

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 June 2017.
- The GC met by teleconference on 22 June 2017 and 26 July 2017 and had an in-person meeting in Geneva on 5 October 2017. During the June and July meetings, discussions focused on the reappointments of both the Board Chair and the CEO.
- During the October meeting, in addition to some routine business such as Board and Committee nominations, the Committee discussed a number of topics in the context of the continued implementation of the recommendations of the 2016 Board and Committee self-evaluation. They agreed on a number of recommendations, some of which have already been circulated to the Board for no objection consent, and others which are being put forward to the Board at its November meeting for consideration.
- The GC will meet on 27 November 2017, preceding the Board meeting, and it is expected that further recommendations will be put forward to the Board for its approval at the November meeting.
- The GC Chair report is attached in the form of a presentation as Annex A and the GC recommendations to the Board are attached as Annex B.

Annexes

Annex A: GC Chair report

Annex B: GC recommendations to Gavi Alliance Board

GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

Gunilla Carlsson

29-30 November 2017, Vientiane, Lao PDR



Routine (Recurring) Work

- **Board and Committee nominations, including Committee leadership**
- **Recruitment of Unaffiliated Board members** (*GC Subcommittee*)
- **High-Level HR issues** (*GC Subcommittee*)
- **Review of Gavi Statutes and By-laws**
- **Monitoring and review of Committee Charters**
- **Monitoring of Gender Policy for Board and Committee nominations**

Work Completed

- **Reappointment of Board Chair** (*approved by Board on 3 July*)
- **Reappointment of CEO** (*approved by Board on 3 July; terms of reappointment approved by GC on 26 July in line with Board delegation*)
- **Review of Gavi Statutes and By-laws** (*EC retired, MSDC established, no-objection voting extended to Board and Committee member appointments*)
- **Review of Committee Charters** (*GC, AFC, IC, PPC*)
- **New Charters/Terms of Reference** (*MSDC, ACG*)

Current Work

- **Review of By-laws**

- Exclude MSDC from “maximum three seat” provision for Board Committees (*to be presented to Board for approval*)

- **Review of Committee Charters**

- EAC Charter updated to align with review of Board Committee Charters (*to be presented to Board for approval*)
- Further review once current evaluation of the EAC is completed in 2018

- **Recruitment of Unaffiliated Board members**

- Two vacancies fall due in 2018
- Board invited to offer suggestions for consideration by Subcommittee

Developing Country Constituency

- **Remaining priority from 2016 Board and Committee self-evaluation**
- **First Phase: Independent study of issues and survey of organisations similar to Gavi**
- **Consensus that preferred model for Board appointments should remain Ministers of Health/Senior Public Officials**
- **Need to consider flexibilities for Board committee participation**
- **Second Phase: Undertaking consultation with current Developing Country Board and Committee members and their Special Advisers**
- **Expect to complete exercise by June 2018**

Conflict of Interest and Ethics Policies

- **Request to GC from AFC to ensure Conflicts of Interest (Col) policy aligned with best practice and fit for purpose since update in 2012**
- **Preliminary discussion to focus on Col policy, before initiating review of Ethics policy**
- **Initial review and comments from the GC**
- **Further review of draft revision of Col policy to be followed by consultation among other Alliance constituencies**
- **Independent expertise familiar with Gavi's organisational structure being sought for guidance**
- **Expect to complete exercise by June 2018**

Board and Committee Self-Evaluation

- **GC members agreed exercise had been a good learning experience**
- **Important that Board is fully engaged and informed on process and proposed recommendations**
- **Important to ensure sufficient time for implementation of agreed recommendations**
- **Longer timeline required to execute thorough evaluation and proposed to do less frequently e.g. every three or four years**
- **Discussed difficulties with finding a consultant that fully appreciates the structure and dynamics of an organisation like Gavi**
- **Issues related to trust and behaviours remain to be fully explored**

