

Gavi Alliance Governance Committee Meeting

27 November 2017

Crowne Plaza Hotel, Hor Pha Keo room, Vientiane, Lao PDR

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.10 local time on 27 November 2017. Ms Gunilla Carlsson, Board Vice Chair and Committee Chair, chaired the meeting.
- 1.2 She welcomed all participants and in particular the Committee Members elect.
- 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 October 2017 (Doc 01b), which had been approved by no-objection on Wednesday 22 November 2017.
- 1.5 The Committee reviewed its action sheet (Doc 01c) and forward workplan (Doc 01d), noting that discussions relating to a future Board and Committee Self-Evaluation exercise would be included on the workplan for September 2018.

2. Board and Committee nominations

- 2.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented information on the nominations received (Doc 02), including a late nomination from the developing country constituency for the Market-Sensitive Decisions Committee.

Discussion

- Committee members noted the information presented in relation to gender balance on the Board and Committees and expressed concerns that the Governance Committee is itself one of the Committees that will not be compliant with the gender policy. It was noted that there will be a real opportunity for the Governance Committee to do a deep dive on gender with the policy due for review in 2019.
- It was also proposed that a closer look could be taken at the nominations being put forward by the different organisations and constituencies for Governance Committee membership as there might be an opportunity there to ensure a better gender balance, including when looking at some Board members or Alternate Board members who are not on any Board Committees.

- However, it was noted that Board and Committee nominations in respect of constituencies were often dictated by the seniority of the available candidate or the position they hold in the relevant nominating organisation/institution which determined their nomination and it would be difficult for the Governance Committee to challenge this. Sometimes too, Board members holding a position of seniority in their organisation/institution had expressly indicated that while willing to serve on the Board they did not have the capacity to give justice to the additional obligation of serving on a Board Committee and there was inherently a tension that had to be carefully balanced between the strategic requirements of the Board and the arguably more technical requirements of a Committee..
- In addition to the information presented on geographical diversity, it was asked that this perhaps be further analysed in relation to Board members from different constituencies e.g. Unaffiliated Board members, Donor Board members, Developing Country Board members etc. It was also suggested that it could be useful to look at geographical diversity to see how it looks in proportion to the countries that Gavi supports.
- Committee members noted the wishes expressed by the Audit and Finance Committee (AFC) Chair that the AFC be comprised of Board members and Alternate Board members only from January 2019 and of Board members only from January 2020. They expressed interest in having further information on the assumptions behind this request, wherein it was indicated that for an organisation with an annual budget in the region of US\$ 2 billion it was the view of the AFC Chair that the membership of the AFC should be more aligned with Board membership given the broader strategic perspective that Board members can bring to AFC discussion.
- The Secretariat noted that the AFC Chair's concerns in no way relate to the expertise of the current Committee Delegates and that there was still the need to have strong technical competencies on the AFC through Delegates but not to the detriment of the broader strategic perspectives that can be brought to bear on AFC discussions through Board members who have the bigger picture and the implications of AFC decision processes and priorities.

Decision One

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

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

- **Soumya Swaminathan** as Board Member representing WHO in the seat currently held by Flavia Bustreo effective immediately and until her successor is appointed and qualified.

b) That it **appoint** the following Alternate Board Member:

- **David Hering** as Alternate Board member to Susan Silberman representing the vaccine industry industrialised countries in the seat currently held by John Roberts effective immediately and until 31 July 2020.

