

Gavi Alliance Governance Committee Meeting

10 December 2020

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.02 Geneva time on 10 December 2020. Ms Sarah Goulding, Board Vice Chair and 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 meeting of 8 September 2020 (Doc 01b) which had been approved by no objection on 3 November 2020, and approved the minutes of its meeting of 8 October 2020 (Doc 01c).
- 1.4 Finally, the Committee noted its action sheet (Doc 01d) and forward workplan (Doc 01e) and the Chair noted in particular that the discussions which will start during 2021 in relation to the Board and Committee Self Evaluation will be an opportunity to consider how the governing bodies have been working in a virtual environment.

Decision One

The Gavi Alliance Governance Committee:

Approved the minutes of its meeting of 8 October 2020.

2. Board and Committee nominations

2a. **Unaffiliated Board Member Recruitment**

- 2a.1 Bill Roedy, Unaffiliated Board Member Recruitment Subcommittee Chair, provided a brief update on the work of the Subcommittee which is meeting on a monthly basis to advance the recruitment of two Unaffiliated Board members. He noted that Gavi continues to be a strong brand which attracts high level candidates for the roles.

2a.2 He informed Committee members that four candidates in the ‘business leader’ category have been identified for further consideration and that the Subcommittee has agreed for the moment to focus on one of the ‘global south’ candidates for the moment to ascertain interest in the role.

2b. Board/Committee member nominations

2b.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 02b) providing an overview of all nominations received for the (re)appointment of Board and Committee members coming to the end of their terms on 31 December 2020.

2b.2 She drew the Committees attention to the fact that should the nominations as presented be recommended to the Board for approval, the Programme and Policy Committee (PPC) would be out of compliance with its Charter which foresees that a majority of Committees are Board Members or Alternate Board Members.

2b.c She also provided an update on the gender balance as of 1 January 2021, noting that while there would be compliance with the gender guidelines as an aggregate, the Audit and Finance Committee, Governance Committee and Investment Committee would be non-compliant.

Discussion

- Noting that the PPC would be out of compliance with its Charter, and also considering that this was due in part to the reappointment of Committee members who status was changing from that of Alternate Board Member to Committee Delegate, the Committee agreed to recommend the appointments as presented pending further discussion with the PPC Chair who had been apprised of the issue.
- Committee members noted the information in relation to the gender balance and reiterated their commitment to ensuring that they keep a close eye on this going forward.

Decision Two

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

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

- **Joan Valadou** as Board Member representing France on the donor constituency cluster anchored by Germany in the seat currently held by Jan Paehler of the European Commission, effective 1 January 2021 and until 31 December 2021.
- **John Arne Røttingen** as Board Member representing Norway on the donor constituency cluster anchored by Norway in the seat currently held by Harriet Pedersen of Sweden, effective 1 January 2021 and until 31 December 2022.

- **Megan Cain** as Board Member representing Canada on the donor constituency cluster anchored by Canada in the seat currently held by Francesca Manno of Italy, effective 1 January 2021 and until 31 December 2022.
 - **Kwaku Agyeman-Manu** of Ghana as Board Member representing the implementing country constituency in the seat currently held by Lia Tadesse of Ethiopia, effective 1 January 2021 and until 31 December 2023.
 - **Harsh Vardhan** of India as Board Member representing the implementing country constituency in the seat currently held by Myint Htwe of Myanmar, effective 1 January 2021 and until 31 December 2023.
 - **Assad Hafeez** of Pakistan as Board Member representing the implementing country constituency in the seat currently held by Ahmad Jawad Osmani of Afghanistan, effective 1 January 2021 and until 31 December 2023.
- b) **Reappoint** the following Board Members:
- **Marta Nunes** as Board Member representing the research & technical health institutes constituency, effective 1 January 2021 and until 31 December 2023.
- c) **Appoint** the following Alternate Board Members:
- **Bernhard Braune** as Alternate Board Member representing Germany on the donor constituency cluster anchored by Germany in the seat currently held by Joan Valadou of France, effective 1 January 2021 and until 31 December 2021.
 - **Hannah Haaij** as Alternate Board Member representing the Netherlands on the donor constituency cluster anchored by Norway in the seat currently held by Noor Khan of Norway, effective 1 January 2021 and until 31 December 2022.
 - **Francesca Manno** as Alternate Board Member representing Italy on the donor constituency cluster anchored by Canada in the seat currently held by Megan Cain of Canada, effective 1 January 2021 and until 31 December 2022.
 - **Lia Tadesse** of Ethiopia as Alternate Board Member representing the implementing country constituency in the seat currently held by Kwaku Agyeman-Manu of Ghana, effective 1 January 2021 and until 31 December 2023.
 - **Ahmad Jawad Osmani** of Afghanistan as Alternate Board Member representing the implementing country constituency in the seat currently held by Assad Hafeez of Pakistan, effective 1 January 2021 and until 31 December 2023.
 - **Saad Omer** as Alternate Board Member to Marta Nunes representing the research and technical health institutes constituency in the seat currently held by William Schluter, effective 1 January 2021 and until 31 December 2023.
- d) **Reappoint** the following Alternate Board Member:
- **Bounkong Syhavong** of Lao PDR as Alternate Board member to Harsh Vardhan representing the implementing country constituency, effective 1 January 2021 and until 31 December 2023.

