

## **Gavi Alliance Governance Committee Meeting**

24 June 2019

Gavi Alliance Offices, Geneva, Switzerland

### **1. Chair's report**

- 1.1 Finding a quorum of members present, the meeting commenced at 16.23 Geneva time on 24 June 2019. 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 March 2019 (Doc 01b) which had been approved by no-objection on 3 May 2019.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

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### **2. Board Effectiveness Review**

- 2.1 Philip Armstrong, Director, Governance and Secretary to the Board, introduced this item (Doc 02) recalling that the Governance Committee in June 2018, taking into account the time taken to complete the 2016 Board and Committee Self-Evaluation exercise, had agreed that at this stage it would be more appropriate to conduct a Board Effectiveness Review (BER) focussing on Board and Committee processes. He recalled that the intention had not been to look into Gavi's current governance structures or seek to provide any deeper analysis.
- 2.2 Mr Armstrong highlighted that only 10 of the current Board members were also on the Board at the time of the 2016 exercise and therefore the prospect of using this current exercise to do a comparative analysis would have been challenging.
- 2.3 He recalled that the Governance Committee, at one of its meetings earlier in the year, had requested that the timeline for the BER be accelerated but this had not proven possible due to the very low response rates to the surveys from Board and Committee members. It had, therefore, been necessary to extend deadlines and do extensive follow up to ensure a critical mass of responses to be able to do a meaningful analysis of the results with associated delays in consequence.
- 2.4 Andrew Lowenthal, Manchester Square Partners, who had been contracted as an independent consultant to carry out the BER, presented an overview of his findings, highlighting the overall positive response to how the Board operates. He

stressed that the nature of this exercise is such that it provides a breadth of views, some of which are outliers and that it is therefore important to read the free-flow comments in that context, and not to necessarily take them as indicating Board consensus.

- 2.5 He reported that challenges identified relate to the structure of the Board and high turnover which can make it difficult to create a Board culture and ensure appropriate retention of institutional knowledge. The representative nature of the Board is such that Board members are coming from different perspectives with different interests. Some Board members do not feel that there is a culture of challenge. There is a view that there is not enough time for strategic discussion at the Board nor enough time for Board members to get to know each other due to the congested agenda on account of operational issues requiring Board decision.
- 2.6 Mr Lowenthal highlighted that Board members acknowledged improvements in relation to the Chairs timekeeping at Board meetings, noting that there is still some room for improvement.
- 2.7 Board members recognise that a huge amount of work goes into preparing documentation for meetings and acknowledge that different Board members have different expectations in relation to the level of detail and volume of information which should be provided. There is general agreement that papers should have concise Executive Summaries.
- 2.8 Mr Lowenthal noted that some comments had been made about decision making, performance monitoring and the need for more collaboration between committees, but that the nature of those comments was such that they did not provide direction.
- 2.9 Finally, Mr Lowenthal referred to the Board Committees noting in particular that the perception is that both the Governance Committee and Programme and Policy Committee (PPC) are donor dominated with some concerns also that the PPC risks becoming a mini Board but without the mandate to take decisions.

### *Discussion*

- The Board Chair noted that the feedback mirrors that from the 2016 Board and Committee Self-Evaluation exercise and that many of the items can be addressed. She highlighted that unless there is a willingness to think about the structure of the Board and how it will work for the future then it will be difficult to make any changes and this, and any potential consequences, would have to be accepted by all.
- She highlighted in particular that if there is an appetite to bring on more donors to support Gavi during the 2021-2025 strategic period, then work needs to be done, in particular with the donor constituency, to see how new donors could potentially be engaged within the governance structures.
- Governance Committee members acknowledged that one of the consequences of the high turnover of the Board is the difficulty for Board members to really get to know each other and build mutual trust through familiarity and shared views gained from regular interaction and association over time not just by constituency but with

individuals. Some Governance Committee members suggested that high turnover can sometimes be positive as new members can bring fresh views and renewed openness.