- c) That it **appoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2018:
- **Saira Afzal Tarar** (Alternate Board Member) until 31 December 2019
- d) That it **appoint** the following to the Governance Committee effective 1 January 2018:
- **Yifru Berhan Mitke** (Board Member) until 31 December 2019
- e) That it **appoint** the following to the Audit and Finance Committee effective 1 January 2018:
- **David Sidwell** (Board Member) until 31 December 2019
 - **Reina Buijs** (Board Member) until 31 December 2018
 - **Kwaku Agyeman-Manu** (Alternate Board Member) until 31 December 2019
 - **Craig Burgess** (Alternate Board Member) until 30 June 2019
 - **Ted Chaiban** (Alternate Board Member) until 31 December 2019
 - **Irene Koek** (Alternate Board Member) until 30 June 2019
 - **Gisella Berardi** (Committee Delegate) until 31 December 2019
 - **Alexandru Cebotari** (Committee Delegate) until 31 December 2019
 - **Emmanuel Maina Djoulde** (Committee Delegate) until 31 December 2019
 - **Chris Taylor** (Committee Delegate) until 31 December 2019
- f) That it **appoint** the following to the Programme and Policy Committee effective 1 January 2018:
- **Richard Sezibera** (Board Member) until 31 December 2018
 - **Edna Yolani Batres** (Board Member) until 31 December 2018
 - **Helen Rees** (Board Member) until 30 June 2019
 - **Jean-François Pactet** (Board Member) until 31 December 2018
 - **Jason Lane** (Alternate Board Member) until 31 December 2019
 - **Violaine Mitchell** (Alternate Board Member) until 31 December 2019
 - **Kate O'Brien** (Alternate Board Member) until 31 December 2019
 - **Michael Kent Ranson** (Alternate Board Member) until 31 December 2019
 - **Ahmed Abdallah** (Committee Delegate) until 31 December 2019
 - **Dure Samin Akram** (Committee Delegate) until 31 December 2019
 - **Abdul Wali Ghayur** (Committee Delegate) until 31 December 2019
 - **Vandana Gurnani** (Committee Delegate) until 31 December 2019
 - **Lene Lothe** (Committee Delegate) until 31 December 2019
 - **Susan McKinney** (Committee Delegate) until 31 December 2019
 - **Robin Nandy** (Committee Delegate) until 31 December 2019
 - **Adar Poonawalla** (Committee Delegate) until 31 December 2019
 - **An Vermeersch** (Committee Delegate) until 31 December 2019
 - **Seth Berkley** (Board Member, non-voting)
 - **Alejandro Cravioto** (Independent Expert, non-voting) until 31 December 2019

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 these nominations.

3. Review of By-laws

3.1 The Chair referred briefly to the discussion that the Committee had at its meeting on 5 October 2017 whereby there was agreement that the By-laws could be amended to exclude the MSDC from the “maximum three seat” provision and that the proposed amendment was now being presented to the Committee for consideration (Doc 03).

Discussion

- Governance Committee members agreed with the proposed recommendation as presented.

Decision Two

The Gavi Alliance Governance Committee recommended to the Gavi Alliance Board that it **amend** Article 4.2 of the By-laws to read as follows:

Each Board Committee shall be composed of three or more Board Members/Alternates. Each of the Board Committees shall have a presiding Chair who shall be one of the Board Members and shall be appointed once every two years by the Board unless otherwise provided in the Statutes, By-laws or Charter of the relevant Committee. If a Representative Board Member is appointed Chair pursuant to this Section 4.2, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in the Committee meetings to express the applicable organisation’s or constituency’s viewpoint in deliberations and to vote. Each Board Member (taken together with his or her Alternate or any Committee Delegate, as defined below, if applicable) shall normally be a member of at least one but no more than three Board Committees. *This limit of three Committee memberships shall not include membership of the Market-Sensitive Decisions Committee.* The criteria for Committee membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be ensured, including throughout the governance structures, to the extent possible.

4. Review of Committee Charters

4.1 The Chair referred to Doc 04, and indicated that as explained the proposed review of the EAC Charter was primarily editorial in nature to align with the template used for the Board Committees.

