

Gavi Alliance Governance Committee Meeting

1 December 2015

Hotel Crowne Plaza, Geneva, Switzerland

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 15.28 Geneva time on 1 December 2015. Flavia Bustreo, Governance Committee Chair, chaired the meeting.
- 1.2 The Chair highlighted that she had identified three priorities for the Governance Committee for 2015, namely recruitment of the new Gavi Board Chair, the initiation of a transparent and enhanced process for the recruitment of Unaffiliated Board members and conclusion of the discussion on the role and composition of the Executive Committee, noting that two of these three had been navigated successfully.
- 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 17 September 2015 (Doc 01b), which had been approved by no-objection on 9 November 2015.
- 1.5 The Committee reviewed its forward workplan (Doc 01c).

Discussion

- Governance Committee members noted in particular the planned review of the Statutes, By-Laws and Committee Charters the aim of which at this stage is to correct some anomalies which exist between the different documents and to update the Charters in line with good practices e.g. AFC Charter. The Committee also noted that subject to the findings of the planned Board and Committee self-assessment, a more in-depth review of the Statutes and By-Laws might be necessary.
- In response to questions from Governance Committee members, the Secretariat clarified that it will be within the remit of the Board and Committee self-assessment to clarify the mandates of the Board Committees in particular to resolve what might be perceived as overlapping mandates between different Board Committees.

2. Board and committee member nominations

- 2.1 The Chair reviewed the recommendations received for Board and committee membership (Doc 02), noting that while there was strong interest and commitment from organisations and constituencies to be part of the Board Committees some of the nominations submitted had exceeded the representation permitted in the Gavi By-Laws.
- 2.2 The Chair and Philip Armstrong, Director, Governance and Secretary to the Board, provided information on the process for the recruitment of Unaffiliated Board Members, reminding Governance Committee members of the composition of the recruitment subcommittee.

Discussion

- Governance Committee members noted that one of the Developing Country constituencies had submitted two nominations for the position of Alternate Board member and that two names had been put forward for the Developing Country representative on the Executive Committee. The Committee considered the nominees and decided to make their recommendation as outlined in Decision One below.
- One member informed the Governance Committee that the donors are currently going through a process of reviewing the way in which donor groupings are comprised, taking into account the fact that there are new donors following the recent replenishment. Once this process is completed, a new set of nominations for Board and Committee representation may be submitted for consideration.
- The Governance Committee noted that the proposed composition of the Programme and Policy Committee is non-compliant with the Committee Charter, in that a majority of Committee members would be Committee Delegates, rather than Board Members/Alternates. The Committee agreed to recommend the composition of the PPC as proposed but that the issue of non-compliance with the Charter on this point should be explored during the Board and Committee self-assessment and/or review of the PPC Committee Charter.

Decision One

The Gavi Governance Committee:

- a) **Recommended** to the Gavi Board that it appoint the following Board Members:
 - **Sania Nishtar** as an Unaffiliated Board Member in the seat currently held by Wayne Berson effective 1 January 2016 and until 31 December 2018.
 - **Edna Yolani Batres** of Honduras as Board Member representing the developing country constituency in the seat currently held by Andrei Usatii of Moldova effective 1 January 2016 and until 31 December 2018.
 - **Raymonde Goudou Coffie** of Côte d'Ivoire as Board Member representing the developing country constituency in the seat currently held by Awa Marie Coll-Seck of Senegal effective 1 January 2016 and until 31 December 2018.

- **Ingrid-Gabriela Hoven** of Germany as Board Member representing the France, Luxembourg, European Commission, and Germany donor constituency in the seat currently held by Mariam Diallo of France effective 1 January 2016 and until 31 December 2016.
 - **Samba O. Sow** as Board Member representing the Research and Technical Health Institutes constituency in the seat currently held by Zulfiqar A. Bhutta effective 1 January 2016 and until 31 December 2017.
- b) **Recommend** to the Gavi Board that it reappoint the following Board Members:
- **Richard Sezibera** as an Unaffiliated Board Member until 31 December 2018.
 - **Angela Santoni** of Italy as Board Member representing the Spain and Italy donor constituency until 31 December 2016.
- c) **Recommended** to the Gavi Board that it appoint the following Alternate Board Members:
- **Sergey Khchatryan** of Armenia as Alternate Board Member to Edna Yolani Batres of Honduras representing the developing country constituency in the seat currently held by Bheri Ramsaran of Guyana effective 1 January 2016 and until 31 December 2018.
 - **Felix Kabange** of the Democratic Republic of the Congo as Alternate Board Member to Raymonde Goudou Coffie of Côte d'Ivoire representing the developing country constituency in the seat currently held by Dorothee Kinde Gazard of Benin effective 1 January 2016 and until 31 December 2018.
 - **Jan Paehler** of the European Commission as Alternate Board Member representing the France, Luxembourg, European Commission, and Germany donor constituency in the seat currently held by Marcus Koll of Germany effective 1 January 2016 and until 31 December 2016.
 - **Bradford Gessner** as Alternate Board Member to Samba O. Sow representing the Research and Technical Health Institutes constituency in the seat currently held by Samba O. Sow effective 1 January 2016 and until 31 December 2017.
- d) **Recommended** to the Gavi Board that it reappoint the following Alternate Board Member:
- **Javier Hernández Peña** of Spain of Italy as Board Member representing the Spain and Italy donor constituency until 31 December 2016.
- e) **Recommended** to the Gavi Board that it appoint the following to the Executive Committee effective 1 January 2016:
- **Ngozi Okonjo-Iweala** (statutorily appointed)
 - **Flavia Bustreo** (statutorily appointed)
 - **David Sidwell** until 31 December 2017

