

## Gavi Alliance Governance Committee Meeting

1 October 2019

Teleconference

### 1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 16.06 Geneva time on 1 October 2019. Mr Bill Roedy, Board Vice Chair and Governance Committee Chair, chaired the meeting except for Agenda Item 2a where he was recused.
- 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 on 24 June 2019 (Doc 01b) which had been approved by no-objection on 7 August 2019.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

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### 2. Board and Committee Leadership

#### 2a. Board Vice Chair Recruitment

- 2a.1 Mr Bill Roedy, Board Vice Chair and Governance Committee Chair, did not attend the meeting for this session.
- 2a.2 Dr Ngozi Okonjo-Iweala, Board Chair and Chair of the Board Vice Chair Nominations Subcommittee, outlined the process for the recruitment of the Board Vice Chair. She informed Committee members that two candidates remained interested in the position following the withdrawal of a third candidate who had indicated that based on his official responsibilities did not feel that he would be able to commit the time required to fulfil the role of Vice Chair especially in the upcoming period and given developments at the prior week's meeting of the UN General Assembly.

#### *Discussion*

- One Governance Committee member asked if any consideration had been given to exploring with the third candidate the possibility of him reconsidering his withdrawal from the process. The Board Chair indicated that she did not feel that this would be appropriate, in particular considering the reasons given for his withdrawal.

- Another Committee member indicated that the fact that the candidate had withdrawn due to the time commitment required for the role of Vice Chair is an important consideration for the Subcommittee and Governance Committee going forward.
- In response to a query from a Governance Committee member, the Secretariat informed members that the Vice Chair position had been filled as follows since 2009: Jaime Sepulveda (Bill & Melinda Gates Foundation), Geeta Rao Gupta (UNICEF), Flavia Bustreo (WHO), Gunilla Carlsson (Unaffiliated) and Bill Roedy (Unaffiliated).
- In response to a query from another Committee member, the Secretariat recalled the responsibilities of the Vice Chair, as outlined in the Terms of Reference, namely: support to the Board Chair including stepping in for her in her absence; Chair of the Governance Committee, including contributing to onboarding of new Board Committee Chairs; and Chair of the Board Chair Recruitment Search Committee among a number of other responsibilities associated with leading the various projects initiated by the Governance Committee from time to time.
- It was suggested that it could be useful to think about how the Vice Chair can be deployed and used for advocacy on behalf of the Alliance. The Board Chair noted that while this merits further reflection, this is a role which is played primarily by herself and the CEO.

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## **2b. Board Chair recruitment**

- 2b.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 02b) recalling the steps taken thus far and outlining the next steps.
- 2b.2 He presented information on the responsibilities of the Board Chair Recruitment Search Committee and presented information in relation to the proposed composition of the Search Committee.

### *Discussion*

- In response to a question from a Committee member, the Secretariat noted that with the high level of turnover on the Board there are very few Board members from the period when the current Board Chair was recruited who are still on the Board and therefore accessible to serve on the Search Committee.
- Responding to questions in relation to the considerations that will be given to potentially introducing remuneration for the Board Chair, the Secretariat noted that this will need to be done in consultation with, and with the approval of, the Swiss Supervisory Authority for Foundations and subsequently the Gavi Board.
- Governance Committee members noted that it will be important for the Chair of the Search Committee to reach out early to Board members to understand the profile and characteristics that they would be envisaging for the Board Chair for

the next period. It was noted in this context that there will be a number of touch points not only with the Governance Committee but also with the Board throughout the process.

- The Secretariat agreed to share with the Governance Committee the presentation which will be prepared for the first meeting of the Search Committee and which will contain a detailed timeline for the process, noting that the detailed and precise timing of key milestones has to be negotiated with the selected executive search firm as this is a delicate and potentially complex process given the confidentiality associated with it.
- In relation to the profile of candidates, the Board Chair highlighted the importance of ensuring that considerations are given to what needs to be delivered for Gavi 5.0, as well as ensuring that candidates have a strong knowledge and empathy for the beneficiaries in the developing countries as well as potentially someone interested in technology.
- Governance Committee members commented on the role of the CEO in the process and it was clarified that he will not be a member of the Search Committee and might be asked to join meetings of the Search Committee as and when appropriate. This is entirely consistent with best practice and the Board Chair highlighted that the working relationship between the Board Chair and the CEO is important and it is, therefore, essential that the CEO be consulted from time to time.
- In relation to the composition of the Search Committee it was noted that the proposal is to keep it small, also with the aim of developing a high level of trust between Committee members and thus managing confidentiality around high profile names likely to be under consideration for the Board Chair role. When Search Committee members are consulting with Board constituencies it would generally be in relation to the profile for the role and attributes of candidates, without sharing names.
- Governance Committee members noted that this process will require intense engagement of the members of the Search Committee.
- It was proposed that civil society and communities should be represented on the Search Committee.
- In response to a question from Governance Committee members in relation to the composition of the Search Committee and whether or not Board members are being appointed in their personal capacity, the Secretariat clarified that is preferable. While names proposed for the Search Committee were based, very broadly, on their affiliations it was anticipated that they should be sitting on the Search Committee in their personal capacity representing the associated interests of the Board as a whole. Obviously, this might inevitably call for some flexibility but as far as possible the nominated individuals should be available to serve on the Search Committee for the full duration of its assignment envisaged to concluded in October 2020.

