



December 2023

BOARD AND BOARD COMMITTEE OPERATING PROCEDURES

Purpose and definitions

These Operating Procedures apply to the governance, administrative and advisory bodies as listed in Article 8 of the Statutes. Unless defined in these Operating Procedures all capitalised terms used in these Operating Procedures shall have the meaning given to such terms in the Statutes (as amended from time to time). Section means sections of these Operating Procedures. “Business day” means a working day in the Canton of Geneva.

Board

1. Appointment Process

- 1.1. The Board has formed a “**Governance Committee**” responsible, among other things, for recommending the appointment of qualified candidates to the Board in accordance with the Statutes and these Operating Procedures.
- 1.2. The Governance Committee duties, whether or not delegated to another Board Committee (as defined in Section 18) or a sub-committee, shall be subject to the provisions of Section 18.
- 1.3. The Governance Committee shall recommend the nomination of candidates for Board membership in accordance with the procedures herein.
- 1.4. The Governance Committee may establish, subject to Board approval, additional procedures with respect to the designation and nomination of Board members as are reasonably necessary to carry out these provisions.
- 1.5. The Governance Committee may establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board members, provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board member(s) according to its Selection Process. The criteria for Board membership shall be consistent with the guiding principles on gender for Board and Board Committee nominations.

2. Nomination and Appointment Procedures for Representative Board Members

- 2.1. Each Eligible Organisation and Eligible Constituency shall have and implement their own Selection Process for selecting its Representative Board Member(s) as noted in Article 10 of the Statutes.
- 2.2. With respect to any Representative Board Member, the Governance Committee shall promptly nominate each person designated in writing by an applicable Eligible Organisation or Eligible Constituency as its Representative Board Member, unless (i) the person so designated does not meet the minimal criteria established pursuant to Section 1.5 or (ii) in the case of any Eligible Constituency, the Governance Committee shall have concluded, after reasonable investigation, that the person so designated was not chosen in compliance in all material respects with the Eligible Constituency's Selection Process.
- 2.3. In either case referred to in Section 2.2, the Eligible Organisation or Eligible Constituency may request the Board to appoint the person so selected by such Eligible Organisation or Eligible Constituency, in which case the recommendation of the Governance Committee shall be sustained only if the Board approves it in accordance with Article 15 of the Statutes. If a candidate selected by an Eligible Organisation or Eligible Constituency is not so nominated by the Governance Committee, the Eligible Organisation or Eligible Constituency shall select another candidate.
- 2.4. If an Eligible Organisation or Eligible Constituency fails to designate a candidate for nomination, the seat shall remain vacant until a candidate is designated and elected. If an Eligible Organisation or Eligible Constituency fails to designate a candidate for nomination for more than one year, such Eligible Organisation or Eligible Constituency shall be deemed to have delivered a Termination Notice and the provisions of Section 5.5 shall apply. The Board may choose to waive the requirements of this Section from time to time.
- 2.5. Each Eligible Organisation and Eligible Constituency shall have the right to replace its Representative Board Member at any time, in which case it shall promptly notify the Governance Committee and the Secretary. It shall then select a new candidate. Unless the applicable Eligible Organisation or Eligible Constituency requests otherwise, its Representative Board Member shall continue to serve until a replacement is appointed by the Board.
- 2.6. Each candidate for Representative Board membership nominated by the Governance Committee (or as to whom a Governance Committee objection is not sustained) shall be appointed by the Board.
- 2.7. Within the category of Eligible Constituencies, two constituencies are further divided into what are regarded to be five clusters, namely, implementing country governments ("Implementing Countries") and donor country governments ("Donor Countries"). In the case of Implementing Countries, the five Board seats allocated to the Implementing Countries are clustered around five pre-determined clusters of countries aligned with selected criteria and characteristics defined from time to time. In the case of Donor Countries, the five Board seats allocated to the Donor Countries are clustered around five

Anchor Donors (“Anchor Donor(s)”) on a basis determined from time to time by the Donor Countries in accordance with their Self-organising Principles. Disputes regarding entitlement to a Board seat between (i) Implementing Countries within a cluster or (ii) Donor Countries in a cluster centred around an Anchor Donor should, in the first instance, be resolved by the relevant cluster. If the matter is not resolved by the relevant cluster, the Governance Committee will assess the situation and make a recommendation to the Board.

3. Nomination and Appointment Procedures for Unaffiliated Board Members

- 3.1. The Governance Committee may establish, subject to the approval of the Board, such additional criteria with respect to the selection of Unaffiliated Board Members so as to ensure that the Board includes persons having skills, experience and networks beneficial to carry out the work of Gavi Alliance.
- 3.2. Unaffiliated Board Members shall possess the experience and skills in the following areas as deemed appropriate in any given case by the Governance Committee: accounting and audit; investments and financial markets; humanitarian advocacy; private fund-raising; legal, transactional and commercial affairs; marketing and communications; health care, and other skills deemed necessary by the Board from time to time.
- 3.3. In addition, the Governance Committee shall define the specific skills and responsibilities needed for vacancies as they arise and shall design and implement a process to identify suitable nominees.
- 3.4. Each candidate for Unaffiliated Board Membership nominated by the Governance Committee shall be appointed by the Board.

4. Chair and Vice Chair – additional matters supplementing Article 12 of the Statutes

- 4.1. The Governance Committee shall nominate candidates for Chair and Vice Chair.
- 4.2. The Board has prescribed a terms of reference for the Chair attached as Annex 1 and for the Vice Chair attached as Annex 2.
- 4.3. The Chair shall preside at all meetings of the Board and shall act as chair of and preside at meetings of the Market-Sensitive Decisions Committee. Further, the Chair shall perform such other duties as may be assigned by the Board.
- 4.4. The Vice Chair shall preside at meetings of the Board in which the Chair is absent and shall act as chair of and preside at meetings of the Governance Committee. Further, the Vice Chair shall perform such other duties as may be assigned by the Board.
- 4.5. Pursuant to Article 12 of the Statutes, if a Representative Board Member is appointed Vice Chair of the Board pursuant to this Section, that individual will not express their applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board meeting. In such circumstances, the Alternate Board Members for that individual shall be entitled to participate in Board meetings to express the Eligible Organisation’s or Eligible Constituency’s viewpoint in deliberations and to vote.

5. Resignation, replacement and vacancies

- 5.1. Any Board Member may resign at any time by delivering written or electronic notice to the Chair, Chief Executive Officer (“CEO”) or the Secretary, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery receipt by the Chair, CEO or Secretary.
- 5.2. If a Board member has three consecutive absences from Board meetings, the Chair will discuss with that Board member the viability of their continued involvement on the Board and may recommend that they resign. In the case of a Representative Board Member, the Chair will also notify the applicable Eligible Organisation or Eligible Constituency.
- 5.3. Other reasons for removal may include, without limitation, fraud, breach of fiduciary duties (subject to the third paragraph of Article 15 of the Statutes), or criminal activity. A Board Member may be removed by a three-fourths vote of the remaining Board Members. In the case of a Representative Board Member who is removed, the Eligible Organisation or Eligible Constituency shall be entitled to select a new candidate for the Board.
- 5.4. A vacancy of a Board member, Board Committee member, Chair or other officer of the Board or a Board Committee for any reason shall be filled in the same manner in which the original individual was appointed. Individuals appointed to fill vacant positions shall hold such positions for the unexpired terms of their predecessors.
- 5.5. If any Eligible Organisation or Eligible Constituency that is entitled to have one or more Representative Board Members pursuant to Article 9 of the Statutes provides a Termination Notice to the Chair and Secretary that it no longer wishes to have a Representative Board Member, then concurrently with the delivery of such notice, (i) its Representative Board Member(s) shall resign or, in the event such resignation shall not be delivered, shall be deemed removed from the Board, (ii) such Eligible Organisation or Eligible Constituency shall no longer be entitled to a Representative Board Member and (iii) the size of the Board shall be reduced unless and until such time as the Board shall, if required, amend the Statutes to reallocate such seat(s).

Board meetings

6. Meetings of the board

- 6.1. The Board shall meet as often as necessary, and at least twice per year. Board Members are expected to participate fully in all meetings of the Board unless extraordinary circumstances prevent attendance.
- 6.2. A meeting of the Board may be called by the Chair or the Vice Chair, or by the CEO or Secretary at the direction of the Chair or the Vice Chair, or at the request of at least four Board Members. Notice of any meeting so called shall be given in accordance with Section 7.

7. Notices

- 7.1. Notice of a meeting of the Board shall be given to each Board Member at least 10 business days prior to such meeting.
- 7.2. Except as otherwise required by law, all such notices shall be given in writing and sent by mail to the last recorded address of the Board Member or by email if the Board Member has consented to receipt of notice by email.
- 7.3. Notice of any such meeting need not be given to any Board 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.
- 7.4. The Chair may call a meeting on less than 10 business days' notice if in their reasonable opinion there exist exceptional circumstances requiring a Board meeting to be held on short notice; provided however that the minimum notice that must be provided to Board members is two business days.

8. Loss of Quorum

- 8.1. Article 15 of the Statutes prescribes the quorum for the transaction of business at meetings of the Board. The Board may only carry out its business while the quorum requirement is met. In the event that a Board meeting ceases to be quorate, at the option of the Chair, discussions may continue, but no decisions may be made. The Chair may choose to end the meeting upon it becoming inquorate.

9. Agendas and papers

- 9.1. The Secretary, in collaboration with the Chair and Vice Chair, shall prepare the agenda of the Board's meetings, pursuant to any procedures set by the Board, provided that any Board member may request the Board to take up any matter not on the agenda.
- 9.2. Background documentation for each agenda item should be circulated to the Board at least 10 business days in advance of Board meetings, with certain exceptions permitted by the Chair.
- 9.3. Meeting materials should contain the text of recommendations proposed for Board consideration.

10. Meeting participation

- 10.1. The delegation from any one Eligible Organisation or Eligible Constituency should not exceed ten, including the Board Member, Alternate Board Member and/or Committee Delegates. Board Members wishing to bring an observer or observers to the Board meeting may do so, subject to approval of the Board Chair which must be obtained through the Secretary.
- 10.2. The Board Chair may consider additional observer requests as follows:
 - 10.2.1. One observer from a donor country who is not formally affiliated to a donor country constituency cluster; and
 - 10.2.2. One observer from an expanded partner organisation.
- 10.3. The Chair may invite guests and presenters to Board meetings at such times and for such purposes, as they deem appropriate.

