

ANNEX 1

On 10 March, the Board received a paper that requested it to consider any recommendation made by the Governance Committee for adoption with regard to Chair or Vice Chair participation in discussion and voting.

The Governance Committee recommends to the Board that it amend the By-Laws with a view that a Representative Board Member serving as Chair or Vice Chair of the Board or any Board Committee should not participate or vote during meetings in favour of his/her Alternate Board Member.

Chair or Vice Chair Participation in Discussion and Voting Recommendation of the Governance Committee

The Governance Committee recommends the Board adopt the following amendments to the By-Laws.

Add Section 2.6.5:

If a Representative Board Member is appointed Chair or Vice Chair of the Board pursuant to Section 2.6, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board or Executive Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in Board and Executive Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote.

Revise Section 4.2 (additions are underlined):

Each Board Committee shall be composed of three or more Board Members/Alternates. Each of the Board Committees shall have a presiding Chair who shall be one of the Board Members and shall be appointed annually by the Board. If a Representative Board Member is appointed Chair pursuant to this Section 4.2, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in the Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote. Each Board Member (taken together with his or her Alternate or any Committee Delegate, as defined below, if applicable) shall normally be a member of at least one but no more than three Board Committees (including the Executive Committee). The criteria for Committee membership shall be consistent with the GAVI Alliance gender policy, specifically, that gender balance in all areas of GAVI Alliance work should be ensured, including throughout the governance structures, to the extent possible.

Note: the Alternate Board Member, rather than the Representative Board Member serving as Chair or Vice Chair, would count toward quorum since only "voting Board Members (or Alternate Board Members) shall constitute a quorum for the transaction of business." (Section 2.7.5)