



Report to the GAVI Alliance Board

11-12 June 2013

Subject:	Consent Agenda: Committee chairs and member terms: Changes to By-Laws and Committee Charters
Report of:	Debbie Adams, Managing Director, Law and Governance
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Agenda item:	02b
Category:	For Decision
Strategic goal:	Alliance operations

Section A Overview

1 Purpose of the report

- 1.1 Following the discussion at the November 2012 and 7 May 2013 Governance Committee meetings, the Governance Committee invites the Board to formally amend the governing documents to perform the refreshment of committees every two years.

2 Recommendations

- 2.1 The Governance Committee recommends to the Board that it:

(a) **Amend** the second sentence of Article 4.2 of the By-Laws as follows:

- *Each of the Board Committees shall have a presiding chair who shall be one of the Board Members and shall be appointed ~~annually~~ once every two years by the Board unless otherwise provided in the Statutes, By-Laws or Charter of the relevant Committee.*

(b) **Amend** the first sentence of Section 2 of the Charter of Executive Committee as follows:

- *Executive Committee members shall normally sit on the Executive Committee for ~~three~~ two years and may be reappointed for a single term, provided that an Eligible Organisation (or group of Eligible Organisations) or Eligible Constituency shall be entitled, in accordance with Article 10 of the Statutes, to have the same person(s) serve as its Executive Member(s) for such additional time as it shall desire and shall be entitled to replace its member(s) as it shall desire.*

- (c) **Amend** the first paragraph of Section 2 of the Charters of the Audit and Finance Committee, Investment Committee, and Programme and Policy Committee as follows:
- *The Committee shall be a Standing Committee of the Board and Article 4 of the By-Laws shall govern Committee member appointment, removal and resignation; all members shall be appointed ~~on an annual basis~~ once every two years, with renewable terms. Further the Committee shall consist of at least three Board Members/Alternates.*
- (d) **Amend** the first paragraph of Section of the Charter of the Governance Committee as follows:
- *The Committee shall be a Standing Committee of the Board and Article 4 of the GAVI By-Laws shall govern Committee member appointment, removal and resignation; all members shall be appointed ~~on an annual basis~~ once every two years, with renewable terms. The Committee shall consist of at least three members. The Board Vice Chair shall also serve as Governance Committee Chair and a voting member of the Governance Committee (subject to the restrictions imposed by Article 4.2 of the By-Laws).*
- (e) **Amend** the second sentence of Section 2 of the Charter of the Evaluation Advisory Committee as follows:
- *The Board shall select the Committee Chair (“Chair”) and ~~members who shall serve at the pleasure of the Board~~ appoint all members once every two years, both with renewable terms.*

3 Executive Summary

- 3.1 At the November 2012 Governance Committee meeting, the Chair commented that refreshing the committees “is a lot of work every year for constituencies and the Secretariat, and so it [is] worth considering whether, in the future, to appoint committee chairs and members for multiple year terms.” The Committee continued the discussion at its May 2013 meeting and agreed that this was a sensible solution, particularly since Board members could request changes to their committee assignments during the interim.
- 3.2 With regard to duration, it was proposed that the general refreshment of committees be carried out once every two years (at the November/December Board meeting as is currently the case). This proposal would not preclude appointment or resignation in the interim for either the Board or committees, as is the case now.

3.3 It is noted that in the proposed changes the general refreshment of committees every two years will not apply to the following automatic appointments:

- (a) Board Chair as Executive Committee Chair
- (b) Board Vice Chair as Vice Chair of the Executive Committee
- (c) Board Vice Chair as Chair of the Governance Committee

3.4 The revised By-Laws and Committee Charters with the changes indicated are attached for the Committee's information.

4 Risk implication and mitigation

4.1 There are no risks.

5 Financial implications: Business plan and budgets

5.1 There are no direct financial implications.

Section B Implications

1 Impact on countries

1.1 There is no direct impact. However, it is hoped that a simpler, less frequent process will be easier on our Board members.

2 Impact on GAVI stakeholders

2.1 There is no direct impact. It is hoped this change will be less onerous on the constituencies.

3 Impact on Secretariat

3.1 In addition to relieving work on the Committee and constituencies, it will relieve some work on the Secretariat governance team.

4 Legal and governance implications

4.1 Governance implications are noted throughout. Any amendments to the By-Laws will need to be ratified by the Swiss Supervisory Authority.

5 Consultation

5.1 The Governance Committee Chair requested this issue be considered.

6 Gender implications

6.1 There are no specific gender equality implications.