

Gavi Alliance Governance Committee Meeting

24 November 2020

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 07.00 Geneva time on 24 November 2020. Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, chaired the meeting.

2. COVAX Facility Governance

- 2.1 The Chair introduced this session noting that it is important for the Governance Committee to have a good understanding of how the COVAX Facility governance structures work, what the added value is, and how they intersect with and draw on Gavi's existing governance bodies.
- 2.2 Brenda Killen, Director, Governance and Secretary to the Board, recalled that at the 29-30 September 2020 meeting of the Board, the Board had approved Interim Terms of Reference (ToRs) for new COVAX Facility governing bodies, with the request that they be reviewed by the Governance Committee to take into account comments from the Board, Shareholders Council and other stakeholders and be brought back to the Board for approval in December 2020.
- 2.3 She shared input with the Committee from the first meetings of the COVAX Shareholders Council and the COVAX AMC Engagement Group which had been convened on 2 November 2020 and 19 November 2020 respectively. A number of comments had been received on their respective draft ToRs. While many of the comments had been taken on board in the meantime, a small number of comments had seemed to indicate a lack of understanding in relation to information to be included in the ToRs and information which is already included in the Terms & Conditions which are part of the bi-lateral legal agreements signed between Gavi and Self-Financing Participants (SFPs). The Secretariat is reaching out to those economies to provide clarifications.
- 2.4 Ms Killen noted that in the spirit of the self-organising principle, Shareholders Council members had been requested to submit names of Co-Chairs, Executive Committee members and Market-Sensitive Decision Committee members to the Secretariat by 20 November 2020. In the meantime, Canada and Colombia have kindly accepted to act as envoys to work with all of the SFPs to bring these matters to a conclusion in a timely manner and it is now hoped that this can be completed before the end of year break.

- 2.5 She informed Committee members that the AMC Engagement Group had been invited to submit comments on their ToRs and their preference regarding the representative model by 26 November 2020, noting in relation to the latter than strong preferences had been expressed during the meeting for Option 1, which includes representatives from each of the AMC92 and AMC donor countries.
- 2.6 Finally, Ms Killen presented a proposed governance risk matrix for consideration by the Committee.

Discussion

- In relation to the envoy role of Canada and Colombia, Megan Cain informed Committee members that the aim is to ensure that there is broad representation on the Executive Committee in terms of regional representation, the economic status of economies and in relation also to the vaccine purchase options which have been exercised by individual economies. She noted that ensuring transparent communication with all participants is essential, in particular considering that there are a number of new stakeholders involved who do not all necessarily have a solid understanding of Gavi and how it works.
- Committee members who had participated in the meetings of the Shareholders Council and AMC Engagement Group commented on the high levels of engagement both in terms of numbers of participants and quality of the discussions. The Secretariat also noted that now that these first meetings have taken place there is also clarity on membership of the different groups and this will facilitate communications between both the members and the Secretariat and between the members themselves.
- Committee members agreed that work needs to be done to improve communications in relation to the COVAX Facility, not only to members of the Governance Committee but also to Board members and their constituencies as there is a lack of understanding in relation to a number of different aspects of the Facility, including governance but also in relation to the technical groups and how they are going to work together. Ensuring clear communications with the implementing countries is also critical. The Secretariat noted that work is being done to put in place dedicated capacity for this.
- In relation to comments from Governance Committee members around lack of clarity in relation to where key decisions will be taken, the Secretariat noted that as the legal entity administering the COVAX Facility, all key decisions will be taken by the Board and the Market-Sensitive Decisions Committee. The role of the new COVAX bodies is primarily to provide a platform to share financial, operational and programmatic information and to discuss strategic questions in relation to vaccines so as to enable SFPs to then take their own individual decisions in relation to the vaccines they choose to procure through the Facility.
- In response to a query from a Committee member, the Secretariat noted that the aim is to have all ToRs finalised so that they can be considered by the Governance Committee at its meeting of 10 December 2020 for subsequent recommendation to the Board for approval at its meeting the following week.

- Some Committee members raised concerns about the antivax movement. The Secretariat noted that there is indeed targeted and intense interest from antivax groups which is being monitored closely and the Secretariat is engaging to ensure that appropriate strategies can be put in place if needed.
- Committee members noted that a proposal had been put forward during the Shareholders Council meeting to establish working groups to look at some of the outstanding matters in more detail e.g. COVAX Exchange. The Secretariat confirmed that work is being done to put together workshops rather than working groups with the aim to have small and agile content-focused groups, as opposed to more formal bodies which would require ToRs etc.
- Committee members shared concerns around lack of clarity and information in particular in relation to the COVAX Exchange, vaccine allocation and how the governance processes fit with the business processes to make everything work. It was reiterated that there is a need to pressure test the processes and systems and to consider a few different, potentially difficult, scenarios that could arise so that appropriate mitigation can already be in place to manage such issues should the need arise.
- The Secretariat indicated that work is ongoing to finalise the mapping of some key COVAX Facility processes to help contribute to a better understanding of all stakeholders going forward. The mapping includes a conceptual overview of the high-level process steps from a country perspective and the journey of a vaccine candidate until such time as it is selected for inclusion in the COVAX Facility vaccine portfolio.
- The Secretariat noted that while it might appear that there has been little progress in certain areas a lot of resources have been put into getting the COVAX Facility up and running, with a lot of capacity being focused, amongst other things, on building risk models with the support of CitiBank, and with the oversight of the Audit and Finance Committee. Work is now pivoting to focus on vaccine delivery and one of the priorities remains finalising deals for vaccine procurement. Progress has also been made in terms of staffing up on some of the critical areas, including through secondments. It was agreed it will be important to ensure that the Board has more visibility on the progress so far, on ongoing work and on priorities going forward.
- In order to ensure that all critical governance risks have been captured, it was agreed that the risk matrix would be shared with the Governance Committee in a format which would enable them to input directly into the document in advance of the next Governance Committee meeting.



3. Any other business

- 3.1 After determining there was no further business, the meeting was brought to a close.

Ms Brenda Killen
Secretary to the Board



Attachment A: Participants

Committee Members

- Sarah Goulding, Chair
- Omar Abdi
- Beth Arthy
- Megan Cain
- Maty Dia
- Tamar Gabunia
- Orin Levine
- Jan Paehler
- Bill Roedy
- Yibing Wu
- Seth Berkley (non-voting)

Secretariat

- Brenda Killen
- Joanne Goetz
- Susan Brown
- Aurelia Nguyen

Regrets

- Roger Connor