

SUBJECT: REVIEW OF COMMITTEE CHARTERS

Agenda item: 02c

Category: For Decision

Section A: Summary

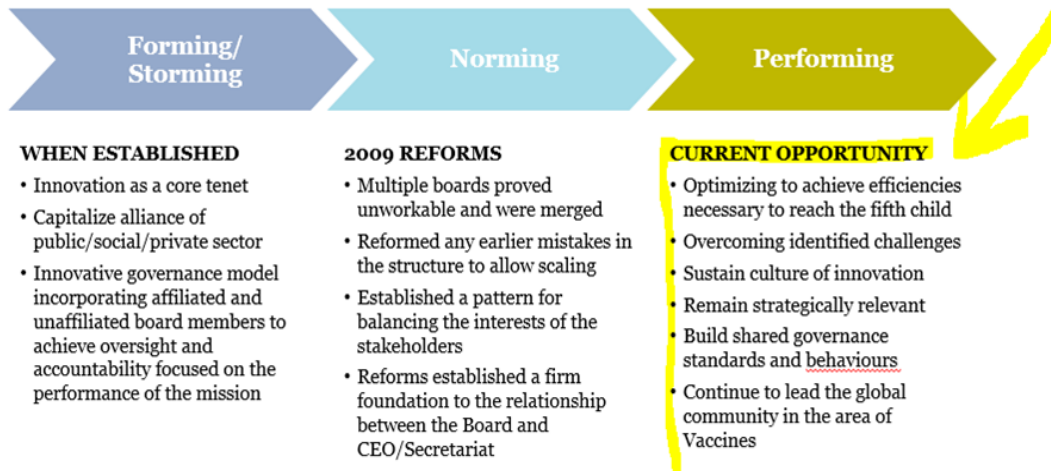
- This paper presents a number of recommendations to the Board which the Governance Committee agreed on during its meeting on 13 June 2017. The recommendations relate to actions arising in response to the recommendations of the Board and Committee self-evaluation presented to the Board in December 2016.
- Some additional actions will be further discussed by the Governance Committee during the second half of 2017 and presented to the Board in November 2017 to conclude the process.

Section B: Review of Committee Charters

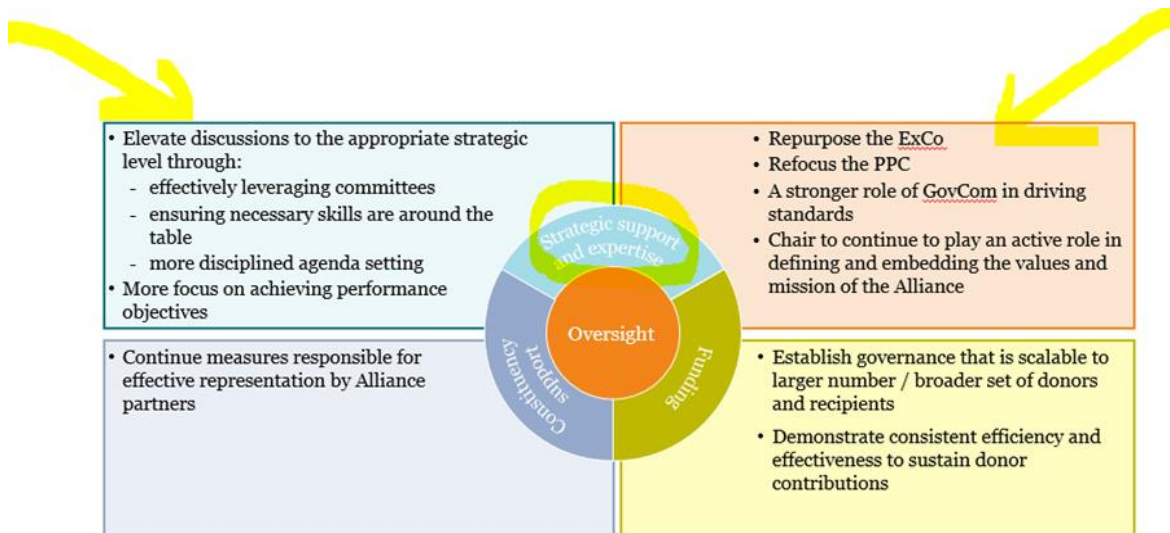
1. Background

- 1.1 The Board and Committee self-evaluation in 2016 was undertaken with two principal objectives:
- (a) Evaluate alignment of governance system established in 2008 with the 2016-2020 strategy and whether it remains fit for purpose or requires enhancements that will support the current strategy.
 - (b) New Board Chair wanting to take stock and assess effectiveness and efficiency of the current governance system.

1.2 This is elaborated in the following excerpt from the consultant’s presentation to the Board in December 2016:



1.3 The recommendations from December 2016 and accompanying proposals contained in this paper seek to respond primarily to the upper left and upper right quadrants of the diagram below centred on issues of strategic support and expertise:



1.4 The detailed presentation to the Board in December 2016 can be found on BoardEffect at:

<https://gavi.boardeffect.co.uk/resources/21227>

1.5 It was agreed to address the recommendations in a two-phased but parallel basis:

- (a) **Part One:** Responding to recommendations relating to issues in regard to **elevating Board discussions** and which primarily centred around process; and

- (b) **Part Two:** Responding to recommendations relating to **potential reforms to governance structure** and which centred primarily on mechanisms to leverage the Board Chair, refocus the Programme and Policy Committee (PPC) and to strengthen the Governance Committee.

2. Process

2.1 At the Governance Committee meeting on 2 March 2017:

- (a) *Elevate Board discussions:* Proposed responses were submitted for consideration and agreement.
- (b) *Potential reforms to governance structure:* Proposals were presented for discussion and consideration.

