



December 2020

INDEPENDENT REVIEW COMMITTEE TERMS OF REFERENCE

1. PURPOSE

The Independent Review Committee (“Committee” or “the IRC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) under Section 19 of the Operating Procedures to serve as an independent, impartial group of experts seeking to guarantee the integrity and consistency of an open and transparent funding process.

The IRC is not deemed to be a committee of the Board in that its primary role is essentially an advisory function as contemplated under Article 19 of the Statutes. It is empowered by the Board to undertake the responsibilities outlined in these terms of reference. It does have limited decision-making powers as outlined in these terms of reference.

Words and expressions used in this terms of reference shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi Board and Board Committee Operating Procedures.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively are stipulated in these terms of reference, which may be amended by the Board as and when required or deemed necessary.

The selection of IRC members shall be conducted in an open and transparent manner and guided by the following criteria: competence and independence; commitment and availability to participate in meetings; geographical and gender diversity; absence of conflict of interest (in line with with Gavi’s Guiding Principles on Gender Balance for Board and Committee Nominations).

A. Composition and size

The composition of the IRC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the IRC is intended to comprise individuals suitably competent in the affairs and issues falling within the terms of

reference so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this terms of reference.

The IRC membership shall:

- a) be representative of a wide range of expertise relevant to Gavi-supported programmes, including in the following areas: routine immunisation programmes, especially at country level, management of campaigns, delivery of health services including child and adolescent health, health systems strengthening and management, pro-equity programming, epidemiology and disease control, cold chain and logistics, financial and budget analysis;
- b) consist of technical experts knowledgeable on the developing country context and relevant issues, including in a variety of fields related to immunisation and health systems, and who have practical experience working in or with developing country governments, civil society, and other partners in those contexts;
- c) be geographically diverse, with a male and female representation consistent with Gavi's guiding principles on gender for Board and Committee nominations.

B. Competencies and skills

Each member of the IRC should have expertise, experience and knowledge of open and transparent funding processes such that they can seek to guarantee the integrity and consistency of such processes.

All IRC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi.

Each member of the IRC will be required to participate in a programme of induction, training and familiarisation with the work of the IRC to enable Committee members to keep abreast of current developments in the work of the IRC and leading practices.

C. Appointment, term of service and support

All IRC members shall be appointed by the Board on the recommendation of the Governance Committee, for a term of up to 3 years, with a maximum of two consecutive terms. Upon reaching the second term limit, IRC members will not be eligible to serve on the IRC for at least 1 year. After such a break in service, former IRC members may be eligible to be part of the IRC pool again.

During their term IRC members may be called upon to participate in an IRC review based on their expertise.

IRC members shall receive an honorarium and reasonable costs for their participation in each IRC review in accordance with Gavi's policies.

3. AUTHORITY

The IRC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate.

The mandate of the IRC is established in this terms of reference.

4. RESPONSIBILITIES

It is the responsibility of the IRC to:

- A. Advise on whether to fund country plans and programmes –for new vaccine support, health systems strengthening support and other types of support provided to countries.
- B. Review new country plans and requests for extensions of existing programmes in accordance with policies adopted by the Gavi Board. The aim of the IRC review is to make a recommendation as to whether a country plan will likely achieve (i.e. on a balance of probabilities) the proposed results and contribute to Gavi achieving its mission and strategy, taking into account the justification for the programme, soundness of approach, country readiness, feasibility of plans, system strengthening and sustainability, economic and financial considerations and public health benefit of the investment in line with Gavi's mission.

In concurrence with the PPC Chair, the CEO shall designate an IRC Chair for a two-year term, with the possibility of an extension for another two-year term.

In concurrence with the PPC Chair, the CEO shall also designate two IRC Vice Chairs for a two-year term, with the possibility of an extension for another two-year term, ensuring that the Vice Chair term does not end in the same year as the term of the IRC Chair.

The Chair of the IRC, and in their absence the Vice Chair, shall be responsible for:

- a) Leading the plenary session discussions on country plans and extension requests submitted by countries and reviewed by IRC members;
- b) Facilitating consensus among different reviewers on the recommendations for individual country plans and extension requests;
- c) Consolidating the relevant issues raised in the plenary sessions;
- d) Leading the preparation of the recommendations on country programme grants;
- e) Leading the process of formulating policy recommendations to the PPC as reflected in the IRC Consolidated Review Reports;
- f) Present the IRC Consolidated Review Reports to the PPC once a year;
- g) Providing other services in relation to the IRC review process as needed; and
- h) Participating in the High-Level Review Panel

Other IRC members may also be requested by the Secretariat to participate in the High-Level Review Panel.

