



## Report to the GAVI Alliance Board

4-5 December 2012

<b>Subject:</b>	<b>Consent Agenda: By-Law and Committee charter amendments</b>
<b>Report of:</b>	Debbie Adams, Managing Director, Law and Governance
<b>Authored by:</b>	Kevin A. Klock, Head of Governance and Assistant Secretary
<b>Agenda item:</b>	02e
<b>Category:</b>	For Decision
<b>Strategic goal:</b>	Alliance operations

### Section A Overview

#### 1 Purpose of the report

- 1.1 This report proposes amendments to the By-Laws and committee charters to clarify roles and responsibilities in relation to the business planning process as agreed by the Board, and to align the Audit and Finance Committee Charter and the Investment Committee Charter with policies adopted by the Board.

#### 2 Recommendations

- 2.1 The Governance Committee recommends that the Board:

- **Amend** the By-Laws and committee charters as follows to implement the Board-approved business planning process:
  - **By-Laws Article 7.1 (Functions of the Secretariat):** The bullet point that states “prepare the strategic plan and related work plans and budgets that demonstrate the value for money and efficiency of the GAVI Alliance” is deleted and replaced with:

*Prepare the strategic plan for review and approval by the Board.*

*To implement the strategic plan, prepare draft business plans and budgets in consultation with Alliance partners in accordance with these By-Laws, the committee charters, and any additional instructions from the Board.*

- **Executive Committee Charter:** The sentence in Section 3 that states “Based on approved priorities, guide and oversee the process of strategic planning and the development of the GAVI annual work plan and budget and make recommendations to the Board on the adoption thereof” is deleted and replaced with:

*Based on approved priorities, guide and oversee the process of strategic planning and the development of the business plan, and make a final recommendation to the Board on the business plan and budget, normally upon the recommendation of the Programme and Policy Committee and the Audit and Finance Committee.*

- **Audit and Finance Committee Charter:** The sentence in Section 4 that states “Review the GAVI Alliance work plan budget, and the GAVI Secretariat administrative budget, and make a recommendation to the Board whether to approve them” is deleted and replaced with:

*Review together with the Programme and Policy Committee the programmatic and financial aspects of the draft business plan and budget and make a joint recommendation to the Executive Committee.*

- **Programme and Policy Committee Charter:** The sentence in Section 4 that states “Oversee the development of the GAVI Work Plan by the Secretariat and partners for the consideration of the Board” is deleted and replaced with:

*Review the programmatic aspects of the business plan and make suggestions to the Secretariat.*

*Review together with the Audit and Finance Committee the programmatic and financial aspects of the draft business plan and budget and make a joint recommendation to the Executive Committee.*

- **Amend** the Investment Committee Charter as follows to align it with the Board decision to merge the Investment Policy and Cash Investment Policy:

- **References to Cash Investment Policy:**

Section 1 language stating “Supervision and management of cash assets consistent with the objectives stated in the Cash Investment Policy” is deleted.

All other references to “Cash Investment Policy” are deleted.

- **Amend** the Audit and Finance Committee Charter as follows to align it to the Delegation of Authority Policy adopted by the Board:
  - The sentence in Section 5 of the Audit and Finance Committee Charter that states “Review changes to GAVI’s banking structure and make a recommendation to the Board whether to approve them” is deleted and replaced with:

*Review changes to GAVI’s banking structure and keep the Board informed of any significant changes.*

### **3 Executive Summary**

- 3.1 If the recommendations are approved by the Board, the amendments will result in the following:
- a. The amendments would align the By-Laws and relevant committee charters with the Board-approved business plan development process.
  - b. The amendments to the Investment Committee Charter would align it with the Board’s previous decision to merge the Investment Policy and Cash Investment Policy.
  - c. The amendment to the Audit and Finance Committee Charter would harmonise it with the Delegation of Authority Policy adopted by the Board in June 2011.
- 3.2 Further explanations of the changes are presented in Section B. The current versions of the charters are attached in the Annex for ease of reference.

### **4 Risk implication and mitigation**

- 4.1 The amendments proposed in this report aim to reduce duplication and clarify roles and responsibilities to achieve consistency in governance processes.

### **5 Financial implications: Business plan and budgets**

- 5.1 There are no financial implications.

## **Section B Content**

### **1 Business plan development process**

- 1.1 In May 2012, the Governance Committee requested the Secretariat to organise a meeting of the committee chairs and to prepare a project plan for an analysis and consultative review of the charters, so that recommended revisions could be presented in time for the Governance Committee’s November 2012 meeting.

