

Gavi Alliance Governance Committee Meeting

26 November 2018

Global Health Campus, Geneva, Switzerland

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 16.45 local time on 26 November 2018. 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 10 October 2018 (Doc 01b) which had been approved by no-objection on 20 November 2018.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

2. Nominations

2a. Board/Committee member nominations

- 2a.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 02a), drawing attention 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

- Governance Committee members discussed the three candidates put forward by the R&THI constituency, agreeing on the high calibre of all three. Following due consideration, it was agreed that the Governance Committee would recommend the appointment of William Schluter to take the Alternate Board seat to be vacated by Kate O'Brien at the end of the year.
- Governance Committee members noted that the constituency had sought to include female candidates in their list but that two potential candidates approached had declined the nomination.
- Governance Committee members briefly discussed the constituency seat on the Programme and Policy Committee (PPC) which would also be vacated by Kate

O'Brien at the end of the year. They felt that both the Board member and the Alternate Board member would be suitable candidates and agreed that before making a recommendation, it would be best to consult with them so as to confirm their ability to commit to the PPC, in addition to the Board.

Decision One

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

a) **Appoint** the following Board Members:

- **Harriet Ludwig** as Board Member representing Germany on the donor constituency anchored by Germany in the seat currently held by Jean-François Pactet of France effective 1 January 2019 and until 31 December 2019.
- **Harriet Pedersen** as Board Member representing Sweden on the donor constituency anchored by Norway in the seat currently held by Reina Buijs of the Netherlands effective 1 January 2019 and until 31 December 2020.
- **Sergey Khachatryan** of Armenia as Board Member representing the developing country constituency in the seat currently held by Edna Yolani Batres of Honduras effective 1 January 2019 and until 31 December 2021.
- **Aziz Mahamat Saleh** of Chad as Board Member representing the developing country constituency in the seat currently held by Raymonde Goudou Coffie of Côte d'Ivoire effective 1 January 2019 and until 31 December 2021.
- **Teresa Ressel** as an Unaffiliated Board Member in the seat formerly held by Gunilla Carlsson effective 1 January 2019 and until 31 December 2021.

b) **Appoint** the following Alternate Board Members:

- **Susan Elden** as Alternate Board member to Daniel Graymore representing the United Kingdom on the donor constituency anchored by the United Kingdom in the seat currently held by Jason Lane of the United Kingdom effective immediately and until 31 December 2019.
- **Jan Paehler** as Alternate Board member to Harriet Ludwig representing the European Commission on the donor constituency anchored by Germany in the seat currently held by Harriet Ludwig of Germany effective 1 January 2019 and until 31 December 2019.
- **Lene Lothe** as Alternate Board member to Harriet Pedersen representing Norway on the donor constituency anchored by Norway in the seat currently held by Karin Westerberg of Sweden effective 1 January 2019 and until 31 December 2020.
- **William Schluter** as Alternate Board member to Marta Nunes representing the research and technical health institutes constituency in the seat currently held by Kate O'Brien effective 1 January 2019 and until 31 December 2020.

- **Edna Yolani Batres** of Honduras as Alternate Board member to Sergey Khachatryan of Armenia representing the developing country constituency in the seat currently held by Sergey Khachatryan of Armenia effective 1 January 2019 and until 31 December 2021.
 - **Jacqueline Lydia Mikolo** of the Republic of Congo as Alternate Board member to Aziz Mahamet Saleh of Chad representing the developing country constituency in the seat currently held by Félix Kabange of the Democratic Republic of the Congo effective 1 January 2019 and until 31 December 2021.
- c) **Appoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2019:
- **Jan Paehler** (Alternate Board Member) until 31 December 2019
 - **Helen Rees** (Board Member) until 31 December 2019
- d) That it **reappoint** the following to the Governance Committee effective 1 January 2019:
- **Harriet Ludwig** (Board Member) until 31 December 2019
- e) That it **appoint** the following to the Audit and Finance Committee effective 1 January 2019:
- **Teresa Ressel** (Board Member) until 31 December 2019
- f) That it **appoint** the following to the Programme and Policy Committee effective immediately:
- **Susan Elden** (Board Member) until 31 December 2019
- g) That it **reappoint** the following to the Programme and Policy Committee effective 1 January 2019:
- **Edna Yolani Batres** (Alternate Board Member) 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. Committee Chair nominations

- 2b.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 02b), recalling the process for the call for nominations from the Board for candidates to succeed Dr Richard Sezibera as Programme and Policy Committee (PPC) Chair for which no nominations other than that of Dr Helen Rees were received and the subsequent request to the Governance Committee to consider a recommendation to the Board to approve the appointment of Dr Helen Rees as his successor.

- 2b.2 It was also noted that with the nomination of Dr Helen Rees as PPC Chair, it would be appropriate to nominate her for a second term as an Unaffiliated Board member from 1 July 2019 through 30 June 2022.

Decision Two

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

- a) **Reappoint** Helen Rees as an Unaffiliated Board member through to 30 June 2022; and
- b) **Appoint** Helen Rees as Chair of the Programme and Policy Committee effective 1 January 2019 through 31 December 2019.

