

## Gavi Alliance Governance Committee Meeting

5 October 2017

Gavi Alliance Offices, Geneva, Switzerland

### 1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 11.14 local time on 5 October 2017. Ms Gunilla Carlsson, Board Vice Chair and Committee Chair, chaired the meeting.
- 1.2 She welcomed all participants attending both in person and by phone and highlighted that in light of the topics to be considered during this meeting she had felt it important to convene an in-person meeting of the Committee.
- 1.3 She referred to the work the Committee had done so far this year and emphasised the need for stability over the next months and that the Governance Committee would play an important role in ensuring that the agreed reforms continue to be implemented.
- 1.4 She welcomed new Governance Committee members attending for the first time, and introduced her Special Adviser, Alexandra Silfverstolpe, who had already been in touch directly with a number of Committee members on the Chair's behalf.
- 1.5 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack). Daniel Graymore asked that it be recorded that his spouse recently took up a position with UNICEF in Geneva.
- 1.6 The Committee noted the minutes of its meeting on 13 June 2017 (Doc 01b), which had been approved by no-objection on Thursday 6 July 2017. They noted that the minutes of the meetings held on 22 June 2017 and 26 July 2017 were available on request to Governance Committee members but had not been included in the Committee pack for reasons of confidentiality given the wide distribution of the meeting materials. These had been approved by no-objection on Thursday 6 July 2017 and Monday 21 August 2017 respectively.
- 1.7 The Committee reviewed its action sheet (Doc 01c) and forward workplan (Doc 01d), with a specific request that periodic reporting from the High Level HR Subcommittee be included in the workplan going forward.

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## **2. Reflections on Board and Committee Self-Evaluation**

- 2.1 The Chair introduced this item, recalling that the Committee had expressed a wish to reflect on the 2016 process and that this was now on the agenda, having been previously deferred due to other priorities.
- 2.2 Philip Armstrong, Director, Governance and Secretary to the Board, gave a short presentation, highlighting some of the key observations and lessons learnt.

### *Discussion*

- Governance Committee members agreed that the self-evaluation exercise had been a good learning experience. They expressed support for continuous evaluation as long as it is ensured that there is clarity on the purpose and on how the outcomes are going to be used.
- Governance Committee members discussed the challenge of finding an independent evaluator who understands the Gavi model and agreed that for future self-evaluation exercises more thought should be given to the tendering and selection processes to ensure that the consultant has a good understanding of Gavi and the work expected from the outset.
- There was agreement that the overall timeline for the self-evaluation process should be reconsidered. The Committee favoured a proposal that an externally facilitated exercise be carried out not more than once every three or four years with a light internal monitoring follow up process on key recommendations in the interim.
- In this context it was highlighted the importance of ensuring that sufficient time is set aside for the implementation of any recommendations arising out of future self-evaluations. It was also noted that it could be useful to agree on a mechanism that focuses on the areas of change which would be the most effective and have the greatest impact.
- Governance Committee members noted that some of the issues that arose during the 2016 exercise were not related to Gavi's governance structures, but to trust and behaviours and that this remains to be fully explored.
- The importance of ensuring that the Board is fully engaged in the process and regularly informed in relation to the implementation of recommendations was highlighted.
- Governance Committee members noted that they had already agreed to wait until October 2018 before discussing a future self-evaluation and that at that time they may wish to consider using the exercise to ascertain if Gavi is on track in terms of delivering on its strategy, on trust within the Alliance, etc.

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### **3. Unaffiliated Recruitment Subcommittee**

- 3.1 Philip Armstrong, Director, Governance and Secretary to the Board, introduced this item (Doc 03), recalling how the Subcommittee had been established and that its current tenure under the existing Terms of Reference (ToRs) ends in December 2017.
- 3.2 He noted that there are two vacancies coming up on the Board in 2018 with Yifei Li and Richard Sezibera both coming to the end of their second terms, and that in this context Bill Roedy had indicated his wish to start the recruitment process earlier than had historically been the case to get a broader perspective on requirements and to have sufficient time to run an open and transparent process.

