

Gavi Alliance Governance Committee Meeting

2 March 2017

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 8.07 Geneva time on 2 March 2017. In the absence of Dr Flavia Bustreo, Board Vice Chair and Committee Chair, Governance Committee members agreed that Gunilla Carlsson chair the meeting.
- 1.2 Ms Carlsson welcomed new Governance Committee members Reina Buijs, Lyn Morgan and Susan Tolton.
- 1.3 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 1.4 The Committee noted the minutes of its meeting on 5 December 2016 (Doc 01b), which had been approved by no-objection on 14 November 2016.
- 1.5 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

2. Update on Vice Chair nomination

- 2.1 Philip Armstrong, Director, Governance and Secretary to the Board, referred to a note which had been sent to Governance Committee members by the Board Chair, informing them that Dr Bustreo was back in the office and ready to resume her role as Board Vice Chair.
- 2.2 While she will remain as Chair of the Governance Committee in accordance with the requirements of the By-laws, it would be difficult for her to regularly participate in the meetings of the Governance Committee given her current commitments. Dr Bustreo has expressed her willingness for Ms Carlsson to act in her absence, especially in view of the ongoing work related to the implementation of the recommendations of the 2016 Board and Committee self-evaluation. Governance Committee members had responded favourably to this proposal.
- 2.3 Mr Armstrong informed Committee members that in the meantime the Board Vice Chair Nominations Subcommittee would be convening within the next week to discuss the process for the nomination of a suitable candidate to fill the position of Board Vice Chair when Dr Bustreo's term comes to an end in June 2017.

3. 2016 Board and Committee self-evaluation

- 3.1 Ms Carlsson introduced this item highlighting that considerable work has gone into the various considerations discussed by the Governance Committee and the Board in December 2016. She reminded participants that it had been agreed that the recommendations would be approached in a two-step process, and that this has been done, albeit somewhat in parallel, to ensure that there is material ready for a discussion at the Board Retreat in April 2017. She referred to the detailed timetable which has been proposed.
- 3.2 Philip Armstrong, Director, Governance and Secretary to the Board, presented information, as outlined in Doc 03, in relation to proposed actions to be taken to elevate Board discussions as well as some proposed structural reforms around the Board committees. He presented a proposal in relation to committee composition going forward, and finally highlighted some further matters for discussion in consideration of the proposal submitted.

Discussion

- Governance Committee members expressed appreciation for the documentation provided for the meeting, as well as the clear presentation, and expressed general agreement with the information presented in Annex B to Doc 03 subject to certain adjustments and clarifications more fully described in the discussions below.
- They noted that as there has already been agreement on the recommendations arising from the 2016 Board and Committee self-evaluation, it is incumbent on the Board to be willing to make changes where necessary to implement these recommendations where it might enhance governance efficiencies in fulfilment of Gavi's mission and alignment with the 2016-2020 strategy.
- While Committee members welcomed the proposal to formalise Board closed sessions in line with the recommendations of the Board and Committee self-evaluation, some concerns were expressed about ensuring that they are not used in such a way as to undermine the transparency of the Alliance. It is foreseen that Board members will be advised in advance of the agenda for the closed sessions. It is expected that the focus will be on sensitive matters which would not be appropriate to discuss in the open session of the Board meeting, as well as matters where discussion is warranted without the perceived constraints of an open session. Such issues would not, generally, be rediscussed in open session other than to table any formal decision – an approach illustrated by the decision taken on the Board and Committee self-evaluation in December 2016 without further discussion in the Board meeting on this topic following the closed session.
- It was suggested that it could be useful, also for the sake of transparency, to have a clear definition of the criteria to identify those topics that would typically be discussed by the Board in closed session. It was requested that there could be a written record of the discussions of the closed session for circulation to Board and Alternate Board members only but which would simply headline the main points of the discussions and not provide too much detail for reasons of confidentiality.

