

Gavi Alliance Governance Committee Meeting

12 February 2019

Teleconference

1. Chair's report

- 1.1 The meeting commenced at 16.09 Geneva time on 12 February 2019, with a quorum from 16.21 to the end of the meeting. Mr Bill Roedy, 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 on 26 November 2018 (Doc 01b) which had been approved by no-objection on 17 January 2019.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).
- 1.5 Joanne Goetz, Head, Governance, provided an update on the action related to the gender balance in Independent Review Committee (IRC) nominations as noted by the Committee at its November 2018 meeting. She confirmed that gender diversity is one of the criteria considered when recruiting IRC members. The IRC pool of reviewers currently comprises 70% male and 30% female members. When IRC panels are put together efforts are made to ensure a good gender balance, and these will continue going forward.

2. Board and Committee member nominations

- 2.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 02), noting that a vacant seat remains on the Governance Committee for the donor country constituency and on the Programme and Policy Committee for an Unaffiliated Board member.

Decision One

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

- a) **Appoint** the following Board Member:
 - **Suad Youusif Abdallah Alkarib** of Sudan as Board member representing the developing country constituency in the seat currently held by Mohamed Abu Zaid Mustafa of Sudan, effective immediately and until 31 December 2020.
- b) **Appoint** the following Alternate Board Member:
 - **Julie Hamra** as Alternate Board member to Susan Silbermann representing IFPMA in the seat currently held by David Hering, effective immediately and until 31 July 2020.
- c) That it **appoint** the following to the Governance Committee effective immediately:
 - **Suad Youusif Abdallah Alkarib** (Board Member) until 31 December 2019.
- d) That it **appoint** the following to the Programme and Policy Committee effective immediately:
 - **Kate O'Brien** (Committee Delegate) until 31 December 2019.
 - **William Schluter** (Alternate Board Member) until 31 December 2019.

3. Update on Unaffiliated Board Member Recruitment

- 3.1 Philip Armstrong, Director, Governance and Secretary to the Board, provided an update on progress to date, noting that interviews of candidates who would be suitable for the Investment Committee (IC) Chair-designate role are ongoing and that it is planned that there will be a nomination to put forward to the Governance Committee for consideration at its next meeting in March 2019.
- 3.2 It is foreseen that on the margins of the Ottawa Board retreat there will be an opportunity to convene a meeting of the Subcommittee to discuss the third seat, given that good progress had been made on a short list comprising four prospective candidates but would warrant discussion in person with the Board Chair present.
- 3.3 The Chair highlighted that the Subcommittee has been presented with a short-list of outstanding candidates for the IC Chair-designate role and that he is confident that the future nominee will be of very high calibre.
- 3.4 He also noted that while China is the focus for the third seat, the overall recruitment exercise has provided a pipeline to consider for future vacancies and which includes a strong list of candidates from the global south and India.

4. Board Effectiveness Review

- 4.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item recalling that the Governance Committee had agreed during discussions in 2018 that the Board and Committee evaluation undertaken in 2019 should, in relation to the 2016 exercise, follow a lighter touch approach focused on effectiveness of processes and not a detailed performance evaluation and assessment of current structures and arrangements (Doc 04).
- 4.2 The process tabled before the Committee had, therefore, followed this preferred approach for 2019.
- 4.3 He noted the previously agreed timeline for this year's exercise and invited input from Governance Committee members on the draft Board and Committee surveys included in the meeting pack, and in particular addressed questions around anonymity of the survey responses and attribution of free form comments.