#### *Discussion*

- Governance Committee members acknowledged the importance of the work of this Subcommittee and agreed that it should be set up as a permanent standing Subcommittee of the Governance Committee.
- They noted that the Subcommittee has already established a screening and selection matrix and it was agreed that it would be useful for the Committee to look at this at its next meeting and perhaps even to share with the Board when inviting them for suggested candidates to add to the pipeline. The importance of encouraging all Board members to put forward suggestions was highlighted and that in order to facilitate this it would be useful to have clear criteria in relation to the candidates being sought.
- One Governance Committee member proposed that it should be a standing item for all Governance Committee meetings for members to look at the overall skill sets on the Board and Committees and, in particular, at the forecast in terms of expected turnover so as to identify potential gaps in a timely manner.

#### **Decision One**

The Gavi Alliance Governance Committee:

- a) **Approved** the establishment of the Governance Subcommittee for the Recruitment of Unaffiliated Board Members as a standing Subcommittee of the Governance Committee;
- b) **Approved** the revised and updated terms of reference attached as Annex A to Doc 03 as amended by discussions at the Governance Committee; and
- c) **Approved** the composition of the Subcommittee remaining as William (Bill) Roedy (Unaffiliated Board member and Chair of the Subcommittee, Dr Ngozi Okonjo-Iweala (Board Chair), Gunilla Carlsson (Board Vice Chair and Chair of the Governance Committee), Blair Exell (Governance Committee member) and Dr Seth Berkley (CEO) and which can be amended from time to time by the Governance Committee.

#### **4. Review of Conflicts of Interest and Ethics Policies**

- 4.1 Philip Armstrong, Director, Governance and Secretary to the Board, introduced this item (Doc 04), recalling a recent request from the AFC Chair to the Governance Committee to ensure that the Conflicts of Interest (Col) policy is aligned with best practice and remains fit for purpose.
- 4.2 He provided information on some of the preliminary work that had been done to date and emphasised the importance as part of the review process of ensuring a wide consultation with Alliance constituents as well as an analysis of practices in other international organisations.

##### *Discussion*

- Governance Committee members noted that the purpose of the discussion at this meeting was to initiate and obtain guidance from the Committee on the proposed review process and that the draft document had been tabled for discussion only.
- Committee members noted that the structure of the Alliance is such that it is not possible to avoid conflicts but it is important to ensure that they are managed, and this in the framework of an appropriate policy and procedural guidelines.
- Comments submitted in writing by Amy Baker in advance of the meeting were noted and it was confirmed that these would be considered going forward. Governance Committee members were invited to submit any other detailed comments they might have in writing in advance of the next iteration.

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#### **5. Review of Committee Charters**

- 5.1 The Chair introduced this item (Doc 05), indicating that there were two parts to the discussion – the first relating to proposed amendments to the Audit and Finance Committee (AFC) and Investment Committee (IC) Charters, and the second relating to whether the revisions of the Programme and Policy Committee (PPC) Charter responded to the observations from the Board and Committee self-evaluation.

##### *Discussion*

- Governance Committee members agreed with the proposed amendments to the AFC and IC Charters.
- They discussed the revision of the PPC Charter and regretted that the Board and Committee self-evaluation had not provided any precision into what exactly the issues were in relation to comments received from Board and Committee members on the PPC.

- It was acknowledged that the PPC functions quite well and that if it was possible to identify exactly where the issues are they may not be reconcilable e.g. some feel that it is/should be a technical committee where others feel that it is/should be a more strategic committee - at the moment it could be seen to be a mixture of both.
- Governance Committee members agreed that they would prefer not to reopen a discussion on the PPC Charter without a clear idea of what exactly the problems are that need to be solved. It was agreed, therefore, that it would be more appropriate to have a discussion with the PPC Chair and to get his insight on what the issues might be, and if there might be ways of addressing them which the Governance Committee could consider without going through a charter review. It was agreed to invite the PPC Chair to attend the Governance Committee meeting in November.

