

Gavi Alliance Governance Committee Meeting

11 February 2020

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 19.09 Geneva time on 11 February 2020. Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, chaired the meeting.
- 1.2 Noting that this was her first meeting, the Chair welcomed other members who were new to the Governance Committee and she highlighted that during her tenure she would be focusing on increased trust and engagement with the Board, as well as on tangible and practical actions that will get the Alliance to move forward and make necessary shifts towards the Gavi 5.0 strategy.
- 1.3 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack). Philip Armstrong, Director, Governance and Secretary to the Board, noted that a number of annual declarations of interest from Governance Committee members were outstanding and requested that they be submitted promptly.
- 1.4 The Committee noted the minutes of its meetings on 25 November 2019 (Doc 01b) and 3 December 2019 (Doc 01c) which had both been approved by no-objection on 27 January 2020.
- 1.5 The Committee noted its action sheet (Doc 01d) and forward workplan (Doc 01e). Referring to the action sheet, Mr Armstrong noted that work in relation to identifying a Nigerian candidate for the Programme and Policy Committee is ongoing and that further information will be shared with the Governance Committee in due course.

2. Board Chair recruitment

- 2.1 The Chair introduced this item by expressing her thanks to Bill Roedy for having accepted to remain on as Chair of the Board Chair Recruitment Search Committee at her request due primarily to some of the time zone challenges associated with her being based in Canberra.
- 2.2 Mr Roedy provided a brief update to the Governance Committee, noting that the Search Committee, following a competitive process, had retained Russell Reynolds Associates (RRA) to support them with the recruitment process.

- 2.3 He noted that the Search Committee would be meeting with RRA immediately after this Governance Committee meeting to discuss, amongst other things, the project timeline and milestones. He assured the Committee of the desire to ensure that this is a fully transparent process and that it will include early consultations with Board constituencies.

3. Gavi Board Constituencies

3a. Donor Constituency Organising Principles

- 3a.1 Megan Cain, Governance Committee member and Donor Constituency Coordinator, provided an update to the Governance Committee on the work being done by the donor constituency to revise their guiding principles in the context of the upcoming replenishment.
- 3a.2 She highlighted the challenges of taking on board a number of different views within the donor constituency and incorporating these into a final document which will be acceptable to all. It is hoped that by the end of this week there will be a further proposed revision of the principles which is ready to share with the constituency, after which a donor call will be organised to finalise the principles in so far as is possible before sharing with the Governance Committee.
- 3a.3 Ms Cain shared some information in relation to suggestions that have been put forward, in particular in relation to issues which would be beyond the remit of the constituency itself to decide and may require endorsement of the Governance Committee and/or Board, namely:
- A suggestion that if the anchor donor for a donor group does not occupy a Board seat or Alternate Board seat, that an appropriately senior representative from that country could attend the Board retreat and closed sessions at Board meetings;
 - The possibility of increasing to two the number of Alternate Board seats per donor group. This would enable more donors to have a voice around the Board table but would not increase the number of voting members;
 - The option of increasing the number of seats for the donor constituency on the Board acknowledging that this would not be the preferred option at the moment, and that it would require three seats in total to be created as per the Gavi statutes and might potentially raise a number of other attendant issues.
- 3a.4 In terms of the donor principles themselves, Ms Cain indicated that there is ongoing discussion in relation to introducing a formula which would take into account historical contributions to Gavi. She also noted that one of the more contentious issues is around the current 1% threshold which allows access to a Board or Alternate Board seat, albeit without any guarantee, and where suggestions are being put forward to consider potentially increasing that threshold to 3% or 5%.

Discussion

- Governance Committee members, acknowledging the complexity of the ongoing discussions within the donor constituency, highlighted the urgency of the donors reaching agreement on the revised principles so that there is clarity for both existing and potential new donors leading up to the replenishment.
- During the course of the discussions, Ms Cain committed to coming back to the Governance Committee in writing within the next two weeks to flag any outstanding issues which would require Governance Committee approval.
- Some Governance Committee members expressed caution in relation to the idea that a formula might be introduced to take into account historical contributions to Gavi, highlighting the potential for unintended consequences of such an approach.
- Governance Committee members agreed that they would find it useful to see an analysis of the implications of the different thresholds mentioned by Ms Cain in her presentation, and she committed to doing some further analysis on that and sharing the information with the Governance Committee.
- Governance Committee members agreed that should there be a proposal to modify the Gavi Statutes and By-laws to accommodate some of the ongoing discussions, such changes should not be applicable to the donor constituency only but to all organisations and constituencies represented on the Board.
- Governance Committee members discussed the proposal in relation to the creation of additional Alternate Board member seats. There was general agreement that while it was an interesting idea it could, also if extended to other constituencies, potentially lead to some disruption around the Board table where in practice an even greater number of people would potentially intervene during Board meetings; thereby potentially creating an even greater sense of Board “turnover”, which has been raised as a challenge in the past.
- In the context of this discussion, and previous discussions by the Governance Committee on the ‘independent’ role of the Board Vice Chair, it was suggested that consideration could be given to a decision whereby if the Board Vice Chair is a representative Board member, the possibility of appointing a second Alternate Board member be restricted to his/her representative group on the Board. The Secretariat noted that while this proposal is indeed plausible, it will likely require amendments to the Gavi By-laws, and committed to pursue this and to confirm whether it is potentially a decision that is within the purview of the Governance Committee or indeed subject to the approval of the Board and the Swiss Supervisory Authority for Foundations.
- The Chair asked that it be noted for the record, that while much of the current discussion around the ‘independent’ role of the Board Vice Chair and the proposal that a provision be made for a second Alternate Board member seat related to the constituency which she is from, that as Vice Chair she did not present the views of her constituency and would indeed agree that should a provision be made for

this going forward it should apply to any Board constituency with multiple members.

