



SEPTEMBER 2017

MARKET-SENSITIVE DECISIONS COMMITTEE CHARTER

1. PURPOSE

The Market-Sensitive Decisions Committee (“Committee” or “the MSDC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) to support the Board in fulfilling its oversight responsibilities.

The Committee will make decisions which are market and/or commercially sensitive, subject to powers reserved specifically to the Board in Article 13 of the Statutes.

Words and expressions used in this Charter shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

The composition of the MSDC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities.

The MSDC shall comprise up to 14 members according to the following representational composition and shall be chaired by the Board Chair:

- One seat for the Board Chair;
- One seat for the Board Vice Chair;
- Two seats for representatives of the multilaterals (World Health Organization, UNICEF, World Bank);
- One seat for a representative of the Bill & Melinda Gates Foundation;
- Two seats for representatives of developing country governments;
- Three seats for representatives of donor country governments;
- One seat for a representative of the civil society organisations;

- One seat for the Chair of the Audit and Finance Committee;
- One seat for the Chair of the Programme and Policy Committee; and
- The CEO, who shall serve as a non-voting member of the MSDC.

Only Board Members and Alternate Board members may be members of the Committee.

B. Competencies and Skills

All MSDC 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 and its Board.

The criteria for MSDC membership shall be consistent with Gavi's gender policy.

The Chair of the MSDC shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of MSDC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the meeting shall be chaired by the Board Vice Chair and in the event of his/her simultaneous absence, the Chair will, after consultation with other MSDC members, nominate a suitable substitute from the membership of the MSDC.

C. Appointment and term of office

All MSDC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the MSDC. MSDC members shall be appointed once every two years, with renewable terms.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the MSDC, the Board and the Secretariat;
- Assist the MSDC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the MSDC are provided in a timely manner.

3. AUTHORITY

The MSDC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The MSDC will operate under Gavi's Statutes and By-laws.

The MSDC is a decision-making body as set out in 4 below. It shall regularly report on MSDC activities to the Board and shall maintain open communications between MSDC members and the Board.

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

The mandate of the MSDC is established in this Charter.

4. RESPONSIBILITIES

The MSDC is authorised by the Board to:

- A. Approve market and/or commercially sensitive decisions as part of the implementation of the supply and procurement strategy; and
- B. Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the MSDC.

5. MODE OF OPERATION

A. Meeting attendance

Only Board members and Alternate Board members appointed to the MSDC shall be entitled to attend meetings of the Committee.

Members of the Secretariat shall make themselves available to attend all MSDC meetings as appropriate.

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

B. Frequency of meetings

The Committee shall meet as required to discharge the responsibilities outlined in 4. above and at the request of the CEO, in consultation with the MSDC Chair.

C. Notice of meetings

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

D. Agenda

The MSDC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat.

E. Quorum

The quorum for the MSDC shall be a majority of voting MSDC members.

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

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

At the commencement of each meeting, each MSDC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

G. Voting

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the MSDC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

6. ACCESS TO INFORMATION AND EXPERTISE

The MSDC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The MSDC shall report to the Board the results of its review and development actions arising.

The Board shall review the MSDC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.