

## **Gavi Alliance Governance Committee Meeting**

4 June 2018

Crowne Plaza Hotel, Geneva, Switzerland

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

- 1.1 Finding a quorum of members present, the meeting commenced at 17.33 local time on 4 June 2018. Mr Bill Roedy, Acting 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 13 March 2018 (Doc 01b) which had been approved by no-objection on 24 April 2018.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).
- 1.5 It was noted that item 5 would be discussed directly after item 2 in order to accommodate the participation of the Board Chair who would be attending the meeting for those two items.

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

- 2.1 Bill Roedy and Orin Levine recused themselves for the presentation on this item and left the room.
- 2.2 Philip Armstrong, Director, Governance and Secretary to the Board, recalled the process which had been followed by the Board Vice Chair Nominations Subcommittee, as had been outlined by Dr Ngozi Okonjo-Iweala during the Governance Committee teleconference on 28 May 2018, and as further outlined in Doc 02.
- 2.3 He clarified that the Governance Committee was now being requested to make a formal recommendation to the Board in relation to the appointment of a new Vice Chair, as there had not been a quorum during the discussions on this item at the 28 May meeting.

## **Decision One**

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

- a) **Reappoint** William (Bill) Roedy as an Unaffiliated Board member through to 31 July 2021; and
- b) **Appoint** William (Bill) Roedy as Vice Chair of the Board with individual signatory authority effective 1 July 2018 through 31 December 2019.

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## **5. Strengthening Developing Country constituency**

- 5.1 Philip Armstrong, Director, Governance and Secretary to the Board, introduced the item, outlining the three items to be considered: i) options for support to the developing country constituency going forward; ii) proposed Terms of Reference (ToRs) for developing country constituency representatives to Board and Board Committees and guidelines for nominations process; and iii) a discussion on potential amendments to the Gavi By-laws and Committee Charters to enable flexibilities for developing country representation (Doc 05).
- 5.2 Mr Armstrong recalled that this item has been under review by the Governance Committee in line with concerns expressed in the 2016 Board and Committee Self-Evaluation on representation of the constituency on the Board and Board Committees.
- 5.3 Joanne Goetz, Head, Governance, outlined four potential options for support to the constituency going forward, based on the recommendations of the constituency survey carried out by an independent facilitator, as well as benchmarking with comparator organisations.
- 5.4 Finally, Mr Armstrong referred to the proposed ToRs and guidelines for the developing country constituency, as well as to the proposed amendments to the Gavi By-laws and Committee Charters.

### *Discussion*

- Governance Committee members agreed that there are two separate issues to be considered: i) the participation of developing country representatives on the Board and Board Committees; and ii) support to the wider constituency to ensure engagement in Gavi's governance processes.
- There was general support for the proposal to amend Board Committee Charters to enable flexibilities for developing country representation.
- Governance Committee members did not feel it necessary to amend the "self-organising principle" in the Gavi By-laws as proposed but agreed that the

Secretariat should have the flexibility to provide advice and guidance to any constituency as and when requested.