- 1.2 In June, the chairs of each of the committees met during lunch at the Board meeting and made progress on the most pertinent issue: overlaps in responsibilities for the business plan's development. The chairs did not propose an immediate change to the committee charters, but agreed on a process for reviewing and approving the 2013-2014 business plan. The Board concurred with that process, which was as follows (verbatim from the Board minutes):
- a. Secretariat to prepare a draft business plan in consultation with Alliance partners involved in implementation
  - b. PPC to review programmatic aspects of the business plan
  - c. Secretariat to incorporate PPC suggestions on programmatic aspects
  - d. Joint PPC and AFC to enable programmatic and financial aspects of business plan to be reviewed
  - e. Joint recommendations from this meeting to EC for review
  - f. EC to make final recommendation to the Board.
- 1.3 The Governance Committee, at its 8 November meeting, reviewed the proposed amendments and agreed to recommend to the Board that it update the By-Laws and charters accordingly.

## **2 Investment Committee Charter**

- 2.1 During the Investment Committee's meeting on 11 September 2012, it recommended changes to its charter to reflect the merger of the Investment Policy and Cash Investment Policy. This was largely a tidying up of the charter and does not meaningfully alter its responsibilities.
- 2.2 The Governance Committee, at its 8 November meeting, agreed to recommend to the Board that it amend the Investment Committee Charter to reflect the policy merger.

## **3 Audit and Finance Committee Charter**

- 3.1 When adopting the Delegation of Authority Policy in June 2011, the Board agreed that the Secretariat has the ability to open bank accounts. The Delegation Policy states that the (D)CEO together with the Treasurer or Secretary can further delegate the authority to sign documents to open bank accounts. To be able to delegate this authority it is understood that the Officers (CEO, Treasurer and Secretary as well as DCEO) have the authority to sign the necessary documentation for opening a bank account.
- 3.2 The Secretariat wishes to be transparent to the Board and the Audit and Finance Committee about its banking arrangements and the proposed amendment to the Audit and Finance Committee (AFC) Charter ensures

that the Secretariat keeps the AFC informed of the banking structure and for the AFC to report any significant changes to the Board.

### **Section C Implications**

#### **1 Impact on countries**

1.1 There is no impact on countries.

#### **2 Impact on GAVI stakeholders**

2.1 There is no impact on stakeholders.

#### **3 Impact on Secretariat**

3.1 The changes achieve clarity on roles and responsibilities including reporting lines for the Secretariat.

#### **4 Legal and governance implications**

4.1 There are no other legal or governance implications.

#### **5 Consultation**

5.1 Consultation is reviewed in section B.

#### **6 Gender implications**

6.1 There are no issues contained in this report that have gender equality implications.

### **Section D Annexes**

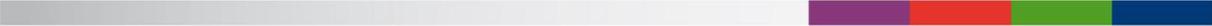
Annex 1: All committee charters



## ANNEX 1: ALL COMMITTEE CHARTERS

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# GAVI Alliance Executive Committee Charter

## GAVI Alliance Executive Committee Charter

Approved on 29-30 October 2008

Amended 12-13 June 2012

The Board shall appoint an Executive Committee and delegate to it such powers, duties and functions as the Board decides in accordance with Article 16 of the Statutes in order to make time-sensitive decisions that allow the GAVI Alliance to function between Board meetings, subject to powers reserved specifically to the Board as stated in Article 13 of the Statutes.

### 1. Executive Committee members

Executive Committee Members shall have the ability to give the required time commitment to perform their functions as Executive Committee Members.

The membership of the Executive Committee as a whole should reflect as much as possible a combination of the following skills and functions:

- the ability to ensure the continued contribution and motivation of the partners of the GAVI Alliance who are instrumental to the successful implementation of its programmes;
- clear understanding of the aims and objectives of the donors in providing funding to the GAVI Alliance;
- experience of the issues involved in and significant contributions to the research, product pipeline development, production and dissemination of vaccines;
- clear understanding of health and immunisation policies and implementation of health system strengthening programmes, particularly in a developing country context;
- understanding of international development policies
- understanding and experience of budget management and accounting and audit of charitable organisations;
- experience of financial, insurance, investment and risk management;
- experience of Governance and performance management of comparable organisations; and
- experience of, and willingness to offer active support for, fund raising and profile development of GAVI.

