

Gavi Alliance Governance Committee Meeting

23 November 2021

Virtual

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 19.02 Geneva time on 23 November 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 30 September 2021 (Doc 01b) which had been approved by no objection on 23 November 2021.
- 1.4 The Committee noted its action sheet (Doc 01c), forward workplan (Doc 01d) and the governance risk matrix (Doc 01e).

Discussion

- Committee members noted that there are increasing discussions in relation to accountability for vaccine delivery and how this is being governed. The Committee agreed that this issue should be included in the risk matrix as a sub risk under the heading "Board may be inadequately able to exercise oversight". It was also suggested that it would be useful for the Governance Committee to discuss this issue further at its next meeting.

2. Preparing for Gavi Leadership Transition in 2023 – Update on CEO Appointment Process

- 2.1 The Chair introduced this item (Doc 02), highlighting the importance of initiating the process so as to attract the best candidates and to enable the organisation to prepare for the leadership transition in a timely manner.
- 2.2 Brenda Killen, Director, Governance and Secretary to the Board, outlined the recruitment process and timeline, noting that it is the responsibility of the Board Chair to lead the appointment process with the Governance Committee and with the agreement of the Gavi Board.
- 2.3 She informed the Committee that the Board Chair continues to work on finalising the composition of the Search Committee and that should it, for whatever reason, not be possible to finalise this before the December 2021 Board Meeting, the

composition will be agreed through a no-objection process, preferably before the end of the year.

Discussion

- Committee members welcomed the fact that the process was already being initiated and agreed on the importance of ensuring that there is a balanced representation on the Search Committee.
- In response to comments from Committee members, the Secretariat clarified that the process document foresees that the Search Committee comprises currently serving Board members and that one of the roles of the executive search firm will be to provide support to the Search Committee in drafting the job description for the role. The Secretariat also clarified that Board members and Alliance partners will be brought in as appropriate during the process.
- Some Committee members shared concerns in relation to the timing of the departure of the Deputy CEO (end 2023) which might mean that the new CEO might not be in place to lead the recruitment. In this context it was agreed that it would be useful for the Committee to see an update of the leadership transition timelines at its next meeting.

3. Annual HR Report

- 3.1 Catherine Pawlow, Director, Human Resources, presented this item, providing information in relation to the profile of Gavi staff in terms of gender, age, nationality and tenure.
- 3.2 She reported on the focus on fostering diversity and inclusion (D&I) in the Secretariat, with the establishment of a D&I Committee and the planned recruitment of an independent D&I expert.
- 3.3 Ms Pawlow informed Committee members that in the context of lessons learned from a pulse survey carried out in April 2021 as the Secretariat continues to deliver through COVID-19, a Health and Wellbeing Committee had been set up and updates made to the remote working guidelines, global mobility guidelines and respectful workplace policy.
- 3.4 Finally, she highlighted the people priority areas for 2021-2022, namely: (i) redesigning performance management; (ii) implementing COVAX integration; (iii) reviewing and upgrading people policies and processes; (iv) making “hybrid working” work; (v) promoting diversity and inclusion; and (vi) continued focus on staff engagement and wellbeing.

Discussion

- In response to questions on recruitment, in particular for the COVAX Facility, the Secretariat noted that additional capacity had been brought into the recruitment

team to manage the surge. It was also noted that considerations during the recruitment process need to be given to the capacity in the Secretariat to absorb and onboard newly recruited staff.