- In relation to the composition of the Committees it was agreed that it will be important to ensure the right balance between effectiveness and inclusiveness. It was also agreed that it will be important to ensure clarity on the required skills and competencies for each of the Committees going forward as has already been done for the Audit and Finance Committee and the Investment Committee. A number of Committee members suggested that skills should take precedence over ensuring gender balance, in particular on Committees which may be undersubscribed and where specific competencies/expertise may be needed.
- Governance Committee members indicated that it would be useful to have information presented to them on how the current responsibilities of the Executive Committee would be reflected under the newly proposed structure.
- In relation to the proposed Board Chair's Advisory Committee, following discussion Governance Committee members agreed that rather than setting this up formally as a Board Committee, it could be set up as an advisory body with formal terms of reference, comprising the Board Chair, Vice Chair, Board Committee Chairs and CEO. They recognised the importance of having such a mechanism for the Board Chair to seek advice on developing issues, as well as a forum for Committee Chairs to discuss cross-cutting issues. It was suggested that for the next meeting it would be useful to have some examples of what such cross-cutting issues might look like. Such a mechanism would also strive to empower the Board Committees within the Alliance.
- In relation to the proposed Emergency Decisions Committee, it was suggested that it would be useful to have clarity around how commercially and time sensitive decisions are defined and what the conditions leading them to be categorised as such would be. On time sensitive decisions, this could perhaps be facilitated through the By-laws (see note below on use of electronic voting).
- In relation to the recommendation to produce condensed and more concise papers ahead of Board meetings, one Governance Committee member cautioned against these potentially becoming too condensed, and highlighted the importance of continuing to ensure that information relating to risks and mitigation strategies is included for example.
- Governance Committee members noted that further work on looking at ways to empower developing country contributions will be required, in particular in relation to leveraging their participation on the Board committees. It was recognised that these Board members, who are quite often Ministers, can find it challenging to make themselves available to participate actively both at the Board and in a committee.
- Difficulties are encountered in finding the right platform for constituency coordination and discussions with other organisations are ongoing to look at how a solution might be found to strengthen and enhance the voice of the developing countries.

- It was agreed that in advance of the next Governance Committee meeting in April 2017, further work will be done in relation to elaborating on the recommendations to provide alternatives to putting representation statements on the record.
- General agreement was expressed amongst Governance Committee members on the following: (i) Board members and Alternate Board members should continue to be required to occupy at least one Committee seat; (ii) all Board Committees should continue to comprise a majority of Board members or Alternate Board members although there was a request to give consideration to relaxing this in some circumstances; (iii) relax the restriction on constituencies being represented on no more than three Board Committees if it is decided to proceed with the representational approach to Board Committees especially with regard to the Committees that are undersubscribed.
- In relation to the self-organising principle, the importance of this in terms of giving accountability and responsibility back to the constituencies was highlighted and it was therefore important that the constituencies take some responsibility for resolving issues between themselves over Board and Committee seats.
- Some Governance Committee members asked if the Board may wish to consider a mechanism for more electronic decision-making which might enable the Board to be involved directly in time-sensitive decisions between meetings.
- Participants noted that proposals for potential changes to the Programme and Policy Committee (PPC) Charter will be brought to them for consideration at a later date. It was noted that it is not clear to some of the constituencies on whether such changes might be primarily structural or relate to the way in which the PPC works. One Committee member suggested that it would be interesting to consider whether it might be appropriate to have a PPC Vice Chair.
- Governance Committee members noted that the input received from this meeting will be used to refine the materials for their next meeting on 4 April 2017 to ensure that it is an accurate representation of their discussions in advance of the ensuing discussion at the Board Retreat.

4. Review of decisions and any other business

- 4.1 After determining there were no formal decisions arising from this meeting, and no further business, the meeting was brought to a close.

Mr Philip Armstrong
Secretary to the Board

Attachment A: Participants

Committee Members

- Gunilla Carlsson (Meeting Chair)
- Orin Levine
- Susan Tolton
- Reina Buijs
- Daniel Graymore
- Blair Exell
- Lyn Morgan
- Naveen Thacker
- Seth Berkley (non-voting)

Regrets

- Flavia Bustreo, Chair
- Samba O. Sow

Secretariat

- Philip Armstrong
- Joanne Goetz