### 2. Executive Committee terms

Executive Committee members shall normally sit on the Executive Committee for three years and may be reappointed for a single term, provided that an Eligible Organisation (or group of Eligible Organisations) or Eligible Constituency shall be entitled, in accordance with Article 10 of the Statutes, to have the same person(s) serve as its Executive Committee member(s) for such additional time as it shall desire and shall be entitled to replace its member(s) as it shall desire. In any case, Executive Committee members shall serve their functions as long as no successor has been designated.

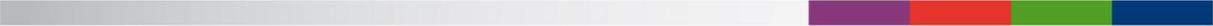
If the term of the Board Members should expire before their term as Executive Committee members, their term as Executive Committee members shall end with their term as Board Members.

Executive Committee members are subject to the provisions regarding resignation and removal in Article 2.3.3. of the By-laws.

### 3. Functions of the Executive Committee

The following list of functions is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties, subject to the limitations of Article 13 of the GAVI Alliance Statutes.

- Make recommendations to the Board on GAVI's long-term year strategy, and any updates to this strategy.
- Make recommendations to the Board on major new funding or program initiatives.
- Based on approved priorities, guide and oversee the process of strategic planning and the development of the GAVI annual work plan and budget and make recommendations to the Board on the adoption thereof.



## GAVI Alliance Executive Committee Charter

- Approve country programme grants based on recommendations of the Independent Review Committee.
- Approve market and/or commercially-sensitive decisions as part of the implementation of the supply and procurement strategy.
- Conduct systematic reviews of GAVI Alliance strategies and report to the Board on any major issues arising.
- Oversee performance of GAVI programmes and work plans and report to the Board on the performance.
- Performance manage the CEO and report to the Board.
- Recommend financial audit and control procedures to the Board for Board approval.
- Address risk management aspects of functions under its purview and make recommendations to the Board it considers appropriate.
- Coordinate the work of the other Board committees.
- Approve terms of reference of advisory bodies as developed by management.
- Be responsible for any other functions delegated to it by the full Board.
- Conduct an annual self-evaluation of the performance of the Executive Committee in carrying out its functions as the Executive Committee, including its effectiveness and compliance with this charter and report its findings to the Board.

### **4. Operations of the Executive Committee**

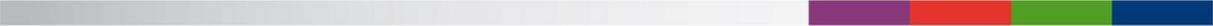
The Executive Committee shall meet as often as is required by the GAVI Alliance. Executive Committee members are expected to participate fully in all meetings of the Executive Committee.

The Chair of the Executive Committee can convene a meeting of the Executive Committee at any time, at his/her own discretion, or upon the written request of an Executive Committee member. Each Executive Committee member shall be given no less than 14 days' advance written notice of any such meeting.

A meeting of the Executive Committee shall be convened by written or electronic notification from the Chair of the Executive Committee, or by the CEO at the direction of the Chair of the Executive Committee.

The CEO, in collaboration with the Chair of the Executive Committee, shall prepare the agenda of the Executive Committee's meetings. Executive Committee agendas shall be circulated to all Board Members in advance so that if any non-EC Board Member or his or her Alternate Board Member has specific issues to raise, they can be submitted in writing to the Chair. The Chair may invite that Board Member or Alternate Board Member to attend and participate in the meeting to speak on that specific topic.

The Executive Committee will make decisions in accordance with Article 16 of the Statutes.



# GAVI Alliance Governance Committee Charter

## GAVI Alliance Governance Committee Charter

Approved on 29-30 October 2008

Amended on 17 November 2011

### 1. Purpose

The Governance Committee (“**Committee**”) is established by the Board (“**Board**”) of the GAVI Alliance (“**GAVI**”) to assist the Board in fulfilling its responsibilities relating to developing and implementing sound Governance policies and practices for the GAVI Alliance. In addition, it shall serve as the “Nominating Committee” as defined in Article 2.4.1 of the GAVI By-laws. The Committee serves the Board and the Executive Committee in an advisory function in all matters covered by this Charter. In so doing, it shall be the responsibility of the Committee to maintain regular and open communication among Committee members and with the Board and the Executive Committee.

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. Composition

The Committee shall be a Standing Committee of the Board and Article 4 of the GAVI By-laws shall govern Committee member appointment, removal and resignation; all members shall be appointed on an annual basis, with renewable terms. The Committee shall consist of at least three members. The Board Vice Chair shall also serve as Governance Committee Chair and a voting member of the Governance Committee (subject to the restrictions imposed by Article 4.2 of the By-Laws).

Membership shall be skill-based and only Board Members/Alternates may be members of the Committee. The criteria for Committee membership shall be consistent with the GAVI Alliance gender policy, specifically, that gender balance in all areas of GAVI work should be ensured, including throughout the Governance structures, to the extent possible.

