

SUBJECT: CONSENT AGENDA: COMMITTEE CHARTERS

Agenda item: 10

Category: For Decision

Section A: Introduction

- Concerns relating to developing country participation and engagement in the governance structures of the Gavi Alliance and the level of support provided to the developing country constituency have been raised consistently in Board and Committee self-evaluations since 2012.
- In the context of the 2016 Board and Committee self-evaluation, concerns were again expressed in relation to the voice of the constituency not being sufficiently heard in critical strategic and programmatic and policy discussions which could impact Gavi-eligible countries.
- Since 2017, the Governance Committee has been considering the various aspects of these challenges.
- At its meeting on 10 October 2108, the Governance Committee considered options relating to (i) the Terms of Reference (ToRs) for developing country representation on the Board and Board Committees and the process of nominations to Gavi's governance structures; (ii) proposed changes to Board Committee Charters to strengthen the voice of the constituency by providing flexibilities in relation to the nomination of Committee Delegates; and (iii) proposed options to strengthen the Special Adviser model and associated arrangements.
- This paper presents the recommendation of the Governance Committee in relation to (ii) above, namely proposed changes to Board Committee Charters to strengthen the voice of the constituency by providing flexibilities in relation to the nomination of Committee Delegates.

Section B: Strengthening Developing Country constituency

1. Background

- 1.1 In the context of the 2016 Board and Committee self-evaluation, concerns were raised in relation to the representation of the developing country constituency on the Board and Board Committees.
- 1.2 The self-evaluation did not fully elaborate with any precision on the specific concerns that were identified in the course of the review, but it was identified as one of the actions that the Governance Committee would further review.

- 1.3 At its meeting in October 2017, the Governance Committee considered the issue as falling into three distinctive categories:
 - a) *Board*: While the Statutes and By-laws do not prescribe that Board and Alternate members drawn from developing countries should be Ministers of Health or senior public officials, the default has generally been for the developing country constituency to nominate Ministers of Health to seats on the Board for the most part with the accompanying benefits that they bring not just as Board members but as advocates for their country and region.
 - b) *Board Committees*: The question of whether it was appropriate to require Ministers of Health to simultaneously serve on Board Committees was raised in the 2016 Board and Committee self-evaluation. The By-laws require that all Board members should “normally” sit on at least one Board Committee and the developing country constituency has attempted to respond to this requirement but with some difficulty.
 - c) *Constituency support*: It was also suggested that it might be timely to evaluate the support for the developing country constituency to ascertain if the current arrangements through the use of Special Advisers remains the most appropriate and value-for-money not only for the Board members but for their constituency as a whole and the Gavi Alliance.
- 1.4 At its meeting in October 2018, the Governance Committee endorsed revised and updated *Terms of Reference for Developing Country Constituency Representation on Gavi Alliance Board and Board Committees and Process for Nominations to Gavi Alliance Governance Structures* which aim to simplify the processes around Board and Committee representation for the constituency.
- 1.5 The Governance Committee also considered representation of the constituency on Board committees in the context of the following:
 - a) Recognition that Board and Alternate Board members from developing countries, particularly if they are Ministers, may have limited capacity to assume a seat on one or more Board Committees.
 - b) There is also the possibility that the Board and/or Alternate Board member does not have the technical knowledge required for certain committees and this provides an opportunity to broaden the participation of countries in each regional cluster to participate on the Board’s Committees drawing on expertise that is resident within its region.
 - c) This would require, therefore, that potentially Committee Delegates are nominated and appointed to these Committees where regional clusters constituting the developing country constituency might prefer or be encouraged to do so.

- d) While the Audit and Finance Committee (AFC), Investment Committee (IC) and Programme and Policy Committee (PPC) Charters permit the appointment of Committee Delegates, the Governance Committee Charter currently restricts Committee membership to Board members and Alternate Board members only. The Governance Committee therefore agreed to recommend that the Governance Committee Charter be amended to allow for the appointment of Committee Delegates from the developing constituency only on an exceptional basis subject to their bringing subject matter expertise. The proposed amendment is set out in Annex A.
- e) It is not proposed that any changes are made to the composition of the Market-Sensitive Decisions Committee in that it should remain comprised only of Board members and Alternate Board members.