- In response to questions around diversity and the location of staff, the Secretariat clarified that staff are based primarily in Geneva, with some in Washington D.C. It was noted that the host state agreement with Switzerland which accords certain privileges and immunities to Gavi, requires that staff (outside of those based in Washington D.C.) have primary residence in Switzerland.
- Committee members expressed interest in having more detail in relation to those parts of the Secretariat that had grown during COVID-19, as well as those which had struggled to surge so as to have a better understanding of how the surge has been across the different groups and which parts of the Secretariat are particularly strained. In this context, the Secretariat noted that the leadership team regularly discuss reprioritisation, and also that the teams themselves are invited to provide input on what might benefit them to ensure their wellbeing.
- Committee members noted that it would be useful to have information in relation to gender balance across the Secretariat more broadly and not just at the leadership level. In response to comments from a Committee member on how the pandemic might have impacted female staff in particular, the Secretariat noted that work will be done to ensure that the flexible workplace policy does not negatively impact any staff, mentioning parents in particular.
- Finally, the Secretariat confirmed, in response to a question from the Committee Chair, that the application deadline for the Chief Operating Officer position is 26 November 2021 and that the recruitment process is therefore on track.

4. COVAX Facility Governance

- 4.1 Brenda Killen, Director, Governance and Secretary to the Board, introduced this item (Doc 04) noting that, as discussed by the Committee at its meeting in September 2021, changes to the COVAX governance model are not being proposed at this time.
- 4.2 She reported that some proposed changes to the COVAX Facility Shareholders Council Terms of Reference to align with the new participation model, had been endorsed by the Council at its meeting in October 2021 and were now being presented to the Governance Committee for consideration and recommendation to the Board for approval.

Discussion

- In response to a question from a Committee member, the Secretariat confirmed that the Shareholders Council will remain inclusive and that all economies, independently of whether they continue to procure vaccines or not through the

COVAX Facility, will be given the opportunity to remain on the Shareholders Council going forward.

- One Committee member noted that the lack of community voices on the governing structures has been a big issue and that this needs to be addressed going forward.

Decision One

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

Approve the Terms of Reference of the COVAX Shareholders Council attached as Annex A to Doc 04.

5. Board and Committee Evaluation

- 5.1 The Chair introduced this item, noting that the overall response rate to the survey had been somewhat disappointing. She confirmed that in light of some of the issues raised in the survey, and in consultation with the Board Chair, it had been agreed that it would be useful to have a dedicated session on governance at the Board Retreat in April 2022.
- 5.2 Brenda Killen, Director, Governance and Secretary to the Board, presented a brief overview of the results of the survey (Doc 05) highlighting some overall conclusions, selected positive observations and selected areas for consideration.

Discussion

- Committee members agreed that the overall conclusions are quite positive and noted in particular the points around the desire to give further voice to implementing countries and implementing partners, the length and complexity of Board papers and the length of presentations and interventions at Board meetings.
- It was suggested that it could be useful to look at how other organisations are addressing some of these issues.

6. Implementation of Conflicts of Interest Policies

- 6.1 The Chair introduced this item, noting that the *Conflicts of Interest Policy for Governance Bodies* addresses actual, perceived and potential conflicts of interest and treats them equally. She noted that the policy, and its implementation, are important tools to ensure that the Alliance is managing itself with the utmost integrity.
- 6.2 Brenda Killen, Director, Governance and Secretary to the Board, reported on the implementation of the policy during 2021 (Doc 06) and invited Committee

members to provide input on how the policy is being applied; whether or not there are any sections of the policy that could be revised; whether Gavi might consider examples from other organisations in relation to how their conflicts of interest policies are being applied; and on how the Governance Committee might promote a shared common understanding/interpretation of the policy amongst Board and Committee members.

Discussion

- Committee members agreed that this is an important policy which should be kept simple as it is right now.
- Committee members noted that given the significance, risk and breadth of engagements with COVAX, there will be continuing sensitivities and complexities in implementation.
- It was noted that Board and Committee members could benefit from having clarity in relation to how the policy is implemented and the associated processes.

7. Gavi Evaluation Policy

- 7.1 James Hargreaves, Evaluation Advisory Committee (EAC) Chair, joined the meeting for this item and provided an overview to the Committee on the proposed changes to the Gavi Evaluation Policy and the context for these changes (Doc 07).
- 7.2 He invited Governance Committee members to advise on whether they would be comfortable with the EAC proceeding with the proposed modifications based on the information shared with them at this meeting.

