

## Gavi Alliance Governance Committee Meeting

20 June 2022

Global Health Campus, Geneva, Switzerland

### 1. Chair's report

- 1.1 Noting that the meeting had been duly convened and finding a quorum of members present, the meeting commenced at 14.08 Geneva time on 20 June 2022. 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 minutes of the Governance Committee meeting of 5 April 2022 were tabled to the Committee for information (Doc 01b in the Committee pack). The minutes had been circulated and approved by no-objection on 30 May 2022.
- 1.4 The Committee noted its action sheet (Doc 01c), forward workplan (Doc 01d) and the governance risk matrix (Doc 01e).

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### 2. Update on CEO Recruitment Process

- 2.1 Brenda Killen, Director, Governance and Secretary to the Board, presented an overview of the CEO recruitment process to date, noting that the CEO Recruitment Search Committee had, in April 2022, agreed to award the contract to support the search process to SRI Executive Search Limited (SRI). She noted that the Governance Committee was being invited at this meeting to comment on the draft role description which had been put together following extensive consultations with Board Members and members of Gavi's Senior Management Team.
- 2.2 Jill Bausch and Seamus McGardle, SRI, reported on the work that they have done to date, including designing and conducting stakeholder consultations; agreeing a salary and benchmarking process; agreeing on the content of a non-disclosure agreement (NDA) which will be put in place to ensure confidentiality of the process; and finalising drafts of the executive brief (role description) and capability matrix, both of which will be discussed with the Committee at this meeting and with the Board in closed session on the following day. They presented the six broad areas of competencies for the new CEO around which they have seen convergence.

## *Discussion*

- Governance Committee members shared views in relation to the proposed areas of competencies. They agreed that a knowledge of global health would be critical to ensure that the potential candidates can navigate in the global health architecture and collaborate with other global health initiatives that go beyond the Alliance. They noted that a medical background would not be a pre-requisite for the role.
- The importance of ensuring that the role is one of leadership across the Alliance and not just the Secretariat was emphasised, as it will be important to ensure that the person appointed is able to engage effectively on the global stage, at the highest political levels. The CEO is however also accountable for the entire operations and management of the Secretariat.
- In response to comments from Governance Committee members, SRI confirmed that they will be doing everything they can to ensure that the pool of candidates is both gender and geographically diverse.
- In relation to the salary benchmarking exercise, Governance Committee members were invited to share any further thoughts they might have in relation to potential comparator organisations directly with SRI.
- The Chair noted the timeline for the overall process which includes a number of touchpoints for the Governance Committee and the Board. She highlighted that this does not mean that these touchpoints will be an opportunity to opine on potential candidates as the list will remain strictly confidential. An important role for Board members, due to their breadth of perspective, will be to maximise their networks to promote and advocate for the role and share the names of potential candidates with SRI.
- Governance Committee members agreed on the need to ensure absolute integrity and confidentiality of the recruitment process. In this context, Governance Committee members, in addition to members of the CEO Recruitment Search Committee and staff supporting the process, are being asked to sign non-disclosure agreements. In response to questions from Committee members, it was clarified that should Board members be approached by potential candidates or others interested in the process, they should be directed to SRI and refrain from engaging further. The source of recommendations will be treated in the strictest confidence by SRI.

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### **3. OC Facility Governance**

- 3.1 Brenda Killen, Director, Governance and Secretary to the Board, introduced this item (Doc 03), recalling the decisions taken by the Board in relation to the administration of the COVAX Facility and the COVAX governance model. She noted that as the Gavi Board is considering the integration of the COVAX Facility as part of a Gavi 5.1 strategy, it would be appropriate to consider the role of bodies

that have been set up namely the COVAX Shareholders Council, the COVAX Consensus Group, the COVAX AMC Engagement Group and the COVAX AMC Investors Group.

- 3.2 She also noted that the Governance Committee was being asked to consider recommending the extension of the term of the COVID-19 Vaccination Delivery Support Temporary Steering Committee to the end of December 2022.

