

Gavi Alliance Governance Committee Meeting

9 February 2022

Virtual

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 13.32 Geneva time on 9 February 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 Committee noted the minutes of its meeting of 23 November 2021 (Doc 01b) which had been approved by no objection on 20 January 2022.
- 1.4 The Committee noted its action sheet (Doc 01c), the governance risk matrix (Doc 01d) and the forward workplan (Doc 01e).

Discussion

- In relation to the proposal to change the risk level of the *Unequal representation of stakeholders in governance undermines trust in Gavi or results in bias* from medium to low, one Governance Committee commented, and other Committee Members agreed, that it might be more appropriate to maintain this as a medium risk, noting that the composition of the new temporary Steering Committee of the Board could be better in terms of gender parity and diversity.
- In relation to the pending action from the November meeting at which the Committee requested additional information in relation to the HR Annual Report, the Secretariat presented the additional information which had been presented to the Board in closed session in December 2021. Committee Members confirmed that they were satisfied that this action had been fully addressed.

2. Update on CEO Recruitment Process/Leadership Transition Timelines

- 2.1 Joanne Goetz, Head, Governance, provided a brief introduction to this item (Doc 02), noting that the CEO Recruitment Search Committee had convened to review the Request for Proposals (RFP) to seek an independent professional consultant with expertise in executive recruitment to assist in the process as well as the list of executive search firms with whom the RFP would be shared. She noted that the RFP had subsequently been sent out with a deadline for the submission of bids at 28 February 2022.

- 2.2 Ms Goetz noted that an updated leadership transition timeline had been included in the meeting pack, as per the request of the Committee at its November 2021 meeting.

Discussion

- Committee Members who are also members of the CEO Recruitment Search Committee noted that the first meeting had been well prepared and was clear, focused and well conducted.
- Committee Members noted the importance of this recruitment process and in particular the importance of considering it in the light of a number of related risks that will need to be managed appropriately, including, but not limited to, ensuring a transparent process whilst maintaining integrity and confidentiality.
- It was noted that Gavi will be recruiting a new CEO for the Gavi of the future and that it will be important to remain mindful of this throughout the process.
- Committee Members highlighted the importance of ensuring that the Board and other key stakeholders are engaged in the process at an appropriate level.
- In relation to leadership transition, Committee Members noted that it will be essential to ensure that there is stability during the transition, noting also that there will be numerous leadership role transitions towards the end of 2023. It was suggested that this should be considered further at a future meeting of the Committee.
- In response to a question from a Committee member, the Secretariat confirmed that bidders will be expected to demonstrate their expertise and capability to access and present a broad pool of candidates from all parts of the world.

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 the process is still in the early stages.
- 3.2 She provided an outline of the search strategy which is being followed and noted that there is already a longlist being considered of a relatively diverse group of candidates.

4. COVAX Facility Governance

- 4.1 Joanne Goetz, Head, Governance, introduced this item (Doc 04) providing an update to the Committee on the outcome of the surveys recently carried out by the COVAX Facility Shareholders Council and AMC Engagement Group, at the

request of the respective Co-Chairs. The very limited response rates to both surveys meant that they could not be considered as representative of the views of either group.

- 4.2 She also noted that the COVID-19 Vaccination Delivery Support Temporary Steering Committee had convened for its first meeting on 2 February 2022, during which Committee Members had received updates on the *COVID-19 Vaccine Delivery Partnership* and on *COVID-19 Delivery Support Financing and Implementation*.
- 4.3 Finally, Ms Goetz requested guidance from the Governance Committee in relation to proposed amendments to the Market-Sensitive Decisions Committee (MSDC) Charter and the proposed process and timeline for implementation.

Discussion

- Committee Members who are also members of the temporary Steering Committee noted that the first meeting had been extremely useful and will enable the work around COVID-19 vaccination delivery to move forward in a coherent manner. The meeting had provided clarity on the challenges which need to be overcome in the coming months. Committee Members had been updated on the countries which are off-track to meet vaccination targets with eight countries being highlighted for focus initially.
- Governance Committee Members commented that COVAX governance is complex and agreed that going forward it will need to be fit for purpose and that there will need to be clarity around interagency issues. One Committee Member noted the importance of differentiating between COVAX Facility governance and COVAX Pillar governance.
- Committee Members agreed that it will be critical to ensure that there is the appropriate level of engagement with countries so that the work going forward focuses on their choices and requirements.
- Governance Committee Members endorsed the proposed amendments to the MSDC Charter as proposed by the Secretariat.

Noting that the MSDC would need to convene on a number of occasions before the Board will be able to formally approve the amendments, and the importance of ensuring that the work of the MSDC is not disrupted in the meantime if there is non-compliance with the current Charter in relation to the representation of the Shareholders Council and/or the attendance of those representatives at the MSDC meetings, the Governance Committee agreed that, exceptionally, the MSDC Chair should consider that an MSDC meeting may proceed and take decisions where appropriate, including in relation to transactions specific to the COVAX Facility, even if a COVAX representative is not present.

5. Gavi Board Retreat Preparation and Governance Planning 2022

- 5.1 The Chair introduced this item, noting how important it will be for the Board to be able to convene in person after a period during which there has been significant turnover on the Board, including a new Board Chair and new Board Committee Chairs, during an intense period of work for the governance bodies and the Secretariat in the context of the global pandemic, and the creation of COVAX.
- 5.2 Governance Committee members were invited to provide guidance on potential focus areas for the discussion during the dedicated session being planned on governance.

Discussion

- Committee Members agreed that the Board Retreat will be an important opportunity to focus on relationship building.
- One Committee Member suggested that it could be useful for the Board to discuss issues around the potential for more transparency on vaccine procurement contracts.
- Committee Members agreed that it would be useful to discuss how we engage implementing countries better in implementing and shaping the work and that some benchmarking work could be done with organisation such as GFF in advance to help shape some of the discussions.
- It was also suggested that it could be useful to have a discussion on how the Board could make better use of the Board Committees, how agendas are set and align on what the decision-making processes are.

6. Any other business

- 6.1 Jan Paehler informed Committee Members that as he would be moving to a new role within the European Commission, a nomination would be forthcoming to replace him as Alternate Board Member, Market-Sensitive Decisions Committee Member and Governance Committee Member. The Committee expressed its thanks to him for support he has provided to Gavi in different roles through the years and wished him success in his future endeavours.
- 6.2 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
- Megan Cain
- Zsuzsanna Jakab
- Violaine Mitchell
- Jan Paehler
- John Arne Rottingen
- Teresa Ressel
- Faisal Sultan
- An Vermeersch
- Rafael Vilasanjuan
- Seth Berkley (Items 3-6)

Other Board members attending

- Kate O'Brien

Regrets

- Tamar Gabunia
- Yibing Wu

Secretariat

- Joanne Goetz