

**SUBJECT: CHANGES TO GAVI BY-LAWS**

**Agenda item: 02c**

**Category: For Decision**

### **Section A: Summary**

This report sets out a recommendation to amend the Gavi By-laws in line with a discussion of the Governance Committee on 5 October 2017 and 27 November 2017 at the request of the Board.

### **Section B: Changes to Gavi By-Laws**

#### **1. Proposed amendment to Gavi By-laws**

- 1.1 At its meeting on 5 October 2017 the Governance Committee discussed, at the request of the Board, and in the context of the retirement of the Executive Committee and the establishment of the Market-Sensitive Decisions Committee (MSDC), the 'maximum three seat' principle currently prescribed in the Gavi By-laws for organisation/constituency representation on Board Committees.
- 1.2 The Governance Committee agreed that the MSDC should be exempt from this provision and the By-laws amended accordingly.
- 1.3 At its meeting on 27 November 2017 the Governance Committee considered the proposed rewording of the By-laws and agreed on a recommendation which is now being submitted to the Board for its approval.

### **Section C: Actions requested of the Board**

The Gavi Alliance Governance Committee recommends to the Gavi Alliance Board that it **amend** Article 4.2 of the By-laws to read as follows:

Each Board Committee shall be composed of three or more Board Members/Alternates. Each of the Board Committees shall have a presiding Chair who shall be one of the Board Members and shall be appointed once every two years by the Board unless otherwise provided in the Statutes, By-laws or Charter of the relevant Committee. If a Representative Board Member is appointed Chair pursuant to this Section 4.2, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in the Committee meetings to express

the applicable organisation's or constituency's viewpoint in deliberations and to vote. Each Board Member (taken together with his or her Alternate or any Committee Delegate, as defined below, if applicable) shall normally be a member of at least one but no more than three Board Committees. *This limit of three Committee memberships shall not include membership of the Market-Sensitive Decisions Committee.* The criteria for Committee membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be ensured, including throughout the governance structures, to the extent possible.