- 10.4. Members of the Secretariat shall make themselves available to attend Board meetings as appropriate.

Decision making – additional matters supplementing Article 15 of the Statutes

11. Electronic and virtual meetings

- 11.1. Any or all of the Board members may participate in a meeting by means of teleconference, videoconference or such other method of communication by which all Board members participating may simultaneously hear one another and allows a Board member to follow and contribute to meeting discussions as they occur in real time. A Board Member participating in such fashion shall be deemed present for purposes of quorum.
- 11.2. Unless otherwise restricted by the Statutes or these Operating Procedures, the Board may take a decision without a meeting to an action circulated in writing, or electronically if all of the voting Board members (or their Alternate Board Members) consent thereto in writing or electronically, and written evidence of such consent is filed with the minutes of the proceedings of the Board. A motion to approve decisions in this manner shall be deemed approved if the following conditions are met: (i) notice of a request to approve a decision is made in writing and sent by mail to the last recorded address of each Board member, or by email to the last recorded email address provided by the Board member for that purpose, (ii) a period of no less than eight business days is given for Board members to signal an approval in writing or by email (“**Approval Period**”), and (iii) approval to the motion by all voting Board members (or their Alternate Board Members) is received by the Chair, CEO, or Secretary by the conclusion of the Approval Period.

12. No-objection process

- 12.1. The Board may approve the annual accounts on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the annual accounts shall be deemed approved if the following conditions are met: (i) the Audit and Finance Committee recommended to the Board that it approve the annual accounts, (ii) notice of a request to approve the annual accounts is made in writing and sent by mail to the last recorded address of each Board Member, or by email to the last recorded email address provided by the Board member for that purpose, (iii) a period of no less than eight business days is given for Board members to signal an objection in writing or by email (“**Objection Period**”), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.
- 12.2. The Board may approve transactions and/or activities recommended by the Audit and Finance Committee pursuant to paragraph 3.6 of the Gavi Alliance Delegation of Authority Policy on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve such

transactions and/or activities shall be deemed approved if the following conditions are met: (i) the Audit and Finance Committee recommended to the Board that it approve the transaction and/or activity, (ii) notice of a request to approve the transaction and/or activity is made in writing and sent by mail to the last recorded address of each Board Member, or by email to the last recorded email address provided by the Board member for that purpose, (iii) a period of no less than eight business days is given for Board Members to signal an objection in writing or by email ("**Objection Period**"), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.

- 12.3. The Board may approve the minutes of its meetings on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the minutes shall be deemed approved if the following conditions are met: (i) draft minutes are circulated to the Board at least once for review and comment, (ii) a period of no less than eight business days is given for Board members to provide comments to the initial draft minutes ("**Review Period**"), (iii) notice of a request to approve the minutes is made after the conclusion of the Review Period in writing and sent by mail to the last recorded address of each Board Member, or by email to the last recorded email address provided by the Board member for that purpose, (iv) a period of no less than eight business days is given for Board members to signal an objection in writing or by email ("**Objection Period**"), and (v) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.
- 12.4. The Board may approve Board, Board Committee and Advisory Body appointments on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the appointment of Board members, Board Committee members and Advisory Body members shall be deemed approved if the following conditions are met: (i) the Governance Committee (assuming the functions set out in Sections 1, 2 and 3) recommended to the Board that it approve the appointment of Board members, Board Committee members and Advisory Body members, (ii) notice of a request to approve the appointment of Board members, Board Committee members and Advisory Body members is made in writing and sent by mail to the last recorded address of each Board Member, or by email to the last recorded email address provided by the Board member for that purpose, (iii) a period of no less than eight business days is given for Board members to signal an objection in writing or by email ("**Objection Period**"), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period. This provision does not apply to the appointment of the Chair, Vice Chair, Board Committee chairs or chairs of Advisory Bodies.

13. Transparency

- 13.1. Board Decisions and related documentation, save for any confidential decisions or documents, will be made public on the Gavi Alliance website typically within 10 business days from the date of the relevant meeting.

14. Minutes

- 14.1. All decisions of the Board will be recorded in the minutes of the Board meetings, approved by the Board and provided to all Board members, and retained in the permanent records of the Gavi Alliance.

15. Closed sessions

- 15.1. The Chair may conduct the Board's business in closed session where only Board members and Alternate Board Members may be present. The Chair may invite other participants (including Anchor Donors not at that time holding a Board seat) to attend closed sessions based on the matters to be discussed.
- 15.2. Unless the Board decides otherwise, business conducted in closed sessions shall follow the same procedures, where relevant, as business conducted in open sessions.
- 15.3. An official record of closed sessions shall be maintained by the Chair with the support of the Secretary.

16. Conflicts of interest declarations

- 16.1. To preserve transparency in financial arrangements, the Board shall adopt a conflicts of interest policy for all organs of the Gavi Alliance, with the exception of the Secretariat conflicts of interest policy which will be approved by the Governance Committee.
- 16.2. The Conflicts of Interest Policy for Governance Bodies attached as Annex 3 prescribes the process for the declaration of conflicts of interest.

17. Delegations - additional matters supplementing Article 14 of the Statutes

- 17.1. The Gavi Alliance Delegation of Authority Policy attached as Annex 4 governs delegations by the Board including to the officers referred to in Section 24.1.

Board committees

18. Board Committees

- 18.1. The standing board committees referred to in Article 18 of the Statutes ("**Board Committees**") shall consist of (i) a Market-Sensitive Decisions Committee, (ii) a Governance Committee, (iii) an Audit and Finance Committee, (iv) a Programme and Policy Committee and (v) an Investment Committee. The Charters for each of these Board Committees are attached in Annexes 5, 6, 7, 8 and 9.
- 18.2. The Board may establish such other Board Committees or re-name or retire Board Committees as it shall determine in its discretion.
- 18.3. Each Board Committee shall be composed of a minimum of three or more Board members and/or Alternate Board Members.

- 18.4. Each of the Board Committees shall have a presiding chair who shall be one of the Board members and shall be appointed once every two years by the Board unless otherwise provided in the Statutes, Operating Procedures, or Charter of the relevant Board Committee.
- 18.5. Save in the case of the Governance Committee (see Section 18.6 below), if a Representative Board Member is appointed chair of a Board Committee pursuant to this Section, that individual will not express their applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any such Board Committee meeting. Their Alternate Board Member shall be entitled to participate in Board Committee meetings to express their Eligible Organisation's or Eligible Constituency's viewpoint in deliberations and to vote but shall otherwise not be deemed to be a member of that Board Committee.
- 18.6. The above provision does not apply to the Governance Committee, which, pursuant to Section 4.4, is chaired by the Vice Chair. In that case, the Vice Chair will have no vote at the Governance Committee. Nor shall the Vice Chair's Alternate Board Member(s) be entitled to participate in Governance Committee meetings in a capacity similar to that described in Section 18.5 above.
- 18.7. Each Board member (taken together with their Alternate Board Member or any Committee Delegate, as defined below, if applicable) shall normally be a member of at least one but no more than three Board Committees. This limit of three Board Committee memberships shall not include membership of the Market-Sensitive Decisions Committee.
- 18.8. The criteria for Board Committee membership shall be consistent with the guiding principles on gender for Board and Committee nominations.
- 18.9. Board Committee members and Board Committee chairs shall be appointed by the Board upon the recommendation of the Governance Committee. In addition to Board members and Alternate Board Members, Board Committee membership may include members selected by Eligible Organisations or Eligible Constituencies as "**Committee Delegates**". Committee Delegates shall be nominated and appointed in the same manner as Board members and subject to the same procedures for resignation and removal as stated in Section 5. Committee Delegates shall have the same status as other Board Committee members.
- 18.10. In nominating Board Committee chairs, the Governance Committee shall consult the Chair and Vice Chair.
- 18.11. Non-voting expert advisers may be appointed to Board Committees as needed at the discretion of the relevant Board Committee chair according to provisions in the Board Committee Charters.
- 18.12. The powers, duties, functions, composition, quorum and other rules of procedure of each Board Committee shall be set forth in their respective Charters which shall be approved by the Board. Apart from the Market-Sensitive Decisions Committee with delegated decision-making authority, all

other Board Committees serve in an advisory capacity to the Board and all Board Committee chairs report to the Board.

- 18.13. Each Board Committee may perform such duties and shall be subject to such other directions (in each case not inconsistent with its Charter) as the Board may determine from time to time, excluding however powers reserved specifically to the Board as stated in Article 13 of the Statutes.
- 18.14. The Board shall determine the duration of the term of the members of the Board Committees.
- 18.15. The rules and procedures set forth herein for the Board (including without limitation Sections 7, 8, 10, 11, 13 and 14) shall apply to Board Committees, unless the Board decides otherwise.
- 18.16. The Chair or the Board may also create temporary committees from time to time to carry out the goals, objectives and functions of Gavi Alliance as may be deemed desirable. Each such temporary committee shall consist of at least two Board members (or Alternate Board Members), each of whom shall be appointed to each such committee by the Chair. The Chair shall appoint one of the members of each temporary committee as its chair. Each temporary committee of the Board shall serve at the pleasure of the Board, with defined terms of reference. The rules and procedures set forth herein for Board Committees shall apply to temporary committees unless the Board decides otherwise.

Advisory bodies

19. Advisory bodies

- 19.1. The Advisory Bodies referred to in Article 19 of the Statutes (“**Advisory Bodies**”) shall consist of (i) an All Chairs Group, (ii) an Evaluation Advisory Committee and (iii) an Independent Review Committee (“IRC”). The terms of reference for each of these Advisory Bodies are attached in Annexes 10, 11 and 12.
- 19.2. The Board may establish such other Advisory Bodies or re-name or retire Advisory Bodies as it shall determine in its discretion.
- 19.3. The internal regulations of the advisory bodies shall be specified in terms of reference adopted by the Board.
- 19.4. Advisory bodies shall be supported by the Secretariat and report to the Board.
- 19.5. Advisory bodies shall have no authority to bind the Board or the Gavi Alliance to any commitment or funding obligation.

