

Gavi Alliance Governance Committee Meeting

5 December 2022

Hilton Geneva Hotel and Conference Centre, Geneva, 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 15.34 Geneva time on 5 December 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).
- 1.3 The minutes of the Governance Committee meeting of 13 October 2022 were tabled to the Committee for information (Doc 01b in the Committee pack).
- 1.4 The Committee noted its action sheet (Doc 01c), forward workplan (Doc 01d) and the governance risk matrix (Doc 01e) and noted that a discussion relating to a substantial revision of the latter will be on the agenda for the February 2023 Governance Committee meeting.

2. Board Chair Reappointment

- 2.1 The Chair introduced this item noting that, as had been discussed at the October 2022 Governance Committee meeting, she had sought guidance from a broad cross section of Board Members on the performance of the Board Chair with a view to considering his reappointment for a further term of three years. She expressed her appreciation for the guidance provided throughout this process.
- 2.2 She confirmed that she had received universal support for Prof. Barroso's reappointment and was therefore recommending to the Governance Committee that it recommend his reappointment as Gavi Board Chair for three years to end 2025.

Discussion

- Governance Committee members commended the Vice Chair for the open and collaborative way in which she had led the process.
- In response to a question from a Governance Committee member, the Chair confirmed that in advance of consulting with Board Members on a possible

reappointment, the Board Chair had confirmed to her his willingness to continue in the role, should the Board wish him to do so.

Decision One

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

- a) **Reappoint** José Manuel Barroso as an Unaffiliated Board member through to 31 December 2025; and
- b) **Reappoint** José Manuel Barroso as Board Chair, with individual signatory authority on behalf of the Gavi Alliance, for a second term through to 31 December 2025.

3. Update on CEO recruitment Process

- 3.1 Jill Bausch and Seamus McGardle, SRI, provided an update on the recruitment process including statistics related to the search, the main reasons for candidates not applying and/or proceeding, the key milestones over the next period and the remaining project timeline.
- 3.2 They noted that the Search Committee would meet on 6 December 2022 to consider which of the final six candidates would be shortlisted for interview. The interviews will take place during the second half of January 2023 and the Search Committee would aim to finalise a recommendation for the Governance Committee and Board by end March 2023.

Discussion

- In response to questions from the Governance Committee, SRI confirmed that they are confident that there are strong candidates who can fulfil the role of Gavi CEO. They also confirmed that candidates have been informed as to the range of the compensation and benefits package and have agreed in writing that they would accept terms within that range.
- Governance Committee members noted that the Search Committee has not had any contact with candidates to date. They noted that the remaining candidates comprise a breadth of experience and backgrounds and that this will enable the Search Committee to be able to compare the different attributes and evaluate who is the best candidate for Gavi going forward. They also noted that the remaining six candidates represent both genders, and come from diverse geographical backgrounds, both north and south.

- In response to a question from a Committee member, SRI confirmed that all candidates who were no longer being considered for the role had already been informed.
- The Chair indicated that she hoped that the Board would provide information on the types of questions that they wished candidates to be asked, or issues to be explored. Noting the importance of hearing the candidates' own priorities, it was proposed that the interview process identify the candidates' and aspirations for the role. It was also agreed that strategic leadership skills will be very important, as well as ensuring candidates have a sound understanding of the global health architecture and risk analysis and risk management experience.
- Search Committee members present at the meeting emphasised the rigour of the process and confirmed that the framing provided by the Board earlier in the year had been extremely useful in guiding their work.
- The Chair concluded the discussion by highlighting the importance of ensuring the strictest confidentiality of the search process and that this message would also be conveyed to the Board

4. Annual HR Report

- 4.1 David Marlow, Chief Operating Officer and Catherine Pawlow, Director, Human Resources, presented the annual human resources (HR) report to the Governance Committee.
- 4.2 They provided an update on the organisational structure, information on the total Gavi and COVAX workforce in terms of numbers of staff, consultants and interns, the breakdown in terms of gender and geographical diversity and information relating to staff turnover.
- 4.3 They noted progress and achievements to date and outlined some of the challenges and priorities for the coming year.

Discussion

- Governance Committee members commended the Secretariat for the well-structured, transparent presentation and welcomed the focus on values and the idea of values driving culture.
- In relation to staff turnover, it was suggested that it could be useful to understand if this is more prevalent in certain areas within the Secretariat. The Secretariat noted, in response to a related question, that leave of absence and sick leave is tracked and actions taken as appropriate.

- It was also suggested that it could be useful to understand where the surge capacity has been needed most. In relation to the latter, the Secretariat clarified that the majority of consultants are housed within the Finance & Operations, Technology and Country Programmes functions.
- Governance Committee members agreed that as part of the onboarding of new staff within the Secretariat it could be useful to include an orientation module with the Alliance and Alliance partners. It was noted that it will be important to connect the dots between the Secretariat and partners and to ensure that there is clear understanding of the different roles and responsibilities. The importance of strengthening relationships across the Alliance was highlighted.
- Committee members were pleased to see that a strategic workforce planning exercise has been identified as a priority for 2023. This will take into account the integration of COVAX into Gavi core business and pending further Board decisions, Gavi's role in a COVID-19 vaccine programme, in pandemic preparedness and response etc. as appropriate. There will be a focus on the work that really needs to be done, what is driving it and on employee safety and wellness. There will also be an analysis of business processes and where they might be simplified, without compromising good business controls.