### 3. Operations

Relevant paragraphs of section 2.7.2, and all of sections 2.7.3, 2.7.4 of the GAVI Alliance By-laws shall govern Committee operations. In addition, the Committee will be governed by the following provisions.

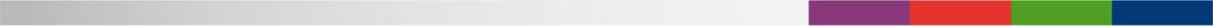
Meetings. The Chair, in consultation with the other Committee members, shall determine the schedule and frequency of Committee meetings. A majority of the Committee shall constitute a quorum for the transaction of business. Personal advisers may also attend in accordance with section 2.7.2. of the By-laws.

Any Board Member / Alternate who is not a member of the Committee may attend Committee meetings as an observer. Other observers may attend meetings under exceptional circumstances and contingent upon Committee Chair approval.

Agenda. The Chair shall develop the Committee’s agenda for each Committee meeting in consultation with the Secretariat. The agenda and all pertinent information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to all Committee members sufficiently in advance of each meeting to permit meaningful review.

Reporting. The Committee formally reports to the Board. The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board or the Executive Committee on issues falling under the authority of either.

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 or the Executive Committee on issues falling under the authority of either.



# GAVI Alliance Governance Committee Charter

Access to Expertise, including consultants. The Committee in fulfilling its duties under this Charter will draw on expertise from Alliance partners, the Secretariat, external consultants, individuals and institutions as appropriate.

Delegation of Authority. The Committee shall have the power to delegate on an exceptional basis its authority and duties to the Committee chair or individual Committee members as it deems appropriate. It may also delegate duties to staff of the Secretariat and partner organisations as it deems appropriate.

Amendment. This Charter may only be amended or varied by resolution of the Board passed in accordance with the provisions of the By-laws.

## 4. Duties and Responsibilities (Governance and Ethics)

In carrying out its responsibilities, the Committee shall:

- Develop and oversee a performance assessment process for the Board and each committee of the Board and provide a report of the results to the Board.
- Develop, and periodically update, a Conflict of Interest Policy for approval by the Board. The Committee shall also monitor compliance with the Policy and interpret the Policy as needed. It shall also bring any conflict issue it may consider necessary to the Board for discussion and determination.
- Develop, and periodically update, a Code of Ethics for approval by the Board and monitor compliance with the Code.
- Oversee orientation programmes for Board members.
- Review GAVI's Statutes, By-laws, committee charters, and other governing documents from time to time and recommend any revisions to the Board.

## 5. Duties and Responsibilities (Nominating)

In carrying out its responsibilities, the Committee shall:

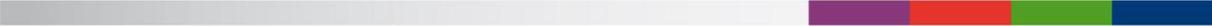
- Fulfil all responsibilities delegated to the "Nominating Committee" as outlined in the Statutes and By-laws.

## 6. Duties and Responsibilities (General)

In carrying out its responsibilities, the Committee shall:

- Review its own performance from time to time and report the results of such reviews to the Board.
- Review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board.

Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board or Executive Committee may from time to time assign to it.



# GAVI Alliance Audit and Finance Committee Charter

## GAVI Alliance Audit and Finance Committee Charter

Approved on 29-30 October 2008

### 1. Purpose

The Audit and Finance Committee (“**Committee**”) is established by the Board (“**Board**”) of the GAVI Alliance (“**GAVI**”) to assist the Board in fulfilling its responsibilities in respect to the accounting, financing, budgeting, and financial practices of the GAVI Alliance. The Committee serves the Board and the Executive Committee in an advisory function in all matters covered by this Charter. In so doing, it shall be the responsibility of the Committee to maintain regular and open communication among Committee members and with the Board and the Executive Committee.

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. Composition

The Committee shall be a Standing Committee of the Board and Article 4 of the GAVI By-laws shall govern Committee member appointment, removal and resignation; all members shall be appointed on an annual basis, with renewable terms. Further, the Committee shall consist of at least three Board Members/Alternates.

Membership shall be skill-based. Board Members/Alternates and Committee Delegates will be eligible for membership on the Committee with a majority of members being Board Members / Alternates. Additional non-voting expert advisers may be appointed to the Committee as needed by the Committee Chair or by the Board. The criteria for Committee membership shall be consistent with the GAVI Alliance gender policy, specifically, that gender balance in all areas of GAVI work should be ensured, including throughout the Governance structures, to the extent possible.

