

## Gavi Alliance Governance Committee Meeting

29 March 2023

Grand Hotel Suisse Majestic, Montreux, 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 14.05 Montreux time on 29 March 2023. 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 Minutes of the Governance Committee meeting of 9 February 2023 (Doc 01b in the Committee pack) were approved.
- 1.4 The Committee noted its action sheet (Doc 01c), forward workplan (Doc 01d) and the governance risk matrix (Doc 01e).

### Decision One

The Gavi Alliance Governance Committee:

- **Approved** the minutes of its meeting on 9 February 2023.

-----

### 2. CEO Transition

- 2.1 The Chair introduced this item and invited the Secretariat to provide an update on the work that is being done to ensure a successful transition between the current and next CEO.
- 2.2 Hannah Burris, Chief of Staff, provided an overview of the transition process and timeline highlighting that the Secretariat is already engaging regularly with Dr Pate and noting that while Dr Pate will not formally take up the position until 3 August 2023, it is foreseen that he will spend two weeks in Geneva from mid-July 2023 to overlap with Dr Berkley and ensure a smooth handover.

### *Discussion*

- In response to questions from Committee members the Secretariat confirmed that all organisations/constituencies represented on the Board will be included as part of the partner/stakeholder outreach that Dr Pate will be conducting as he transitions into his new role.

- In relation to questions around the pace of recruitments in the Secretariat in the coming weeks, Dr Berkley indicated that he had discussed this with Dr Pate who agrees on the importance of ensuring continuity within the Secretariat and proceeding as planned with recruitment. Dr Berkley has already consulted with Dr Pate in relation to some of the recent recruitments for senior management positions and would continue to do so should any further vacancies arise.
- Committee members noted that Dr Pate is aware that the Deputy CEO position is vacant and he will be taking this into consideration when he joins the Secretariat and has had an opportunity to do his own analysis of the Secretariat leadership structure.
- Committee members noted that Dr Pate will attend the June 2023 Board meeting as an observer. He has himself expressed the wish to hear from the Board, partners, Secretariat and other stakeholders before he shares his own views on the work that is before him as he takes on the CEO role.
- In relation to the Gavi 6.0 strategy process, Dr Berkley noted that while the Board might, during the upcoming retreat, consider some of the questions/areas that need to be looked at in the development of the new strategy, there has been a deliberate choice not to go too deeply into these discussions at this point in time as it would not be appropriate to get ahead of the new CEO in this area.
- Committee members suggested that it might be useful for Dr Pate to be offered the services of an Executive Coach to support the onboarding and transition as he takes on his new role, as in now common practice for CEOs in many organisations.
- The Chair concluded by noting that in light of comments from the Governance Committee at this meeting she would have a further discussion with the Board Chair in relation to how and when the new CEO will engage with the Board and raise the suggestion of ensuring that he has an opportunity to benefit from executive coaching, if he would find this useful.

-----

### **3. Review of Delegation of Authority Policy**

- 3.1 Simon Duffield, Lead, Legal, introduced this item (Doc 03) and requested guidance from the Governance Committee on the proposed changes to the Delegation of Authority Policy.

#### *Discussion*

- Committee members welcomed the review of the Delegation of Authority policy. They noted that the proposed amendments indicate how delegations

are made but lacked clarity on what those delegations are. In that context, they suggested that there should be more granularity and suggested also that the policy might reference some financial thresholds above which decisions should remain with the Board.

- Committee members requested that the Chair of the Audit and Finance Committee should be consulted in relation to the review of this policy before it is brought back to this Committee for consideration. In this context, it was noted that the decision pathway in relation to how unspent monies can be reallocated is not clear, whether funding, once approved by the Board, is earmarked or fungible.
- In response to a query from a Committee member, the Secretariat confirmed that there are delegations within the Programme Funding Policy and that that policy, which is within the remit of the Audit and Finance Committee, is also undergoing review. Colleagues within the Secretariat are working together to ensure that both policies are aligned.
- Committee members agreed that it would be useful if the next draft of the amended policy could provide clarity on delegations in relation to Gavi's resource mobilisation and private sector activities.

