



GAVI Alliance Governance Committee Meeting

4 November 2013
Geneva, Switzerland

FINAL MINUTES

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 16.00 Geneva time on 4 November 2013. Geeta Rao Gupta, Governance Committee Chair, chaired the meeting, except for section 4 which Olga Popova chaired.
- 1.2 The Chair expressed her appreciation for the service of Dwight Bush who would shortly be taking up the post of U.S. Ambassador to the Kingdom of Morocco. The Committee expressed its congratulations and best wishes to Mr Bush.
- 1.3 Standing declarations of interest were tabled to the Committee (Doc 1a in the Committee pack); there were no additional conflicts to be declared. The Committee also noted that the minutes of its meeting on 26 September 2013 were distributed over the weekend for comment. It was agreed that the WHO travel policy particulars submitted to the September meeting be captured in those minutes.
- 1.4 The Committee reviewed its action sheet (Doc 1c) and its forward workplan (Doc 1d).

2. Board and Committee nominations

- 2.1 The Chair reviewed the recommendations received for Board and committee membership (Doc 2). She reminded the Committee that the Board had requested the committees to be refreshed once every two years so it would not have to go through this exercise annually.
- 2.2 She also noted that the gender balance among the Board will remain in compliance with the GAVI Alliance gender guidelines with the appointment of all persons recommended. Unfortunately, the gender balance among the alternate Board members remains outside the guidelines but is moving back

in the right direction. The Chair will report this to the Board at its next meeting in Cambodia.

Discussion

- The Committee was pleased with developing country representation on the Programme and Policy Committee (PPC) but had hoped there would also be developing country representation on the Governance Committee. The Chair encouraged all constituencies to ensure some representation on the Governance Committee, and requested the Secretariat to compile a list of constituencies not yet represented for her review.

Decision One

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following Board members:
 - **Tim Evans** as Board Member representing the World Bank effective immediately until his successor is appointed.
 - **Ruhakana Rugunda** as Board Member representing the developing country constituency in the seat currently held by Christine Ondo effective immediately until 31 December 2014.
 - **Walter Seidel** as Board Member representing the European Commission, France, Germany, Luxembourg donor constituency in the seat currently held by Gustavo Gonzalez-Canali effective immediately until 31 December 2014.
- **Recommend** to the Board that it reappoint the following Board Member:
 - **Angela Santoni** as Board Member representing the Italy and Spain donor constituency until 31 December 2014.
- **Recommended** to the Board that it appoint the following Alternate Board members:
 - **Shanelle Hall** as Alternate Board Member to Geeta Rao Gupta representing UNICEF in the seat currently held by Nicholas Alipui effective immediately until her successor is appointed.
 - **Emmanuel Lebrun-Damiens** as Alternate Board Member to Walter Seidel representing the European Commission, France, Germany, Luxembourg donor constituency in the seat currently held by Walter Seidel effective immediately until 31 December 2014.
 - **Beate Stirø** as Alternate Board Member to Anders Nordstrøm representing the Sweden, Netherlands, Denmark, Norway donor constituency in the seat currently held by Paul Fife effective immediately until 31 December 2014.

- **Bheri Ramsaran** as Alternate Board Member to Andrei Usatii representing the developing country constituency in the seat formerly held by María del Socorro Interiano Portillo effective immediately until 31 December 2015.
- **Recommend** to the Board that it reappoint the following Alternate Board Members:
 - **José Luis Solano** as Alternate Board Member to Angela Santoni representing the Italy and Spain donor constituency until 31 December 2014.
 - **Micheline Gilbert** as Alternate Board Member to Donal Brown representing the United Kingdom, Canada, Ireland donor constituency until 1 July 2016.
- **Recommended** to the Board that it appoint the following to the Executive Committee effective 1 January 2014:
 - Dagfinn Høybråten (statutorily appointed).
 - Geeta Rao Gupta (statutorily appointed).
 - Wayne Berson until 31 December 2014.
 - Flavia Bustreo until 31 December 2015.
 - Awa Marie Coll-Seck until 31 December 2015.
 - Jenny Da Rin until 30 June 2015.
 - Tim Evans until 31 December 2015.
 - Ashutosh Garg until 31 December 2014.
 - Orin Levine until 31 December 2015.
 - George W. Wellde Jr. until 31 December 2014.
 - Seth Berkley (non-voting and statutorily appointed).
- **Recommended** to the Board that it appoint the following to the Audit and Finance Committee effective 1 January 2014:
 - Wayne Berson until 31 December 2014.
 - Micheline Gilbert until 31 December 2015.
 - Yifei Li until 31 July 2015.
 - Tom Hunstad until 31 December 2015.
 - Derek Strocher until 31 December 2015.
 - Marcus Koll until 31 December 2015.
- **Recommended** to the Board that it appoint the following to the Investment Committee effective 1 January 2014:
 - Wayne Berson until 31 December 2014.
 - Ashutosh Garg until 31 December 2014.