3b. Research & Technical Health Institutes Organising Principles

- 3b.1 Joanne Goetz, Head, Governance, informed Committee members that the Board member and Alternate Board member representing the Research & Technical Health Institutes constituency had been working to put in place a set of clear organising principles for their constituency (Doc 03b).
- 3b.2 She noted that while this was being shared with the Governance Committee for information, and that in the spirit of the self-organising principle for constituencies enshrined in the Gavi Statutes and By-laws the approval of such principles was a matter for the constituency itself. The constituency representatives had indicated that they would welcome any input from the Governance Committee or the Secretariat that might enable them to further improve or clarify these principles.
- 3b.3 Mrs Goetz noted that from the Secretariat perspective there would be some proposed amendments to clarify the decision-making process around Board and Committee member appointments to align with Gavi's governing documents. She also noted that some clarity would be sought around the concept of individuals being considered members of the constituency, and on the notion of 'ineligibility' as described in the principles and some of the implications around this in relation to potential conflicts of interest and how those might be managed.

Discussion

- In relation to a request from a Governance Committee member, the Secretariat agreed to ask the constituency representatives to consider soliciting more interest from members in European Union countries.

4. Update on Unaffiliated Board Member Recruitment

- 4.1 Bill Roedy, Unaffiliated Board Member Recruitment Subcommittee Chair, provided a brief update on the process, which would also be supported by Russell Reynolds Associates (RRA), to find two candidates to fill the seats to be vacated by Stephen Zinser at the end of June 2020 and David Sidwell at the end of December 2020.
- 4.2 The Subcommittee will have its first meeting with RRA on 26 February 2020, and further information will be shared with the Governance Committee at its next meeting.

5. Guiding Principles on Gender for Board and Committee Nominations

- 5.1 Joanne Goetz, Head, Governance, presented the proposed approach for the review of the principles for gender on the Board and Committee, whereby the current Annex 2 to the Gavi Gender Policy would be reviewed as standalone guiding principles to come under the remit of the Governance Committee and Board.
- 5.2 Proposed revisions and questions for consideration would be submitted to the 17 March 2020 meeting of the Governance Committee following by further consultations as appropriate, with the aim to have a final document for the Committee to recommend to the Board for approval in June 2020.
- 5.3 Work being carried out in parallel on reviewing the Gavi Gender Policy would focus on gender in Gavi's programmatic work and remain under the remit of the Programme and Policy Committee and Board.
- 5.4 Governance Committee members endorsed the proposed approach.

6. Governance Review

- 6.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item focussing on the guiding principles agreed by the Committee in December 2019, highlighting issues to be considered further and outlining proposed next steps (Doc 06).

Discussion

- Governance Committee members noted that the proposal, pending approval of the Swiss Supervisory Authority for Foundations, aims to evolve to a system whereby the Board has more flexibility in defining and subsequently amending its operating principles.
- In response to a request from the Governance Committee, the Secretariat committed to providing a more detailed timeline for the project which would include information in relation to specific actions and their sequencing.

7. 2020 Governance meeting logistics

- 7.1 Joanne Goetz, Head, Governance, presented the proposed timing of the 2020 Governance Committee teleconferences (Doc 07), including a possible additional meeting in April 2020 and the possibility of holding a teleconference in June to replace the in-person meeting during the week of the Board meeting, pending finalisation of the Board programme for that week.

- 7.2 Philip Armstrong, Director, Governance and Secretary to the Board, requested guidance from the Committee in relation to whether or not it would be useful going forward to continue to hold Board meetings in Gavi recipient countries, taking into account in particular both the human and financial resources required, not only for the Secretariat but also for the host country.

Discussion

- Governance Committee members noted the proposed timings for the meetings to be held by teleconference during 2020 and that the Secretariat would schedule an additional meeting, during the last week of April so as to facilitate the pursuance of discussions in relation to the governance review.
- Governance Committee members acknowledged some of the challenges associated with the organisation of a Board meeting in a Gavi recipient country but agreed that there are often advantages on which it is sometimes difficult to put a value such as the political will that such a country visit might galvanise.
- Governance Committee members did in general feel that it is good for the Board to have exposure to the programmes that Gavi supports through in-country meetings and in this context a number of the Committee members agreed that the Board Retreat would perhaps be the more appropriate event to organise in-country.
- In concluding the discussion, the Chair requested the Secretariat to reach out to developing country representatives to gain their perspective on the idea of having Board retreats in-country as opposed to Board meetings.

8. Review of Decisions

- 8.1 Philip Armstrong, Director, Governance and Secretary to the Board, confirmed that while there had been no formal decisions taken at this meeting there were a number of actions which would be recorded in the meeting minutes.

9. Any other business

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

Mr Philip Armstrong
Secretary to the Board



Attachment A: Participants

Committee Members

- Sarah Goulding, Chair
- Omar Abdi
- Megan Cain
- Maty Dia
- Ferozuddin Feroz (Items 1-6)
- Tamar Gabunia (Items 1-6)
- Daniel Graymore
- Orin Levine
- Jan Paehler
- Bill Roedy
- Stephen Zinser
- Seth Berkley (non-voting)

Regrets

- Susan Silbermann

Secretariat

- Philip Armstrong
- Joanne Goetz
- Marie-Ange Saraka-Yao (Item 3b)