## **Decision Two**

The Gavi Alliance Governance Committee recommended to the Gavi Alliance Board that it:

- a) **Approve** the revised and updated Charter for the Audit and Finance Committee set out in Annex A to Doc 05, effective from 1 January 2018; and
- b) **Approve** the revised and updated Charter for the Investment Committee set out in Annex C to Doc 05, effective from 1 January 2018; and

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## **6. Strengthening Developing Country constituency**

- 6.1 The Chair introduced this item, recalling that one outstanding item from the 2016 Board and Committee self-evaluation related to the question of strengthening the developing country constituency.
- 6.2 Philip Armstrong, Director, Governance and Secretary to the Board, presented the issues for consideration as outlined in Doc 06, highlighting that the constituency representatives themselves had not yet been consulted and that their input, and that of their Special Advisers, would be an important consideration in any discussions going forward.

### *Discussion*

- Governance Committee members noted that increasing the engagement of developing countries is an issue of concern across a number of organisations similar to Gavi. It was suggested that one of the advantages of Gavi is its flexibility and, therefore, its capacity to consider change to do things better.

- There was consensus amongst Governance Committee members that, while not prescribed, the preferred model for Board appointments from this constituency should be Ministers of Health/Senior Public Officials, recognising both their engagement at Board meetings when present and their convening power outside of Board meeting participation.
- Governance Committee members agreed that there is a need to consider flexibilities to enable the constituency to be appropriately represented in the Board Committees, while ensuring continuity and consistency between the relevant Board members and their Committee representatives.
- The Governance Committee briefly discussed the flexibilities if Ministers are appointed to Committees and are unable to attend meetings regularly. It was noted that there are provisions in the Committee Charters for observers to attend meetings, with the approval of the relevant Committee Chair, but that it would be important to ensure, should the case arise, the need for continuity by ensuring that the same observer attend any meetings which the Minister might not be able to attend.
- It was suggested that the Board members from the donor constituency could play a role through reaching out to their developing country counterparts and having more informal discussions with them to reduce the segregation that currently exist between the constituencies.
- Governance Committee members noted that they would be receiving further information relating to the support provided by comparator organisations to their developing country constituencies, as well as a full analysis of the strengths and weakness of Gavi's current Special Adviser model. It was suggested that pending further discussions, once there is agreement on what exactly needs to be achieved through the support provided to the constituency, it will then be possible to give consideration to the appropriate options.
- It was noted that each regional cluster has different issues specific to their circumstances and that there may not necessarily be a one-size-fits-all solution that applies across each of the five regional clusters.
- It was noted that over time it will be necessary to look at how the regional clusters are constituted, in particular as countries increasingly transition out of Gavi support.

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## **7. Representation on Board Committees**

- 7.1 Philip Armstrong, Director, Governance and Secretary to the Board, introduced this item, which was being raised at the request of the Board following the retirement of the Executive Committee and the establishment of the Market-Sensitive Decisions Committee (MSDC).

*Discussion*

- Governance Committee members agreed that a provision should be written into the Gavi Statutes and By-laws to exempt the MSDC from the 'maximum three seats' principle currently prescribed for organisation/constituency representation on Board Committees, and noted that proposed wording would be submitted at the next meeting in November.

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**8. Board and Committee nominations**

- 8.1 The Chair introduced this item by recalling that Governance Committee members had, in the course of the 2016 Board and Committee self-evaluation, confirmed their appetite for taking a more active role in the Board and Committee nominations process.
- 8.2 Philip Armstrong, Director, Governance and Secretary to the Board, presented information on the nominations received to date (Doc 08), highlighting that the process had been initiated earlier this year so as to allow for more deliberation by the Governance Committee.

