

Gavi Alliance Governance Committee Meeting

11 February 2021

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.01 Geneva time on 11 February 2021. Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, chaired the meeting.
- 1.2 The Chair welcomed Committee members who were attending their first Committee meeting, namely Asaad Hafeez and Joan Valadou.
- 1.3 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack). Committee members who had not yet had an opportunity to complete their annual declaration were invited to do so.
- 1.4 The Committee noted its action sheet (Doc 01b) and forward workplan (Doc 01c) and the Chair noted that both of these are living documents which will continue to be updated as we move forward.
- 1.5 The Chair highlighted that 2021 is clearly going to be another intense year for Gavi both in terms of its core mission and the COVAX Facility related work. This will create pressures in relation to delivery and accountability and the Governance Committee can play an important role in ensuring that governance is a bedrock for the foundation of the work that Gavi is taking forward. She noted that communication and engagement will be critical to trust and that it will be important to remain agile but also accept that uncertainty, volatility, complexity and ambiguity will be constant.

Discussion

- In response to questions from Committee members in relation to potential follow up on the organisational review discussion at the closed session of the Board meeting in December 2020 and the role of the HR Subcommittee, the Secretariat noted that this would be raised in the first instance with the Board Chair, who is the HR Subcommittee Chair. In the meantime the Subcommittee ToRs would be shared with the Committee.

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.
- 2a.2 He noted that following the departure of Jan Paehler from the Board and the Governance Committee he would welcome the addition of a Governance Committee member to the Subcommittee and invited anyone who might be interested to let him know.
- 2a.3 He confirmed that gender and geographic diversity remain at the forefront of the recruitment discussions. He noted that the Subcommittee will soon be engaging in interviews with the lead candidates identified thus far, and that David Sidwell has accepted to join the interview panel for the candidates identified in the 'business leader' category.

Discussion

- During the discussion the merits of potentially engaging Gavi envoys from implementing countries was raised, and the role they might play in particular in the coming months as advocates for COVAX. The Secretariat noted that Gavi has had a small number of envoys in the past and while it has generally worked quite well it is also clear that there are certain resources, both human and financial, required to support such a role. It was also noted that Gavi now has a Board Alumni Network with active members who are willing to be champions for Gavi so it will be important to consider how to best balance that with the potential envoy role and the level of support that the Secretariat would realistically be able to provide if needed. In relation to COVAX, it was also noted that the AMC Engagement Group now has three strong and committed Co-Chairs who will be strong advocates for the COVAX AMC.

2b. Board/Committee member nominations

- 2b.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 02b) providing an overview of the nominations received for the appointment of two Alternate Board Members.
- 2b.2 She provided an update on the gender balance as of 1 March 2021 and responded to a request from the Committee at its December 2020 meeting in relation to the gender balance of the pool of Independent Review Committee members after the recruitment in 2018 by an executive search firm.

Decision One

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

Appoint the following Alternate Board Members:

- **Joris Jurriëns** as Alternate Board Member representing the Netherlands in the donor cluster anchored by Norway in the seat currently held by Hannah Haaij of the Netherlands, effective immediately and until 31 December 2022; and
- **Wahid Majrooh** of Afghanistan as Alternate Board Member representing the implementing country constituency in the seat formerly held by Ahmad Jawad Osmani of Afghanistan, effective immediately and until 31 December 2023.

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.

3. Committee Leadership

- 3.1 Brenda Killen, Director, Governance and Secretary to the Board, introduced this item noting that the Chairs of the Investment Committee (IC) and Evaluation Advisory Committee would be coming to the end of their terms on 30 June 2021 and that the Chair of the Audit and Finance Committee (AFC) would come to the end of his term on 31 December 2021.
- 3.2 The Chair noted that processes are in place for the recruitment of the IC and AFC Chairs through the work of the Unaffiliated Board Members Recruitment Subcommittee. She informed Committee members that the term of the current EAC Chair is renewable for an extension in June.
- 3.3 The Secretariat is currently compiling responses from Board, Committee and Advisory Body Members from the annual declarations of interest process and noted that the EAC Chair role has an independence criteria defined in the EAC Terms of Reference, which puts particular pressure on that role. The EAC Chair has been transparent in providing information in relation to a number of relationships she has with different stakeholders.
- 3.3 The Chair sought input from the Committee on a proposal that she raise the breadth of relationships with the EAC Chair, noting that this would be done for all independent members of the EAC, in particular as the Committees are to be refreshed at the end of this year.

Discussion

- Committee members agreed on the importance of ensuring that all independent members of the EAC fulfil the independence criteria of the EAC ToRs and do not

have any unmanageable conflicts of interest, in particular given the global scrutiny on Gavi and the need to be exemplary in all facets of our work.

- They agreed that they would discuss the issue further at their March meeting, taking into account information shared and the outcome of the discussion with the EAC Chair.
- Committee members agreed that it would also be useful for them, at their next meeting, to have similar information in relation to other independent members of the EAC in terms of what they have shared in their annual declarations of interest and any potential issues that may have been identified.
- It was agreed that should the EAC Chair not be able to complete her term on the Committee, the Governance Committee should be prepared to consider a contingency plan at its next meeting.

