

## Gavi Alliance Governance Committee Meeting

14 October 2016

Gavi Alliance Offices, Geneva, Switzerland

### 1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 09.38 local time on 14 October 2016. Gunilla Carlsson, Acting Governance Committee Chair, chaired the meeting.
- 1.2 Philip Armstrong, Director, Governance and Secretary to the Board, referred to an email which had been sent to Governance Committee members by the Board Chair, Dr Ngozi Okonjo-Iweala, in the context of the leave of absence which she had granted to Dr Flavia Bustreo, Board Vice Chair and Governance Committee Chair following her nomination by the Government of Italy as a candidate for the position of Director General of the WHO. The Board Chair had proposed that Gunilla Carlsson act as Governance Committee Chair in the interim, in particular to ensure that the momentum on the Board and Committee self-evaluation exercise is maintained.

### *Discussion*

- Governance Committee members noted that while Flavia Bustreo has been granted a leave of absence from the Gavi Board and Governance Committee she has not vacated either of the positions and remains both a member of the Board and Vice Chair of the Board. There is no provision in the Statutes and By-Laws for the temporary appointment of a Vice Chair, and the WHO will be continue to be represented by the Alternate Board Member as is already the case; the Statutes and By-Laws precluding the Vice Chair from representing his or her institution or constituency.
- Governance Committee members agreed that under the circumstances they did not see the need to foresee the appointment of an acting Vice Chair and also agreed that it should be made clear, in particular to the Board in advance of the December Board meeting, that while there will be an acting Governance Committee Chair during the period of Dr Bustreo's leave of absence, it is not foreseen that an acting Vice Chair will be appointed. Governance Committee members also agreed that in the unlikely event that the Board Chair was unable to attend the December Board meeting, the Board would be asked to appoint, from amongst its members, a Chair whose sole purpose would be to preside over the meeting so that the Board can conduct its business.

## **Decision One**

The Gavi Alliance Governance Committee **confirmed**:

**Gunilla Carlsson** as acting Chair of the Governance Committee in the absence of Dr Flavia Bustreo.

- 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 meetings of 21 June 2016 (Doc 01b), which had been approved by no-objection on 15 August 2016 and the notes of discussion from its ad-hoc meeting on 15 September 2016 (Doc 01c), as well as its forward workplan (Doc 01d).

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## **2. Board and Committee nominations**

- 2.1 Philip Armstrong, Director, Governance and Secretary to the Board, reviewed the nominations received for Board and Committee membership (Doc 02). He noted that in agreement with Committee Chairs, Committee-members elect can attend, as observers, the respective Committee meetings taking place before their appointment is formalised by the Board in December.
- 2.2 He highlighted that David Sidwell, Chair of the Audit and Finance Committee (AFC) has asked that the Governance Committee note that he is not willing to consider any further nominations to the AFC unless they are Board members or Alternate Board members, as the AFC is currently non-compliant with its Charter which states that the majority of AFC members should be Board members or Alternate Board members.
- 2.3 Finally he noted that the Committee nominations presented at this meeting are consistent with the moratorium agreed in June on appointing additional members to the Committees pending the outcome of the Board and Committee self-evaluation, with the exception of the appointment of a representative from the UK to the AFC in light of the UK vacating its seat on the Executive Committee.

## **Decision Two**

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

- a) That it **appoint** the following Board Members:
  - **Daniel Graymore** of the United Kingdom as Board Member representing the United Kingdom on the donor constituency anchored by the United Kingdom effective immediately and until 31 December 2019.

- **Shanelle Hall** as Board member representing UNICEF in the seat previously held by Geeta Rao Gupta effective immediately and until her successor is appointed.
  - **Umy Ally Mwalimu** of Tanzania representing the developing country constituency in the seat previously held by Seif Seleman Rashid of Tanzania effective immediately and until 31 December 2017.
  - **Reina Buijs** of the Netherlands as Board Member representing the Netherlands on the donor constituency anchored by Norway effective 1 January 2017 and until 31 December 2018.
  - **Jan Paehler** of the European Commission as Board Member representing the European Commission on the donor constituency anchored by Germany effective 1 January 2017 and until 31 December 2017.
  - **Susan Tolton** of Canada as Board Member representing Canada on the donor constituency anchored by Canada effective 1 January 2017 and until 31 December 2018.
- b) That it **appoint** the following Alternate Board Members:
- **Ted Chaiban** as Alternate Board member to Shanelle Hall representing UNICEF in the seat previously held by Shanelle Hall effective immediately and until his successor is appointed.
  - **Anna Hamrell** of Sweden as Alternate Board Member to Reina Buijs of the Netherlands representing the donor constituency anchored by Norway effective 1 January 2017 until 31 December 2018.
  - **Jean-François Pactet** of France as Alternate Board Member to Jan Paehler of the European Commission representing the donor constituency anchored by Germany effective 1 January 2017 until 31 December 2017.
  - **Angela Santoni** of Italy as Alternate Board Member to Susan Tolton of Canada, representing the donor constituency anchored by Canada effective 1 January 2017 until 31 December 2017.
- c) That it **reappoint** the following Alternate Board Member:
- **Jason Lane** of the United Kingdom as Alternate Board Member to Daniel Graymore of the United Kingdom, representing the donor constituency anchored by the United Kingdom until 31 December 2019.
- d) That it **appoint** the following to the Executive Committee effective immediately:
- **Shanelle Hall** (Board Member) until 31 December 2017.
  - **Jan Paehler** (Board Member) until 31 December 2017.

- e) That it **appoint** the following to the Governance Committee:
- **Reina Buijs** (Board Member) effective 1 January 2017 until 31 December 2017.
  - **Daniel Graymore** (Board Member) effective immediately until 31 December 2017.
  - **Susan Tolton** (Board Member) effective 1 January 2017 until 31 December 2017.
- f) That it **appoint** the following to the Audit and Finance Committee effective immediately:
- **Ted Chaiban** (Alternate Board Member) until 31 December 2017.
  - **Chris Taylor** (Committee Delegate) until 31 December 2017.
- g) That it **appoint** the following to the Programme and Policy Committee effective immediately:
- **Umy Ally Mwalimu** (Board Member) in the seat currently held by Seif Seleman Rashid until 31 December 2017.
  - **Jean-François Pactet** (Alternate Board Member) in the seat currently held by Mariam Diallo until 31 December 2017.
- h) That it **reappoint** the following to the Programme and Policy Committee:
- **Jason Lane** (Alternate Board Member) until 31 December 2017.
  - **Lene Lothe** (Committee Delegate) until 31 December 2017.
- i) That it **extend the terms** and **reappoint** the following as Chair of the Evaluation Advisory Committee:
- **Rob Moodie** until 31 December 2018.

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### **3. Review of decisions**

- 3.1 Philip Armstrong reviewed and agreed the language of the decisions with the Committee.
- 3.2 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, Acting Chair
- Blair Exell
- Javier Hernández Peña
- Eivind S. Homme
- Laura Laughlin
- Orin Levine
- Naveen Thacker
- Seth Berkley (non-voting)

### **Regrets**

- Flavia Bustreo, Chair
- Kesetebirhan Admasu
- Donal Brown
- Jan Paehler
- Samba O. Sow

### **Committee Members Elect**

- Daniel Graymore

### **Secretariat**

- Philip Armstrong
- Joanne Goetz
- Anuradha Rao Gupta

### **Guests**

- Lidiya Kamara, Special Adviser to the Board  
Vice Chair