

## **Gavi Alliance Governance Committee Meeting**

21 June 2016

Starling Hotel, Geneva, Switzerland

### **1. Chair's report**

- 1.1 Finding a quorum of members present, the meeting commenced at 15.10 local time on 21 June 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).
- 1.3 The Committee noted the minutes of its meetings on 18-20 April 2016 (Doc 01b), which had been approved by no-objection on 14 June 2016 and the notes of discussion from its ad-hoc meeting on 13 May 2016 (Doc 01c), as well as its forward workplan (Doc 01d).

-----

### **2. Update on 2016 Board and Committee Self-Evaluation**

- 2.1 The Chair introduced this item recalling the work that had been done so far in terms of the Board and Committee self-evaluation.
- 2.2 She informed Committee members that the response rate to the survey so far was 70% and that she had asked the consultants from Egon Zehnder International (EZI) to follow up directly with those who had not yet responded.
- 2.3 She highlighted that the objective of this session was to provide feedback on the process so far, to reflect on some of the initial issues which will be presented by EZI and to give guidance on the process going forward. She stressed that the information to be presented should not be considered as findings or recommendations, as there is still a lot of work to be done in terms of analysis of the survey data and the in-person interviews with Board and Committee members.
- 2.4 This was only an early insight into the raw data thus gathered from the survey and informed by a very small sample of interviews.
- 2.5 Ashley Summerfield, EZI, presented information arising from the surveys completed and the interviews conducted so far.

## *Discussion*

- Governance Committee members reiterated their request to receive full access to the survey data which will be used by EZI to present their observations and recommendations. The Chair indicated that it would indeed be useful for the Committee members to have access to this data so that they can form their own assessment and analysis, independently of the outcome of the in-person interviews. One member of the Governance Committee indicated that it might be useful if the data were to be presented in terms of categories of the respondents i.e. to differentiate between Board Members, Alternate Board Members and Committee Delegates.
- Governance Committee members noted that there will be full transparency on the data, which will be anonymised before it is presented to them. EZI indicated that the raw data from the online surveys is not always completely accurate and that it is during the interviews that some of the nuances can be further explored and ambiguity sometimes clarified. They also indicated that with this type of exercise it is usually necessary to apply some measure of judgement based on their observations and extensive experience of reviewing many other types of boards. It is also necessary to consider that there are sometimes issues driving perceptions that cannot be captured through the data resulting from an online survey.
- Governance Committee members acknowledged that not everything is black and white but that it is often the grey areas which lead to the most interesting discussions.
- It was suggested that in relation to the final recommendations it is likely that there may be some which are more impactful than others and that it would therefore be useful to prioritise them not only in terms of priority but in terms of timelines for implementation.
- Referring to the graph which EZI presented as their final slide, it was suggested that some consideration would need to be taken in relation to high impact recommendations which the Board may not have much appetite for, and it was also asked whether such a graph could be used to record instances where impact would result from behavioural changes or whether this would require some other mechanism.
- In relation to the next steps in the process, Governance Committee members noted that EZI plans to complete all interviews by the beginning of September and therefore hope that by mid-September they will be able to meet with the Governance Committee to present their draft report. It is planned that the report will be finalised by mid-November.
- In a discussion after the EZI consultants had left the meeting, some Governance Committee members expressed concerns that some of the questions asked in the interviews conducted so far had appeared to be leading, and this could give the impression that assumptions have already been made before finalisation of the survey and interviews. It was agreed that this concern should be conveyed to

them, and that it is important to keep in mind that Gavi's governance model is such that it may not always be appropriate to apply some standard governance theories or practices.

- Governance Committee members expressed some concern in relation to what appeared to be a relatively low number (approx. 20) of persons to be interviewed, in particular in light of the importance being placed on these interviews and suggested therefore that this number be increased. It was agreed that Board members who may not be on the interview list, but who may have opinions that they wish to be considered, should be encouraged to volunteer to be interviewed.

