

# GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

**Sarah Goulding**

7-8 December 2022, Geneva, Switzerland

# Routine (Recurring) Work

- Board and Committee nominations, including Committee Leadership
- Recruitment of Unaffiliated Board Members (*GC Subcommittee*)
- Monitoring of application of Guiding Principles on Gender for Board and Committee nominations
- Monitoring of Governance Risk Matrix

# Board Chair reappointment process

- At the Governance Committee meeting on 13 October 2022, the Board Vice Chair and Governance Committee Chair, updated Committee Members on the Board Chair recruitment process.
- She noted that she had been speaking to Board Members about the proposed extension of the Board Chairs' term and confirmed strong support to ensure stability and continuity at a time of leadership transition.
- As part of the process, she circulated a paper to the Governance Committee for input on 14 November 2022 and subsequently wrote to the Board to update them on the process on 28 November 2022.
- At its meeting on 5 December 2022, the Governance Committee will be asked to formally recommend to the Board the reappointment of the Board Chair for a three year term.

# CEO Recruitment Process

- At its meeting on 13 October 2022, the Governance Committee received an update on the CEO Recruitment Process which is being led by the CEO Recruitment Search Committee, supported by SRI Executive.
- The recruitment process remains on track for completion in line with the timeline agreed by the Board.
- Governance Committee noted the importance of ensuring the utmost confidentiality of the process for all involved.
- The Governance Committee will have a further update on this process at its meeting on 5 December 2022 and an updated will be provided to the Board in closed session on 6 December 2022.

# COVAX Facility Governance

- At the Governance Committee meeting on 13 October 2022, the Committee received an update on the discussions and consultations that had taken place since its last meeting with different stakeholders to ascertain where and how countries might wish to engage on COVAX going forward.
- Committee Members noted that as things stand it was likely that a proposal would be submitted to them at their meeting in December 2022 to consider dissolving the COVAX Shareholders Council and the COVAX Consensus Group at the end of 2022 and to consider some amendments to the Terms of Reference of the COVAX AMC Engagement Group as part of a proposal that it continue through 2023.
- At its meeting on 5 December 2022, the Governance Committee will consider recommending this to the Board for approval, as well as amendments to the Market-Sensitive Decisions Committee Charter to remove references to the COVAX Shareholders Council.

# Other Governance issues

- At its meeting on 13 October 2022, the Committee reviewed actions from previous meetings and in this context received an update on the onboarding process which is in place for new Board and Committee Members.
- The Committee highlighted a number of issues for consideration going forward, namely:
  - Ensuring clear decisions/decision language for the Board and its Committees
  - Board papers to show who has reviewed/cleared, reference previous decisions etc.
  - Alternative options to Consent Agenda
  - Enabling Board Members to share information in advance of meetings to focus discussions where most needed
  - Empowerment of Board Members to change constituency views at meetings as appropriate

# Recommendations to the Board

## 13 October

- Board and Committee appointments (*Approved by Board by no-objection consent*)
- Amendment to Board and Board Committee Operating Procedures (*Consent Agenda for December Board meeting*)

## 5 December – *to be considered for inclusion on Consent Agenda for December Board meeting*

- Board Chair reappointment
- COVAX Facility Governance
- Board and Committee appointments
- Independent Review Committee appointments

# Thank you