- George W. Wellde Jr. until 31 December 2014.
- **Recommend** to the Board that it appoint the following to the Governance Committee effective 1 January 2014:
 - Geeta Rao Gupta (statutorily appointed).
 - Joan Awunyo-Akaba until 30 June 2015.
 - Donal Brown until 31 December 2015.
 - Maria C. Freire until 31 July 2015.
 - Shanelle Hall until 31 December 2015.
 - Orin Levine until 31 December 2015.
 - Olga Popova until 31 July 2014.
 - Samba O. Sow until 31 December 2015.
 - Beate Stirø until 31 December 2014.
 - George W. Wellde, Jr. until 31 December 2014.
 - Seth Berkley (non-voting) until 31 December 2015.
- **Recommended** to the Board that it appoint the following to the Programme and Policy Committee effective 1 January 2014:
 - Raj Baisya until 31 December 2015.
 - Zulfiqar A. Bhutta until 31 December 2015.
 - Rajinder Suri until 31 December 2015.
 - Susan McKinney until 31 December 2015.
 - Steve Landry until 31 December 2015.
 - Emmanuel Lebrun-Damiens until 31 December 2014.
 - Lene Lothe until 31 December 2015.
 - Clarisse Loe Loumou until 31 December 2015.
 - Ahmad Jan Naeem until 31 December 2015.
 - Robert Oelrichs until 31 December 2015.
 - Jean-Marie Okwo-Bele until 31 December 2015.
 - Richard Sezibera until 31 December 2015.
 - Klaus Stohr until 31 July 2014.
 - Andrei Usatii until 31 December 2015.
 - Jos Vandelaer until 31 December 2015.
 - Seth Berkley (non-voting) until 31 December 2015.
- **Recommended** to the Board that it reappoint the following to the Evaluation Advisory Committee:
 - Sania Nishtar until 31 December 2014.

- Angela Santoni until 31 December 2014.
- Samba O. Sow until 31 December 2015.
- Naveen Thacker until 30 June 2015.

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 noted that, after receiving no new expressions of interest, the incumbent chairs of the committees were being recommended for reappointment (Doc 3).

Discussion

- Debbie Adams, Managing Director of Law and Governance and Secretary to the Board reported that Sania Nishtar had asked to step down from the Evaluation Advisory Committee once a successor was identified. Going forward, she invited the Committee to consider whether the chair of the EAC could be a Board member as this may increase Board awareness of the Committee's activities.

Decision Two

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it reappoint the following chairs of the committees:
 - **Wayne Berson** as Chair of the Audit and Finance Committee until 31 December 2014.
 - **George W. Wellde, Jr** as Chair of the Investment Committee until 31 December 2014.
 - **Richard Sezibera** as Chair of the Programme and Policy Committee until 31 December 2015.
 - **Sania Nishtar** as Chair of the Evaluation Advisory Committee until 31 December 2014.

George W. Wellde, Jr was not present during the discussion and vote. Also, Dagfinn Høybråten (Executive Committee) and Geeta Rao Gupta (Governance Committee) are statutorily appointed to chair their respective committees. Geeta Rao Gupta is also statutorily appointed as Vice Chair of the Executive Committee.