2.2 Majority of Board members on Board Committees

- a) The AFC, IC and PPC Charters require that a majority of the Committee shall comprise Board members and Alternate Board members.
- b) Board members from the developing country constituency would have the right of first refusal to join any of these Committees, though they would be encouraged (if appropriate) to nominate Committee Delegates who bring particular expertise and experience to the AFC, IC and PPC (as well as the Governance Committee).
- c) In order to facilitate developing country constituency representation on the Committees, the Governance Committee also agreed to recommend that the seats allocated to the developing country representatives (independently of whether they are filled by a Board member or a Committee Delegate) be excluded from the “majority rule” provision set out in the Charters governing the AFC, IC and PPC.
- d) In the case of the Governance Committee, it will continue to be constituted of Board and Alternate Board members with the exception of developing country constituency representatives who could be either a Board or Alternate Board member or Committee Delegate.
- e) In practice this would work as follows – the PPC currently comprises 20 members, 11 of whom should be Board members or Alternate Board members to ensure compliance with the PPC Charter. Four seats are allocated to representatives from the developing country constituency. The proposed amendment would require only nine PPC members to be Board members or Alternate Board members, based on a ‘majority’ of 16, rather than 20.
- f) The proposed amendments to the AFC, IC and PPC Charters to cater for this provision are set out in Annexes B, C and D respectively.

Section C: Actions requested of the Board

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

- a) **Approve** the revised and updated Governance Committee Charter as set out in Annex A to Doc 10, effective from 1 January 2019;
- b) **Approve** the revised and updated Audit and Finance Committee Charter as set out in Annex B to Doc 10, effective from 1 January 2019;
- c) **Approve** the revised and updated Investment Committee Charter as set out in Annex C to Doc 10, effective from 1 January 2019; and
- d) **Approve** the revised and updated Programme and Policy Committee Charter as set out in Annex D to Doc 10, effective from 1 January 2019.

Annexes

Annex A: Revised and Updated Governance Committee Charter

Annex B: Revised and Updated Audit and Finance Committee Charter

Annex C: Revised and Updated Investment Committee Charter

Annex D: Revised and Updated Programme and Policy Committee Charter



July ~~2018~~2019

GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The Governance Committee ("Committee" or "the GC") is established by the Board ("Board") of the Gavi Alliance ("Gavi") to support the Board in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies and practices for the Gavi Alliance. In addition, it shall serve as the "Nominating Committee" as defined in Article 2.4.1 of the Gavi By-laws.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

Words and expressions used in this Charter shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi's By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

The composition of the GC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the GC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The GC shall comprise up to 12 members according to the following representational composition and shall be chaired by the Board Vice Chair in accordance with Article 2.6.4 of the By-laws:

- Two seats for Unaffiliated Board Members;
- One seat for multilaterals (WHO, UNICEF, World Bank);
- One seat for a representative of the Bill & Melinda Gates Foundation;
- Two seats for representatives of developing country governments;
- Three seats for representatives of donor country governments;
- One seat for a representative of the civil society organisations;
- One seat for the vaccine industry – industrialised and developing countries; and
- The CEO, who shall serve as a non-voting member of the GC.

If for any reason the Board Vice Chair is not from among any of the constituencies designated above, the Committee shall be exceptionally expanded to 13.

Only Board Members and Alternate Board members may be members of the Committee, except for the members representing the developing country governments, where – Committee delegates, as defined in the By-laws, shall be eligible for membership on the GC on an exceptional basis.

Non-voting expert advisers may be invited to participate in GC meetings at the discretion of the GC Chair from time to time. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

B. Competencies and Skills

GC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Governance practices of a variety of institutions (private sector, international organisations, not-for-profits and/or state-owned enterprises);
- Nominations processes for Board and committee members, needs analysis, and the development of position descriptions for boards and committees;
- Board and committee performance evaluations and assessments;
- Ethics and conflict of interest codes and/or policies and methods of ensuring compliance with such codes and/or policies; and
- Other attributes that will support and inform the work of the GC as set out in its Charter.

All GC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for GC membership shall be consistent with Gavi's gender policy.

Each member of the GC will be required to participate in a programme of induction, training and familiarisation with the work of the GC to enable Committee members to keep abreast of current developments in the work of the GC and leading practices. The Chair of the GC shall be selected from among the Board and Alternate Board members appointed to the Committee preferably with in-depth knowledge, skills and experience of governance issues and nominations but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of GC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other GC members, nominate a suitable substitute from the membership of the GC.

C. Appointment and term of office

All GC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the GC. GC members shall be appointed once every two years with renewable terms. All nominees to the GC should be evaluated by the Governance Committee to ensure each individual meets the membership requirements set out in 2.B above and knowledge of Gavi's business prior to appointment and ensure the individual's competencies fit with the required competencies of the GC.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the GC, the Board and the Secretariat;
- Assist the GC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the GC are provided in a timely manner.

3. AUTHORITY

The GC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The GC will operate under Gavi's Statutes and By-laws.

