

Gavi Alliance Governance Committee Meeting

5 April 2022

Hotel Ermitage, Evian-Les-Bains, France

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 Evian-les-Bains time on 5 April 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). Teresa Ressel noted that she had shared additional information with the Secretariat in relation to her declaration and that this would be reflected in the documents shared with the Committee going forward.
- 1.3 The Committee noted its action sheet (Doc 01b), the forward workplan (Doc 01c) and the governance risk matrix (Doc 01d).

2. Update on CEO Recruitment Process

- 2.1 Brenda Killen, Director, Governance and Secretary to the Board, provided an update to the Committee on the CEO recruitment process, noting that the process was progressing in line with the agreed timeline.
- 2.2 She noted that the procurement process related to the selection of an executive search firm to support the recruitment process was nearing an end, and that the CEO Recruitment Search Committee would meet later that week to take a final decision on the firm to be chosen.
- 2.3 The Board Chair informed Committee members that he had spoken with the proposed project lead from the preferred firm earlier that day and that he was reassured that they were competent to fulfil the requirements and that they were also very cognisant of the importance of looking at a diverse range of potential candidates.

Discussion

- Governance Committee members who are members of the Search Committee commended the Secretariat on how well the process has been managed to date.
- Governance Committee members reiterated the importance of ensuring a diverse pool of candidates for the role and in particular candidates from the global south.

- The Committee noted that going forward it would be useful for them to have more detailed information in relation to the different strategies that the firm will be using to source candidates, to ensure diversity.

3. Unaffiliated Board member recruitment update

- 3.1 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 two candidates had been identified for interview to fill the seat which would become vacant at the end of June 2022.

4. Board Committee Leadership

- 4.1 Joanne Goetz, Head, Governance, introduced this item (Doc 04) noting that the Board Chair, in February 2022, had written to the Board to invite expressions of interest in the position of Chair of the Programme and Policy Committee (PPC) to replace Helen Rees when she comes to the end of her second term on the Board at the end of June 2022.
- 4.2 She informed Committee members that one candidate, Anne Schuchat, had put herself forward for the position and invited the Committee members to consider whether it wished to proceed to recommend Dr Schuchat for the role without any further steps, or whether there were any additional steps to be considered.

Discussion

- Committee members indicated their unanimous support for the candidacy of Anne Schuchat to succeed Helen Rees as Chair of the PPC from 1 July 2022.
- The Committee, while recognising that the PPC Chair role requires an intense time commitment, with the PPC Chair also holding a seat on the Market-Sensitive Decisions Committee and the All-Chairs Group, felt that it could be useful for the Committee, in due course, to analyse and understand better why this Board Committee leadership role does not attract more interest from Board Members.
- In relation to Board Committee leadership overall, the Committee noted that it would be appropriate to be more proactive in seeking candidates from the global south to fill some of these roles and it was agreed that this is an area which should be monitored by the Governance Committee going forward.

Decision One

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

Appoint Anne Schuchat as Chair of the Programme and Policy Committee effective 1 July 2022 and until 31 December 2023.

5. Amendments to MSDC Charter

5.1 Joanne Goetz, Head, Governance, introduced this item (Doc 05), noting that the Governance Committee had had a preliminary discussion on and endorsed the proposed amendments to the Market-Sensitive Decisions Committee (MSDC) Charter at its meeting on 9 February 2022. The proposed amendments served to ensure that the work of the MSDC is not disrupted following the substantial reduction in the number of Self-Financing Participants (SFP) who have signed COVAX SFP 2.0 Framework Agreements.

Decision Two

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

Approve the amendments to the Gavi Alliance Market-Sensitive Decisions Committee Charter as set out in Annex A to Doc 05.

6. IRC Evaluation

6.1 Joanne Goetz, Head, Governance, presented this item (Doc 06) to the Committee. She noted that Secretariat is currently drafting a Request for Proposals (RFP) to identify an external independent consultant to carry out an evaluation of the Independent Review Committee. The results of the evaluation would be reported to the PPC and should there be any governance-related matters arising these would be brought to the Governance Committee for consideration in due course.

Discussion

- Committee members welcomed the information on the planned evaluation and requested that the RFP be shared with the Programme and Policy Committee and the Evaluation Advisory Committee for input before publication.

7. Gavi Board Retreat Preparation for Governance Discussion

- 7.1 The Chair introduced this item, inviting Governance Committee members to share their thoughts and expectations in relation to the governance session planned for the second day of the Board Retreat and to highlight some of the key areas they would like to see discussed.

Discussion

- Committee members noted some of the areas they felt would be useful to discuss as follows:
 - How can the Board shape and support effective governance? Is our governance fit for purpose? Can we strengthen it without making it more complex? Can we be resilient and nimble at the same time to adapt to future challenges?
 - COVAX governance
 - What do we consider as the success factors for Gavi 5.0?
 - How do we restart critical routine immunisation services and learn from the COVID-19 pandemic to integrate more with primary healthcare and ensure resilient health systems?
 - How to amplify the voice of implementing countries and ensure that they are really in the driving seat/influence, including leveraging some of the successful ways of working virtually that we have used during the COVID-19 pandemic
 - How to prioritise discussions at meetings over the reading of prepared statements
 - How to ensure a smooth leadership transition during 2023

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
- Megan Cain
- Gabriella Fésüs
- Tamar Gabunia*
- Zsuzsanna Jakab
- Violaine Mitchell
- John Arne Rottingen* (Items 1-4)
- Teresa Ressel
- Faisal Sultan*
- An Vermeersch
- Rafael Vilasanjuan
- Yibing Wu*
- Seth Berkley

Secretariat

- Joanne Goetz
- Brenda Killen

Other Board members attending

- José Manuel Barroso

** Attended virtually*