



Gavi Alliance Audit and Finance Committee Meeting 21 October 2016

Gavi Offices, Washington, DC, USA

1. Chair's report

- 1.1 Finding a quorum of Audit and Finance Committee members present, the meeting commenced at 10.01 Washington, DC time on 21 October 2016. David Sidwell, Audit and Finance Committee Chair, chaired the meeting.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 1.3 The Committee noted the minutes of its meeting on 28 July 2016 (Doc 01b), which had been approved by no-objection on 16 September 2016.
- 1.4 The Committee also reviewed its action sheet (Doc 01c) and its forward workplan for 2016 and 2017 (Doc 01d). The Chair noted that periodic review of technology and operations will be added to the workplan as agreed during the meeting on 28 July 2016.
- 1.5 The Chair also noted that going forward, AFC meetings in DC will begin earlier than the current start time of 10am to set the meeting at a more reasonable time for Committee members and staff attending either via videoconference or teleconference.

2. Financial update

- 2.1 Barry Greene, Managing Director, Finance and Operations, outlined the financial implications of the funding decisions which would be submitted to the Board in December 2016, and which would be subject to review of the Programme and Policy Committee when it meets the following week (Doc 02). He highlighted that the role of the AFC is to assure the Board that these decisions can be taken in accordance with the Gavi Programme Funding Policy which requires that qualifying resources are available through 2020 to fund these decisions.
- 2.2 Mr Greene highlighted to AFC members that there would be a commerciallysensitive decision brought to the Executive Committee at a meeting to be convened shortly that will result in increased expenditure of US\$ 50 million. He noted that from a funding capacity perspective, Gavi has sufficient resources available to meet this need. He also explained that this information was obtained



after the circulation of the papers, and hence is absent from the pack provided to the AFC members for this meeting.

- 2.3 Tony Dutson, Senior Director, Finance and Chief Accounting Officer, presented the financial update. He explained that the updated forecast had changed from the December 2015 forecast estimated expenditures for 2016-2020 being US\$ 9.52 billion to the recent forecast of US\$ 9.56 billion. This change takes into account the updated assumptions (Annex 3, Doc 02) and impact of proposed decisions for consideration by the Board in December 2016.
- 2.4 He also clarified to AFC members that the funding envelope requests being brought to the AFC are already accounted for in the financial forecast and request on a multiyear basis, authority to utilise the funds under each envelope.
- 2.5 An update on the evolution of expenses was provided by Mr Dutson who explained that the expense figures were consistent with the figures presented to the AFC in May.
- 2.6 He explained that the new pledges brought in by the Resource Mobilisation and Private Sector Partnerships (RMPSP) team compensated for the negative movement on foreign exchange.

Discussion

- The AFC thanked the Secretariat for the quality of the document provided.
- The AFC Chair reminded the members that the decisions being put forward to the AFC should be considered in view of their financial viability given the resources, rather than being considered on their programmatic merits. He noted that the review of the programmatic merits is a Programme and Policy Committee (PPC) responsibility, with the AFC being required to opine on whether, should the PPC agree to move forward with a particular set of decisions, there would be money to fund the programmatic decision.
- In response to a question, the Secretariat clarified that the impact of updated price projections on vaccine expenditures in the forecast, as seen in Doc 02 (Figure 1, Annex 3). The Secretariat advised that price projections had been updated to reflect new tender outcomes and market movements. Large step price changes such as that resulting from the penta tender are rare in both magnitude of relative and absolute change; they are unlikely to be repeated in the future.
- The Secretariat also clarified that the increase in the Advanced Market Commitment (AMC) proceeds is due to updated programme implementation assumptions which in turn drives the amount of AMC funds Gavi receives. An increase in the AMC funded PCV programmes of an amount of US\$ 143 million is now forecasted to be incurred in the 2016-2020 period, which was previously forecasted to be incurred in 2021-2025 period.