The GC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering: (i) the

governance practices and governance structures of Gavi; (ii) the appropriateness of candidates that are nominated to the Board and its committees; (iii) Board and committee member performance; (iv) the implementation of Gavi's ethics and conflict of interest policies; and (v) other matters as necessary.

The GC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on GC activities to the Board and shall maintain open communications between GC members and the Board.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the GC Chair or individual Committee members as it deems appropriate.

The GC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the GC Chair.

The mandate of the GC is established in this Charter.

4. RESPONSIBILITIES

It is the responsibility of the GC, on behalf of the Board, to:

A. Evaluate the governance practices and governance structures of Gavi with the objective of ensuring that Gavi's governance supports the effective and efficient achievement of Gavi's mission:

- Review the composition of the Board and its committees to ensure that they reflect the appropriate balance of independence, sound judgment, specialisation, technical skills, diversity, fundraising and development ability, geographic representation, and other desired qualities.
- Review Gavi's Statutes, By-laws, committee charters (including the GC Charter), and other governing documents from time to time and recommend any revisions to the Board for its approval.
- Oversee orientation programmes for Board and committee members.

B. Ensure that the most qualified candidates are nominated to the Board and its committees and that Board and committee members have the knowledge, skills and relevant competencies that are necessary to help Gavi achieve its mission:

- Fulfil all responsibilities delegated to the "Nominating Committee" as outlined in the Statutes and By-laws.
- Define the specific skills and responsibilities needed for vacancies as they arise on the Board and its committees and design and implement a process to identify suitable nominees including the review of succession planning requirements and processes for the Board Chair, Board Vice Chair, Unaffiliated Board members and Board committees.
- Nominate candidates for Board and committee membership in accordance with the procedures under the By-laws.

- Establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board and committee members; provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board members in accordance with Article 2.4.1.2 of the By-laws.

C. Evaluate the performance of the Board, its committees and their members:

- Develop and oversee a performance assessment process for the Board and each committee of the Board (including the performance of the GC) and provide a report of the results to the Board.
- Monitor the attendance of Board and committee members and use its findings when considering Board and committee member reappointments.

D. Ensure the effective implementation of Gavi's ethics and conflict of interest policies and the development and maintenance of a culture of ethics:

- Oversee the systems, controls and rules that help ensure that Gavi operates in an ethical and responsible manner.
- Develop, and periodically update, a Code of Ethics for approval by the Board and monitor compliance with the Code.
- Develop, and periodically update, a Conflicts of Interest Policy for Governance Bodies for approval by the Board. The Committee shall also monitor compliance with the Policy and interpret the Policy as needed. It shall also bring any conflict issue it may consider necessary to the Board for discussion and determination.
- Develop, periodically update, and approve a Conflicts of Interest Policy for the Gavi Secretariat. The CEO shall monitor compliance with the Policy and interpret the Policy as needed. He/she shall bring any conflict issue it may consider necessary to the Governance Committee for discussion and determination.

E. Other matters

- Monitor and review of such policies as may be referred to the GC by the Board and to make recommendations to the Board for their approval.
- Receive and review an annual report on matters relating to human resources with subsequent reporting to the Board and to make, if required, appropriate recommendations to the Board or CEO.
- Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the GC including the monitoring of compliance with the requirements of the Swiss Federal Supervisory Authority on Foundations.

5. MODE OF OPERATION

A. Meeting attendance

All Board members and their Alternates, who are not serving on the GC, have the right to attend meetings of the GC as observers but may not speak or participate in the proceedings except at the invitation of the GC Chair.

Members of the Secretariat shall make themselves available to attend all GC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon GC Chair approval.

GC members shall prepare for and actively participate in Committee meetings.

B. Frequency of meetings

The Committee shall meet at least four times annually or more frequently as the GC Chair deems necessary. It is intended that two of these meetings shall be face-to-face meetings.

Meetings shall be co-ordinated to occur prior to Board meetings.

C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

D. Agenda

The GC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The GC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

E. Quorum

The quorum for the GC shall be a majority of voting GC members.

F. Conflict(s) of interest and declarations of interests

All GC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by GC members when required.

At the commencement of each meeting, each GC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

G. Voting

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the GC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

6. ACCESS TO INFORMATION AND EXPERTISE

The GC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The GC shall report to the Board the results of its review and development actions arising.

The Board shall review the GC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.