Members of the Committee shall have at least one of the following qualifications:

- Financial/Accounting Knowledge: a working knowledge of finance and accounting practices.
- Financial Expert: a significant, recent, and relevant expertise in finance and accounting at a level appropriate to the complexity of GAVI's operations, including an understanding of financial statements, internal controls, procedures for financial reporting, and audit committee functions. At least one member of the Committee should be a Financial Expert.
- Not-for-Profit Accounting Expert: at least one member of the Committee should possess expertise in not-for-profit accounting and reporting.

### 3. Operations

Relevant paragraphs of section 2.7.2, and all of sections 2.7.3, 2.7.4 of the GAVI Alliance By-laws shall govern Committee operations. In addition, the Committee will be governed by the following provisions.

Meetings. The Chair, in consultation with the other Committee members, shall determine the schedule and frequency of Committee meetings. A majority of the Committee shall constitute a quorum for the transaction of business. Personal advisers may also attend in accordance with section 2.7.2. of the By-laws.

Any Board Member / Alternate who is not a member of the Committee may attend Committee meetings as an observer. Other observers may attend meetings under exceptional circumstances and contingent upon Committee Chair approval.

Agenda. The Chair shall develop the Committee's agenda for each Committee meeting in consultation with the Secretariat. The agenda and all pertinent information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to all Committee members sufficiently in advance of each meeting to permit meaningful review.

# GAVI Alliance Audit and Finance Committee Charter

Reporting. The Committee formally reports to the Board. The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board or the Executive Committee on issues falling under the authority of either.

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 or the Executive Committee on issues falling under the authority of either.

Access to Expertise, including consultants. The Committee in fulfilling its duties under this Charter will draw on expertise from Alliance partners, the Secretariat, external consultants, individuals and institutions as appropriate.

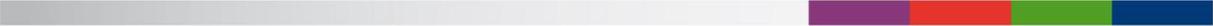
Delegation of Authority. The Committee shall have the power to delegate on an exceptional basis its authority and duties to the Committee chair or individual Committee members as it deems appropriate. It may also delegate duties to staff of the Secretariat and partner organisations as it deems appropriate.

Amendment. This Charter may only be amended or varied by resolution of the Board passed in accordance with the provisions of the By-laws.

## 4. Duties and Responsibilities (Audit)

In carrying out its responsibilities, the Committee shall:

- Recommend to the Board the appointment and/or termination of the external auditor and the independent tax adviser.
- Review and recommend to the Board the terms of the external auditor's engagement, and scope of the annual audit, and any audit-related and non-audit services to be provided by the external auditor.
- Review and recommend to the Board the terms of the independent tax advisor's engagement.
- Examine GAVI's interim financial statements and variance reports.
- Review with the Secretariat, the internal auditor, and the external auditor GAVI's annual financial statements and the external auditor's management letter and, if appropriate, recommend the approval of the GAVI annual financial statements to the Board.
- Assess any significant disagreement among the Secretariat, the internal auditor, and the external auditor in connection with the preparation of the annual financial statements and communicate its findings to the Board.
- Conduct a separate post-audit review with the Secretariat, the internal auditor, and the external auditor to discuss the audit and any restrictions on the scope of work or access to required information and communicate its findings to the Board (the Chair may represent the Committee for this purpose but must report findings to the Committee).
- Review and report to the Board significant financial and operational risk exposures and the steps taken to monitor and control such exposures.
- Review and discuss with the Secretariat, the internal auditor, and the external auditor the adequacy of GAVI's financial reporting processes and internal controls and communicate its findings to the Board.
- Review critical financial reporting and accounting policies, practices, and judgements used by GAVI and oversee their adherence.
- Review and report to the Board any material financial or non-financial arrangements that do not appear on GAVI's financial statements.
- Oversee the construction of GAVI's tax filings and review them with the independent tax adviser.
- Recommend to the Board the appointment and/or termination of the Head of Internal Audit (who shall report directly to the Board), and assess the organisational structure, mandate, and budget for the internal audit function.



## GAVI Alliance Audit and Finance Committee Charter

- Review compliance with and the content of GAVI's Whistleblower Policy, Document Retention Policy, and Budget Variance Policy and recommend any changes to the Board.
- Review and report to the Board any legal or other matter that could have a significant impact on GAVI's financial statements.