4. Update on COVAX Facility Governance Terms of Reference

- 4.1 Brenda Killen, Director, Governance and Secretary to the Board, presented this item (Doc 04) noting that it simply sought endorsement of an amendment to the AMC Engagement Group Terms of Reference to reflect the fact that the Group would have three Co-Chairs.

Decision Two

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

Approve the Terms of Reference of the COVAX AMC Engagement Group attached as Annex A to Doc 04.

5. Governance Risk Matrix

- 5.1 The Chair introduced this item noting that trust and accountability are critical and that the Committee should look at the risk matrix at each meeting going forward to ensure that there is a continued strategic focus on the governance risks that are critical for Gavi.
- 5.2 Jacob van der Blij, Head, Risk, presented the revised matrix (Doc 05), highlighting that risk management is about anticipating what might happen and either managing the expectations, accept it can happen or mitigating it. He referred to the Risk and Assurance report which the Board approves annually and which in December 2020, in addition to the top-level risks for Gavi, included COVAX related risks. He noted that while the Board sets the risk appetite, the Audit and Finance Committee (AFC) is responsible for overseeing the effectiveness of the risk

management system and individual Board Committees should then oversee the risks which are within their purview.

- 5.3 He noted that in light of the request from the Governance Committee at its meeting in December 2020, he had reviewed the material that the Committee had considered at that meeting and restructured it with a risk lens into the document that was being presented to the Committee for further discussion at this meeting.

Discussion

- One Committee member noted a possible risk that had not been included in the matrix, namely in relation to the creation of structures which may then not be used and the potential of this undermining credibility and trust in the decision-making processes.
- Several Committee members noted that it would be important to ensure that the governance risk matrix includes risks related not only to COVAX but also to Gavi core business.
- The Chair, in response to comments from Committee members, highlighted the role of the Governance Committee to ensure that the right governance systems and processes are in place and that they are performing in the right way. In light of experiences from the past months, she noted in particular that attention might be paid going forward to the transaction costs related to additional governance meetings, ensuring that all decisions are taken based on technical expertise and not swayed by politics etc.
- It was suggested that there one might consider risks related to the level of seniority of appointees to the governing bodies as well as tenure and turnover. It was also suggested that there might be risks related to the sharing of documentation for meetings and the impact that this might have on time allowed for constituency consultations, the implications of having more informal meetings which are not minuted etc.
- In response to comments from Committee members in relation to Secretariat capacity, it was noted that Secretariat capacity is not a governance risk per se but is a risk factor. It was also noted that communication is not a governance risk and has been included on the risk register.
- The Secretariat noted that the matrix would be updated for the next meeting to take on board comments from the Committee.

6. Governance Planning 2021

- 6.1 Committee members were invited to share thoughts on what could be done to ensure that the Board and its Committees provide effective governance as we continue to work in a virtual environment (Doc 06).

Discussion

- Committee members agreed on the importance of using the Board Committees effectively so as to enable the Board to be able to be efficient in its decision making and keep meetings to schedule.
- It was agreed that there needs to be a clear protocol around informal sessions of the Board and Committees.
- It was also agreed that the meeting papers need to be clear and concise. It should be assumed that they have been read and the supporting presentations at the meeting should be short.
- Board and Committee members should ensure that their interventions at meetings are short and advantage should be taken of the opportunity to submit comments and questions in writing in advance in a timely manner.
- It was also suggested that more attention could be paid to the sequencing of agenda items so that the important items are addressed as a priority.
- The Chair noted that as a number of Committee members were no longer present for this discussion, a note would be shared with the Committee to invite further input in writing. This would be consolidated and shared with the Committee for further discussion at its next meeting.
- Committee members noted the proposed dates and times for the 2021 Governance Committee meetings and the Secretariat confirmed that these would be shared with the Committee so as to enable them to plan accordingly.

7. Annual report on implementation of Governance policies

- 7.1 Joanne Goetz, Head, Governance, provided a brief report on the implementation of the Board Travel Policy and the Conflicts of Interest Policies for the Governance Bodies and the Secretariat.
- 7.2 In relation to the Board Travel Policy she noted that there was nothing to report as there had been a very limited number of in-person meetings during 2020 due to the COVID-19 pandemic.
- 7.3 She noted that there would appear to be a better general understanding of the Conflicts of Interest Policies and the annual declarations of interest process and that it had been possible to manage any conflicts arising both within governance bodies or the Secretariat in an appropriate manner.

8. Review of decisions

- 8.1 Joanne Goetz, Head, Governance, reviewed the decision language with the Committee which was approved by them.

9. Any other business

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

Mrs Joanne Goetz
Secretary to the Meeting

Attachment A: Participants

Committee Members

- Sarah Goulding, Chair
- Omar Abdi
- Beth Arthy
- Megan Cain
- Maty Dia
- Tamar Gabunia
- Assad Hafeez
- Orin Levine
- Bill Roedy
- Joan Valadou
- Seth Berkley (non-voting)

Regrets

- Roger Connor
- Yibing Wu

Observer

- Stella Villares, Special Adviser to Board Chair

Secretariat

- Brenda Killen
- Joanne Goetz
- Jacob van der Blij (Agenda Item 5)