

# REVIEW OF DECISIONS

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BOARD MEETING

19 March 2020, Teleconference



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# Decision 1: Consent Agenda: Board and Committee nominations (1/2)

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The Gavi Alliance Board:

a) **Appointed** the following Board Member:

- **Zsuzsanna Jakab** as Board Member representing WHO in the seat formerly held by Peter Salama, effective immediately and until her successor is appointed.

b) **Appointed** the following Alternate Board Members:

- **Kate O'Brien** as Alternate Board Member representing WHO in the seat formerly held by Princess Nothemba Simelela, effective immediately and until her successor is appointed.
- **Noor Kahn** as Alternate Board member representing Norway on the donor constituency anchored by Norway in the seat currently held by Lene Lothe of Norway, effective immediately and until 31 December 2020.
- **Rafael Vilasanjuan** as Alternate Board Member representing the civil society organisations constituency in the seat formerly held by Frank Mahoney, effective immediately and until 31 March 2022.

# Decision 1: Consent Agenda: Board and Committee nominations (2/2)

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- c) **Appointed** the following to the Audit and Finance Committee:
- **Rafael Vilasanjuan** (Alternate Board Member), effective from 1 April 2020 and until 31 December 2021.
- d) **Appointed** the following to the Governance Committee:
- **Yibing Wu** (Board Member), effective from 1 July 2020 and until 31 December 2021.
- e) **Appointed** the following to the Investment Committee:
- **Yibing Wu** (Board Member), effective immediately and until 31 December 2021.
- f) **Appointed** the following to the Programme and Policy Committee:
- **Kelechi Ohiri** (Committee Delegate), effective immediately and until 31 December 2021.
- g) **Appointed** the following to the Evaluation Advisory Committee:
- **Rafael Vilasanjuan** (Alternate Board Member), effective 1 April 2020 and until 31 December 2021.
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# Decision 2: Governance Review (1/3)

The Gavi Alliance Board:

a) **Amended** Article 2.5 of the Gavi Alliance By-laws to read as follows:

## 2.5 Alternate Board Members

1. Each Eligible Organisation and Eligible Constituency shall be entitled to designate one person per Board Member as an "Alternate Board Member", subject to the exceptional provision set out in Article 2.5.2 below. Each such Alternate Board Member shall be entitled to act as a Board Member in lieu of the Representative Board Member in accordance with the provisions hereof. All references herein to Representative Board Member shall include Alternate Board Member unless otherwise specified or the context otherwise requires. Alternate Board Members shall be selected through the same procedures outlined in Article 2.4.2 and shall have the same rights, privileges and responsibilities and be subject to the same duties and obligations, and be provided the same information, as Board Members when acting in that capacity. Each Alternate Board Member shall also be subject to the provisions of Article 2.4.4.
2. If a Representative Board Member is appointed Vice Chair of the Board pursuant to Article 2.6, his or her applicable Eligible Organisation or Eligible Constituency shall be entitled exceptionally to designate two persons as "Alternate Board Member" for the duration that such Representative Board Member occupies the seat of Vice Chair.

# Decision 2: Governance Review (2/3)

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b) **Amended** Article 4.2 of the Gavi Alliance By-laws to read as follows:

## 4. Board Committees

2. Each Board Committee shall be composed of three or more Board Members/Alternates. 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, By-laws or Charter of the relevant Committee. If a Representative Board Member is appointed Chair pursuant to this Section 4.2, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in the Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote. *This provision does not apply to the Governance Committee, which, pursuant to Article 2.6.4, is chaired by the Vice Chair of the Board.* Each Board Member (taken together with his or her Alternate 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 Committee memberships shall not include membership of the Market-Sensitive Decisions Committee. The criteria for Committee membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be ensured, including throughout the governance structures, to the extent possible.

# Decision 2: Governance Review (3/3)

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The Gavi Alliance Board:

**Approved** the amendment to the Gavi Alliance Governance Committee Charter as set out in Annex B to Doc 03.

**Thank you**

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