

Gavi Alliance Governance Committee Meeting

12 May 2021

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.02 Geneva time on 12 May 2021. Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, chaired the meeting.

2. Governance Subcommittee for High Level HR Issues

- 2.1 The Chair introduced this item (Doc 02), noting that the purpose of the meeting was to approve the Terms of Reference (ToRs) and composition of the Governance Subcommittee for High-Level HR issues so that it could convene to follow up on matters discussed by the Board in closed session at its March 2021 meeting.
- 2.2 Brenda Killen, Director, Governance and Secretary to the Board, noted that the proposed amendments to the ToRs had been reviewed by the Board Chair and the Board Vice Chair, and that following approval of the ToRs, the Subcommittee would be convened to bring back the issue discussed by the Board in March 2021 to the Governance Committee and Board in June 2021.

Discussion

- Committee members requested clarification on the scope of the work of the Subcommittee and the relevant timelines. The Chair clarified that the proposed amendments to the ToRs were in the context of the discussion during the closed session of the Board meeting in March 2021 and the quite specific matter which needed to be progressed to be brought back to the Board, through the Governance Committee, for approval in June 2021. She noted that there had been a number of points raised by Board members during that discussion which will be used as guidance for the Board Chair and Subcommittee to accomplish this task.
- She also noted that there could be some other HR matters that may come up from time to time and that it was therefore suggested that the ToRs be kept at a high level so as to enable the Subcommittee to pick up on such matters as appropriate.
- In response to questions on follow up to the discussion on the organisational review from the closed session at the December 2020 Board meeting, the CEO noted that he does plan to apprise the Board of progress on recruitment etc.,

including for the COVAX Facility. In this context, the Chair clarified that the appointment of staff is within the remit of the CEO.

- In relation to the composition of the Subcommittee, some Committee members raised interest in broadening membership to increase representation. It was suggested that there might be place for another anchor donor on the Subcommittee, that it would be useful to have another representative who can bring an implementing country perspective and that CSO representation on the Subcommittee might be beneficial.
- After discussion, the proposed membership was endorsed with the inclusion of an additional member who can represent the perspectives from implementing countries, to increase geographic diversity in membership, noting that membership of the Subcommittee should be reviewed after 30 June 2021.

Decision One

The Gavi Alliance Governance Committee:

- a) **Approved** the revised Terms of Reference of the Governance Subcommittee for High Level HR issues attached as Annex A to Doc 02; and
- b) **Confirmed** that the composition of the Subcommittee be constituted as follows:
 - José Manuel Barroso, Board Chair (Chair of the Subcommittee)
 - Sarah Goulding, Chair of the Governance Committee and Board Vice Chair
 - Dr Omar Abdi, UNICEF
 - Dr Orin Levine, Bill & Melinda Gates Foundation
 - Beth Arthy, United Kingdom
 - Anahit Avanesyan, Armenia
 - David Sidwell, Unaffiliated Board Member
 - Bill Roedy, Unaffiliated Board Member
 - A.N. Other, Representing Implementing Country Perspective¹

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. Review of decisions

- 3.1 The (above) decision language was shared electronically with the Committee on 17 May 2021.

¹ **Post-meeting note:** On 21 May 2021, the Governance Committee Chair informed Committee Members that further to the discussions at the meeting, and consultation with the Board Chair, Maty Dia, representing CSOs and strong perspectives of implementing countries, had accepted an invitation to be the additional member to the Subcommittee for High-Level HR Issues.

4. Any other business

- 4.1 The Chair informed Committee members that Yibing Wu had kindly accepted to chair the EAC Recruitment Subcommittee.
- 4.2 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
- Megan Cain
- Maty Dia
- Tamar Gabunia
- Orin Levine
- Bill Roedy
- Joan Valadou
- Yibing Wu
- Seth Berkley (non-voting)

Secretariat

- Brenda Killen
- Joanne Goetz

Regrets

- Beth Arthy
- Roger Connor
- Assad Hafeez