

## **Gavi Alliance Governance Committee Meeting**

26 March 2019

Fairmont Château Laurier, Ottawa, Canada

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

- 1.1 Finding a quorum of members present, the meeting commenced at 14.25 Ottawa time on 26 March 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 12 February 2019 (Doc 01b) which had been approved by no-objection on 15 March 2019.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

-----

### **2. Appeals Tribunal**

- 2.1 Eelco Szabo, Director, Legal, presented this item (Doc 02), recalling that Gavi's current dispute resolution mechanism dates back to 2009 and that in 2016 when the Governance Committee and Board had considered appointments of judges to the tribunal it had been noted that some modifications to the tribunal would be considered in due course.
- 2.2 Mr Szabo presented information in relation to proposed amendments to the structure of the Appeals Tribunal as well as to its Statute and Rules of Procedure.

#### *Discussion*

- Governance Committee members endorsed the proposed approach, noting that the proposal to expand the panel of judges from three to five is in line with best practice.
- In response to a question from a Committee member, Mr Szabo indicated that the estimated cost of a hearing would be in the range of US\$20,000 to US\$ 30,000 and that such costs should be covered under Gavi's existing Employment Practices Liability Insurance.

-----

### 3. Update on Unaffiliated Board Member Recruitment

- 3.1 The Chair provided an update on progress to date, noting that interviews of candidates who would be suitable for the Investment Committee (IC) Chair-designate role had been completed.
- 3.2 The Subcommittee, at a meeting earlier in day, had agreed to recommend to the Governance Committee that it recommend the appointment of Afsaneh Beschloss to the Board. There was some discussion regarding when she would be available to fully commit to joining the Board and it was understood that it would be with immediate effect, though some of those interviewed her had recalled that she had indicated that she would prefer to join the Board later in the year once her commitments to the re-acquisition of her private equity firm had been fully bedded.
- 3.3 The Subcommittee had also discussed the third, and final, vacant seat, and had agreed on a short list of four candidates to be interviewed.
- 3.4 Philip Armstrong, Director, Governance and Secretary to the Board, informed Governance Committee members that since the agenda and supporting documents for this meeting has been shared with the Committee, two further nominations had been received for consideration, namely a nomination from UNICEF to replace Shanelle Hall who would be stepping down from the Board in May, and a nomination from the donor constituency to fill a vacant seat on the Governance Committee.

#### *Discussion*

- Governance Committee members noted that further changes are expected in the coming months not only in relation to UNICEF representation on the Board but also in relation to WHO and World Bank representation.

#### **Decision One**

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

- a) That it **appoint** the following Board Member:
  - **Afsaneh Beschloss** as an Unaffiliated Board Member in the seat formerly held by Yifei Li effective immediately and until 30 June 2022.
  - **Omar Abdi** as Board Member representing UNICEF in the seat formerly held by Shanelle Hall effective 1 May 2019 and until his successor is appointed.
- b) That it **appoint** the following to the Governance Committee effective immediately:
  - **Daniel Graymore** (Board Member) until 31 December 2019.

-----

#### **4. Board Effectiveness Review**

- 4.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 04) recalling that the Governance Committee had provided input to the surveys during its February 2019 teleconference, and that the surveys had subsequently been launched on 13 March 2019, with a 22 March 2019 deadline.
- 4.2 He noted that the number of surveys completed to date was quite low and that it is subsequently being proposed that the deadline be extended to Friday 5 April 2019.

#### *Discussion*

- Governance Committee members agreed that the independent consultant facilitating the exercise send a reminder to all Board and Committee members and that this be followed up immediately by a reminder from the Board Chair.
- Committee members noted that while this review, compared to the 2016 Board and Committee Self-Evaluation, intends to focus on the effectiveness of processes, some open-ended questions have been included to try to identify any issues around governance structures and arrangements that any Board and/or Committee members might wish to highlight.

----

#### **5. Evaluation Advisory Committee (EAC) Chair nominations**

- 5.1 Joanne Goetz, Head, Governance, presented this item (Doc 05) recalling that following an invitation to Board and Evaluation Advisory Committee (EAC) members to submit nominations for the role of EAC Chair, three nominations/expressions of interest have been received and that the Governance Committee is now being invited to consider proposed next steps.
- 5.2 She recalled that Board and EAC members had also been invited to propose names of potential candidates for membership of the EAC. The Governance Committee is being invited to consider an approach whereby the EAC Chair and current EAC members, supported by the Secretariat, be invited to consider the list, and come back to the Governance Committee with nominations of up to three potential candidates, including a representative from the Board.

#### *Discussion*

- Governance Committee members agreed that the Committee Chair would interview the three candidates nominated for the role of EAC Chair. A lead candidate would then be invited to talk with the current EAC Chair, the CEO and finally the Board Chair before a recommendation is made to the Governance Committee, and subsequently the Board, at their June 2019 meetings.
- Governance Committee members endorsed the proposed process in relation to the nomination of candidates for EAC membership.

## **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) (Doc 06).

### *Discussion*

- In response to a question from a Committee member, the Secretariat confirmed that it is foreseen going forward that the number and timing of EAC meetings will be cognisant of the Evaluation workplan which should take into account the workplans of the Programme and Policy Committee (PPC) and the Board in terms of the review of key Gavi policies and programmes.

-----

## **7. IFFIm Governance**

- 7.1 Philip Armstrong, Director, Governance and Secretary to the Board, recalled that IFFIm (International Finance Facility for Immunisation) is both a limited company and a charity under UK law, and that in the context of recent changes to the UK's charity governance code, the Secretariat has been coordinating work for the IFFIm Board to ensure that they are adhering to the charity code and its 76 recommended practices.
- 7.2 He noted that relevant information will have to be reported in IFFIm's financial statements in the form of a governance statement, recalling that IFFIm's financial statements are consolidated into Gavi's financial statements.
- 7.3 Mr Armstrong highlighted that the work being done aims to enhance existing processes to ensure alignment with appropriate UK governance codes.

### *Discussion*

- In response to a question from the Board Chair, Mr Armstrong confirmed that in relation to safeguarding, and in line with advice from IFFIm's UK lawyers, taking into account that IFFIm does not have any staff, guidance or reference will be made to the appropriate tools and mechanisms which Gavi has put in place.
- The CEO noted that the IFFIm Board is very appreciative of the support it receives from the Gavi Secretariat, and he drew particular attention to the legal and governance related support which is of a substantial nature.

-----

## **8. Review of Decisions**

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

**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**

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

### **Other Board Members observing**

- Ngozi Okonjo-Iweala, Board Chair

### **Regrets**

- Tim Evans
- Suad Youusif Abdallah Alkarib

### **Secretariat**

- Philip Armstrong
- Joanne Goetz
- Alison Jensen (Agenda Item 2)\*
- Eelco Szabo (Agenda Item 2)\*

\* Attendance by phone