2.2 At the Governance Committee meeting on 4 April 2017 immediately ahead of the Board Retreat:

- (a) *Elevate Board discussions:* Modifications requested to the proposals presented on 2 March 2017 were noted and agreed including additional recommendations that are more fully dealt with in 3.2 and 3.3 below (Annex B).
- (b) *Potential reforms to governance structure:* Proposed structural reforms informed by discussion at the meeting on 2 March 2017 were considered and agreed ahead of being presented at the Board Retreat on 6 April 2017. These are more fully dealt with in 4, 5 and 6 below (Annexes C, D, E, F).

2.3 From the outset of this process following the December 2016 Board presentation it was decided that any proposals regarding recommendations relating to the PPC should be dealt with separately after the PPC has had an opportunity to consider any such proposals.

2.4 This was considered by the PPC on 11-12 May 2017. At the request of PPC members, and in line with the discussions at their meeting, a further revised and updated PPC Charter was circulated to them on 26 May 2017 with a request for unanimous email consent to a recommendation to request the Governance Committee to consider for recommendation to the Board. The PPC approved this revised and updated PPC Charter by unanimous consent on 2 June 2017.

It should be noted that unlike the proposed Market-Sensitive Decisions Committee and the Governance Committee, the PPC was reluctant to ascribe a defined composition for the PPC but has accepted a provision in the revised and updated PPC Charter to limit its size to “up to 20”.

3. Elevate Board discussions

3.1 Included as Annex B is a detailed response to the steps taken in response to these recommendations.

- 3.2 In summary, these primarily centre on the following key points:
- (a) Annual Board work plan circulated at every Board meeting and will now constitute a discussion at the end of the meeting to consider any adjustments to the work plan tabled at the start of the meeting.
 - (b) Formalised process now in place to circulate to Board members topics planned for next Board meeting.
 - (c) Strategic Dashboard now regular agenda item alongside the CEO Report which continues to be enhanced in response to Board feedback.
 - (d) Continuing enhancements to Board and Committee papers to respond to requests for tighter, crisper materials aligned to strategic priorities which was piloted for the PPC meeting in May 2017 and has been implemented for the Board meeting on 14-15 June 2017.
 - (e) Implementation of a new Board tool *BoardEffect* replacing myGavi which was piloted for the PPC meeting in May 2017 and has now been fully implemented for all Board and Committee meetings.
 - (f) Board closed sessions will have more formality with a formal agenda and topics advised in advance where possible, but allowing flexibility for last minute items or issues to be raised by the Board Chair and/or CEO. Confidential high-level summary of these discussions are now shared with Board members.
 - (g) Dual language interpretation is now provided at all meetings of the Board (English/French) but logistics and practical considerations do not currently make this possible for meetings of the Board's Committees.
 - (h) Board and Committee onboarding is under development in tandem with the implementation of *BoardEffect* which will include electronic solutions as well as in-person induction programmes.
- 3.3 Additionally, at the request of the Governance Committee it was agreed that:
- (a) Electronic voting through *BoardEffect* be introduced by activating the existing provisions of the By-Laws allowing for unanimous decisions by the Board that would cater for decisions flowing out of prior Board meeting discussions, matters of process or routine between Board meetings that do not necessarily have to wait for the next Board meeting.
 - (b) Extend no-objection approvals to include appointments of Board and Committee members except for the Board Chair, Board Vice Chair and Committee Chairs in order for these to be implemented expeditiously and not to have to wait for the next meeting of the Board.
 - (c) These amendments are more fully set out in Annex B under Doc 02d.
- 3.4 After due consideration of its merits, it was agreed at the Governance Committee meeting on 4 April 2017 that there was little or no appetite to

pursue the recommendation to consider conferring decision rights on the Board's Committees.

3.5 The question relating to strengthening the participation of developing countries across the governance system of the Gavi Alliance Board, particularly at Committee level, remains work in progress and will be the subject of a separate initiative to be discussed with the Governance Committee in due course.

4. Mechanism to leverage Board Chair

4.1 The basis for the recommendations are:

Mechanism to Leverage Board Chair

Gaps to fix	Key parameters	Potential Approaches
<ul style="list-style-type: none"> Chair needs a support structure to get things done between meetings Chairman and CEO need a forum for early stage discussions not yet ready for broader scrutiny Need a smaller forum for discussion of sensitive issues, (eg. CEO succession planning) ExCo not functionally effective, politically charged, not playing supervisory role, lacks meaningful standard agenda 	<ul style="list-style-type: none"> Advisory only with no decision-making authority Provide a sounding board for strategic agenda in formation Provide a forum for relatively frequent stretch and support to management in executing strategy Coordinate issues which cut across committees Transparency with Board 	<ol style="list-style-type: none"> Create a Committee (name to be decided) Revise VC role definition Mandate to deal with urgent and commercially sensitive issues should be kept separate

4.2 All Chairs Group

(a) This will be established under a separate mechanism under Article 20 of the Statutes as read with Article 5 of the By-Laws permitting the establishment of advisory bodies to support the work of the Board – see Annex B.

(b) It will not be constituted a Board Committee.

(c) The terms of reference for this body reviewed at the Governance Committee meeting on 4 April 2017 are more fully set out in Annex C which provide clarity on its role, functions and obligations to report to the Board on a regular basis.

(d) It will be chaired by the Board Chair.

4.3 Market-Sensitive Decisions Committee

(a) This is a new Committee and is not expected to provide an additional governance burden and will only meet as circumstances require.

(b) This responds to the requirement for a representative mechanism to facilitate decision-making of market-sensitive matters with the decision to retire the Executive Committee (see 4.4.below).

(c) The terms of the Charter for this new Committee reviewed at the Governance Committee on 4 April 2017 are more fully set out in Annex D and it shall have a defined composition capped at 14.

(d) It will be chaired by the Board Chair.

4.4 Executive Committee

(a) In light of the findings from the Board and Committee self-evaluation and given that most of the mandated responsibilities of the Executive Committee are either redundant or have been reassigned over time, and that there seemed to be a general consensus that this Committee no longer had a meaningful agenda and purpose, it was agreed at the Board Retreat that it should be retired.

(b) This will have consequential amendments to the Statutes and By-Laws which are more fully set out in Annex B to Doc 02d.

