

**SUBJECT: CONSENT AGENDA: VICE CHAIR APPOINTMENT**

**Agenda item: 02a**

**Category: For Decision**

### **Section A: Summary**

- In December 2017 it was announced that Board Vice Chair, Gunilla Carlsson, had been appointed as Deputy Executive Director, Management and Governance, UNAIDS, and Assistant Secretary General of the United Nations. At that time, it was agreed that she would remain as Board Vice Chair until 31 March 2018.
- William (Bill) Roedy assumed the role of acting Board Vice Chair from 1 April through 30 June 2018 following prior consultation with the Governance Committee and notification of the Board.
- At its meeting on 15 February 2018, the Governance Committee approved updated terms of reference for the Board Vice Chair (Annex A) as well as updated terms of reference for the Board Vice Chair Nominations Subcommittee.
- The Board Vice Chair Nominations Subcommittee was constituted comprising Dr Ngozi Okonjo-Iweala (Board Chair and Subcommittee Chair), Bill Roedy<sup>1</sup>, Minister Bahar Idriss Abugarda and Blair Exell. Dr Clarisse Lou Loumou and Dr Sai Prasad of the Governance Committee were co-opted by the Board Chair to participate in the deliberations to broaden constituency representivity.
- An invitation for expressions of interest in the position of Board Vice Chair was circulated to the Board on 16 February 2018 and two expressions of interest were received.
- Both candidates were interviewed by the Subcommittee and scored against an agreed set of questions common to both candidates.
- On this basis, Bill Roedy was recommended by the Subcommittee to be nominated as the next Board Vice Chair of the Gavi Alliance Board, and subsequently by the Governance Committee at its meeting on 4 June 2018.

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<sup>1</sup> Mr Roedy subsequently recused himself from the deliberations of the Subcommittee on account of his candidacy for the position

## **Section B: Actions requested of the Board**

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

- a) **Reappoint** William (Bill) Roedy as an Unaffiliated Board member through to 31 July 2021; and
- b) **Appoint** William (Bill) Roedy as Vice Chair of the Board with individual signatory authority effective 1 July 2018 through 31 December 2019.

## **Annexes**

**Annex A:** Updated Terms of Reference of the Independent Review Committee



## BOARD VICE CHAIR v1

### TERMS OF REFERENCE

The Board Vice Chair is a high profile position of global stature and the function established under Article 12 of the Statutes of the Gavi Alliance (“Gavi”), and whose primary role is set out in Article 2.6 of the By-Laws.

It is anticipated that the Vice Chair should preferably be an already sitting member of the Board.

The Vice Chair plays an important role in the support of the Board Chair in managing the affairs of the Board to ensure the Board is organised properly, functions effectively, and meets its obligations and responsibilities. In addition, under Article 2.6.4 of the By-Laws, the Vice Chair is expected to assume the position of Chair of the Governance Committee.

#### Duties and Responsibilities

- **Ambassador for the Gavi Alliance:** As an “ambassador” for Gavi and its mission to its various stakeholder groups, the Vice Chair may deliver speeches at major conferences, perform high level outreach to partner agencies and governments, and conduct such other advocacy work on behalf of Gavi as may be requested by the Board Chair.
- **Support the Board Chair:** Foster a strong relationship with the Board Chair and work with her in supporting her overall leadership and oversight of the Board of Gavi and to take on such assignments that may be requested of the Vice Chair by the Board Chair, either on a permanent basis for the duration of the term of the Vice Chair or from time to time as may be appropriate in assisting the work load of the Board Chair.
- **Board meetings:** Preside over meetings in the absence of the Board Chair in accordance with Article 2.6.4 of the By-Laws.
- **Leadership of the Board and the Governance System:** This may include supporting the Board Chair in establishing procedures to govern the Board’s work, ensuring the Board’s full discharge of its duties, working with the Secretariat to ensure that the Board receives accurate, timely and clear information and documentary materials in support of its work. This may include helping the Board Chair set the Board’s dynamic and culture and work to build productive relationships among Board members and the Secretariat.

- **Governance Committee:** Chair meetings of the Governance Committee for the duration of his/her term as Vice Chair and whose duties shall require that the Governance Committee fulfills its mandate to supervise and monitor the quality and appropriate performance of the governance system of Gavi and shall:
  - lead and facilitate Committee meetings;
  - facilitate and summarise discussions objectively and with clarity seeking to gain consensus and exert authority when necessary;
  - ensure all Committee members appropriately contribute to deliberations and regularly participate in meetings;
  - collaborate with other Committee Chairs particularly in regard to Board and Committee nominations and skills/expertise requirements;
  - collaborate closely with the CEO and Board Secretary along with the Board Chair on all matters relating to the governance of Gavi; and
  - represent the committee during the course of Board meetings.

## **Experience and Characteristics**

Gavi is seeking a highly sophisticated individual with the capacity and experience to develop important relations valuable to the organisation's mission.

Ideally, this individual will have led complex, strategic and mission-driven assignments that have global impact and bring experience with multi-stakeholder groups, preferably in a leadership capacity and with some experience and insight into the governance of complex international organisations.

The Vice Chair should bring unquestionable integrity, diplomacy and gravitas to the position and be someone who is a good match for the Board Chair given that it is anticipated they should have a close, collaborative working relationship.

## **Term**

The Vice Chair is selected for a two-year period or such other term that the Board may determine and may be reappointed for a further term in accordance with Article 12 of the Statutes.

