

## Gavi Alliance Governance Committee Meeting

17 June 2021 and 22 June 2021

Virtual

*During its meeting on 17 June 2021, the Governance Committee agreed to reconvene to finalise discussions relating to Agenda Item 06b. The Committee subsequently reconvened on 22 June 2021 and these minutes are a record of the discussions at both meetings.*

### 1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 21.01 Geneva time on 17 June 2021<sup>1</sup>. Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, chaired the meeting except for Agenda Item 2 where she was recused.
- 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 11 February 2021 (Doc 01b) and 16 March 2021 (Doc 01c) which had both been approved by no objection on 11 May 2021.
- 1.4 The Committee noted its action sheet (Doc 01d) and forward workplan (Doc 01e) to which a discussion on the *Conflicts of Interest Policy for Governance Bodies* has been added for the next meeting as per a request that had arisen during the May 2021 Programme and Policy Committee meeting.
- 1.5 The Committee noted the governance risk matrix (Doc 01f) and in response to a comment from a Committee member the Secretariat noted that potential reputational risks to Gavi due to COVAX are part of the overall risk matrix for Gavi that is being overseen by the Audit and Finance Committee.

-----

### 2. Vice Chair nomination process

- 2.1 Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, did not join the meeting for this session.
- 2.2 Prof José Manuel Barroso, Board Chair, introduced this item noting that as the term of the current Vice Chair concludes at the end of December 2021 a process needs to be launched to identify the person who will be Vice Chair and Governance

---

<sup>1</sup> The meeting commenced at 15.35 Geneva time on 22 June 2021.

Committee Chair from 1 January 2022. He informed Committee members that Sarah Goulding has expressed her interest in continuing in the role and that a further term would be in line with the Gavi Statutes. He noted that she is strongly committed to Gavi and that he has agreed with her that she should put her name forward for re-appointment.

- 2.3 He noted that both Ms Goulding and himself strongly support an open and transparent process and that it is in this context that he will, in line with normal practice, seek nominations from any eligible Board members who might wish to put their names forward.
- 2.3 Joanne Goetz, Head, Governance, outlined the proposed process and timeline (Doc 02) noting that depending on the outcome of the call for expressions of interest, the Governance Committee should be in a position, at its next meeting, to discuss the need for the establishment of a Subcommittee to manage the appointment process.

### *Discussion*

- Committee members welcomed the information that Sarah Goulding was willing to be considered for a second term as Vice Chair and Chair of the Governance Committee. Many Committee members noted that in light of the current context in which we are working, it could be an advantage to have continuity in this role.
- Committee members did raise the issue of diversity and in particular representation from the global south and agreed that this could be considered further once the outcome of the call for expressions of interest is known.

-----

### **3. CEO Appointment - CONFIDENTIAL**

*Discussions in relation to this item being of a confidential nature, they will be recorded separately in a note for voting members of the Governance Committee only.*

#### **Decision One**

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

**Approve** that Dr Seth Berkley be reappointed as Chief Executive Officer (CEO), an Officer with individual signatory authority on behalf of the Gavi Alliance, for a further exceptional one-year term effective 3 August 2022.

-----

### **4. Board and Committee Evaluation**

- 4.1 The Chair introduced this item noting that the context has changed since this was discussed by the Committee at its previous meeting and that she was therefore bringing it back to the Committee to seek its views during a time when the

organisation needs to be agile and realistic while ensuring that the Board and its Committees continue to work efficiently and effectively.

- 4.2 Brenda Killen, Director, Governance and Secretary to the Board, briefly recalled the information on different self-evaluation and effectiveness review exercises which had been carried out since 2010 (Doc 04) and the guidance provided by the Governance Committee on a potential future exercise at its meeting on 16 March 2021.
- 4.3 She noted that in the meantime input had been sought from the Gavi Board Chair and that in light of potential substantial additional governance work related to the COVAX Facility, the Board Chair and Board Vice Chair now wished to propose an internally facilitated small-scale survey on the virtual operations of the Board and Board Committees, to be overseen by the Governance Committee and reported back to the Board.