- The Secretariat further clarified that this does not change the AMC subsidy per se and neither does it impact funds available to Gavi for future investments of US\$ 0.4 billion, after the funding decisions discussed at the meeting. Even though the forecast is now being updated annually, it was noted that the total amount available for future investment has remained broadly unchanged. Mr Greene, in response to the Chair's question, observed that the annual update of the forecast has resulted in efficiencies without any significant tradeoffs. Should the Secretariat become aware of any significant changes during the course of the year, it will inform AFC of these at its next meeting.
- In response to a question on why Syria was not part of the funding decision, Anuradha Gupta, Deputy CEO, explained that the situation is not clear yet regarding Gavi's potential support to immunisation in Syria. She noted it will be discussed at the upcoming PPC meeting the following week.
- In response to a question from a Committee member, Ms Gupta noted the expansion of the supply base of doses for the Yellow Fever vaccine over the next three years by WHO and the Secretariat. The increase in doses is expected to require an additional US\$ 150 million, and which has been included in the estimates.
- In response to a question about the status of the IFFIm pledges made by the Netherlands and France, the Secretariat noted that it hoped that pledges would be become signed agreements before the end of 2016.
- In response to a question about potential cost savings from the Gavi Alliance's upcoming move of offices in Geneva, Mr Greene noted that while savings are expected, the amount is not available at this stage, and will be brought to the AFC's attention once available.
- Regarding the governance mechanism of decisions around allocation of any savings made by Gavi, the Secretariat also clarified that Gavi's financial forecast is demand driven. As expenses fluctuate, any savings go into a general fund. If funds become available then on the basis of the programmes being brought to the PPC, they may be allocated accordingly.
- The AFC noted that an increase from US\$ 50 million to US\$ 250 million in the Cold Chain Equipment Optimisation Platform (CCEOP) funding envelope was being requested by the Secretariat before the end of 2016, whereas the Board decision on the CCEOP in June 2015 noted that the original provision of US\$ 50 million will be revisited for a possible expansion in 2017. The Secretariat noted that it had updated its financial forecast to reflect the reality of the expected expenditures associated with an extension of the CCEOP based on the level of country applications received. At the time of the June 2015 Board decision, only US\$ 50 million was included in the financial forecast.



- The Chair sought clarity on whether the Secretariat was creating multi-year funding envelopes for CCEOP which may be paid out as and when the Independent Review Committee (IRC) reviews and approves proposals from the countries for this programme. Mr Dutson explained that while the IRC may recommend a programme for five years (as grant applications are generally for five years), performance is assessed annually. A financial liability is only created for one-year at a time.
- The Secretariat noted the AFC's request to ensure that the pace of co-financing by countries is monitored closely in relation to its impact on expenditures.
- The Secretariat informed the AFC that the Partners' Engagement Framework (PEF) included a new component for operational partnerships to allow Gavi to leverage private-sector resources and expertise. Approval of PEF for multiyears, 2016 and 2017, will enable savings made in 2016 to carry over to 2017, thereby facilitating areas such as operational partnerships.
- AFC members sought clarification on the governance and oversight mechanism of the committee within the Secretariat that provides its recommendations on operating partnerships to the CEO.
- The Secretariat explained that the matching fund contribution from donors is utilised for the operational partnerships. These operational partnerships are run by contributors to the matching fund. The Secretariat also runs a due diligence process through an external agency to check the credentials of the private entities to mitigate any risk for Gavi. The RMPSP team analyses the proposals on basis of scalability and sustainability. The Country Programme team is involved to check the buy-in of countries. A Committee composed of Managing Directors reviews the programmes before recommending it to the CEO. The Secretariat informed the AFC that it will continue to keep the PEF Management team informed of operational partnerships but they will not seek prior approval of the PEF Management Team which has a very specific mandate.

Decision One

The Gavi Audit and Finance Committee:

Noted that it reviewed the financial implications of the potential decisions for programme funding requests, funding of the HPV multi-cohort strategy, funding of stockpiles for Cholera and MenA vaccines, and establishment of Programme Funding Envelopes and concluded that they could be approved by the Board in accordance with the Programme Funding Policy.

Further noted that the responsibility of the AFC in this context is to confirm that Gavi has sufficient financial capacity for the proposed funding decisions, and not to opine on their programmatic merits.



