

FOR DECISION

In Hanoi, the Board discussed a Governance Committee recommendation that it consider amending the By-Laws to “ensure that any representative member of the Board selected for an Alliance-wide responsibility not represent his or her own constituency, but that his or her alternate do so.” The Governance Committee will reflect on this recommendation during its meeting on 17 March and, if necessary, update its recommendation.

The Board is requested to consider any recommendation made by the Governance Committee on 17 March for adoption.

Chair or Vice Chair Participation in Discussion and Voting

Background

In November 2009, the Governance Committee:

Recommended that the Board amend the by-laws with a view to preserving the role of the Vice Chair and Executive Committee Chair as representing the interests of the GAVI Alliance. Further, the Committee recommended that such amendment be prepared and approved following the agreed process for amending the By-laws, and that such amendment ensure that any representative member of the Board selected for an Alliance-wide responsibility not represent his or her own constituency, but that his or her alternate do so.¹

Up until now, as in the case of the last Vice Chair, the individual has represented both the Alliance in that role and noted for the other board members when he or she was speaking in the interest of their own institution.

The following draft text was circulated for the Board during its meeting in Hanoi and discussed:

If a Representative Board Member is appointed Chair or Vice Chair, 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.

The Board did not act on the proposal but the Governance Committee agreed that formal approval would need to be considered in due course.

¹ Governance Committee Minutes from 16 November 2009, Section 1

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Questions for Consideration

The Governance Committee will consider the pros and cons of adopting the proposal and seek to answer the following:

- Whether or not to recommend the amendment presented above or not
- If it chooses to recommend adopting the amendment, should it apply to:
 - The Chair and Vice Chair of the Board
 - The above in addition to the Vice Chair's role in serving as Chair of the Executive Committee
 - The above in addition to all board committee chairs

Note: If adopted by the Board, this would require additional technical amendments clarifying whether the Representative Member when chairing a meeting could be counted for quorum. These amendments are attached in annex 1.

Request

The Board is requested to consider any recommendation made by the Governance Committee on 17 March for adoption.

ANNEX 1

Proposed Text Amending the GAVI By-Laws with regard to Chair or Vice Chair Participation in Discussion and Voting

Current Bylaws 2.6

2.6 Chair and Vice Chair

1. The Chair and Vice Chair will be selected according to Article 12 of the Statutes from among voting Board Members (not Alternate Board Members). The Nominating Committee shall nominate candidates for Chair and Vice-Chair but any other voting Board Member may be so nominated at the meeting at which the Chair and Vice Chair are elected.
2. The Chair and the Vice Chair will serve for a term of 2 years and may each be re-elected in accordance with Article 12 of the GAVI Alliance Statutes, subject to the expiration of that Board member's term of service established pursuant to Section 2.3.
3. The Chair shall preside at all meetings of the Board and shall perform such other duties as may be assigned by the Board.
4. The Vice Chair shall preside at meetings of the Board in which the Chair is absent and shall act as Chair of and preside at meetings of the Executive Committee. The Vice Chair shall perform such other duties as may be assigned by the Board.

New proposed 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 Organization 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 organization's or constituency's viewpoint in deliberations and to vote.”

Revision to Article 2.7.5: Based on the recommendation made by the Governance Committee Bylaws 2.75 would be amended to reflect whether “quorum” includes the person chairing the meeting if he or she is a non-voting Representative Board Member.

Revision to Article 4, Section 4.2:

If the Governance Committee recommends extension of the principles to all Committees, then the following revision to the Bylaws would also be required.

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ARTICLE 4 BOARD COMMITTEES

1. In addition to the Executive Committee, the Standing Committees of the Board ("**Board Committees**") shall consist of a Governance Committee (which may also act as the Nominating Committee), an Audit and Finance Committee, a Programme and Policy Committee, an Investment Committee, and a Fundraising (Development) Committee. The Board may establish such other Board Committees or abolish Board Committees as it shall determine.

2. 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 Organization 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 organization'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.

3. Board Committee Members and Board Committee Chairs shall be appointed by the Board upon the recommendation of the Nominating Committee. In addition to Board Members and Alternates, Board Committee membership may include members selected by Eligible Organisations or Eligible Constituencies as "**Committee Delegates**". Committee Delegates shall be nominated and appointed in the same manner as Board Members and subject to the same procedures for resignation and removal as stated in Article 2.4.4. Committee Delegates shall have the same status as other Board Committee members.

4. In nominating Committee Chairs, the Nominating Committee shall consult the Board Chair and Board Vice Chair.

5. Non-voting expert advisers may be appointed to Committees as needed at the discretion of the relevant Board Committee Chair, in consultation with the Board Chair and the Board Committee concerned, according to provisions in the Committee Charters. The Board will be advised of such appointments.

6. The powers, duties, functions, composition, quorum and other rules of procedure of each Board Committee shall be set forth in their respective charters which shall be approved by the Board. Apart from the Executive Committee with delegated authority, other Board Committees serve in an advisory capacity to the Executive Committee and the Board, and shall in all cases report to the Board. Each

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Board Committee may perform such duties, and shall be subject to such other directions (in each case not inconsistent with its charter) as the Board may determine from time to time determine, excluding however powers reserved specifically to the Board as stated in Article 13 of the Statutes.

7. The Board shall determine the duration of the term of the Members of the Board Committees.

8. The rules and procedures set forth herein for the Board (including the last three paragraphs of Section 2.7.2 and Sections 2.7.3 through 2.7.5) shall apply to Board Committees (including the Executive Committee) unless the Board decides otherwise.

9. The Chair or the Board may also create temporary committees from time to time to carry out the goals, objectives and functions of GAVI Alliance as may be deemed desirable. Each such temporary committee shall consist of at least two Board Members (or Alternate Board Members), each of whom shall be appointed to each such committee by the Board Chair. The Board Chair shall appoint one of the members of each temporary committee as its chair. Each temporary committee of the Board shall serve at the pleasure of the Board, with defined terms of reference. The rules and procedures set forth herein for Board Committees shall apply to temporary committees unless the Board decides otherwise.

10. Except as stated, Article 4 does not apply to the Executive Committee.