4. Vice Chair nomination

- 4.1 Geeta Rao Gupta was not present for this section of the meeting. Olga Popova, Governance Committee member representing the industrialised vaccine industry, chaired this part of the meeting.
- 4.2 Ms Popova reported that Dr Rao Gupta's term as Vice Chair was set to expire on 31 December 2013. The Committee noted Orin Levine's correspondence where he commented that Dr Rao Gupta "has performed admirably in her current term and her continuation in this role would provide welcome leadership and continuity at a pivotal time."

Discussion

- Committee members agreed that Geeta Rao Gupta had performed admirably in her role as Vice Chair and enthusiastically endorsed her reappointment.

Decision Three

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it reappoint Geeta Rao Gupta as Vice Chair of the Board with individual signatory authority until 31 December 2015.

Geeta Rao Gupta was not present during the discussion and vote. Nick Alipui recused himself from discussion and voting on the nomination.

5. Board Travel Policy

- 5.1 The Chair reminded the Committee of its September 2013 recommendation that the GAVI Alliance should only reimburse eligible Board members for business class airfares of six hours or longer (including necessary stopovers). It had requested the Secretariat to table a new draft Board Travel Policy along with additional benchmarking data to ensure the policy was in step with comparator organisations. The Committee reviewed the draft policy and the benchmarking data (Doc 5).

Discussion

- The Committee discussed the minimum requirements for rail travel reimbursement for eligible Board members. It agreed that the GAVI Alliance will either pay for or reimburse the cost of business class travel (or first class where there is no business class available) for intercity rail travel of more than two hours for the purpose of attending Board events. The Committee requested that the policy should be updated to reflect this requirement.
- The donor community was still concerned that the six hour flight minimum was too low. However, because the proposal was in line with many other comparator organisations, donors were willing to move forward with the six

hour rule on the basis that the travel policy be reviewed again in a year's time. The Committee agreed to add a review to its forward workplan.

- In anticipation of the one year review, the Committee requested that the Secretariat provide the Committee with data on the cost and the number of exceptions to the policy.

Decision Four

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it approve the Board Travel Policy as attached in Doc 05, Annex A, with the clarifications that:
 - For eligible travellers, GAVI will either pay for or reimburse the cost of business class travel (or first class where there is no business class available) for intercity rail travel of more than two hours for the purpose of attending Board events.
 - The Governance Committee will review the Board Travel Policy in a year's time.

6. Board and committee self-assessment for 2014

- 6.1 The Chair continued the discussion from September 2013 on the design of the GAVI Alliance's third Board and committee self-assessment. At that meeting, the Committee requested McKinsey & Co., the Board's consultant for the self-assessment, to incorporate the Committee's feedback and to table an interview guide and revised surveys ahead of this meeting. These materials (Doc 6) were presented to and reviewed by the Committee at this meeting.

Discussion

- After discussion, it was agreed that the Board survey would be distributed to Board and alternate Board members. The constituencies were not going to be asked to complete those surveys because this exercise was meant as a self-assessment of the individuals on the Board and/or its Committees.

7. IRC member emergency appointments

- 7.1 In October 2013, the PPC recommended new terms of reference for Independent Review Committee (IRC) members. While it recommended that the Board appoint IRC members, it thought an emergency procedure to exceptionally and temporarily appoint a member with specialised expertise would be useful in those cases in which a serving IRC member with that specialisation sent their regrets just prior to an IRC meeting.

- 7.2 Therefore, the PPC asked the Governance Committee to look at whether it was comfortable allowing the CEO, in concurrence with the PPC Chair, to make exceptional and temporary appointments in these situations, with subsequent Board ratification (Doc 7). Such authority would require a change to the By-Laws.
- 7.3 The Executive Committee had considered this proposal at its meeting on 1 November 2013 and expressed concern it could undermine public perception of the IRC's independence. There had been an alternative considered to have appointments made by the EC through a no-objection process though this too would require a change to the By-Laws. The EC requested that the Governance Committee consider the implications of the alternatives.

Discussion

- Governance Committee members agreed there was some risk with the emergency appointments proposal but took comfort from the fact that the PPC had considered the alternatives and proposed the option it did on the understanding it would only be used when an IRC member with specialised expertise dropped out of a meeting at short notice and other IRC members would value the specialised input. The process was not meant to replace an absent chair or more generalist members. Also, the Board would effectively oversee appointments since it would need to ratify them.