*Discussion*

*Research and Technical Health Institutes constituency*

- Governance Committee members discussed the nominations submitted by the Research and Technical Health Institutes (R&THI) constituency, noting that the Governance Committee had been invited by the constituency to choose from amongst four candidates for their Board and Alternate Board seats. Committee members noted that the CV of one of the four candidates had not been submitted and his interest in the position therefore not confirmed.
- Governance Committee members discussed the profiles of the remaining three candidates, considering not only their skills and competencies, but also considering gender balance and geographical diversity. It was subsequently agreed to propose the appointment of Oyewale Tomori as Board member and Katherine O'Brien as Alternate Board member for the constituency.
- In relation to the constituency representation on the PPC, it was agreed that given the preference for gender balance that Katherine O'Brien would be invited to consider representing the constituency on the PPC and should be contacted to ascertain her interest and commitment.
- Governance Committee members noted that it would be useful to highlight to the new Board representatives for this constituency that there is an expectation that they play an important role in coordinating their constituency overall, in particular as this is one constituency which is perceived as being somewhat loosely

organised and that it would be useful to have transparency on how the constituency is comprised and functions.

### Governance Committee

- The Committee noted that there is a vacant seat for the developing country constituency on the Governance Committee and that interest had been expressed by Minister Yifru Berhan Mitke in withdrawing his nomination for the PPC to join the Governance Committee. It was agreed that before progressing the nomination, the Committee would like confirmation that the Minister is aware of the time commitment required to participate fully in its deliberations. The Secretariat will communicate further with the constituency on this matter.

### Audit and Finance Committee

- The Committee noted the AFC Chair's concerns that insufficient attention is being given by the constituencies to the strategic importance of this Committee, that the turnover is too high, and that if the nominations are approved as submitted, the AFC would be non-compliant with its Charter with a minority of Board members.
- Governance Committee members agreed to defer on approving the composition of the AFC as presented in the paper:
  - In order for the Board member from the Netherlands to consult with her constituency to discuss their nomination, both in terms of Board representation and gender;
  - So that the developing country constituency could consider whether the new Alternate Board member from Ghana, in view of his skill set, might be interested in joining the AFC subject to his willingness to commit to attending the six AFC meetings per year; and
  - Allow for further discussions with the AFC Chair.

### Programme and Policy Committee

- The Committee noted that the PPC Chair had expressed concerns on the lack of representation from the Asia/Pacific region in the seats allocated for the developing country constituency and that Minister Yifru Berhan Mitke had expressed his willingness to withdraw his nomination to take up a seat on another Board Committee.
- In the meantime, an expression of interest has been received from India but a formal nomination was awaited.
- Governance Committee members agreed to defer on approving the composition of the PPC as presented in the paper, and requested the Secretariat to follow up with the developing country and R&THI constituencies, noting also that a nomination from WHO would be forthcoming.



### Diversity

- Governance Committee members noted that a large majority of the Committee Delegate nominees appeared to be male and that while the aggregate balance is compliant with the gender policy across the Board and Committees, distribution of proposed nominees to committees required further investigation. This is an issue which would warrant some further consideration at the Governance Committee and at the Board to understand the process where the Board or any Committee compositions does not align to the gender policy. Such considerations should feed into the next review of the gender policy in 2019. In the meantime it was agreed that the Governance Committee would be provided with a breakdown of the gender balance of Committee Delegates.
- It was also agreed that it would be useful for the Governance Committee to be provided with information relating to the geographical diversity of Board and Committee members, keeping in mind that going forward Gavi may wish to consider issues other than gender in terms of diversity and inclusivity.