5. MODE OF OPERATION

A. Meetings, attendance, review and reporting

IRC members shall prepare for and actively participate in Committee meetings.

The IRC members attending a meeting shall be divided into smaller review teams that will be assigned specific country plans or extension requests.

During the IRC meetings, the Secretariat staff and staff from partner agencies may be invited to attend an open session during which they would share their assessment and information relevant for its review. For selected countries, the country's EPI Manager and others may be invited as appropriate to attend the open session and provide input as required by the IRC. Other observers may attend meetings under exceptional circumstances and contingent upon IRC chair approval.

After receiving all input and discussing the presentations by the review team assigned to each country, the IRC will have the option to deliberate on their recommendations in a closed session.

Feedback and communication of recommendations to the Secretariat and partners will take place in an open session at the end of the review period.

In instances where the number of applications to be reviewed is large and are deemed to require a longer time period, the IRC can convene in two parallel sessions. IRC members may be convened to conduct in-country or ad-hoc reviews.

The IRC review shall consider the information available to countries within applicable guidelines and information provided to countries and shall consist of the following steps:

- a) Review country requests for support and supporting documentation, such as theory of change for Gavi support, health sector plans, costed multi-year immunisation plans, vaccine introduction or campaign action plans, vaccine management assessments etc.
- b) Provide Gavi with final reports and recommendations of support for each country reviewed

The IRC shall consider country plans and requests for renewal of such country plans holistically, especially assessing linkages and continuity between programmes. The IRC takes into account reports on country performance, including from the High-Level Review Panel and any other country-specific reviews, in making its recommendations.

At the end of each review session, the IRC will prepare the following:

- a) One report for each country whose application was submitted and reviewed by the IRC. The report will specifically make one of two possible recommendations:
 - I. Recommended for Approval – plus comments on areas the IRC deems deserving of special attention by the country, the Secretariat or partners.

- II. Recommended for Re-review – plus the key reasons why the IRC did not consider the country’s application ready to be recommended for approval at this sitting.
- b) One overall consolidated report which will include a qualitative and quantitative analysis of the applications submitted, any recommendations to the Board and Gavi partners on Gavi programmes and policies, including in relation to the grant application and review processes (the “IRC Consolidated Review Report”). Once a year, the IRC Consolidated Review Report(s) shall be submitted to the PPC.

B. Frequency of meetings

IRC meetings will be scheduled based on business needs. It is foreseen that the IRC shall meet at least three times a year based on a schedule to be determined by the Secretariat.

C. Notice and agenda of meetings

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee with sufficient notice prior to the date of such meeting and sent by email.

D. Voting/Decision-making

All decisions at IRC meetings should be by consensus. If no consensus can be reached, any decision of the IRC shall require a simple majority of members present and voting.

E. Conflict(s) of interest and declarations of interests

IRC members are responsible for upholding the integrity and independence of the IRC. IRC members are required to disclose any affiliations, current consultancy contracts, connections or links that may affect their independence in assessing country plans or proposals. While in-depth knowledge of a country is considered an asset there are circumstances where it may be perceived to affect a member’s independence.

Specifically, IRC members will:

- a) not be employees of Gavi partner agencies;
- b) not review country plans from Gavi eligible countries of which they are a national, have significant links with (e.g. residency for a considerable period) or where they have recently done or are engaged to do significant work that relates to the type of programmes Gavi supports; and
- c) not have taken part in any preparation processes.

All IRC members shall adhere to Gavi’s Conflict of Interest for Governing Bodies and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by IRC members when required.

At the commencement of each meeting, the chair of the IRC will request each IRC member to declare any additional actual or perceived conflicts of interests in addition to their standing declarations of interest in the matters brought before the Committee and the

relevant provisions in the Statutes, Operating Procedures and the Conflicts of Interest Policy for Governance Bodies shall regulate participation.

The IRC chair shall determine, in consultation with the Secretariat and the affected member, whether, and if so, to what extent, a member with a conflict of interest shall be able to attend or participate in the specific sessions discussing the relevant countries.

6. PERFORMANCE AND REVIEW

The Committee will normally evaluate its performance at least once every three years having regard to the principles and requirements of its mandate as set out in these terms of reference and any additional activities undertaken during the year.

The IRC shall report to Gavi's Programme and Policy Committee the results of its review and development actions arising.

The Board shall review these terms of reference as it deems necessary, normally in conjunction with the performance evaluation, to ensure their adequacy and that these remain relevant to the Committee's programme of work and in accordance with developments in best practice.