-----

### **3. Planning for Vice Chair nominations**

- 3.1 Flavia Bustreo, Vice Chair and Governance Committee Chair, left the room for this discussion and the meeting was chaired by Eivind Homme.
- 3.2 Philip Armstrong, Director, Governance and Secretary to the Board, informed Committee members that the term of the current Vice Chair comes to an end on 31 December 2016 and that ordinarily at this time there would be a discussion either in relation to extending the current Vice Chair's term or considering other nominations. He indicated that one of the issues which the Governance Committee may wish to consider relates to the leadership of the current Vice Chair of the Board and Committee self-evaluation exercise, the outcomes of which will need to be actioned during 2017..
- 3.3 Dr Ngozi Okonjo-Iweala, Board Chair, informed Committee members that she would of course follow the guidance of the Governance Committee but wished them to know that it would be enormously helpful to her if there could be continuity in the Vice Chair role. She informed the Committee that the Vice Chair's current position at WHO will come to an end in mid-2017 and will potentially be subject to reappointment following appointment of the new WHO Director General in May 2017.

#### *Discussion*

- Following discussion Governance Committee members agreed to put forward a recommendation to the Board that the Vice Chair be reappointed for an initial six-month period until mid-2017.
- Governance Committee members also agreed that a formal process would be instituted in early 2017, following the deliberations and findings of the Board and Committee self-evaluation, to undertake a recruitment process through the Governance Committee similar to that assigned to the Governance Subcommittee for the recruitment of Unaffiliated Board Members.
- The Governance Committee also discussed briefly the nominations process for both the Chair and the Vice Chair and agreed that it would be useful if this could be discussed as part of the Board and Committee self-evaluation, including a

review of current practices whereby the Chair has customarily been an Unaffiliated Board member and the Vice Chair has customarily been a representative of one of the four founding partners of Gavi (BMGF, UNICEF, WHO, World Bank). These practices are not formalised in the Gavi Statutes and By-Laws.

### **Recommendation One**

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

- **Reappoint** the current Board Vice Chair, **Flavia Bustreo**, for a second term as Board Vice Chair initially to 30 June 2017.

-----

#### **4. Update on the Unaffiliated Recruitment Subcommittee**

- 4.1 William H. Roedy, Chair of the Unaffiliated Recruitment Subcommittee, provided an update to the Governance Committee on the work undertaken to date. The Subcommittee had initially had one vacancy to consider but received notification of a second vacancy when Sania Nishtar indicated her intention to step down from the Board as she would not be able to commit to Gavi while she is campaigning for the position of DG of WHO.
- 4.2 The Subcommittee had considered different criteria to fill the vacant positions, had developed a shortlist of candidates and had also focused on skill sets relevant for the PPC, in light of the resignation of Dr Nishtar, who was also a member of that Committee. The Subcommittee had identified a potential candidate from among the shortlist and it was agreed that she should be approached to investigate her interest in joining the Board and the PPC.
- 4.2 Seth Berkley, CEO, added that he had subsequently contacted the candidate and she was clear on the time required to serve on both the Board and the PPC, and was willing to commit to this.

#### *Discussion*

It was noted that work would now get under way to look to fill the second vacancy for an Unaffiliated Board Member with the imminent retirement of HRH Infanta Cristina on 30 June 2016.

- Governance Committee members were invited to suggest names of potential candidates who might be considered as the work of the Subcommittee would not only be considering immediate requirements but also looking to build a pipeline of longer term prospects.

-----

## 5. Board and Committee nominations

5.1 Philip Armstrong, Director, Governance and Secretary to the Board, reviewed the nominations received for Board and Committee membership (Doc 05).

### *Discussion*

- Governance Committee members noted that two of the nominations submitted for the Audit and Finance Committee (AFC) and the Programme and Policy Committee (PPC) were from a constituency which does not currently have representation on either of these Committees. While recognising that both candidates have the relevant profile and skill sets, concerns were expressed in relation to increasing the number of Committee Delegates on Committees in the context of the ongoing Board and Committee self-evaluation but also in relation to the Committee Charters which indicate that the Board Committees should comprise a majority of Board Members or Alternate Board Members.
- Following discussion, the Committee agreed that membership of the AFC and the PPC should be considered separately, taking into account that generally very few nominations for membership of the AFC are submitted, while the PPC tends to be oversubscribed.
- The Committee therefore agreed to recommend the nomination received for membership of the AFC.
- In relation to the PPC, the Committee felt that in view of the current size of the Committee, and pending the finalisation of the Board and Committee self-evaluation, they should only consider nominations to fill already existing positions. In this context they therefore agreed not to put forward the nomination submitted to this meeting, nor the nomination which they had already considered during their meeting in April 2016.