Decision Five

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it that it amend Article 5.1.1 of the By-Laws to read as follows:
 - *The Independent Review Committee (IRC) is an independent, impartial group of national health programme experts appointed by the Board from a pool nominated by the Secretariat in consultation with partners and others as required by the Board. In emergency situations, the CEO in concurrence with the Chair of the PPC may appoint IRC members with subsequent ratification by the Board. IRC members shall be selected on the basis of their skills, expertise and independence. The IRC serves to guarantee the integrity and consistency of an open and transparent programme funding process.*

8. Special Advisers

- 8.1 The Chair requested that the Special Adviser present leave the meeting for this agenda item to enable the Committee participants to conduct an unhindered discussion.

- 8.2 The Chair felt it was important to provide the Committee with background information related to the appointment and compensation of GAVI Alliance Special Advisers, a view shared by the Board Chair and Secretariat. The use and cost of special advisers had increased over the past five years to the point where the cost now comprised approximately one-fifth of the Secretariat's annual operating budget for governance activities.
- 8.3 Most Special Advisers are chosen by their Board member but sign a consultancy contract with the GAVI Alliance. For many years, the Board allocated funds for specific special advisers. However, in the past few years, more Board members have been requesting this type of assistance. Currently, the following Board members have special advisers:
- Board Chair and Vice Chair
 - The five developing country government Board members
 - The civil society Board member (part time)
 - The Chair of the PPC
 - Her Royal Highness Princess Cristina (on an as-needed basis related to Board events)

Discussion

- Committee members agreed that Special Advisers can be extraordinarily useful if their roles and responsibilities are agreed and understood by the adviser, their Board member, the Secretariat, and the Board. In many cases, Special Advisers have helped the Board member to better engage in discussions and to organise and facilitate their constituencies. Further, the Secretariat had set some expectations and more recently had convened the Special Advisers before each Board meeting to brief them on key policies and topics coming up on the Board's agenda and to share best practices among advisers.
- However, it was also thought that the process to appoint and evaluate Special Advisers needed development. For example, there should be some oversight of, and consultation during, the appointment process to ensure the candidates are qualified to do the work expected and that they can meaningfully mobilise their Board members and constituencies.
- The Governance Committee requested the Secretariat to submit a guidance paper for the Committee's consideration on special advisers. The Committee agreed that it would not revisit the current appointments, but emphasised that going forward there needed to be some criteria for eligibility to receive special adviser support.
- In addition, the Governance Committee agreed that Board members entitled to this support should submit to the Secretariat the résumés of three qualified candidates (along with a recommendation among the three if the Board member has one). The Governance Committee agreed that the Secretariat should then interview the preferred candidate and decide jointly with the

Board member on the appointment of the special adviser. The Governance Committee would resolve any disagreements.

- The Governance Committee also believed that Special Adviser compensation should be benchmarked against applicable UN pay scales. To the extent that the Board member and the Secretariat cannot agree on compensation, the Governance Committee would resolve any disagreements.
- The Governance Committee agreed that the Secretariat should continue to convene appointed Special Advisers for briefings prior to Board meetings. During such briefing meetings, new advisers should continue to receive an orientation to the GAVI Alliance and its key policies and programmes as well as to meet key Secretariat staff members.
- Finally, the Committee requested that the Secretariat include in the guidance paper some suggestions on performance management of Special Advisers.

After determining there was no further business, the meeting was brought to a close.

Ms Debbie Adams
Secretary to the Board

Attachment A

Participants

Committee Members

- Geeta Rao Gupta, Chair
- Nicholas Alipui
- Donal Brown
- Olga Popova
- Samba O. Sow
- Seth Berkley (non-voting)

Regrets

- Maria C. Freire
- José Luis Solano
- George W. Wellde, Jr.

Secretariat

- Debbie Adams
- Helen Evans
- Kevin A. Klock

Guest

- Gian Gandhi, Senior Adviser to the Board Vice Chair