- e) **Appoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2021:
- **José Manuel Barroso** (Board Chair) until 31 December 2021
 - **Joan Valadou** (Board Member) until 31 December 2021
- f) **Reappoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2021:
- **Lia Tadesse** (Alternate Board Member) until 31 December 2021
- g) **Appoint** the following to the Governance Committee effective 1 January 2021:
- **Assad Hafeez** (Board Member) until 31 December 2021
 - **Joan Valadou** (Board Member) until 31 December 2021
- h) **Reappoint** the following to the Governance Committee effective 1 January 2021:
- **Megan Cain** (Board Member) until 31 December 2021
- i) **Reappoint** the following to the Audit and Finance Committee effective 1 January 2021:
- **Kwaku Agyeman-Manu** (Alternate Board Member) until 31 December 2021
- j) **Appoint** the following to the Investment Committee effective 1 January 2021:
- **Kwaku Agyeman-Manu** (Alternate Board Member) until 31 December 2021
- k) **Appoint** the following to the Programme and Policy Committee effective 1 January 2021:
- **Bernhard Braune** (Alternate Board Member) until 31 December 2021
 - **Karin Westerberg** (Committee Delegate) until 31 December 2021
- l) **Reappoint** the following to the Programme and Policy Committee effective 1 January 2021:
- **William Schluter** (Committee Delegate) until 31 December 2021
- m) **Reappoint** the following to the Evaluation Advisory Committee effective 1 January 2021:
- **Marta Nunes** (Board Member) until 31 December 2021

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 these nominations.

2c. Independent Review Committee nominations

- 2c.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 02c) providing a brief overview of the process followed to identify candidates for the Independent Review Committee, and noting the exceptional request to appoint new members for a term which is slightly more than the 3-year term foreseen in the IRC Terms of Reference.

Discussion

- Noting that the gender balance of the new pool of IRC members will be an improvement over the current pool, Committee members expressed concerns that it is still not within the acceptable range foreseen in the gender guidelines. The Secretariat noted that this is an area which is closely monitored, also when the panels for the different review sessions are being comprised. As per the Committees request, the Secretariat will provide further information in relation to the gender balance of the pool after the recruitment in 2018 by an executive search firm.
- One Committee member commented that language is a barrier to applying to be a member of the pool and Committee members agreed that efforts should be made to ensure more linguistic diversity.
- During discussions Committee members agreed that it could be useful, during the Board and Committee Self-Evaluation exercise scheduled for the following year, to consider the role of the IRC to see if it continues to be fit for purpose.

Decision Three

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

- a) **Appoint** as new IRC members the individuals listed in Annex A to Doc 02c with terms effective 17 December 2020 and until 31 March 2024; and
- b) **Approve** the extension of the terms of the IRC members listed in Annex B to Doc 02c for a further three-year term until 31 March 2024.

3. Review of Annexes to Operating Procedures

- 3.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 03) recalling that this was Phase 2 of the work leading from the implementation of the new Board and Board Committee Operating Procedures which required a subsequent review of the annexed documents to align language and terminology. A status of the work had been presented to the Committee at its meeting on 8 October 2020.



- 3.2 Ms Goetz noted that since the October 2020 meeting no further changes had been made to Annexes 1-11 of the Board and Board Committee Operating Procedures. Annex 12, *Independent Review Committee Terms of Reference (ToRs)*, had been reviewed by the business owners not only to align with the standard template for other Board-approved ToRs but also taking advantage of the opportunity to propose amendments to the ToRs to ensure that they are fit for purpose for Gavi 5.0.
- 3.3 She recalled that the *Conflicts of Interest Policy for the Secretariat* had also been included as part of the review and that amendments were therefore now being tabled to the Committee at this meeting for approval.
- 3.4 Finally, she presented the proposed recommendation, as had been discussed at the October 2020 meeting, which would authorise the Secretariat to amend as appropriate other Board-approved documents that are similarly impacted by the changes in language etc. in the Statutes and Board and Board Committee Operating Procedures.

Discussion

- Committee members commended the work done and confirmed their support for the proposed recommendations.

Decision Four

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

- Approve** the amendments to the Annexes to the Board and Board Committee Operating Procedures attached as Annexes 1a, 2a, 3a, 4a, 5a, 6a, 7a, 8a, 9a, 10a, 11a and 12a to Doc 03;
- Authorise** the Secretary to arrange for all other Board-approved policies, charters, terms of reference and similar documents to be updated as required to update references to the Statutes and Board and Board Committee Operating Procedures and to approve the updated documents; and
- Note** that pending b) above the documents being updated should be read and construed as though the changes have been made.

Decision Five

The Gavi Alliance Governance Committee:

Approved the amendments to the Conflicts of Interest Policy for the Secretariat attached as Annex 13a to Doc 03.

