

FOR DECISION

In November 2009 the GAVI Board and Governance Committee each discussed a need to establish guidelines for integrating GAVI's Gender Policy into the Board nominations process in order to achieve gender balance in Board membership.

The Governance Committee considered a Chair's paper containing the draft Guidelines on GAVI Alliance Board Gender Balance at their meeting on 17 March. After making some small amendments, the Governance Committee approved these Guidelines and now recommended them to the Board.

The Guidelines aim to:

- clarify the terms of the Governance Committee's mandate to bring the nominations process into compliance with the Gender Policy;
- specify procedures for both the achievement and maintenance of a gender-balanced Board;
- set expectations for nominating entities.

The Governance Committee decided that guidelines on establishing and maintaining gender balance on the Board would contain the following key elements:

- The ratio at which gender balance will be reached is set at 60-40.
- Gender balance will be calculated separately for Board Members and Alternate Board Members.
- The implementation date of the Guidelines will commence with vacancies occurring as of 1 January 2011 (in other words, candidates that may be considered starting with the December 2010 vacancies).
- New appointments to the Board shall have both male and female nominees. The nominees from the under-represented gender will receive preference for the position, until gender balance targets have been achieved (unless the exceptions clause is invoked).
- A margin of appreciation can be applied under an exceptions approval procedure.

The Governance Committee recommends that the Board approve the Guidelines for adoption and inclusion as an Annex to the GAVI Gender Policy.

Guidelines on the GAVI Alliance Board Gender Balance

Background

In July 2008, the Board adopted GAVI's Gender Policy which requires GAVI to "apply a gender perspective to all its work" and states that "gender balance in all areas of GAVI work should be ensured, including throughout the governance structures, to the extent possible, as well as through staffing (all level) and consultancies."

FOR DECISION

As a result, a Gender Policy Implementation Plan 2009-2010 was developed by the Secretariat. An internal „gender mini-team“ was established in late 2009¹ and this group has been working with the GAVI Secretariat’s managing directors and other relevant senior staff to oversee the fulfilment of the Gender Policy Implementation Plan and assess the further needs of the organisation in this regard.

The Gender Policy Implementation Plan specifies, inter alia, that an expected outcome of the first phase of implementation would be that by the end of 2010 “GAVI Alliance structures [will have] introduced gender sensitive approaches”; including that the “Current male/ female imbalance in the Board, its governance and advisory groups [is] corrected”.

As of March 2010 (when the Governance Committee decided to adopt the Gender Guidelines), there was a significant gender imbalance within the Board. Of 28 seats, only three sitting members were women (10.7%) and only two of ten sitting alternates were women (10.0%). The lack of gender balance, particularly when broken down by Board seat constituencies, was evident:

Constituencies	Available seats	Number of women	Gender balance
Institutional	4	1 Board Member 0 Alternate Board Members	25% F 75% M 0% F 100% M
Developing country governments	5	0 Board Members 1 Alternate Board Member	0% F 100% M 20% F 80% M
Donor country governments	5	1 Board Member 0 Alternate Board Members	20% F 80% M 0% F 100% M
Unaffiliated	9	1 Board Member	11% F 89% M
Other (Institutes, Industry, CSOs, CEO)	5	0 Board Members 1 Alternate Board Member	0% F 100% M 10% F 80% M

During their meetings in November 2009, the GAVI Board and Governance Committee faced a difficult process of balancing the need to comply with the Gender Policy and the need to move forward with appointing otherwise qualified nominees.

To decrease the possibility of being put in this position again, the Governance Committee determined a set of guidelines should be established for use in future such decision-making processes. The Board affirmed this way forward.²

Accordingly, in March 2010, the Governance Committee considered a Chair’s paper and draft set of guidelines which had been prepared by the Special Advisor to the Chair of the GAVI Alliance in consultation with the GAVI Secretariat gender mini-team and governance and legal personnel. This present paper to the GAVI Board overviews the content of the guidelines as adopted, on the basis of the original paper to the Governance Committee and the subsequent discussions at the Governance Committee meeting in March 2010.

¹ The „gender mini-team“ is comprised of Claire Mahon, Special Advisor to the Chair; Nina Schwalbe, Managing Director of Policy and Performance; Ana Stefanović, Manager of Donor Relations; and Daniel Thornton, Senior Advisor to the CEO.

² Section 18 of the 17-18 November 2009 Minutes

FOR DECISION

Overview of Gender Guidelines

Aim

The Guidelines on Board Gender Balance aim to:

- clarify the terms of the Governance Committee's mandate to bring the nominations process into compliance with the Gender Policy;
- specify procedures for both the achievement and maintenance of a gender-balanced Board;
- set expectations for nominating entities.

It was considered that adopting clear and specific guidelines would enhance the Governance Committee's decision-making process and assist nominating entities (particularly Eligible Constituencies and Organisations) in their search for candidates by informing them of certain criteria to be applied.