20. All Chairs Group

- 20.1. The All Chairs Group has been established to support the Chair in the efficient and effective fulfilment of their duties and responsibilities as more fully set out in Annex 10.

21. Evaluation Advisory Committee

- 21.1. The Evaluation Advisory Committee has been established to support the Board in fulfilling its oversight responsibilities, as more fully set out in Annex 11, in respect of Gavi Alliance's evaluation activities as defined in the Gavi Alliance Evaluation Policy.

22. Independent Review Committee

- 22.1. The IRC is an independent, impartial group of national health programme experts appointed by the Board from a pool nominated by the Secretariat in consultation with partners and others as required by the Board. The IRC's terms of reference are attached as Annex 12.
- 22.2. In emergency situations, the CEO in concurrence with the Chair of the Programme and Policy Committee may appoint IRC members with subsequent ratification by the Board.
- 22.3. IRC members shall be selected on the basis of their skills, expertise and independence.
- 22.4. The IRC serves to guarantee the integrity and consistency of an open and transparent programme funding process.
- 22.5. The Board may create separate teams of the IRC to perform different functions, for example for new country proposals, country progress reports and other specific functions that require independent expert review.
- 22.6. Each of the IRC teams shall have one presiding chair.

23. Time-limited Task Teams

- 23.1. Time-limited Task Teams may be established by the Secretariat at the request of the Board, a Board Committee or by the Secretariat itself, to tackle specific technical, policy or strategy matters.
- 23.2. Each of the Time-limited Task Teams shall have one presiding chair.

Officers

24. General

- 24.1. The Board shall appoint the officers of the Gavi Alliance. The officers shall include the CEO, a Secretary, and a Treasurer and shall perform the functions listed in these Operating Procedures and other responsibilities that may be assigned to them by the Board from time to time.
- 24.2. Each officer shall at all times be subject to the control of the Board, and any power or duty assigned to an officer by these Operating Procedures or the Board shall be subject to control, withdrawal or limitation by the Board.

25. CEO

- 25.1. Appointment and term: The CEO shall be selected by the Board based on merit, in a non-political, open and competitive manner. The CEO shall be appointed to renewable terms of three years.
- 25.2. Performance: The performance of the CEO shall be reviewed by the Board annually. The Chair shall ensure that the performance of the CEO is assessed

each year based on best practices, incorporating key performance indicators and methodologies determined in consultation with the CEO, with a focus on ensuring annual benchmarking of performance over time.

- 25.3. Functions: The CEO shall have the responsibility for the general supervision of the Secretariat (see Section 28) which shall be recruited and appointed by the CEO, under policies and procedures approved by the Board.
- 25.4. The Board may authorise the CEO to appoint one or more deputies to perform the functions and duties of the CEO in their absence and to carry out such functions and duties delegated permanently or from time to time.

26. Secretary Functions

- 26.1. The Secretary shall ensure proper notice and keep the minutes of Board and Board Committee meetings; be custodian of the Gavi Alliance's seal and Board and Board Committee records; and maintain a register of addresses of the Board members.
- 26.2. The Board may appoint one or more Assistant Secretaries to perform the functions and duties of the Secretary in their absence.

27. Treasurer Functions

- 27.1. The Treasurer shall have charge of, and be responsible for, all funds and securities of the Gavi Alliance. In addition, the Treasurer shall prepare an annual statement of financial condition of the Gavi Alliance.
- 27.2. The Board may appoint one or more Assistant Treasurers to perform the functions and duties of the Treasurer in their absence.

Secretariat

28. Functions: The Secretariat, headed by the CEO, shall be responsible for managing the Gavi Alliance business, including facilitation of the participation and contribution of all Gavi Alliance stakeholders and sustaining its unique public-private character.
29. In carrying out the responsibility set out in Section 28, the main functions of the Secretariat are to support the Board, the Board Committees, the Advisory Bodies and Time-Limited Task Teams and to undertake and accomplish all other tasks and functions as are lawfully assigned to it by the Board from time to time.

Miscellaneous

30. Books and records

- 30.1. The Gavi Alliance shall keep at its principal or registered office copies of its current Statutes and Operating Procedures; correct and adequate records of accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by Board Committees; records of the name and address of each Board Member, Alternate Board Member and Committee Delegate, and of the name and postal address of each officer; and such other records as may be necessary or advisable.

30.2. Without waiving any privileges and immunities that may exist, all books and records of the Gavi Alliance shall be open at any reasonable time to inspection by any Board member at the Gavi Alliance offices.

31. Insurance

31.1. The Gavi Alliance may purchase and maintain Directors' and Officers' insurance on terms agreed by the CEO. Details of such insurance for the time being may be obtained from the Secretary.

32. Induction and Documentation

32.1. The Secretariat will conduct an induction of new Board and Board Committee members.

32.2. The Secretariat will provide core background documentation and other relevant materials to Board and Board Committee members.

33. Amendment and governing law

33.1. These Operating Procedures may only be amended by the Board.

33.2. Subject to applicable privileges and immunities granted to the Gavi Alliance, in particular under the Swiss Host State Law, these Operating Procedures shall be governed by and construed in accordance with the laws of Switzerland.

34. Entry into force

34.1. These Operating Procedures shall enter into force upon their approval by the Board.

ANNEXES

Annex 1: Board Chair Terms of Reference

Annex 2: Board Vice Chair Terms of Reference

Annex 3: Conflicts of Interest Policy for Governance Bodies

Annex 4: Delegation of Authority Policy

Annex 5: Market-Sensitive Decisions Committee Charter

Annex 6: Governance Committee Charter

Annex 7: Audit and Finance Committee Charter

Annex 8: Programme and Policy Committee Charter

Annex 9: Investment Committee Charter

Annex 10: All Chairs Group Terms of Reference

Annex 11: Evaluation Advisory Committee Terms of Reference

Annex 12: Independent Review Committee Terms of Reference



December 2020

BOARD CHAIR TERMS OF REFERENCE

The Board Chair is a high-profile position of global stature, providing leadership to Gavi, the Vaccine Alliance (“Gavi”) which was launched in 2000 with a bold ambition to save children’s lives and protect people’s health through expanding immunisation in the world’s poorest countries. In the last nearly 20 years Gavi has achieved extraordinary success by bringing together the specialist skills and credentials of all of the main players involved in immunisation, including the WHO, UNICEF and the World Bank alongside key partners such as the Bill & Melinda Gates Foundation, and focusing collective efforts behind the leadership of implementing countries themselves.

The Board Chair has a dual primary role in both managing the affairs of the Board, including ensuring the Board is organised properly, functions effectively, and meets its obligations and responsibilities, and functioning as an advocate for Gavi and its partners and stakeholders by bringing their internationally recognised stature to bear on the significance of the mission of Gavi. In these capacities the Board Chair is a key public representative and spokesperson for Gavi and maintains ongoing communication with and among the Board Members, the CEO, and Gavi’s partners and stakeholders and their leadership.

Duties and responsibilities

- **An Ambassador and Advocate for Gavi:** As an “ambassador” for Gavi and its mission to its many stakeholder groups, the Board Chair may deliver speeches at major conferences, perform high level outreach to partner agencies and governments, and sign editorials in support of Gavi’s mission. Their access to the highest level of global and regional institutions is an important criterion in this role. The Board Chair has a critical role in ensuring the voices of emerging markets/implementing countries are heard and should also be well versed in issues related to developed economies, while having access to the highest levels of political leadership across these countries. The Board Chair has an essential role in Gavi’s resource mobilisation efforts, advocating that investing in vaccines through Gavi is one of the most cost-effective health interventions donors can make.
- **Leadership of the Board and the governance system:** This may include establishing procedures to govern the Board’s work, ensuring the Board’s full

discharge of its duties, and working with the Secretariat to ensure that the Board receives accurate, timely and clear information and documentary materials in support of its work. The Board Chair also sets the Board's dynamic and culture and works to build productive relationships among Board Members including ensuring that equal weight is given to all partner and stakeholder contributions in a balanced and respectful way. To do this, the Board Chair will foster strong working relationships with the Vice Chair, Board Committee chairs, and the Secretariat Governance team.

- **Board meetings:** The Board Chair approves the calendar, collaborates with the Secretariat and the Vice Chair on the agendas in order to optimise the Board's meeting time, enforces the provisions of the Board and Board Committee Operating Procedures ("Operating Procedures") on Board Member attendance, presides over meetings, and summarises all decisions and corporate resolutions for recording in the meeting minutes.
- **Relationship with the CEO and the Secretariat:** The Board Chair works to build a strong, healthy relationship between the Board and the Secretariat. In addition, the Board Chair serves as the principal sounding board, and brings focus and objectivity to the evaluation of the CEO's performance ensuring that the objectives of the Board and the Secretariat are well aligned. At an appropriate level, the Board Chair may provide advice on reviewing strategies, defining issues, maintaining accountabilities, and building relationships between the Board and the Secretariat.

Experience and characteristics

Gavi is seeking a highly sophisticated individual with the capacity and experience to develop important relationships valuable to the organisation's mission. Ideally, this individual will have led complex, strategic and mission-driven objectives that have had global impact, and will bring experience with multi-constituency groups, preferably in a leadership capacity. The Board Chair should bring unquestionable integrity, diplomacy and gravitas to the position. More specific information is set out below.

Term

The Board Chair is selected initially for a term of up to two years.

The Board Chair may be re-elected for a further term that the Board may determine which shall not exceed their remaining term of service as a Board Member. The provisions of Article 12 of the Statutes prescribe certain further conditions of appointment and provide for extension of a second term as Board Chair if exceptional circumstances exist.

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, but can meet more often as circumstances might require and which would usually take place in the form of virtual meetings. Board Committees meet more frequently, normally between main meetings of the Board and mostly virtually. The Board Chair also chairs the All Chairs Group and the Market-Sensitive Decisions Committee which are convened as circumstances determine and can

range from no more than one meeting of each in one year but in some instances can be much more frequent. These two bodies normally meet virtually.

It is estimated that the time commitment is around one day per week but in some weeks could be much more frequent particularly where meetings are convened requiring the Board Chair's leadership and guidance and is largely determined by organisational and Board priorities including external commitments on behalf of Gavi.