5. **Refocus PPC**

5.1 The basis for the recommendations are:

Programme and Policy Committee

Gaps to fix	Key parameters	Potential Approaches
<ul style="list-style-type: none"> • Board members under-represented • Current observed behaviors more consistent with a working group • Some doubts whether PPC is aligned with what board needs to accomplish 2016 – 2020 strategy • Not providing sufficient leverage to board and should be held accountable for and empowered to fully work through issues • Functionally biased to reviewing policy rather than providing programmatic oversight 	<ul style="list-style-type: none"> • Should be providing oversight as a primary mandate while also finding way to convene operating contributions from Alliance partners. • PPC should be evaluating technical policy and program work of secretariat to provide oversight that is ready to put to the Board for approval and/or review. • PPC responsible for commissioning and overseeing working groups related to this work, • Clarify delegated authority of committee • Populate committee with majority of board members • Define relevant skills necessary for current work • Cap on size and balance representative composition • If Chair is not independent they should put aside their representation responsibilities, an extension of existing statutes applying to Board Chair and Vice Chair 	<ol style="list-style-type: none"> 1. PPC to clearly distinguish the role of the Committee as providing oversight of quality and processes 2. Audit of compliance with charter on committee composition and confirm or amend as necessary 3. Clarify the decision-making authority of the PPC

5.2 At the meeting of the PPC on 11-12 May 2017, PPC members had a robust discussion on a proposed revised and updated PPC Charter focusing primarily on two issues relating to the proposed composition and size of the Committee going forward, namely, (i) a proposal (from the PPC Chair and Governance Committee Chair) that the PPC should normally comprise Board members and Alternate Board members only with a provision that Committee Delegates be appointed in exceptional circumstances and (ii) a proposal to define and cap the composition of the PPC, based on input received from PPC members themselves during previous discussions, and in line with the recommendations of the Board and Committee self-evaluation.

- 5.3 During discussions PPC members agreed that the PPC should remain open to Committee Delegates, whilst agreeing on the importance of ensuring, as currently prescribed in the existing PPC Charter, that the PPC should comprise a majority of Board and Alternate Board members.
- 5.4 The revised and updated PPC Charter is attached as Annex E but without a defined composition, as has been agreed for the Market-Sensitive Decisions Committee and the Governance Committee.

6. Strengthen role of the Governance Committee

6.1 The basis for the recommendations are:

Governance Committee

Gaps to fix

- Could be much more demanding in terms of general enforcement of agreed governance standards
- Clear accountability for driving behavioural change among Board members and Alternates
- Offer more rigorous scrutiny of nominations and effectiveness of committees, relevance of statutes, by-laws and committee charters
- Mitigate high Board and committee turnover

Key parameters

- Provide active oversight of the nominations process and skills identification for the Board and committees.
- Ensuring continuity of process and policy despite high Board turnover
- More balanced composition of GC with necessary governance experience
- If Chair is not independent they should put aside their representation responsibilities, an extension of existing statutes applying to Board Chair and Vice Chair

Potential Approaches

1. Prepare selection criteria for Board and each committee, assess gaps and work to fill them over time
2. Oversee audit of adherence to statutes, bylaws and charters and necessary adjustments to these governing documents as required
3. Develop more active oversight of governance system

- 6.2 The existing Charter has been comprehensively enhanced to align it with the recommendations set out in 6.1 above, which are consistent with internationally accepted good practices – see Annex F.
- 6.3 It should be noted that the established core roles of the Governance Committee are largely retained with the following material adjustments:
 - (a) Consistent with other associated proposals flowing out of the Board and Committee self-evaluation, the Governance Committee should have a defined composition capped at 12.
 - (b) Competencies and skills are more specifically prescribed and offered as guidance.
 - (c) Responsibilities have been more extensively defined and given considerable elaboration for guidance and for future committee effectiveness reviews (as is the case for the Audit and Finance Committee and Investment Committee).
- 6.4 Consistent with Article 2.6.4 of the By-Laws, the Governance Committee will continue to be chaired by the Board Vice Chair.

7. Audit and Finance Committee and Investment Committee

- 7.1 In the course of 2016, the Audit and Finance Committee (AFC) followed by the Investment Committee comprehensively reviewed and revised their respective Charters to align with current Committee priorities and internationally accepted best practices.
- 7.2 These were approved by the Board on 7 December 2016.
- 7.3 Given the various revisions to the PPC and Governance Committee Charters and to ensure consistency, as applicable, across all the Board's Committee Charters it will be necessary to effect editorial changes (not of substance but simply form and style) to the Charters of the AFC and the Investment Committee.
- 7.4 It is proposed that these will be brought back to the Governance Committee and to the Board in Autumn 2017 once the Audit and Finance Committee and the Investment Committee have had a chance to consider these proposed editorial changes.

Section C: Actions requested of the Governance Committee

The Gavi Alliance Governance Committee is requested to recommend to the Gavi Alliance Board that it:

- (a) **Note** the steps and actions taken to elevate Board discussions as set out in Annex B to Doc 02c;
- (b) **Approve** the establishment of the All Chairs Group under the provisions of Article 20 of the Statutes as read with Article 5 of the By-Laws and the accompanying terms of reference set out in Annex C to Doc 02c, effective immediately;
- (c) **Note and Approve** that the Executive Committee shall be retired on 31 August 2017 with consequential amendments to the Statutes and By-Laws as more fully set out in Annex B to Doc 02d;
- (d) **Approve** the establishment of the Market-Sensitive Decisions Committee under the provisions of Article 19 of the Statutes as read with Article 4 of the By-Laws and the accompanying Charter set out in Annex D to Doc 02c, effective from 1 September 2017;
- (e) **Approve** the revised and updated Charter for the Programme and Policy Committee set out in Annex E to Doc 02c, effective from 1 January 2018; and
- (f) **Approve** the revised and updated Charter for the Governance Committee set out in Annex F to Doc 02c, effective from 1 January 2018.