Components

There are three key components to the Guidelines, comprising the three main sections in the guidelines:

1. Attaining gender balance (i.e. what remedial action is required to redress the current imbalance)
2. Maintaining a gender balance in the future (i.e. how to keep „on track“ once the current imbalance has been redressed).
3. Retaining a clear, transparent exceptions approval procedure for use in making nominations that are not otherwise in compliance with the Gender Guidelines.

In sum, the adopted Guidelines enable the Governance Committee to still retain a necessary degree of business judgement and flexibility in the nominations process whilst making effective, sustained progress toward gender balance.

Key Elements of the Guidelines

What does „gender balance“ mean?

The Governance Committee decided to set the desired threshold ratio required for „gender balance“ in Board membership at a 60-40 ratio. For the Board to be gender balanced, the maximum proportional difference in gender representation would be 20%, meaning there would be a minimum of 11 men and 11 women on the Board.

The Governance Committee considers that this option allows flexibility in the nominations and approval processes. It is consistent with the ratios used by other bodies, for example the Norwegian corporate governance legislation requiring 40%

FOR DECISION

female membership of corporate boards (a model which has been adopted in other jurisdictions as well).

In reaching this decision, the Governance Committee also considered the possibility of a 50-50 ratio, whereby for the Board to be completely gender balanced, both genders would be equally represented. The Governance Committee discarded this option as although in terms of equality between men and women an exact balance may be preferable, it is probably not feasible and may lead to excessive reliance upon the „exceptions clause“ (Section III of the Guidelines) to enable the Board to consider other factors in nominations decisions. Further, although it maximizes the principle of equality by requiring an exact balance between the genders, it disregards the possibility of appointing someone who does not identify as either male or female (e.g. a transgendered candidate).

Calculating gender balance by including Board Members and/or Alternates

The Governance Committee decided the Guidelines should calculate, and therefore address, the gender balance of the Board Members and the Alternate Board Members as two separate groups. This ensures that there is gender balance in the primary decision-making group – the Board.

The Governance Committee decided against considering both Board Members and Alternates as one combined group, so as to avoid the potential for another form of imbalance to occur whereby the Alternates Members are primarily of one gender and the Board members primarily of the other. It was explained that if the calculation of the gender balance was not conducted separately for the two groups, it is possible that all Board members could be male (for example) and all alternates could female: This would be in compliance with the letter, but not the spirit of the gender guidelines. The Governance Committee therefore considered it to be more expedient to deal with the groups separately, and avoid such potential future problems.

Implementation timeframes

The Governance Committee decided that the Guidelines should come into effect commencing with the vacancies to be considered in December 2010. It was felt that the effective date should be set in the future so as not to encumber or place undue burden on either constituencies already in the process of designating representatives or candidate searches that are already ongoing.

This will enable the Governance Committee to strictly apply the Guidelines, if so desired, when they do enter into operation, as nominating entities will have had sufficient advance notice regarding the new expectations. This option also avoids conflict between the Guidelines and concurrently tendered nominations.

The Governance Committee highlights that implementation of the guidelines in December does not mean that there is no policy in effect prior to that date. Until the full implementation of the guidelines in December 2010, the previous Governance

FOR DECISION

Committee and Board decisions requesting constituencies to not propose male/male candidates as both Board members and alternates remain applicable.

Redressing the current imbalance – giving preference to female candidates

The Governance Committee decided that in order to ensure the imbalance in current Board membership is redressed as quickly as possible, preference should be given to women candidates for all new Board nominations. In order to facilitate this, Eligible Organisations and Eligible Constituencies are asked to propose *two* candidates, each of different genders, for every relevant vacant Board or Alternate seat. The Governance Committee will then decide amongst the two, giving a preference to the female candidate, until such time as the gender balance is redressed.

Exceptions Approval Procedure

The Governance Committee decided to include a general „exceptions clause“, enabling them to nominate Board members regardless of conformity with the Gender Policy. Instead of including specific criteria in this exceptions clause for when it should be applied, the Governance Committee decided to keep this clause general enough to enable the Governance Committee complete flexibility in applying the gender guidelines. The application of the exceptions approval procedure is accompanied by a requirement that decisions made under this provision be disclosed in the minutes of the relevant meeting, along with a the reasons for such a decision.

Additional points to note

Consideration of non-binary gender issues

The Guidelines were developed to address the need to ensure gender balance on the GAVI Board, in particular the primary and most immediate concern of the Board – the misbalance between male and female Board members. However, this does not imply the Guidelines adopt only a binary definition of gender, as the provisions of the Guidelines ensure that should a potential future Board member chose not to identify as either male or female the gender policy will still apply and remain a useful document for avoiding the over-representation of one gender on the Board.

