



GAVI Alliance Governance Committee Meeting

17 June 2014

Geneva, Switzerland

FINAL MINUTES

1. Chair's report

- 1.1. Finding a quorum of members present, the meeting commenced at 18.30 Geneva time on 17 June 2014. Geeta Rao Gupta, Governance Committee Chair, chaired the meeting.
- 1.2. She noted that Olga Popova would shortly step down from the Board and Governance Committee. The Chair thanked her for her service and noted that this was also Helen Evans' last Governance Committee meeting as she was shortly retiring from the GAVI Alliance as Deputy CEO.
- 1.3. Standing declarations of interest were tabled to the Committee (Doc 1a in the Committee pack). The Committee also reviewed the minutes of its meetings on 7 April 2014 (Doc 1b) and 5 June 2014 (circulated by email on 13 June 2014); one small amendment was noted. The Committee also reviewed its action sheet (Doc 1c) and forward workplan (Doc 1d).

Decision One

The GAVI Alliance Governance Committee:

- **Approved** the minutes of its meetings on:
 - 7 April 2014
 - 5 June 2014, contingent upon the inclusion of edits agreed at the meeting.

2. Self-assessment follow-up and Executive Committee mandate

- 2.1. The Chair reminded the Governance Committee that the Board discussed the outcomes of the self-assessment during its April 2014 retreat and had developed a list of priorities to further optimise the governance structure and processes. An action sheet of the most critical priorities, along with their current status, was tabled to the Committee (Doc 2).

- 2.2. One of these, enabling more free-flowing discussion, debate, and interaction, had been addressed by constructing a Board agenda with fewer separate information items and moving them to either pre-Board technical briefing sessions or the CEO Report. The Chair's impression was that the briefings had been well-attended and received. She asked Committee members to carefully observe the Board meeting to determine if the new agenda strategy had been successful.
- 2.3. Clarifying the role and composition of the Executive Committee was another priority coming out of the self-assessment. The Chair asked Kevin A. Klock, Head of Governance and Assistant Secretary, to take the Committee through the By-Laws and Executive Committee Charter and explain what its mandate was designed to be and to provide some of the history behind the design stemming from the 2008 governance transition.
- 2.4. He explained that the By-Laws designate the Executive Committee membership, and the rights of any Board member not represented on the Committee to "make their positions known in writing or through personal presence." The Charter listed the skills needed on the EC, operational procedures, and functions. At the Governance Committee's request, Mr Klock provided detail on the EC's compositional requirements and its functions.

Discussion

- A Committee member asked how much flexibility the EC had to perform functions not listed in the Charter. Mr Klock noted that while the Charter listed approximately fifteen functions, it stated that the list was "not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties." However, the Statutes contain a list of high-level duties that the Board cannot delegate to any committee.
- It was asked how the philosophy of the EC making time-sensitive decisions fit into the By-Laws and Charter. Mr Klock explained that this language was incorporated into the purpose statement at the beginning of the Charter (and is included in the By-Laws). When the Charter was originally adopted, the transition team did not yet know how the EC would operate in reality, and so it listed functions in order to ring-fence its remit.
- With the benefit of experience, the Governance Committee thought the time was appropriate to revisit the listed functions. It provided some input on what functions could be amended or removed altogether. In sum, it wanted an EC focused on 1) making time-sensitive operational decisions in between Board meetings, and 2) taking commercially-sensitive and other appropriate confidential decisions.
- In addition, some of the listed functions to recommend key strategies and programme initiatives suggested that the EC was responsible for bringing finished products to the Board, thus precluding Alliance-wide participation. Instead, "recommending" was seen as a role for the CEO (on Alliance-wide

consultations and Secretariat matters) and other committees (on technical or operational matters such as investment portfolio construction or addressing IRC policy recommendations).

- To take this work forward, the Governance Committee requested the Secretariat to draft a new list of EC functions by 18 July 2014 based on the Committee's discussion and what is considered good governance in the public and private sectors. A list of membership capabilities should also be included that conformed with the principles of transparency, operational knowledge, availability, and other good governance practices.
- In the meantime, the Committee delegated to the Chair the authority to form and compose a subcommittee of three Board members by 15 July 2014 who would recommend how to revise the list of functions and membership capabilities, and consult the Governance Committee. After this, the Governance Committee would then receive this recommendation in order to draft a revised Charter and composition for eventual recommendation to the Board.
- The Committee also requested that the other, longer term topics the self-assessment identified be included in the next paper for the Committee, including the Stage 2 recommendation to "revisit the Board's approach to constituency representation and support."

