

Gavi Alliance Governance Committee Meeting

18 June 2020

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.07 Geneva time on 18 June 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 30 April 2020 (Doc 01b) which had been approved by no objection on 10 June 2020.
- 1.4 The Committee also noted its forward workplan (Doc 01c).

2. Board Chair recruitment

- 2.1 Bill Roedy, Board Chair Recruitment Search Committee Chair, recalled the rigorous recruitment process which had commenced in early 2020 and which was moving forward in line with the proposed timeline.
- 2.2 He noted that preliminary interviews had been held with the top five candidates identified through the process, and that during a meeting earlier this week, the Search Committee had agreed to move forward with three of those candidates. This will entail further due diligence work being carried out, more detailed interviews with the candidates, and an opportunity for the CEO to engage with them to provide his input to the Search Committee.

Discussion

- Committee members noted that it is normally foreseen that the Search Committee will recommend one candidate to the Governance Committee for consideration at the end of the process.
- In response to queries from Governance Committee members, Mr Roedy confirmed that while the three remaining candidates all have gravitas, the Search Committee has been looking as a priority at candidates who show great leadership, commitment to Gavi's mission and the willingness and ability to 'roll up their sleeves' and commit the time needed to lead Gavi during a particularly demanding and dynamic period, with additional work foreseen in the context of the

COVID-19 pandemic. The importance of a Board Chair who will respect and regard the points of view of all constituencies was also noted.

3. Board and Committee nominations

- 3.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 03) referring to nominations received from the United States/Australia/Japan/Republic of Korea constituency and the Canada/Italy/Spain constituency, as well as the recommendation to approve the exceptional extensions of the Audit and Finance Committee and Investment Committee Chairs, as discussed at the previous meeting.
- 3.2 She also indicated that there were further changes pending in relation to the representation of the Developing Country constituency on the Board and that it was, therefore, likely that the Governance Committee and the Board would be asked to consider appointments by no-objection consent over the coming weeks.

Discussion

- The Chair noted that both Susan Silbermann and Stephen Zinser were coming to the end of their terms on the Governance Committee and thanked them for their service.

Decision One

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

- a) **Approve** the exceptional extension of **Stephen Zinser** as:
- Unaffiliated Board member effective 1 July 2020 and until 30 June 2021; and
 - Chair of the Investment Committee effective 1 July 2020 and until 30 June 2021.
- b) **Approve** the exceptional extension of **David Sidwell** as:
- Unaffiliated Board member effective 1 January 2021 and until 31 December 2021;
 - Chair of the Audit and Finance Committee effective 1 January 2021 and until 31 December 2021;
 - Member of the Market-Sensitive Decisions Committee effective 1 January 2021 and until 31 December 2021; and
 - Member of the Investment Committee effective 1 January 2021 and until 31 December 2021.
- c) **Appoint** the following Board Member:
- **Mahima Datla** as Board Member representing the vaccine industry developing countries in the seat currently held by Sai Prasad, effective 1 July 2020 and until 30 June 2023.

- d) **Appoint** the following Alternate Board Member:
- **Carmen Coles Tull** as Alternate Board Member representing the United States on the donor constituency anchored by the United States in the seat currently held by Irene Koek of the United States, effective immediately and until 31 December 2021.
- e) **Appoint** the following to the Market-Sensitive Decisions Committee:
- **Carmen Coles Tull** (Alternate Board Member), effective immediately and until 31 December 2021.
- f) **Appoint** the following to the Audit and Finance Committee:
- **Carmen Coles Tull** (Alternate Board Member), effective immediately and until 31 December 2021.
 - **Gianmarco Coccozza** (Committee Delegate), effective immediately and until 31 December 2021.
- g) **Appoint** the following to the Programme and Policy Committee:
- **Sai Prasad** (Committee Delegate), effective 1 July 2020 and until 31 December 2021.

4. Independent Review Committee appointments

- 4.1 Joanne Goetz, Head, Governance, presented this item (Doc 04) recalling the process foreseen in the Gavi By-laws enabling the CEO in emergency situations, in concurrence with the Programme and Policy Committee (PPC) Chair, to appoint Independent Review Committee (IRC) members with subsequent ratification by the Board.

Decision Two

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

Ratify the emergency exceptional extensions of the terms of Philippe Jaillard and Mario Stassen as members of the Independent Review Committee until 31 March 2021.

5. Appointment of Secretary

- 5.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 05) which proposed the appointment of Brenda Killen as Secretary to the Board in the context of his imminent retirement.

Discussion

- The Chair, on behalf of the Committee, thanked Mr Armstrong for his professionalism and leadership during his tenure. He was commended for his outstanding work as Secretary to the Board, demonstrating a high level of dedication and a strong work ethic. The Committee wished him well in his future endeavours.

Decision Three

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

Appoint Brenda Killen as Secretary with individual signatory authority effective 1 July 2020 and until her successor is appointed and qualified.