Approval of Proposed Guidelines

The Governance Committee recommends the Guidelines to the Board for approval and further recommends to the Board that these Guidelines be annexed to the GAVI Alliance Gender Policy.

The Governance Committee’s mandate to made such recommendations to the Board arises from Section 2.4.1 of the GAVI Alliance By Laws, which sets out, in sub-paragraph 1, that the Governance Committee (acting in its capacity as the Board

FOR DECISION

Nominations Committee) “may establish, subject to Board approval, additional procedures with respect to the designation and nomination of Board members as are reasonably necessary to carry out these provisions”. In sub-paragraph 2 of Section 2.4.1, the By Laws further specify that:

The Nominating Committee may establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board Members, provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board member(s). The criteria for Board 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.

FOR DECISION**DRAFT GUIDELINES ON THE GAVI ALLIANCE BOARD
GENDER BALANCE****Purpose**

The purpose of these Guidelines is to establish a framework through which the GAVI Alliance Board Nominating Committee can fully implement the GAVI Gender Policy, in particular the requirement to ensure a gender balance in all areas of GAVI's work, including throughout the governance structures, to the extent possible.

Mandate of the Nominating Committee

The GAVI Alliance By Laws state, at Section 2.4.1 that:

2. The Nominating Committee may establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board Members, provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board member(s). The criteria for Board 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.

Under Section 2.4.2 of the GAVI Alliance By Laws, the Nominating Committee may decide not to nominate a person designated by an applicable Eligible Organisation or Eligible Constituency as its Representative Board Member if "the person so designated does not meet the minimal criteria established pursuant to Section 2.4.1".

Acceptable gender balance

The Nominating Committee should establish and maintain a ratio of 60/40 male/female Board Members and Alternate Members. For the purposes of this calculation, the Board Members and Alternate Members shall be assessed as separate groups. The gender balance shall be deemed to be within the acceptable range if there is no more than 60% of any one gender.

**SECTION I ATTAINING GENDER BALANCE IN GAVI ALLIANCE
BOARD GOVERNANCE STRUCTURES**

Eligible Organisations and Eligible Constituencies shall propose two designated representatives or proposed candidates, each of different genders, for consideration by the Nominating Committee for each relevant Board seat or Alternate Board seat to be filled. The Nominating Committee will give preference to nominating a designated representative or proposed candidate of the under-represented gender for appointment as Board Member or Alternate Board Member until such time as the

FOR DECISION

gender balance of the Board Members or Alternate Board Members has been brought within the acceptable range.

SECTION II MAINTAINING GENDER BALANCE IN GAVI ALLIANCE BOARD GOVERNANCE STRUCTURES

The Nominating Committee will not nominate designated representatives or proposed candidates for appointment as Board Members or Alternate Board Members where such nominations will create a gender imbalance that is outside the acceptable range.

SECTION III EXCEPTIONS APPROVAL PROCEDURE FOR NOMINATIONS OTHERWISE NOT IN CONFORMITY WITH GENDER GUIDELINES

The Nominating Committee may decide to nominate a designated representative or proposed candidate for appointment as a Board Member or Alternate Board Member even if the decision to make such a nomination would otherwise not be in conformity with the first two sections of these guidelines. The reasons for such nominations shall be disclosed in the minutes of the Nominating Committee's meeting.

SECTION IV MISCELLANEOUS PROVISIONS

Right of recourse to full Board

In the event that the Nominating Committee decides not to nominate a designated representative of an Eligible Organisation or Eligible Constituency, such Organisation or Constituencies shall retain the right, in accordance with Section 2.4.2, paragraph 2, of the GAVI Alliance By Laws, to:

request the full Board to appoint the person so selected by such Organisation or Constituency, in which case the recommendation of the Nominating Committee shall be sustained only if the Board approves it in accordance with Section 2.7.1. If a candidate selected by an Eligible Organisation or Eligible Constituency is not so nominated by the Nominating Committee, and the Board decides not to appoint the person so selected by such Organisation or Constituency, the Eligible Organisation or Eligible Constituency shall select another Candidate.

Secretariat Support

To facilitate the implementation of the GAVI Gender Policy, the Secretariat will, to the extent possible, support Eligible Organisations and Constituencies in their search for designated representatives or candidates of the under-represented gender. The Nominating Committee may make specific recommendations in this regard.

FOR DECISION**Inadvertent gender imbalance**

Any gender imbalance in the GAVI Board (or amongst Alternate Board members) shall only be deemed to be an imbalance not in conformity with these guidelines and the GAVI Gender Policy if such imbalance arises as a result of a Board decision to make an appointment that does not comply with the gender balance requirements as set out above. It is not a violation of these guidelines if a gender balance arises when a Board member or alternate member resigns or ends their term on the Board and has not yet been replaced, or if one or more Alternate Board members take seats at specific Board meetings and the consequence of such is that the ratio of acting Board members at any one meeting violates the gender balance ratio as set out above.