## **Decision One**

The Gavi Alliance Governance Committee:

- a) **Approved** the establishment of the Board Chair Recruitment Search Committee; and
- b) **Confirmed** that the composition of the Search Committee be constituted as follows:

Bill Roedy, Board Vice Chair  
Omar Abdi  
Sarah Goulding  
Minister Amir Aman Hagos  
David Sidwell  
Craig Burgess [TBD]

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### **2c. Committee Chair nominations**

- 2c.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 02c) recalling that the appointment of Board Committee Chairs is concomitant with the biennial Board Committee refresh cycle.
- 2c.2 He requested guidance from the Governance Committee on the process for the appointment or reappointment of the Chairs of the Audit and Finance Committee (AFC), Investment Committee (IC) and Programme and Policy Committee (PPC).

#### *Discussion*

- In response to a question from a Governance Committee member, the Secretariat confirmed that thus far candidates for Board Committee Chair roles had come from within existing Committee membership and had for the most part already served on the Board for some time.
- Governance Committee members did not express any objections to considering the reappointment of the incumbent chairs of the AFC, IC and PPC.

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## **3. Board and Committee Nominations**

### **3a. Update on Unaffiliated Board Member Recruitment**

- 3a.1 The Chair provided an update on the recruitment to fill the final vacant seat for an Unaffiliated Board Member. Two Chinese candidates had been shortlisted and interviewed by the Subcommittee, as well as by the Board Chair and the CEO.
- 3a.2 The recommendation of the majority of Subcommittee members is to appoint Yibung Wu to the Board.



### *Discussion*

- Governance Committee members noted that the two candidates have quite different profiles and that both would have been a good fit for the Board.
- The second candidate had, in particular, expressed some concerns about the time commitment required for the role. It was noted that considerations will be given as to how this candidate might potentially be engaged in Gavi through other activities.

### **Decision Two**

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

**Yibing Wu** as an Unaffiliated Board Member in the seat formerly held by Richard Sezibera, effective 1 November 2019 and until 31 October 2022.

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### **3b. Board/Committee member nominations**

- 3b.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 03b), noting that most of the nominations being presented to this meeting were for consideration and discussion with final lists to be considered at the November Governance Committee meeting for recommendation to the Board.
- 3b.2 A limited number were being presented to this meeting for recommendation to the Board with immediate effect, and would be circulated to the Board electronically for no-objection approval.
- 3b.3 Mr Armstrong highlighted two cases where the nominations from the Developing Country constituency exceed the number of seats allocated to the constituency, as well as a nomination received for a Committee Delegate to the Governance Committee.

### *Discussion*

- In relation to the Developing Country constituency nominations for the Market-Sensitive Decisions Committee (three nominations for two seats), it was agreed that the consistency should be invited to consult and agree on two names to be put forward to the Governance Committee for consideration at its November meeting.
- Governance Committee members noted the provision in the Governance Committee Charter whereby the Developing Country constituency may nominate Committee Delegates as opposed to a Board member or Alternate Board member. This is however contingent on the nominee having the appropriate skills and competencies as outlined in the Committee Charter.

- While acknowledging the high profile of the nominated candidate, and appreciating the willingness of the constituency to identify nominees for the Committee, it was felt that the nominated candidate did not present the skills and competencies required to qualify for the dispensation set out in the Charter. It was, therefore, agreed that the constituency be invited to consider nominating a candidate with the required skill set but this nomination would not be declined until such time as the process had been concluded.
- In relation to Developing Country constituency representation on the Programme and Policy Committee (PPC) it was noted that the number of nominations received again exceeds the number of seats allocated (five nominations for four seats). It was also noted that with the nominations received there is potentially an underrepresentation on the PPC from Africa, which comprises a large number of Gavi-eligible countries and will comprise the core of Gavi 5.0.
- Governance Committee members noted that the PPC Chair had been consulted and had herself indicated the importance of ensuring representation from Anglophone Africa on the PPC. It was, therefore, agreed that the Developing Country constituency be asked to consider submitting a nomination from Anglophone Africa, and in particular Nigeria if possible, in the place of the nominations from the EMRO constituency.

