

September 2020

COVAX AMC STAKEHOLDERS GROUP TERMS OF REFERENCE

1. Purpose

The Gavi COVID-19 vaccine (“COVAX”) Advance Market Commitment (“AMC”) Stakeholders Group is established by the Board of the Gavi Alliance (“Gavi”) to convene the AMC Stakeholders with the aims of performing the functions as set out in the Stakeholders Agreement and receiving information about the AMC from the Gavi Secretariat. These aims are in support of the objective of the AMC, which is to reduce the impact of COVID-19 within AMC eligible economies by accelerating the introduction and scale up of vaccines that protect against COVID-19.

2. Membership

The following shall be members of the Stakeholders Group:

- Founding members of the PCV AMC and which decide to transfer their surplus funds from the PCV AMC to the AMC;
- Countries entering into AMC Grant Agreements for more than US\$10 million;
- Private and/or not-for-profit donors entering into AMC Grant Agreements for more than US\$ 10 million;
- Multilateral development banks providing support to the AMC

The COVAX Facility Procurement Coordinator and PAHO will also be invited to attend the Stakeholders Group as observers.

A. Composition and size

Each Member may appoint one formal representative to the Stakeholders Group. All members are treated equally in terms of membership, rights and privileges.

B. Competencies and skills

Stakeholders Group representatives should be empowered to represent their government’s or organisation’s policies and priorities, and reach agreements on their behalf. Members are expected to be willing and able to dedicate sufficient time to fulfil Stakeholders Group roles and responsibilities. All members are expected to act in a manner consistent with the Facility’s goals.

The criteria for Stakeholders Group membership shall be consistent with Gavi’s guiding principles on gender for Board and Board Committee nominations and Gavi’s Conflicts of Interest Policy for Governance Bodies.

C. Appointment and term

Membership in the Stakeholders Group lasts for the duration of an organisation's participation in the AMC (i.e. membership ceases if an economy withdraws). Each organisation represented on the Stakeholders Group shall determine which person represents that organisation.

D. Secretariat

The work of the Stakeholders Group will be supported by the Gavi Secretariat. The Secretariat shall:

- Regularly inform the AMC Stakeholders Group on the following:
 - Subject to strict commercial confidentiality on market information, when it enters into Advance Purchase Commitments with manufacturers of COVID-19 vaccines or candidate vaccines and the amount and timing of such deals, in particular with reference to the AMC-eligible economies;
 - Cost estimates for the supply of Approved Vaccine to the AMC-eligible economies and details of the allocation to and introduction of Approved Vaccines in specific AMC-eligible economies;
 - Updates to the AMC Funding Requirement, including the use and balance of Grant funds;
- Provide the link between the Stakeholders Group, the Board, MSDC and the COVAX Facility;
- Ensure that the agenda, meeting papers and minutes and other materials to support the Stakeholders Group are provided in a timely manner.

3. Authority

The Stakeholders Group will have reasonable access to information, Gavi personnel and relevant other Gavi parties, including the Office of the COVAX Facility, and external expertise, particularly relating to parties engaged in/ other governance bodies of the ACT-Accelerator as appropriate.

The mandate of the Stakeholders Group is established in this terms of reference.

4. Mode of Operation

The AMC Stakeholders Group is a self-organising body. Its Operating Procedures will be agreed at its first meeting.

5. Conflicts of Interest

All Stakeholders Group members shall adhere to Gavi's Conflicts of Interest Policy for Governance Bodies and Ethics Policy and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by Stakeholders Group members when required.

At the start of each meeting, each Stakeholders Group member shall declare any actual or perceived conflict of interest arising in the matters before the Stakeholders Group. The relevant provisions in the Conflicts of Interest Policy for Governance Bodies shall regulate participation.