### *Discussion*

- Committee members acknowledged that the current exceptional context was not conducive to the implementation of an externally facilitated evaluation at this time and agreed on the proposal of a small-scale survey that would focus on whether the Board and its Committees are working effectively in a virtual environment, noting that it is unclear when it will be possible to work in a fully in person environment again.
- The Committee noted the importance of including some questions in the survey around the engagement of implementing countries as this is clearly an area which needs to be addressed, also in the context of COVAX. The Board Chair noted that this issue of country engagement is much broader than governance but does certainly have a governance dimension.
- Committee members noted, that as per the proposal presented, the proposed survey questions would be shared with the Committee for discussion and validation at its next meeting on 30 September 2021.

-----

## **5. COVAX Facility Governance**

- 5.1 Brenda Killen, Director, Governance and Secretary to the Board, presented this item (Doc 05), recalling the role played by the Governance Committee during the development of the Terms of Reference for the COVAX Shareholders Council, COVAX AMC Engagement Group, COVAX AMC Investors Group and COVAX Consensus Group.
- 5.2 She noted the likelihood of a request to review the COVAX Facility governance model during the second half of this year, following discussions at the upcoming Gavi Board meeting and that should this be the case, oversight of the review would naturally fall within the remit of the Governance Committee.

### Discussion

- Committee members noted the information and also noted that it would appear that many of the concerns still being raised relate to communications and information flow, rather than the governance architecture itself.
- Committee members also noted that the Council and AMC Group Co-Chairs are consulting with those bodies on these issues and that it will of course also be critical to ensure that their views are considered going forward.
- In response to comments from Committee members, the Secretariat noted that an evaluation of the COVAX Facility and the COVAX AMC has been launched and is being overseen by the Evaluation Advisory Committee and that this is something which the Governance Committee should also keep in mind as discussions move forward.

-----

## 6. Board and Committee Nominations

### 6a Unaffiliated Board member recruitment update

- 6a.1 Bill Roedy, Unaffiliated Board Member Recruitment Subcommittee Chair, provided an update on the work of the Subcommittee which had concluded its deliberations at its meeting on 26 May 2021.
- 6a.2 He provided information to the Committee on the two exceptional candidates that the Subcommittee was now presenting to the Governance Committee to recommend to the Board for appointment as Unaffiliated Board Members.
- 6a.3 Noting that he would be stepping off the Board and the Governance Committee at the end of July 2021, he also noted a proposal that he be replaced as Subcommittee Chair by Teresa Ressel, Unaffiliated Board Member.

### Discussion

- Committee members commended the work of the Subcommittee, noting the work done to ensure that candidates are independent and fully cognisant of the time commitment that would be required not only to fulfil their role on the Board but also to sit on the Board Committees to which it was being proposed that they would also be appointed (see Item 06c).

## Decision Two

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

- a) **Awa Marie Coll Seck** as an Unaffiliated Board member in the seat currently held by Stephen Zinser effective 1 July 2021 and until 30 June 2024; and

- b) **Naguib Kheraj** as an Unaffiliated Board member in the seat currently held by William Roedy effective 1 August 2021 and until 31 July 2024.

### **Decision Three**

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 Teresa Ressel (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) and Seth Berkley (CEO) and which can be amended from time to time by the Governance Committee.

-----

#### *6b Committee Chair nominations*

- 6b.1 Joanne Goetz, Head, Governance, introduced this item (Doc 06b), recalling that during the 2018-2019 Unaffiliated Board member recruitment process, Afsaneh Beschloss had been recruited with a view to her potentially succeeding Stephen Zinser as Investment Committee Chair.
- 6b.2 She then outlined the process which had been followed for the recruitment of a new Evaluation Advisory Committee (EAC) Chair, in line with discussions at the 16 March 2021 Governance Committee meeting.
- 6b.2 Yibing Wu, Governance Committee Member and Chair of the EAC Recruitment Subcommittee, informed participants that the Subcommittee had agreed on the top two candidates, both of whom are evaluation experts. He noted that the Subcommittee had not yet had time to fully explore issues around leadership skills and style and could either take some more time to explore this further, or seek input from Governance Committee Members in relation to their potential knowledge of the candidates and move forward from there.