Recommended to the Board:

- a) That the budgetary amounts approved by the Board in Decision 12 of the Board Meeting of 2-3 December 2015 for each component of the Gavi Engagement Framework and Budget for Partners and Secretariat for 2016 and separately for 2017, be treated as an overall Budget amount for each component which may be utilised over both years. [See paragraph 15 of Doc 02]
- b) That capital expenditure of the Secretariat in excess of the capital expenditure budget can be incurred within the overall amount of the Secretariat Engagement Framework and Capital Expenditure budgets for both years. [See paragraph 15 of Doc 02]
- c) That expenditure on Operational Partnerships (as described in paragraph 16 and Annex 9), which are a new initiative for which no provision was made in the aforementioned Budget for 2016 and 2017 can be incurred within the overall amount of the Secretariat / Partners' Engagement Framework budgets for both years. [See paragraph 15 of Doc 02]

3. **Programme Funding Policy revision**

- 3.1 Tony Dutson, Senior Director, Finance and Chief Accounting Officer, presented the proposed edits to the Programme Funding Policy (Doc 03).
- 3.2 Mr Dutson explained that this policy update pertains to the programme funding envelopes and their expansion to capture routine vaccinations, stockpiles and CCEOP with the goal of improving efficiency and speed of implementation—which is a Gavi KPI to accelerate investments.
- 3.3 Mr Dutson noted that already today 90% of Gavi's existing and new programmes are approved under the programme funding envelope mechanism, and that this mechanism requires the IRC or other board mandated body to provide their technical approval in order for the programmes to go forward.
- 3.4 Mr Dutson then informed the AFC of the proposed higher minimum level to the the cash investment reserve during times of increased uncertainty.

Discussion

- The Chair sought clarification pertaining to a situation where expenditures might potentially overshoot the Board approved envelope. The Secretariat explained that should such a situation arise, the additional expense amount will require Board approval.
- In response to a question from an AFC member, the Secretariat clarified that the funding envelope mechanism is being adopted to enhance efficiency based on



new KPIs and HSIS policy, and to allow the Board to focus on more strategic matters.

- The Committee noted that the approval of the funding envelope gives the assurance to the PPC, when a programmatic decision comes to them, that there is financial bandwidth to undertake the programme, should the PPC approve it on its programmatic merits.
- In response to a question from an AFC member, the Secretariat explained that the CCEOP's threshold for budget adjustments is 10% versus 5% for other programmes due to the fact that CCEOP purchases are predominately made in Euros and as such Gavi is more exposed to foreign currency movements. Additionally, the threshold also reflects greater variances arising from potential changes in service bundles as the programmes are rolled out in the countries.
- The Committee noted that if Gavi is to uncap the cash reserve it could create an issue for donors in terms of regularity and predictability of their cash flows to Gavi. When making a contribution, certain donors make a liquidity check to be comfortable that it is not paying into an entity that already holds adequate cash reserves. Thus far Gavi's policy on maintaining an eight months' reserve has provided this assurance, however if the cap is to be removed then this becomes more difficult for donors to justify during internal audits.
- The AFC and the Secretariat agreed that should a change need to be made to the cash reserve minimum requirement of eight months, the AFC would be requested to approve it via email and that Gavi would make public its rationale for the increase.
- The Secretariat informed the AFC that the current financial forecast, includes a total cash and investment reserve of nine months.
- In response to a question from an AFC member, the Secretariat clarified that the proposal to include the approval of new 'routine' vaccines within the envelope would result in the CEO being authorised to approve these programme. However CEO approval is still contingent on IRC or other board mandated technical body approval and confirmation of funding availability by the Secretariat (CFO). This will enhance the time taken between decision and disbursement. As per the suggestion of a AFC member, the Secretariat will proactively monitor the improvement in disbursement time that occurs as result in this policy shift.

Decision Two

The Gavi Audit and Finance Committee:

<u>Recommended</u> to the Gavi Alliance Board that it approve the amended Gavi Alliance Programme Funding Policy attached as Annex A to Doc 03, subject to including the amendments agreed at the meeting.



4. Risk management

- 4.1 Jacob van der Blij, Head of Risk, presented the progress made in strengthening risk management and assurance capabilities, and requested the Committee's guidance on the draft Risk and Assurance report and questions to the Committee related to top risks identified, their prioritisation, risk appetite, and the report's design (Doc 04).
- 4.2 Mr van der Blij presented a matrix of top risks facing Gavi, ranked against likelihood and impact, noting that the highest risks are programmatic rather than corporate.
- 4.3 He mentioned that this is the start of an iterative process of understanding the Alliance's risk exposures and will be refined continuously going forward. The input received from the AFC and the PPC will be integrated into the final report to be reviewed by the Board in December 2016.

