

## Gavi Alliance Governance Committee Meeting

16 February 2016

Teleconference

### 1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 08.05 Geneva time on 16 February 2016. Flavia Bustreo, Governance Committee Chair, chaired the meeting.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack). The Chair requested that Governance Committee members who had not yet completed and returned the relevant forms to the Secretariat do so as soon as possible.
- 1.3 The Committee approved the minutes of its meeting on 1 December 2015.
- 1.4 The Committee reviewed its forward workplan (Doc 01c).

### *Discussion*

- The Chair expressed her thanks to members of the Governance Committee and the Secretariat who had been very engaged in working on the three priorities of the Committee in 2015, namely: (i) the Board Chair recruitment; (ii) the recruitment of Unaffiliated Board members; and (iii) resolving the issue of the Executive Committee composition.
- She indicated that issues have arisen in relation to the composition of the Executive Committee when working on drafting the relevant amendments to the Gavi By-Laws. It has become apparent that there are various permutations, and consequences, that warrant careful consideration and clarification and before they can be submitted to the Swiss Supervisory Authority for Foundations for review.
- She noted that the Board Chair had been in contact with some Board members about how this might affect Gavi's governance and that pending further reflection, also in the context of the Board and Committee Self-Evaluation, constituencies will be invited to put forward nominations for the Executive Committee in the spirit of the December Board decision and nominees invited to attend the Executive Committee meetings as observers pending their formal appointment by the Board starting with the meeting scheduled for 18 March 2016.

- One member of the Governance Committee regretted that the Committee had not been able to take a formal position in relation to the decision approved by the Board in December 2015. She therefore suggested that it could be an opportunity to have a further discussion on this at the Board Retreat in April, in particular with regard to the unintended consequences, and the overall role for Unaffiliated Board members going forward.

### **Decision One**

The Gavi Governance Committee:

- **Approved** the minutes of its meeting on 1 December 2016.

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### **2. Board and Committee Self-Evaluation RFP**

- 2.1 The Chair introduced this item by reminding Committee members that regular self-evaluation exercises are a requirement in line with Gavi's Board and Committee governing documents and that historically these have been conducted every two years. To date they have been carried out with the assistance of independent consultants. She highlighted the importance of the self-evaluations in enhancing the performance and interactions of the Board and Committees.
- 2.2 Philip Armstrong, Director, Governance and Secretary to the Board, provided information on the proposed process for the 2016 Board and Committee Self-Evaluation, as outlined in the draft RFP (Doc 02). It would combine individual and collective consultations with Board members, an electronic survey and an analysis of the Gavi statutes, by-laws and committee charters to ensure compliance and potentially raise issues for the Board's consideration regarding Gavi's governance framework in light of the 2016-2020 strategy. He also outlined the proposed timeline for the self-evaluation process.

### *Discussion*

- In response to a suggestion from a Committee member, the Chair confirmed that she would be meeting with the previous Governance Committee Chair later in the week and would take the opportunity to discuss some of the key lessons learned from previous self-evaluation exercises, and in particular whether anything could be built into the RFP to provide clarity to the consultants in relation to expectations on how they should work.
- Governance Committee members agreed on the importance of ensuring a robust process and a high quality final report and that the proposed timelines should be adapted to ensure this. It was also agreed that the Governance Committee should play a role in providing general oversight to the work as it evolves.

- The Secretariat clarified that it was not foreseen that the consultants would already provide information on preliminary findings to the Board at its retreat in April, but use the opportunity to meet with individual Board members and to share with the Board some of the early observations identified from initial one-on-one interviews and the electronic survey in order to generate a targeted and focused discussion with the Board members collectively. As requested by the Committee, arrangements would be made to ensure that some of the Committee meetings during May would be observed as well as the June Board meeting before working on formulating their findings and recommendations for further discussion with the Governance Committee and Board later in the year.
- It was agreed that it would be useful, in particular for new members of the Governance Committee, to receive copies of the previous self-evaluation reports and the Secretariat confirmed that this would be done. It was noted that the previous evaluations had both quantitative and qualitative aspects, including observations at Board and Committee meetings, a review of meeting papers and minutes, and that there had been a number of actions taken subsequently to follow up on the recommendations.
- It was suggested that the RFP needs to be clearer on the objectives of the self-evaluation in terms of assessing the core functions of the Board, clarifying the mandates and authority of the Board Committees and the role of the Executive Committee. It was also suggested that one of the outputs of the RFP could be performance metrics to be used going forward. Committee members highlighted the importance of the findings of the report being based not only on interviews and consultations but on original data.
- It was agreed that the RFP would not be published until the week of 22 February, and that any Governance Committee members who wished to provide additional input for consideration in the meantime would be welcome to do so but if it could be submitted to the Secretariat by not later than COB on Friday 19 February.
- Governance Committee members highlighted the importance of ensuring that the consultants have a good understanding of organisations similar to Gavi's with a good appreciation of its complexities.

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### **3. Subcommittee for Unaffiliated Board Member Recruitment and Board and Committee Nominations**

- 3.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 03) which aimed to refresh and refine the role and composition of the subcommittee for the recruitment of Unaffiliated Board Members which had been established a few years previously, and extend its mandate to include a pre-review of all nominations received for Board and Committee membership to encourage a more rigorous process.