January ~~2018~~2019

AUDIT AND FINANCE COMMITTEE CHARTER

1. PURPOSE

The Audit and Finance Committee ("Committee" or "the AFC") is established by the Board ("Board") of the Gavi Alliance ("Gavi") to support the Board in fulfilling its oversight responsibilities in a timely manner in respect of the organisation's financial management, risk and control framework, including internal and external audit, and adherence to appropriate standards of good practices and ethics.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

Words and expressions used in this Charter shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi's By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

The composition of the AFC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the AFC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The AFC shall comprise not less than three members. A majority of the AFC members shall comprise Board members and Alternate Board members. This provision shall exclude Committee members representing the developing country governments. Committee delegates, as defined in the By-laws, shall be eligible for membership on the AFC.

Non-voting expert advisers may be invited to participate in AFC meetings at the discretion of the AFC Chair on a permanent or ad hoc basis. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

B. Competencies and skills

AFC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Financial management, including accounting and finance, and development finance;
- Risk management and systems of internal control;
- Assurance processes, including internal and external audit; and
- General principles of law, regulations, compliance matters and ethics (as appropriate).

Essential features of the AFC as a whole are that it is independent from the Secretariat and that it is comprised of individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with independent advice on matters outlined in the Charter. All AFC members therefore shall be able to act independently, ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for AFC membership shall be consistent with Gavi's gender policy.

Each member of the AFC will be required to participate in a programme of induction, training and familiarisation with the work of the AFC to enable Committee members to keep abreast of current developments in the work of the AFC and leading practices. The Chair of the AFC shall be an unaffiliated Board member with in-depth accounting and audit knowledge skills and experience but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of AFC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other AFC members, nominate a suitable substitute from the membership of the AFC.

C. Appointment and term of office

All AFC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the AFC. AFC members shall be appointed once every two years with renewable terms. All nominees to the AFC should be evaluated by the Governance Committee to ensure each individual meets the membership requirements set out in 2.B above and knowledge of Gavi's business prior to appointment and ensure the individual's competencies fit with the required competencies of the AFC.

The Secretary to the Board or a designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the AFC, the Board and the Secretariat;
- Assist the AFC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the AFC are provided in a timely manner.

3. AUTHORITY

The AFC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The AFC will operate under Gavi's Statutes and By-laws.

The AFC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering: (i) budget for the Secretariat and partners; (ii) programme funding requests; (iii) long-term financial forecasts; (iv) risk policy and risk appetite statement; (v) annual risk and assurance report; (vi) internal and programme audits; (vii) Audit and Investigations' terms of reference; (viii) external auditor; and (ix) annual financial statements and report.

The AFC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on AFC activities to the Board and shall maintain open communications between AFC members and the Board.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the AFC Chair or individual Committee members as it deems appropriate.

The AFC shall have unrestricted access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the AFC Chair.

The mandate of the AFC is established in this Charter.

4. RESPONSIBILITIES

It is the responsibility of the AFC, on behalf of the Board, to:

A. Oversee, review and monitor Gavi's financial management and corporate reporting:

- Review annually the appropriateness of accounting policies and practices of Gavi and recommend approval by the Board of any material changes proposed to Gavi's accounting interpretations. This review will also include any significant management judgments, estimates and unusual transactions contained therein.
- Review and recommend to the Board for approval the consolidated annual financial statements report (AFR) and any related information material to the AFR.
- Review interim financial information of Gavi, including review of any formal announcement of a financial nature from Gavi and other periodic filings.
- Review and recommend to the Board the annual or bi-annual budget for the Secretariat and Partners and budgets associated with PEF (Partners' Engagement Framework).
- Review and approve a budget amount for an activity that has not been completed within the year for which the budgeted activity had been approved to be carried forward to a subsequent year in which the activity will be undertaken.
- Review and recommend to the Board the programme funding policy and that programme funding requests are within available and anticipated funding.
- Review Gavi's long-term financial forecasts and recommend to the Board that it appropriately reflects Gavi's expenditure needs and available resources.
- Review funding and liquidity needs of Gavi with the Secretariat and report to the Board accordingly and to guide the Secretariat, through the Board, on Gavi's funding and liquidity needs.
- Review and monitor the currency hedging policy, plan and its effectiveness.
- Review the competence and adequacy of the finance function, its leadership, personnel, resources and systems, including technology and operations.

B. Oversee, review and monitor the enterprise risk management system:

- Oversee, through review, the operation of an appropriate and effective system of internal control covering organisation, systems, processes, and other mechanisms employed by the Secretariat.
- Review and recommend to the Board for approval risk policies and the risk appetite statement.
- Review and monitor the effectiveness of risk management systems and processes (including the risk register) in identifying, assessing, and managing

the Alliance-wide risks which are most significant, and in maintaining an appropriate risk culture.