Discussion

- The Committee noted with appreciation the work undertaken by the Secretariat and Mr van der Blij in a short amount of time.
- The Chair highlighted that risk management at Gavi is undergoing an evolution that will foster transparency within the Secretariat, help the Board develop an understanding of the critical risks, and whether these risks are being managed and mitigated adequately.
- The Committee endorsed planned next steps to allocate the top risks to risk owners and to further develop more coherent mitigation strategies for each risk. Committee members noted that there is room to provide more information on specific mitigation strategies and whether applying those change the risk rating.
- The Secretariat confirmed that the risks being presented to the AFC are residual risks, with the caveat that some mitigation strategies are still in the process of being implemented.
- In response to a comment from an AFC member that some risks seemed too high and may have to be lowered, the Secretariat clarified that risk appetite for each top risk will be reviewed next year, and that once the risks are approved, more indepth analysis will be conducted for each top risk, which may improve the understanding of impact and likelihood for each risk.
- The Chair highlighted that the determination of Gavi's top risks would allow the Audit and Investigations team to take a more focused approach as it develops its audit plans, particularly in programme audits.



 The Committee suggested a possible distinction between the risks that can be managed versus those that are external to Gavi and therefore not easy to manage. In the future, deep-dives on specific risks could be considered for the highest programmatic risks, e.g. country management capacity (combined with partner capacity and HSIS value for money) and data quality. Also, it noted that for effective risk management it is important to make risk owners responsible for risk monitoring and mitigation.

5. Report of Audit & Investigations

- 5.1 Simon Lamb, Managing Director, Audit & Investigations, provided a status update on matters relating to its department activity (Doc 05).
- 5.2 Chrysantus Nyongesa, Head, Internal Audit, Audit & Investigations, reported on the execution of the 2015 Internal Audit plan, and the proposed Internal Audit plan for 2016 for the Committee to approve; and the status of open internal audit issues raised, in addition to discussing the risk mapping exercise conducted by his team.
- 5.3 Mr Nyongesa, provided an update on the risk mapping exercise, and alluded to the Annex C of Doc 05 that maps top risks for Gavi as determined by the Risk team. This identified where the top risks are represented in terms of the processes included within the audit universe, and those activities in the 2016 and 2017 Internal Audit plans.
- 5.4 Edmund Grove, Director, Programme Audit, Audit & Investigations, provided an update to the Committee on the status of programme audits.
- 5.5 Mr Grove then updated the Committee on the execution of the 2016 Programme Audit plan, and the proposed Programme Audit plan for 2017 presented to the Committee for its review and approval.
- 5.6 Paul Catchick, Head, Investigations & Counter-Fraud, Audit & Investigations reported on the results of the review of Gavi's fraud risk exposure and the key findings. He said that the next steps would be to prepare a prioritised action plan to be agreed with relevant management.
- 5.7 Finally, Mr Lamb provided the status on the remediation of recommendations arising from the conduct of the External Quality Assessment (EQA) previously reported to the Committee.

Discussion

• In response to a question from an AFC member, Mr Lamb clarified that the Internal Audit team does not audit risks directly but rather the processes in place to mitigate those risks, to provide assurance that the processes are effective in managing risk.