Recommendations to the Board

GC Meeting, 5 October

- Listed in Annex B

GC Meeting, 27 November

- Board and Committee appointments (*Consent Agenda 02a*)
- Committee Chair appointments (*Consent Agenda 02b*)
- Changes to Gavi By-Laws (*Consent Agenda 02c*)
- Changes to Committee Charters (*Consent Agenda 02d*)

Thank you



REVIEW OF DECISIONS

GOVERNANCE COMMITTEE MEETING
5 October 2017, Geneva



Reach every child

www.gavi.org

DECISION 1: UNAFFILIATED RECRUITMENT SUBCOMMITTEE

The Gavi Alliance Governance Committee:

- a) **Approved** the establishment of the Governance Subcommittee for the Recruitment of Unaffiliated Board Members as a standing Subcommittee of the Governance Committee;
- b) **Approved** the revised and updated terms of reference attached as Annex A to Doc 03 as amended by discussions at the Governance Committee; and
- c) **Approved** the composition of the Subcommittee remaining as William (Bill) Roedy (Unaffiliated Board member and Chair of the Subcommittee), Dr Ngozi Okonjo-Iweala (Board Chair), Gunilla Carlsson (Board Vice and Chair of the Governance Committee), Blair Exell (Governance Committee member) and Dr Seth Berkley (CEO) and which can be amended from time to time by the Governance Committee.

DECISION 2: REVIEW OF COMMITTEE CHARTERS

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

- a) **Approve** the revised and updated Charter for the Audit and Finance Committee set out in Annex A to Doc 05, effective from 1 January 2018; and
- b) **Approve** the revised and updated Charter for the Investment Committee set out in Annex C to Doc 05, effective from 1 January 2018.

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (1/10)

The Gavi Alliance Governance Committee recommended to the Gavi Alliance Board:

a) That it **appoint** the following Board Members:

- **Oyewale Tomori** as Board Member representing the research and technical health institutes constituency in the seat currently held by Samba O. Sow effective immediately and until 31 December 2020.
- **Megan Cain** as Board Member representing Canada on the donor constituency anchored by Canada in the seat currently held by Amy Baker effective 1 January 2018 and until 31 December 2018.

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (2/10)

- **Yifru Berhan Mitke** of Ethiopia as Board Member representing the developing country constituency in the seat currently held by Ummu Ally Mwalimu of Tanzania effective 1 January 2018 and until 31 December 2020.
- **Jean-François Pactet** as Board Member representing France on the donor constituency anchored by Germany in the seat currently held by Jan Paehler effective 1 January 2018 and until 31 December 2018.

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (3/10)

b) That it **reappoint** the following Board Members:

- **Bahar Idriss Abugarda** of Sudan as Board Member representing the developing country constituency effective 1 January 2018 and until 31 December 2020.
- **Myint Htwe** of Myanmar as Board Member representing the developing country constituency effective 1 January 2018 and until 31 December 2020.
- **David Sidwell** as an Unaffiliated Board Member effective 1 January 2018 and until 31 December 2020.

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (4/10)

c) That it **appoint** the following Alternate Board Members:

- **Kate O'Brien** as Alternate Board member to Oyawale Tomori representing the research and technical health institutes constituency in the seat currently held by Brad Gessner effective immediately and until 31 December 2020.
- **Mahima Datla** as Alternate Board member to Sai Prasad representing the vaccine industry developing countries in the seat which is currently vacant effective immediately and until 31 December 2020.
- **Kwaku Agyeman-Manu** of Ghana as Alternate Board member to Yifru Berhan Mitke of Ethiopia representing the developing country constituency in the seat currently held by Yifru Berhan Mitke of Ethiopia effective 1 January 2018 and until 31 December 2020.

