



## **GAVI Alliance Governance Committee Meeting**

7 April 2014

Berlin, Germany

### **FINAL MINUTES**

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

- 1.1 Finding a quorum of members present, the meeting commenced at 14.00 Berlin time on 7 April 2014. Geeta Rao Gupta, Governance Committee Chair, chaired the meeting via video link from the GAVI Alliance's offices in Washington, DC.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 1a in the Committee pack). Maria C. Freire declared an interest in Johns Hopkins University, Orin Levine declared an interest in PATH, Seth Berkley noted his previously declared conflicts, and Beate Stirø stated she had no declarations to report.
- 1.3 The Committee also reviewed the minutes of its meetings on 4 November 2013 and 24 March 2014 (Docs 1b and 1c). It also reviewed its action sheet (Doc 1d) and forward workplan (Doc 1e).

#### **Decision One**

##### **The GAVI Alliance Governance Committee:**

- **Approved** the minutes of its meetings on:
  - 4 November 2013
  - 24 March 2014.

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#### **2. IRC nominations**

- 2.1 The Committee considered recommendations for membership on the Independent Review Committee (IRC) (Doc 2). It reviewed the process to identify IRC needs and recruit candidates. The intention was to generate a pool of members with a balanced set of expertise and language skills, and increase the number of persons with specific programmatic expertise

pertaining to gender, equity improvement, inactivated polio vaccine (IPV) introduction, and cold chain systems.

- 2.2 It was also noted that under Article 5.1.1 of the By-Laws, the CEO in concurrence with Richard Sezibera, Programme and Policy Committee Chair, had appointed on an emergency basis five members so that the April IRC round would include IPV expertise. It was requested that the Governance Committee recommend to the Board that it ratify their appointments and include them with all of the other candidates under consideration.

#### *Discussion*

- It was noted that the IPV applications had been accelerated for consideration at a special IPV IRC meeting convened in April. With this acceleration came the need to add IPV expertise to the IRC quickly, thus necessitating the emergency appointments.

#### **Decision Two**

##### **The GAVI Alliance Governance Committee:**

- **Recommended** to the Board that it appoint as IRC members the individuals listed in Annex A to Doc 02.
- **Recommended** to the Board that it ratify the emergency appointment of five IRC members by the CEO in concurrence with the Chair of the Programme and Policy Committee (PPC) under Article 5.1.1 of the By-Laws (these names are also included in Annex A to Doc 02):
  - Ahmed Ali Darwish until 31 March 2017
  - Salah Al Awaidy until 31 March 2017
  - Rafah Aziz until 31 March 2017
  - Gayane Sahakyan until 31 March 2017
  - Amani Mustafa until 31 March 2017.

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### **3. GAVI Alliance governance self-assessment**

- 3.1 The Chair reported that good progress had been made since the Committee's 24 March 2014 meeting in preparation for the retreat. She reminded the Committee that it had identified three priority areas of work coming out of the self-assessment: the roles, responsibilities, shared understandings and expectations of Board members; the role and composition of committees, particularly the Executive Committee; and constituency coordination and engagement, especially for developing countries. To address these issues sufficiently, the Governance Committee had asked the Chair to request additional retreat time for this discussion.

- 3.2 The Chair reported that three hours were now allocated instead of two hours. To effectively use the time, she suggested that the Board meet in plenary for 45 minutes to receive an overview of the results and to allow for clarifying questions. Then she proposed the Board split into three groups for 75 minutes so that each group could discuss in some depth one of the three priority issues. In particular, she was looking for concrete answers as to the main underlying issues that needed to be addressed in each area, the primary impediments/bottlenecks to finding workable solutions, and the priorities and next steps that the Board and Governance Committee needed to act upon. After the groups meet, the Board should reconvene in plenary to report the outcomes and to discuss ways forward.

#### *Discussion*

- Committee members noted a number of findings relating to Board culture, including how Board members spend their time together, decide agendas, access information, have open dialogue, and make decisions. Given this, the Committee agreed there should be a fourth break-out group which would explore how the Board can create an environment where it has full access to the information that it needs to make strategic decisions and openness for exchange.
- The Committee considered whether to shorten the final plenary session to enable more break-out group discussion. However, the Committee concluded that coming together at the end of a long retreat to ensure the Board was aligned and leaving the meeting on a good note were critical.

