that the Gavi Alliance Gender Policy should be considered in the nomination process.
  - With the appointment of Gunilla Carlsson as Board Vice Chair, it is noted that both the Board Vice Chair and Board Chair are female (as was the case when Dr Flavia Bustreo was Board Vice Chair).



## BOARD VICE CHAIR

### TERMS OF REFERENCE

The Board Vice Chair is a high profile position of global stature and the function established under Article 12 of the Statutes of Gavi, The Vaccine Alliance (“Gavi Alliance”), and whose primary role is set out in Article 2.6 of the By-Laws.

It is anticipated that the Vice Chair should preferably be an already sitting member of the Board.

The Vice Chair plays an important role in the support of the Board Chair in managing the affairs of the Board to ensure the Board is organised properly, functions effectively, and meets its obligations and responsibilities. In addition, under Article 2.6.4 of the By-Laws, the Vice Chair is expected to assume the position of Chair of the Governance Committee.

#### Duties and Responsibilities

- **Ambassador for the Gavi Alliance:** As an “ambassador” for the Gavi Alliance and its mission to its many stakeholder groups, the Vice Chair may deliver speeches at major conferences, perform high level outreach to partner agencies and governments, and conduct such other advocacy work on behalf of the Gavi Alliance as may be appropriate or requested by the Board Chair.
- **Support the Board Chair:** Foster a strong relationship with the Board Chair and work with her in supporting her overall leadership and oversight of the Board of the Gavi Alliance and to take on such assignments that may be requested of the Vice Chair by the Board Chair either on a permanent basis for the duration of the term of the Vice Chair or from time to time as may be appropriate in assisting the work load of the Board Chair.
- **Board meetings:** Preside over meetings in the absence of the Board Chair in accordance with Article 2.6.4 of the By-Laws.
- **Leadership of the Board and the Governance System:** This may include supporting the Board Chair in establishing procedures to govern the Board’s work, ensuring the Board’s full discharge of its duties, working with the Secretariat to ensure that the Board receives accurate, timely and clear information and documentary materials in support of its work. This may include helping the Board Chair set the Board’s dynamic and culture and work to build productive relationships among board members and the Secretariat.

- **Governance Committee:** Chair meetings of the Governance Committee for the duration of his/her term as Vice Chair and whose duties shall require that the Governance Committee fulfills its mandate to supervise and monitor the quality and appropriate performance of the governance system of the Gavi Alliance and shall:
  - lead and facilitate committee meetings;
  - facilitate and summarise discussions objectively and with clarity;
  - gain consensus and exert authority when necessary;
  - ensure all committee members appropriately contribute to deliberations and regularly participate in meetings;
  - collaborate with other committee Chairs particularly in regard to Board and committee nominations and skills/expertise requirements;
  - collaborate closely with the CEO and Director, Governance along with the Board Chair on all matters relating to the governance of the Gavi Alliance; and
  - represent the committee during the course of Board meetings.

## **Experience and Characteristics**

Gavi is seeking a highly sophisticated individual with the capacity and experience to develop important relations valuable to the organisation's mission. Ideally, this individual will have led complex, strategic and mission-driven objectives that have global impact and bring experience with multi-stakeholder groups, preferably in a leadership capacity. The Vice Chair should bring unquestionable integrity, diplomacy and gravitas to the position and be someone who is a good match for the Board Chair given that it is anticipated they should have a close, collaborative working relationship.

## **Term**

The Vice Chair is selected for a two-year period or such other term that the Board may determine and may be reappointed for a single term in accordance with Article 12 of the Statutes.

## **Time Commitment and Minimum Criteria**

The Board normally meets in person three times per year in locations throughout the world – two principal meetings and one retreat. The Governance Committee meets more frequently, normally between main meetings of the Board comprising a combination of teleconferences and in-person meetings.

It is essential that any candidate for the position of Vice Chair has the capacity and time to devote to this role and being the Chair of the Governance Committee. It is anticipated that could be between five and eight days per month, with considerably more time required at the time of Board meetings and for preparations associated with meetings and work of the Governance Committee during periods of Board and committee nominations and related issues such as the biannual board and committee review.

Along with making the appropriate time commitment, the Board has set other minimum criteria expected of all board members:

- Commitment to Gavi's mission.
- **Unaffiliated Board members** should be senior executives or sufficiently expert in their field to provide meaningful guidance and oversight to an organisation of Gavi's size, scope, and responsibility.
- **Representative Board members** who might be available to fill this position, it is important to note that according to Article 2.6.5 of the By-Laws, the Vice Chair shall not "...express his/her Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting...".
- Ability to work in the English language.

### Commitment to Gender and Inclusion

The Board has resolved that criteria for board membership shall be consistent with the Gender Policy of the Gavi Alliance, specifically, that gender balance in all areas of Gavi Alliance's work should be ensured, including throughout the governance structures, to the extent possible.

### Behavioural Competencies

- **Strategy skills** including strong intellectual, management and analytical skills, a broad-based and long-term view of strategic and organisational goals and an ability to evaluate courses of action facing a complex international organisation.
- **Influencing and Communicating Skills** including an ability to develop an effective and constructive relationship with the Board and CEO, as well as key external influencers. As an ambassador for Gavi, the Vice Chair must have the ability to communicate effectively and meaningfully with a variety of stakeholders, advocating with passion on behalf of Gavi's mission and its resource mobilisation efforts. The Vice Chair must bring a high emotional intelligence – namely, to be perceptive to people issues, a good listener and have the ability to build consensus among Board members and Alliance constituencies.
- **Intercultural Skills** including a strongly international perspective, an understanding for the issues and perspectives of a wide range of developing countries, and the ability to operate effectively in both developed and developing country settings.
- **Collaborating and Teamwork** including a willingness to participate in robust, rigorous debate and then work with others to derive and implement new solutions; an ability to encourage partnerships between others; openness to be challenged on assumptions, beliefs or viewpoints, and a willingness to re-examine these where necessary.