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (5/10)

- **Harriet Ludwig** as Alternate Board member to Jean-François Pactet representing Germany on the donor constituency anchored by Germany in the seat currently held by Jean-François Pactet effective 1 January 2018 and until 31 December 2018.
- **Michael Kent Ranson** as Alternate Board member to Tim Evans representing the World Bank in the seat currently held by Rama Lakshminarayanan effective 1 January 2018 and until his successor is appointed and qualified.
- **Saira Afzal Tarar** of Pakistan as Alternate Board member to Bahar Idriss Abugarda of Sudan representing the developing country constituency in the seat currently held by Muhammad Ayub Sheikh of Pakistan effective 1 January 2018 and until 31 December 2020.

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (6/10)

d) That it **reappoint** the following Alternate Board Members:

- **Angela Santoni** as Alternate Board Member to Megan Cain representing Italy on the donor constituency anchored by Canada effective 1 January 2018 and until 31 December 2018.
- **Boukong Syhavong** of Lao PDR as Alternate Board Member to Myint Htwe representing the developing country constituency effective 1 January 2018 and until 31 December 2020.

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (7/10)

e) That it **appoint** the following to the Governance Committee effective 1 January 2018:

- **Gunilla Carlsson** (Board Vice Chair and Governance Committee Chair) statutorily appointed
- **Bahar Idriss Abugarda** (Board Member) until 31 December 2019
- **Megan Cain** (Board Member) until 31 December 2018
- **Tim Evans** (Board Member) until 31 December 2019
- **Blair Exell** (Board Member) until 30 June 2019
- **Orin Levine** (Board Member) until 31 December 2019
- **Clarisse Loe Loumou** (Board Member) until 30 June 2019
- **Sai Prasad** (Board Member) until 30 June 2019
- **William Roedy** (Board Member) until 31 July 2018
- **Harriet Ludwig** (Alternate Board Member) until 31 December 2018
- **Seth Berkley** (Board Member, non-voting)

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (8/10)

f) That it **appoint** the following to the Investment Committee effective 1 January 2018:

- **Stephen Zinser** (Board Member) until 31 December 2019
- **Yifei Li** (Board Member) until 30 June 2018
- **William Roedy** (Board Member) until 31 July 2018
- **David Sidwell** (Board Member) until 31 December 2019
- **Matthias Reinicke** (Committee Delegate) until 31 December 2019

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (9/10)

g) That it **reappoint** the following as Chair of the Audit and Finance Committee:

- **David Sidwell** until 31 December 2019

h) That it **reappoint** the following as Chair of the Investment Committee:

- **Stephen Zinser** until 31 December 2019

i) That it **reappoint** the following as Chair of the Programme and Policy Committee:

- **Richard Sezibera** until 31 December 2018

DECISION 3: BOARD AND COMMITTEE NOMINATIONS (10/10)

j) That it **appoint** the following to the Evaluation Advisory Committee effective 1 January 2018:

- **Craig Burgess** (Alternate Board Member) until 30 June 2019
- **Mira Johri** (Independent Expert) until 31 December 2019

k) That it **reappoint** the following to the Evaluation Advisory Committee effective 1 January 2018:

- **Zulfiqar A. Bhutta** (Independent Expert) until 31 December 2019
- **Jeanine Condo** (Independent Expert) until 31 December 2019

DECISION 4: GOVERNANCE SUBCOMMITTEE FOR HIGH LEVEL HR ISSUES

The Gavi Alliance Governance Committee:

- a) **Approved** the establishment of the Governance Subcommittee for High Level HR Issues;
and
- b) **Confirmed** that the composition of the Subcommittee continue to be constituted as follows:

Dr Ngozi Okonjo-Iweala, Board Chair (Chair of the Subcommittee)

Dr Flavia Bustreo, WHO

Dr Orin Levine, Bill & Melinda Gates Foundation

Dr Raymonde Goudou Coffie, MoH, Cote d'Ivoire

Daniel Graymore, UK/Qatar

David Sidwell, Unaffiliated Board member

Thank you