### **5. Duties and Responsibilities (Finance)**

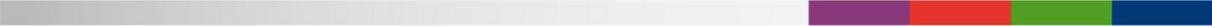
In carrying out its responsibilities, the Committee shall:

- Review the macro funding capacity and capital structure of the GAVI Alliance taking into account its affiliated entities such as the International Finance Facility for Immunisation Company, GAVI Fund Affiliate, and other affiliated entities to guide the Secretariat in the coordination of resources available from those entities and report its findings to the Board.
- Review the GAVI Alliance work plan budget, and the GAVI Secretariat administrative budget, and make a recommendation to the Board whether to approve them.
- Review potential material financial obligations or encumbrances including security interests, asset pledges, leases, and procurement contracts and make a recommendation to the Board or Executive Committee.
- Review the Secretariat's cash management plans and strategies from time to time.
- Review long-term programme budget windows to assess potential capital needs.
- Review changes to GAVI's banking structure and make a recommendation to the Board whether to approve them.
- Review insurance policies and annual reports from GAVI's insurance advisors.

### **6. Duties and Responsibilities (General)**

In carrying out its responsibilities, the Committee shall:

- Review its own performance from time to time and report the results of such reviews to the Board or Governance Committee.
- Review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board or Governance Committee.
- Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board or Executive Committee may from time to time assign to it.



# GAVI Alliance Programme and Policy Committee Charter

## GAVI Alliance Programme and Policy Committee Charter

Approved on 29-30 October 2008

### 1. Purpose

The Programme and Policy Committee (“**Committee**”) is established by the Board (“**Board**”) of the GAVI Alliance (“**GAVI**”) to assist the Board in fulfilling its responsibilities in respect to the programmatic and policy oversight of the GAVI Alliance. The Committee serves the Board and the Executive Committee in an advisory function in all matters covered by this Charter. In so doing, it shall be the responsibility of the Committee to maintain regular and open communication among Committee members and with the Board and the Executive Committee.

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

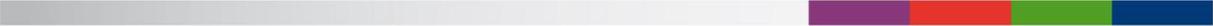
### 2. Composition

The Committee shall be a Standing Committee of the Board and Article 4 of the GAVI By-laws shall govern Committee member appointment, removal and resignation; all members shall be appointed on an annual basis, with renewable terms. Further, the Committee shall consist of at least three Board Members / Alternates.

Membership shall be skill-based (please refer to the immediately following paragraph). Board Members / Alternates and Committee Delegates will be eligible for membership on the Committee with a majority of members being Board Members/Alternates. Additional non-voting expert advisers may be appointed to the Committee as needed by the Committee Chair or by the Board. The criteria for Committee membership shall be consistent with the GAVI Alliance gender policy, specifically, that gender balance in all areas of GAVI work should be ensured, including throughout the Governance structures, to the extent possible.

Members of the Committee shall have at least one of the following qualifications:

- Expertise in epidemiology or vaccinology
- Public health expertise: all members of the Committee should possess a strong knowledge of global public health, including familiarity with GAVI partner mandates and the strategies and global health initiatives impacting GAVI’s work (such as the MDGs, GIVS, RED, etc).
- Development financing expert: at least one member of the Committee should possess expertise in financial issues particular to the international development context, including familiarity with implementing country budgetary processes.
- Vaccine research & development: at least one member of the Committee should have a strong knowledge of issues related to vaccine research and development, including the vaccine pipeline, market demand and supply, and procurement.
- Immunisation services and delivery: familiarity with systems that impact the delivery of immunisations, including but not limited to: the cold chain, healthcare waste management, logistics systems, and health worker training.
- Health systems expertise: Committee members should all possess at least general knowledge of health systems capacities and constraints in implementing countries.
- Monitoring & evaluation: at least one member of the Committee must have a strong knowledge of health information management systems and evaluation platforms for global health programmes.
- Strategic planning: Committee members should be familiar with GAVI and other global health partnership strategic planning processes, including partner contributions.



# GAVI Alliance Programme and Policy Committee Charter

## 3. Operations

Relevant paragraphs of section 2.7.2., and all of sections 2.7.3., 2.7.4. of the GAVI Alliance By-laws shall govern Committee operations. In addition, the Committee will be governed by the following provisions.

Meetings. The Chair, in consultation with the other Committee members, shall determine the schedule and frequency of Committee meetings. A majority of the Committee shall constitute a quorum for the transaction of business. Personal advisers may also attend in accordance with section 2.7.2. of the By-laws.

Any Board Member / Alternate who is not a member of the Committee may attend Committee meetings as an observer. Other observers may attend meetings only under exceptional circumstances and contingent upon Committee Chair approval.

