

## Gavi Alliance Governance Committee Meeting

10 October 2018

Global Health Campus, Geneva, Switzerland

### 1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 11.02 local time on 10 October 2018. Mr Bill Roedy, Board Vice Chair and Governance Committee Chair, chaired the meeting.
- 1.2 The Chair welcomed all participants and in particular Minister Amir Aman Hagos, who was attending a Governance Committee meeting for the first time. He also expressed appreciation to those joining the meeting by phone from locations where the time zones presented challenges.
- 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 on 4 June 2018 (Doc 01b) which had been approved by no-objection on 9 July 2018.
- 1.5 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

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### 2. Nominations

#### 2a. Board/Committee member nominations

- 2a.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 02a), highlighting issues specific to the Board and some of the Board Committees, as well as concerns raised in particular by the Board Chair and the Chair of the Audit and Finance Committee.
- 2a.2 In the context of the nominations submitted for Governance Committee consideration, attention was drawn in particular to the submission from the Research and Technical Health Institutes (R&THI) constituency which had submitted three candidates for one seat and requested the Governance Committee to make its selection based on submitted information.

#### *Discussion*

- Committee members noted that a number of constituencies had requested an extension to November in submitting nominations for consideration.

- Governance Committee members discussed the three candidates put forward by the R&THI, agreeing on the high calibre of all three. Following due consideration, it was agreed that the Governance Committee would recommend the appointment of Marta Nunes to take the Board seat vacated by Oyewale Tomori.
- Governance Committee members noted concerns expressed by the Board Chair, and shared with the Committee, in relation to the fact that nominations being submitted by the donor constituency were often not at a senior level, comparable to other organisations/constituencies represented on the Board. This information has been shared with and noted by the donor constituency which has committed to taking these comments on board going forward.
- In this context, Committee members also noted the concerns of the AFC Chair in relation to fact that there is a tendency, again among the donor constituency, to nominate Committee Delegates rather than Board members or Alternate Board members. It was noted that for some constituencies this is due to having to find a balance between representation and the time required to commit to this particular Committee which holds at least six meetings per year, four of which are in person. Donor representatives confirmed that they have raised the complexity of the issue within their constituency and the challenge can be to strike the balance between seniority and technical knowledge.
- Governance Committee members recalled that the work of the AFC is increasingly strategic in relation to the Board and that the perception that it requires a membership largely comprised of technical experts in audit and/or finance was not appropriate.
- In view of the fact that further nominations are expected from constituencies for consideration by the Governance Committee at its meeting in November, it was noted that a full overview of the gender balance and geographical diversity from 2019 will be clearer at that time.

### **Decision One**

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

- a) **Appoint** the following Board Members:
- **Sarah Goulding** as Board Member representing Australia on the donor constituency anchored by the United States in the seat currently held by Blair Exell of Australia effective immediately and until 30 June 2019.
  - **Mohamed Abu Zaid Mustafa** of Sudan as Board Member representing the developing country constituency in the seat currently held by Bahar Idris Abugarda of Sudan effective immediately and until 31 December 2020.
  - **Marta Nunes** as Board Member representing the research and technical health institutes constituency in the seat currently held by Oyewale Tomori effective immediately and until 31 December 2020.

- **Francesca Manno** as Board Member representing Italy on the donor constituency anchored by Canada in the seat currently held by Megan Cain of Canada effective 1 January 2019 and until 31 December 2020.
- b) **Appoint** the following Alternate Board Members:
- **Karin Westerberg** as Alternate Board member to Reina Buijs representing Sweden on the donor constituency anchored by Norway in the seat currently held by Anna Hamrell of Sweden effective immediately and until 31 December 2018.
  - **Aamer Mehmood Kiani** of Pakistan as Alternate Board member to Mohamed Abu Zaid Mustafa of Sudan representing the developing country constituency in the seat currently held by Saira Afzal Tarar of Pakistan effective immediately and until 31 December 2020.
  - **Megan Cain** as Alternate Board member to Francesca Manno representing Canada on the donor constituency anchored by Canada in the seat currently held by Angela Santoni of Italy effective 1 January 2019 and until 31 December 2020.
- c) **Appoint** the following to the Market-Sensitive Decisions Committee effective immediately:
- **Aamer Mehmood Kiani** (Alternate Board Member) until 31 December 2019
- d) **Appoint** the following to the Governance Committee effective immediately:
- **Karin Westerberg** (Alternate Board Member) until 31 December 2018
  - **Mohamed Abu Zaid Mustafa** (Board Member) until 31 December 2019
- e) **Reappoint** the following to the Governance Committee effective 1 January 2019:
- **Megan Cain** (Alternate Board Member) until 31 December 2019
- f) **Appoint** the following to the Audit and Finance Committee effective immediately:
- **Beniamin Carcani** (Committee Delegate) until 31 December 2019
  - **Tom Morrow** (Committee Delegate) until 31 December 2019
- g) **Appoint** the following to the Audit and Finance Committee effective 1 January 2019:
- **Andreas Karlberg Petterson** (Committee Delegate) until 31 December 2019
- h) **Reappoint** the following to the Investment Committee effective immediately:
- **William Roedy** (Board Member) until 31 December 2019
- i) **Reappoint** the following to the Programme and Policy Committee effective 1 January 2019:
- **Jean-François Pactet** (Committee Delegate) until 31 December 2019

