

Gavi Alliance Governance Committee Meetings

18 & 20 April 2016

Palace de Menthon, Menthon-Saint-Bernard, France

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 17.07 local time on 18 April 2016. Flavia Bustreo, Governance Committee Chair, chaired the meeting. The meeting reconvened at 13.10 local time on 20 April 2016 to conclude discussions on Agenda Item 2.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 1.3 The Committee noted the minutes of its meeting on 16 February 2016 (Doc 01b), which had been approved by no-objection on 15 March 2016.
- 1.4 The Committee reviewed its forward workplan (Doc 01c).

Discussion

- In reply to a request for clarification from a Governance Committee member in relation to the composition of the Executive Committee it was noted, as the Committee had been informed at its February meeting, that pending approval of the relevant amendments to the Gavi By-Laws following the December Board decision and clearance with the Swiss Federal State authorities in the normal course, nominees for the CSO seat and the second donor and developing country seats would be invited to attend Executive Committee meetings as fully participating observers pending conclusion of the Board and Committee self-evaluation and full assessment of the governance structure and its committees

2. Board and Committee nominations – Donors constituency

- 2.1 The Chair invited Donal Brown, representing the UK as the donor coordinator, to present this item (Doc 02).
- 2.2 Mr Brown outlined the process for forming the Gavi donor constituency groups, highlighting the rationale for the change and that this had been done within the context of a set of principles which had been voted on and agreed by the donor constituency in early 2016. He informed Committee members that while agreement had been reached on the five anchor donors, work continued on finalising the membership of the five donor groups.

Discussion

- Governance Committee members expressed appreciation for the process, which they agreed was important to ensure the engagement of new donors. Some members stressed the importance of not only looking at this in the light of the replenishment, but also thinking forward and how the final outcome of composition of the donor groups might impact, either positively or negatively, future resource mobilisation efforts.
- It was remarked that one of the roles of the anchor donors will be to ensure that new donors, in particular those who have not historically been involved in Gavi and might not have the capacity of other donors, are provided with support to ensure that they are fully integrated into Gavi and its governance processes and become strong contributors.
- One Committee member commented that one of the constraints of the process had been to fit into five groups and that it is possible that in the future it might be necessary to have a discussion on whether five seats is still the appropriate number for the donor constituency.
- The Committee member representing Spain indicated that while they have been involved in the process and have agreed to the principles, they do not agree to the proposal being put forward whereby Spain would be removed from its Alternate Board Member seat before the end of the term which has already been approved by the Board.
- Committee members noted that in line with Article 2.4.2.1 of the Gavi By-Laws there is a self-organising principle whereby “Each Eligible Constituency shall have its own process for selecting its Representative Board Member(s) (“Selection Process”). It shall be the responsibility of the Eligible Constituency to implement its Selection process.”
- The role of the Governance Committee is to consider the nominations submitted by the constituency for recommendation to the Board by ensuring that the nominees meet the minimal criteria (Article 2.4.2.2 of the Gavi By-Laws).
- Governance Committee members also noted that in line with Article 2.4.2.4 of the Gavi By-Laws “Each Eligible Organisation and Eligible Constituency shall have the right to replace its Representative Board Member at any time”.
- It is not the role of the Governance Committee to mediate in case of disagreements within a constituency other than to see confirmation that due process has been followed in submitting a nomination or nominations to the Governance Committee for consideration.
- Governance Committee noted that while Canada will hold one of the anchor donor seats, they are not yet in a position to put forward a nomination for appointment to the Board. The consultation process within the relevant group will therefore continue and pending agreement within the group the current representation on

the Board, namely Italy holding the Board seat and Spain holding the Alternate Board seat, will remain unchanged for the time being [discussed and agreed at the meeting on 20 April 2016].

- It was noted that Jan Paehler of the constituency anchored by Germany would be taking the second donor seat on the Executive Committee on the basis explained in 1. above.
- Concluding the discussion on the donors constituency, the Chair regretted that some of the issues raised had not been resolved before recommendations had been submitted to the Governance Committee and she encouraged all organisations and constituencies to consult more with the Secretariat going forward so that any pending issues might be resolved in advance. She also went on to add that considerations within eligible organisations and constituencies, while recognising their rights to self-organisation as enshrined in the Statutes and By-Laws, needed also to take account of the considerations of the Gavi alliance and its strategic interests overall.
- Governance Committee members noted an addendum to this Agenda item which had been tabled at the meeting and which requested consideration of a nomination from the World Bank to the Audit and Finance Committee, following the resignation of Francois Lefebvre from the Committee.
- Given that the following appointments are subject to Board approval in June, it was noted that all individuals could participate immediately in the governance bodies to which they had been appointed but would be designated “Board Member-elect” and/or “Committee Member-elect” as the case may be until such approve has been appropriately promulgated.