Annexes

Annex A: Implications/Anticipated impact

Annex B: Elevate Board discussions [2 June 2017]

Annex C: Terms of reference of the All Chairs Group

Annex D: Charter for the Market-Sensitive Decisions Committee

Annex E: Revised and updated Charter for the Programme and Policy Committee

Annex F: Revised and updated Charter for the Governance Committee

Annex A: Implications/Anticipated impact

- Risk implication and mitigation
 - One of the key tenets to the success of the Gavi Alliance has been its commitment to good governance practices in ensuring an appropriate system of accountability and decision-making, while facilitating the participation of key stakeholders in its mission.
 - Consistent with this has been conducting regular Board and Committee self-evaluations to review the effectiveness and efficiencies of its governance system and processes.
 - An important part of any such process, with the emphasis on self-evaluation and therefore the recognition that feedback is drawn primarily from the Board and Committee members themselves, is to consider any accompanying recommendations that flow from such reviews and evaluate appropriate responses.
 - This should ensure that the governance system in place remains robust and fit for purpose given the rapidly changing environment that surrounds the Gavi Alliance and its growth and development since its establishment. This should also ensure that its governance is appropriately aligned to its strategy.
 - An objective assessment of the findings and recommendations from a regular Board and Committee self-evaluation allows for a period of reflection and critical evaluation of areas for enhancement or course correction or adjustment as appropriate.
 - Failure to respond to or at least objectively assess the merits of any proposed recommendations that come out of a Board and Committee self-evaluation arguably runs the risk of devaluing the potential benefits that can be derived from such an exercise. This can potentially render it irrelevant with consequent implications for the effectiveness of the Board and its Committees, and efficiencies of the governance system and therefore the overall operation of the Gavi Alliance.
 - Ensuring a robust and purpose-driven governance system is a key responsibility of the Board and deemed a fiduciary responsibility of its Board members.
- Impact on Alliance
 - The proposals set out in this paper seek to take account of all the interests of the Alliance stakeholders, recognising that their respective participation collectively brings greater value and worth to the mission of the Gavi Alliance, but at the same time seeking an efficient governance structure and processes that will deliver an effective system of decision-making and oversight to assure the long-term success of the Gavi Alliance.

- Legal and governance implications
 - Governance implications are listed throughout this paper.



BOARD AND COMMITTEE SELF-EVALUATION 2016

Part One Recommendations: Elevate Board discussions [as at 2 June 2017]

	Recommendation	Recommended action	Designed to remedy / comments	Action taken
1	Board chair to catalyse constant focus on strategic issues and discipline agenda	<p>Introduce a formal process to solicit agenda priorities from Board ahead of board meeting</p> <p>Distribute preliminary board agenda ahead of board papers</p>	Ensure the steering of elevated discussion and contribution of Chair to agenda via formal process	<ul style="list-style-type: none"> • <u>Annual Board work plan</u> routinely presented to Board at every Board meeting. • <u>Regular process now in place to circulate to Board members planned topics for next Board meeting</u>, based on annual Board work plan and invitation from Chair for board members to comment. Any requests for items to be placed on the Board work plan must recognise that this also have to take account of the preceding review processes required from the AFC and/or PPC (as will be the case in most instances). • <u>Strategic dashboard regular Board agenda topic</u> ahead of CEO Report – see Recommendation 2 below. • <u>Work in progress</u> on providing more streamlined and strategically focused Board and Committee papers – see Recommendation 3 below.
2	Implement dashboard to focus board agenda on strategy and results management	Develop an agreed dashboard against 2016-2020 strategic objectives and ensure agenda allows time for strategic discussion around the dashboard and appropriate follow-up	<p>Board not providing enough performance oversight</p> <p>CEO Report felt more like Investor Relations presentation at present; “just too much good news”</p>	<ul style="list-style-type: none"> • <u>Strategic dashboard</u> regular Board agenda topic preceding the CEO Report. • <u>CEO Report</u> is continuously adjusted to changing requirements of the board and the Chair.
3	Tie board papers content to shape strategic-level discussion and decision-making	Produce condensed and more concise papers ahead of Board meetings	Paperwork un-distilled, and anxiously catering to “all possible eventualities”; lots of re-working of committee thinking	<ul style="list-style-type: none"> • <u>Work in progress to tailor Board and Committee papers to respond to this recommendation</u>. New approach piloted with PPC papers for May 2017 and under review. • <u>myGavi being retired and replaced by new board tool BoardEffect</u>. Demo shared at Board Retreat in April 2017, piloted with PPC in May 2017 and implemented for Board meeting in June 2017.

4	Provide forum for open and candid dialogue on critical issues with strategic implications	Increase use of board closed sessions to generate dialogue on sensitive issues not appropriate for open sessions	Not enough open dialogue that explores challenges to strategic and operating environment	<ul style="list-style-type: none"> • Closely links with proposed recommendation to establish All Chairs Group to formulate issues for consideration at closed sessions of the board – see AD9 below. • Closed sessions will have more formality with formal agenda and topics advised to Board members in advance of the closed session. It should be noted, however, that flexibility will be retained to submit last minute items that are deemed by the Board Chair and CEO to be of a sensitive nature. • Additionally, closed sessions (i) will retain focus on matters deemed too sensitive for open session discussion e.g. CEO appraisal, (ii) will only be held as deemed necessary where frank discussion is warranted without the perceived constraints of an open session, (iii) with the objective not to repeat the discussion in open session other than to process any decision that flows from the open session e.g. decision in December 2017 Board meeting related to recommendations of Board and Committee self-evaluation after detailed deliberations in closed session, and (iv) will be held within the limits of two or three hours at a time preferably (Abidjan being an exception given the range of issues that the Board Chair wanted clarified by the Board in closed caucus). • High level notes from the closed session will be shared with Board members on the strict understanding that these notes are for their individual and personal reference and <u>not</u> to be circulated. The outcomes and discussions would clearly be shared (verbally) by those with responsibilities to their respective constituencies but not the written summary of the proceedings.
5	Implement levers to include and empower developing country contributions	Include agenda slots which focus on local market issues	Developing countries less influential owing to language and resources to manage the volume of material	<ul style="list-style-type: none"> • French language interpretation now available at all Board meetings. Challenge remains with Board Committees given logistics and practical considerations plus many Board Committee meetings are held by teleconference where simultaneous translation is not practical or possible. • Work in progress but all developing country Board members have an appointed special adviser and efforts continue to strengthen this role and its effectiveness. • Role of developing countries on Board committees also work in progress. Limitations set by the Statutes and By-laws.