Post meeting note: David Sidwell, Chair of the AFC, whilst welcoming the new nomination to the Committee, expressed his wish that any further nominations to the AFC should only be suitably qualified Board or Alternate Board members and that some priority be accorded to ensuring that the majority of the AFC, not only as a requirement of the AFC Charter but also as best practice, is restored to comprise Board or Alternate Board members.

### **Recommendation Two**

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

a) **Appoint** the following Board Members:

- **Helen Rees** as an Unaffiliated Board Member in the seat currently held by Sania Nishtar effective immediately until 30 June 2019.
- **Ramjanam Chaudhary** of Nepal representing the developing country constituency in the seat currently held by Khaga Raj Adhikari of Nepal effective immediately and until 31 December 2017.

- **David Loew** as a Board Member representing the vaccine industry industrialised countries in the seat currently held by Olivier Charmeil effective immediately and until 31 July 2017.
- b) **Appoint** the following Alternate Board Member:
- **Boukong Syhavong** of Lao PDR as Alternate Board Member to Ramjanam Chaudhary of Nepal representing the developing country constituency in the seat currently held by Eksavang Vongvichit of Lao PDR effective immediately and until 31 December 2017.
- c) **Appoint** the following to the Governance Committee effective 1 July 2016:
- **Donal Brown** until 31 December 2016.
- d) **Appoint** the following to the Audit and Finance Committee effective immediately:
- **Emmanuel Maina Djoulde** (Committee Delegate) until 31 December 2017.
- e) **Appoint** the following to the Programme and Policy Committee effective immediately:
- **Helen Rees** (Board Member) in the seat currently held by Sania Nishtar (Board Member) until 31 December 2017.
  - **Brad Gessner** (Alternate Board Member) in the seat currently held by Zulfiqar A. Bhutta (Committee Delegate) until 31 December 2017.
  - **Rama Lakshminarayanan** (Alternate Board Member) in the seat currently held by Robert Oelrichs (Committee Delegate) until 31 December 2017.
  - **Syed Monjurul Islam** (Committee Delegate) in the seat currently held by Shanta Bahadur Shresta (Committee Delegate) until 31 December 2017.

-----

## 6. Gavi Alliance ad-hoc appeals tribunal

- 6.1 Eelco Szabo, Director of Legal, presented this item to the Governance Committee which proposed to formalise the appointment of a President and a legal expert to the ad-hoc appeals tribunal (Doc 06).

### *Discussion*

- Governance Committee members welcomed this initiative and noted that it is foreseen that an analysis will be done of this arrangement versus other potential arrangements for Gavi in the future.

### **Recommendation Three**

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

- a) the appointment for a term of three years of Professor Dr. Claude Rouiller as President of the Gavi Ad Hoc Appeals Tribunal; and
- b) the appointment for a term of three years of Ms Anne Trebilcock as legal expert to serve on the Gavi Ad Hoc Appeals Tribunal in case of unavailability of its President.

-----

### **7. Review of decisions**

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

-----

### **8. Any Other Business**

- 8.1 Donal Brown confirmed to the Governance Committee the new donor constituency groupings have been agreed on as follows:

- Germany/France/Luxembourg/European Commission/Ireland
- Canada/Italy/Spain
- Norway/Netherlands/Sweden
- United Kingdom/Qatar
- United States/Australia/Japan/Korea (Rep. of)

He highlighted that a number of attempts have been made to reach out to other new donors to involve them in the process but they have not shown interest to date.

- 8.2 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
- Kesetebirhan Admasu
- Donal Brown
- Gunilla Carlsson
- Blair Exell
- Eivind S. Homme
- Laura Laughlin
- Orin Levine
- Jan Paehler
- Naveen Thacker
- Seth Berkley (non-voting)

### **Regrets**

- Javier Hernández Peña
- Samba O. Sow

### **Board Members attending as Observers**

- Ngozi Okonjo-Iweala, Board Chair
- William H. Roedy

### **Secretariat**

- Philip Armstrong
- Joanne Goetz
- Anuradha Gupta

### **Guests**

- Ashley Summerfield, Egon Zehnder
- Neil Hindle, Egon Zehnder
- Gaëlle Boix, Egon Zehnder
- Chisom Okechukwu, Special Adviser to the Board Chair
- Lidija Kamara, Special Adviser to the Board Vice Chair