#### **Decision Four**

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

- a) **Appoint** the following Board Members:
  - **Mahamoud Youssouf Khayal** of Chad as Board member representing the developing country constituency in the seat currently held by Mahamat Saleh Aziz of Chad, effective immediately and until 31 December 2021.
- b) **Appoint** the following to the Market-Sensitive Decisions Committee effective immediately:
  - **Muhammad Pate** (Board Member) until 31 December 2019.
- c) **Appoint** the following to the Governance Committee effective immediately:
  - **Omar Abdi** (Board Member) until 31 December 2019.
- d) **Appoint** the following to the Audit and Finance Committee effective immediately:
  - **Etleva Kadilli** (Alternate Board Member) until 31 December 2019.
- e) **Appoint** the following to the Programme and Policy Committee effective immediately:
  - **Naomi Dumbrell** (Committee Delegate) until 31 December 2019.

- **Joan Valadou** (Committee Delegate) until 31 December 2019.

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#### **4. Proposed Governance Review**

- 4.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 04) reminding the Committee that as Gavi is a registered Swiss Foundation, should there be any proposals going forward to amend the Gavi Statutes and/or By-laws this will require prior consultation with the Swiss Supervisory Authority for Foundations, which can be a lengthy and time consuming process.
- 4.2 He also sought to reiterate the point that this is an early perspective and given time constraints, it would be difficult to elaborate on some of the issues that would be highlighted in the presentation without full and proper elaboration as to the reasoning behind the points highlighted. So, this would warrant further discussion with the necessary time and space to elaborate and more carefully explain the points.
- 4.3 He presented information relating to respected studies done on the governance of global partnerships which conclude that within such partnerships there are very often trade-offs between “inclusiveness” and “effectiveness”, with “inclusiveness” and “participation” pursued as goals in themselves vs functional efficiencies.
- 4.4 Mr Armstrong highlighted that if Gavi is to embark on a governance review it will first be important to define the “problem statement” as this was not entirely clear from various issues being raised among some constituencies and Board members. If there is appetite to address only certain areas it will be important to be aware that this might lead to other consequential implications that might not previously have been considered problematic. The better alternative might be to take a take a holistic view and look at the system overall and consider the implications and trade-offs on a more considered basis, but this would be a much lengthier process.
- 4.5 Based on input he has had from discussions with Board members as well as through the recent Board Effectiveness Review, some possible areas for consideration have been identified, namely: the introduction of new donors and subsequently making space for them in Gavi’s governance structures; realigning developing country clusters to the Gavi 5.0 objectives; concerns around Board Committee effectiveness, composition and structure, in particular relating to the Programme and Policy Committee; concerns around the role of the All Chairs Group and whether or not it is really essential, among other things.

#### *Discussion*

- Governance Committee members agreed that this is an exercise that requires time, thought and clarity. Noting that there would not be adequate time to discuss the materials shared with the Governance Committee in detail at this meeting,

Committee members were invited to share their comments with the Secretariat in writing.

- Some Committee members felt that priority should be given to considerations relating to new donor engagement.
- The Board Chair expressed her view that there are a lot of considerations that require reflection and that this could be a subject for the closed session of the Board at its next meeting. It was noted that whatever is decided, it will ultimately come down to choices which the Governance Committee and Board feel are optimal and function for Gavi and which all organisations/constituencies can accept.
- In response to a query from a Governance Committee member, the Secretariat noted that it would be preferable to restrict circulation of the materials shared with the Governance Committee for this meeting until such time as the Committee and the Board have had time to further reflect and discuss.

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## **5. Review of Decisions**

- 5.1 Philip Armstrong, Director, Governance and Secretary to the Board, reviewed and agreed the language of the decisions with the Committee.

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## **6. Any other business**

- 6.1 After determining there was no further business, the meeting was brought to a close.

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Mr Philip Armstrong  
Secretary to the Board





## **Attachment A: Participants**

### **Committee Members**

- Bill Roedy, Chair (recused from Item 2a)
- Craig Burgess
- Daniel Graymore
- Orin Levine
- Harriet Ludwig
- Susan Silbermann
- Stephen Zinser
- Seth Berkley (non-voting)

### **Secretariat**

- Philip Armstrong
- Joanne Goetz

### **Other Board Members observing**

- Ngozi Okonjo-Iweala, Board Chair
- Omar Abdi, Governance Committee member elect

### **Regrets**

- Megan Cain
- Amir Aman Hagos