



# COVAX

September 2020

## COVAX FACILITY CONSENSUS GROUP TERMS OF REFERENCE

### 1. Purpose

The COVAX Facility Consensus Group (“the COVAX Consensus Group”) is established by the Board of the Gavi Alliance (“Gavi”) to support effective operation of the COVAX Facility (“the Facility”) through consensus-based decision-making.

### 2. Membership

The COVAX Consensus Group shall comprise the Chair and Vice Chair of the Gavi Board; the Co-Chairs of the COVAX Shareholders Council; the Co-Chairs of the COVAX AMC Engagement Group; and – in an ex-officio, non-voting, capacity - the three leads of the ACT-Accelerator vaccine pillar, namely the CEO of Gavi, the CEO of CEPI (Coalition for Epidemic Preparedness Innovations) and the Chief Scientist of WHO.

The COVAX Consensus Group shall be chaired by the Gavi Board Chair.

The work of the COVAX Consensus Group will be supported by a Secretary from the Office of the COVAX Facility.

### 3. Authority

The COVAX Consensus Group serves as a platform to reach consensus within the Facility on matters arising where all other possible avenues to resolve the matters have been exhausted.

It will have reasonable access to information, governance bodies, personnel, and relevant other parties within the Facility, as well as external expertise, as required to achieve consensus.

Decisions reached by the COVAX Consensus Group are final.

### 4. Responsibilities

The COVAX Consensus Group is responsible to ensure that any disputes or challenges arising in the governance bodies of the Facility can be addressed swiftly and in the best interests of the aims of the Facility.

## **5. Mode of Operation**

### **A. Meeting attendance**

Only members of the COVAX Consensus Group shall be entitled to attend meetings of the COVAX Consensus Group.

Members of the Office of the COVAX Facility shall make themselves available to attend meetings of the COVAX Consensus Group as appropriate.

### **B. Frequency of meetings**

The COVAX Consensus Group shall be convened as required at the request of any of the governance or technical bodies within the Facility, should lack of consensus prevent them delivering on their mandate.

### **C. Notice of meetings**

The minimum notice that must be given to COVAX Consensus Group members for a meeting is two business days.

The notice will normally include relevant supporting papers for the matters to be discussed. All papers circulated to the COVAX Consensus Group members shall be retained in the strictest confidence for their specific reference and use and may not be circulated or distributed in any manner or form.

### **D. Quorum**

All voting members are required for a quorum.

### **E. Conflict(s) of interest and declarations of interest**

All COVAX Consensus 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 COVAX Consensus Group members when required.

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

### **F. Voting**

The Chair should aim for consensus on all decisions. If consensus cannot be reached, decisions shall be taken by vote and considered approved if a majority of those present in the meeting, and entitled to vote, vote in favour of the decision. In the event of a tie, the Chair shall have a casting vote.