

## Gavi Alliance Governance Committee Meeting

17 September 2015

Teleconference

### 1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 17.00 Geneva time on 17 September 2015. Flavia Bustreo, Governance Committee Chair, chaired the meeting. Standing declarations of interest were tabled to the Committee (Doc 1 in the Committee pack).
- 1.2 The Chair welcomed Philip Armstrong to his first official meeting as Director of Governance and Secretary to the Board.

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### 2. Board and committee member nominations

- 2.1 Philip Armstrong reviewed the recommendations received for Board and committee membership (Doc 2).
- 2.2 The Chair recognised Beate Stirø for her service to Gavi as a board member and member of the Governance Committee.

### Decision One

The Gavi Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following Board Member:
  - **Eivind S. Homme** of Norway as Board Member representing the Denmark, the Netherlands, Norway, and Sweden donor constituency in the seat currently held by Beate Stirø of Norway effective immediately and until 31 December 2016.
- **Recommended** to the Board that it appoint the following effective immediately and until 31 December 2015:
  - **Eivind S. Homme** to the Governance Committee in the seat currently held by Beate Stirø
  - **Lene Lothe** to the Programme and Policy Committee in the seat formerly held by Anders Nordström.

*Committee members whose constituencies provided candidates for these positions, did not participate in discussion or voting on those appointments.*

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### **3. Board Chair nomination**

3.1 Flavia Bustreo and George W. Wellde, Jr, Chair of the Chair Recruitment Committee presented the details of the process undertaken and the recommendation of the Chair Recruitment Committee to appoint Ngozi Okonjo-Iweala as the next Chair of the Gavi Board (Doc 3).

3.2 In summary, in June 2014, the Board agreed to commence a process to recruit Dagfinn Høybråten's successor as Chair of the Board to take office 1 January 2016. A committee reporting to the Board was formed consisting of George W. Wellde, Jr (Chair), Donal Brown, Awa-Marie Coll-Seck, Jenny Da Rin, and the Chair of the Governance Committee: Flavia Bustreo since January 2016 and prior to this, Geeta Rao Gupta. Kevin A. Klock, Head of Governance and Assistant Secretary, served as the Committee's advisor.

3.3 During 2014, the Committee agreed on its own terms of reference (which were shared with the Board), retained a prominent external search consultancy, and agreed with the Board the position description for the new chair. Starting in 2015, Mr Wellde led a thorough consultation process, holding meetings with board members, former board members, critical stakeholders, and other friends of Gavi to generate a "long list" of candidates that was supplemented by the market research performed with the search firm. During the Board's executive session in June 2015, it was reported that the Committee had considered a "long list" of 67 candidates possessing the following characteristics:

#### (a) Geographic

- Europe: 25 candidates
- North America: 24 candidates
- Africa: 11 candidates
- Asia/Australia: 6 candidates
- Latin America: 1 candidate

#### (b) Gender

- Men: 50 candidates
- Women: 17 candidates

#### (c) Experience

- Business: 21 candidates
- Political leaders: 16 candidates
- Public health/development: 13 candidates
- Government agencies: 11 candidates
- International agencies: 6 candidates

3.4 The Committee shortlisted seven candidates from three regions with a variety of experiences. There were four women and three men.

- 3.5 The Committee set up formal conversations with the shortlisted candidates in London, Addis Ababa, and New York over the course of July. To frame the discussions, the Committee agreed to contemplate the following key criteria (which was shared with the candidates):
- a) Operational knowledge and expertise
  - b) Experience chairing a complex board
  - c) Ability and readiness to hold the Secretariat accountable
  - d) Known in Gavi's marketplace
  - e) Authenticity and passion for Gavi's mission
- 3.10 At the conclusion of those meetings, the Committee considered the key criteria, candidate conversations, and identified due diligence points and unanimously agreed on its preferred candidate. Per the Board's instruction, the CEO and current Board Chair met with the preferred candidate. Subsequently, Dr Bustreo and Mr Welde held one-to-one calls with each of the Governance Committee members to confidentially disclose the name of the preferred candidate and to obtain their thoughts. Mr Welde also consulted senior representatives of Gavi's major donors as well as the Audit and Finance Committee Chair and Managing Director of Audit and Investigations.
- 3.12 Finally on 9 September, the Recruitment Committee met for the final time to receive the feedback of these consultations. Seeing universal enthusiasm for the preferred candidate, the Recruitment Committee recommended to the Board that it appoint Ngozi Okonjo-Iweala as Gavi's next chair.

### *Discussion*

- Dr Bustreo and the Governance Committee expressed its appreciation to Mr Welde and the Recruitment Committee members for their leadership of the process. In particular, Dr Bustreo expressed profound appreciation to Mr Welde who worked relentlessly over the past year including countless hours spent in consulting the entire partnership to ensure the process was transparent and inclusive.
- Mr Welde echoed his thanks to his Committee and also thanked the search firm for surfacing high quality candidates and assisting the Committee to make an outstanding choice. Mr Welde singled out the immense support, discretion and professionalism of Kevin Klock in supporting the Committee towards timely achievement of another key milestone of the Alliance.
- The Governance Committee discussed the communications plan for announcing the appointment and agreed that the Board should be taken through the plan during its meeting the following day.
- The Governance Committee unanimously and enthusiastically praised the rigorous and thorough recruitment process and the qualifications and profile of the preferred candidate.

## Decision Two

The Gavi Alliance Governance Committee:

- **Recommended** to the Board that it appoint **Ngozi Okonjo-Iweala** as an Unaffiliated Board Member in the seat currently held by Dagfinn Høybråten effective 1 January 2016 and until 31 December 2018.
- **Recommended** to the Board that it appoint **Ngozi Okonjo-Iweala** as Chair of the Board with individual signatory authority effective 1 January 2016 and until 31 December 2017.

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### 4. Review of decisions

- 4.1 Kevin A. Klock reviewed and agreed the language of the decisions with the Committee.

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### 5. Any other business

- 5.1 Dr Bustreo congratulated Kevin Klock on his new appointment as Director of Operations and Advisor to the President of the Foundation for the National Institutes of Health in Bethesda and wished him all the best for the future both professionally and personally. Governance Committee members expressed their deep appreciation to Kevin Klock for his dedicated and professional support over the years to the Governance Committee and his dedicated service to the Alliance.

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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**

- Flavia Bustreo, Chair
- Gunilla Carlsson
- Blair Exell
- Rama Lakshminarayanan
- Laura Laughlin
- Orin Levine
- Seif Seleman Rashid
- Naveen Thacker
- Seth Berkley (non-voting)

### **Regrets**

- Donal Brown
- Javier Hernández Peña
- Bheri Ramsaram
- Geeta Rao Gupta
- Samba O. Sow
- Beate Stirø

### **Secretariat**

- Philip Armstrong
- Joanne Goetz
- Kevin A. Klock

### **Guests**

- George W. Wellde, Jr, Chair of the Chair Recruitment Committee
- Lidija Kamara, Special Adviser to the Board Vice Chair