#### *Discussion*

- Committee members fully endorsed the proposal to recommend the nomination of Afsaneh Beschloss to succeed Stephen Zinser as Investment Committee Chair.
- In relation to the EAC Chair, Committee members agreed on the importance of ensuring that the Subcommittee is comfortable that they have had sufficient time to do due diligence with respect to both candidates and, noting that the appointments of Committee Chairs must be done by the Board when in formal session (and not electronically) agreed they should explore next steps, with the possibility of reconvening the Governance Committee the following week in advance of the Board member to consider a final recommendation.

- The Governance Committee duly reconvened on 22 June 2021. Mr Wu informed Committee Members that input on both candidates had had an opportunity to speak with the Board Chair. The CEO had also had an opportunity to speak with one of the candidates with whom he had not previously had any interactions. The Subcommittee had subsequently met on 21 June 2021 to consider input from the Board Chair and the CEO and following discussion had agreed to propose the nomination of James Hargreaves as Chair of the EAC.
- Finally, in relation to the process for the recruitment of EAC members, the Committee was invited to share any comments they might have on the draft RfQ for EAC membership with the Secretariat in writing.

### **Decision Four**<sup>2</sup>

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

- a) **Afsaneh Beschloss** as Chair of the Investment Committee Chair effective 1 July 2021 and until 31 December 2021; and
- b) **Appoint James Hargreaves** as Chair of the Evaluation Advisory Committee effective 1 July 2021 and until 31 December 2021.

-----

#### *6c Board and Committee member nominations*

- 6c.1 Joanne Goetz, Head, Governance, presented this item (Doc 06c), noting Board and Committee nominations which were being presented to the Committee for consideration, and also noting that ongoing discussions within some of the implementing country constituencies would likely lead to further nominations being shared with the Committee electronically in the coming weeks.

### **Decision Five**

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

- a) **Appoint Bounfeng Phoummalaysith** of Lao PDR as Alternate Board Member representing the implementing country constituency in the seat formerly held by Bounkong Syhavong of Lao PDR, effective immediately and until 31 December 2023;
- b) **Appoint** the following to the Governance Committee effective 1 August 2021:
  - **An Vermeersch** (Alternate Board Member) until 31 December 2021
- c) **Appoint** the following to the Audit and Finance Committee effective 1 August 2021:
  - **Naguib Kheraj** (Board Member) until 31 December 2021

---

<sup>2</sup> Decision 4a) agreed at 17 June 2021 meeting, Decision 4b) agreed at 22 June 2021 meeting

- d) **Appoint** the following to the Investment Committee effective 1 August 2021:
- **Naguib Kheraj** (Board Member) until 31 December 2021
- e) **Appoint** the following to the Programme and Policy Committee:
- **Ephrem Lemango** (Committee Delegate) effective immediately and until 31 December 2021
  - **Awa Marie Coll Seck** (Board Member) effective 1 July 2021 and 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.*

-----

## **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 The Chair, noting that this would be Bill Roedy's final Governance Committee meeting before coming to the end of his term, thanked him, on behalf of the Committee for his great generosity and leadership during his tenure.
- 8.2 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 (Items 1, 3-8)
- Omar Abdi
- Beth Arthy
- Megan Cain
- Maty Dia
- Tamar Gabunia
- Orin Levine
- Bill Roedy
- Joan Valadou
- Yibing Wu (Items 6-8)
- Seth Berkley (non-voting)

### **Secretariat**

- Brenda Killen
- Joanne Goetz

### **Other Board members observing**

- Jose Manuel Barroso (Items 1-4)

### **Regrets**

- Omar Abdi (on 22 June 2021)
- Roger Connor
- May Dia (on 22 June 2021)