



December 2020

EVALUATION ADVISORY COMMITTEE TERMS OF REFERENCE

1. PURPOSE

The Evaluation Advisory Committee (“Committee” or “the EAC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) under Section 19 of the Operating Procedures to support the Board in fulfilling its oversight responsibilities in respect to the management of Gavi’s evaluation activities (as defined in the Gavi Alliance Evaluation Policy).

The EAC is not deemed to be a committee of the Board in that its primary role is essentially an advisory function as contemplated under Article 19 of the Statutes. It is empowered by the Board to undertake the responsibilities outlined in these terms of reference. It does have limited decision-making powers as outlined in these terms of reference.

Words and expressions used in this terms of reference shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi Board and Board Committee Operating Procedures (“Operating Procedures”).

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in these terms of reference, which may be amended by the Board as and when required or deemed necessary.

A. Composition and size

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

The EAC shall comprise not less than five persons. A majority of the EAC members shall comprise independent evaluation experts and a minority of Board Members or Alternate

Board Members. Independent experts should be institutionally independent of the Secretariat, Board and Board Committees. EAC members will serve in their personal capacities and will not represent their employers, government or Gavi partner organisations.

The selection of EAC members shall be guided by the following criteria: credibility and independence; commitment and availability to participate in meetings; geographical and gender diversity; absence of conflict of interest.

Independence should be determined by taking into account the following questions, the answers to which will assist in ascertaining independence:

- Is the candidate institutionally independent of the Secretariat, Board and Board Committees?
- Is/has the candidate been an employee of the Secretariat within the last three years?
- Is/has the candidate had, within the last three years, a material business relationship with Gavi, whether directly as a partner, shareholder, contractor, grantee, director or senior employee of a body that has such a relationship with Gavi?
- Has the candidate received remuneration from the Secretariat within the last three years?
- Does the candidate have any close family ties with any of Gavi's advisers, Board or Board Committee members, or senior employees?
- Does the candidate have any conflict of interest, as defined in Gavi's *Conflicts of Interest Policy for Governance Bodies*, and if so can they be managed appropriately?

B. Competencies and skills

Each member of the EAC should have expertise, experience and knowledge of monitoring and evaluation methodology including design and quality assurance, EAC members should also collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- International development systems and functions;
- Experience with health systems in low and middle income countries;
- Public health and policy;
- Understanding of the Gavi mission and strategy and how evaluations can help to achieve Gavi's deliverables;
- Ability to work in a team and reach compromise to support EAC decisions/recommendations.

All EAC 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.

The criteria for the EAC membership shall be consistent with Gavi's guiding principles on gender for Board and Committee nominations and Gavi's Conflicts of Interest Policy for Governance Bodies.

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

The Chair of the EAC shall:

- Plan, lead and facilitate the conduct of 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 Board Committee Chairs as appropriate;
- Collaborate closely with the Chief Executive Officer (CEO) and the Secretariat on all matters relating to the oversight of Gavi's evaluation activities;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of EAC members in conjunction with the Governance Committee and the Board, including providing guidance on matters relating to the independence of candidates.

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

In the event that an EAC member is unable to attend a schedule meeting, they cannot designate a replacement. If an EAC member has two consecutive absences from EAC meetings, the EAC Chair will discuss with that EAC member the viability of their continued involvement on the Committee.

C. Appointment, term of office and support

All EAC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the EAC. EAC members shall be appointed once every two years, with a maximum of three consecutive terms. The Board shall select the EAC Chair once every two years, with a maximum of three consecutive terms. EAC Committee member and EAC Chair terms shall be concomitant. All nominees to the EAC should be evaluated by the Governance Committee in consultation with the EAC Chair to ensure each individual meets the membership requirements set out in 2.B above including an independence test and ensure the individual's competencies fit with the required competencies of the EAC.

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

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

In addition to travel, accommodation and subsistence expenses which will be provided in accordance with Gavi's Travel Policy, independent expert members may also be granted an honorarium. The amount of this honorarium and its detailed modalities shall be determined in accordance with a framework recommended by the Governance Committee and adopted by the Board.

3. AUTHORITY

The EAC shall regularly report on EAC activities to the Board and shall maintain open communications between EAC members and the Board as appropriate.

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

The EAC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate.

The mandate of the EAC is established in this terms of reference.