Agenda. The Chair shall develop the Committee's agenda for each Committee meeting in consultation with the Secretariat. The agenda and all pertinent information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to all Committee members sufficiently in advance of each meeting to permit meaningful review.

Reporting. The Committee formally reports to the Board. The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board or the Executive Committee on issues falling under the authority of either.

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 or the Executive Committee on issues falling under the authority of either.

Access to Expertise, including consultants. The Committee in fulfilling its duties under this Charter will draw on expertise from Alliance partners, the Secretariat, external consultants, individuals and institutions as appropriate.

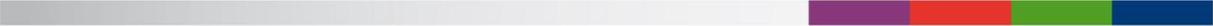
Delegation of Authority. The Committee shall have the power to delegate on an exceptional basis its authority and duties to the Committee chair or individual Committee members as it deems appropriate. It may also delegate duties to staff of the Secretariat and partner organisations as it deems appropriate.

Amendment. This Charter may only be amended or varied by resolution of the Board passed in accordance with the provisions of the By-laws.

## 4. Duties and Responsibilities

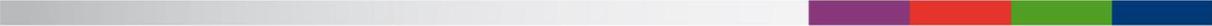
In carrying out its responsibilities, the Committee shall:

- Advise the Executive Committee and the Board on all GAVI policy and programmatic proposals that require decisions by the governing bodies.
- 
- Oversee the development of the GAVI Work Plan by the Secretariat and partners for the consideration of the Board.
- Serve as the lead committee to respond to IRC policy recommendations and pass them on to the Board/Executive Committee as appropriate.
- Receive regular country support updates from the Secretariat, including progress with country programme funding expenditures, and review performance.
- Provide advice to the Executive Committee on criteria for, and recruitment of, IRC members.
- Review all country support processes, including harmonisation of the GAVI procedures and processes with other support for country led efforts to achieve the MDGs.
- Review its own performance from time to time and report the results of such reviews to the Board or Governance Committee.



## GAVI Alliance Programme and Policy Committee Charter

- Review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board or Governance Committee.
- Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board or Executive Committee may from time to time assign to it.



# GAVI Alliance Investment Committee Charter

## GAVI Alliance Investment Committee Charter

Approved on 29-30 October 2008

### 1. Purpose

The Investment Committee (“**Committee**”) is established by the Board (“**Board**”) of the GAVI Alliance (“**GAVI**”) to assist the Board in fulfilling its responsibilities in respect to the following:

- Management of GAVI’s investments in a manner consistent with GAVI’s operating needs and overall programme goals.
- Asset preservation and growth within GAVI’s investment portfolio.
- Prudent maximisation of risk-adjusted returns on investment consistent with objectives stated in the Investment Policy.
- Supervision and management of cash assets consistent with the objectives stated in the Cash Investment Policy.

The Committee serves the Board and the Executive Committee in an advisory function in all matters covered by this Charter. In so doing, it shall be the responsibility of the Committee to maintain regular and open communication among Committee members and with the Board and the Executive Committee.

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. Composition

The Committee shall be a Standing Committee of the Board and Article 4 of the GAVI By-laws shall govern Committee member appointment, removal and resignation; all members shall be appointed on an annual basis, with renewable terms. Further, the Committee shall consist of at least three Board Members / Alternates.

Membership shall be skill-based. Board Members / Alternates and Committee Delegates will be eligible for membership on the Committee with a majority of members being Board Members / Alternates. Additional non-voting expert advisers may be appointed to the Committee as needed by the Committee Chair or by the Board. The criteria for Committee membership shall be consistent with the GAVI Alliance gender policy, specifically, that gender balance in all areas of GAVI work should be ensured, including throughout the Governance structures, to the extent possible.

Members of the Committee shall have at least one of the following qualifications:

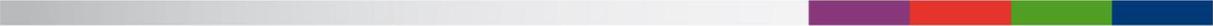
- Financial/Accounting Knowledge: a working knowledge of finance and accounting practices.
- Investments/Capital Markets Expertise: a significant, recent, and relevant expertise in investments and capital markets

### 3. Operations

Relevant paragraphs of section 2.7.2., and all of sections 2.7.3., 2.7.4. of the GAVI Alliance By-laws shall govern Committee operations. In addition, the Committee will be governed by the following provisions.

Meetings. The Chair, in consultation with the other Committee members, shall determine the schedule and frequency of Committee meetings. A majority of the Committee shall constitute a quorum for the transaction of business. Personal advisers may also attend in accordance with section 2.7.2. of the By-laws.