6	Board Chair to provide alternative to put representation statements on the record	Chair to encourage debate and permit open floor questions or use electronic facilitation	Precious board airtime should only be used for value-added discussion. Too much statement reading	<ul style="list-style-type: none"> • <u>Under discussion.</u> • It is submitted that discouraging the reading of statements by certain constituencies will be potentially disempowering and will not necessarily resolve the underlying fundamental principle that is in question – <i>how to make space for strategic discussion while the Board currently appropriates to itself all operational decision-making on behalf of the Gavi Alliance?</i> • This raises a fundamental governance question? • Board committees are established to assume a number of control tasks that would otherwise overburden the Board agenda and deflect the Board from its focus on strategy. • This experience is demonstrated in this finding from the Board and Committee self-evaluation of the Gavi Alliance Board. • “Control tasks” assumed by Board Committees incorporate certain decision rights delegated by the Board. • However, for this to be effective, if it were an accepted principle for the governance of the Gavi Alliance, it would require that the Board Committees should comprise a majority of, if not entirely all, Board members as it would be inappropriate for the Board to delegate decision rights without the symmetry of the accountability of Board members sitting on these Committees and taking decisions that bind the entire Board. • This requires a much deeper analysis with the Board before any further steps can be recommended but <u>no appetite to delegate decision rights to Board Committees at this time.</u> • See also AD10 and AD11 below as a step in this direction.
7	Chair to reinforce responsibility to achieve collective goals	Open Board meetings with a speech reinforcing the values and culture of the Alliance	Lack of a shared sense of Governance principles and priorities and scope to enhance team spirit	<ul style="list-style-type: none"> • More comprehensive onboarding package <u>under development</u> for launch +/- June 2017.
8	Maximise the retention of institutional knowledge	Stagger the terms of the CEO and Board leaders	Board worried that board and executive terms are co-terminus; lack of institutional memory	<ul style="list-style-type: none"> • Highlighted by consultant but managed under recruitment and nomination processes <u>already in place.</u>

AD9	Governance Committee recommends that instead of establishing an additional Board Committee to leverage the Board Chair's capacity, as was recommended under <i>Part Two – Potential reforms which need further discussion</i> , instead establish a Board Chair's Advisory Group (BCAG)	BCAG should be established with defined terms of reference and which would meet on a regular basis and report to the Board on its discussions Comprise the Board Chair, Board Vice Chair and Chairs of the Board Committees	Advisory in nature with no powers of decision making Enable discussion on cross-cutting issues between Board Committees and co-ordinate work plans Consider emerging strategic and operational issues not yet sufficiently well formed to present to the Board Help shape agenda for closed sessions of the Board drawing on issues feeding through from the Board Chair, CEO and Board Committees Act as a sounding board for the Board Chair and CEO	<ul style="list-style-type: none"> • Proposed establishment of All Chairs Group agreed at the Board Retreat in April 2017 and will be tabled at Governance Committee on 13 June 2017 for approval by the Board on 14 June 2017.
AD10	Governance Committee recommends that the Board activates the provisions of By-law 2.7.3.1 permitting unanimous decisions electronically between meetings.	This requires some further elaboration of the process but the basic provision is already enshrined in the By-laws.	This would cater for decisions flowing out of prior Board meeting discussions, matters of process or routine for formal decisions of the Board that do not necessarily have to wait until the next Board meeting (but do not contain commercially-sensitive implications that will be handled separately by the <u>proposed</u> Emergency Decisions Committee replacing the Executive Committee) It may have the added benefit of freeing up time in Board meetings for more discussion on key strategic issues	<ul style="list-style-type: none"> • Proposed <u>amendment to the By-Laws permitting unanimous decisions by the Board through electronic voting system now available on BoardEffect.</u> • To be tabled at Governance Committee on 13 June for approval by the Board on 14 June 2017.
AD11	Governance Committee recommends that the no-objection provisions under By-laws 2.7.3.2 and 2.7.3.3 be expanded to deal with the approval of Board and Committee nominations put to the Board for approval by the Governance Committee in the normal course with the exception of the Board Chair and Board Vice Chair	As described alongside	Currently these items appear on the consent agenda and have not required discussion but would still serve to free up agenda topics and make the agenda less congested and focus on key items for Board discussion/consideration It would more importantly facilitate immediate appointment of nominees that have been through the Governance Committee process, rather than leave them in limbo until a Board meeting is held to process such decisions	<ul style="list-style-type: none"> • Proposed <u>amendment to the By-Laws extending no-objection approval provisions to include appointments of Board and Committee members except for Board Chair, Board Vice Chair and Committee Chairs.</u>



[Draft v12]

ALL CHAIR'S GROUP TERMS OF REFERENCE

1. PURPOSE AND FUNCTION

The All Chair's Group ("ACG") has been established under Article 5 of the By-laws to support the Board Chair in the efficient and effective fulfilment of his/her duties and responsibilities as Board Chair.

It is structured to provide a visible and transparent mechanism to enable discussions on cross-cutting issues that do not belong exclusively to any one committee and to coordinate work between the Board's Committees including, among other things, to provide a sounding board for the Board Chair and Chief Executive Officer (CEO) and a forum where emerging strategic and operational issues can be considered that are not yet sufficiently well formed to be presented to the Board and to shape issues ahead of Board closed sessions and/or Board meetings and prepare for the discussion of such issues by the Board.