4. RESPONSIBILITIES

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

- A. Review, provide guidance on and approve Gavi's multi-year and annual centralised evaluation¹ work plans and take note of the decentralised evaluation² workplans.
- B. Identify, for each centralised evaluation of high strategic value to the Board, the level of EAC involvement as part of the review of multi-year annual centralised evaluation workplans. The appropriate level of EAC involvement will consider the strategic importance of evaluations while balancing the workload of the EAC.
- C. For each centralised evaluation of high strategic value to the Board, unless deemed otherwise by the EAC, provide guidance on the scope and questions to inform RFP development.
- D. Review the quality and usefulness of draft centralised evaluation reports of high strategic value to the Board from the independent service provider(s), as determined by the EAC.

¹ As defined in the Gavi Alliance Evaluation Policy

² As defined in the Gavi Alliance Evaluation Policy

- E. Assess final centralised evaluation reports of high strategic value to the Board.³
- F. Facilitate and promote, where possible, the use of evaluations across the Gavi Alliance and more widely as appropriate.
- G. Collaborate with the Programme and Policy Committee (PPC) to identify evidence needs with regards to the design, implementation and results of Gavi's policies and programmes and ensure timely communication of evaluation findings and recommendations to inform the decision-making processes of the Board.
- H. Report on the work of the Committee to the Board as requested.
- I. Review and reassess the Gavi Alliance Evaluation Policy from time to time and recommend any proposed changes to the Board.
- J. Review and regularly assess the independence, quality and capacity of the Gavi Secretariat Evaluation Unit and make recommendations.

It is the responsibility of the Board representatives on the EAC to:

- K. Support the EAC Chair in delivering reports and key messages to the Board;
- L. Act as a link between the EAC and the Board to ensure that the Board applies an evaluation lens to all relevant programmatic and policy decisions to enable relevant actions to be included in the evaluation workplan as appropriate.

5. MODE OF OPERATION

A. Meeting attendance

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

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

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

B. Frequency of meetings

Committee meetings will be scheduled based on the business needs driven by the evaluation workplan. It is foreseen that the Committee shall normally meet no more than twice annually. This could exceptionally be more frequently, if deemed necessary by the EAC Chair. It is intended that the two annual meetings shall normally be face-to-face meetings.

³ EAC members reviewing a draft final report may deem it approved if they feel that the quality of the report is of a sufficiently high quality to enable them to do so

Meetings shall be cognisant of coordination with the PPC at least once a year.

C. Notice of meetings

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

Notice of a meeting of the EAC shall be given to each Committee member at least 10 business days prior to such meeting. All such notices shall be given in writing and sent by mail to the last recorded address of the Committee member or by email if the Committee member has consented to receipt of notice by email. Notice of any such meeting need not be given to any Committee member who submits a signed waiver of notice or who participates in a meeting without protesting, prior thereto or at its commencement, the lack of notice to them.

The EAC Chair may call a meeting on less than 10 business days' notice if in their reasonable opinion there exist exceptional circumstances requiring a Committee meeting to be held on short notice; provided however that the minimum notice that must be provided to Committee members is two business days.

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

D. Agenda

The EAC Chair shall establish meeting agendas with the Secretary of the Committee and in consultation with EAC members and relevant members of the Secretariat. The EAC 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 EAC shall be a simple majority of EAC members.

The Committee may only carry out its business while the quorum requirement is met. In the event that an EAC meeting ceases to be quorate, at the option of the EAC Chair, discussions may continue, but no decisions may be made. The EAC Chair may choose to end the meeting on it becoming inquorate.

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

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

At the commencement of each meeting, each EAC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, Operating Procedures and the Conflicts of Interest Policy for Governance Bodies shall regulate participation.

G. Voting/Decision-making

All decisions at EAC meetings should be by consensus. If no consensus can be reached, any decision of the EAC shall require a simple majority of members present and voting.

The review of the quality and usefulness of draft centralised evaluation reports (as per Section 4) should be delegated to a subset of at least three EAC members, to be agreed on by the EAC at an EAC meeting and recorded appropriately in the meeting minutes.

The approval of final centralised evaluation reports (as per Section 4) should be delegated to a subset of at least three EAC members, to be agreed on by the EAC at an EAC meeting and recorded appropriately in the meeting minutes.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and Operating Procedures and regularly report on its meetings and other activities to the Board.

I. Executive sessions

From time to time, at the discretion of the EAC 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 EAC is authorised by the Board to request the Secretariat to obtain independent professional advice as it considers necessary, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will normally evaluate its performance at least once every two years having regard to the principles and requirements of its mandate as set out in these terms of reference and any additional activities undertaken during the year at the request of the Board.

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

The Board shall review these terms of reference at least every three years, normally to coincide with the regular performance evaluation, to ensure its adequacy and that it remains relevant to the programme of work and in accordance with developments in best practice.