2c. Independent Review Committee (IRC) Nominations

- 2c.1 Joanne Goetz, Head, Governance, briefly outlined the process by which candidates had been identified for the IRC and which were now being presented to the Governance Committee to recommend their appointment to the Board (Doc 02c).

Discussion

- In response to a query from a Governance Committee member, the Secretariat confirmed that further information will be provided in relation to the low number of female candidates being presented for appointment in this round.

Decision Three

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

- a) **Appoint** as new Independent Review Committee (IRC) members the individuals listed in Annex A to Doc 02c for terms effective 1 January 2019 until 31 March 2021;
- b) **Approve** the extension of the terms of the IRC members listed in Annex B to Doc 02c for a further three-year term until 31 March 2022; and
- c) **Approve** the exceptional extension of the term of Sandra Mounier-Jack as a member of the IRC pool until December 2019 so that she may serve out her term as IRC Vice Chair.

3. Policies

3a. Board Travel Policy

- 3a.1 Joanne Goetz, Head, Governance, presented a short report on the implementation of the Board Travel Policy, including a proposed amendment for Governance Committee consideration (Doc 03a).

Decision Four

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

Approve amendments to the Board Travel Policy as outlined in Annex A to Doc 03a.

3b. Review of Secretariat Conflicts of Interest Policy

- 3b.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 03b), noting that comments received since the 10 October 2018 Governance Committee meeting from both Board constituents and from consultations within the Secretariat had been taken into account as outlined in the documentation.

Decision Five

The Gavi Alliance Governance Committee:

Approved the draft Conflicts of Interest Policy for the Secretariat set out in Annex A to Doc 03b, effective from 1 January 2019.

3c. Global Fund Approach to Ethics

- 3c.1 Nick Jackson, Global Fund Ethics Officer, presented an overview of the Global Fund's (GF) approach to ethics outlining (i) how the organisation frames and positions ethics; (ii) the scope of activities and current projects; and (iii) Ethics Offices resources.
- 3c.2 He gave an overview of the GF ethics policy landscape, highlighting the core ethical values and where they are reflected in, and related to, a number of documents such as operating procedures, codes of conduct, terms of reference, contractual arrangements etc.
- 3c.3 He gave an overview of the four areas of work in which the Ethics Office is involved, namely: (i) training and engagement; (ii) "proactive" due diligence assignments; (iii) "reactive" cases; and (iv) projects.

Discussion

- In response to a query from a Governance Committee member, Mr Jackson clarified that due diligence is built into the GF's tender processes. When programmes are being implemented by UN entities they are accountable for their own conduct through their own processes. International NGOs are also expected to have robust accountability mechanisms. Closer engagement with in-country partners is required and in this respect grant agreements etc. include a code of conduct for recipients.
- Governance Committee members noted that there were initially mixed reactions from GF staff when some of the internal processes were newly introduced. To date over 650 of the 800 staff have attended in-person training focused on the core ethical values and it is generally considered that this has been successful in elevating conversations.
- Governance Committee members also noted that there is general appreciation amongst all GF stakeholders when it is understood that the Board and staff are being held to account on the same values as all other actors.

4. Process for review of EAC Terms of Reference

- 4.1 Joanne Goetz, Head, Governance, presented this item (Doc 04) which provided an overview of the proposed process and timeline for the review of the Evaluation Advisory Committee (EAC) Terms of Reference (ToR) for the Governance Committee's consideration.

Discussion

- Governance Committee members noted that this proposal follows agreement of the EAC, in the context of the review of the recent review of Gavi's evaluation function, that it would be useful for them to have the Board's perspective on the future role and responsibilities of the EAC. This will then enable them to include that view in the work they are doing to review not only the EAC ToR but also Gavi's Evaluation Policy.
- Governance Committee members agreed on the importance of this exercise to firstly confirm that it is important for the Board to ensure that Gavi does have an independent EAC and then to determine the future role and responsibilities of the Committee from the perspective of the Board.
- Following discussion it was agreed that in the first instance a short questionnaire would be prepared for the Board to complete during its closed session the following day and that a Governance Committee member¹ could then be identified to steer the process in line with the proposed timeline.

¹ Tim Evans has agreed to act as the Governance Committee focal point on this process going forward.

- The Board Chair expressed her view that it would also be useful to ascertain whether or not external stakeholders know that Gavi has an EAC and is aware of its important work.

5. Review of Decisions

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

6. Any other business

- 6.1 In response to a query from a Governance Committee member, the Secretariat clarified that the upcoming Board and Committee evaluation could be an opportunity to address how Gavi's governance structure going forward might enable the involvement of new stakeholders e.g. donors under Gavi 5.0.
- 6.2 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
- Tim Evans
- Orin Levine
- Clarisse Loe Loumou
- Harriet Ludwig
- Sai Prasad
- Karin Westerberg
- Stephen Zinser (By phone)
- Seth Berkley (non-voting)

Other Board Members attending

- Ngozi Okonjo Iweala, Board Chair

Regrets

- Amir Aman Hagos
- Mohamed Abu Zaid Mustafa

Guest

- Nick Jackson (Agenda Item 3c)

Secretariat

- Philip Armstrong
- Joanne Goetz