

Gavi Alliance Governance Committee Meeting

30 September 2021

Virtual

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.06 Geneva time on 30 September 2021. Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, chaired the meeting except for Agenda Item 2 where she was recused.
- 1.2 She welcomed two new members, Faisal Sultan and An Vermeersch, as well as Teresa Ressel, attending in her capacity as Chair of the Unaffiliated Board Member Recruitment Subcommittee.
- 1.3 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 1.4 The Committee noted the minutes of its meeting of 12 May 2021 (Doc 01b) and 17 and 22 June 2021 (Doc 01c) which had been approved by no objection on 5 July 2021 and 27 August 2021 respectively.
- 1.5 The Committee noted its action sheet (Doc 01d), forward workplan (Doc 01e) and the governance risk matrix (Doc 01f).

Discussion

- In relation to the risk matrix, Committee members highlighted the importance of maintaining the right balance between Gavi 5.0 and COVAX and ensuring proper oversight and due diligence in particular in light of the resources being committed to the COVAX Facility.
- Committee members noted that it is clear from the recent Board meeting that Board Members are still at different levels of understanding in relation to COVAX and that it will be important to ensure that there is a common level of understanding on process and that Board Members understand when and how best they can and should engage. The CEO, noting that this is a record year for governance meetings, indicated that he would welcome further suggestions on how to get people up to a better level of understanding. He also noted in this context that the priority for the last quarter of the year will be on delivering vaccines.
- One Committee member noted that quite a few constituencies still came to the most recent Board meeting with long prepared statements. Another Committee member noted that some critical information has been shared at the meeting and suggested that had such information been shared in a paper constituencies would

have had the opportunity to submit their comments in advance through BoardEffect.

- The Chair agreed that it would be useful to find a way to better ensure the understanding of Board Members without adding further burden to the Secretariat.

2. Vice Chair nomination process

- 2.1 Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, did not join the meeting for this session.
- 2.2 Brenda Killen, Director, Governance and Secretary to the Board, presented this item (Doc 02) noting that the Board Chair had requested that she present to the Governance Committee on his behalf.
- 2.3 She noted that no further expressions of interest in the Board Vice Chair role had been received by the 15 September 2021 deadline and that Sarah Goulding was therefore the only candidate for the role. In this context, it was being proposed that it would not be necessary to appoint a Subcommittee to manage the process further and that the Governance Committee, at its next meeting, could formally recommend the reappointment of Ms Goulding to the Board

Discussion

- Following a suggestion from a Governance Committee Member, it was agreed that the Committee would make the recommendation already at this meeting.

Decision One

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

- a) **Reappoint** Sarah Goulding as Board member representing Australia on the donor constituency anchored by the United States, effective 1 January 2022 and until 31 December 2023; and
- b) **Reappoint** Sarah Goulding as Vice Chair of the Board with individual signatory authority, effective 1 January 2022 and until 31 December 2023

3. Board and Committee Evaluation

- 3.1 Brenda Killen, Director, Governance and Secretary to the Board, provided a brief introduction to this item (Doc 03) recalling the agreement of the Governance Committee to implement an internally facilitated small-scale survey on the virtual operations of the Board and Board committees, and invited Committee members to provide guidance on the proposed survey.

Discussion

- Committee members agreed that the survey should not be too long but did suggest that it would be useful to include some questions around transparency and inclusiveness.
- It was also agreed that this could be an opportunity to ask for views on when it might again be feasible to consider in-person Board and Committee meetings.
- It was suggested, and agreed, that independently of this survey, it would be useful to think more about new/other tools which could be used to increase engagement with Board and Committee Members in a virtual world, and in particular with those who might not have been able to engage sufficiently thus far.

4. COVAX Facility Governance

- 4.1 Brenda Killen, Director, Governance and Secretary to the Board, introduced this item (Doc 04) noting that during the ongoing consultations relating to the new participation model for Self-Financing Participants it is becoming clear that there is no desire for changes to be made to the COVAX governance model.
- 4.2 It is likely that it will be necessary to propose some minor modifications to the Terms of Reference of the Shareholders Council to reflect the new participation model and to guarantee inclusivity.

Discussion

- Committee Members agreed that while the governance model could be seen to be somewhat cumbersome, it is working.
- In the ensuing discussion, Committee Members agreed that some of the areas that need to be addressed are not around the governance model itself. The AMC Engagement Group and Shareholders Council meetings thus far have not generated as much communication and exchange between countries within their meetings as one might expect in such fora. The Secretariat has also organised a lot of workshops and briefing meetings so it will be important to find the right balance, and clear differentiation, between these and the more formal meetings going forward.
- The important role that Co-Chairs can play in shaping the agenda for the meetings and ensuring their members are fully engaged during the meetings was highlighted.

5. Board and Committee Nominations

5a *Unaffiliated Board member recruitment update*

- 5a.1 Teresa Ressel, Unaffiliated Board Member and Chair of the Unaffiliated Board Member Recruitment Subcommittee provided an update to the Committee on the ongoing recruitment process.
- 5a.2 She noted that the Subcommittee, supported by Russell Reynolds Associates, is currently looking to recruit two Unaffiliated Board Members to fill the seats which will be vacated by David Sidwell at the end of 2021 and Helen Rees at the end of June 2022.
- 5a.3 The Subcommittee has agreed on a “public health” profile and a “technology” profile against which candidates should be vetted, and they will be considering all candidates in terms of competency, capacity, conflicts and collegiality. Gender and geographical diversity will remain important considerations throughout the process.