- The Committee noted that audit efficiency could be increased by making improvements within programmes if recurring issues uncovered during audits across different countries are addressed as areas for improvement in coordination with the Country Programme department. It was recognised that any improvements would likely take time to yield benefits but that this would be taken up further with Country Programmes.
- The Committee sought clarification on the fact that the highest risks identified by Secretariat management in the risk matrix appeared to receive no coverage in 2016 and 2017. It was clarified that many of these processes were subject to significant change currently as part of the Secretariat's investment in enhanced risk management, and therefore were not yet sufficiently mature to make an audit effective and useful. Rather, assurance in these areas would come from the planned programme audits including both the audit of programmes in-country, and cross-cutting processes.
- It was also suggested that Gavi's Audit and Investigation department should verify what kind of assurances partners can give with regards to their own internal audit and control environment. This was endorsed by Mr Lamb - in reviewing collaboration opportunities with the Office of the Inspector General of the Global Fund, it was likely that collaboration with the audit functions of UNICEF' and WHO, where there is greater operational overlap, was more likely to yield efficiencies.
- Mr Lamb informed the AFC that it had a comprehensive communication process in place for publishing a programme audit reports, as previously presented to the AFC, and this is tailored for each report with relevant management from the Secretariat.
- Overall, as regards Programme Audit, Mr Sidwell noted four points of action:
 - The Programme Audit team should work with Country Programmes on the eight recurring themes identified in their work to determine if enhanced process could be introduced, to achieve improvements more rapidly than could be achieved by solely executing programme audits.
 - Execute the agreed cross-cutting audits as part of this initiative.
 - Continue to undertake programme audits in-country on a risk-assessed basis, as set out in approved audit plans.
 - Liaise with the audit functions of UNICEF and WHO to determine if greater efficiencies can be obtained through collaboration to help address some of the issues raised by AFC.
- The Committee and Mr Lamb agreed that the execution of a further EQA as contemplated in the A&I paper would represent a significant diversion of effort at a time when the focus should be on execution of audits. Given that the EQA was just conducted last year, and the systems implementation necessary to facilitate that, the scheduling of a future EQA should be re-assessed by the AFC at the end of 2017.



• The Chair requested that once the management consultation on the Fraud Risk Review was completed, and the action plan developed, it should be presented to the AFC, for its consideration before being implemented.

Decision Three

The Gavi Audit and Finance Committee:

Approved the 2017 proposed plans of Internal Audit and Programme Audit.

6. 2015 IRS Form 990

6.1 Louis Mkanganwi, Director, Financial Accounting & Reporting, presented Gavi's draft IRS Form 990 for the year ended 31 December 2015 (Doc 06). He noted that the form was for the Gavi Alliance only and did not include financial information for IFFIm or the Gavi Campaign. Mr Mkanganwi also noted that information in the Form 990 had gone through several internal and external reviews to ensure accuracy, and that the final Form 990 would be approved and signed Barry Greene before it is filed.

Discussion

• The Chair highlighted that the reason why Gavi files the Form 990, even though it is a Swiss Charity, is because it is registered as a foreign 501(c)(3), which allows it to receive funding from US charities and foundations including the Bill & Melinda Gates Foundation and USAID.

7. Gavi interim financial statements (Q2 2016)

- 7.1 Louis Mkanganwi, Director, Financial Accounting & Reporting, presented the Gavi interim financial statements for the second quarter of 2016 (Doc 07).
- 7.2 Mr Mkanganwi mentioned that the interim financial statements provide a high level overview of the financials, and that the financial information presented in the Annual Financial Report is much more detailed.
- 7.3 As this item was presented for the first time to the Committee, Mr Mkanganwi sought feedback from the Committee on whether the form of information presented was sufficient.

Discussion

• The Committee appreciated being presented the second quarter financial information.



- In response to a question from an AFC member, Mr Mkagnanwi clarified that the Finance team prepares Gavi's trial balances and related account reconciliatons on a monthly basis, and prepares standalone and consolidated financial statements on a quarterly basis. Mr Mkanganwi noted that the timing of preparation of quarterly consolidated financial statements was dependent of receipt IFFIm of financial information from the World Bank. Mr Mkanganwi also clarified that the second quarter interim financial statements presented in Doc 07 had been prepared for the Gavi Alliance only, and excluded IFFIm and the Gavi Campaign.
- The AFC requested to see the most recent available consolidated interim financial statements its next Committee meeting.