- **Orin Levine** until 31 December 2017
 - **Geeta Rao Gupta** until 31 December 2017
 - **Tim Evans** until 31 December 2017
 - **Donal Brown** until 1 July 2016
 - **Bahar Idriss Abugarda** until 31 December 2017
 - **Seth Berkley** (non-voting and statutorily appointed).
- f) **Recommended** to the Gavi Board that it appoint the following to the Audit and Finance Committee effective 1 January 2016:
- **David Sidwell** until 31 December 2017
 - **Shanelle Hall** until 31 December 2017
 - **Jo-Ann Purcell** until 1 July 2016
 - **Katherine Taylor** until 30 June 2017
 - **Marcus Koll** until 31 December 2017
 - **Francois Lefebvre** until 31 December 2017
 - **Clarisse Loe Loumou** until 30 June 2017
 - **Heidi Malene Nipe** until 31 December 2017
- g) **Recommended** to the Gavi Board that it appoint the following to the Governance Committee effective 1 January 2016:
- **Flavia Bustreo** (statutorily appointed)
 - **Gunilla Carlsson** until 31 December 2017
 - **Orin Levine** until 31 December 2017
 - **Donal Brown** until 1 July 2016
 - **Blair Exell** until 30 June 2017
 - **Eivind Homme** until 31 December 2016
 - **Javier Hernández Peña** until 31 December 2016
 - **Jan Paehler** until 31 December 2017
 - **Naveen Thacker** until 30 June 2017
 - **Laura Laughlin** until 31 July 2017
 - **Kesetebirhane Admasu** until 31 December 2017

- **Samba O. Sow** until 31 December 2017
 - **Seth Berkley** (non-voting)
- h) **Recommended** to the Gavi Board that it appoint the following to the Investment Committee effective 1 January 2016:
- **Stephen Zinser** until 30 June 2017
 - **William Roedy** until 31 December 2017
 - **David Sidwell** until 31 December 2017
 - **Yifei Li** until 31 December 2017
- i) **Recommended** to the Gavi Board that it appoint the following to the Programme and Policy Committee effective 1 January 2016:
- **Richard Sezibera** until 31 December 2017
 - **Sania Nishtar** until 31 December 2017
 - **Jason Lane** until 31 December 2017
 - **Susan McKinney** until 31 December 2017
 - **Mariam Diallo** until 31 December 2017
 - **Lene Lothe** until 31 December 2016
 - **Ahmed Jan Naeem** until 31 December 2017
 - **Lindsey Dietschi** until 31 December 2017
 - **Rajinder Suri** until 31 December 2017
 - **Jean-Marie Okwo-Bele** until 31 December 2017
 - **Robert Oelrichs** until 31 December 2017
 - **Violaine Mitchell** until 31 December 2017
 - **Robin Nandy** until 31 December 2017
 - **Seif Seleman Rashid** until 31 December 2017
 - **Shanta Bahadur Shrestha** until 31 December 2017
 - **Edna Yolani Batres** until 31 December 2017
 - **Dure Samin Akram** until 31 December 2017
 - **Seth Berkley** (non-voting)

j) **Recommended** to the Gavi Board that it appoint the following to the Evaluation Advisory Committee effective 1 January 2016:

- **Angela Santoni** until 31 December 2016
- **Wieneke Vullings** until 31 December 2016
- **Samba O. Sow** until 31 December 2017
- **Fred Binka** until until 31 December 2016
- **Gonzalo Hernández** until until 31 December 2016
- **Zulfiqar A. Bhutta** until 31 December 2017
- **Jeanine Condo** until 31 December 2017.

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

3. Committee Chair nominations

3.1 The Chair reviewed the nominations for the positions of Chair of the Audit and Finance Committee, the Investment Committee and the Programme and Policy Committee (Doc 03).

Decision Two

The Gavi Governance Committee:

a) **Recommended** to the Board that it appoint:

- **David Sidwell** as Chair of the Audit and Finance Committee effective 1 January 2016 and until 31 December 2017

b) **Recommended** to the Board that it reappoint:

- **Stephen Zinser** as Chair of the Investment Committee effective 1 January 2016 and until 30 June 2017
- **Richard Sezibera** as Chair of the Programme and Policy Committee effective 1 January 2016 and until 31 December 2017.

4. IRC nominations

- 4.1 The Committee considered the request to recommend the extension of the terms of Independent Review Committee (IRC) members (Doc 04).