- One Governance Committee member indicated that it would be useful to have an analysis of Board turnover by constituency over the past years to understand the level of turnover and in which areas.
- In response to a comment from a Governance Committee member, the Secretariat noted that a number of studies have been done on governance structures in the international organisations and that the same issues arise around the focus on the composition of Board and Board Committees often emphasising representation to the detriment of effectiveness and appropriate competencies e.g. Center for Global Development, Nestor Advisors (AIIB).
- Governance Committee members discussed the continuing challenge of strengthening the voice of the developing country constituency on the Board. The Secretariat recalled the recent amendments to the Board Committee Charters to provide for flexibilities for this constituency on the committees and the upcoming biennial refresh of the Committees will be the first real opportunity to implement this.
- Governance Committee members agreed that the priority needs to be looking at options related to providing mechanisms for potential new donors to contribute through Gavi's governance structure, with a focus on the first instance on Board composition. It was agreed that this should be done by the Governance Committee itself, rather than through a Subcommittee. The Board Chair suggested that options could be presented to the Governance Committee for discussion, noting that those options should include both a reattribution of current seats and the creation of new seats. It was noted that in this context it will be necessary to consider whether or not the current statutory provision whereby one-third of voting members are unaffiliated members should be maintained and the legal implications of any proposed amendments to the Gavi Statutes in this regard given that this will require to be registered with the Swiss Authorities.

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### **3. Board and Committee Leadership**

#### **3a. Board Chair Recruitment**

- 3a.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 03a) recalling the previous Board Chair recruitment process as well as the guidance for future processes as agreed by the Board during the reappointment of the current Board Chair during the course of 2017.
- 3a.2 He shared some reflections from the current Board Chair and information in relation to the proposed next steps as well as tentative search milestones.

- 3a.3 The Board Chair reiterated her reflections on the role and in particular stressed the importance of agreeing on the expected engagement of the Chair, the corresponding time commitment required and whether it might be necessary to think about some form of compensation and resourcing the role as options going forward.

#### *Discussion*

- Governance Committee members confirmed their support for the proposed process and agreed on the importance of ensuring confidentiality for candidates.
- It was also agreed that it will be important to be realistic about the requirements of the role vis à vis candidates, in particular in relation to time commitment.
- Governance Committee members noted that as Gavi is a Swiss Foundation there would be legal implications related to any potential decision to remunerate a future Board Chair. It was agreed that it would already be useful to explore what the options might be and potential actions arising in the meantime.

#### **Decision One**

In line with the process for the appointment of the Board Chair endorsed by the Board in June 2017, as read with Section 4.B of the Governance Committee Charter, the Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

- a) **Delegate** to the Governance Committee the authority to set up and oversee the process for the recruitment of a Board Chair to succeed Dr Ngozi Okonjo-Iweala at the end of her term on 31 December 2020; and
- b) **Delegate** to the Governance Committee the authority to establish a Search Committee for this purpose.

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#### **3b. Board Vice Chair nomination**

- 3b.1 Mr Bill Roedy, Board Vice Chair and Governance Committee Chair, left the meeting for this session.
- 3b.2 Philip Armstrong, Director, Governance and Secretary to the Board, presented the proposed process to the Committee (Doc 03b).
- 3b.3 The Board Chair confirmed that Mr Roedy has indicated his willingness to serve a further term as Board Vice Chair through 31 July 2021 when his 2<sup>nd</sup> and final term ends.

### *Discussion*

- Governance Committee members endorsed the proposed process, noting that a Call for Expressions of Interest would be sent to the Board with the indication that Mr Roedy has expressed his willingness to serve a further term.
- Governance Committee members noted that the expected workload of the Vice Chair going forward will be substantial, as it will now include chairing the Search Committee for the new Board Chair, lead any review of Gavi's governance system, guide the Board Committee refreshment in terms of tighter considerations around gender, representation, developing countries, etc. among other things.

### **Decision Two**

The Gavi Alliance Governance Committee:

- a) **Approved** the establishment of the Board Vice Chair Nominations Subcommittee ("Subcommittee") with the terms of reference set out in Annex B to Doc 03a as amended by discussions at the Governance Committee; and
- b) **Confirmed** that the composition of the Subcommittee be constituted as follows:

Dr Ngozi Okonjo-Iweala, Board Chair  
Stephen Zinser  
Orin Levine  
Susan Silbermann  
Edna Yolani Batres

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### **3c. Committee Chair nominations**

- 3c.1 Joanne Goetz, Head, Governance, introduced this item (Doc 03c) recalling the process which had been discussed and agreed with the Governance Committee at its meetings in February and March 2019 in relation to the process for the selection of a candidate to replace Rob Moodie as Chair of the Evaluation Advisory Committee (EAC).
- 3c.2 Clarisse Loe Loumou, who had accepted to interview all three candidates on behalf of the Governance Committee Chair, reported to the Committee on the outcome of the interviews, focusing in particular on the two candidates shortlisted for the Governance Committee's consideration.