- 4.2 The Chair thanked Richard Sezibera, Chair of the Programme and Policy Committee (PPC) for having accepted their invitation to attend this meeting to get his insights into the workings of the PPC, in the context of the recent review of the PPC Charter, as well as in terms of succession planning as he would be stepping down from the Board at the end of his second term in December 2018, and thereby also as PPC Chair.
- 4.3 Dr Sezibera shared his views with the Governance Committee in relation to PPC composition and size. He stressed the importance of ensuring that there is a good balance between technical expertise, policy decision-making expertise and representation and that he feels that the current balance is appropriate. There can sometimes be tensions which come from the different expectations of different members, depending on their area of focus, but work done with the Secretariat on the structure and content of the papers has helped to mitigate this.
- 4.4 In relation to size he indicated that the PPC could perhaps be smaller, but that the current size also works. He recalled concerns that in the past the PPC did not comprise a sufficient number of Board members. That balance has also improved and he stressed the importance going forward of ensuring that the PPC comprises a majority of Board members or Alternate Board members, recalling that the Committee Charter does enable the PPC Chair to call on independent experts for additional expertise that might be required at any time.
- 4.5 Dr Sezibera recalled that one issue which had been raised in the past related to the relationship between the AFC and the PPC and he indicated that this has now been improved and in his mind is no longer an issue of concern. He referred to recent developments in relation to working more closely with the Evaluation Advisory Committee (EAC), so that the PPC can ensure that the findings from Gavi's evaluation work are being taken into consideration by the PPC when reviewing or developing programme and/or policy recommendations for the Board.
- 4.6 He highlighted the improved reporting of the Independent Review Committee (IRC) to the PPC, the attention being paid by the PPC to risk management, and also that that PPC now has a much better grasp on working groups, how they are set up, what they do, who they report to and so on.
- 4.7 Finally, in terms of succession planning, he shared his view that the PPC is a Committee which needs a Chair who has both the technical skills to understand immunisation and Gavi's core business, as well as the ability to manage the different interests of the constituencies. He has himself worked with the Secretariat to try to make the Committee data-driven but there still some politics around the data which need to be carefully managed.

Discussion

- Governance Committee members agreed with the proposed recommendation as presented.
- Participants appreciated the input from the PPC Chair and raised also the issue of developing country representation on the Committee. They noted that it is still a

challenge, in particular in relation to meeting attendance of PPC members from Africa.

- In response to queries from Governance Committee members in relation to what might facilitate the role of the PPC going forward, Dr Sezibera expressed his view that if there were more Board members on the PPC, the Board would perhaps be more comfortable delegating some decision-making authority to the PPC so that all issues would not have to be systematically submitted to the Board for approval but rather information e.g. issues of a non-strategic nature.
- He also suggested that some changes could perhaps be made to the PPC Charter to differentiate the decision-making power of Board members and Committee Delegates, and this in light of the fact that Board members often have the authority to take decisions without wider consultation with their organisation/constituency, but some of the Committee Delegates, who can have a much more junior role, do not have this authority *vis à vis* their organisation/constituency.
- The Governance Committee Chair concluded the discussion by expressing her view that there is a need to work on further building trust and understanding on the Board and Board Committees.
- She suggested that the Governance Committee could look at some items that the PPC has brought to the Board recently as case studies to see how the PPC works to prepare recommendations for the Board and to confirm that the PPC is appropriately fulfilling the oversight role foreseen in its charter.

Decision Three

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

Approve the revised and updated Terms of Reference for the Evaluation Advisory Committee as set out in Annex A to Doc 04, effective from 1 January 2018.

5. Review of Conflicts of Interest Policy

- 5.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented an update on the work being undertaken on the review of the Conflicts of Interest (CoI) policy with the aim of continuing discussions with the Governance Committee during the first half of 2018 to bring a revised and updated policy to the Board for approval at its June 2018 meeting.

Discussion

- Governance Committee members noted the importance of ensuring that there are more procedural guidelines for the implementation of the policy going forward.

- In response to a query from a Committee member, the Secretariat noted that while a Col policy is more a procedural process, ethics is more of a behavioural approach which defines the way in which different persons and entities engage with each other, and is built more on judgement.

6. Strengthening Developing Country constituency

- 6.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented an update on the work being undertaken on looking at strengthening the developing country constituency on Gavi's governance structures. He presented the findings of the position paper which has been completed by an independent consultant, and outlined the proposed next steps which will include consultations with current developing country constituency representatives and their Special Advisers.

Discussion

- One member of the Governance Committee suggested that it could perhaps be useful to speak to other non-Board member stakeholders from the constituency to ascertain why they do not provide input to their constituency representatives when requested.
- Governance Committee members noted that potential opportunities to collaborate with the Global Fund in this area will be explored.
- Governance Committee members also noted that the challenges are sometimes quite specific to the different regional clusters and that it might be necessary to look at bespoke solutions for different regions.