### *Discussion*

- Governance Committee members, noting the declining participation at Council meetings, the change in leadership and the fact that only two economies signed SFP 2 agreements, agreed that it would be appropriate to consider the dissolution of the body. It was also noted that there are other fora which enable countries to engage on issues which they now consider a priority e.g. dose donations. It was also noted that in addition to meetings organised by Gavi, formal discussions on COVAX occur in WHO coordinated ACT-A forums.
- In response to a question from a Committee member, the Chair confirmed that there had been outreach to some Council members to seek their views. She noted that before the formal recommendation on dissolution is tabled to the Governance Committee it would be important to have some further discussions with the Council to ensure that there is a clear understanding of their perspectives for the Governance Committee.
- In relation to the AMC Engagement Group, Committee members noted that there are ongoing discussions with the technical teams that support the three Co-Chairs, namely Canada, Ethiopia and Indonesia, in relation to what a revised AMC Engagement Group might look like. These discussions are taking place in the context also of declining attendance and engagement at meetings and a very low response rate to a survey of members in relation to the functioning and effectiveness of their meetings. Outreach to AMC92 countries is planned to solicit their input on exactly what they feel they would need going forward. It has been suggested that a more regional approach might be more appropriate at this point and/or creating touchpoints to address specific issues.
- One Governance Committee member questioned whether the AMC Investors Group is still needed and it was agreed that this is something which should be further explored.
- In concluding the discussion, the Chair noted that, going forward, meetings would probably not need to be formally structured, and it may be sufficient to simply adapt the existing rules of procedure rather than reform the bodies, to ensure that they remain fit for purpose.
- In relation to the governance risk matrix, Governance Committee members noted that it would be timely to pay particular attention to the reputational risk for Gavi, as Gavi is increasingly being seen as synonymous with COVAX.

## **Decision One**

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

**Extend** the term of the COVID-19 Vaccination Delivery Support Temporary Steering Committee to end December 2022.

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### **4. Outcome of Gavi Board Retreat Discussion on Governance Issues**

- 4.1 The Chair introduced this item (Doc 04) noting that Governance Committee members are being invited to reflect on the outcome of the governance discussion that took place during the Board retreat in April 2022 and consider potential next steps.
- 4.2 She also noted that the Governance Committee is being invited to consider if, and if so how, it might be appropriate to engage CEPI (Coalition for Epidemic Preparedness Innovations) into Gavi's governance structure.

### *Discussion*

- Governance Committee members noted that the CEPI Board has expressed interest in working more closely with Gavi but that it is not yet clear whether their preference might be to join a Board constituency or potentially to engage with the Programme and Policy Committee, in a way that is similar to the current role of the Chair of SAGE (Strategic Advisory Group of Experts on Immunization) who is an independent expert non-voting member of the PPC.
- While Governance Committee members were supportive of increased engagement with CEPI, some reservations were expressed about an option that would further increase the size of the PPC.
- Governance Committee members, noting that the strategic priorities discussed at the Board retreat are incorporated into the Board workplan, shared their view that in light of the important decisions that would be coming to the Board at the end of the year it would be useful to have some informal touchpoints between now and then to bring the Board along and ensure that it is fully engaged in the development of the Gavi 5.0 and COVAX integration strategy.
- In the context of the discussion, Committee members noted that it would be useful for the Governance Committee to have a closer look at how new Board members are onboarded and to see if the onboarding process can be adapted to ensure that new Board members can be effective and add value in a more timely manner.
- Committee members agreed that it would be useful to have more clarity on the consent agenda, how it is used and how decisions are taken in relation to the items that are to feature on the consent agenda. It was noted that this will be raised in the first instance with the Board Chair.