It shall also be tasked with considering the CEO's performance, annual appraisal and any succession planning issues ahead of presentation to the Board for its review and/or approval. On such matters, the CEO shall be asked to recuse himself or herself from the discussion

The ACG shall not be deemed to be a committee of the Board in that its primary role is essentially a consultative and advisory function as contemplated under Article 20 of the Statutes and therefore shall be strictly advisory in nature with no powers of decision-making or execution.

Words and expressions used in this terms of reference shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. COMPOSITION AND TERM OF OFFICE

The composition of the ACG shall comprise at least the following:

- Board Chair;
- Board Vice Chair;
- Chairs of each of the Programme and Policy Committee, Audit and Finance Committee and Investment Committee; and
- The CEO.

The Chair of the Gavi Alliance Board shall chair the ACG.

The terms of the members on the ACG is linked to the term of their office which gave rise to their membership of the ACG.

3. AUTHORITY

The ACG has no executive powers and is not a decision-making body having been established under Article 20 of the Statutes as read with Article 5 of the By-laws.

The Board Chair shall regularly report on the ACG's activities to the Board either in the form of a written update if circumstances warrant or at every meeting of the Board (whether in open or closed session, depending on the matters to be reported, in the ACG Chair's discretion).

The mandate of the ACG is defined by these terms of reference which may be amended and/or modified by the Board as appropriate.

4. MODE OF OPERATION

A. Meeting attendance

Only Board members appointed to the ACG by virtue of their office defined in 2. above shall be entitled to attend meetings of the ACF.

The ACG Chair, in her/his discretion, may request any member of the Board and/or Secretariat to make themselves available to attend a ACG meeting.

Observers may attend meetings under exceptional circumstances and contingent upon ACG Chair approval.

B. Frequency and notice of meetings

The ACG shall meet as often and regularly as the ACG Chair deems necessary.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the ACG and other invitees preferably not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed, where appropriate.

C. Quorum

The quorum for meetings of the ACG shall comprise at least a majority of the ACG.

D. Minutes

The ACG shall keep a record of its meetings.



[Draft v12]

MARKET-SENSITIVE DECISIONS COMMITTEE CHARTER

1. PURPOSE

The Market-Sensitive Decisions Committee (“Committee” or “the MSDC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) to support the Board in fulfilling its oversight responsibilities.

The Committee will make decisions which are market and/or commercially sensitive, subject to powers reserved specifically to the Board in Article 13 of the Statutes.

Words and expressions used in this Charter shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

The composition of the MSDC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities.

The MSDC shall comprise up to 14 members according to the following representational composition and shall be chaired by the Board Chair:

- One seat for the Board Chair;
- One seat for the Board Vice Chair;
- Two seats for representatives of the multilaterals (World Health Organization, UNICEF, World Bank);
- One seat for a representative of the Bill & Melinda Gates Foundation;
- Two seats for representatives of developing country governments;
- Three seats for representatives of donor country governments;
- One seat for a representative of the civil society organisations;

- One seat for the Chair of the Audit and Finance Committee;
- One seat for the Chair of the Programme and Policy Committee; and
- The CEO, who shall serve as a non-voting member of the MSDC.

Only Board Members and Alternate Board members may be members of the Committee.

B. Competencies and Skills

All MSDC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for MSDC membership shall be consistent with Gavi's gender policy.

The Chair of the MSDC shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of MSDC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the meeting shall be chaired by the Board Vice Chair and in the event of his/her simultaneous absence, the Chair will, after consultation with other MSDC members, nominate a suitable substitute from the membership of the MSDC.

C. Appointment and term of office

All MSDC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the MSDC. MSDC members shall be appointed once every two years, with renewable terms.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the MSDC, the Board and the Secretariat;
- Assist the MSDC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the MSDC are provided in a timely manner.

3. AUTHORITY

The MSDC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The MSDC will operate under Gavi's Statutes and By-laws.

The MSDC is a decision-making body as set out in 4 below. It shall regularly report on MSDC activities to the Board and shall maintain open communications between MSDC members and the Board.

The MSDC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate.

The mandate of the MSDC is established in this Charter.

4. RESPONSIBILITIES

The MSDC is authorised by the Board to:

- A. Approve market and/or commercially sensitive decisions as part of the implementation of the supply and procurement strategy; and
- B. Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the MSDC.

5. MODE OF OPERATION

A. Meeting attendance

Only Board members and Alternate Board members appointed to the MSDC shall be entitled to attend meetings of the Committee.

Members of the Secretariat shall make themselves available to attend all MSDC meetings as appropriate. .

MSDC members shall prepare for and actively participate in Committee meetings.

B. Frequency of meetings

The Committee shall meet as required to discharge the responsibilities outlined in 4. above and at the request of the CEO, in consultation with the MSDC Chair.

C. Notice of meetings

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

D. Agenda

The MSDC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat.

E. Quorum

The quorum for the MSDC shall be a majority of voting MSDC members.

F. Conflict(s) of interest and declarations of interests

All MSDC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by MSDC members when required.

At the commencement of each meeting, each MSDC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

G. Voting

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the MSDC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

6. ACCESS TO INFORMATION AND EXPERTISE

The MSDC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The MSDC shall report to the Board the results of its review and development actions arising.

The Board shall review the MSDC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.



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PROGRAMME AND POLICY COMMITTEE CHARTER

1. PURPOSE

The Programme and Policy Committee (“Committee” or “the PPC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) to assist the Board in fulfilling its responsibilities in a timely manner in respect to the programmatic and policy oversight of the Gavi Alliance.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

Words and expressions used in this Charter shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-Laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

The composition of the PPC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the PPC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The PPC shall comprise not less than three and up to 20 persons. A majority of the PPC members shall comprise Board members and Alternate Board members. Committee delegates, as defined in the By-laws, shall be eligible for membership on the PPC.

Non-voting expert advisers may be invited to participate in PPC meetings at the discretion of the PPC Chair from time to time. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the

Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

Additional non-voting expert advisers may be appointed to the Committee as needed by the Committee Chair on a time-limited basis.

