

Gavi Alliance Governance Committee Meeting

16 March 2021

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 13.02 Geneva time on 16 March 2021. 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 24 November 2020 (Doc 01b) and 10 December 2020 (Doc 01c) which had both been approved by no objection on 8 March 2021.
- 1.4 The Committee noted its action sheet (Doc 01d) and forward workplan (Doc 01e).

2. Governance Planning 2021

- 2.1 Brenda Killen, Director, Governance and Secretary to the Board, presented this item, noting the proposed good practices for ensuring effective governance as we continue to work in a virtual environment as outlined in the meeting pack (Doc 02).

Discussion

- The Chair noted that Megan Cain, as donor coordinator, had consulted with the donor constituency on these issues and a lot of support had been expressed in relation to the proposals to try to make Board and Committee meetings more effective.
- She highlighted the importance of ensuring the effective participation of all Board constituencies, adhering to rigorous yet agile processes and ensuring that there is clear accountability of Board Members to their role as Board Members and to the interests of the organisation.
- Committee members noted a strong desire from Board Members to ensure that there is sufficient communication with them between meetings so as to enable them to be aware of any new or challenging issues arising and welcomed the possibility of more informal briefing sessions being organised in this respect.

- The importance of ensuring a right balance between COVAX work and work on Gavi's core mission was also highlighted, as well as ensuring that the Board has a sense of when big decisions are coming up throughout the year.
- Committee members agreed on the importance of ensuring that strong participation from the implementing country representatives to ensure that the Board is grounded in the perspectives of how Gavi and COVAX is being seen on the ground. In this context it was suggest that it might be useful to invite implementing country representatives to intervene first at meetings to ensure that their voice is heard.
- Other important issues had been raised such as ensuring that decision language is clear and if needed focusing the discussion on the parts of the decision potentially requiring more discussion.
- Committee members highlighted the importance of ensuring that requests arising during meetings are followed up between meetings and that issues raised by constituencies either through the discussion board or during meetings are addressed appropriately.

3. Governance Risk Matrix

- 3.1 Jacob van der Blij, Head, Risk, provided a brief introduction to this item, noting that the updates to the governance risk matrix which had been made in light of discussions at the 11 February 2021 Governance Committee meeting were highlighted in red in Annex A to Doc 03.

Discussion

- Committee members appreciated the work done to articulate the governance risks and mitigation and noted that the risk matrix will be included as a standing item under the Chair's report for all Committee meetings going forward.
- Attention in particular was drawn to the risks related to the voice of the global south being insufficiently heard and to the importance of ensuring that decisions go through the appropriate bodies before being presented to the Board for consideration. In relation to the latter it was suggested that it will be important to manage expectations on the pace of decision making in particular in light of the upcoming work on assessing COVAX and launching the COVAX AMC investment case.
- The Chair noted also that it will be important for Gavi's integrity to ensure that there is stability around leadership for the new COVAX governance bodies. Governance Committee members were informed that the process for the appointment of Co-Chairs for the COVAX Shareholders Council is taking longer than expected. If it cannot be resolved it might be necessary to come to the Governance Committee for guidance but it is hoped at this stage that it will not come to that.

4. Committee Leadership and Advisory Body Recruitment

- 4.1 Brenda Killen, Director, Governance and Secretary to the Board, introduced this item, providing an update to the Committee on the outcome of discussions with the EAC Chair, Ms Nina Schwalbe, since the previous meeting and Ms Schwalbe's subsequent decision to resign from her role with immediate effect.
- 4.2 She noted that Zulfiqar Bhutta, currently an EAC member who is due to come the end of his tenure on the Committee at the end of the year, has agreed to step in as interim Chair pending the endorsement of the EAC and the Governance Committee.
- 4.2 She outlined the proposed process for the recruitment of a new EAC Chair and Joanne Goetz, Head, Governance outlined the proposed process for the recruitment of new EAC members, as the biennial refresh of the EAC is due during 2021.