3. Board and committee member nominations

- 3.1. The Chair reported on unaffiliated Board member recruitment, noting that Stephen Zinser had been forwarded to the Governance Committee by the recruitment subcommittee for appointment as an unaffiliated Board member and Investment Committee member. Another candidate was in the interview stages who might be able to join the Board and the Audit and Finance Committee. She noted a couple good candidates had withdrawn from the process due to changed circumstances. The subcommittee was now pursuing a new list of candidates, with the goal of nominating additional members at the end of the year.
- 3.2. Next, Debbie Adams, Managing Director of Law and Governance and Secretary to the Board reviewed the recommendations received for Board and committee membership (Doc 3). She noted that the gender balance of the alternates would improve with these appointments but that both the Board and alternates would remain slightly outside of the target range.

Discussion

- The Governance Committee echoed the comments with regard to gender balance and the Chair agreed to emphasise this point during her report to the Board.

Decision Two

The GAVI Alliance Board:

- **Recommended** to the Board that it appoint the following Board Members:
 - **Stephen Zinser** as an Unaffiliated Board Member in the seat formerly held by Dwight L. Bush effective immediately until 30 June 2017.
 - **Olivier Charmeil** as Board Member representing the industrialised vaccine industry constituency in the seat currently held by Johan Van Hoof effective 1 August 2014 until 31 July 2017.
 - **Adar Poonawalla** as Board Member representing the developing vaccine industry constituency in the seat currently held by Mahima Datla effective 1 July 2014 until 30 June 2017.
- **Recommended** to the Board that it appoint the following Alternate Board Members:
 - **Javier Hernández Peña** of Spain as Alternate Board Member to Angela Santoni of Italy representing the Italy and Spain donor constituency in the seat formerly held by José Luis Solano effective immediately until 31 December 2014.
 - **Katherine Taylor** as Alternate Board Member to Jenny Da Rin representing the Australia, Japan, Korea, and the United States of America donor constituency in the seat currently held by Robert Clay effective 1 July 2014 until 30 June 2015.
 - **Laura Laughlin** as Alternate Board Member representing the industrialised vaccine industry constituency in the seat currently held by Olga Popova effective 1 August 2014 until 31 July 2017.
 - **Seif Seleman Rashid** of Tanzania as Alternate Board Member to Ruhakana Rugunda of Uganda representing the developing country constituency in the seat currently held by Hussein Ali Mwinyi effective immediately until 31 December 2014.
- **Recommended** to the Board that it reappoint the following Alternate Board Member:
 - **Juliman Fuad** as Alternate Board Member to Adar Poonawalla representing the developing vaccine industry constituency until 30 June 2017.
- **Recommended** to the Board that it appoint the following persons as members of the Governance Committee until the Committee is refreshed:
 - Bheri Ramsaran effective immediately

- Ruhakana Rugunda effective immediately
- Laura Laughlin in the seat currently held by Olga Popova effective 1 August 2014.
- **Recommended** to the Board that it appoint the following persons as members of the Investment Committee effective immediately until the Committee is refreshed:
 - Stephen Zinser
 - Ross Leach as a Committee Delegate representing the United Kingdom, Canada, and Ireland donor constituency.
- **Recommended** to the Board that it appoint the following persons as members of the Programme and Policy Committee until the Committee is refreshed:
 - Erik Bossan as a Committee Delegate representing the industrialised vaccine industry constituency in the seat currently held by Klaus Stohr effective 1 August 2014.
 - Jason Lane as a Committee Delegate representing the United Kingdom, Canada, and Ireland donor constituency in the seat currently held by Raj Baisya effective immediately.
- **Recommended** to the Board that it reappoint the following persons as members of the Evaluation Advisory Committee:
 - Mira Johri as Independent Expert until 31 July 2017
 - Rob Moodie as Independent Expert until 31 July 2017.

Governance Committee members who are candidates for these positions, or whose organisations or constituencies provided candidates for these positions, did not participate in discussion or voting on those nominations.

4. New Board Chair recruitment

- 4.1. The Chair referred the Committee to the email she had distributed on 8 June 2014 (also included as Doc 4) which summarised the outcomes of the 5 June Governance Committee meeting with regard to recruiting the next Board Chair. She noted that the current Board Chair was pleased with the Governance Committee's process.
- 4.2. Based on the Committee's 11 March 2014 recommendation, she confirmed that at the Board meeting the following day, the Board Chair would be invited

to step out of the room during discussion and confirmation on his extension. She would then inform the Board as to the Committee's agreed process for recruiting the next Board Chair.

