

SUBJECT: GOVERNANCE COMMITTEE CHAIR REPORT

Category: For Information

Section A: Introduction

- This report provides the Board with an overview of the activities of the Governance Committee (GC) since the Board last met in December 2019.
- The GC met virtually on 11 February 2020, 17 March 2020 and 30 April 2020.
- In addition to some routine business such as Board and Committee nominations and the recruitment of Unaffiliated Board members, Committee discussions focused on work in relation to the (i) Board Chair recruitment process, (ii) organising principles for the Donor and Research and Technical Health Institutes constituencies, (iii) Guiding Principles on Gender for Board and Committee nominations, (iv) amendments to the Secretariat Conflicts of Interest Policy and (v) discussions related to revising the Gavi Statutes, retiring the Gavi By-laws and replacing it with the new Board and Board Committee Operating Procedures.
- The Board, at its meeting on 17 March 2020, already approved amendments to the Gavi By-laws and Governance Committee Charter on the recommendation of the Governance Committee.
- In addition, a nomination for an Alternate Board member submitted to the Governance Committee at its meeting on 30 April 2020 has already been circulated to the Board for no objection consent.
- The GC will meet on 18 June 2020 and it is expected that further recommendations will be put forward to the Board on the consent agenda at its June meeting in relation to Board and Committee appointments, Independent Review Committee appointments, appointment of a new Secretary, amendments to the Gavi Statutes and approval of new Board and Board Committee Operating Procedures.
- The GC Chair report is attached in the form of a presentation as Annex A.

Annexes

Annex A: Governance Committee Chair report

GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

Sarah Goulding

24-25 June 2020, Virtual Meeting



Routine (Recurring) Work

- **Board and Committee nominations**
- **Recruitment of Unaffiliated Board members** (*GC Subcommittee*)
- **Monitoring of Gender Policy for Board and Committee nominations**

Substantive Work (1/3)

- **Board Chair Recruitment Process**

- Executive search firm selected by Search Committee in January following a robust procurement process
- Search Committee subsequently has met on a monthly basis to provide input and guidance to the recruitment process
- Board members consulted early in the process in relation to candidate profiles
- Process on track to be finalised in September/October 2020

- **Constituency Organising Principles**

- Update to Governance Committee on Research & Technical Health Institutes Organising Principles at its 11 February meeting
- Update to Governance Committee on Donor Constituency Organising Principles at its 11 February, 17 March and 30 April meetings

Substantive Work (2/3)

- **Guiding Principles on Gender for Board and Committee Nominations**
 - At its 11 February meeting, Governance Committee endorsed proposed approach for review of the principles for gender on the Board and Board Committees
 - Proposed revisions presented to the Governance Committee for consideration at its 17 March meeting
 - Final revisions presented to the Governance Committee at its 30 April meeting and recommended to the Board for approval at this meeting on the consent agenda
- **Secretariat Conflicts of Interest Policy**
 - At its 17 March meeting, Committee approved proposed amendments to policy to address to enhance the disclosure and monitoring process and to align with Gavi Human Resources manual in relation to the outside activities of Gavi staff

Substantive Work (3/3)

- **Review and revision of Gavi Constitutional Documents**

- At its 19 March meeting, the Board, on the recommendation of the Governance Committee, approved a change to the Gavi By-laws to enable any organisation or constituency whose representative Board member occupies the seat of Vice Chair to nominate two Alternate Board members. A change to the Governance Committee Charter to align with this amendment to the By-laws was also approved
- Since February, the Committee has been overseeing work to review and update Gavi's Statutes, to retire the By-laws and replace them with a set of Operating Procedures for the Board and Board Committees. The final documents are being presented to the Committee at its 18 June meeting for recommendation to the Board

Recommendations to the Board (1/2)

17 March

- Board and Committee appointments (*Approved by Board on 19 March*)
- Amendments to Gavi By-laws and Governance Committee Charter (*Approved by Board on 19 March*)

30 April

- Appointment of Alternate Board member (*Approved by Board by no-objection consent*)
- Guiding Principles on Gender for Board and Committee nominations (*Consent Agenda for June Board meeting*)

Recommendations to the Board (2/2)

18 June [included on consent agenda for June Board meeting]

- Board and Committee appointments (*Consent Agenda*)
- Independent Review Committee appointments (*Consent Agenda*)
- Appointment of Secretary (*Consent Agenda*)
- Revision of Statutes and Introduction of Operating Procedures (*Consent Agenda*)

Thank you