8. Corporate matters and timing of Annual Financial Reporting

- 8.1 Louis Mkanganwi, Director, Financial Accounting & Reporting presented options for the Committee's guidance regarding the timing of the Annual Financial Reporting following discussions with the IFFIm Board, particularly Marcus Fedder, IFFIm Audit Committee Chair, and the World Bank.
- 8.2 Mr Mkanganwi reminded the AFC that the timing of the Annual Financial Report was dependent on the date of Gavi's receipt of an IFFIm a financial reporting package from the World Bank. Mr Mkanganwi advised the AFC that the World Bank had agreed to accelerate delivery of the final audited reporting package from 31 May to 31 March, but had also indicated that it was no longer able to provide draft financial information that had, in previous years, been delivered to Gavi ahead of the final reporting package. Mr Mkanganwi explained, when taking the two changes together, the Secretariat did not believe that the acceleration of delivery of the Annual Financial Report in 2017 would be possible.
- 8.3 Alexandru Cebotari, Committee member and World Bank representative, confirmed the World Bank's proposed adjustments to the timeline for presenting IFFIm financial results and explained the limitations it faced in presenting draft financial information.
- 8.4 Philip Armstrong, Director, Governance, reminded the AFC that at a meeting in December 2015, the Governance Committee had discussed the timing of the AFR, in relation to the feasibility of holding an additional Board meeting to review and approve the AFR in September. However, there was little appetite for this given the number of significant international events around that time.
- 8.5 Mr Armstrong, then provided a short update on the Board and Committee selfevaluation which will be coordinated by consultants from Egon Zehnder International. It is an exercise to assess the effectiveness of the Board and its Committees and, among other things, will look at the intersections between and within the Committees and some of the skills and competencies that are appropriate to those.



Discussion

- The Chair highlighted that given the new timeline for receiving IFFIm's reporting package is being moved from May to March, this should allow the AFC and interested to review a draft of the Annual Financial Report in June 2017. However, the final AFC review still could not be conducted before July. The Chair requested the Secretariat to look into whether the final review could be done earlier in July.
- The earliest possible opportunity to implement the acceleration of the Annual Financial Reporting process, subject to further discussions with the external auditors and the World Bank, would be by 2018.

9. External auditor assessment

- 9.1 The Chair invited Mr Mkanganwi to lay the groundwork for this item (Doc 09). Mr Mkanganwi noted that as part of the Gavi's Independent Auditor Selection and Evaluation policy, Gavi appointed an independent external auditor for five years. After completion of the second year's audit, the policy requires the Committee to perform an assessment of the auditor's performance.
- 9.2 Mr Mkanganwi explained that, in order to assess KPMG's performance, a questionnaire was completed by those members of the Secretariat who interact with KPMG on a regular basis.
- 9.3 Mr Mkanganwi also noted that the assessment concluded that the external auditors KPMG are providing a high quality of audit services. However, there were some areas that presented potential for improvement.

Discussion

- The Chair confirmed that he had been consulted on how the assessment of KPMG should be performed, and highlighted that the assessment methodology seemed to follow best practice in this area.
- In response to a question from an AFC member, the Secretariat clarified that while a management letter was provided by KPMG, the letter was focused on audit findings arising from KPMG examination of the financial information audit rather than on business insights that may arise in the areas KPMG audited.
- Committee members noted that the partner has been on the engagement for about seven years. This was marked by the Secretariat as a follow up item to check KPMG's partner rotation policy and then, after considering this policy along with all other relevant information, make a recommendation to the AFC on whether Gavi should request a partner rotation.



10. Review of decisions and any other business

- 10.1 Philip Armstrong, Director of Governance and Secretary, reviewed and agreed the language of the decisions with the Committee.
- 10.2 Mr Armstrong also informed the Committee that its newly revised Charter will be tabled for review to the Governance Committee in December for approval by the Board immediately thereafter.

After determining there was no further business, the meeting was brought to a close.

Mr Philip Armstrong Secretary



Attachment A

Participants

Committee Members

- David Sidwell, Chair
- Alexandru Cebotari
- Shanelle Hall (By phone)
- Marcus Koll (By phone- until item 5)
- Clarisse Loe Loumou
- Emmanuel Maina Djoulde
- Heidi Malene Nipe

Committee Member-elect

Chris Taylor

Secretariat

- Philip Armstrong
- Jacob van der Blij
- Alan Brooks (items 1-2 only)
- Paul Catchick (item 5 only)
- Tony Dutson
- Barry Greene
- Edmund Grove (item 5 only)
- Anuradha Gupta (items 1- 4 only)
- Alex de Jonquières (item 4 only)
- Mahwesh Bilal Khan
- Alexandra Laheurte Sloyka
- Simon Lamb
- Louis Mkanganwi
- Chrysantus Nyongesa (item 5 only)
- Marie-Ange Saraka-Yao (items 1- 4 only)

Observers

- Kelly Jarrett, Bill & Melinda Gates Foundation
- Esther Fox, Canada
- Susan McKinney, USAID (items 1- 2 only)
- Elizabeth Noonan, USAID (items 3 10 only)