### Decision Three

The Gavi Alliance Governance Committee recommended to the Gavi Alliance Board:

a) That it **appoint** the following Board Members:

- **Oyewale Tomori** as Board Member representing the research and technical health institutes constituency in the seat currently held by Samba O. Sow effective immediately and until 31 December 2020.
- **Megan Cain** as Board Member representing Canada on the donor constituency anchored by Canada in the seat currently held by Amy Baker effective 1 January 2018 and until 31 December 2018.
- **Yifru Berhan Mitke** of Ethiopia as Board Member representing the developing country constituency in the seat currently held by Umyy Ally Mwalimu of Tanzania effective 1 January 2018 and until 31 December 2020
- **Jean-François Pactet** as Board Member representing France on the donor constituency anchored by Germany in the seat currently held by Jan Paehler effective 1 January 2018 and until 31 December 2018.

b) That it **reappoint** the following Board Members:

- **Bahar Idriss Abugarda** of Sudan as Board Member representing the developing country constituency effective 1 January 2018 and until 31 December 2020.
- **Myint Htwe** of Myanmar as Board Member representing the developing country constituency effective 1 January 2018 and until 31 December 2020.
- **David Sidwell** as an Unaffiliated Board Member effective 1 January 2018 and until 31 December 2020.

c) That it **appoint** the following Alternate Board Members:

- **Mahima Datla** as Alternate Board member to Sai Prasad representing the vaccine industry developing countries in the seat which is currently vacant effective immediately and until 31 December 2020.
- **Kate O'Brien** as Alternate Board member to Oyawale Tomori representing the research and technical health institutes constituency in the seat currently held by Brad Gessner effective immediately and until 31 December 2020.
- **Kwaku Agyeman-Manu** of Ghana as Alternate Board member to Yifru Berhan Mitke of Ethiopia representing the developing country constituency in the seat currently held by Yifru Berhan Mitke of Ethiopia effective 1 January 2018 and until 31 December 2020.
- **Harriet Ludwig** as Alternate Board member to Jean-François Pactet representing Germany on the donor constituency anchored by Germany in the seat currently held by Jean-François Pactet effective 1 January 2018 and until 31 December 2018.
- **Michael Kent Ranson** as Alternate Board member to Tim Evans representing the World Bank in the seat currently held by Rama Lakshminarayanan effective 1 January 2018 and until his successor is appointed and qualified.
- **Saira Afzal Tarar** of Pakistan as Alternate Board member to Bahar Idriss Abugarda of Sudan representing the developing country constituency in the seat currently held by Muhammad Ayub Sheikh of Pakistan effective 1 January 2018 and until 31 December 2020.

d) That it **reappoint** the following Alternate Board Members:

- **Angela Santoni** as Alternate Board Member to Megan Cain representing Italy on the donor constituency anchored by Canada effective 1 January 2018 and until 31 December 2018.
- **Boukong Syhavong** of Lao PDR as Alternate Board Member to Myint Htwe representing the developing country constituency effective 1 January 2018 and until 31 December 2020.

e) That it **appoint** the following to the Governance Committee effective 1 January 2018:

- **Gunilla Carlsson** (Board Vice Chair and Governance Committee Chair) statutorily appointed
- **Bahar Idriss Abugarda** (Board Member) until 31 December 2019
- **Megan Cain** (Board Member) until 31 December 2018
- **Tim Evans** (Board Member) until 31 December 2019
- **Blair Exell** (Board Member) until 30 June 2019
- **Orin Levine** (Board Member) until 31 December 2019
- **Clarisse Loe Loumou** (Board Member) until 30 June 2019
- **Sai Prasad** (Board Member) until 30 June 2019

