

## **Gavi Alliance Governance Committee Meeting**

28 May 2018

Teleconference

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

- 1.1 The meeting commenced at 14.10 Geneva time on 28 May 2018. Mr Blair Exell, Governance Committee member, chaired the meeting for Agenda Items 1 and 2.
- 1.2 Governance Committee members noted and agreed that as there would not be a quorum for the first part of the meeting, the discussion relating to the Vice Chair nomination would go ahead and that the recommendation would be presented to the Committee at its next meeting on 4 June 2018 for approval when a quorum should be present.
- 1.3 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).

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### **2. Vice Chair nomination**

- 2.1 The session chair invited Dr Ngozi Okonjo-Iweala, Board Chair and Chair of the Vice Chair Nominations Subcommittee, to present this item.
- 2.2 The Board Chair recalled the process which had been put in place whereby an invitation for expressions of interest in the position of Board Vice Chair had been circulated to the Board, following which two expressions of interest had been received.
- 2.3 The Subcommittee had interviewed both candidates, using a list of five questions common to each of the candidates with the aim of assessing them in relation to their management experience, leadership ability and technical qualifications.
- 2.4 Score sheets aligned with the questions asked had been completed after the interviews by each of the interviewers. This had facilitated ensuring objectivity in the process.
- 2.5 The Subcommittee had thus concluded that Bill Roedy be recommended to the Governance Committee as the nominee for the position of Board Vice Chair. Dr Okonjo-Iweala had already informed both candidates accordingly.
- 2.6 She concluded by noting the high quality of both candidates who will both continue to play an important role on the Board.

*Discussion*

- Governance Committee members present indicated their support for the Subcommittee recommendation and echoed the comments in relation to the calibre of both candidates for the position.

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**3. Review of Conflict of Interest Policy**

- 3.1 Bill Roedy, Acting Governance Committee Chair, then joined the meeting and introduced this item, highlighting that the draft policy being presented to the Committee at this meeting for consideration reflected the feedback and comments received from both Governance Committee members and other Board constituencies not represented on the Committee.
- 3.2 Philip Armstrong, Director, Governance and Secretary to the Board, recalled the discussions that had taken place on this item during the three previous Governance Committee meetings. He mentioned in particular that at its February 2018 meeting, the Governance Committee had noted that there would be a separation of the current policy between Governance Bodies and the Secretariat.
- 3.3 He provided information in relation to the consultation process which had taken place since the March 2018 meeting, at which Governance Committee members had been presented with an initial draft policy for the Governance Bodies as well as accompanying guidance and procedures.
- 3.4 Mr Armstrong then addressed some of the comments which had been made during the consultation process, and finally presented a proposed amendment to the Gavi Alliance Statutes which would be required to enable the Governance Committee to approve the *Conflicts of Interest Policy for the Secretariat*, as discussed at its February 2018 meeting.

*Discussion*

- Governance Committee members expressed their appreciation for the work done and the fact that all of the comments received from the different organisations and constituencies had been addressed.
- In response to questions from Governance Committee members, the Secretariat clarified that 5.6 as proposed in the revised policy, and which relates to the Organisational Interest of a Board Member in relation to a previous employer also represented on the Board, does not prevent someone from being appointed to the Board, but considers them as having an Organisational Interest in relation to both their former and current entity for a specified period of time.

## **Decision One**

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

- a) **Approve** the draft Conflicts of Interest Policy for Governance Bodies set out in Annex B to Doc 03, effective from 1 January 2019; and
- b) **Amend** Article 28 of the Statutes to read as follows:

*“To preserve transparency in financial arrangements, the Board shall adopt a conflicts of interest policy for all organs of the Gavi Alliance, with the exception of the Secretariat conflicts of interest policy which will be approved by the Governance Committee.”*

The Gavi Alliance Governance Committee:

**Approved** the draft Guidance and Procedures for Conflicts of Interest Policy for Governance Bodies set out in Annex D to Doc 03, effective from 1 January 2019, subject to Board approval of appropriate amendments to the Gavi Alliance Statutes and the Gavi Alliance Governance Committee Charter.

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### **4. Review of decisions**

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

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### **5. Any other business**

- 5.1 Governance Committee members recalled that the draft agendas for Board meetings had at one time been circulated to Board members in advance for comment and asked if this process could be reinstated. The Secretariat noted the request and committed to bringing the request to the attention of the Board Chair.
- 5.2 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 (Acting Chair, from Agenda Item 3)
- Blair Exell
- Megan Cain
- Orin Levine (Agenda Item 3)
- Clarisse Loe Loumou
- Seth Berkley (non-voting)

### **Regrets**

- Bahar Idriss Abugarda
- Tim Evans
- Harriet Ludwig
- Sai Prasad

### **Other Board Members attending**

- Ngozi Okonjo-Iweala, Board Chair (Agenda Item 2)

### **Secretariat**

- Philip Armstrong
- Joanne Goetz
- Pia Nunez (Agenda Item 3)
- Eelco Szabo (Agenda Item 3)