7. Report of the Subcommittee for the Recruitment of Unaffiliated Board Members

- 7.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented an overview of the work of the Subcommittee for the Recruitment of Unaffiliated Board members, including how they identify potential candidates and the subsequent processes relating to due diligence and checking potential interest and availability.
- 7.2 Blair Exell, member of the Subcommittee, added that the Subcommittee works to ensure the right mix and balance of rigour in the criteria. In addition to skills and competencies, they look at gender and geographical diversity and do also consider upcoming vacancies relating to the Board Committee Chairs.

Discussion

- One member of the Governance Committee suggested that it would be opportune to include candidates with expertise in technology, and in particular background

on data. It was also suggested that it would be interesting to look at the linguistic profile of candidates.

- Governance Committee members noted that it is important also to ensure that the list does not contain a majority of potential candidates who are already committed to other Boards and that it is important to have a broad range of candidates to ensure that those potentially chosen have the time to engage but noting that from developing countries this will always be a challenge as the highly regarded potential candidates are all over committed.
- Governance Committee members noted that it is foreseen in order to broaden the potential pool of candidates that the Board be invited in writing to submit names for the Subcommittee to consider.

8. Report of the HR Subcommittee

- 8.1 The Chair introduced this item, recalling that during its meeting on 5 October 2017, the Governance Committee had agreed on the establishment of a Subcommittee to consider High-Level HR issues and had had a robust discussion on the Terms of Reference, including the role the Subcommittee might play in relation to the performance review of the CEO.
- 8.2 The Chair has discussed further in the meantime with the Board Chair who has raised some issues in particular 1) recalling that the initial idea for setting up the Subcommittee was as an *ad hoc* committee to discuss HR related issues of a strategic nature; 2) the appropriateness of the Subcommittee playing a role in the performance review of the CEO taking into account the fact that the Chair has already put in place a process whereby she consults with many Board members during the year and with the full Board in closed session at the end of year Board meeting; and 3) expressed her view that it would not be appropriate for the Board Chair to chair a Subcommittee reporting to the Governance Committee.
- 8.3 In light of this Dr Ngozi informed Governance Committee members of her wish to be relieved of the role of chairing the Subcommittee and she suggested that the Governance Committee should again discuss whether or not there is a need to formalise such a committee.

Discussion

- Governance Committee members discussed and agreed that it would be more appropriate for the Subcommittee to be chaired by the Governance Committee Chair.
- It was further agreed that the Subcommittee would review the Terms of Reference (ToR) agreed on at their 5 October 2017 meeting, in light of the discussions at this meeting, and come back to the Governance Committee with a proposed new ToR at its next meeting if the decision is to continue with the Subcommittee in some modified form.

- There was consensus that the Subcommittee could continue to consider human resources issues, but at a high level which would support the CEO, with perhaps an annual report to them from the HR Director and the question remained whether this required a Subcommittee or whether it could or should be undertaken by the Governance Committee.
- It was felt if the role of the Subcommittee should be an oversight role, then it would be important to ensure that it did not start to get into too much detail on topics which are within the remit of the CEO. In this context, and in response to a question from a Governance Committee member, the Secretariat noted that oversight of Gavi's human resources policies is not foreseen in the Governance Committee Charter and that management of the Secretariat is foreseen in the Gavi Statutes as the responsibility of the CEO. However, the current approach to performance recognition was raised by the Committee as warranting consideration.

9. Board Travel Policy

- 9.1 Joanne Goetz, Head, Governance, presented a short report on the implementation of the Board Travel Policy, concluding that the Secretariat was not proposing a review of the policy at this time.

Discussion

- Governance Committee noted the information presented.

10. Review of decisions

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

11. Any other business

- 11.1 The Chair expressed her thanks to Amy Baker and Reina Buijs, both of whom were attending their last Governance Committee meeting
- 11.2 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

- Gunilla Carlsson, Chair
- Amy Baker
- Orin Levine
- Reina Buijs
- Blair Exell
- Clarisse Loe Loumou
- Seth Berkley (non-voting) (agenda items1-7)

Secretariat

- Philip Armstrong
- Joanne Goetz

Regrets

- Daniel Graymore
- John Roberts

Committee Members Elect

- Bahar Idriss Abugarda
- Tim Evans
- Harriet Ludwig

Board Members Attending as Observers

- Ngozi Okonjo-Iweala (Agenda Item 8)
- Jason Lane

Guest

- Richard Sezibera, PPC Chair (Agenda Item 4)