### *Discussion*

- Governance Committee members discussed the merit of both candidates, agreeing that both were of a very high calibre with somewhat different attributes and competencies.

- Following discussion, Committee members agreed to recommend the appointment of Nina Schwalbe to succeed Rob Moodie as Chair of the Evaluation Advisory Committee.

### **Decision Three**

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

- a) **Reappoint** Nina Schwalbe as a member of the Evaluation Advisory Committee effective 1 January 2020 through 30 June 2021.
- b) **Appoint** Nina Schwalbe as Chair of the Evaluation Advisory Committee effective 1 July 2019 through 30 June 2021.

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## **4. Board and Committee Nominations**

### **4a. Update on Unaffiliated Board Member Recruitment**

- 4a.1 The Chair provided a brief update on the recruitment to fill the third, and final, vacant seat for an Unaffiliated Board Member, noting that two Chinese candidates had been shortlisted for final interviews by the Board Chair and the CEO.

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### **4b. Board/Committee member nominations**

- 4b.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 04b), noting in particular that while the aggregate gender balance for the Board and Committees remains compliant with the gender policy, four of the five Board Committees were outside or range.

### *Discussion*

- Governance Committee members noted that it will be important for them to pay particular attention to compliance with the gender policy when considering nominations in the context of the biennial Board Committee refresh later in the year.
- One Board member suggested that it would be appropriate for the Governance Committee to look at constituencies where both the Board member and the Alternate Board member are of the same gender and analyse whether this is something that can be managed differently, noting that it is not always possible due to the fact that nominees to the Board are often made in relation to the position a person holds in the affiliated organisation or constituency.

## **Decision Four**

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

a) That it **appoint** the following Board Members:

- **Ferrozudin Feroz** of Afghanistan as Board member representing the developing country constituency in the seat currently held by Suad Youusif Abdallah Alkarib of Sudan, effective immediately and until 31 December 2020.
- **Arsen Torosyan** of Armenia as Board member representing the developing country constituency in the seat currently held by Sergey Khachatryan of Armenia, effective immediately and until 31 December 2021.
- **Peter Salama** as Board Member representing WHO in the seat currently held by Soumya Swaminathan, effective immediately and until his successor is appointed.
- **Craig Burgess** as Board Member representing the civil society organisations constituency in the seat currently held by Clarisse Loe Loumou, effective 1 July 2019 and until 30 June 2021.
- **Irene Koek** as Board Member representing the United States on the donor constituency anchored by the United States in the seat currently held by Sarah Goulding of Australia, effective 1 July 2019 and until 30 June 2021.
- **Muhammad Pate** as Board Member representing the World Bank in the seat currently held by Tim Evans, effective 1 July 2019 and until his successor is appointed.

b) That it **amend the appointment** of the following Board member:

- **Afsaneh Beschloss** as an Unaffiliated Board Member in the seat formerly held by Yifei Li, effective 1 January 2020 and until 31 December 2022.

c) That it **appoint** the following Alternate Board Members:

- **Assad Hafeez** of Pakistan as Alternate Board member representing the developing country constituency in the seat currently held by Aamer Mehmood Kiani of Pakistan, effective immediately and until 31 December 2020.
- **Maty Dia** as Alternate Board Member representing the civil society organisations constituency in the seat currently held by Craig Burgess, effective 1 July 2019 and until 30 June 2021.
- **Sarah Goulding** as Alternate Board Member representing Australia on the donor constituency anchored by the United States in the seat currently held by Irene Koek of the United States, effective 1 July 2019 and until 30 June 2021.