Decision One

The Gavi Governance Committee:

- a) **Noted** that the donors’ constituency had been restructured to comprise five anchor donors, namely: Canada, Germany, Norway, United Kingdom and the United States.
- b) **Recommended** to the Gavi Board that it appoint the following Board Member:
 - **Irene Koek** of the United States as Board Member representing the United States on the donor constituency anchored by the United States in the seat currently held by Katie Taylor of the United States with immediate effect and until 30 June 2017.
- c) **Recommended** to the Gavi Board that it reappoint the following Board Member effective 1 July 2016:
 - **Donal Brown** of the United Kingdom as Board Member representing the United Kingdom on the donor constituency anchored by the United Kingdom until 31 December 2016.

- d) **Recommended** to the Gavi Board that it appoint the following Alternate Board Member:
- **Jason Lane** of the United Kingdom as Alternate Board Member to Donal Brown of the United Kingdom, representing the donor constituency anchored by the United Kingdom, in the seat currently held by Jo-Ann Purcell of Canada with immediate effect and until 31 December 2016.
- e) **Recommended** to the Gavi Board that it appoint the following to the Executive Committee effective 1 July 2016:
- **Donal Brown** until 31 December 2016.
- f) **Recommended** to the Gavi Board that it appoint the following to the Programme and Policy Committee as Committee Delegate with immediate effect:
- **Sara Nicholls** until 31 December 2017.

Decision Three

The Gavi Governance Committee:

- a) **Recommended** to the Gavi Board that it appoint the following to the Audit and Finance Committee as Committee Delegate with immediate effect:
- **Alexandru Cebotari** until 31 December 2017.

3. Appointment of Unaffiliated Board Member Recruitment Sub-Committee

- 3.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 03) which requested the Governance Committee to approve the members of the Recruitment and Nominations Subcommittee for the Recruitment of Unaffiliated Board Members.

Discussion

- Governance Committee members noted that the work of the subcommittee will have to start promptly, in particular to consider a Board vacancy arising in June 2016. One of the roles of the subcommittee will be to carry out an analysis of the skill sets required to fill Unaffiliated Board Member seats.
- It was noted that there is a pipeline of potential candidates from the work which had been carried out during the previous year, and that further suggestions from Governance Committee members on potential candidates would be welcome.

Decision Two

The Gavi Governance Committee **approved** the following appointments to the Recruitment and Nominations Subcommittee for the recruitment of Unaffiliated Board members:

- **William Roedy**, Subcommittee Chair
- **Blair Exell**

So that the Subcommittee is comprised of William Roedy (Chair of the Subcommittee), Dr Ngozi Okonjo-Iweala, Dr Flavia Bustreo, Blair Exell and Dr Seth Berkley.

4. 2016 Board and Committee Self-Evaluation

- 4.1 The Chair introduced this item, informing Committee members that following the discussions at the previous meeting, she had had a discussion with the former Vice Chair, Geeta Rao Gupta, to get her input on how the self-evaluations had been conducted previously and that she hoped that lessons can be learnt from the experience.
- 4.2 Philip Armstrong, Director, Governance and Secretary to the Board, provided information on the process for identifying the independent consultant to carry out the self-evaluation exercise.

Discussion

- Governance Committee members expressed their support for the approach and agreed on the value of having a set of fresh eyes to look at Gavi's governance and governance processes. They noted that the exercise will include an analysis of the 2012 and 2014 evaluations.
- Governance Committee members noted that one of the main aims of the self-evaluation exercise is to ascertain whether there are ways to make Gavi's governance more efficient to deliver on the 2016-2020 strategy and whether current processes and the Board is equipped to support Gavi as an organisation in achieving the strategic objectives.
- The Chair highlighted the importance of ensuring that the exercise is done properly and in this context expressed the wish to convene a meeting of the Governance Committee in May to review the survey which the evaluators will be proposing to circulate to Board Members.
- Governance Committee members appreciated the fact that some people who had been engaged in the discussions in the past which led to the current governance structures have been engaged in the self-evaluation process to provide insight into what had been the drivers at that time.

- It was suggested that before conclusions are reached and recommendations are formulated, it would be useful for the Governance Committee to have access to the primary data, in particular in order to agree on the situational analysis and the inferences which will be used to formulate the recommendations for the final report.
- It was agreed that the names and short biographies of the consultants would be circulated to the Governance Committee for information.

5. Review of decisions and any other business

- 5.1 Philip Armstrong reviewed and agreed the language of the decisions with the Committee.
- 5.2 After determining there was no further business, the meeting was brought to a close.

Mr Philip Armstrong
Secretary to the Board

Attachment A: Participants

Committee Members

- Flavia Bustreo, Chair
- Donal Brown (By phone for Item 2)
- Gunilla Carlsson
- Blair Exell
- Javier Hernández Peña
- Eivind S. Homme
- Laura Laughlin
- Orin Levine
- Jan Paehler
- Naveen Thacker
- Seth Berkley (non-voting)

Regrets

- Kesetebirhan Admasu
- Samba O. Sow

Board Members attending as Observers

- Ngozi Okonjo-Iweala, Board Chair
- Rama Lakshminarayanan

Secretariat

- Philip Armstrong
- Joanne Goetz

Guests

- Lidija Kamara, Special Adviser to the Board
Vice Chair