

Gavi Alliance Board Meeting

18 September 2015

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 16.00 Geneva time on 18 September 2015. Dagfinn Høybråten, Board Chair, chaired the meeting. Standing declarations of interest were tabled to the Board (Doc 1 in the Committee pack).
- 1.2 The Chair welcomed Philip Armstrong to his first official Board meeting as Director of Governance and Secretary to the Board.
- 1.3 The Chair informed the Board that this would be Kevin Klock's last Board meeting as he would be taking up the role of Director of Operations and Advisor to the President of the Foundation for the National Institutes of Health in Bethesda. On behalf of the Board, the Chair thanked Mr Klock for his longstanding service to Gavi and his professionalism and wished him well in his future endeavours.

2. Board and committee member nominations

- 2.1 Flavia Bustreo, Vice Chair and Chair of the Governance Committee reviewed the recommendations received for Board and committee membership (Doc 2).
- 2.2 The Chair emphasised the desire to ensure Board members remain vigilant in achieving the gender balance guidelines.

Decision One

The Gavi Alliance Board:

- **Appointed** the following Board Member:
 - **Eivind S. Homme** of Norway as Board Member representing the Denmark, the Netherlands, Norway, and Sweden donor constituency in the seat currently held by Beate Stirø of Norway effective immediately and until 31 December 2016.

- **Appointed** the following effective immediately and until 31 December 2015:
 - **Eivind S. Homme** to the Governance Committee in the seat currently held by Beate Stirø
 - **Lene Lothe** to the Programme and Policy Committee in the seat formerly held by Anders Nordström.

Board members whose constituencies provided candidates for these positions, did not participate in discussion or voting on those appointments.

3. Board Chair nomination

- 3.1 Flavia Bustreo and George W. Wellde, Jr, Chair of the Chair Recruitment Committee presented the recommendations of the Governance Committee and Chair Recruitment Committee to appoint Ngozi Okonjo-Iweala as the next Chair of the Gavi Board (Doc 3).
- 3.2 In summary, in June 2014, the Board agreed to commence a process to recruit Dagfinn Høybråten's successor as Chair of the Board to take office on 1 January 2016. A committee reporting to the Board was formed consisting of George W. Wellde, Jr (Chair), Donal Brown, Awa-Marie Coll-Seck, Jenny Da Rin, and the Chair of the Governance Committee: Flavia Bustreo since January 2016 and prior to this, Geeta Rao Gupta. Kevin A. Klock, Head of Governance and Assistant Secretary, served as the Committee's adviser.
- 3.3 During 2014, the Committee agreed on its own terms of reference (which were shared with the Board), retained a prominent external search consultancy, and agreed with the Board the position description for the new chair. Starting in 2015, Mr Wellde led a thorough consultation process, holding meetings with board members, former board members, critical stakeholders, and other friends of Gavi to generate a "long list" of candidates that was supplemented by the market research performed with the search firm. During the Board's executive session in June 2015, it was reported that the Committee had considered a "long list" of 67 candidates possessing the following characteristics:
- (a) Geographic
 - Europe: 25 candidates
 - North America: 24 candidates
 - Africa: 11 candidates
 - Asia/Australia: 6 candidates
 - Latin America: 1 candidate
 - (b) Gender
 - Men: 50 candidates
 - Women: 17 candidates

