
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 Committee Chair last reported to the Board in December 2023.
- The GC met virtually on 26 February 2024, in person on 16 April 2024, and will meet again in person on 5 June 2024.
- In addition to some regular business such as Board and Committee nominations, the recruitment of Unaffiliated Board Members and the governance risk matrix, Committee discussions focused on (i) the CEO transition and onboarding process; (ii) Operational Excellence and Human Resources; (iii) Board and Board Committee Evaluation; (iv) Protection from Sexual Exploitation, Abuse and Harassment (PSEAH) Policy; (v) Human Resources Subcommittee Terms of Reference; (vi) Collaboration with the Global Fund to Fight AIDS, Tuberculosis and Malaria; and (vii) Proposal for governance of the African Vaccine Manufacturing Accelerator (AVMA).
- At its meeting on 5 June 2024 the Governance Committee will discuss proposals for Strengthening Implementing Country Constituency; review the proposed AVMA and Day Zero Financial Facility First Response Fund Governance; the Appointment of the Treasurer; and collaboration with other global health organisations.
- The GC Chair report is attached in the form of a presentation as Annex A.

Annexes

Annex A: Governance Committee Chair report

Additional information available on BoardEffect

Appendix 1: Protection from Sexual Exploitation, Abuse and Harassment (PSEAH) Policy

Appendix 2: Human Resources Subcommittee Terms of Reference

GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

Omar Abdi

6-7 June 2024, Geneva, Switzerland

Routine (recurring) work

Board and Committee nominations

Recruitment of Unaffiliated Board Members (GC Subcommittee)

Monitoring of application of Guiding Principles on Gender for Board and Committee nominations

Monitoring of Governance Risk Matrix

CEO Appointment, Transition and Onboarding

At its meetings on 24 February 2024 and 16 April 2024 respectively, the Governance Committee (GC) was updated on the status of the transition and onboarding process for the new CEO.

It was noted that the Board Chair has tasked a small group led by the Chair of the GC to assist in the transition process.

Board and Committee Evaluation

At its meeting on 24 February 2024, the Governance Committee (GC) received an overview of the status of implementation of the action plan.

GC members considered the actions requiring further discussion/consultation and agreed to focus on:

- the quality, and not the quantity, of the information provided to the Board and its Committees;
- the underlying causes of mistrust between the Secretariat and the Board, and between Alliance partners;
- the gap that exists as it relates to strategic prioritisation of Gavi resources.

GC members noted that some of the underlying issues could be addressed by the Gavi 6.0 strategy and agreed that implementation of some of the actions could be considered further after the strategy has been approved.

A status update on progress related to the implementation of the overall recommendations will be presented to the GC at its meeting on 5 June 2024.

Protection against Sexual Exploitation, Abuse and Harassment (PSEAH) Policy

At the Governance Committee (GC) meeting of 24 February 2024, the Secretariat gave an update and requested guidance on the Protection against Sexual Exploitation, Abuse and Harassment (PSEAH) policy.

The Secretariat informed the Committee that, once approved, the policy would come into effect on 1 December 2024, to allow operational readiness.

The Secretariat assured the Committee that the key principals of the ethics, risk and compliance charter would remain applicable until the PSEAH policy comes into effect.

The Governance Committee **approved** the PSEAH policy at its meeting on 16 April 2024.

The Policy can be accessed as Appendix 1 to this report.

Human Resources Subcommittee

Following on the changes to the Governance Committee Charter which now provides for the establishment of a Human Resources (HR) Subcommittee, the GC **approved**, at its meeting on 6 February 2024, the Terms of Reference of the Subcommittee which aims to facilitate an open and robust discussion on human resource issues pertaining to the Gavi Secretariat.

The Subcommittee will play an important role in providing guidance in relation to a new HR Strategy for the Secretariat, which would then lead to a comprehensive talent management and compensation & benefits strategy and support the ongoing work on organisational culture.

The Terms of Reference can be accessed as Appendix 2 to this report.

Collaboration with other Organisations

At its meeting on 16 April 2024, the Governance Committee (GC) received a report which provided an overview of the ongoing collaboration between Gavi, the Global Fund (GF) and the Global Financing Facility (GFF).

GC members welcomed the update, were pleased to note the progress in strengthening the collaboration, inquired about the timeline for implementing the identified priority workstreams, and agreed that countries need to be at the centre of the collaboration in a way which does not add an additional burden on them.

Overall support for the proposed “Joint Committee Working Group” which would ensure a common vision for collaboration and support was expressed.

The GC, at its meeting on 5 June 2024, will be invited to provide guidance on the draft Terms of Reference for the Joint Committee Working Group and on the process for approving representation from Gavi.

Proposed AVMA Governance

On 16 April 2024, the Governance Committee (GC) reviewed the proposed AVMA (African Vaccine Manufacturing Accelerator) governance framework, noting that it had been designed in recognition of the need to align with core Gavi governance processes whilst recognising some distinct AMVA-specific parameters

GC members endorsed the proposed approach in particular commending that it did not propose to create new governance structures and that accountability therefore remains with the Gavi Board.

GC members requested further information on the advisory roles that the proposed AVMA Investors Forum and the Africa CDC/Gavi Manufacturing Forum would have, and more detail on how they would input into the work of the Board Committees.

The GC, at its meeting on 5 June 2024, will be invited to review and endorse the draft Terms of Reference for these fora, as well as for a proposed Investors Forum for the Day Zero Financing Facility First Response Fund.

Recommendations to the Board

5 June *to be considered for inclusion on Consent Agenda for June Board meeting*

- Board and Committee appointments, including appointment of Audit and Finance Committee Chair
- Appointment of Treasurer

Thank you