The PPC may request the establishment of time-limited Task Teams/Working Groups to tackle specific technical, policy or programmatic matters. Each of the time-limited Task Teams/Working Groups shall report to the PPC and have one presiding chair. The Terms of Reference of each of the time-limited Task Teams/Working Groups shall be agreed by the PPC Chair, who will appoint, when appropriate, a member of the PPC who would act as PPC representative (focal point) to the team/group.

B. Competencies and skills

PPC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Epidemiology, vaccinology and/or immunology.
- Public health: a strong knowledge of global public health, including familiarity with Gavi partner mandates and the strategies and global health initiatives impacting Gavi's work (such as the Sustainable Development Goals (SDGs), Global Immunization Vision and Strategy (GIVS), Reaching Every District (RED), etc.).
- Immunisation services and delivery: familiarity with systems that impact the delivery of immunisation including but not limited to: the cold chain, healthcare waste management, logistics systems, and health worker training.
- Vaccine research and development: a strong knowledge of issues related to vaccine research and development, including the vaccine pipeline, market demand and supply, and procurement.
- Health systems: general knowledge of health systems capacities and constraints in implementing countries.
- Monitoring and evaluation: a strong knowledge of health information management systems and evaluation platforms for global health programmes.
- Strategic planning: familiar with Gavi and other global health partnership strategic planning processes, including partner contributions.
- Development financing: expertise in financial issues particular to the international development context, as well as familiarity with health financing, budgeting and financial management (including implementing country budgetary processes).

All PPC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for PPC membership shall be consistent with Gavi's gender policy.

Each member of the PPC will be required to participate in a programme of induction, training and familiarisation with the work of the PPC to enable Committee members to keep abreast of current developments in the work of the PPC and leading practices. The Chair of the PPC shall be selected from among the Board and Alternate Board members appointed to the Committee but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of PPC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other PPC members, nominate a suitable substitute from the membership of the PPC.

C. Appointment and term of office

All PPC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the PPC. PPC members shall be appointed once every two years with renewable terms. All nominees to the PPC should be evaluated by the Governance Committee in consultation with the PPC Chair to ensure each individual meets the membership requirements set out in 2.B above and ensure the individual's competencies fit with the required competencies of the PPC.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the PPC, the Board and the Secretariat;
- Assist the PPC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the PPC are provided in a timely manner.

3. AUTHORITY

The PPC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The PPC will operate under Gavi's By-Laws.

The PPC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering (i) Gavi policy and programmatic policies; (ii) programmatic aspects of the Partners' Engagement Framework; (iii) Independent Review Committee (IRC) policy and programmatic recommendations; and (iv) country support processes.

The PPC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on PPC activities

to the Board and shall maintain open communications between PPC members and the Board.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the PPC Chair or individual Committee members as it deems appropriate.

The PPC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the PPC Chair.

The mandate of the PPC is established in this Charter.

4. RESPONSIBILITIES

It is the responsibility of the PPC, on behalf of the Board, to:

- A. Review and oversee the implementation of all Gavi policy and programmatic proposals that require decisions by the governing bodies.**
- B. Review the programmatic aspects of the Partners' Engagement Framework (PEF) as well as oversee performance management of the PEF, and make recommendations to the Board.**
- C. Serve as the lead committee to respond to Independent Review Committee (IRC) policy and programmatic recommendations and pass them on to the Board as appropriate, and provide advice to the Governance Committee on criteria for, and recruitment of, IRC members.**
- D. Receive regular country support updates from the Secretariat, including progress with country programme funding expenditures, and review performance, potential risk and risk mitigation approaches in particular in fragile countries.**
- E. Review all country support processes, including harmonisation of the Gavi procedures and processes with other support for country led efforts.**
- F. Other matters**
 - Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the PPC.

5. MODE OF OPERATION

A. Meeting attendance

All Board members and their Alternates, who are not serving on the PPC, have the right to attend meetings of the PPC as observers but may not speak or participate in the proceedings except at the invitation of the PPC Chair.

Members of the Secretariat shall make themselves available to attend all PPC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon PPC Chair approval.

PPC members shall prepare for and actively participate in Committee meetings.

B. Frequency of meetings

The Committee shall meet at least twice annually or more frequently as the PPC Chair deems necessary. It is intended that the two annual meetings shall be face-to-face meetings.

Meetings shall be coordinated to occur prior to Board meetings and shall be cognisant of coordination with the Audit and Finance Committee as well as with the Evaluation Advisory Committee as appropriate at least once a year and the need for expeditious approval by the Board of time sensitive matters.

C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than two weeks prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

D. Agenda

The PPC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The PPC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

E. Quorum

The quorum for the PPC shall be a majority of voting PPC members.

F. Conflict(s) of interest and declarations of interests

All PPC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by PPC members when required.

At the commencement of each meeting, each PPC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

G. Voting

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the PPC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

6. ACCESS TO INFORMATION AND EXPERTISE

The PPC is authorised by the Board to request the Secretariat to obtain independent professional advice as may be appropriate, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The PPC shall report to the Board the results of its review and development actions arising.

The Board shall review the PPC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.



[Draft v12]

GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The Governance Committee (“Committee” or “the GC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) to support the Board in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies and practices for the Gavi Alliance. In addition, it shall serve as the “Nominating Committee” as defined in Article 2.4.1 of the Gavi By-laws.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

Words and expressions used in this Charter shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

The composition of the GC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the GC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The GC shall comprise up to 12 members according to the following representational composition and shall be chaired by the Board Vice Chair in accordance with Article 2.6.4 of the By-laws:

- Two seats for Unaffiliated Board Members;
- One seat for multilaterals (WHO, UNICEF, World Bank);
- One seat for a representative of the Bill & Melinda Gates Foundation;
- Two seats for representatives of developing country governments;
- Three seats for representatives of donor country governments;
- One seat for a representative of the civil society organisations;
- One seat for the vaccine industry – industrialised and developing countries; and
- The CEO, who shall serve as a non-voting member of the GC.