- (c) Experience
- Business: 21 candidates
 - Political leaders: 16 candidates
 - Public health/development: 13 candidates
 - Government agencies: 11 candidates
 - International agencies: 6 candidates
- 3.4 The Committee shortlisted seven candidates from three regions with a variety of experiences. There were four women and three men.
- 3.5 The Committee set up formal conversations with the shortlisted candidates in London, Addis Ababa, and New York over the course of July. To frame the discussions, the Committee agreed to contemplate the following key criteria (which was shared with the candidates):
- a) Operational knowledge and expertise
 - b) Experience chairing a complex board
 - c) Ability and readiness to hold the Secretariat accountable
 - d) Known in Gavi's marketplace
 - e) Authenticity and passion for Gavi's mission
- 3.10 At the conclusion of those meetings, the Committee considered the key criteria, candidate conversations, and identified due diligence points and unanimously agreed on its preferred candidate. Per the Board's instruction, the CEO and current Board Chair met with the preferred candidate. Subsequently, Dr Bustreo and Mr Wellde held one-to-one calls with each of the Governance Committee members to confidentially disclose the name of the preferred candidate and to obtain their thoughts. Mr Wellde also consulted senior representatives of Gavi's major donors as well as the Audit and Finance Committee Chair and Managing Director of Audit and Investigations.
- 3.12 Finally on 9 September, the Recruitment Committee met for the final time to receive the feedback of these consultations. Seeing universal enthusiasm for the preferred candidate, the Recruitment Committee recommended to the Board that it appoint Ngozi Okonjo-Iweala as Gavi's next chair.

Discussion

- The Board was unanimous in its enthusiasm for the finalist candidate who would provide the kind of leadership on the Board needed for Gavi to succeed during its next period.
- The Chair reminded the Board of his commitment for the remainder of his term and that he would give his full support to the candidate to ensure a smooth transition for her into her new role.
- Board members were effusive in their praise for the work of the Chair Recruitment Committee and in particular, George Wellde, its chair. The board members recognised that this thorough, inclusive process resulted in a globally diverse candidate pool and rigorous evaluation of candidates. The Board also

appreciated that Committee's mixture of transparency and inclusiveness while ensuring the privacy of high-profile candidates. Mr Wellde's leadership of the recruitment and selection of such a well-respected world-class chair served as the capstone to his outstanding legacy to Gavi and its mission.

- The Board discussed the communications plan for announcing the appointment.

Decision Two

The Gavi Alliance Board:

- **Appointed Ngozi Okonjo-Iweala** as an Unaffiliated Board Member in the seat currently held by Dagfinn Høybråten effective 1 January 2016 and until 31 December 2018.
- **Appointed Ngozi Okonjo-Iweala** as Chair of the Board with individual signatory authority effective 1 January 2016 and until 31 December 2017.

4. Review of decisions

- 4.1 Philip Armstrong reviewed and agreed the language of the decisions with the Board.

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

Mr Dagfinn Høybråten
Chair of the Board

Mr Philip Armstrong
Secretary to the Board

Attachment A: Participants

Board Members

- Dagfinn Høybråten, Chair
- Flavia Bustreo, Vice Chair
- Wayne Berson
- Zulfiqar A. Bhutta
- Donal Brown
- Gunilla Carlsson
- Awa-Marie Coll-Seck
- HRH the Infanta Cristina of Spain
- Mariam Diallo
- Tim Evans
- Juliman Fuad (Alternate)
- Javier Hernandez Pena (Alternate)
- Eivind Homme (Elected at this meeting)
- Laura Laughlin (Alternate)
- Orin Levine
- Yifei Li
- Geeta Rao Gupta
- Seif Seleman Rashid
- William Roedy
- David Sidwell
- Katherine Taylor
- Naveen Thacker
- Stephen Zinser
- Seth Berkley (non-voting)

Alternates Observing

- Shanelle Hall
- Marcus Koll
- Rama Lakshminarayanan
- Clarisse Loe Loumou
- Jean-Marie Okwo-Bele
- Wieneke Vullings

Regrets

- Bahar Idriss Abugarda
- Khagaraj Adhikari
- Olivier Charmeil
- Adar Poonawalla
- Angela Santoni
- Richard Sezibera
- Andrei Usatii

Secretariat

- Philip Armstrong
- Joanne Goetz
- Anuradha Gupta
- Alex de Jonquieres
- Kevin A. Klock

Guests

- Aksel Jakobsen, Special Adviser to the Chair
- Lidija Kamara, Special Adviser to the Vice Chair
- George W. Wellde, Jr, Chair of the Chair Recruitment Committee