- In this context, and in line with the discussions of the Governance Committee, there was broad support for the proposed profile for Developing Country Board and Committee representatives as outlined in Annex A to Doc 05.
- In terms of constituency engagement, the Secretariat noted that there have been a number of efforts which have been explored in the past three to four years in coordination with the Board members and their Special Advisers, such as the organisation of constituency meetings in the margins of the World Health Assembly (WHA) and the WHO Regional Committee (RC) meetings. Support has also been provided to Special Advisers to attend relevant regional meetings such as the regional EPI manager meetings, in order to enable them to strengthen their networks within the constituencies. Unfortunately, none of these efforts appear to have yielded results in terms of increased constituency engagement among themselves or with the Secretariat.
- It was suggested that there might be some actions which could be put in place which might help not only the developing country constituency but also others such as the circulation of Board papers three weeks in advance of meetings. It was acknowledged that this would require an overall shift in the governance calendar as the meetings of the Audit and Finance Committee (AFC) and Programme and Policy Committee (PPC) in particular are scheduled to feed into the Board preparations, but that the consequences would need careful consideration.
- Governance Committee members noted that the decision to systematically provide French-language interpretation at Board meetings has made a very positive contribution to the participation of the francophone constituency in the Boards' deliberations and it was acknowledged that such successes can sometimes outweigh the substantial associated financial costs.
- It was suggested that going forward some consideration might be given to the translation of executive summaries of key Board papers, in particular those relating to critical decisions. Governance Committee members agreed that the Secretariat is not in a position to ensure the translation of all Board meeting documentation, both in terms of timing and resources.
- One participant suggested that a pre-Board telephone briefing with Special Advisers could be convened. The Secretariat noted that a pre-Board teleconference had been organised on 28 May for Board members, Alternate Board members, Committee Delegates and Special Advisers and of the 18 invited to attend only three had done so.
- In relation to the four options presented for support to the developing country constituency going forward, it was suggested it would be easier for Governance Committee members to express a clear preference if the options could be presented in a way which outlines more clearly what issues each of them addresses and how, linking to the work done by the independent consultants on

both the benchmarking with other organisations and the survey of developing county representatives.

- Governance Committee members did note that one of the constraints of the current model is that the Special Advisers rotate off with the Board member and that such turnover does not favour continuity in the supporting role, which could perhaps be addressed through Option 1.
- Finally, Governance Committee members, acknowledging that this is an item which has been on their agenda now for some time, agreed that they should try to conclude on this matter at their next meeting.

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### **3. Board/Committee member nominations**

- 3.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item to the Governance Committee (Doc 03), outlining the process which had been coordinated with the AFRO Anglophone constituency to confirm their nomination.
- 3.2 He recalled that at its meeting on 5 October 2017, the Governance Committee had requested that consideration be given to an evaluation of competencies required for the Board, as well as to consider Board turnover and any potential gaps which there might be in the foreseeable future.
- 3.3 Mr Armstrong reflected on what is considered best practice for board recruitment in the private sector where it is quite typical that criteria are developed and often calibrated with the competencies required to resource the effective functioning of Board committees.
- 3.4 He noted that within the Gavi model this can be done for the recruitment of Unaffiliated Board members, but has its limitations when it comes to nominations for representatives of organisations and constituencies in the context of the “self-organising” principle as prescribed in Gavi’s governing documents with the focus being primarily on Board representation and appointment to Committees being more of a secondary issue.

#### *Discussion*

- Governance Committee members noted that the “self-organising” principle does pose some limitations in relation to developing a set of criteria which would be applicable to all Board members, but highlighted the importance of ensuring that a dialogue is maintained with nominating organisations and constituencies so that they do, to the degree possible, ensure that nominations are aligned with the overall goals in relation to gender, diversity, skill sets etc.
- Governance Committee members agreed on the importance of having visibility in relation to the pipeline of Board and Committee leadership and suggested that it would be useful for them to receive again an overview of the timeline relating to

the terms of the Board Chair, Committee Chairs and CEO, and ensure that it is something which they look at regularly going forward.

## **Decision Two**

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

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

- **Amir Aman Hagos** of Ethiopia as Board Member representing the developing country constituency in the seat currently held by Yifru Berhan Mitke of Ethiopia effective immediately and until 31 December 2020.

b) **Appoint** the following to the Governance Committee effective immediately:

- **Amir Aman Hagos** (Board Member) until 31 December 2019.

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## **4. HR Subcommittee update**

4.1 The Chair indicated that the HR Subcommittee would be meeting on the following day and that further information would therefore be shared with the Governance Committee at a later date.

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## **6. Review of Governance Committee Charter**

6.1 Philip Armstrong, Director, Governance and Secretary to the Board, reviewed the proposed amendments to the Governance Committee Charter (Doc 06), arising from discussions related to the work of the HR Subcommittee and the review of the Conflicts of Interest Policy.

## **Decision Three**

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

**Approve** the revised and updated Governance Committee Charter as set out in Annex A to Doc 06, effective from 1 July 2018.