5. COVAX Facility Governance

- 5.1 Brenda Killen, Director, Governance and Secretary to the Board, introduced this item (Doc 05) noting a number of recommendations that the Governance Committee was being asked to consider related to COVAX governance bodies.

Discussion

- The Chair noted that she had chaired the final meeting of the Shareholders Council and had attended the most recent meeting of the COVAX AMC Engagement Group as an observer. She confirmed that both groups were comfortable with the proposals put to the Governance Committee for consideration at this meeting.
- It was agreed that a letter should be sent to each of the Council Co-Chairs thanking them for their commitment to COVAX since 2020.

Decision Two

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

- a) **Dissolve** the COVAX Shareholders Council with effect on 31 December 2022;
- b) **Dissolve** the COVAX Consensus Group with effect on 31 December 2022;
- c) **Approve** the amendments to the Terms of Reference of the COVAX AMC Engagement Group as set out in Annex A to Doc 05;
- d) **Approve** the amendments to the Market-Sensitive Decisions Committee Charter as set out in Annex D to Doc 05; and
- e) **Extend** the term of the COVID-19 Vaccination Delivery Support Temporary Steering Committee to 30 April 2023.

6. Board and Committee Nominations

6a Unaffiliated Recruitment Subcommittee update

6a.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 (Doc 06a).

6a.2 She noted that for future recruitments it could be useful to have a better understanding from the current Unaffiliated Board Members of their time commitment to Gavi and suggested that the onboarding of new members should include a requirement for them to meet early on with a number of key persons from within the Secretariat to gain a good understanding of the different areas of business of the Alliance.

Discussion

- Governance Committee members commended Ms Ressel for her leadership in driving the recruitment process and highlighted the important role that Unaffiliated Board Members play on the Board

Decision Three

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

Appoint Mphu Ramatlapeng as an Unaffiliated Board Member in the seat currently held by Margaret (Peggy) Hamburg effective 1 January 2023 and until 31 December 2025.

6b Board and Committee nominations

- 6b.1 Joanne Goetz, Head, Governance presented this item (Doc 06b) which invited the Governance Committee to consider a number of nominations to the Board and its Committees, including the appointment of a new Investment Committee Chair.
- 6b.2 She noted that if the appointments were to be approved, the Audit and Finance Committee and the Programme and Policy Committee would no longer be compliant with their Charters, as they would no longer comprise a majority of Board Members and Alternate Board Members. She proposed that this be discussed in more detail at the February 2023 Governance Committee meeting in the context of the update of the governance risk matrix.

Decision Four

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

a) **Appoint** the following Board Members:

- **Gabriella Fésüs** as Board Member representing the European Commission on the donor constituency cluster anchored by Germany in the seat currently held by Bernhard Braune of Germany, effective 1 January 2023 and until 31 December 2023.
- **Saad Omer** as Board Member representing the research & technical health institutes constituency in the seat currently held by Marta Nunes, effective 1 January 2023 and until 31 December 2023.
- **Andrew (Drew) Otoo** as Board Member representing the vaccine industry industrialised countries in the seat currently held by Roger Connor, effective 1 January 2023 and until 31 December 2025.

b) **Reappoint** the following Board Members:

- **John Arne Røttingen** as Board Member representing Norway on the donor constituency cluster anchored by Norway, effective 1 January 2023 and until 31 December 2023.

c) **Appoint** the following Alternate Board Members:

- **Jérémie Forrat-Jaime** as Alternate Board Member to Gabriella Fésüs representing France on the donor constituency cluster anchored by Germany in the seat currently held by Gabriella Fésüs of the European Commission, effective 1 January 2023 and until 31 December 2023.
- **Rhoda Wanyenze** as Alternate Board Member to Saad Omer representing the research & technical health institutes constituency in the seat currently held by Saad Omer, effective 1 January 2023 and until 31 December 2025.
- **Joan Benson** as Alternate Board Member to Drew Otoo representing the vaccine industry industrialised countries constituency in the seat currently held by An Vermeersch, effective 1 January 2023 and until 31 December 2025.

d) **Reappoint** the following Alternate Board Members:

- **Francesca Manno** as Alternate Board member to Takeshi Akahori representing Italy on the donor constituency cluster anchored by Japan, effective 1 January 2023 and until 31 December 2023.
- **Joris Jurriëns** as Alternate Board member to John Arne Røttingen representing the Netherlands on the donor constituency cluster anchored by Norway, effective 1 January 2023 and until 31 December 2023.