Discussion

- Committee members commended Ms Schwalbe on her decision to step down from her role as EAC Chair and EAC Member as a reflection of her integrity, her leadership and her support for Gavi's mission.
- Committee members agreed on the importance of ensuring that information on Ms Schwalbe's decision is communicated to the Board and to other interested parties as soon as possible.
- The Committee endorsed the proposed processes and timelines for the recruitment of the EAC Chair and EAC members.

Decision One

The Gavi Alliance Governance Committee:

- a) **Approved** the establishment of a Subcommittee comprising 2 Governance Committee members, 1 Evaluation Advisory Committee member and 1 independent evaluation expert to oversee the 2021 recruitment processes for the EAC Chair and EAC Members as outlined in Doc 04;
- b) **Approved** the appointment of Yibing Wu as one of the Governance Committee representatives to this Subcommittee; and
- c) **Agreed** that the Governance Committee Chair could finalise the composition of the Subcommittee on its behalf.

Yibing Wu recused himself and did not vote on Decision One b) above.

5. Board and Committee Self Evaluation

- 5.1 Brenda Killen, Director, Governance and Secretary to the Board, presented this item (Doc 05), recalling the different self-evaluation and effectiveness review exercises which had been carried out since 2010 and requested guidance from the Committee on options for a Board and Committee Self-Evaluation in 2021 whilst noting that following this discussion it would also be appropriate to seek the input of the Board Chair.

Discussion

- Committee members agreed on the importance of an externally facilitated exercise.
- In response to questions from Committee members the Secretariat noted that they would make information on the most recent evaluation/assessment exercises available to the Committee on BoardEffect so as to enable them to have an overview of the recommendations and how they had been implemented.
- The Secretariat provided some examples of work that had been led by the Governance Committee as a result of discussions such as work to look at strengthening the voice of the implementing countries on Gavi's governance structures and the recent review of the Gavi Statutes and replacement of the By-laws with Board and Board Committee Operating Procedures.
- It was suggested that it will be important to ensure that any evaluation/assessment exercise which is initiated this year includes an evaluation of work related to the COVAX Facility.

6. Unaffiliated Board Member Recruitment

- 6.1 Bill Roedy, Unaffiliated Board Member Recruitment Subcommittee Chair, provided a brief update on the work of the Subcommittee, noting that Omar Abdi had agreed to join the Subcommittee pending the approval of the Governance Committee at this meeting.
- 6.2 He noted that interviews are currently being scheduled with one "global south" candidate and two "financial leader" candidates and that the Subcommittee will be meeting on 24 March 2021 to discuss 2-3 further financial leader candidates.
- 6.3 Mr Roedy noted that David Sidwell, Unaffiliated Board Member and Chair of the Audit and Finance Committee has agreed to join the interview panel for the "financial leader" candidates and that it is hoped that when the Governance Committee next meets in June the Subcommittee will be bringing two nominations for consideration and recommendation to the Board for approval.

Decision Two

The Gavi Alliance Governance Committee with reference to the existing Terms of Reference of the Subcommittee for the Recruitment of Unaffiliated Board Members attached as Annex A to Doc 02a to the 11 February 2021 Governance Committee meeting:

Approved the composition of the Subcommittee as Bill Roedy (Unaffiliated Board member and Chair of the Subcommittee), José Manuel Barroso (Board Chair), Sarah Goulding (Board Vice Chair and Governance Committee Chair), Omar Abdi (Board member and Governance Committee member), Stephen Zinser (Unaffiliated Board member) and Seth Berkley (CEO) and which can be amended from time to time by the Governance Committee.

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.

7. Review of decisions

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

8. Any other business

- 8.1 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
- Roger Connor
- Maty Dia
- Tamar Gabunia
- Orin Levine
- Bill Roedy
- Joan Valadou
- Yibing Wu
- Seth Berkley (non-voting)

Regrets

- Omar Abdi
- Assad Hafeez

Observer

- Stella Villares, Special Adviser to Board Chair

Secretariat

- Brenda Killen
- Joanne Goetz
- Jacob van der Blij (Agenda Item 3)