## **Time Commitment and Minimum Criteria**

The Board normally meets in person three times per year in locations throughout the world – two principal meetings and one retreat.

The Governance Committee meets more frequently comprising a combination of teleconferences and in-person meetings that in the past year has numbered six meetings, as well as participating in most subcommittees of the Governance Committee that over the past year has comprised another 10 meetings across another three specifically constituted Governance Subcommittees.

It is essential that any candidate for the position of Vice Chair has the capacity and time to devote not only to this role but also that of the Chair of the Governance Committee.

It is anticipated that this could constitute approximately five days per month in time committed, which will fluctuate depending on the nature of any assignments requested by the Board Chair or where it may require dedicated preparations ahead of meetings of the Governance Committee during periods of Board and Committee nominations and projects being undertaken through the auspices of the Governance Committee e.g. Board and Committee evaluation, follow up on evaluation findings and recommendations, projects generated by the evaluation process, etc.

Along with making the appropriate time commitment, the Board has set other minimum criteria expected of all Board members:

- Commitment to Gavi's mission.
- **Unaffiliated Board members** should be senior executives or sufficiently expert in their field to provide meaningful guidance and oversight to an organisation of Gavi's size, scope, and responsibility.
- **Representative Board members** who might be available to fill this position, it is important to note that according to Article 2.6.5 of the By-Laws, the Vice Chair shall not "...express his/her Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting...".
- Ability to work in the English language.

### **Commitment to Gender and Inclusion**

The Board has resolved that criteria for Board membership shall be consistent with the Gender Policy of Gavi, specifically, that gender balance in all areas of Gavi's work should be ensured, including throughout the governance structures, to the extent possible.

### **Behavioural Competencies**

- **Strategy skills** including strong intellectual, management and analytical skills, a broad-based and long-term view of strategic and organisational goals and an ability to evaluate courses of action facing a complex international organisation.
- **Influencing and Communicating Skills** including an ability to develop an effective and constructive relationship with the Board and CEO, as well as key external influencers. As an ambassador for Gavi, the Vice Chair must have the ability to communicate effectively and meaningfully with a variety of stakeholders, advocating with passion on behalf of Gavi's mission and its resource mobilisation efforts. The Vice Chair must bring a high emotional intelligence – namely, to be perceptive to people issues, a good listener and have the ability to build consensus among Board members and Alliance constituencies.

- **Intercultural Skills** including a strongly international perspective, an understanding for the issues and perspectives of a wide range of developing countries, and the ability to operate effectively in both developed and developing country settings.
- **Collaborating and Teamwork** including a willingness to participate in robust, rigorous debate and then work with others to derive and implement new solutions; an ability to encourage partnerships between others; openness to be challenged on assumptions, beliefs or viewpoints, and a willingness to re-examine these where necessary.
- **Independence and Integrity** including an ability to formulate a balanced and impartial view independently of organisational positions; an ability to articulate and defend his/her own position objectively and persuasively; and a commitment to speaking openly and respectfully in defence of a position or principle.

## Remuneration and Support

Gavi Board members, including the Vice Chair, are not compensated, but travel and other reasonable expenses connected with their service are reimbursed if an Unaffiliated Board member but if an Affiliated Board member their costs will be generally be borne by their representative organisation.

Further, the Vice Chair is entitled to retain a Gavi-compensated “Special Adviser” who can provide strategic advice to the Vice Chair on Gavi issues; ensure the Vice Chair is well informed on key policy, governance, and management issues; and serve as an additional liaison to the Secretariat and the Board.

SCREENING & SELECTION MATRIX 2018 v1				
Board Vice Chair – nominations and interview check list				
Attributes	Applicable Experience/Expertise	Candidate #1	Candidate #2	Candidate #3
<b>EXPERIENCE</b>				
Essential	Experience with the Gavi Alliance and acknowledged commitment to mission			
Essential	Experience presiding over Board Committees			
Essential	Experience with complex international organisations			
Essential	Experience with governance issues			
Desirable	Experience working with top leadership			
Desirable	Experience presiding over Board meetings			
<b>BEHAVIOURAL</b>				
Essential	Capacity to work closely with Chair			
Essential	Demonstrated willingness to fulfil a supporting role			
Essential	Recognised capacity to be ambassadorial and impartial			
Essential	Recognised for independence of mind			
Essential	Recognised capacity for collaboration with Board, Committees and Secretariat			
Essential	Recognised ability to lead rigorous open debate and listen			
Desirable	Gravitas (dignity and solemnity of manner)			
Desirable	Willingness to speak their mind			
<b>SKILLS</b>				
Essential	Recognised strategic thinking skills and ability to evaluate different courses of action			
Essential	Analytical skills and capacity to summarise discussions			
Essential	Advocacy skills, influencing and relationship building			
Essential	Acknowledged public speaking skills			
Essential	Leadership skills and capacity to exert authority when necessary			
Essential	Consensus building skills			
Essential	Intercultural skills and experience with developing countries			
Essential	Languages skills and ability to work at a high level in English			
Essential	Facilitation skills for board and committee meetings			
Desirable	Recognised for strategic vision			
<b>EXPERTISE</b>				
Essential	Experience and acknowledged reputation in the health sector			
Essential	Experience with international development			
Desirable	Corporate governance			
<b>TIME</b>				
Essential	Willing to commit without exception to remaining in position until 31 December 2018			
Essential	Ability and willingness to devote the necessary time and effort (5-8 days/mo.)			
<b>VALUES</b>				
Essential	Reputation (no negative reputation that could potentially be damaging to Gavi)			