In addition, the Board Chair should be regularly available to consult with the CEO and the Secretary to the Board, estimated to be at least once every two weeks. Another factor determining the Board Chair's time is regular liaison with the Vice Chair and accessibility to Board Members writ large.

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

- Commitment to Gavi's mission.
- Seniority – 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 must be able to meaningfully speak for and represent their Eligible Organisations or Eligible Constituencies.
- 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 Gavi's guiding principles on gender for Board and Committee nominations.

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 multi-constituency international organisation within a dynamic global political and socio-economic environment.
- **Influencing and communicating skills** including an ability to develop an effective and constructive relationship with the Board, Vice Chair and CEO, as well as key external influencers. As a key ambassador for Gavi, the Board 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 Board Chair must bring a high emotional intelligence – namely, to be perceptive to people issues, a good listener and to win 'hearts and minds'.
- **Intercultural skills** including a strongly international perspective, an understanding for the issues and perspectives of a wide range of emerging markets/developing implementing countries and developed economies, and the ability to operate effectively in both settings.

- **Collaborating and teamwork** including a willingness to participate in robust, rigorous debate and then work with others to craft 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 their own position objectively and persuasively; and a commitment to speaking openly and respectfully in defence of a position or principle.

Remuneration and support

Board Members, including the Board Chair, are not compensated, but travel and other reasonable expenses connected with their service are reimbursed. Compensation in the form of an honorarium can be considered for the Board Chair, but would be subject to relevant circumstances.

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



December 2020

BOARD VICE CHAIR 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 Gavi, the Vaccine Alliance (“Gavi”), as supplemented by Section 4 of the Board and Board Committee Operating Procedures (“Operating Procedures”).

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 Section 4.4 of the Operating Procedures, the Vice Chair is expected to assume the position of Chair of the Governance Committee.

Duties and responsibilities

- **Ambassador for Gavi:** As an “ambassador” for Gavi and its mission to its many 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 appropriate or requested by the Board Chair.
- **Support the Board Chair:** Foster a strong relationship with the Board Chair and work with them in supporting their overall leadership and oversight of the Board 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. This may include regular meetings and check-ins with the Board Chair.
- **Board and other meetings:** Preside over meetings in the absence of the Board Chair in accordance with Section 4.4 of the Operating Procedures.
- **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 their 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 Governance Committee meetings;
 - facilitate and summarise discussions objectively and with clarity;
 - gain consensus and exert authority when necessary;
 - ensure all Governance Committee members appropriately contribute to deliberations and regularly participate in meetings of the Governance Committee;
 - collaborate with other Board Committee chairs particularly in regard to Board and Board Committee nominations and skills/expertise requirements;
 - collaborate closely with the CEO and Secretary to the Board along with the Board Chair on all matters relating to the governance of Gavi ; and
 - represent the Governance Committee during the course of Board meetings.
- **Other matters:** In addition, the Vice Chair is required to participate in meetings of the All Chairs Group and the Market-Sensitive Decisions Committee, as well as Subcommittees of the Governance Committee as may be established from time to time.

Experience and characteristics

Gavi is seeking a highly sophisticated individual with the capacity and experience to develop important relations valuable to Gavi's mission. Ideally, this individual will have led complex, strategic and mission-driven objectives that have global impact and bring experience with multi-stakeholder groups, preferably in a leadership capacity. 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 initially for a term of up to two years.

The Vice Chair may be re-elected for a further term that the Board may determine which shall not exceed their remaining term of service as a Board Member. The provisions of Article 12 of the Statutes prescribe certain further conditions of appointment and provide for extension of a second term as Vice Chair if exceptional circumstances exist.

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, but can meet more often as circumstances might require and which would usually take place in the form of virtual meetings. The Governance Committee meets more frequently, normally between main meetings of the Board comprising a combination of virtual and in-person meetings. The All Chairs Group and the Market-Sensitive Decisions Committee are convened as circumstances determine and can range from no more than one meeting of each in one year but in some instances can be much more frequent. These two bodies normally meet virtually.

It is essential that any candidate for the position of Vice Chair has the capacity and time to devote to this role and being the Chair of the Governance Committee as well as being ready to step in for the Board Chair as circumstances may dictate. It also anticipated that the Vice Chair will have time to participate in the other bodies on which they are required to participate, as well as being ready to take on tasks assigned to them by the Board Chair from time to time.

It is anticipated that could be around five days per month, with considerably more time required at the time of Board meetings and for preparations associated with meetings and work of the Governance Committee during periods of Board and Board Committee nominations and related issues such as the Board and Board Committee evaluation and governance projects being undertaken by the Governance Committee.

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 should note that according to Section 4.4 of the Operating Procedures, the Vice Chair shall not “...express their Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board meeting”. That Section further provides how their Alternate Board Member may participate and vote at Board meetings. Section 18.6 provides that their Alternate Board Member may not participate or vote at meetings of the Governance Committee. Article 10 of the Statutes provides that if a Representative Board Member is appointed Vice Chair of the Board pursuant to Article 12, their Eligible Organisation or Eligible Constituency shall be entitled exceptionally to designate two persons as Alternate Board Members for the duration that such Representative Board Member occupies the seat of Vice Chair.
- 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 Gavi guiding principles on gender for Board and Committee nominations.

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 constituencies.
- **Intercultural skills** including a strongly international perspective, an understanding for the issues and perspectives of a wide range of implementing countries, and the ability to operate effectively in both developed country and implementing country settings.
- **Collaborating and teamwork** including a willingness to participate in robust, rigorous debate and then work with others to craft 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 their own position objectively and persuasively; and a commitment to speaking openly and respectfully in defence of a position or principle.

Remuneration and support

Board Members, including the Vice Chair, are not compensated, but travel and other reasonable expenses connected with their service are reimbursed if the Vice Chair is an Unaffiliated Board Member. If the Vice Chair is a Representative Board Member their costs will be borne by their Eligible Constituency or Eligible Organisation. Compensation in the form of an honorarium can be considered for a Vice Chair who is an Unaffiliated Board Member, but would be subject to relevant circumstances.

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.



Gavi Alliance Conflicts of Interest Policy for Governance Bodies

Version 3.0

DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
2.0	Prepared by: Governance	2018
3.0	Revised by: Governance	2020
	Reviewed by: Governance Committee	1.0 – 13 March 2018 2.0 - 28 May 2018 3.0 - 10 December 2020
	Approved by: Gavi Alliance Board	3.0 – 17 December 2020 Effective from: 17 December 2020
	Next review:	As and when requested

1. Purpose

- 1.1. The Gavi Alliance (“**Gavi**”) is committed to ensuring the transparency and integrity of its decision-making process, particularly in regard to the allocation and disbursement of resources.
- 1.2. This Policy explains the relevant principles and rules for preventing or managing Interests and Conflicts of Interest on the Board, its Standing Board Committees, Advisory Bodies and the Independent Review Committee (IRC).
- 1.3. The Guidance and Procedures which accompany and should be read together with this Policy provide how the principles and rules set out in the Policy shall be implemented and how to identify, evaluate and address Interests and Conflicts of Interest.
- 1.4. Gavi recognises that its alliance nature may result in Interests and Conflicts of Interest, particularly when Members are required to consider matters that have a direct impact on the interests of governments, organisations or institutions they represent. Gavi recognises that these institutional Interests and Conflicts of Interest must be managed with the highest degree of integrity to safeguard against any perception that participation of any Member confers undue advantage for their constituency, organisation or institution in Gavi decisions.
- 1.5. Without prejudice to 1.4 above, Members must be able to act in the best interests of Gavi when taking decisions on its behalf.

2. Scope

- 2.1. This Policy applies to all Members.
- 2.2. This Policy applies to all Gavi decision-making processes, whichever form they may take, as well as to the performance of any other acts performed on behalf of Gavi under Board approved governance documents, subject to section 5.2 below. All such duties are understood to be included where the Policy refers to “decision-making”.

3. What does Gavi understand as Conflict of Interest?

- 3.1. **Conflict of Interest** means a situation where a Member has Interests (as defined in 3.2 below) that may affect the Member’s (perceived) conduct in the decision-making process at Gavi.
 - 3.1.1. Gavi defines conflicts of interest to be Actual, Potential or Perceived, broadly:
 - 3.1.1.1. **Actual** conflicts of interest occur when a Member faces a *real and existing* conflict.
 - 3.1.1.2. **Potential** conflicts of interest occur when a Member is or could be in a situation that *may result* in a conflict.
 - 3.1.1.3. **Perceived** conflicts of interest occur when a Member is or could be in a situation that *may appear* to be a conflict, even if it is not an Actual or Potential conflict.
- 3.2. **Interest(s)** can be organisational, personal and/or financial:
 - 3.2.1. **Organisational** interest arises when a Member or Family Member is an officer, director, trustee, partner, employee of, or is directly linked in any manner to¹, an entity

¹ “Directly linked in any manner” means any type of agreement by which the Member or Family Member has a relationship with an entity, whether such relationship is formalised through an employment, participation, joint venture, agency, secondment or any other type of contract.

that may obtain an advantage, profit, right, share or may benefit in any manner from a decision the Member should vote on.

3.2.2. **Personal** interest arises when a Member or Family member may benefit from a transaction or other financial arrangement between Gavi and another entity.

3.2.3. **Financial** interest arises when a Member or Family Member may benefit financially from a transaction or from any other financial arrangement between Gavi and any other entity, including any situation in which a Member or Family Member has an ownership interest in an institution and which is not managed by an independent non-discretionary (to that Member or Family Member) account manager.

4. Definitions

4.1. Unless otherwise defined herein, capitalised terms shall have the meaning assigned to them in the Statutes and Operating Procedures.

4.2. **Advisory Bodies** has the meaning given to such term in Section 19 of the Operating Procedures.

4.3. **Alternate Board Member** means any person designated an alternate to a member of the Board.

4.4. **Board** means the board of Gavi.

4.5. **Board Chair** means the chair of the Board.

4.6. **Board Secretary** means the secretary of the Board.

4.7. **Board Vice Chair** means the vice chair of the Board.

4.8. **Declaration Form** means the form contained in the Guidance and Procedures which is to be used for declaring Conflicts of Interest.