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## 7. Independent Review Committee (IRC)

### 7a. IRC Nominations

- 7.1 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 07a).

### Decision Four

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

**Appoint** as new IRC members the individuals listed in Annex A to Doc 07a for terms effective immediately until 31 March 2021.

### 7b. IRC Terms of Reference

- 7.2 Joanne Goetz, Head, Governance, presented this item, informing Governance Committee members that the proposed changes to the ToRs were to implement flexibilities agreed by the Board at its November 2017 meeting in relation to in-country and ad-hoc reviews by the IRC (Doc 07b).

### Decision Five

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

**Approve** the amended Terms of Reference of the Independent Review Committee attached as Annex A to Doc 07b.

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## 8. Board and Committee Evaluation 2019

- 8.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item to the Committee, recalling the self-evaluation exercises carried out since 2010, sharing some observations from the 2016 exercise and outlining a proposed approach for evaluations going forward (Doc 08).

### *Discussion*

- Governance Committee members agreed that conducting a comprehensive Board and Committee self-evaluation every two years had limited utility and that such an exercise should be scheduled to correspond to a specific strategic moment for Gavi such as the approval of a new strategy or the appointment of a new Board Chair or CEO.

- It was therefore agreed that the Governance Committee could decide when to commission a full evaluation, rather than having a pre-defined timeline.
- There was some discussion around whether or not it would be useful to conduct a comprehensive self-evaluation in advance of the 2020 replenishment, also in the context in considering Gavi's governance structures as seen by potential new donors.
- It was suggested that it could be useful to do an annual 'light touch' survey of Board members with a focus on effectiveness and efficiency. The Secretariat agreed to explore this option and it was agreed that it could be useful to work with an independent facilitator in the first instance to put together a standard list of questions which could be used for future surveys.
- In the meantime, the Secretariat will also further explore the proposal that Committees undertake an internally facilitated focused self-reflection as a mid-term check-in.
- Finally in relation to the action arising from the November 2017 Governance Committee meeting whereby it was proposed that the Committee look at case studies to see how the PPC prepares recommendations for the Board and to confirm that it is appropriately fulfilling its oversight role – Governance Committee members agreed that, if still relevant, this could be addressed in the next evaluation exercise.

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## **9. Review of Decisions**

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

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## **10. Any other business**

- 10.1 Philip Armstrong, Director, Governance and Secretary to the Board, informed Committee members that he had been approached by Professor Oyewale Tomori, Board member representing the Research and Technical Health Institutes (R&THI) constituency, in early February 2018, who had informed him of his appointment as Chairman of the Biovaccine Nigeria Limited (BNVL) Board.
- 10.2 Professor Tomori was seeking clarification in relation to any implications under Gavi's Conflicts of Interest Policy.
- 10.3 In the meantime, the R&THI constituency, based on Gavi's self-organising principle, had considered the issue themselves, and the Secretariat has recently been informed that the constituency is likely to ask that Professor Tomori be replaced as their representative on the Gavi Board due to a perceived conflict of interest and a potential reputational risk for Gavi and the constituency.

- 10.4 Governance Committee members, noting that they were being briefed on this matter for informational purposes only, commended both Professor Tomori and the R&THI constituency for their exemplary conduct in relation to this issue and appreciated the engagement of the constituency in relation to this matter.
- 10.5 Governance Committee members, noting the increasing governance workload both for Committee members and the Secretariat, suggested that it might be opportune to have a discussion on “appropriate governance” at an upcoming meeting.
- 10.6 Governance Committee members noted that the request from their previous meeting relating to the circulation of the agendas for Board meetings to Board members in advance for comment was noted and will be instituted routinely.
- 10.7 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
- Bahar Idriss Abugarda
- Megan Cain
- Tim Evans
- Blair Exell
- Orin Levine
- Clarisse Loe Loumou
- Harriet Ludwig
- Sai Prasad
- Seth Berkley (non-voting)

### **Other Board Members attending**

- Ngozi Okonjo-Iweala, Board Chair (Agenda Items 2 and 5)

### **Secretariat**

- Philip Armstrong
- Joanne Goetz