- Review and monitor the development and maintenance of risk management capabilities and an appropriate risk culture.
- Review and monitor the risk register.
- Review and monitor key risks, their assessment, mitigation and related assurance mechanisms to ensure that Gavi's significant risks are within the Gavi Board-approved risk appetite.
- Review Gavi's arrangements for the management of business continuity, and the operation of information systems.
- Identify specific risks for further specialist discussion in other Committees, as applicable.
- Select key risks to be brought to the Board for review and discussion of whether the aggregate level of risk is acceptable or mitigated appropriately.
- Review the annual risk and assurance report for recommendation to the Board.

C. Oversee, review and monitor the operation of the Audit and Investigations function comprising Internal Audit, Programme Audit, Investigation and Counter-Fraud activities:

- Recommend to the Board the appointment and/or termination of the Managing Director: Audit and Investigations following review for appropriate skills, background and authority for leadership of the function.
- The Managing Director: Audit and Investigations shall have a direct reporting line to the Board, which is generally effectuated through routine reporting to the AFC. The Managing Director: Audit and Investigations shall have free and unrestricted access to the AFC Chair as well as the Board Chair and Board Vice Chair (if necessary on a confidential basis).
- Review and recommend for Board approval the Audit and Investigations terms of reference.
- Review and approve the Annual Audit and Investigations Plan.
- Review and monitor the effectiveness of the audit and investigations function, including its organisation, and the adequacy of resourcing (both financial budget and personnel) given the desired level and quality of audit coverage and investigatory capability expected by AFC. Review summary of all audit reports with particular attention to be given to any audit reports with significant findings, including the appropriateness of issue remediation and management's responsiveness.
- Request audits, investigations or other reviews as considered appropriate by AFC to assist it in the execution of its responsibilities.

- Review reports relating to the operation of the investigations and counter-fraud activities, and the appropriateness of management follow-up.
- Evaluate annually the performance of the Managing Director: Audit and Investigations and of the Audit and Investigations function.
- Review the periodic External Quality Assessment to be undertaken as set out in the Audit and Investigations terms of reference.

D. Oversee the external auditor and the external audit:

- Review the expertise, experience of the external auditor and make recommendations to the Board on auditor appointment/reappointment, as appropriate and should be read with the Independent Auditor Selection and Evaluation Policy.
- Approve the terms of engagement, scope of work and fees for the external audit.
- Annually review the external auditor's independence, objectivity and competence and review and approve the use and fees of the external auditor for any non-audit services.
- Meet with the external auditor to obtain their opinion on the finance function and its processes in preparing the financial statements.
- Review with the external auditor the audit management letter and management's response.
- Review with external auditor the AFR and discuss the audit opinion, key audit matters arising, recommendations for improvement and the AFC's assessment of the external auditor's performance and audit quality.
- Recommend to the Board the approval of the AFR.

E. Review and monitor effectiveness of integrity, ethics, and fraud and whistleblowing activities:

- Review and monitor any matters arising in relation to the operation of the Whistleblowing Policy, the Ethics Policy and the Conflicts of Interests Policy.
- Make any recommendations to management regarding the enhancement and/or practical application of these policies throughout Gavi and its operations.
- Ensure the effective investigation and resolution of issues arising in connection with these policies.

F. Review and monitor effectiveness of compliance procedures

- Review of tax matters, primarily the United States IRS 990.
- Review significant legal matters and discuss their financial impact on Gavi.
- Review and monitor compliance with any applicable laws, regulations and Gavi policies and ensure proper document retention practices.

G. Other matters

- Oversee that appropriate insurance coverage for Gavi's business and its personnel is in place including undertaking an annual review of Gavi's insurance policies and reports from insurance advisers.
- Perform such other duties required by Gavi By-laws or otherwise as necessary or appropriate to further the Committee's purposes, or as the Board may assign to the AFC.

5. MODE OF OPERATION

A. Meeting attendance

All Board members and their Alternates, who are not serving on the AFC, have the right to attend meetings of the AFC as observers but may not speak or participate in the proceedings except at the invitation of the AFC Chair.

Members of the Secretariat shall make themselves available to attend all AFC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon AFC Chair approval .

The external auditor shall be required to attend AFC meetings to discuss audit matters as may be requested by the AFC Chair.

AFC members shall prepare for and actively participate in Committee meetings.

B. Frequency of meetings

The Committee shall meet at least four times annually or more frequently as the AFC Chair deems necessary. It is intended that two of these meetings shall be face-to-face meetings.

Meetings shall be coordinated to occur prior to Board meetings and shall be cognisant of co-ordination with the Programme and Policy Committee as appropriate at least once a year and the need for expeditious approval by the Board of time sensitive matters.

C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

D. Agenda

The AFC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The AFC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

E. Quorum

The quorum for the AFC shall be a majority of AFC members.