4.9. **Family Member** means any spouse, domestic partner, parents, siblings, children, and any other relative who resides in the same household as a Member and any other familial relationship that could create the appearance of a conflict.

4.10. **Governance Bodies** means the Board, Standing Board Committees and any Advisory Body.

4.11. **Guidance and Procedures** means the guidance and procedures relating to this Policy, as amended and approved from time to time by the Governance Committee.

4.12. **Meeting** means each of the Board, Standing Board Committee, Advisory Bodies, and IRC meetings.

4.13. **Member** means the Board Chair, the Board Vice Chair, any member of the Board or any Alternate Board Member and any member of any Standing Board Committee (including Committee Delegates) or the IRC or any Advisory Body (and their chairs).

4.14. **Operating Procedures** means the Gavi Board and Board Committee Operating Procedures as amended from time to time.

4.15. **Policy** means this Conflicts of Interest Policy for Governance Bodies, as amended from time to time by the Board.

4.16. **Representative Member** means a member of the Board (or any Standing Board Committee or Advisory Body) who represents Gavi partner institutions and stakeholders.

4.17. **Statutes** means the Statutes of Gavi, as they be amended from time to time.

5. General Rules

5.1. This Policy and the Guidance and Procedures provide direction on how Interests and Conflicts of Interest should be managed. It is each Member's responsibility to disclose all Interests, as set out in 6.2 and 6.3 below, including cases or situations not described in the Policy and Guidance and Procedures.

5.2. Members are expected to bring their experience, and for Representative Members their affiliations, to bear for the benefit of Gavi. This is without prejudice to Article 15 of the Statutes, which indicates that "[w]hen discharging their duties, Board Members (or Alternate Board Members, as applicable) are not required to take decisions that conflict with the constitution, regulations, rules and policies of the Eligible Organisation or Eligible Constituency (as defined in the Operating Procedures) providing that member of the Board or Alternate Board Member as applicable."

5.3. Members must ensure that in participating in Gavi's governance decision-making processes, their activities and other duties do not conflict with their responsibilities to Gavi to the extent practicable, and use good judgment to avoid Conflicts of Interest or even the appearance of a Conflict of Interest.

5.4. Members must not allow themselves to obtain any advantage through their position or role with Gavi.

5.5. Members involved in decision-making processes on behalf of Gavi must take appropriate action to ensure disclosure of Interests and Conflicts of Interest, and take the necessary action in respect thereof.

5.6. A Board Member who previously had an Organisational Interest relationship with an organisation also represented at the Board (different to their current affiliation), that would create a perceived Conflict of Interest, will be considered to have an Organisational Interest in the original organisation for 12 months counted since the cessation of the relationship with that organisation, in any matters that might create any kind of Conflict of Interest.

5.7. Board Members and Alternate Board Members representing implementing country governments are subject to this Policy, except that they shall be entitled to participate fully in discussions and to vote on decisions, unless the Board is considering a decision specifically on programmes in the country of the Representative Board Member. In such cases, the constituency may be represented by the Alternate Board Member.

6. Duty to disclose

6.1. Members must disclose all Interests and/or Conflict of Interests, as defined in 3.2 and 3.1 above, including those of Family Members, in entities that do business with, and/or receive funding from Gavi.

6.2. The duty to disclose in 6.1 above is a continuing obligation. This means that Members are obliged to disclose any Interests and/or Conflict of Interest, whenever the Member comes to know the relevant matter.

6.3. Disclosure must take place upon the Member joining Gavi, and shall be submitted annually at the beginning of every calendar year, and whenever an Interest and/or Conflict of Interest arises that has not already been disclosed in the aforementioned manner.

6.4. IRC Members are exempted only from annual disclosure, but they are required to complete a Declaration Form prior to any IRC meeting and are subject to all other provisions set out in this Policy.

- 6.5. The procedure for determining and disclosing Interests and/or Conflict of Interest is set out in the Guidance and Procedures.
- 6.6. Members, with the exception of IRC Members, may consult with the Board Secretary in case of doubt as to whether Interests and/or Conflict of Interest arises in a particular situation.
- 6.7. IRC Members may consult with their Gavi focal point, in case of doubt as to whether Interests and Conflict of Interest arises in a particular situation and where appropriate with the Director, Legal.

7. Management of Conflict of Interest and/or Interests

- 7.1. The Guidance and Procedures provide how a Conflict of Interest and/or Interests will be managed.

8. Register of Conflicts of Interest

- 8.1. A register of Interests and Conflicts of Interest will be maintained by the Secretariat.
- 8.2. A schedule of applicable declarations of Interests will be tabled at each meeting of the Board, Standing Board Committee, any Advisory Body and IRC.

9. Failure to disclose

- 9.1. Members who have not made a disclosure when required, are expected to explain their reasons for not doing so to the Board Secretary, and if the Board Secretary requires it, to the Board Chair.
- 9.2. Members who breach this Policy could be subject to, depending on the severity of the breach, the removal process enshrined in Section 5 of the Operating Procedures.
- 9.3. Failure to disclose Interests and/or Conflicts of Interest by a Representative Member could be addressed in consultation with the organisation providing that Member.

10. Special Advisers

- 10.1. From time to time, Gavi provides the Board Chair and Board Vice Chair, and certain other Members with special adviser support to aid them in their roles as Members of Gavi.
- 10.2. Members receiving this support must acknowledge annually in their Declaration Form that special advisers only support activities in furtherance of the Member's service on the Board.

11. Effective date and review of policy

- 11.1. This Policy comes into effect as of 17 December 2020.
- 11.2. This Policy will be reviewed by the Governance Committee on an annual basis. Any amendments to this Policy are subject to Board approval.
- 11.3. Any amendments to the Guidance and Procedures are subject to the review and approval of the Governance Committee.



Gavi Alliance Delegation of Authority Policy Version 4.0

DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Prepared by: Governance	
	Approved by: Gavi Alliance Board	2-3 June 2009
2.0	Revised by: Law and Governance Team	March 2011
3.0	Revised by: Governance	October 2020
	Reviewed by: Governance Committee	10 December 2020
	Approved by: Gavi Alliance Board	17 December 2020
4.0	Revised by: Legal	23 August 2023
	Reviewed by: Governance	23 August 2023
	Reviewed by: Governance Committee	30 August 2023
	Approved by: Gavi Alliance Board	11 September 2023

1. Purpose

- 1.1 Pursuant to the Gavi Alliance Statutes, the Board may delegate powers to the officers of Gavi Alliance (“**Gavi**”) for the administration and management of the organisation.
- 1.2 This document is the Delegation of Authority Policy referenced in Section 17 of the Board and Board Committee Operating Procedures (the “**Operating Procedures**”) setting out the Board’s approved delegation of authority.
- 1.3 The delegations of authority in this Policy are intended to meet good standards of governance and foster effective collaboration between the Board, its Committees and the Secretariat.

2. Definitions

- 2.1 “**Legal instrument**” means any document with a commitment by Gavi involving the exchange of money or property, an obligation to perform services requiring payment or use of Gavi resources, or the assumption of (potential) liability.
- 2.2 “**Officers**”: Section 24 of the Operating Procedures defines the officers of Gavi as including its Chief Executive Officer, a Treasurer and a Secretary.

3. Standing delegations

- 3.1 Standing delegations within this policy are subject to Article 14 of the Gavi Statutes which states that “powers delegated by the Board will be exercised under the authority and direction of the Board and any such delegation may be rescinded by the Board at any time.”
- 3.2 All powers that the Officers have under this policy shall be accorded to the Deputy Chief Executive Officer and the Chief Operating Officer.

General delegation and Legal instruments

- 3.3 Except for the matters set out in Article 14 of the Gavi Statutes, which cannot be delegated, and subject to: (i) the requirements of this policy, including the limitations set out in paragraphs 3.4 to 3.8 below; and (ii) the terms of any other delegation granted by the Board from time to time, Officers, the Deputy Chief Executive Officer and the Chief Operating Officer have the authority individually to:
 - 3.3.1 enter into any transaction;
 - 3.3.2 raise funds from donors to finance Gavi’s activities;
 - 3.3.3 sign any Legal instrument on behalf of Gavi, as well as amending or terminating such instrument; and
 - 3.3.4 manage the day-to-day operations of Gavi, including for the performance of the functions and responsibilities listed in Sections 25-27 of the Operating Procedures and undertake other responsibilities that may be assigned to them by the Board from time to time.

Expenditures

- 3.4 In relation to all expenditures and commitments made under Legal Instruments, the commitments under the relevant Legal Instruments shall be:
- (i) within the limitations set by applicable financial forecasts, budgets, other financial commitments or policies, in each case as approved by the Board; and
 - (ii) subject to any review or approval by a Board committee as prescribed by the Board.

Specific transactions requiring Audit and Finance Committee review

- 3.5 Any transaction or activity requiring an item of over US\$ 1 million to be capitalised in Gavi's financial statements shall be subject to review by the Audit and Finance Committee and approved by the Board.

Specific transactions requiring Audit and Finance Committee review and recommendation

- 3.6 The authority to enter into the following transactions or activities pursuant to paragraph 3.3 shall be subject to review by the Audit and Finance Committee and a recommendation to proceed from the Audit and Finance Committee Chair to the Treasurer and the Board:
- 3.6.1 any financing arrangement for the purposes of borrowings; commitments for financial indebtedness, on a full or limited recourse basis;
 - 3.6.2 any transaction or activity where the Chief Operating Officer and/or the Chief Risk Officer have determined that it presents a high degree of risk, or novel or unique accounting, operational or risk features, from a financial, reputational or other perspective. Examples of such transactions or activities include, without limitation: (i) innovative fund structures to support new programmatic or procurement-related activities, such as financing arrangements in connection with regional manufacturing initiatives; and (ii) complex transaction structures and guarantees, such as the cost share and self-financing participant programmes under COVAX; and
 - 3.6.3 any transaction, or series of related transactions, where Gavi assumes liabilities, contingent or otherwise, of US\$ 50 million and above, other than: (i) where such liabilities solely relate to indemnity obligations conditional on Gavi committing fraud, negligence, wilful misconduct or contractual breach; (ii) any transaction or activity in connection with approved country programme expenditure; (iii) any transaction or activity already subject to such review by virtue of paragraphs 3.6.1 and 3.6.2 above; (iv) any transaction or activity approved by the Investment Committee in accordance with the Investment Committee Charter; or (v) where a separate review or approval by a Board committee has been obtained (e.g. by the Market-Sensitive Decisions Committee). By way of example only, actual or contingent liabilities include the amount payable under the relevant agreement and any amount for which Gavi may become liable if Gavi or its counterparty does not perform its contractual obligations.