- **Etleva Kadili** as Alternate Board Member representing UNICEF in the seat currently held by Ted Chaiban, effective 1 October 2019 and until her successor is appointed
- d) That it **appoint** the following to the Market-Sensitive Decisions Committee effective immediately:
  - **Amir Aman Hagos** (Board Member) until 31 December 2019.
  - **Assad Hafeez** (Alternate Board Member) until 31 December 2019.
- e) That it **appoint** the following to the Market-Sensitive Decisions Committee effective 1 July 2019:
  - **Craig Burgess** (Board Member) until 31 December 2019.
- f) That it **appoint** the following to the Market-Sensitive Decisions Committee effective 1 October 2019:
  - **Etleva Kadilli** (Alternate Board Member) until 31 December 2019.
- g) That it **reappoint** the following to the Market-Sensitive Decisions Committee effective 1 July 2019:
  - **Irene Koek** (Board Member) until 31 December 2019.
- h) That it **appoint** the following to the Governance Committee effective 1 July 2019:
  - **Craig Burgess** (Board Member) until 31 December 2019.
  - **Susan Silbermann** (Board Member) until 31 December 2019.
- i) That it **appoint** the following to the Audit and Finance Committee effective 1 July 2019:
  - **Maty Dia** (Alternate Board Member) until 31 December 2019.
- j) That it **reappoint** the following to the Audit and Finance Committee effective 1 July 2019:
  - **Irene Koek** (Board Member) until 31 December 2019.
- k) That it **appoint** the following to the Evaluation Advisory Committee effective 1 July 2019:
  - **Maty Dia** (Alternate Board Member) until 31 December 2019.
  - **Marta Nunes** (Board Member) until 31 December 2019.
  - **Juan Pablo Gutiérrez** (Independent Expert) until 31 December 2019.



- **Ezzedine Mohsni** (Independent Expert) until 31 December 2019.

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## **5. Governance and legal**

### **5a. Appointment of new Treasurer**

- 5a.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 05a) which proposed the appointment of a new Treasurer to replace Mr Barry Greene who was to retire from Gavi and hand over his responsibilities at the end of June 2019.

#### **Decision Five**

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

**Appoint** Assietou Diouf as Treasurer with individual signatory authority, effective immediately and until her successor is appointed and qualified.

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### **5b. Appeals Tribunal**

- 5b.1 Eelco Szabo, Director, Legal, presented this item (Doc 05b) to the Committee, outlining the process which had been followed both in terms of reviewing the Appeals Tribunal Statutes and Rules of Procedure and selecting candidates for appointment as members of the Appeals Tribunal.

#### **Decision Six**

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

- a) **Approve** the Gavi Alliance Appeals Tribunal Statute and Rules of Procedure set out at Annex A to Doc 05b;
- b) **Reappoint** Claude Rouiller as a member of the Gavi Appeals Tribunal effective immediately for a term of five years;
- c) **Reappoint** Anne Trebilcock as a member of the Gavi Appeals Tribunal effective immediately for a term of three years;
- d) **Appoint** Chris de Cooker as a member of the Gavi Appeals Tribunal effective immediately for a term of five years;
- e) **Appoint** Jenny Schokkenbroek as a member of the Gavi Appeals Tribunal effective immediately for a term of five years; and

- f) **Appoint** Michael Wolf as a member of the Gavi Appeals Tribunal effective immediately for a term of five years.

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## **5c. Review of Evaluation Advisory Committee Terms of Reference**

- 5c.1 Joanne Goetz, Head, Governance, provided an update on the work carried out by the Evaluation Advisory Committee (EAC) on reviewing its Terms of Reference (ToR) (Doc 05c) which were now being presented to the Governance Committee for consideration and recommendation to the Board for approval.

### **Decision Seven**

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

**Approve** the updated and revised Evaluation Advisory Committee Terms of Reference as set out in Annex A to Doc 05c, effective from 1 July 2019.

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## **6. Review of Decisions**

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

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## **7. Any other business**

- 7.1 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 3b)
- Megan Cain
- Daniel Graymore
- Orin Levine
- Clarisse Loe Loumou
- Harriet Ludwig
- Sai Prasad
- Stephen Zinser
- Seth Berkley (non-voting)

### **Other Board Members observing**

- Ngozi Okonjo-Iweala, Board Chair

### **Guests**

- Andrew Lowenthal (Agenda Item 2)

### **Regrets**

- Suad Youusif Abdallah Alkarib
- Amir Aman Hagos
- Tim Evans

### **Secretariat**

- Philip Armstrong
- Joanne Goetz
- Alison Jensen (Agenda Item 5b)
- Eelco Szabo (Agenda Item 5b)