

**SUBJECT: GOVERNANCE COMMITTEE CHAIR REPORT**

**Category: For Information**

### **Section A: Introduction**

- This report provides the Board with an overview of the activities of the Governance Committee (GC) since the Committee Chair last reported to the Board in June 2021.
- The GC met virtually on 30 September 2021 and 23 November 2021.
- In addition to some routine business such as Board and Committee nominations and the recruitment of Unaffiliated Board members, Committee discussions focused on work in relation to (i) Vice Chair nomination process; (ii) COVAX Facility Governance; (iii) Board and Committee Self-Evaluation; (iv) Implementation of the Conflicts of Interest Policy for Governance Bodies; (v) annual HR report; (vi) refinements to the Evaluation Advisory Committee Policy and Audit and Finance Committee Charters; and (vii) the process to support leadership transition for the appointment of a new CEO in 2023. .
- In addition, a number of nominations for Board and Committee members submitted electronically to the Governance Committee for consideration have already been circulated to the Board for no-objection consent and were approved on 29 July 2021, 21 September 2021 and 13 October 2021.
- The GC Chair report is attached in the form of a presentation as Annex A.

### **Annexes**

**Annex A: Governance Committee Chair report**

# GOVERNANCE COMMITTEE CHAIR REPORT

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BOARD MEETING

**Sarah Goulding**

30 November – 2 December 2021, Virtual Meeting



# Routine (Recurring) Work

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- **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**

# Vice Chair Appointment

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- In July 2021, the Board Chair invited Board Members to submit Expressions of Interest in the Board Vice Chair role with a deadline of 15 September 2021, noting that Sarah Goulding had confirmed her willingness to be considered for reappointment at the end of her first term on 31 December 2021
- At its meeting of 30 September 2021, the Governance Committee noted that no further expressions of interest had been received by the deadline
- The Governance Committee agreed that it would therefore not be necessary to appoint a Subcommittee to manage the process further and also agreed to recommend the reappointment already at this meeting

# Board and Committee Self-Evaluation (1/2)

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- At its meeting on 17 June 2021, the Governance Committee endorsed a proposal from the Board Chair and the Board Vice Chair to implement an internally facilitated small-scale survey on the virtual operations of the Board and Board Committees, to be overseen by the Governance Committee and reported back to the Board.
- At its meeting on 30 September 2021, the Governance Committee discussed and agreed on the proposed content of the survey which was subsequently launched on 4 October 2021
- A key finding from respondents (48%), supported the increased agility of the board in virtual governance operations, and identified a number of short and medium term actions that could strengthen governance - particularly inclusion, forward planning and accountability.

# Board and Committee Self-Evaluation (2/2)

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- At its meeting on 23 November 2021 the Governance Committee had a preliminary discussion on the results. It agreed with the proposal of the Board Chair and the Board Vice Chair that it would be useful to have a dedicated session on governance at the Board Retreat in April 2022. The purpose of this session would be to:
  - strengthen engagement of Board members in Board governance given changes in Board and committee leadership;
  - address some of the issues/comments and suggestions raised in the survey responses; and
  - to get input from Board Members who had been unable to complete the survey.

# COVAX Facility Governance

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- At its meeting in June 2021, the Board approved the continued administration of the COVAX Facility by Gavi in 2022, a new participation model for Self-Financing Participants and a proposal to unify terms and conditions
- Changes to the COVAX governance model approved by the Board during 2020 are not being proposed for 2022 and this was discussed by the Governance Committee at its meeting on 30 September 2021
- At its meeting on 23 November 2021, the Governance Committee did consider changes to the COVAX Facility Shareholders Council Terms of Reference (presented to the Council at its meeting in October 2021). The proposed changes ensure alignment with the new participation model and the Governance Committee agreed to them to the Board for approval (*see consent agenda*)
- During 2022, the Board and its Committees will be requested to consider a number of issues related to the COVAX Facility post 2022. Discussions relating to the governance model will remain within the remit of the Governance Committee and it is therefore foreseen that this would be a standing item on the Committee workplan throughout the year

# Recommendations to the Board

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## 30 September

- Board Vice Chair Appointment (*Consent Agenda for Nov/Dec Board meeting*)
- Board appointments (*Approved by Board by no-objection consent*)

## 23 November [included on consent agenda for Nov/Dec Board meeting]

- Board and Committee appointments (*Consent Agenda*)
- Committee Chair appointments (*Consent Agenda*)
- Independent Review Committee (IRC) appointments (*Consent Agenda*)
- COVAX Facility Shareholders Council Terms of Reference (*Consent Agenda*)
- Gavi Audit and Finance Committee Charter (*Consent Agenda*)



# Thank you

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