

SUBJECT: PROPOSED AMENDMENTS TO GAVI BY-LAWS AND GOVERNANCE COMMITTEE CHARTER

Agenda item: 03

Category For Decision

Section A: Introduction

- At its meeting of 11 February 2020, the Governance Committee discussed the possibility of enabling any organisation or constituency whose representative Board member occupies the seat of Vice Chair to nominate two Alternate Board members for the duration of that Board member holding the seat of Vice Chair.
- The Secretariat advised that this would require a change to the Gavi By-laws, and, therefore, prior approval of the Swiss Supervisory Authority for Foundations (“Supervisory Authority”).
- The proposed draft amendments (Annex A) were shared with the Governance Committee by email on 28 February 2020 and formally submitted to the Supervisory Authority thereafter. Approval was confirmed in writing by the Supervisory Authority on 5 March 2020.
- The proposed draft amendments were tabled to the Governance Committee at its meeting of 17 March 2020, along with a consequential amendment to the Governance Committee Charter (Annex B) to ensure alignment with the By-laws.

Section B: Actions requested of the Board

The Gavi Alliance Board is requested to consider the following recommendation from the Gavi Alliance Governance Committee.

Decision One – Board and Board Committee member appointments

The Gavi Alliance Governance Committee **recommends** to the Gavi Alliance Board that it:

- a) **Amend** Article 2.5 of the Gavi Alliance By-laws to read as follows:

2.5 Alternate Board Members

1. Each Eligible Organisation and Eligible Constituency shall be entitled to designate one person per Board Member as an "Alternate Board Member", subject to the exceptional provision set out in Article 2.5.2 below. Each such Alternate Board Member shall be entitled to act as a Board Member in lieu

of the Representative Board Member in accordance with the provisions hereof. All references herein to Representative Board Member shall include Alternate Board Member unless otherwise specified or the context otherwise requires. Alternate Board Members shall be selected through the same procedures outlined in Article 2.4.2 and shall have the same rights, privileges and responsibilities and be subject to the same duties and obligations, and be provided the same information, as Board Members when acting in that capacity. Each Alternate Board Member shall also be subject to the provisions of Article

2. *If a Representative Board Member is appointed Vice Chair of the Board pursuant to Article 2.6, his or her applicable Eligible Organisation or Eligible Constituency shall be entitled exceptionally to designate two persons as “Alternate Board Member” for the duration that such Representative Board Member occupies the seat of Vice Chair.*

b) **Amend** Article 4.2 of the Gavi Alliance By-laws to read as follows:

4. Board Committees

2. 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. *This provision does not apply to the Governance Committee, which, pursuant to Article 2.6.4, is chaired by the Vice Chair of the Board.* 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.

The Gavi Alliance Governance Committee **recommends** to the Gavi Alliance Board that it:

Approve the amendment to the Gavi Alliance Governance Committee Charter as set out in Annex B to Doc 03.

Annexes

Annex A: Gavi By-laws – Tracked Changes

Annex B: Gavi Governance Committee Charter – Tracked Changes

Annex C: Gavi Governance Committee Charter – Clean