Discussion

- In response to a question from a Committee Member, it was noted that these positions are not openly advertised but that Board Members are welcome to share names with the Secretariat so that they can be included in the pipeline by Russell Reynolds.
- The Chair, noting that Omar Abdi had stepped down from the Subcommittee, asked Governance Committee Members if any of them might be willing to join the Subcommittee in his place. As no volunteers were forthcoming it was agreed that the Chair could finalise the composition of the Subcommittee to ensure appropriate Governance Committee representation.

Decision Two

The Gavi Alliance Governance Committee with reference to the existing Terms of Reference of the Subcommittee for the Recruitment of Unaffiliated Board Members attached as Annex A to Doc 02a to the 11 February 2021 Governance Committee meeting:

Agreed that the Governance Committee Chair could finalise the composition of the Subcommittee on its behalf.

5b *Board Committee leadership*

- 5b.1 Joanne Goetz, Head, Governance, presented this item. She noted that the Audit and Finance Committee and Investment Committee Charters prescribe that the Committee Chairs shall be Unaffiliated Board Members and that the Programme and Policy Committee Charter prescribes that the Chair “shall be selected from

among the Board and Committee Members appointed to the Committee but shall not be the Board Chair”.

- 5b.2 She noted that as Helen Rees will come to the end of her term on the Board and as PPC Chair in June 2022, it would, in line with normal process, be appropriate to invite expressions of interest from the Board for the PPC Chair role.
- 5b.3 She invited Committee members to provide guidance in relation to when this expression of interest might be issued, noting that the ongoing recruitment process for Unaffiliated Board Members might be an opportunity identify potential suitable candidates should the need arise.

Discussion

- Governance Committee Members felt that it would be somewhat premature to issue a call for expression of interest at this stage and agreed that it would be more appropriate to do so in early 2022.

5c Board and Committee member nominations

- 5c.1 Joanne Goetz, Head, Governance, presented this item (Doc 05c), noting that process for the biennial refresh of Board Committees had been initiated on 13 July 2021 and that while most nominations had been submitted some were still pending.
- 5c.2 She presented information in relation to the nominations received to date, including nominations which the Committee was already being asked to consider at this meeting for recommendation to the Board for approval.

Discussion

- In response to questions from a Committee Member, the Secretariat noted that the composition of the Market-Sensitive Decisions Committee, Governance Committee and Programme and Policy Committee are prescribed in the relevant Committee Charters and that in line with the Board and Board Committee Operating Procedures an organisation/constituency cannot be a member of more than three Board Committees, not including membership of the Market-Sensitive Decisions Committee.

Decision Three

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

- a) **Appoint** the following Board Member:
- **Violaine Mitchell** as Board Member representing the Bill & Melinda Gates Foundation in the seat currently held by Orin Levine effective 1 December 2021 and until her successor is appointed

- b) **Appoint** the following Alternate Board Member:
- **Alaa Murabit** as Alternate Board Member representing the Bill Melinda Gates Foundation in the seat currently held by Violaine Mitchell effective 1 December 2021 and until her successor is appointed
- c) **Appoint** the following to the Market-Sensitive Decisions Committee effective 1 December 2021:
- **Violaine Mitchell** (Board Member) until 31 December 2021
- d) **Appoint** the following to the Governance Committee effective 1 December 2021:
- **Violaine Mitchell** (Board Member) until 31 December 2021
- e) **Appoint** the following to the Programme and Policy Committee effective immediately:
- **Vikas Sheel** (Committee Delegate) until 31 December 2021
- f) **Appoint** the following to the Programme and Policy Committee effective 1 December 2021:
- **Sue Graves** (Committee Delegate) until 31 December 2021

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.

6. Conflicts of Interest Policy for Governance Bodies

- 6.1 Brenda Killen, Director, Governance and Secretary to the Board, introduced this item noting that recent feedback, in particular from the April 2021 and May 2021 PPC meetings, indicate that the policy and associated processes to ensure its implementation are not always clearly understood by Board and Committee Members.
- 6.2 She indicated that a more comprehensive report on the implementation of the policy would be presented to the Committee at its next meeting where further guidance would be sought on how to ensure that the policy and its implementation are seen as an important tool to ensure transparency and compliance across the Alliance.

Discussion

- Governance Committee members agreed that it is important to have a clear policy in place as this is an area which can be quite sensitive.
- One Committee member noted that there may be Board members who understand the policy but disagree with the way in which it is being implemented when it comes to how recusals are determined.

- In the context of this discussion, some Committee members noted that it would be useful to clarify how the independence of Unaffiliated Board members is determined in particular when a candidate has a clear direct affiliation to a country which is represented on the Board through an affiliated constituency.
- The Chair concluded the discussion by reiterating the importance of understanding how matters falling within the remit of the policy are assessed and ensuring that conflicts are managed effectively so that they do not jeopardise the operations or the reputation of Gavi. Conflicts are inherent in an organisation like Gavi and it is important to ensure that they are declared and then managed appropriately.

7. Review of decisions

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

8. Any other business

- 8.1 Committee members expressed an interest in receiving a copy of the job description for the Chief Operating Officer role that was to be advertised so that they could also share within their networks.
- 8.2 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 (Items 1, 3-8)
- Omar Abdi (Items 1,2, 4, 5a)
- Beth Arthy
- Megan Cain
- Maty Dia
- Tamar Gabunia (Items 5-8)
- Orin Levine
- Faisal Sultan
- Joan Valadou
- An Vermeersch
- Yibing Wu
- Seth Berkley (non-voting) (Items 1,2, 4, 5a)

Secretariat

- Brenda Killen
- Joanne Goetz

Other Board members attending

- Teresa Ressel (Item 5a)