*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.*

## **2b. Unaffiliated Recruitment Subcommittee update**

- 2b.1 The Chair introduced this item recalling that while there are three vacancies to fill the priority was on identifying candidates who would be suitable for the AFC Chair-designate role.
- 2b.2 Philip Armstrong, Director, Governance and Secretary to the Board, presented an overview of the process and progress to date and outlined the next steps which should include a nomination to be put forward to the Governance Committee for consideration at its next meeting in November 2018 (Doc 02b).

### *Discussion*

- Governance Committee noted that it is expected that the recruitment process will enable suitable candidates to be identified for both the AFC-Chair and Investment Committee-Chair designate roles in a timely manner and further noted that the Statutes and By-laws do not contemplate exceptional extensions.
- One Governance Committee member suggested that in order to ensure that the Committee is continuously considering appointments to the Board and Board Committees with a strategic lens, it could be useful if the Committee were to pay more attention to its workplan in order to maintain a long term view of succession planning; recognising that a Board and Leadership Succession Plan had been tabled with the Committee in February 2018 and resubmitted as Annex A to Doc 02b for this meeting.

## **Decision Two**

The Gavi Alliance Governance Committee **approved** the composition of the Unaffiliated Board Member Recruitment Subcommittee as William (Bill) Roedy (Governance Committee Chair and Chair of the Subcommittee), Dr Ngozi Okonjo-Iweala (Board Chair), Dr Orin Levine (Governance Committee member), Sai Prasad (Governance Committee member) and Dr Seth Berkley (CEO) and which can be amended from time to time by the Governance Committee.

## **2c. PPC and EAC Chair**

- 2c.1 Philip Armstrong, Director, Governance and Secretary to the Board, introduced this item (Doc 02c) requesting guidance in relation to the process for the appointment of a Programme and Policy Committee (PPC) Chair to replace Dr Richard Sezibera when he comes to the end of his tenure on 31 December 2018.
- 2c.2 Joanne Goetz, Head, Governance, presented a proposal for the Committee's consideration in relation to the Evaluation Advisory Committee (EAC) Chair. The

Committee was asked to consider whether, in light of the important role the current EAC Chair (Professor Rob Moodie) has played in overseeing a review of Gavi's Evaluation Policy and the EAC Terms of Reference, and in light of that fact that the timeline for completing this work has been extended to mid-2019, it may be willing to consider exceptionally extending Professor Moodie's term to end June 2019.

### *Discussion*

- Governance Committee members noted the interest expressed by Dr Helen Rees in taking on the role of PPC Chair should the opportunity arise and agreed that Dr Rees is indeed an outstanding candidate.
- In the interests however of ensuring a transparent process, Governance Committee members felt that it would be more appropriate to seek expressions of interest in the role from other Board members, while at the same time indicating that Dr Rees has expressed her interest in the role.
- Should other interested candidates come forward, an interview process would be put in place. It was noted that it would be important to involve Dr Sezibera in such a process so as to benefit from his experience in the role.
- Committee members noted that at the time when Dr Rees had been recruited as an Unaffiliated Board member, it had been considered by the Governance Committee that she could potentially be a successor to Dr Sezibera as PPC Chair.
- While Governance Committee members agreed to exceptionally extend the term of Professor Moodie as EAC Chair for the reasons given, it was noted that there was an element of inconsistency in the processes in place for the recruitment of the chairs of the different Committees but noting that steps were being put in place to plan for orderly and timely succession (see Annex A, Doc 02) as evidenced with the current Unaffiliated Board member recruitment process.

### **Decision Three**

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

- a) That it exceptionally **extend the term** and **reappoint** the following as Chair of the Evaluation Advisory Committee:
- **Rob Moodie** effective 1 January 2019 and until 30 June 2019.

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### **3. Strengthening Developing Country constituency**

- 3.1 Philip Armstrong, Director, Governance and Secretary to the Board, introduced this item (Doc 03), recalling the background and outlining the two proposals to be considered: i) simplification of the nomination and appointment processes for Board and Committee members from the Developing Country constituency; and ii)

proposed options to address structural and resourcing impediments relating to Special Advisers.