### *Discussion*

- Governance Committee members agreed on the usefulness of the subcommittee to recruit Unaffiliated Board members but felt that the Governance Committee itself should retain responsibility for ensuring a robust review of all other Board and Committee nominations. It was suggested that one of the underlying issues which needs to be addressed by the Governance Committee relates to a lack of clarity on the criteria for Board and Committee membership and requested that consideration be given to this for the future.
- The Chair noted comments from Governance Committee members highlighting the importance of ensuring that as much consideration is given to all nominations for Board and Committee membership as is the case for Unaffiliated Board Members and she suggested that this should be further discussed by the Governance Committee at its next meeting.
- It was noted that the current timeline whereby the Governance Committee only meets to consider nominations on the day before the Board meeting does not allow for time to address issues that might arise such as potential non-compliance with the gender policy or contested seats as occurred last December. It may, therefore, be necessary to review the timeline for the submission of Board and Committee nominations to allow for the Governance Committee to address any issues before making a final recommendation to the Board and to give it time to undertake a more rigorous scrutiny of nominations.
- Governance Committee members agreed on the proposed composition of the subcommittee and one member asked that the diversity of Board constituencies be taken into account when appointing the additional member of the subcommittee to ensure that the subcommittee represents a wide range of views.

### **Decision Two**

The Gavi Governance Committee:

- **Approved** the establishment of a Recruitment and Nominations Subcommittee for the recruitment of Unaffiliated Board members, comprising an Unaffiliated Board member as Chair, the Board Chair, the Governance Committee Chair, one additional member of the Governance Committee and the CEO.

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#### **4. Board Travel Policy Review**

- 4.1 The Committee considered the request to recommend amendments to the Board Travel Policy, as had already been discussed at its meeting on 1 December 2015 (Doc 04).

*Discussion*

- Following a suggestion from a Committee member it was agreed that it would be useful if the Secretariat, in the next few months, could provide the Committee with an overview of current Board travel policies in similar organisations to make sure that Gavi continues to operate in line with practices elsewhere.

**Decision Three**

The Gavi Governance Committee:

- **Recommended** to the Gavi Board that it approve amendments to the Board Travel Policy as outlined in Annex A to Doc 04.

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**5. April Board Retreat**

- 5.1 The Chair informed Governance Committee members that this item was on the agenda to invite any suggestions they may have on governance issues to be addressed at the April Board Retreat in addition to the Board and Committee Self-Evaluation.
- 5.2 Seth Berkley, CEO, informed Governance Committee members that in addition to governance issues, the agenda for the Board Retreat would include global health security, risk, engagement of new partners and expenditure in lower income countries and lower middle income countries.

*Discussion*

- Governance Committee members agreed that it would be useful to have a discussion on the role and responsibilities of Unaffiliated Board members, in particular in view of the added value they bring to the Gavi Board and ensuring that there is a common understanding of their role.
- It was also suggested that the issue of how commercially sensitive issues are being addressed by the Board and its Committees be discussed particularly in light of the expanded composition of the Executive Committee.

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**6. Review of decisions and any other business**

- 6.1 Philip Armstrong reviewed and agreed the language of the decisions with the Committee.

### *Donor constituency organisation*

- 6.2 Donal Brown provided an update to the Governance Committee on the process which the donor constituency is undergoing to reflect representation based on the 2015 replenishment in terms not only of donor shares, but also in order to integrate new donors. In early January the constituency had reached agreement on eight principles to guide the process. Agreement has been reached on who the five anchor donors will be and discussions on proposed representation on the Board and Committees should be finalised within the next week. In this context he hoped that it would be possible to have the nominations approved, so that new Board Members or Alternate Board Members would be able to take part already in the Board Retreat in April.
- 6.3 The Chair welcomed this update and highlighted that the Governance Committee should not just see the names of the new nominees but should also be able to reflect on the way in which the proposed changes might affect Gavi's governance, including possible agreements within the constituency on Board and Committee rotations, etc.
- 6.4 In the context of the earlier discussion during this meeting on the importance of ensuring the same levels of rigour and scrutiny for all constituencies, not just Unaffiliated Board Members, she suggested that the Governance Committee discuss the donor constituency process and nominations at its next meeting in April in Beijing. Taking into consideration the constituencies' wish for the new Board Members and Alternate Board members to be engaged as early as possible in the work of the Board, she proposed that any new nominees could be invited to attend the Board Retreat as observers.

### *Sharing of commercially sensitive information*

- 6.5 Laura Laughlin recalled a discussion that the Governance Committee had had at its meeting in June 2015 in the context of discussions on Executive Committee composition and in relation to the sharing of commercially sensitive information.
- 6.6 She reminded Committee members that manufacturers may share proprietary information during negotiations which is neither intended for the general public, competitors, nor with broader Board constituencies. She therefore expressed concerns with regard to the opening up of the Executive Committee composition to new constituencies and that the sharing of such information could lead to unintended consequences for Gavi and/or the manufacturers concerned.
- 6.7 The Chair informed Governance Committee members that this issue had been discussed in depth in relation to the composition of the Executive Committee and that it has indeed been made very clear to all Executive Committee members that it would not be appropriate for them to share information of a commercially sensitive nature within their own organisations or constituencies. The Chair indicated that she would ensure that the new Board Chair is fully aware of these discussions and that it will be made clear to new incoming Executive Committee members that this is how business should be conducted without exception.

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

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Mr Philip Armstrong  
Secretary to the Board

## **Attachment A: Participants**

### **Committee Members**

- Flavia Bustreo, Chair
- Donal Brown
- Gunilla Carlsson
- Javier Hernández Peña
- Eivind S. Homme
- Laura Laughlin
- Orin Levine
- Jan Paehler
- Samba O. Sow
- Naveen Thacker
- Seth Berkley (non-voting)

### **Regrets**

- Kesetebirhan Admasu
- Blair Exell

### **Secretariat**

- Philip Armstrong
- Joanne Goetz

### **Guests**

- Lidija Kamara, Special Adviser to the Board  
Vice Chair