Any Board Member / Alternate who is not a member of the Committee may attend Committee meetings as an observer. Other observers may attend meetings under exceptional circumstances and contingent upon Committee Chair approval.



## GAVI Alliance Investment Committee Charter

Agenda. The Chair shall develop the Committee's agenda for each Committee meeting in consultation with the Secretariat. The agenda and all pertinent information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to all Committee members sufficiently in advance of each meeting to permit meaningful review.

Reporting. The Committee formally reports to the Board. The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board or the Executive Committee on issues falling under the authority of either.

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 or the Executive Committee on issues falling under the authority of either.

Access to Expertise, including consultants. The Committee in fulfilling its duties under the Investment Policy, Cash Investment Policy and this Charter, will draw on expertise from Alliance partners, the Secretariat, external consultants, individuals and institutions as appropriate.

Delegation of Authority. The Committee shall have the power to delegate on an exceptional basis its authority and duties to the Committee chair or individual Committee members as it deems appropriate. It may also delegate duties to staff of the Secretariat and partner organisations as it deems appropriate.

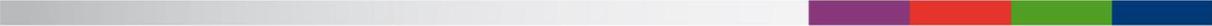
Amendment. This Charter may only be amended or varied by resolution of the Board passed in accordance with the provisions of the By-laws.

#### **4. Duties and Responsibilities**

In carrying out its responsibilities, the Committee shall:

- Review and make recommendations to the Board on GAVI's Investment Policy, Cash Investment Policy, investment goals and objectives from time to time.
- Monitor GAVI's overall compliance with the Investment Policy, Cash Investment Policy, as well as the performance and diversification of its invested assets and its achievement of its investment goals and objectives.
- Set and review the strategic asset allocation of GAVI's investment portfolio from time to time and report such activity to the Board.
- Select qualified investment managers and/or significant individual investments for GAVI's assets, and dismiss investment managers or terminate individual investments when prudent and appropriate, reporting such activity to the Board.
- Select a custodian and monitor performance of custodial services as appropriate.
- Review its own performance from time to time and report the results of such reviews to the Board or Governance Committee.
- Review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board or Governance Committee.

Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board or Executive Committee may from time to time assign to it.



# GAVI Alliance Evaluation Advisory Committee Charter

## GAVI Alliance Evaluation Advisory Committee Charter

Approved on 30 July 2009

### 1. Purpose

The GAVI Evaluation Advisory Committee (“Committee”) is established by the Board (“Board”) of the GAVI Alliance (“GAVI”) to assist the Board in fulfilling its responsibilities in respect to the oversight of GAVI’s organisational and programmatic evaluation activities. The Committee serves the Board in an advisory function in all matters covered by this Charter. In so doing, it shall be the responsibility of the Committee to maintain regular and open communication among Committee members and with the Board.

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

### 2. Composition

The Committee shall be an Advisory Body of the Board as defined by Article 5 of the GAVI By-laws. The Board shall select the Committee Chair (“Chair”) and members who shall serve at the pleasure of the Board. Further, the Committee shall consist of at least three members comprising a majority of independent evaluation experts and a minority of board members. The criteria for Committee membership shall be consistent with the GAVI Alliance Gender Policy, specifically, that gender balance in all areas of GAVI work should be ensured, including throughout the governance structures, to the extent possible.

### 3. Operations

The Committee will be governed by the following provisions:

Meetings. The Chair, in consultation with the other Committee members, shall determine the schedule and frequency of Committee meetings. A majority of the Committee shall constitute a quorum. Any Board Member / Alternate who is not a member of the Committee may attend Committee meetings as an observer. Other observers may attend meetings under exceptional circumstances and contingent upon Chair approval.

Agenda. The Chair shall develop the Committee’s agenda for each Committee meeting in consultation with the Secretariat. The agenda and all pertinent information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to all Committee members sufficiently in advance of each meeting to permit meaningful review.

Reporting. The Committee formally reports to the Board. The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board.

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.

Amendment. This Charter may only be amended or varied by resolution of the Board passed in accordance with the provisions of the By-laws.

### 4. Duties and Responsibilities

In carrying out its responsibilities, the Committee shall:

- Review and approve GAVI’s multi-year and annual evaluation work plans.
- Review the quality and usefulness of evaluation reports from the independent consultant.
- For evaluations costing more than \$500,000, review and approve Terms of Reference and selection of final contractor.
- Report on the work of the Committee to the Board as requested.
- Review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board or Governance Committee.
- Review and reassess the GAVI Alliance Evaluation Policy from time to time and recommend any proposed changes to the Board.