- **Independence and Integrity** including an ability to formulate a balanced and impartial view independently of organisational positions; an ability to articulate and defend his/her own position objectively and persuasively; and a commitment to speaking openly and respectfully in defence of a position or principle.

## **Remuneration and Support**

Gavi Alliance board members, including the Vice Chair, are not compensated, but travel and other reasonable expenses connected with their service are reimbursed if an unaffiliated Board member and if an Affiliated Board member their costs will be borne by their representative organisation.

Further, the Vice Chair is entitled to retain a Gavi-compensated “Special Adviser” who can provide strategic advice to the Vice Chair on Gavi Alliance issues; ensure the Vice Chair is well informed on key policy, governance, and management issues; and serve as an additional liaison to the Secretariat and the Board.



## **Board Vice Chair Nominations Subcommittee of the Governance Committee**

### **Terms of Reference**

**Reporting to:** Gavi Governance Committee

**Duration:** Through to June 2017

**ToR approved by the Committee:** December 2016

### **Description of Committee**

#### **Background**

The current Board Vice Chair is due to vacate her position on or before 30 June 2017.

It is now necessary to conduct a nominations process for the appointment of a new Board Vice Chair on or before 30 June 2017 on the basis of the terms of reference that have been approved by the Governance Committee on 5 December 2016 and in accordance with the provisions of the Statutes and By-Laws governing appointment of the Board Vice Chair.

#### **Scope of Subcommittee**

The subcommittee will advise the Governance Committee on potential candidates for the position of Board Vice Chair.

#### **Committee deliverables**

The subcommittee shall determine a process for nominations for the position of Board Vice Chair determined on the criteria set out in the terms of reference attached and with reference to the Statutes and By-Laws.

It shall regularly update the Governance Committee as appropriate on the process and its progress with a view to determining for the Governance Committee's consideration a candidate that in its deliberations the subcommittee deems to be suited to the position to be filled on the basis of the accompanying terms of reference.

This should be completed by not later than 30 April 2016 in order for the nomination to be considered by the Governance Committee and then put forward to the next meeting of the Board in June 2016 for approval. The timing may be influenced by the current circumstances facing the incumbent Board Vice Chair and this will require to be taken into account by the subcommittee.

## **Subcommittee composition**

The subcommittee shall be appointed by the Governance Committee.

Membership shall be as follows:

- Board Chair
- Governance Committee Chair
- Two additional members drawn from the Governance Committee

The CEO shall be consulted as appropriate in the course of the deliberation of the subcommittee on potential candidates.

The chairmanship of this subcommittee shall be determined by the subcommittee on its establishment, with the provisional intention being that it should be chaired by the Board Chair.

## **Proposed timeline**

The subcommittee's mandate shall end on 30 June 2017 unless otherwise extended by the Governance Committee.

## **Member time-commitment and subcommittee functioning**

From January through June 2017, it is anticipated that the subcommittee will require no more than three or four teleconferences to complete its assignment.

In order to proceed with subcommittee discussions, the subcommittee will require a minimum of three members as a quorum.

## **Governance arrangements**

Members will serve on the subcommittee in their individual capacities (and are not required to bring the views of their constituency or organisation to bear on discussions).

The subcommittee will report directly to the Governance Committee.

## **Administrative arrangements**

The Secretariat will facilitate the subcommittee, circulating briefing notes and agendas before the subcommittee meetings and draft meeting minutes following the meetings as deemed necessary by the Chair of the subcommittee.

SCREENING & SELECTION MATRIX				
Board Vice Chair – nominations and interview check list				
Attributes	Applicable Experience/Expertise	Candidate #1	Candidate #2	Candidate #3
<b>EXPERIENCE</b>				
Essential	Experience with the Gavi Alliance and acknowledged commitment to mission			
Essential	Experience presiding over Board Committees			
Essential	Experience with complex international organisations			
Essential	Experience with governance issues			
Desirable	Experience working with top leadership			
Desirable	Experience presiding over Board meetings			
<b>BEHAVIOURAL</b>				
Essential	Capacity to work closely with Chair			
Essential	Demonstrated willingness to fulfil a supporting role			
Essential	Recognised capacity to be ambassadorial and impartial			
Essential	Recognised for independence of mind			
Essential	Recognised capacity for collaboration with Board, Committees and Secretariat			
Essential	Recognised ability to lead rigorous open debate and listen			
Desirable	Gravitas (dignity and solemnity of manner)			
Desirable	Willingness to speak their mind			
<b>SKILLS</b>				
Essential	Recognised strategic thinking skills and ability to evaluate different courses of action			
Essential	Analytical skills and capacity to summarise discussions			
Essential	Advocacy skills, influencing and relationship building			
Essential	Acknowledged public speaking skills			
Essential	Leadership skills and capacity to exert authority when necessary			
Essential	Consensus building skills			
Essential	Intercultural skills and experience with developing countries			
Essential	Languages skills and ability to work at a high level in English			
Essential	Facilitation skills for board and committee meetings			
Desirable	Recognised for strategic vision			
<b>EXPERTISE</b>				
Essential	Experience and acknowledged reputation in the health sector			
Essential	Experience with international development			
Desirable	Corporate governance			
<b>TIME</b>				
Essential	Willing to commit without exception to remaining in position until 31 December 2018			
Essential	Ability and willingness to devote the necessary time and effort (5-8 days/mo.)			
<b>VALUES</b>				
Essential	Reputation (no negative reputation that could potentially be damaging to Gavi)			