Discussion

- One Committee member suggested that it would be useful to include a question in the Committee surveys around the performance of the Committee Chairs, and proposed that there is a feedback mechanism from the governance team to the Committee Chairs to ensure that any potential issues are addressed appropriately. In relation to the latter, the Secretariat noted that such feedback would normally be shared privately with the Committee Chair. It would then be incumbent on the Committee Chair to share with his/her committee as appropriate.
- While Governance Committee members did not have specific comments on the proposed survey questions, there were some queries around if and how the findings and lessons learned from the 2016 evaluation might feed into this exercise and how the responses to this survey might be compared to those from 2016.
- The Secretariat noted that the previous exercise was a full self-evaluation that studied a very comprehensive review of the Board, its structure and a range of issues as highlighted in the introduction to this agenda item. The purpose of this exercise was a "light touch" approach to primarily focus on the processes as had been agreed earlier with the Committee, it had not been designed with the aim of comparing results nor to undertake a comprehensive review and would require a different mandate of the consultant with potential implications for the costs of this exercise.
- It was agreed to review the survey questions again with the consultant to ensure there is some measure of alignment and, if possible, reflection on the comprehensive findings of the 2016 self-evaluation that was only finally concluded in October 2018.
- One Committee member noted that a number of studies show that in such surveys a 5-7 point rating scale should be used and therefore wondered why a 4 point scale was being proposed. The Secretariat noted that this had been discussed with the consultant facilitating the review and the use of a 4 point scale is seen to

prevent people from having a neutral position and thus rendering little value in assessing feedback. It also being noted that the size of Board Committees would render such a scale potentially ineffective e.g. Investment Committee comprises only five members.

- This is consistent with the approach used during the 2018 360 feedback of the Board Chair and the CEO for the same reasons given at the time. It was agreed that this would be further discussed with the consultant.
- Some questions were raised around the proposed timeline and whether or not the whole exercise could be accelerated. The Secretariat committed to looking into this, noting that an acceleration in the process would likely require additional meetings, in particular of the Governance Committee and during a period that will already be intense with Gavi 5.0 consultations and preparations. The Committee was also reminded of the closed Board discussion in December last year on the high level of meetings.

5. Process for Evaluation Advisory Committee (EAC) Chair Nominations

- 5.1 Joanne Goetz, Head, Governance, presented this item (Doc 05) which provided an overview of the proposed process for the recruitment of a new Evaluation Advisory Committee (EAC) Chair, as well as up to two additional EAC members.
- 5.2 Governance Committee members endorsed the proposed process.

6. Update on Review of EAC Terms of Reference

- 6.1 Joanne Goetz, Head, Governance, provided an update on the work being carried out by the Evaluation Advisory Committee (EAC) on reviewing its Terms of Reference (ToR).
- 6.2 She noted that the review, which is taking place in parallel with a review of Gavi's Evaluation Policy, is on track for completion by the June 2019 Board meeting. Input from the survey completed by the Board during its closed session in November 2018 has been taken on board. The EAC will be having a meeting on 15 February to further discuss, with the aim of finalising the review at its April 2019 meeting.

Discussion

- Governance Committee members requested that the results of the survey of the Board be shared with them.
- It was also agreed that it would be useful already for Governance Committee members to have a more in depth sighting of the EAC ToRs at their March 2019 meeting.

- One Committee member noted that one of the explicit requests of the EAC Chair to the Board had been to look at what can be done to strengthen the link of the work of the EAC with the work Gavi does and suggested that going into the Board retreat there might be an opportunity to be more explicit about that.
- The CEO recalled that when the EAC was set up there was a very small Secretariat which did not include a monitoring and evaluation team. There has since been quite a shift in Gavi's evaluation function and there is now a richness of monitoring tools and activities. In this context the EAC is debating where it should most strategically use its expertise and interact with the range of evaluation activities that are going on. The Board agreed on the importance of evaluations which are now regularly framed in Board papers and theory of changes comments have led to a number of changes to enhance the organisation. He confirmed that there will therefore indeed be an opportunity to debate this further at the Board Retreat.

7. Review of Decisions

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

8. Any other business

- 8.1 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

- Bill Roedy, Chair
- Megan Cain
- Orin Levine
- Clarisse Loe Loumou
- Harriet Ludwig
- Stephen Zinser
- Seth Berkley (non-voting)

Other Board Members observing

- Michael Kent Ranson

Regrets

- Tim Evans
- Amir Aman Hagos
- Mohamed Abu Zaid Mustafa
- Sai Prasad

Secretariat

- Philip Armstrong
- Joanne Goetz