Specific transactions requiring Audit and Finance Committee notification

- 3.7 Any transaction, or series of related transactions, where Gavi assumes liabilities, contingent or otherwise, of over US\$ 5 million but less than US\$ 50 million, other than: (i) where such liabilities solely relate to indemnity obligations conditional on Gavi committing fraud, negligence, wilful misconduct or contractual breach approved in accordance with the delegation of signature authority; (ii) any transaction or activity in connection with approved country programme expenditure; (iii) any transaction or activity already subject to such review by virtue of paragraphs 3.6.1 and 3.6.2 above; (iv) any transaction or activity approved by the Investment Committee in accordance with the Investment Committee Charter; or (v) where a separate review or approval by a Board committee has been obtained (e.g. by the Market-Sensitive Decisions Committee), shall be notified prior to entering into the relevant transaction to the Audit and Finance Committee. Examples of actual or contingent liabilities are as set out in paragraph 3.6.3 above.

Fundraising activities

- 3.8 The authority under paragraph 3.3 to raise funds in the context of Gavi replenishment shall be subject to the requirement that the Chief Executive Officer inform the Board of the overall value, scope, purposes and expected impact on Gavi's operations, prior to the public launch of such replenishment.

Corporate policies and procedures

- 3.9 The Chief Executive Officer has the authority to adopt, as and when necessary, such internal Secretariat policies and procedures related to human resources and the business operations of the Secretariat for the effective day-to-day management of the organisation.

4. Further signatory authority delegations

- 4.1 The Chief Executive Officer together with either one of the Deputy Chief Executive Officer or the Chief Operating Officer have the joint authority, acting together, to sub-delegate their authority from time to time as necessary for Gavi's business needs. Any one of them, acting together with the Treasurer or the Secretary also have such authority. Such delegation of authority may be for purposes of, but shall not be limited to, opening bank accounts, establishing signature authorities in connection with such bank accounts and as necessary to execute contracts, certifications, and such other documents as are required for the operation of the organisation.

5. Decision-making procedures and records

- 5.1 The Officers, the Deputy Chief Executive Officer and the Chief Operating Officer shall be responsible for recording decisions made, and the reasons for such decisions, pursuant to the delegations contained in this policy.

6. Effective date and review of policy

- 6.1 This policy comes into effect as of 11 September 2023.
- 6.2 This policy will be reviewed annually, and updated as and when required, and such amendments are subject to Gavi Board approval.



JANUARY 2023

MARKET-SENSITIVE DECISIONS COMMITTEE CHARTER

1. PURPOSE

The Market-Sensitive Decisions Committee (“Committee” or “the MSDC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) to support the Board in fulfilling its oversight responsibilities.

The Committee will make decisions which are market and/or commercially sensitive, subject to powers reserved specifically to the Board in Article 13 of the Statutes.

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

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively are stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and are specifically governed by Article 18 of the Statutes and Section 18 of the Operating Procedures.

A. Composition and size

The composition of the MSDC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities.

The MSDC shall comprise up to 14 members (“Members”) according to the following representational composition and shall be chaired by the Board Chair:

- One seat for the Board Chair;
- One seat for the Board Vice Chair;
- Two seats for representatives of the multilaterals (World Health Organization, UNICEF, World Bank);
- One seat for a representative of the Bill & Melinda Gates Foundation;
- Two seats for representatives of implementing country governments;
- Three seats for representatives of donor country governments;
- One seat for a representative of the civil society organisations;
- One seat for the Chair of the Audit and Finance Committee;

- One seat for the Chair of the Programme and Policy Committee; and
- The CEO, who shall serve as a non-voting Member of the MSDC.

Only Board members and Alternate Board members may be Members of the Committee.

B. Competencies and Skills

All MSDC 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 MSDC membership shall be consistent with Gavi's guiding principles on gender for Board and Committee nominations.

The Chair of the MSDC 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 MSDC Members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the meeting shall be chaired by the Board Vice Chair and in the event of their simultaneous absence, the Chair will, after consultation with other MSDC Members, nominate a suitable substitute from the membership of the MSDC.

C. Appointment and term of office

MSDC Members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the MSDC. MSDC members shall be appointed once every two years, with renewable terms.

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

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

3. AUTHORITY

The MSDC is established by the Board under Article 18 of the Statutes and is a Standing Board Committee. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The MSDC will operate under Gavi's Statutes and Operating Procedures.

The MSDC is a decision-making body as set out in 5. below. It shall regularly report on MSDC activities to the Board and shall maintain open communications between MSDC Members and the Board.

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

The mandate of the MSDC is established in this Charter.

4. RESPONSIBILITIES

The MSDC is authorised by the Board to:

- A. Approve market and/or commercially sensitive decisions as part of the implementation of the supply and procurement strategy;
- B. Approve transactions presented in respect of the COVAX Facility which would ordinarily have market and/or commercially sensitive implications as part of the administration by Gavi of the COVAX Facility; and
- C. Perform such other duties required by Gavi under its Statutes or Operating Procedures or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the MSDC.

5. MODE OF OPERATION

A. Meeting attendance

Only Board members and Alternate Board members appointed to the MSDC shall be entitled to attend meetings of the Committee.

Members of the Secretariat shall make themselves available to attend all MSDC meetings as appropriate.

MSDC Members shall prepare for and actively participate in Committee meetings.

B. Frequency of meetings

The Committee shall meet as required to discharge the responsibilities outlined in 5. above and at the request of the CEO, in consultation with the MSDC Chair.

C. Notice of meetings and confidentiality

Notice of a meeting of the MSDC shall be given to each Committee Member at least five 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 MSDC Chair may call a meeting on less than five business days' notice if in their reasonable opinion there exist exceptional circumstances requiring an MSDC meeting to be held on short notice, provided however that the minimum notice that must be provided to Committee Members is two business days; unless urgent circumstances

require that the MSDC should meet in an even shorter period and which shall be solely at the discretion of the Chair to grant such waiver and this will only be in relation to a discussion and/or decision specific to the COVAX Facility.

The notice will normally include relevant supporting papers for the agenda items to be discussed. All papers circulated to MSDC Members shall be retained in the strictest confidence for their specific reference and use and may not be circulated or distributed in any manner or form.

D. Agenda

The MSDC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee Members and relevant members of the Secretariat.

E. Quorum

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

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

All MSDC Members shall adhere to Gavi's Conflicts 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 MSDC Members when required.

At the commencement of each meeting, each MSDC Member if present, 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

All decisions of the MSDC shall be taken by vote and considered approved if a majority of those present in the meeting, and entitled to vote, vote in favour of the decision.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and Operating Procedures. Minutes shall be shared with MSDC Members, noting that the minutes will be confidential and shared solely and exclusively for their reference and shall not be circulated or shared.

I. Executive sessions

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

Should the professional advice sought by the MSDC relate to a transaction specific to the COVAX Facility, the costs shall be borne by the budget dedicated to the COVAX Facility.

7. PERFORMANCE AND REVIEW

The Committee will normally 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 MSDC shall report to the Board the results of its review and development actions arising.

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



December 2023

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 Gavi and to recommend the appointment of qualified candidates to the Board in accordance with Gavi’s Statutes and Gavi Board and Board Committee Operating Procedures (“Operating Procedures”).

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 Operating Procedures.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively are stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and are specifically governed by Article 18 of the Statutes and Section 18 of the Operating Procedures.

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 be chaired by the Board Vice Chair in accordance with Section 4.4 of the Operating Procedures and shall comprise up to 12 members according to the following representational composition in addition to the Board Vice Chair:

- 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 implementing 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.

Only Board members and Alternate Board Members may be members of the Committee, except for the members representing implementing country governments, where Committee Delegates, as defined in in Section 18.9 of the Operating Procedures, shall be eligible for membership on the GC on an exceptional basis and shall resign or be removed in accordance with Section 5 of the Operating Procedures.

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 guiding principles on gender for Board and Committee nominations.

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 the Board Vice Chair and will preferably have in-depth knowledge, skills and experience of governance issues and nominations, but shall not be the Board Chair. The Chair of the GC 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 their 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 18 of the Statutes and is a Standing Board Committee. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The GC will operate under Gavi's Statutes and Operating Procedures.

The GC will have oversight, review and advisory functions to, and for, the 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, Operating Procedures, 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 Board 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 with regard to recommending the appointment of qualified candidates to the Board in accordance with the Statutes and Operating Procedures.
- Define the specific skills and responsibilities needed for vacancies as they arise on the Board and Board 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 Board Committee membership in accordance with the procedures under the Operating Procedures.

- Establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board and Board 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 Section 1.5 of the Operating Procedures.

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

- Develop and oversee a performance assessment process for the Board and each Board Committee (including the performance of the GC) and provide a report of the results to the Board.
- Monitor the attendance of Board and Board Committee members and use its findings when considering Board and Board 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, an Ethics, Risk and Compliance Charter for approval by the Board and monitor compliance with the Charter.
- Develop, and periodically update, a Code of Ethics and Conduct for Governance Bodies for approval by the Board. The Committee shall also monitor compliance with the Code and interpret the Code as needed. It shall also bring any related issue it may consider necessary to the Board for discussion and determination.
- Develop, periodically update, and approve a Code of Ethics and Conduct for the Gavi Secretariat. The Chief Ethics, Risk and Compliance Officer (CERO) shall monitor compliance with the Code and interpret the Code as needed. The CERO shall also bring any related issue it may consider necessary to the Governance Committee for discussion and determination.
- Develop, periodically update, and approve a Protection against Sexual Exploitation, Abuse and Harassment (PSEAH) Policy. The Chief Ethics, Risk and Compliance Officer (CERO) shall monitor compliance with the Policy and interpret the Policy as needed. The CERO shall also bring any related issue it may consider necessary to the Governance Committee for discussion and determination.
- 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. The CEO shall bring any conflict issue they may consider necessary to the Governance Committee for discussion and determination.