- **William Roedy** (Board Member) until 31 July 2018
  - **Harriet Ludwig** (Alternate Board Member) until 31 December 2018
  - **Seth Berkley** (Board Member, non-voting)
- f) That it **appoint** the following to the Investment Committee effective 1 January 2018:
- **Stephen Zinser** (Board Member) until 31 December 2019
  - **Yifei Li** (Board Member) until 30 June 2018
  - **William Roedy** (Board Member) until 31 July 2018
  - **David Sidwell** (Board Member) until 31 December 2019
  - **Matthias Reinicke** (Committee Delegate) until 31 December 2019
- g) That it **reappoint** the following as Chair of the Audit and Finance Committee:
- **David Sidwell** until 31 December 2019
- h) That it **reappoint** the following as Chair of the Investment Committee:
- **Stephen Zinser** until 31 December 2019
- i) That it **reappoint** the following as Chair of the Programme and Policy Committee:
- **Richard Sezibera** until 31 December 2018
- j) That it **appoint** the following to the Evaluation Advisory Committee effective 1 January 2018:
- **Craig Burgess** (Alternate Board Member) until 30 June 2019
  - **Mira Johri** (Independent Expert) until 31 December 2019
- k) That it **reappoint** the following to the Evaluation Advisory Committee effective 1 January 2018:
- **Zulfiqar A. Bhutta** (Independent Expert) until 31 December 2019
  - **Jeanine Condo** (Independent Expert) until 31 December 2019

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## 9. Governance Subcommittee for High Level HR Issues

- 9.1 The Chair introduced this item, recalling that during its meeting on 26 July 2017, the Governance Committee had proposed that the Subcommittee set up to oversee the reappointment of the CEO remain in existence to carry out the functions which were being proposed as set out in Doc 10.

### Discussion<sup>1</sup>

- While Governance Committee members agreed with the establishment of the Subcommittee as proposed, they had a number of questions in relation to the tasks as outlined in the proposed ToRs.
- Discussions centred on three specific issues:
  - More clarity required on the Subcommittee's accountability to the Governance Committee and the Board;
  - Elaborate with more specificity on the areas that the Subcommittee would cover in the performance review of the CEO; and
  - Provide more precision on what might be considered HR matters of strategic relevance.
- It was agreed to proceed with confirming the establishment of the Subcommittee and its composition, but that a further draft of the terms of reference taking into account the above issues would be prepared and submitted to the Governance Committee for its consideration.

### **Decision Four**

The Gavi Alliance Governance Committee:

- a) **Approved** the establishment of the Governance Subcommittee for High Level HR Issues; and
- b) **Confirmed** that the composition of the Subcommittee continue to be constituted as follows:

Dr Ngozi Okonjo-Iweala, Board Chair (Chair of the Subcommittee)  
Dr Flavia Bustreo, WHO  
Dr Orin Levine, Bill & Melinda Gates Foundation  
Dr Raymonde Goudou Coffie, MoH, Cote d'Ivoire  
Daniel Graymore, UK/Qatar  
David Sidwell, Unaffiliated Board member

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## **10. Review of decisions**

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

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<sup>1</sup> At the request of the Governance Committee, the CEO was not present during the discussions on this item

**11. Any other business**

- 11.1 Governance Committee members agreed that going forward they may wish to take a closer look not only at the attendance of Board and Committee members, but also at ensuring that all representatives are engaged actively either when they are present at meetings or through other appropriate fora.
- 11.2 Governance Committee members noted that in the context of the new management team being put in place in WHO, it is possible that it may not be possible for the organisation to be formally represented at the November Board meeting. Governance Committee members agreed that other appropriate mechanisms for them to be able to attend, and if relevant, participate in the meeting should be sought.
- 11.3 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**

- Gunilla Carlsson, Chair
- Amy Baker (by phone for Agenda Items 7 and 8)
- Orin Levine
- Reina Buijs (by phone)
- Daniel Graymore
- Blair Exell (by phone until Agenda Item 5)
- Clarisse Loe Loumou
- John Roberts
- Seth Berkley (non-voting) (except Agenda Item 9)

### **Regrets**

- Samba O. Sow

### **Secretariat**

- Philip Armstrong
- Joanne Goetz (except Agenda Item 9)
- Eelco Szabo (Agenda Items 4 and 7)

### **Observers**

- Alexandra Silfverstolpe, Special Adviser to Board Vice Chair