Decision Three

The Gavi Governance Committee:

- c) **Recommended** to the Gavi Board that it extend the terms of the IRC members listed in Annex A of Doc 04 for a further three-year term until March 2019.

5. Amendments to Committee Charters

- 5.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented the proposed amendments to the Audit and Finance Committee (AFC) and Programme and Policy Committee (PPC) Charters in the context of the governance approval process for the Partners' Engagement Framework (PEF) approved by the Board in June 2015 (Doc 05).

Decision Four

The Gavi Governance Committee:

- a) **Recommended** to the Board that it approve amendments to the Audit and Finance Committee Charter as outlined in Annex A to Doc 05.
- b) **Recommended** to the Board that it approve amendments to the Programme and Policy Committee Charter as outlined in Annex B to Doc 05.

6. Timing of delivery of Gavi Annual Financial Report

- 6.1 Barry Greene, Managing Director, Finance and Operations, presented the actions that would have to be taken by Gavi and the World Bank in order to complete Gavi's Annual Financial Report (AFR) in time for it to be reviewed and considered for approval by the Gavi Board at its June meeting each year (Doc 06), and asked the Governance Committee for guidance on whether or not this should be further explored.

Discussion

- The Governance Committee member from the World Bank indicated to the Committee that at the Audit and Finance Committee meeting on 6 November 2015 their representative had clarified that the World Bank would be happy to take part in discussions on this going forward but that for 2016 the current agreements would continue. She also clarified that contrary to what had been alluded to in Doc 06, discussions had not yet been held with the World Bank on the possibility

of delivery of the IFFIm reporting pack by 15 March and it is therefore not yet possible to say whether or not this would be challenging.

- Governance Committee members cautioned against any new proposed timelines which might impact the disbursement of funding to countries.
- Governance Committee members also cautioned against the possibility of a Gavi Board meeting in September, in view of other significant international events which take place around this time and in these circumstances there was not much support for a change to the current arrangements.
- The Committee suggested that the consequences, including trade-offs, of moving the financial reporting timeline to fit around the existing governance calendar be further analysed particularly in light of the agreements with the World Bank which are due for renewal and negotiation in 2016.

7. Board Travel Policy

- 7.1 Philip Armstrong, Director, Governance and Secretary to the Board, provided a brief update on the implementation of the Board Travel Policy in 2015 (Doc 07). He requested guidance from the Governance Committee on whether or not the policy should be reviewed to provide clarity around 'exceptions', in the context of the findings of a recent internal audit.

Discussion

- Governance Committee members agreed that it would be appropriate to review the policy to define the nature of exceptions for which additional costs would be borne by Gavi.
- One Committee member suggested that during this review consideration should be given to modifying the policy in relation to rail travel, so that rail travel in economy class only is covered, in particular noting that there were no requests for arrangements to be made for rail travel in either 2014 or 2015.

8. Executive Committee composition

- 8.1 The Chair introduced this item (Doc 08), recognising that while many wished that it would be possible to conclude on this issue before the end of the year, in the context of a year of transition in the Gavi Chair leadership and within the Secretariat governance team and following discussion with the Board Chair and the Board Chair Elect, it is proposed to seek an independent opinion on possible solutions.

8.2 Philip Armstrong, Director, Governance and Secretary to the Board, added that the proposal aims to ensure a conclusion of this matter by the June 2016 Board meeting.

Discussion

- Governance Committee members expressed disappointment that this issue had not yet been resolved and did not agree with the proposal to take this forward through an independent consultant.
- Committee members felt strongly that the solution proposed to the Board in June 2015 should be resubmitted to the Board at its meeting the next day for consideration. In this context the Chair indicated that she would discuss this with the Board Chair and Board Chair Elect, and representatives of the multilateral organisations would also have a discussion to consider a possible compromise in relation to their own representation, which at the moment proposes two seats for the three organisations (as is already the case).

9. Review of decisions

- 9.1 Philip Armstrong reviewed and agreed the language of the decisions with the Committee.
- 9.2 The Chair referred to a letter which had been sent to the Board Chair by the Civil Society Organisation (CSO) constituency and which had been tabled to this meeting by the CSO representative. The letter requested a seat for the constituency on the Executive Committee, a second seat on the Gavi Board and a request that independent observers should be allowed to attend Committee meetings. Governance Committee members noted that this request would be considered more formally at their next meeting.
- 9.3 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
- Blair Exell
- Javier Hernández Peña
- Rama Lakshminarayanan
- Laura Laughlin
- Orin Levine
- Geeta Rao Gupta
- Seif Seleman Rashid
- Naveen Thacker
- Seth Berkley (non-voting)

Regrets

- Gunilla Carlsson
- Bheri Ramsaram
- Samba O. Sow

Secretariat

- Philip Armstrong
- Joanne Goetz
- Barry Greene
- Anuradha Gupta
- Louis Mkanganwi (Item 6)*

Guests

- Aksel Jakobsen, Special Adviser to the Board Chair
- Carsten Mantel, Acting Special Adviser to the Board Vice Chair

* Denotes participation by phone