E. Monitor organisational culture and wellbeing and make recommendations to the Board on the Gavi Secretariat human resources strategy and policy

- 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.
- Oversee, through the appointment of a dedicated Subcommittee, strategic human resource issues, with a specific reference to organisational culture, human resources policies, compensation and benefits philosophy, and succession planning for key leadership positions. This Subcommittee shall also review employee related issues and relevant related reports, such as the periodic report from Gavi's Ombudsperson.
- This Subcommittee will make recommendations on strategic human resource policy issues to the GC who will make, if required, appropriate recommendations to the Board.
- The Chief Experience and People Officer or their designated appointee shall be Secretary of the Subcommittee.

F. 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.
- Monitor and review Alliance health and Board culture.
- Perform such other duties required by Gavi under its Statutes or Operating Procedures 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 Alternate Board Members, 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 a meeting of the GC shall be given to each Committee member at least five 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 GC Chair may call a meeting on less than five 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 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. The Committee may only carry out its business while the quorum requirement is met. In the event that a GC meeting ceases to be quorate, at the option of the GC Chair, discussions may continue, but no decisions may be made. The GC Chair may choose to end the meeting on it becoming inquorate.

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

All GC 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 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, Operating Procedures and the Conflict of Interest Policy for Governance Bodies 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 Operating Procedures.

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



December 2023

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 Gavi’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 Board and Board Committee Operating Procedures (“Operating Procedures”).

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively are stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and are specifically governed by Article 18 of the Statutes and Section 18 of the Operating Procedures.

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 implementing country governments. Committee Delegates, as defined in Section 18.9 of the Operating Procedures, shall be eligible for membership on the AFC and shall resign or be removed in accordance with Section 5 of the Operating Procedures.

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 guiding principles on gender for Board and Committee nominations.

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 of the AFC 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 their 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 18 of the Statutes and is a Standing Board Committee. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The AFC will operate under Gavi's Statutes and Operating Procedures.

The AFC will have oversight, review and advisory functions to, and for, the 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; (ix) annual financial statements and report, (x) treasury policies; and (xi) transactions and/or activities pursuant to the Gavi Alliance Delegation of Authority Policy.

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 report (AFR) and any related information material to the AFR.
- Review and recommend to the Board for approval the statutory financial statements and any related information material to such report.
- Ensure compliance with the financial reporting and internal control requirements of the Code of Obligations of the Swiss Civil Code
- 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 for approval 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 for approval any transaction or activity requiring an item of over US\$ 1 million to be capitalised in Gavi's financial statements;
- Review and recommend to the Board for approval any financing arrangement for the purposes of borrowings; commitments for financial indebtedness, on a full or limited recourse basis;
- Review and recommend to the Board for approval any transaction or activity where the Chief Operating Officer and/or the Chief Risk Officer have determined that it presents a high degree of risk, or novel or unique accounting, operational or risk features, from a financial, reputational or other perspective;
- Review and recommend to the Board for approval any transaction, or series of related transactions, where Gavi assumes liabilities, contingent or otherwise, of US\$ 50 million and above, subject to paragraph 3.6.3 of the Gavi Alliance Delegation of Authority Policy;

- Review and recommend to the Board for approval the programme funding policy and that programme funding requests are within available and anticipated funding.
- Review and recommend to the Board for approval the Treasury Risk Management Policy and Treasury Governance Policy.
- 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 treasury policies and their 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 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 statutory financial statements 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.
- Recommend to the Board the approval of the statutory financial statements.

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, Risk and Compliance Charter and the Conflicts of Interests Policies.
- 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 the Operating Procedures 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 Alternate Board Members, 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.

One additional observer from any Eligible Organisation or Eligible Constituency may attend meetings of the AFC contingent upon AFC Chair approval. Unless agreed otherwise, these observers will attend all meetings virtually.

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

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

All AFC 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 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, Operating Procedures and the Conflict of Interest Policy for Governance Bodies 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 Operating Procedures.

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



December 2023

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 Board and Board Committee Operating Procedures (“Operating Procedures”).

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively are stipulated in this Charter which may be amended by the Board as and when required or deemed necessary and are specifically governed by . Article 18 of the Statutes and Section 18 of the Operating Procedures.

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 up to 22 members according to the following representational composition:

- Two seats for Unaffiliated Board Members;
- One seat for a representation of the World Health Organization;
- One seat for a representative of UNICEF;
- One seat for a representative of the World Bank;

- One seat for a representative of the Bill & Melinda Gates Foundation;
- Five seats for representatives of implementing country governments (one seat per cluster);
- Five seats for representatives of donor country governments (one seat per cluster);
- One seat for a representative of the vaccine industry industrialised countries;
- One seat for a representative of the vaccine industry developed countries;
- One seat for a representative of civil society;
- One seat for a representative of technical health/research institutes;
- The CEO, who shall serve as a no-voting member of the PPC; and
- The Chair of the World Health Organization Strategic Advisory Group of Experts on Immunization (SAGE), who shall serve as a non-voting member of the PPC.

A majority of the PPC members shall normally comprise Board Members and Alternate Board Members. This provision shall exclude Committee members representing implementing country governments. Committee Delegates, as defined in Section 18.9 of the Operating Procedures, shall be eligible for membership on the PPC and shall resign or be removed in accordance with Section 5 of the Operating Procedures.

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), Immunization Agenda 2030 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 the Board.

The criteria for PPC membership shall be consistent with Gavi's guiding principles on gender for Board and Committee nominations.

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 Members and Alternate Board Members appointed to the Committee but shall not be the Board Chair. The Chair of the PPC 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 their 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 18 of the Statutes and is a Standing Board Committee. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The PPC will operate under Gavi's Statutes and Operating Procedures.

The PPC will have oversight, review and advisory functions to, and for, the 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. Receive, at least once annually, a report from the Independent Review Committee (IRC), serve as the lead committee to respond to 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, at least once annually, a report from the Evaluation Advisory Committee.**
- E. 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.**
- F. Review all country support processes, including harmonisation of the Gavi procedures and processes with other support for country led efforts.**
- G. Other matters**
 - Perform such other duties required by Gavi under its Statutes or Operating Procedures 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 Alternate Board Members, who are not serving on the PPC, and the Chair of the Evaluation Advisory Committee 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.

One additional observer from any Eligible Organisation or Eligible Constituency may attend meetings of the PPC contingent upon PPC Chair approval. Unless agreed otherwise, these observers will attend all meetings virtually.

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

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

All PPC 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 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, Operating Procedures and the Conflict of Interest Policy for Governance Bodies 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 Operating Procedures.

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



December 2023

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 Gavi’s investment portfolio.

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 Board and Board Committee Operating Procedures (“Operating Procedures”).

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively are stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and are specifically governed by Article 18 of the Statutes and Section 18 of the Operating Procedures.

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 and up to eight voting members. A majority of the IC members shall comprise Board Members and Alternate Board Members. This provision shall exclude Committee members representing implementing country governments. Committee Delegates, as defined in Section 18.9 of the Operating Procedures, shall be eligible for membership on the IC and shall resign or be removed in accordance with Section 5 of the Operating Procedures.

Non-voting expert advisers may be 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;
- Sustainable investing ;
- 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 guiding principles on gender for Board and Committee nominations.

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 of the IC 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.

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

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 18 of the Statutes and is a Standing Board Committee. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The IC will operate under Gavi's Statutes and Operating Procedures.

The two documents that govern Gavi's investments are the Gavi Alliance Investment Policy ("Investment Policy") and the Gavi Alliance Sustainable Investment Policy ("Sustainable Investment Policy")(collectively "Investment Policies"). The IC will have oversight, review and advisory functions to, and for, the Board. It will make recommendations for Board decision/approval primarily covering: (i) investment management structure; (ii) Investment Policies which includes (a) investment objectives for the short-term portfolio and the long-term portfolio, (b) counterparty limitations, (c) credit quality limitations, (d) reputational risk, and (e) alignment with organisational mission; (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 Sustainable Investment Policy:

- Review sustainable investment approach and principles and approve any recommended adjustments.
- Monitor compliance and review the Secretariat's sustainable investment semi-annual findings.
- Review and approve recommended changes to the portfolios to improve alignment with Gavi's sustainable investment approach.

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 the 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 IC 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 the 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 Gavi's 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 Alternate Board Members, 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.

One additional observer from any Eligible Organisation or Eligible Constituency may attend meetings of the IC contingent upon IC Chair approval. Unless agreed otherwise, these observers will attend all meetings virtually.

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 a meeting of the IC shall be given to each Committee member at least five 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 IC Chair may call a meeting on less than five 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 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. The Committee may only carry out its business while the quorum requirement is met. In the event that an IC meeting ceases to be quorate, at the option of the IC Chair, discussions may continue, but no decisions may be made. The IC Chair may choose to end the meeting on it becoming inquorate.

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

All IC 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 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, Operating Procedures and the Conflict of Interest Policy for Governance Bodies 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 Operating Procedures.

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



ALL CHAIRS GROUP TERMS OF REFERENCE

DECEMBER 2020

1. PURPOSE AND FUNCTION

The All Chairs Group (“ACG”) has been established under Article 19 of the Statutes as supplemented by Section 20 of the Gavi Board and Board Committee Operating Procedures (“Operating Procedures”) to support the Board Chair in the efficient and effective fulfilment of their duties and responsibilities.

The ACG is structured to provide a visible and transparent mechanism to enable discussions on cross-cutting issues that do not belong exclusively to any one committee and to co-ordinate work between the Board Committees including, among other things, to provide a sounding board for the Board Chair and Chief Executive Officer (CEO) and a forum where emerging strategic and operational issues can be considered that are not yet sufficiently well formed to be presented to the Board and to shape issues ahead of Board closed sessions and/or Board meetings and prepare for the discussion of such issues by the Board.

It shall also be tasked with considering the CEO’s performance, annual appraisal and any succession planning issues ahead of presentation to the Board for its review and/or approval. On such matters, the CEO shall be asked to recuse themselves from the discussion

The ACG shall not be deemed to be a committee of the Board in that its primary role is essentially a consultative and advisory function as contemplated under Article 19 of the Statutes and therefore shall be strictly advisory in nature with no powers of decision-making or execution.