F. Conflict(s) of interest and declarations of interests

All AFC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by AFC members when required.

At the commencement of each meeting, each AFC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

G. Voting

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the AFC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

6. ACCESS TO INFORMATION AND EXPERTISE

The AFC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The AFC shall report to the Board the results of its review and development actions arising.

The Board shall review the AFC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.



January ~~2018~~2019

INVESTMENT COMMITTEE CHARTER

1. PURPOSE

The Investment Committee ("Committee" or "the IC") is established by the Board ("Board") of the Gavi Alliance ("Gavi") to support the Board in fulfilling its oversight responsibilities in a timely manner in respect of the management of Gavi's investments. This is done in a manner consistent with Gavi's operating needs and overall programme goals, asset preservation and growth within Gavi's investment portfolio, and prudent maximisation of risk-adjusted returns on investment consistent with objectives stated in the Investment Policy.

The Committee is to provide assurance to the Board on the effectiveness of the investment portfolio of the Gavi Alliance.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

Words and expressions used in this Charter shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi's By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

The composition of the IC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the IC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to

be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The IC shall comprise not less than three persons. A majority of the IC members shall comprise Board members and Alternate Board members. This provision shall exclude Committee members representing the developing country governments. Committee delegates, as defined in the By-laws, shall be eligible for membership on the IC.

Non-voting expert advisers may be appointed to the Committee or invited to participate in IC meetings at the discretion of the IC Chair on a permanent or ad hoc basis. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

B. Competencies and skills

IC members should collectively have a balance of recent and relevant expertise, experience, skills and knowledge of the following:

- Capital markets development and transactions;
- Portfolio management, asset allocation, and manager selection;
- Risk management, compliance and data quality governance;
- Financial regulations, including trends and impacts on the investment management industry;
- Socially responsible investing (“SRI”);
- Knowledge of donors and governmental funding cycles; and
- Accounting and financial reporting.

Essential features of the IC as a whole are that it is independent from the Secretariat and that it is comprised of individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with independent advice on matters outlined in the Charter. All IC members therefore shall be able to act independently, ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for IC membership shall be consistent with Gavi’s gender policy.

Each member of the IC will be required to participate in a programme of induction, training and familiarisation with the work of the IC to enable Committee members to keep abreast of current developments in the work of the IC and leading practices.

The Chair of the IC shall be an unaffiliated Board member with in-depth knowledge, skills and experience of investments and capital markets but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of IC members in conjunction with the Board and the Governance Committee.

C. Appointment and term of office

All IC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the IC. IC members shall be appointed once every two years with renewable terms. All nominees to the IC should be evaluated by the Governance Committee to ensure each individual's investment literacy and knowledge of Gavi's business prior to appointment and ensure the individual's competencies fit with the required competencies of the IC.

The Secretary to the Board or a designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the IC, the Board and the Secretariat;
- Assist the IC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the IC are provided in a timely manner.

3. AUTHORITY

The IC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The IC will operate under Gavi's Statutes and By-laws.

The two documents that govern Gavi's investments are the Gavi Alliance Investment Policy and the Gavi Alliance SRI Guidance paper. The IC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering: (i) investment management structure; (ii) Investment Policy which includes (a) investment objectives for the short-term portfolio and the long-term portfolio, (b) counterparty limitations and (c) credit quality limitations; (iii) asset allocation statement; and (iv) approval of supplemental investment policies and guidance as needed.

The IC is primarily advisory in nature but has certain decision-making authorities delegated to it by the Board. It shall regularly report on IC activities to the Board and shall maintain open communications between IC members and the Board as appropriate.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the IC Chair, individual Committee members or the Chief Investment Officer as it deems appropriate.

The IC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the IC Chair.

The mandate of the IC is established in this Charter.

4. RESPONSIBILITIES

It is the responsibility of the IC, on behalf of the Board, to:

A. Monitor overall performance of the investment portfolio and update the Board regularly on the performance and any material deviations from return objectives:

- Review market conditions and impact on the investment portfolios.
- Review portfolio objectives and performance.
- Review the portfolio's composition.

B. Oversee, review and monitor Gavi's investment policy, asset allocation, investment goals and objectives:

- Review and set Gavi's Investment Policy and report to the Board on any changes prior to implementation of the Policy.
- Review annually the appropriateness of Gavi's asset allocation.
- Monitor Gavi's overall compliance with the Investment Policy, as well as the performance and diversification of its invested assets and its achievement of its investment goals and objectives.
- Monitor concentration of the investment portfolio and any tactical deviation from policy target(s) and approve any recommended adjustments.
- Review and monitor individual investment manager performance.
- Review applicable laws and regulations that may impact the investment portfolios, and approve any recommended adjustments.