e) **Appoint** Yibing Wu as Chair of the Investment Committee effective 1 January 2023 and until 31 December 2023

f) **Reappoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2023:

- **José Manuel Barroso** (Board Chair) until 31 December 2023
- **Gabriella Fésüs** (Board Member) until 31 December 2023

g) **Appoint** the following to the Governance Committee effective 1 January 2023:

- **Deena Shiff** (Board Member) until 31 December 2023
- **Joan Benson** (Alternate Board Member) until 31 July 2023
- **Jérémie Forrat-Jaime** (Alternate Board Member) until 31 December 2023

- h) **Reappoint** the following to the Governance Committee effective 1 January 2023:
- **John-Arne Røttingen** (Board Member) until 31 December 2023
- i) **Reappoint** the following to the Audit and Finance Committee effective 1 January 2023:
- **Joshua Tabah** (Alternate Board Member) until 31 December 2023
- j) **Appoint** the following to the Programme and Policy Committee effective 1 January 2023:
- **Beth Arthy** (Board Member) until 31 December 2023
 - **Adrien de Chaisemartin** (Committee Delegate) until 31 December 2023
 - **Hanna Nohynek** (Independent Expert) until 31 December 2023
- k) **Reappoint** the following to the Programme and Policy Committee effective 1 January 2023:
- **Bernhard Braune** (Committee Delegate) until 31 December 2023

6c *Independent Review Committee appointments*

- 6c.1 Joanne Goetz, Head, Governance presented this item (Doc 06c) which invited the Governance Committee to consider recommendations for membership of the Independent Review Committee (IRC).

Decision Five

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

Appoint as new IRC members the individuals listed in Annex A to Doc 06c, effective immediately and until 31 March 2026¹.

7. Report on implementation of Gavi Policies

- 7.1 Joanne Goetz, Head, Governance presented this item (Doc 07) which comprised of the annual report to the Governance Committee on

¹ Date of 31 March 2025 corrected after the meeting and Governance Committee duly informed, with the agreement of the Chair, before submission to Board for approval

implementation of the Board Travel Policy and the Conflicts of Interest Policies for Governance Bodies and for the Secretariat.

- 7.2 Brenda Killen, Director, Governance and Secretary to the Board, provided information in relation to some exceptions to the Travel Policy that she had granted in relation to Board Chair travel.
- 7.3 In relation to the Conflicts of Interest Policies she noted that there are robust processes in place to manage declarations of interest and conflicts and that there seems to be a better overall understanding of the process. She noted that during 2022, three specific issues had to be managed in relation to Board/Committee members, one of which is ongoing. She also noted that there has been an increase in the number of declarations that have to be managed within the Secretariat in relation to consultants contracted for COVAX/Gavi core working on COVID-19 vaccines, up to 4 of which needed to be managed due to potential conflicts with vaccine manufactures or alliance partners.

Discussion

- Governance Committee members considered a proposal to amend the Board Travel Policy to allow for business class air travel for the Board Chair and the Board Vice Chair independently of journey time. It was suggested that it could be specified that this was allowed as long as the total additional annual cost did not exceed a certain amount. Governance Committee members agreed that pending the formal change to the policy, this provision could already be implemented.
- It was also agreed that amendments to align with recent amendments to the IFFIm Board Travel Policy could also be considered when the policy is brought to them for review in early 2023.

8. Review of Decisions

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

9. Any other business

- 9.1 Governance Committee members noted that in addition to issues raised during discussions at this meeting, other issues on which they would like to see further discussion at their next meeting should include observer attendance at Board and Committee meetings, the proposed process and timeline for the next Board and Committee Self-Evaluation and an overview of the delegations of authority to the CEO.

- 9.2 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
- Takeshi Akahori
- Gabriella Fésüs*
- Tamar Gabunia* (Agenda Items 1-6c)
- Violaine Mitchell
- John Arne Rottingen (Agenda Items 1-6c)
- Teresa Ressel
- An Vermeersch* (Agenda Items 3-9)
- Rafael Vilasanjuan
- Yibing Wu*
- Seth Berkley (Agenda Items 1-2, 4-6c)

Secretariat

- Joanne Goetz
- Brenda Killen
- David Marlow (Agenda Item 4)
- Catherine Pawlow (Agenda Item 4)
- Marie Rochat (Agenda Items 1-2, 5-9)

Regrets

- Amer Ikram
- Zsuzsanna Jakab

Other Board members attending

- Kate O'Brien (Agenda Items 1-6a)*
- Deena Shiff

Observers/Guests

- Jill Bausch, SRI Executive (Agenda Item 3)
- Seamus McGardle, SRI Executive (Agenda Item 3)
- Lea Vercoustre, SRI Executive (Agenda Item 3)
- Beth Arthy, CEO Search Committee (Agenda Item 3)
- David Sidwell, CEO Search Committee (Agenda Item 3)
- Clarissa Naprawski, DFAT, Australia

**Attended virtually*