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

2. COMPOSITION AND TERM OF OFFICE

The composition of the ACG shall comprise at least the following:

- Board Chair;
- Board Vice Chair;

- Chairs of each of the Programme and Policy Committee, Audit and Finance Committee and Investment Committee; and
- The CEO.

The Board Chair shall chair the ACG.

The terms of the members on the ACG is linked to the term of their office which gave rise to their membership of the ACG.

3. AUTHORITY

The ACG has no executive powers and is not a decision-making body.

The Board Chair shall regularly report on the ACG's activities to the Board either in the form of a written update if circumstances warrant or at every meeting of the Board (whether in open or closed session, depending on the matters to be reported, in the ACG Chair's discretion).

The mandate of the ACG is defined by these terms of reference which may be amended and/or modified by the Board as appropriate.

4. MODE OF OPERATION

A. Meeting attendance

Only Board Members appointed to the ACG by virtue of their office defined in 2. above shall be entitled to attend meetings of the ACG.

The ACG Chair, in their discretion, may request any member of the Board and/or Secretariat to make themselves available to attend an ACG meeting.

Observers may attend meetings under exceptional circumstances and contingent upon ACG Chair approval.

B. Frequency meetings

The ACG shall meet as often and regularly as the ACG Chair deems necessary.

C. Notice of meetings

Notice of a meeting of the ACG shall be given to each member, and invitees as applicable, at least five 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 member or by email if the member has consented to receipt of notice by email. Notice of any such meeting need not be given to any 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 ACG Chair may call a meeting on less than five business days' notice if in their reasonable opinion there exist exceptional circumstances requiring an ACG meeting to be held on short notice, provided however that the minimum notice that must be provided to members is two business days.

The notice may include relevant supporting papers for the agenda items to be discussed, where appropriate.

C. Agenda

The ACG Chair shall establish meeting agendas with the Secretary of the ACG and in consultation with members, as appropriate. Although the proceedings of the ACG meetings are regarded to be informal and spontaneous the ACG Chair may, in their sole discretion, not always deem it necessary to have a formal agenda.

D. Quorum

The quorum for the ACG shall be a majority of the ACG.

Given the purpose and function of the ACG, it shall be at the ACG Chair's sole discretion to determine whether meetings of the ACG shall proceed where the quorum requirement is not met given that it is not a decision-making body.

E. Minutes

The ACG shall keep a record of its meetings and the ACG Chair shall regularly report on its meetings and other activities to the Board.



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.



December 2020

INDEPENDENT REVIEW COMMITTEE TERMS OF REFERENCE

1. PURPOSE

The Independent Review Committee (“Committee” or “the IRC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) under Section 19 of the Operating Procedures to serve as an independent, impartial group of experts seeking to guarantee the integrity and consistency of an open and transparent funding process.

The IRC 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.

2. MEMBERSHIP

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

The selection of IRC members shall be conducted in an open and transparent manner and guided by the following criteria: competence and independence; commitment and availability to participate in meetings; geographical and gender diversity; absence of conflict of interest (in line with with Gavi’s Guiding Principles on Gender Balance for Board and Committee Nominations).

A. Composition and size

The composition of the IRC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the IRC 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 IRC membership shall:

- a) be representative of a wide range of expertise relevant to Gavi-supported programmes, including in the following areas: routine immunisation programmes, especially at country level, management of campaigns, delivery of health services including child and adolescent health, health systems strengthening and management, pro-equity programming, epidemiology and disease control, cold chain and logistics, financial and budget analysis;
- b) consist of technical experts knowledgeable on the developing country context and relevant issues, including in a variety of fields related to immunisation and health systems, and who have practical experience working in or with developing country governments, civil society, and other partners in those contexts;
- c) be geographically diverse, with a male and female representation consistent with Gavi's guiding principles on gender for Board and Committee nominations.

B. Competencies and skills

Each member of the IRC should have expertise, experience and knowledge of open and transparent funding processes such that they can seek to guarantee the integrity and consistency of such processes.

All IRC 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.

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

C. Appointment, term of service and support

All IRC members shall be appointed by the Board on the recommendation of the Governance Committee, for a term of up to 3 years, with a maximum of two consecutive terms. Upon reaching the second term limit, IRC members will not be eligible to serve on the IRC for at least 1 year. After such a break in service, former IRC members may be eligible to be part of the IRC pool again.

During their term IRC members may be called upon to participate in an IRC review based on their expertise.

IRC members shall receive an honorarium and reasonable costs for their participation in each IRC review in accordance with Gavi's policies.

3. AUTHORITY

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

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

4. RESPONSIBILITIES

It is the responsibility of the IRC to:

- A. Advise on whether to fund country plans and programmes –for new vaccine support, health systems strengthening support and other types of support provided to countries.
- B. Review new country plans and requests for extensions of existing programmes in accordance with policies adopted by the Gavi Board. The aim of the IRC review is to make a recommendation as to whether a country plan will likely achieve (i.e. on a balance of probabilities) the proposed results and contribute to Gavi achieving its mission and strategy, taking into account the justification for the programme, soundness of approach, country readiness, feasibility of plans, system strengthening and sustainability, economic and financial considerations and public health benefit of the investment in line with Gavi’s mission.

In concurrence with the PPC Chair, the CEO shall designate an IRC Chair for a two-year term, with the possibility of an extension for another two-year term.

In concurrence with the PPC Chair, the CEO shall also designate two IRC Vice Chairs for a two-year term, with the possibility of an extension for another two-year term, ensuring that the Vice Chair term does not end in the same year as the term of the IRC Chair.

The Chair of the IRC, and in their absence the Vice Chair, shall be responsible for:

- a) Leading the plenary session discussions on country plans and extension requests submitted by countries and reviewed by IRC members;
- b) Facilitating consensus among different reviewers on the recommendations for individual country plans and extension requests;
- c) Consolidating the relevant issues raised in the plenary sessions;
- d) Leading the preparation of the recommendations on country programme grants;
- e) Leading the process of formulating policy recommendations to the PPC as reflected in the IRC Consolidated Review Reports;
- f) Present the IRC Consolidated Review Reports to the PPC once a year;
- g) Providing other services in relation to the IRC review process as needed; and
- h) Participating in the High-Level Review Panel

Other IRC members may also be requested by the Secretariat to participate in the High-Level Review Panel.

5. MODE OF OPERATION

A. Meetings, attendance, review and reporting

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

The IRC members attending a meeting shall be divided into smaller review teams that will be assigned specific country plans or extension requests.

During the IRC meetings, the Secretariat staff and staff from partner agencies may be invited to attend an open session during which they would share their assessment and information relevant for its review. For selected countries, the country's EPI Manager and others may be invited as appropriate to attend the open session and provide input as required by the IRC. Other observers may attend meetings under exceptional circumstances and contingent upon IRC chair approval.

After receiving all input and discussing the presentations by the review team assigned to each country, the IRC will have the option to deliberate on their recommendations in a closed session.

Feedback and communication of recommendations to the Secretariat and partners will take place in an open session at the end of the review period.

In instances where the number of applications to be reviewed is large and are deemed to require a longer time period, the IRC can convene in two parallel sessions. IRC members may be convened to conduct in-country or ad-hoc reviews.

The IRC review shall consider the information available to countries within applicable guidelines and information provided to countries and shall consist of the following steps:

- a) Review country requests for support and supporting documentation, such as theory of change for Gavi support, health sector plans, costed multi-year immunisation plans, vaccine introduction or campaign action plans, vaccine management assessments etc.
- b) Provide Gavi with final reports and recommendations of support for each country reviewed

The IRC shall consider country plans and requests for renewal of such country plans holistically, especially assessing linkages and continuity between programmes. The IRC takes into account reports on country performance, including from the High-Level Review Panel and any other country-specific reviews, in making its recommendations.

At the end of each review session, the IRC will prepare the following:

- a) One report for each country whose application was submitted and reviewed by the IRC. The report will specifically make one of two possible recommendations:
 - I. Recommended for Approval – plus comments on areas the IRC deems deserving of special attention by the country, the Secretariat or partners.

- II. Recommended for Re-review – plus the key reasons why the IRC did not consider the country’s application ready to be recommended for approval at this sitting.
- b) One overall consolidated report which will include a qualitative and quantitative analysis of the applications submitted, any recommendations to the Board and Gavi partners on Gavi programmes and policies, including in relation to the grant application and review processes (the “IRC Consolidated Review Report”). Once a year, the IRC Consolidated Review Report(s) shall be submitted to the PPC.

B. Frequency of meetings

IRC meetings will be scheduled based on business needs. It is foreseen that the IRC shall meet at least three times a year based on a schedule to be determined by the Secretariat.

C. Notice and agenda of meetings

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee with sufficient notice prior to the date of such meeting and sent by email.

D. Voting/Decision-making

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

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

IRC members are responsible for upholding the integrity and independence of the IRC. IRC members are required to disclose any affiliations, current consultancy contracts, connections or links that may affect their independence in assessing country plans or proposals. While in-depth knowledge of a country is considered an asset there are circumstances where it may be perceived to affect a member’s independence.

Specifically, IRC members will:

- a) not be employees of Gavi partner agencies;
- b) not review country plans from Gavi eligible countries of which they are a national, have significant links with (e.g. residency for a considerable period) or where they have recently done or are engaged to do significant work that relates to the type of programmes Gavi supports; and
- c) not have taken part in any preparation processes.

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

At the commencement of each meeting, the chair of the IRC will request each IRC member to declare any additional actual or perceived conflicts of interests in addition to their standing declarations of interest in the matters brought before the Committee and the

relevant provisions in the Statutes, Operating Procedures and the Conflicts of Interest Policy for Governance Bodies shall regulate participation.

The IRC chair shall determine, in consultation with the Secretariat and the affected member, whether, and if so, to what extent, a member with a conflict of interest shall be able to attend or participate in the specific sessions discussing the relevant countries.

6. PERFORMANCE AND REVIEW

The Committee will normally evaluate its performance at least once every three 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.

The IRC shall report to Gavi's Programme and Policy Committee the results of its review and development actions arising.

The Board shall review these terms of reference as it deems necessary, normally in conjunction with the performance evaluation, to ensure their adequacy and that these remain relevant to the Committee's programme of work and in accordance with developments in best practice.