### *Discussion*

- Governance Committee members expressed their support for the proposals in relation to the nominations process for both Board and Committee members. They endorsed the proposed revisions to the *Terms of Reference (ToR) for Developing Country Constituency Representation on Gavi Alliance Board and Board Committees and Process for Nominations to Gavi Alliance Governance Structures*, and agreed to recommend to the Board the proposed changes to the Board Committee Charters which would allow for flexibilities in relation to constituency representation going forward.
- Governance Committee members noted with appreciation that a number of the proposals were being made based on lessons learned and practices which have proven successful within certain clusters of the constituency.
- One Board member suggested that a situation whereby Committee Delegates come from the same country as the Board member could potentially create greater synergies between the Board and its Committees. At the same time it was recognised that in some clusters this might reduce the engagement of the wider constituency, which can also be promoted through the nomination of Committee Delegates from countries which are not already engaged through either the Board member or the Alternate Board member. The Secretariat noted that the ToR will be shared with the constituency for guidance, and that in the spirit of the 'self-organising principle' foreseen in Gavi's governing documents, regional clusters would at all times retain the right to agree on a different process should they choose to do so.
- Governance Committee members discussed the proposed options for developing country support, commended the work of the Secretariat in developing the options being presented for consideration at this meeting and shared views on the pros and cons of the different options presented for consideration.
- It was noted that the support of the Special Advisers is important for the developing country representatives and that some of the current challenges could be mitigated through a model by which they can work in a full time capacity with more oversight from the Secretariat in terms of recruitment, mentorship and follow up. The importance of maintaining the positions in-country with the Board members was highlighted, so as to ensure that the Special Advisers are embedded within their constituencies and thereby can have a better understanding of the work on the ground.
- In this context, following discussion, there was consensus that Option 1b (Full time Special Advisers for the Developing Country constituency with additional resources in the Secretariat to coordinate) would be the preferred option to consider for implementation going forward.

- In the course of this discussion, Governance Committee members noted that the Country Coordinating Mechanism, (CCM) model generally works well for the Global Fund and it was suggested that it could be useful for Gavi to draw lessons from this to consider how the Interagency Coordinating Committees (ICCs) could be strengthened going forward.
- In response to a comment from a Governance Committee member, the Secretariat clarified that the Governance Committee is not being asked to approve additional resources for the Secretariat, and that any resource implications will need to be considered in line with normal processes which are not within the remit of this Committee.
- Governance Committee members noted that the Board Chair has convened a meeting of the Developing Country Board members on the margins of the upcoming Board meeting to further discuss and consult on these issues.

#### **Decision Four**

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

- a) **Approve** the revised and updated Governance Committee Charter as set out in Annex E to Doc 03, effective from 1 January 2019;
- b) **Approve** the revised and updated Audit and Finance Committee Charter as set out in Annex F to Doc 03, effective from 1 January 2019;
- c) **Approve** the revised and updated Investment Committee Charter as set out in Annex G to Doc 03, effective from 1 January 2019; and
- d) **Approve** the revised and updated Programme and Policy Committee Charter as set out in Annex H to Doc 03, effective from 1 January 2019.

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#### **4. Review of Secretariat Conflicts of Interest Policy**

- 4.1 Philip Armstrong, Director, Governance and Secretary to the Board, introduced this item (Doc 04), recalling the review of the Conflicts of Interest Policy for Governance Bodies which had taken place earlier in the year leading to an approval of the policy by the Board in June 2018.
- 4.2 Work on the Conflicts of Interest Policy for the Secretariat had subsequently commenced, following the same structure and using the same guiding principles and common terms.
- 4.3 Mr Armstrong highlighted some of the differences with the Conflicts of Interest Policy for Governance Bodies and noted that some aspects of the policy for the Secretariat are covered by other policies and regulated procedures.

### *Discussion*

- Governance Committee members noted the next steps which would include a consultation process across the Secretariat, with the aim to have a final draft policy for submission to the Governance Committee for approval at its meeting in November 2018.
- Some Governance Committee members indicated that they would also be sharing comments from their constituencies by an agreed deadline.