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## **4. Special advisers**

- 4.1 On 4 November 2013, the Committee requested the Secretariat to submit a guidance paper for the Committee's consideration on special advisers. The paper submitted to this meeting looked at four areas: Board members currently supported by special advisors, a proposal identifying which Board members could be entitled to special advisers, the appointment process for these advisers, and their roles and responsibilities (Doc 4).

#### *Discussion*

- The Committee decided to ask what the challenges were that funding special advisers was meant to address. Some members registered the view that there should be no special advisors. Having not addressed this question in the past had led to misunderstandings among Board members as to what advisers do, who needed their support, and what qualifications were needed in persons selected for these roles. The term "special adviser" may itself be misleading too. The Committee identified two primary purposes for which advisers may be important: constituency engagement (particularly for implementing country Board members and civil society whose constituencies are very large), and

support to the Chair and Vice Chair in leading Board work. The two purposes might require quite different skills sets than those sought today.

- Understanding that there would be a discussion at the Board retreat on developing country constituency engagement, the Committee thought it should be informed by this discussion before identifying potential roles and competencies of special advisers. So it agreed to defer this discussion.
- The Committee agreed that the Secretariat needed to be given greater responsibility going forward with regard to adviser selection and performance assessment. Where disputes arise between the Secretariat and a Board member on these issues, they would be referred to the Governance Committee.
- In sum, the Committee agreed that after the retreat, the Secretariat should put together terms of reference proposals for special advisers supporting the Chair, Vice Chair, and the developing country and CSO constituencies. The terms of reference should identify the core roles and therefore the competencies and skills required to perform the responsibilities so that the Committee can determine the skills and level of experience of the persons needed to do them. Special advisers currently in place would remain until the end of their contracts, and they should not to be renewed until the Governance Committee agreed how the special adviser programme would be taken forward. Therefore, the Governance Committee needed to receive and approve the terms of reference prior to existing contracts expiring.

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## **5. New Board Chair recruitment process**

- 5.1 At the 24 March 2014 meeting, the Committee recommended that the Board exceptionally extend the current Board Chair's term until 31 December 2015 to not distract the Board from it focusing on the new strategy development and replenishment by concurrently running a recruitment process. The Committee Chair reported that the Board Chair had agreed to serve if the Board decided to extend his term.
- 5.2 In March, the Committee also requested an options paper for the recruitment so that it was aligned on a plan. This paper was tabled for its consideration (Doc 5).

### *Discussion*

- The Committee discussed the pros and cons of retaining a search firm to facilitate the recruitment. While it was thought that potential candidates might be identified from within existing Board member networks, there were certain aspects of the process that needed careful day-to-day management and work, and a recruiting firm could be helpful in ensuring the plan stays to schedule and that sensitive parts of the recruitment are handled with care.

- The Committee agreed it should form a subcommittee of the Board that would include three Board members, at least one of whom should be a Governance Committee member who would chair the subcommittee. Ahead of the June 2014 Governance Committee meeting, Committee members should send to the Governance Committee Chair suggestions on the criteria for subcommittee membership. During the meeting, the Governance Committee already identified availability to participate and consult fellow Board members, balance of skills, and experience with senior recruitment as criteria for the subcommittee. The Governance Committee agreed that the CEO should also have input throughout the entire process.
- At the June meeting, the Governance Committee should agree the criteria, identify potential members, and decide a deliverables timeline.

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## **6. Review of decisions**

- 6.1 Debbie Adams, Managing Director, Law and Governance and Secretary to the Board reviewed and agreed the language of the decisions with the Committee.

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After determining there was no further business, the meeting was brought to a close.

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Ms Debbie Adams  
Secretary to the Board

## **Attachment A**

### **Participants**

#### **Committee Members**

- Geeta Rao Gupta, Chair\*
- Joan Awunyo-Akaba
- Donal Brown
- Maria C. Freire
- Shanelle Hall (partly)
- Orin Levine
- Beate Stirø
- George W. Welde, Jr.
- Seth Berkley (non-voting)

#### **Regrets**

- Olga Popova
- Samba O. Sow

#### **Secretariat**

- Debbie Adams
- Helen Evans
- Joanne Goetz
- Kevin A. Klock\*

#### **Guests**

- Gian Gandhi, Senior Adviser to the Board Vice Chair
- Aksel Jacobsen, Senior Adviser to the Board Chair

\* Denotes participation via videoconference.