- In relation to governance integrity, one Committee member shared concerns around papers which are presented for guidance but which can appear to include some major decisions which the Board has not actually taken.
- Committee members noted the importance of ensuring that the issues highlighted by the Board at its retreat in April 2022 for further consideration are well worked through the Committees before any recommendations are presented to the Board for consideration.

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## **5. Board and Committee Nominations**

### *5a Update on Donor Constituency Reorganisation*

- 5a.1 Megan Cain, Governance Committee member and Donor Constituency Coordinator, confirmed that following the successful additional replenishments for COVAX, the donor constituency had agreed on a realignment of its clusters to align with the donor constituency framework. She informed Committee members that the five anchor donors now comprise Germany, Norway, Japan, the United Kingdom and the United States.

#### *Discussion*

- In response to a question from the Secretariat, Ms Cain noted that all sovereign donors had been invited to consider joining a cluster and some had chosen not to. She confirmed that countries are welcome to join a cluster at any time during the strategic period.
- It was agreed that the final list confirming the new constituency clusters will be shared with the Secretariat.

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### *5b Unaffiliated Board member recruitment update*

- 5b.1 Teresa Ressel, Unaffiliated Board Member and Chair of the Unaffiliated Board Member Recruitment Subcommittee provided an update to the Committee on the recruitment process, noting that the Subcommittee had unanimously agreed to recommend to the Governance Committee that it recommend to the Board the appointment of Deena Shiff as an Unaffiliated Board Member.

#### *Discussion*

- Governance Committee members requested clarification on the recruitment process. The Chair clarified that it is standard practice that only one name is brought to the Governance Committee following extensive considerations by the Unaffiliated Board Member Recruitment Committee which is a Subcommittee of the Governance Committee and which is supported by an executive search firm. It was agreed that the Subcommittee Terms of Reference would be shared with

the Governance Committee. It was noted that members of the Subcommittee comprise Governance Committee members, and that there is space for some additional members on the Subcommittee.

- The Subcommittee Chair further noted that in an instance where there might be two final candidates whom the Subcommittee felt could both equally fill the role, both names could be put forward to the Governance Committee to make a final recommendation.
- Noting that a further independent seat on the Board is to be vacated at the end of 2022, the Subcommittee Chair confirmed that she would welcome input from Governance Committee members on the attributes that they would like the Subcommittee to consider for future candidates.
- In response to a question from a Committee member, it was noted that Board Members are welcome at any time to propose names of potential candidates which would then be shared with the executive search firm for inclusion in the candidate pipeline. It was clarified that the recruitment is not “public” in that vacancies are neither advertised nor is there a call for nominations for candidates.

## **Decision Two**

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

**Appoint** Deena Shiff as an Unaffiliated Board Member in the seat currently held by Helen Rees effective 1 July 2022 and until 30 June 2025.

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### *5c Board and Committee member nominations*

- 5c.1 Brenda Killen, Director, Governance and Secretary to the Board, presented this item (Doc 05c) which invited the Governance Committee to consider nominations to the Board, the Governance Committee and the Audit and Finance Committee.
- 5c.2 She noted that if the appointments were to be approved, there would be full compliance in aggregate with the gender guidelines. She also noted that the Programme and Policy Committee would no longer be compliant with its Charter, as it would not comprise a majority of Board Members and Alternate Board Members.

### *Discussion*

- One member of the Governance Committee raised an issue relating to how the implementing country constituency clusters are named, noting that as they align with the WHO regions they can be misinterpreted, in particular by countries. Governance Committee members agreed that it would be useful to clarify the language used by Gavi so that it reflects the Gavi context.

- In light of this discussion it was agreed that the Terms of Reference for implementing country constituency representation and the process for nominations to Gavi governance structures would be shared with the Governance Committee.