C. Oversee, review and monitor Gavi's SRI guidance and implementation:

- Review SRI approach and principles and approve any recommended adjustments.
- Monitor compliance and review the Secretariat's SRI semi-annual findings.
- Review and approve recommended changes to the portfolios stemming from SRI concerns.

D. Oversee, review and monitor the investment portfolio risk and Gavi's risk tolerance:

- Review and monitor key risks, their assessment and mitigation. Ensure that portfolio risk is consistent with Gavi Board's risk appetite.
- Review the annual risk rating of investment managers and determine necessary risk mitigation actions.
- Review effectiveness and adequacy of monthly performance reporting.
- Review consistency of investment portfolio liquidity terms with Gavi's expenditure needs.
- Review and monitor investment manager due diligence activities.
- Review and monitor the development and maintenance of risk management capabilities and measurements.

E. Appoint and terminate investment managers, consultants, custodians and any other relevant service providers:

- Review and approve Secretariat recommendations for appointment and termination, identify any issues for further consideration.
- Review the frequency and depth of the manager due diligence process conducted by the Secretariat.
- Review the performance of Gavi's investment consultant and custodian annually.
- Review reasonableness of fees and approve service provider appointments.
- Monitor the onboarding and dismissal process.

F. Oversee, review and monitor the operation of the Investments team:

- The Chief Investment Officer shall have a direct reporting line to the Managing Director: Finance and Operations, and shall have unrestricted access to the Investment Committee Chair as necessary.
- Review and monitor the effectiveness of the Investments function, including its organisation, and the adequacy of resourcing (both financial budget and personnel) given the desired level of asset allocation and monitoring by IC.
- Provide input to the performance evaluation of the Chief Investment Officer and the efficacy of the Investments function.

G. Other matters

- Review of Gavi's Internal Audit reports of investment activities and Gavi's annual external auditors report in relation to the investment function.
- Report to the Board regularly on the activities of the Committee and when appropriate and prudent to do so on any of the matters as set out in this Charter.

- The Committee in fulfilling its duties under the Investment Policy and this Charter, will draw on expertise from Alliance partners, the Secretariat, external consultants, individuals and institutions as appropriate.
- Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to it.

5. MODE OF OPERATION

A. Meeting attendance

All Board members and their Alternates, who are not serving on the IC, have the right to attend meetings of the IC as observers but may not speak or participate in the proceedings except at the invitation of the IC Chair.

Members of the Secretariat shall make themselves available to attend all IC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon IC Chair approval.

IC members shall prepare for and actively participate in Committee meetings.

B. Frequency of meetings

The Committee shall meet at least four times annually or more frequently as the IC Chair deems necessary.

Meetings shall be coordinated to occur prior to Board meetings.

C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees is not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

D. Agenda

The IC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The IC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

E. Quorum

The quorum for the IC shall be a majority of IC members.

F. Conflict(s) of interest and declarations of interests

All IC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by IC members when required.

At the commencement of each meeting, each IC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

G. Voting

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the IC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

6. ACCESS TO INFORMATION AND EXPERTISE

The IC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The IC shall report to the Board the results of its review and development actions arising.

The Board shall review the IC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.



January ~~2018~~2019

PROGRAMME AND POLICY COMMITTEE CHARTER

1. PURPOSE

The Programme and Policy Committee ("Committee" or "the PPC") is established by the Board ("Board") of the Gavi Alliance ("Gavi") to assist the Board in fulfilling its responsibilities in a timely manner in respect to the programmatic and policy oversight of the Gavi Alliance.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

Words and expressions used in this Charter shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi's By-Laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

The composition of the PPC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the PPC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The PPC shall comprise not less than three and up to 20 persons. A majority of the PPC members shall comprise Board members and Alternate Board members. This provision shall exclude Committee members representing the developing country governments. Committee delegates, as defined in the By-laws, shall be eligible for membership on the PPC.

Non-voting expert advisers may be invited to participate in PPC meetings at the discretion of the PPC Chair from time to time. The role of expert advisers is to support

the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

Additional non-voting expert advisers may be appointed to the Committee as needed by the Committee Chair on a time-limited basis.

The PPC may request the establishment of time-limited Task Teams/Working Groups to tackle specific technical, policy or programmatic matters. Each of the time-limited Task Teams/Working Groups shall report to the PPC and have one presiding chair. The Terms of Reference of each of the time-limited Task Teams/Working Groups shall be agreed by the PPC Chair, who will appoint, when appropriate, a member of the PPC who would act as PPC representative (focal point) to the team/group.