-----

#### **4. HR/COO Update**

- 4.1 David Marlow, Chief Operating Officer, provided an update to the Governance Committee on matters relating to i) recruitment; ii) the Secretariat performance management process; iii) new ways of working for the Secretariat leadership (Senior Management Team (SMT) and Gavi Leadership Team (GLT)); iv) the operational excellence workstream and in that context the work being done in relation to holistic workforce planning; v) work being done to invigorate Gavi's culture; vi) ethics advisory work being led by the Audit & Investigations team; and vii) the status of the 2022 rewards review.
- 4.2 The Chair noted that she had met with representatives of the staff affinity groups the previous day and had committed to following up in relation to two specific items, namely a question on how the Board thinks of intersectionality in relation to staff and in relation to observations from the most recent staff pulse survey which indicate a differentiation in reporting between women and men.

#### *Discussion*

- Committee members commended Mr Marlow for the thorough presentation and shared in particular their appreciation for the work being done in relation to operational excellence.

- In relation to staff pulse surveys, one Committee member noted that in her experience it is very important to consider how questions are framed, as the way in which they are framed can sometimes give certain types of responses. It was also noted that such surveys do not always facilitate an articulation of what is behind the responses. It was therefore suggested that there needs to be a qualitative part of such a survey which enables you to dig deeper into the responses to understand what is behind them.
- In response to a number of comments relating to the importance of ensuring psychological safety and a safe workplace for staff, the Secretariat noted that there are a number of related topics which have been challenging and which are being addressed. It was noted that the ethics advisory work which is being carried out is looking at the right model that needs to be in place to address these important issues appropriately and that further information on this will be brought to the Governance Committee at its next meeting.
- Committee Members noted a focus on revamping the onboarding process for staff and encouraged the Secretariat to engage on this with the Alliance partners.
- Committee Members discussed a number of areas relating to staff performance and staff wellbeing. They noted the importance of ensuring that the leadership team is seen to lead by example and is also accountable with respect to both of these important areas. Leaders/managers need to be more proactive in addressing performance issues and this should be done in a constructive and respectful manner. If teams and/or individuals continue to be stretched in terms of workload this needs to be addressed and may not be a resourcing issue but may relate to whether or not people are working smart. There are opportunities to streamline processes and decrease some of the duplicative effort which has already been observed.
- Committee Members noted the importance of ensuring that the resourcing of the Secretariat aligns with the priorities which the Board has defined for the rest of the current strategic period.
- The Chair concluded the discussion noting that she will be pleased to feed back to the affinity groups that the Governance Committee and the Board are fully engaged in relation to the staff welfare and work culture issues raised in their conversation with her.

-----

## **5. Gavi Board Retreat Preparation for Governance Discussion (including Board and Board Committee Evaluation)**

- 5.1 Brenda Killen, Director, Governance and Secretary to the Board, provided a brief introduction to this item (Doc 05) noting that Nestor Advisors Ltd. had been

contracted to support the Board and Board Committee Evaluation exercise and that representatives of the firm had joined this meeting to provide an overview to the Governance Committee of the work they will be conducting.

- 5.2 She noted that during this session Governance Committee Members are being invited to provide guidance on some of the specific governance issues that could be probed during the discussions at the Board Retreat.
- 5.3 She provided an update to the Committee on the benchmarking exercise with comparator organisations that had been carried out in relation to how the dissemination of Board and Committee materials is handled and finally provided an update in relation to the ongoing investigation into the leak of materials that occurred at the end of 2022.
- 5.4 Stilpon Nestor, Nestor Advisors, provided an overview to the Committee of the process and timeline for the Board and Board Committee Evaluation. He noted that he would be present during the second day of the upcoming Board Retreat to present to the Board and to observe the Boards own discussions around Board effectiveness.