6. Revision of Statutes and Introduction of Operating Procedures

- 6.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item to the Committee (Doc 06) noting that this is the culmination of work that started following the Governance Committee meeting in February 2020 where the proposal to review and update the Statutes and retire the By-laws and replace them with new Board and Committee Operating Procedures was endorsed.
- 6.2 He referred to the updated and revised Gavi Statutes being presented to the Committee for consideration and recommendation to the Board for approval, noting that changes related primarily to better clarifying the processes for the appointment of unaffiliated and representative Board members; clarifying the provisions relating to the Board Chair and the Board Vice Chair; and removing provisions relating to liability, indemnification and conflicts of interest which are more appropriately dealt with in the Operating Procedures.
- 6.3 With reference to the Operating Procedures, he noted that they retain existing provisions of the Gavi By-Laws not relocated in the updated and revised Statutes and include a number of additional provisions to align with current practice in relation to some of the more operational aspects of the governance work as well as some new provisions to facilitate work going forward e.g. ability to convene Board meetings at short notice, formal recognition of Board meetings being held in closed session, inclusion of provisions recognising the anchor donor process within the donor constituency group and the self-organising principle etc.
- 6.4 He confirmed that the Swiss Supervisory Authority for Foundations has already indicated their prior approval of the proposed changes to the Statutes and clearance of the Operating Procedures in anticipation of the By-laws being retired accordingly.
- 6.5 Finally, he noted that a second phase of the work is scheduled for the second half of this year and will entail a comprehensive review of all of the accompanying

annexes to the Operating Procedures to delete references to the By-laws and to ensure consistency across Gavi's governing documents in terms of the use of language and terminology.

Discussion

- In response to a question from a Committee member, the Secretariat noted that the changes focused on ensuring alignment with current practices and at better clarifying processes and provisions which would benefit from such clarification.
- It was also noted that a number of the provisions included in the Operating Procedures would provide additional flexibilities to the Board going forward in relation to its own operations.
- Committee members noted and agreed with the proposal that this recommendation be put on the consent agenda for the June 2020 Board meeting.

Decision Four

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

- a) **Approve** the amended Gavi Alliance Statutes attached as Annex A to Doc 06;
- b) **Agree** to replace the Gavi Alliance By-laws with the Board and Board Committee Operating Procedures; and
- c) **Approve** the Board and Board Committee Operating Procedures attached as Annex B to Doc 06, as amended by discussions at the Governance Committee.

7. Review of Decisions

- 7.1 Philip Armstrong, Director of Governance and Secretary to the Board, reviewed and agreed the decisions with the Governance Committee.

8. Any other business

- 8.1 The Chair provided a brief update to the Committee on the three meetings of the All Chairs Group (ACG) which had taken place since April, thanking Committee members for their input as requested in advance of those meetings.
- 8.2 She invited Committee members to share any further thoughts/questions that they might have in relation to any issues that might warrant further consideration.

Discussion

- Committee members agreed that it would be useful to have a better understanding of the role that this Committee and/or the Gavi Board might have in relation to Gavi's engagement with the COVAX Facility as the governance mechanisms for the Facility are not yet clear.
- It was noted that work in relation to the Facility is moving very quickly and that the original idea when the ACT Accelerator was set up was that there should not be any new governance mechanisms. It had been agreed that Dr Ngozi and the CEO would bring any relevant decisions to the Gavi Board, and that the COVAX AMC would be a Gavi instrument, which would be dealt with through Gavi's existing governance mechanisms. In the meantime, as the Facility will now also engage with high-income countries there is a need to have further discussions on what the governance mechanisms could look like and this is covered in the relevant paper for the upcoming Gavi Board meeting.
- It is likely that it will be necessary to consider different options, and convene a meeting of the Gavi Board in July to discuss further. Such options might include Gavi hosting the COVAX Facility, establishing a COVAX Investors Council as part of this structure, using Gavi's Market-Sensitive Decisions Committee (MSDC) to approve transactions with some adjustments to its membership for COVAX-related decisions etc.
- The CEO noted that there are a lot of very fast-moving pieces in this space at the moment which makes it somewhat complicated and also leads to some complexities as there are many stakeholders involved at different levels. It will be important to move quickly and to leverage existing governance mechanisms in so far as is possible. It will also be important to ensure that there are clear communications around the different steps which are being taken and the timelines.
- If Gavi is to play a leading role, it will be important to ensure alignment with Gavi's purpose as outlined in Gavi's Statutes and an initial assessment was that this was aligned given the objective of the COVAX Facility is to ensure, among other things, equitable access for Gavi countries to COVID-19 vaccines through this mechanism.
- Finally, Committee members wondered whether it might be appropriate for the Gavi Board to make a statement in relation to the *Black Lives Matter* movement. It was agreed that this would be discussed with the Board Chair in advance of the upcoming Board meeting.
- After determining there was no further business, the meeting was brought to a close.

Mr Philip Armstrong
Secretary to the Board

Attachment A: Participants

Committee Members

- Sarah Goulding, Chair
- Omar Abdi
- Megan Cain
- Tamar Gabunia
- Orin Levine
- Jan Paehler
- Bill Roedy
- Susan Silbermann
- Stephen Zinser
- Seth Berkley (non-voting)

Regrets

- Maty Dia
- Ferozuddin Feroz
- Daniel Graymore

Secretariat

- Philip Armstrong
- Joanne Goetz
- Brenda Killen