If for any reason the Board Vice Chair is not from among any of the constituencies designated above, the Committee shall be exceptionally expanded to 13.

Only Board Members and Alternate Board members may be members of the Committee.

Non-voting expert advisers may be invited to participate in GC meetings at the discretion of the GC Chair from time to time. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

B. Competencies and Skills

GC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Governance practices of a variety of institutions (private sector, international organisations, not-for-profits and/or state-owned enterprises);
- Nominations processes for Board and committee members, needs analysis, and the development of position descriptions for boards and committees;
- Board and committee performance evaluations and assessments;
- Ethics and conflict of interest codes and/or policies and methods of ensuring compliance with such codes and/or policies; and
- Other attributes that will support and inform the work of the GC as set out in its Charter.

All GC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for GC membership shall be consistent with Gavi's gender policy.

Each member of the GC will be required to participate in a programme of induction, training and familiarisation with the work of the GC to enable Committee members to keep abreast of current developments in the work of the GC and leading practices. The Chair of the GC shall be selected from among the Board and Alternate Board members appointed to the Committee preferably with in-depth knowledge, skills and experience of governance issues and nominations but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of GC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other GC members, nominate a suitable substitute from the membership of the GC.

C. Appointment and term of office

All GC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the GC. GC members shall be appointed once every two years with renewable terms. All nominees to the GC should be evaluated by the Governance Committee to ensure each individual meets the membership requirements set out in 2.B above and knowledge of Gavi's business prior to appointment and ensure the individual's competencies fit with the required competencies of the GC.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the GC, the Board and the Secretariat;
- Assist the GC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the GC are provided in a timely manner.

3. AUTHORITY

The GC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The GC will operate under Gavi's Statutes and By-laws.

The GC will have oversight, review and advisory functions to, and for, the Gavi Board . It will make recommendations for Board decision/approval primarily covering: (i) the governance practices and governance structures of Gavi; (ii) the appropriateness of candidates that are nominated to the Board and its committees; (iii) Board and committee member performance; (iv) the implementation of Gavi's ethics and conflict of interest policies; and (v) other matters as necessary.

The GC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on GC activities to the Board and shall maintain open communications between GC members and the Board.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the GC Chair or individual Committee members as it deems appropriate.

The GC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the GC Chair.

The mandate of the GC is established in this Charter.

4. RESPONSIBILITIES

It is the responsibility of the GC, on behalf of the Board, to:

A. Evaluate the governance practices and governance structures of Gavi with the objective of ensuring that Gavi’s governance supports the effective and efficient achievement of Gavi’s mission:

- Review the composition of the Board and its committees to ensure that they reflect the appropriate balance of independence, sound judgment, specialisation, technical skills, diversity, fundraising and development ability, geographic representation, and other desired qualities.
- Review Gavi’s Statutes, By-laws, committee charters (including the GC Charter), and other governing documents from time to time and recommend any revisions to the Board for its approval.
- Oversee orientation programmes for Board and committee members.

B. Ensure that the most qualified candidates are nominated to the Board and its committees and that Board and committee members have the knowledge, skills and relevant competencies that are necessary to help Gavi achieve its mission:

- Fulfil all responsibilities delegated to the “Nominating Committee” as outlined in the Statutes and By-laws.
- Define the specific skills and responsibilities needed for vacancies as they arise on the Board and its committees and design and implement a process to identify suitable nominees including the review of succession planning requirements and processes for the Board Chair, Board Vice Chair, Unaffiliated Board members and Board committees.
- Nominate candidates for Board and committee membership in accordance with the procedures under the By-laws.
- Establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board and committee members; provided such criteria shall not unreasonably restrict or interfere with the right of any

Eligible Organisation or Eligible Constituency to select its Board members in accordance with Article 2.4.1.2 of the By-laws.

C. Evaluate the performance of the Board, its committees and their members:

- Develop and oversee a performance assessment process for the Board and each committee of the Board (including the performance of the GC) and provide a report of the results to the Board.
- Monitor the attendance of Board and committee members and use its findings when considering Board and committee member reappointments.

D. Ensure the effective implementation of Gavi's ethics and conflict of interest policies and the development and maintenance of a culture of ethics:

- Oversee the systems, controls and rules that help ensure that Gavi operates in an ethical and responsible manner.
- Develop, and periodically update, a Code of Ethics for approval by the Board and monitor compliance with the Code.
- Develop, and periodically update, a Conflict of Interest Policy for approval by the Board. The Committee shall also monitor compliance with the Policy and interpret the Policy as needed. It shall also bring any conflict issue it may consider necessary to the Board for discussion and determination.

E. Other matters

- Monitor and review of such policies as may be referred to the GC by the Board and to make recommendations to the Board for their approval.
- Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the GC including the monitoring of compliance with the requirements of the Swiss Federal Supervisory Authority on Foundations.

5. MODE OF OPERATION

A. Meeting attendance

All Board members and their Alternates, who are not serving on the GC, have the right to attend meetings of the GC as observers but may not speak or participate in the proceedings except at the invitation of the GC Chair.

Members of the Secretariat shall make themselves available to attend all GC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon GC Chair approval.

GC members shall prepare for and actively participate in Committee meetings.

B. Frequency of meetings

The Committee shall meet at least four times annually or more frequently as the GC Chair deems necessary. It is intended that two of these meetings shall be face-to-face meetings.

Meetings shall be co-ordinated to occur prior to Board meetings.

C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

D. Agenda

The GC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The GC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

E. Quorum

The quorum for the GC shall be a majority of voting GC members.

F. Conflict(s) of interest and declarations of interests

All GC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by GC members when required.

At the commencement of each meeting, each GC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

G. Voting

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the GC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

6. ACCESS TO INFORMATION AND EXPERTISE

The GC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The GC shall report to the Board the results of its review and development actions arising.

The Board shall review the GC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.