Discussion

- Committee members thanked Professor Hargreaves for the clear presentation and did not raise any specific issues or concerns.
- It was asked whether the EAC might wish to consider that EAC members should be observers to the evaluation Steering Committees rather than full members and Professor Hargreaves noted that EAC members felt that if they are to discharge their duties fully they should be able to participate fully in the meeting deliberations. It was then suggested that a non-voting member role might be another option to consider.
- Governance Committee members suggested that it might be useful for the EAC to review the implementation of the changes to the policy after a year.

8. Review of Gavi Audit and Finance Committee Charter

- 8.1 Joanne Goetz, Head, Governance, presented this item noting that the proposed amendments to the Gavi Audit and Finance Committee (AFC) Charter are being

proposed to reflect the role of the AFC in reviewing and monitoring two new treasury policies (Doc 08).

Decision Two

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

Approve the amendments to the Gavi Alliance Audit and Finance Committee Charter as set out in Annex A to Doc 08.

9. Board and Committee Nominations

9a Unaffiliated Board member recruitment update

9a.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.

9a.2 She noted that the Subcommittee had unanimously agreed to recommend to the Governance Committee that it recommend to the Board the appointment of Anne Schuchat as an Unaffiliated Board Member.

Discussion

- Governance Committee members commended the Subcommittee for the recruitment of Dr Schuchat who would undoubtedly be an excellent addition to the Gavi Board.

Decision Three

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

Appoint Anne Schuchat as an Unaffiliated Board member in the seat currently held by David Sidwell effective 1 January 2022 and until 31 December 2024.

9b Board and Committee member nominations

9b.1 Joanne Goetz, Head, Governance, presented this item (Doc 09b), noting that a small number of nominations were pending and could be considered in due course through a no-objection process.

Decision Four

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

a) That it **appoint** the following Board Members:

- **Bernhard Braune** as Board Member representing Germany on the donor constituency anchored by Germany in the seat currently held by Joan Valadou of France, effective 1 January 2022 and until 31 December 2022.
- **Rafael Vilasanjuan** as Board Member representing the civil society organisations constituency in the seat currently held by Maty Dia, effective 1 January 2021 and until 31 December 2023.
- **Charlemagne Marie Ragnag-Néwendé Ouedraogo** of Burkina Faso as Board Member representing the implementing country constituency in the seat currently held by Abdoulaye Sabre Fadoul of Chad, effective 1 January 2022 and until 31 December 2024.

b) That it **reappoint** the following Board Members:

- **Anahit Avanesyan** of Armenia as Board Member representing the implementing country constituency, effective 1 January 2022 and until 31 December 2024.
- **Teresa Ressel** as an Unaffiliated Board Member, effective 1 January 2022 and until 31 December 2024.

c) That it **appoint** the following Alternate Board Members:

- **Jan Paehler** as Alternate Board Member representing the European Commission on the donor constituency anchored by Germany in the seat currently held by Bernhard Braune of Germany, effective 1 January 2022 and until 31 December 2022.
- **Bvudzai Magadzire** as Alternate Board Member representing the civil society organisations constituency in the seat currently held by Rafael Vilasanjuan, effective 1 January 2022 and until 31 December 2023.
- **Silvia Lutucuta** of Angola as Alternate Board member representing the implementing country constituency in the seat currently held by Gilbert Mokoki of Republic of Congo, effective 1 January 2022 and until 31 December 2024.

d) That it **reappoint** the following Alternate Board Members:

- **Jeremy Konyndyk** as Alternate Board member to Sarah Goulding representing the United States, effective 1 January 2022 and until 31 December 2023.
- **Keiichi Ono** as Alternate Board member to Sarah Goulding representing Japan, effective 1 January 2022 and until 31 December 2023.
- **Edna Yolani Batres** as Alternate Board member to Anahit Avanesyan representing the implementing country constituency, effective 1 January 2022 and until 31 December 2024.

e) That it **appoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2022:

- **José Manuel Barroso** (Board Chair) until 31 December 2022
- **Sarah Goulding** (Board Member) until 31 December 2023
- **Etleva Kadilli** (Alternate Board Member) until 31 December 2023
- **Violaine Mitchell** (Board Member) until 31 December 2023
- **Lia Tadesse** (Alternate Board Member) until 31 December 2023

- **Anahit Avanesyan** (Board Member) until 31 December 2023
 - **Beth Arthy** (Board Member) until 31 August 2023
 - **Jan Paehler** (Alternate Board Member) until 31 December 2022
 - **Jeremy Konyndyk** (Alternate Board Member) until 31 December 2023
 - **Rafael Vilasanjuan** (Board Member) until 31 December 2023
 - **Naguib Kheraj** (Board Member) until 31 December 2023
 - **Helen Rees** (Board Member) until 30 June 2022
 - **Seth Berkley** (Board Member) until 31 December 2023
- f) That it **appoint** the following to the Governance Committee effective 1 January 2022:
- **Sarah Goulding** (Board Vice Chair) until 31 December 2023
 - **Teresa Ressel** (Board Member) until 31 December 2023
 - **Yibing Wu** (Board Member) until 31 October 2022
 - **Zsuzsanna Jakab** (Board Member) until 31 December 2023
 - **Violaine Mitchell** (Board Member) until 31 December 2023
 - **Faisal Sultan** (Board Member) until 31 December 2023
 - **Tamar Gabunia** (Committee Delegate) until 31 December 2023
 - **Megan Cain** (Board Member) until 31 December 2023
 - **John-Arne Røttingen** (Board Member) until 31 December 2022
 - **Jan Paehler** (Alternate Board Member) until 31 December 2023
 - **An Vermeersch** (Alternate Board Member) until 31 July 2023
 - **Rafael Vilasanjuan** (Board Member) until 31 December 2023
 - **Seth Berkley** (Board Member) until 31 December 2023
- g) That it **appoint** the following to the Audit and Finance Committee effective 1 January 2022:
- **Naguib Kheraj** (Board Member) until 31 December 2023
 - **Teresa Ressel** (Board Member) until 31 December 2023
 - **Karen Pillay** (Committee Delegate) until 31 December 2023
 - **Etleva Kadilli** (Alternate Board Member) until 31 December 2023
 - **Kwaku Agyeman-Manu** (Board Member) until 31 December 2023
 - **Emmanuel Maina Djoulde** (Committee Delegate) until 31 December 2023
 - **Andreas Karlberg Pettersen** (Committee Delegate) until 31 December 2023
 - **Carmen Coles Tull** (Committee Delegate) until 31 December 2023
 - **Gianmarco Coccozza** (Committee Delegate) until 31 December 2023
 - **Chris Mace** (Committee Delegate) until 31 December 2023
 - **Bvudzai Magadzire** (Alternate Board Member) until 31 December 2023
- h) That it **appoint** the following to the Investment Committee effective 1 January 2022:
- **Afsaneh Beschloss** (Board Member) until 31 December 2022
 - **Margaret (Peggy) Hamburg** (Board Member) until 31 December 2022
 - **Yibing Wu** (Board Member) until 31 October 2022
 - **Naguib Kheraj** (Board Member) until 31 December 2023
 - **Kwaku Agyeman-Manu** (Board Member) until 31 December 2023
- i) That it **appoint** the following to the Programme and Policy Committee

effective 1 January 2022:

- **Helen Rees** (Board Member) until 30 June 2022
- **Awa-Marie Coll Seck** (Board Member) until 31 December 2023
- **Michael Kent Ranson** (Alternate Board Member) until 31 December 2023
- **Ephrem Lemango** (Committee Delegate) until 31 December 2023
- **Kate O'Brien** (Alternate Board Member) until 31 December 2023
- **Sue Graves** (Committee Delegate) until 31 December 2023
- **Abdelkadre Mahamat Hassane** (Committee Delegate) until 31 December 2023
- **Vikas Sheel** (Committee Delegate) until 31 December 2023
- **Kelechi Ohiri** (Committee Delegate) until 31 December 2023
- **Edna Yolani Batres** (Alternate Board Member) until 31 December 2023
- **Bernhard Braune** (Alternate Board Member) until 31 December 2022
- **Naomi Dumbrell** (Committee Delegate) until 31 December 2023
- **Karin Westerberg** (Committee Delegate) until 31 December 2023
- **Susan Elden** (Alternate Board Member) until 31 December 2022
- **Saad Omer** (Alternate Board Member) until 31 December 2023
- **Lamia Badarous** (Committee Delegate) until 31 December 2023
- **Sai Prasad** (Committee Delegate) until 31 December 2023
- **Seth Berkley** (Board Member) until 31 December 2023
- **Alejandro Cravioto** (Independent Expert) until 31 December 2023

j) That it **appoint** the following to the Evaluation Advisory Committee effective 1 January 2022:

- **James Hargreaves** (Independent Expert) until 31 December 2023
- **Marta Nunes** (Board Member) until 31 December 2023
- **Bvudzai Magadzire** (Alternate Board Member) until 31 December 2023
- **Viroj Tangscharoensathien** (Independent Expert) until 31 December 2022
- **Juan Pablo Gutierrez** (Independent Expert) until 31 December 2023
- **Mira Johri** (Independent Expert) until 31 December 2023
- **Ezzedine Mohsni** (Independent Expert) until 31 December 2023
- **Penny Hawkins** (Independent Expert) until 31 December 2023
- **Malabika Sarker** (Independent Expert) until 31 December 2023
- **David Hotchkiss** (Independent Expert) until 31 December 2023
- **Adolfo Martinez Valle** (Independent Expert) until 31 December 2023
- **Justice Novignon** (Independent Expert) until 31 December 2023

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.

9c *Board Committee leadership*

9c.1 Joanne Goetz, Head, Governance, presented this item (Doc 09c) noting the proposed appointments and reappointments to the Board Committees and to the EAC.

Decision Five

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

- a) **Appoint** the following as Chair of the Audit and Finance Committee:
 - Naguib Kheraj until 31 December 2023
- b) **Reappoint** the following as Chair of the Investment Committee:
 - Afsaneh Beschloss until 31 December 2022
- c) **Reappoint** the following as Chair of the Programme and Policy Committee:
 - Helen Rees until 31 June 2022
- d) **Reappoint** the following as Chair of the Evaluation Advisory Committee:
 - James Hargreaves until 31 December 2023

10. Independent Review Committee nominations

- 10.1 Joanne Goetz, Head, Governance, presented this item (Doc 10) noting that the Governance Committee was being invited to consider reappointments to the Independent Review Committee (IRC) as well as the exceptional extension of the terms of three IRC members to ensure continuity between past and future COVAX reviews.

Decision Six

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

- a) **Approve** the reappointment of the IRC members listed in Annex A to Doc 10 for a further three-year term until March 2025;
- b) **Approve** the exceptional extension of the terms of the IRC members listed in Annex B to Doc 10 for two years until March 2024.

11. Review of decisions

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

12. Any other business

- 12.1 Noting that this would be the last Governance Committee meeting for some Committee members, the Chair expressed her thanks in particular to Beth Arthy, Orin Levine and Joan Valadou for their support and guidance.
- 12.2 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
- Beth Arthy
- Megan Cain
- Maty Dia
- Tamar Gabunia
- Orin Levine
- Joan Valadou
- An Vermeersch

Other Board members attending

- Teresa Ressel (Item 9a)
- John Arne Rottingen

Guests

- James Hargreaves (Item 7)

Regrets

- Omar Abdi
- Faisal Sultan
- Yibing Wu
- Seth Berkley

Secretariat

- Brenda Killen
- Joanne Goetz
- Hope Johnson (Item 7)