B. Competencies and skills

PPC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Epidemiology, vaccinology and/or immunology.
- Public health: a strong knowledge of global public health, including familiarity with Gavi partner mandates and the strategies and global health initiatives impacting Gavi's work (such as the Sustainable Development Goals (SDGs), Global Immunization Vision and Strategy (GIVS), Reaching Every District (RED), etc.).
- Immunisation services and delivery: familiarity with systems that impact the delivery of immunisation including but not limited to: the cold chain, healthcare waste management, logistics systems, and health worker training.
- Vaccine research and development: a strong knowledge of issues related to vaccine research and development, including the vaccine pipeline, market demand and supply, and procurement.
- Health systems: general knowledge of health systems capacities and constraints in implementing countries.
- Monitoring and evaluation: a strong knowledge of health information management systems and evaluation platforms for global health programmes.
- Strategic planning: familiar with Gavi and other global health partnership strategic planning processes, including partner contributions.
- Development financing: expertise in financial issues particular to the international development context, as well as familiarity with health financing, budgeting and financial management (including implementing country budgetary processes).

All PPC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for PPC membership shall be consistent with Gavi's gender policy.

Each member of the PPC will be required to participate in a programme of induction, training and familiarisation with the work of the PPC to enable Committee members to keep abreast of current developments in the work of the PPC and leading practices. The Chair of the PPC shall be selected from among the Board and Alternate Board members appointed to the Committee but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of PPC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other PPC members, nominate a suitable substitute from the membership of the PPC.

C. Appointment and term of office

All PPC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the PPC. PPC members shall be appointed once every two years with renewable terms. All nominees to the PPC should be evaluated by the Governance Committee in consultation with the PPC Chair to ensure each individual meets the membership requirements set out in 2.B above and ensure the individual's competencies fit with the required competencies of the PPC.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the PPC, the Board and the Secretariat;
- Assist the PPC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the PPC are provided in a timely manner.

3. AUTHORITY

The PPC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The PPC will operate under Gavi's By-Laws.

The PPC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering (i) Gavi policy and programmatic policies; (ii) programmatic aspects of the Partners' Engagement Framework; (iii) Independent Review Committee (IRC) policy and programmatic recommendations; and (iv) country support processes.

The PPC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on PPC activities to the Board and shall maintain open communications between PPC members and the Board.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the PPC Chair or individual Committee members as it deems appropriate.

The PPC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the PPC Chair.

The mandate of the PPC is established in this Charter.

4. RESPONSIBILITIES

It is the responsibility of the PPC, on behalf of the Board, to:

- A. Review and oversee the implementation of all Gavi policy and programmatic proposals that require decisions by the governing bodies.**
- B. Review the programmatic aspects of the Partners' Engagement Framework (PEF) as well as oversee performance management of the PEF, and make recommendations to the Board.**
- C. Serve as the lead committee to respond to Independent Review Committee (IRC) policy and programmatic recommendations and pass them on to the Board as appropriate, and provide advice to the Governance Committee on criteria for, and recruitment of, IRC members.**
- D. Receive regular country support updates from the Secretariat, including progress with country programme funding expenditures, and review performance, potential risk and risk mitigation approaches in particular in fragile countries.**
- E. Review all country support processes, including harmonisation of the Gavi procedures and processes with other support for country led efforts.**
- F. Other matters**
 - Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the PPC.

5. MODE OF OPERATION

A. Meeting attendance

All Board members and their Alternates, who are not serving on the PPC, have the right to attend meetings of the PPC as observers but may not speak or participate in the proceedings except at the invitation of the PPC Chair.

Members of the Secretariat shall make themselves available to attend all PPC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon PPC Chair approval.

PPC members shall prepare for and actively participate in Committee meetings.

B. Frequency of meetings

The Committee shall meet at least twice annually or more frequently as the PPC Chair deems necessary. It is intended that the two annual meetings shall be face-to-face meetings.

Meetings shall be coordinated to occur prior to Board meetings and shall be cognisant of coordination with the Audit and Finance Committee as well as with the Evaluation Advisory Committee as appropriate at least once a year and the need for expeditious approval by the Board of time sensitive matters.

C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than two weeks prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

D. Agenda

The PPC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The PPC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

E. Quorum

The quorum for the PPC shall be a majority of voting PPC members.

F. Conflict(s) of interest and declarations of interests

All PPC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by PPC members when required.

At the commencement of each meeting, each PPC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

G. Voting

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the PPC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

6. ACCESS TO INFORMATION AND EXPERTISE

The PPC is authorised by the Board to request the Secretariat to obtain independent professional advice as may be appropriate, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The PPC shall report to the Board the results of its review and development actions arising.

The Board shall review the PPC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.