

SUBJECT: CONSENT AGENDA: CEO AUTHORISATION TO REPRESENT GAVI AT IFFIm GENERAL MEETING

Agenda item: 10e

Category: For Decision

Section A: Summary

- The IFFIm governing documents, namely, its Memorandum (Memorandum) and Articles of Association (Articles), have undergone a review with its lawyers in the United Kingdom (UK) and have been revised and updated in line with prevailing best practice determined by UK law and governance standards for charitable organisations registered in the UK.
- The IFFIm Board has received a copy of the revised and updated Memorandum and Articles for its review and these documents were approved by the IFFIm Board at its meeting on 16 October 2018.
- The IFFIm Board is now required to convene a General Meeting of its sole member, namely, the Gavi Alliance, to formally approve the revised and updated Memorandum and Articles and which will then be submitted to the UK regulatory authorities in the normal course for registration.
- This requires that the Gavi Alliance appoint a duly authorised representative to represent it, and to vote, at the General Meeting to be convened by the IFFIm Board.
- This report invites the Board to consider the recommendation of the Governance Committee, at its meeting on 10 October 2018, that the CEO of the Gavi Alliance be appropriately authorised accordingly.

Section B: IFFIm Memorandum and Articles of Association

- 1.1 The IFFIm Memorandum and Articles have been revised and updated to reflect prevailing best practice determined by UK law and governance standards for charitable organisations registered in the UK regarding certain aspects of IFFIm's governance arrangements and provisions.
- 1.2 The review was undertaken in conjunction with IFFIm's UK lawyers, Slaughter and May.
- 1.3 The changes are largely of a procedural nature.
- 1.4 The Memorandum was updated to remove a redundant reference to the Gavi Fund Affiliate and to incorporate some minor editorial changes.

- 1.5 The main updates to the Articles include formalising IFFIm's existing practices regarding Board tenure, more detailed General Meetings provisions, clarification of the use of electronic communication and approval, and an update to reflect the Mental Health (Discrimination) Act 2013.
- 1.6 The revised and updated Memorandum and Articles were approved at the meeting of the Board of IFFIm held on 16 October 2018, and must now be submitted to a General Meeting of the sole member of IFFIm, namely, the Gavi Alliance, to formally approve the revised and updated governing documents.
- 1.7 It is being proposed by the IFFIm Board that the General Meeting be held on 17 December 2018 immediately prior to an IFFIm Board meeting.
- 1.8 It will be necessary, therefore, to authorise a representative of the Gavi Alliance to represent it at the General Meeting and to vote on its behalf.
- 1.9 The Governance Committee considered this at its meeting on 10 October 2018 and recommends that the CEO of the Gavi Alliance be authorised accordingly.

Section C: Actions requested of the Board

The Gavi Alliance Governance Committee recommends to the Gavi Alliance Board that it **appoint** Dr Seth Berkley, Gavi Alliance Chief Executive Officer, as the Gavi Alliance's authorised representative to attend, act and vote on its behalf at the General Meeting of the International Finance Facility for Immunisation Company (registered in the United Kingdom) provisionally scheduled to held at 14.00 (London time) on 17 December 2018 or on such other date and at such other time as may be determined by the IFFIm Board in its sole discretion.