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## **5. Annual HR Report**

- 5.1 Catherine Pawlow, Director, Human Resources, presented this item, providing information in relation to the profile of Gavi staff in terms of gender, age, nationality and tenure. She demonstrated how resources are distributed across the different functions within the Secretariat and in the context of staff turnover presented an overview of reasons why staff members leave Gavi.
- 5.2 She provided data in relation to staff recruitment including the trend in terms of different nationalities being recruited. She presented the work being done to enhance the talent strategy and to build bench strength within the Secretariat.
- 5.3 She outlined a number of tools, including the Ombudsman and Gavi People Survey (GPS), which are in place to enable staff members to provide their input on a range of issues. She presented information in relation to efforts which are being made in relation to building a respectful workplace, and in this context referred to mandatory workshops for all staff members which have been scheduled to take place over the coming months starting with the leadership group which had already taken place.
- 5.4 Finally, she provided information in relation to the HR Strategic Focus for the 2016-2020 period the priority areas being: i) fostering a high performance culture; ii) developing talent; iii) promoting leadership; iv) living Gavi values and improving wellbeing; and v) increasing collaboration.

### *Discussion*

- While Governance Committee members generally appreciated the information presented, some concerns were expressed around the lack of granularity of the data and it was felt by some that due to the lack of benchmarking data it was difficult to interpret and that it would be useful to show annual trends. One Committee member stated that the level of information shared does not make it possible to determine if there are culture challenges within the Secretariat.
- Governance Committee members noted that the staff turnover rates for a young organisation like Gavi which is evolving and growing is considered healthy if it falls between 5 and 10%, which is currently the case.



- Committee members appreciated the efforts being made to increase recruitment from the Gavi recipient countries, noting that it is also important to ensure that this does not contribute to the brain drain from these countries which was a difficult balance. One Committee member suggested that the recruitment strategy of staff from developing countries could also be looked at in terms of country capacity building, where staff might be contracted for a number of years with a view that they could then return to their countries to take up positions there.
- Governance Committee members suggested that it might be useful if the next GPS had some more specific questions in relation to harassment and how this feeds into analysis of Gavi's policies addressing harassment and sexual exploitation.
- Participants discussed the depth of information that it would normally be appropriate to share with the Governance Committee and the Board distinguishing between information that was strategically relevant to the Board from information that was more of an operational nature for senior management decision making and consideration. It was suggested that while the information presented to the Board should be at a strategic, and not operational, level it might be appropriate for the Governance Committee to look a little bit more into the detail, also in the context of their role to provide oversight on behalf of the Board in this area.
- In response to a question from a Governance Committee member, the Secretariat noted that in view of Gavi 5.0 there may be a requirement to review allocation of staff across the Secretariat to deliver on the new strategy.
- It was agreed that the input from this discussion would be taken on board to potentially refine the presentation, which is to be given to the Board during the closed session November 2018.
- The Chair indicated that he would also discuss further with the Board Chair so as to be sure that she is aligned with the approach to be used for the Board closed session.

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## **6. Process for review of EAC Terms of Reference**

- 6.1 Joanne Goetz, Head, Governance, presented this item (Doc 06) which requested guidance from the Governance Committee in relation to the proposed process for finalising the review of the EAC ToR with the aim that the final revised and updated ToR may be presented to the Board in June 2019 for approval.

### *Discussion*

- Governance Committee members agreed that it would be useful to have the Board's perspective, and this through the Governance Committee. It was noted that the Secretariat would come back to the Governance Committee at its next meeting with a more detailed process for them to approve, and which would include information on the timeline.

## 7. Board and Committee Evaluation 2019

- 7.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented the proposed approach and timetable for Board and Committee evaluations going forward (Doc 07), which was endorsed by the Governance Committee.

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## 8. Authorisation CEO Gavi representation at IFFIm general meeting

- 8.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 08), outlining the process which would require IFFIm to convene a General Meeting in December 2018, at which Gavi, IFFIm's sole member, would need to be represented.

### **Decision Four**

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it **appoint** Dr Seth Berkley, Gavi Alliance Chief Executive Officer, as the Gavi Alliance's authorised representative to attend, act and vote on its behalf at the General Meeting of the International Finance Facility for Immunisation Company (registered in the United Kingdom) provisionally scheduled to held at 13.00 (London time) on 17 December 2018 or on such other date and at such other time as may be determined by the IFFIm Board in its sole discretion.

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## 9. Review of Decisions

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

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## 10. Any other business

- 10.1 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
- Amir Aman Hagos (Items 1-5)
- Megan Cain
- Tim Evans (Items 5-10)
- Orin Levine
- Clarisse Loe Loumou
- Sai Prasad
- Seth Berkley (non-voting)

### **Committee-member elect**

- Karin Westerberg

### **Regrets**

- Bahar Idriss Abugarda
- Blair Exell
- Harriet Ludwig

### **Secretariat**

- Philip Armstrong
- Joanne Goetz
- Eelco Szabo (Items 4 and 5)
- Pia Núñez (Item 5)
- Catherine Pawlow (Item 5)