#### *Discussion*

- In response to questions from Governance Committee Members around the proposed timeline of the process it was noted that while the firm is generally comfortable with the proposed timeline there would likely be some adjustments made in relation to the delivery of the draft and final reports, in particular to enable the consultants to observe the June 2023 Board meeting before formulating their draft recommendations.
- In response to comments from the Committee, Mr Nestor clarified that it is not within the mandate of this Board evaluation exercise to look at the general constitution of arrangements around Gavi, but specifically at Gavi's own governance – its processes and people. He noted that some of the issues which will be looked at will relate to:
  - The distribution of decision-making authority – what does the Board retain for itself, what does it delegate to the Committees etc.
  - Is the current pattern of Board meetings the right one for the Board to deliver on its responsibilities
  - Are the right processes in place to find the right people
- It was noted that while it is always useful to look at comparator organisations, Gavi does have quite a unique Board structure with a mix of unaffiliated and affiliated Board Members and that it is important to look at and understand how those two parts which comprise the Board can be seen to have slightly different functions.

- One Committee member noted that it could be useful to look at whether the Gavi Board has the right balance between its oversight role and its value add role.
- Committee members welcomed the benchmarking exercise that had been done with comparator organisations in relation to the dissemination of Board and Committee materials. They reiterated how useful it will be for them to have clear guidance on when and how such materials can be disseminated within their constituencies and organisations and noted that a draft document will be shared with them in the coming weeks.
- Committee members also reiterated the importance of ensuring that confidential materials can be kept confidential.

-----

## **6. Unaffiliated Recruitment Subcommittee update**

- 6.1 Teresa Ressel, Unaffiliated Board Member and Chair of the Unaffiliated Board Member Recruitment Subcommittee, provided a brief update to the Committee, noting that a draft Request for Quotations (RfQ) had been shared with the Committee in advance of this meeting. She confirmed that she would be consulting with the Recruitment Subcommittee in relation to the firms to whom this RfQ would be sent in light of guidance received on the skill sets that should be looked at for the next round of recruitment.
- 6.2 She noted that in light of some of the other higher priority workstreams that are currently within the remit of the Governance Committee, such as the Board and Committee Evaluation and the review of the Delegation of Authority Policy, she will continue to work with the Secretariat and the Subcommittee on advancing the recruitment process but will not be seeking to have a final candidate in place in time for appointment at the Board meeting in June 2023.

-----

## **7. Review of Board Travel Policy**

- 7.1 Joanne Goetz, Head, Governance, referencing the preliminary discussion on this topic at the Governance Committee meeting in December 2022, presented proposed amendments to the Board Travel Policy to the Committee for consideration (Doc 07).

### *Discussion*

- Governance Committee members endorsed most of the proposed amendments noting that a final set of amendments will be presented to them at their next meeting to be recommended to the Board for approval.

- It was suggested that the requirement to produce a valid medical certificate for travellers with disability or accessibility needs be removed.
- Some rewording of the provision relating to Board Chair and Board Vice Chair travel was also suggested.
- In the context of this discussion, a number of Committee members noted that it would be useful for Gavi to give some thought as to how the organisation can work going forward to reduce its carbon footprint.

-----

**8. Any other business**

- 8.1 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
- Takeshi Akahori
- Joan Benson
- Jérémie Forrat-Jaime
- Tamar Gabunia\* (Agenda Item 4)
- Aamer Ikram
- Violaine Mitchell
- Kate O'Brien
- John Arne Rottingen
- Teresa Ressel
- Deena Shiff
- Rafael Vilasanjuan
- Seth Berkley

### **Secretariat**

- Hannah Burris\* (Agenda Item 2)
- Simon Duffield\* (Agenda Item 3)
- Joanne Goetz
- Brenda Killen
- Jelena Madir\* (Agenda Item 3)
- David Marlow
- Marie Rochat\* (Agenda Items 1-3, 5-8)

### **Other Board Members attending**

- Mphu Ramatlapeng

### **Observers/Guests**

- Julian Green\*, Nestor Advisors (Agenda Item 5)
- Angelina Magal\*, Nestor Advisors (Agenda Item 5)
- Stilpon Nestor\*, Nestor Advisors (Agenda Item 5)
- Lourenço Villa-Lobos\*, Nestor Advisors (Agenda Item 5)

\* Attended virtually