### **Decision Three**

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

- a) **Appoint Aamer Ikram** of Pakistan as Board Member representing the implementing country constituency in the seat currently held by Faisal Sultan of Pakistan, effective immediately and until 31 December 2023
- b) **Appoint Won Do-yeon** as Alternate Board Member representing the Republic of Korea on the donor constituency anchored by the United States in the seat currently held by Takeshi Akahori of Japan, effective immediately and until 31 December 2023
- c) **Appoint** the following to the Governance Committee effective immediately:
  - **Takeshi Akahori** (Board Member) until 31 December 2023
  - **Aamer Ikram** (Board Member) until 31 December 2023
- d) **Appoint** the following to the Audit and Finance Committee effective immediately:
  - **Megan Cain** (Alternate Board Member) until 31 December 2022

*Governance Committee members who were candidates for these positions, or whose organisations or constituencies provided candidates for these positions, did not participate in voting on the recommendations.*

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## **6. Review of Investment Committee Charter**

- 6.1 Brenda Killen, Director, Governance and Secretary to the Board, presented this item (Doc 06) noting that the Investment Committee, at its meeting in May 2022, had discussed updates to the Investment Policy and to the Asset Allocation Statement and in this context had reviewed its Charter to ensure alignment across all documents. Some amendments are therefore being proposed to the Charter, which also align with the Audit and Finance Committee Charter in terms of practice and language.

### **Decision Four**

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

**Approve** the amendments to the Gavi Alliance Investment Committee Charter as set out in Annex A to Doc 06.

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## **7. Appointment of Judge to Gavi Appeals Tribunal**

- 7.1 Peik Mäkelä, Senior Legal Counsel, presented this item (Doc 07) which sought approval for the appointment of a new Appeals Tribunal Judge at Gavi. He outlined the processes in place through which employment disputes can be addressed, with the Appels Tribunal being the ultimate recourse for appeals.
- 7.2 He outlined the process through which potential new judges are recruited, noting that the proposed appointment was to replace a member of the Appeals Tribunal who was not seeking reappointment.

### *Discussion*

- In response to a question from the Governance Committee, the Secretariat noted that the Appels Tribunal had only been engaged once since Gavi was set up as a Swiss Foundation in 2009.

## **Decision Five**

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

**Appoint** Joan Powers as a member of the Gavi Appeals Tribunal effective immediately for a term of five years.

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## **8. Review of Decisions**

- 8.1 Brenda Killen, Director, Governance and Secretary to the Board, reviewed the decision language with the Committee which was approved by them.

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## **9. Any other business**

- 9.1 Governance Committee members, noting the important decisions that will be coming to the Board at the end of the year in relation to Gavi 5.1, reiterated the importance of ensuring that there are opportunities for the Board to engage informally on the issues in the coming months.
- 9.2 Governance Committee members also confirmed that the Board would like to hear further information, in closed session, on some of the potential risks and implications for Gavi relating to the COVAX Facility, and how those are being mitigated.



- 9.3 Finally, the Chair, noting that this would be Megan Cain's and Faisal Sultan's last meeting as members of the Governance Committee, thanked them for their commitment to the work of the Committee.
- 9.4 After determining there was no further business, the meeting was brought to a close.

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Mrs Joanne Goetz  
Secretary to the Meeting

## **Attachment A: Participants**

### **Committee Members**

- Sarah Goulding, Chair
- Megan Cain
- Gabriella Fésüs\*
- Tamar Gabunia\*
- Zsuzsanna Jakab
- Violaine Mitchell
- John Arne Rottingen\*
- Teresa Ressel
- Faisal Sultan\*
- An Vermeersch\*
- Rafael Vilasanjuan
- Yibing Wu\*
- Seth Berkley

### **Secretariat**

- Joanne Goetz\*
- Brenda Killen (Agenda Items 1-3, 5c-9)
- Peik Makela (Agenda Item 7)
- Marie Rochat

### **Other Board members attending**

- Takeshi Akahori

### **Guests (Agenda Item 2)**

Jill Bausch, SRI Executive  
Seamus McGardle, SRI Executive  
Allison McGardle, SRI Executive  
David Sidwell, CEO Search Committee

\* *Attended virtually*