Discussion

- It was reported that the donors had discussed Board Chair succession planning and were pleased to learn the Governance Committee had a plan to do this work in a timely manner. They requested that Board members understand the process and how they could feed into it.
- The Governance Committee delegated to the Committee Chair the authority to form and compose a committee of three members who would lead the recruitment process. Responsibilities would include consulting all Board members and eventually making a candidate recommendation to the Governance Committee. It was agreed that she should choose a Governance Committee member to chair the committee and that at least one committee member should not come from the Governance Committee. She should select this committee by 15 July 2014.

5. Committee chair appointment process

- 5.1. Debbie Adams requested that the Governance Committee provide guidance on a proposed process for committee chair nominations going forward (Doc 5). Until now, committee chairs were appointed through an ad-hoc process, with incumbent chairs normally being reappointed by the Board on the recommendation of the Governance Committee. Having seen a potential process gap, the Secretary laid out a number of consultative processes that could be used to ensure a good method of nomination and appointment.

Discussion

- It was confirmed that, under the By-Laws, "Board Committees" must be chaired by Board members. Only the Evaluation Advisory Committee, which is an "Advisory Body" under the By-Laws, may be led by either a Board member or non-Board member.
- It was also confirmed that the purpose of setting out a process was to make it transparent and understandable, not to add restrictions.
- The Governance Committee noted the processes presented were satisfactory for implementation and the Secretariat's intention to facilitate identification of committee chairs along the lines laid out in Doc 5.

6. Special Advisers update

- 6.1. At its meeting on 7 April 2014, the Governance Committee held a wide ranging discussion on the role and remit of GAVI-funded special advisers, agreeing that clarity was needed on their role and the skills and competencies required. It asked the Secretariat to put together proposals for terms of reference of special advisers to support the Board Chair, Vice Chair, and the developing country and civil society constituencies. Debbie Adams tabled the draft terms of reference along with a draft information note to the Committee for guidance (Doc 6), noting that this information was provided as requested but that the Secretariat had not yet been able to consult developing country Board members.
- 6.2. The Chair reminded the Committee that it was spending time on this issue because the Secretariat highlighted that the process for appointing advisers was not transparent and because the donor community was asking for transparency with costs. She emphasised that the Committee wanted to centralise hiring, evaluation, and expectations to ensure advisers were retained and functioned in a standardised way.

Discussion

- With regard to special advisers for developing countries and civil society, some members felt advisers needed to be sufficiently senior and educated to perform an ambassadorial role for the constituency. Other members felt special advisers provided the most value as listeners and communicators, who mobilised their Board members to perform the ambassadorial role. The Secretary reflected that relatively more junior advisers had proved to be the most successful and value-added. Some members felt that the advisers needed to be credible but not too senior to do critical administrative work. Others believed that the advisers needed to be sufficiently senior to understand the complex policies and processes of the GAVI Alliance to effectively guide their Board Members and constituents.
- Committee members had a number of technical suggestions including confirming that the TORs were sufficiently evidence-based, key performance indicators were clear and specific, interviews with candidates would be performed jointly between the Board member and Secretariat, work experience was broadened beyond just “health programmes,” and the education level required was clear.
- Compensation should be based on roles and responsibilities, and reasonable for the location in which the adviser is based. Committee members had varying views as to whether remuneration should be partly based on qualifications.
- The Secretariat was requested to put together a short document outlining its view on what currently works and does not work well in relation to special advisers.

- The Committee asked the Secretariat to incorporate its comments in the terms of reference, including a better set of KPIs, a standard process for hiring candidates (understanding that it is the GAVI Alliance that is hiring the advisers), and qualifications. It was agreed that the Secretariat should share the revised TORs with the Committee Chair and Board members that currently have special advisers for additional input before coming back to the Governance Committee.

After determining there was no further business, the meeting was brought to a close.

Ms Debbie Adams
Secretary to the Board

Attachment A

Participants

Committee Members

- Geeta Rao Gupta, Chair
- Joan Awunyo-Akaba
- Donal Brown
- Maria C. Freire
- Shanelle Hall
- Orin Levine
- Olga Popova
- Samba O. Sow
- Beate Stirø
- George W. Wellde, Jr.
- Seth Berkley (non-voting)

Other Board Members present

- Ruhakana Rugunda

Secretariat

- Debbie Adams
- Helen Evans
- Anuradha Gupta
- Kevin A. Klock

Guests

- Gian Gandhi, Senior Adviser to the Board Vice Chair (Items 1-5)