4. COVAX Facility Governance

- 4.1 Brenda Killen, Director, Governance and Secretary to the Board, presented this item (Doc 04) recalling the process whereby the Board, at its September 2020 meeting, had approved Interim Terms of Reference for four COVAX Facility Governance Bodies and requested the Governance Committee to oversee the process enabling comments from the bodies themselves to be taken on board in the meantime so that the final ToRs could be brought back to the Board for approval at its December 2020 meeting.
- 4.2 Ms Killen noted that the COVAX Facility Shareholders Council, the COVAX AMC Engagement Group and the COVAX AMC Stakeholders¹ Group had met on 2 November 2020, 19 November 2020 and 9 December 2020 respectively. She provided an update on the discussions, and subsequent actions, in relation to their ToRs and other governance matters, as outlined in Doc 04.
- 4.3 She also presented an overview of the governance risk matrix which had been discussed by the Governance Committee at its 24 November 2020 meeting and subsequently circulated to the Committee to provide further input in writing by Wednesday 2 December 2020. She noted that the matrix had been shared with the Head of Risk at the Gavi Secretariat as he finalised the *Risk and Assurance Report* which would be shared with the Board at its meeting on 15-17 December 2020.

Discussion

- Committee members endorsed the amended ToRs whilst expressing concerns about the complexity of the overall governance structure, noting that this is perhaps inevitable due to the large number of different stakeholders who wish to be involved. It was noted that as the bodies have now all met for the first time things are likely to settle down somewhat and it will hopefully be possible to have a more streamlined approach in relation to the number and frequency of meetings.
- Committee members agreed to a further amendment to the ToRs whereby the provision in the COVAX Shareholders Council relating to permanent observers be included also in the ToRs for the COVAX AMC Engagement Group and the COVAX AMC Investors Group, and that the reference in the same provision to the *Gavi Civil Society Organisations Steering Committee* simply reference *civil society organisations*.
- Megan Cain provided an update on the work that Canada and Columbia are doing together as envoys for the Shareholders Council to finalise nominations for the Co-Chairs, the Executive Committee and the Market-Sensitive Decisions Committee. She noted that the Self-Financing Participants (SFPs) had indicated a wish to ensure that the nominations are agreed on by consensus rather than through a vote and work is underway to achieve that. It will require more time than had originally been planned and it is now hoped that the process will come to completion in early January.

¹ Which wished to amend its name to COVAX AMC Investors Group

- She also noted that similar discussions are ongoing in relation to the nominations for the Co-Chairs of the AMC Engagement Group.
- Committee members, noting the sensitive nature of the matters to be considered by the COVAX Consensus Group if it was to be convened, agreed that the Board should be advised in closed session of the nature of those discussions, as the Board will ultimately be legally accountable for all matters pertaining to the COVAX Facility.
- Noting also that the implementing countries are likely to have a somewhat limited voice on the Consensus Group, the importance of the Board where their voice is stronger was also highlighted.
- In relation to the risk matrix, some Committee members expressed concerns that the matrix is incomplete and that many of the risks described do not have any proposed mitigation. It was noted that the matrix should be seen as a 'living' document which the Committee would continue to review and update at each of its meetings going forward. It will also be important to ensure that mitigation strategies are implemented between meetings, and in particular for those areas which are considered to be high risk.
- It was agreed that a more complete matrix will be presented to the Committee at its next meeting, with input from the Head of Risk at the Gavi Secretariat.

Decision Six

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

- a) **Approve** the Terms of Reference of the COVAX Shareholders Council attached as Annex A to Doc 04, as amended by discussions at the Governance Committee;
- b) **Approve** the Terms of Reference of the COVAX Consensus Group attached as Annex B to Doc 04;
- c) **Approve** the Terms of Reference of the COVAX AMC Engagement Group attached as Annex C to Doc 04, as amended by discussions at the Governance Committee; and
- d) **Approve** the Terms of Reference of the COVAX AMC Investors Group attached as Annex D to Doc 04, as amended by discussions at the Governance Committee.

5. Any other business

- 5.1 Due to time constraints, Committee members agreed that this item could be postponed to the next Committee meeting.



6. Review of decisions

- 6.1 Joanne Goetz, Head, Governance, noted that the agreed decisions would be shared electronically immediately after the meeting with Governance Committee members.

7. Any other business

- 7.1 Noting that this would be his last Governance Committee meeting as he would be coming to the end of his term on the Board at the end of December 2020, the Chair thanked Jan Paehler for his contributions to the Committee during his tenure and wished him well in his future endeavours.
- 7.2 After determining there was no further business, the meeting was brought to a close.

Ms Brenda Killen
Secretary to the Board



Attachment A: Participants

Committee Members

- Sarah Goulding, Chair
- Omar Abdi
- Beth Arthy
- Megan Cain
- Maty Dia
- Orin Levine
- Jan Paehler
- Bill Roedy
- Yibing Wu
- Seth Berkley (non-voting)

Regrets

- Roger Connor
- Tamar Gabunia

Secretariat

- Anuradha Gupta
- Brenda Killen
- Joanne Goetz
- Aurelia Nguyen