



January 2018

## EVALUATION ADVISORY COMMITTEE TERMS OF REFERENCE

### 1. PURPOSE

The Evaluation Advisory Committee (“Committee” or “the EAC” ) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) under Article 5 of the By-laws to support the Board in fulfilling its oversight responsibilities in respect to the management of Gavi’s organisational and programmatic evaluation activities.

The EAC is not deemed to be a committee of the Board in that its primary role is essentially an advisory function as contemplated under Article 20 of the Statutes. It is empowered by the Board to undertake the responsibilities outlined in these terms of reference. It does not have limited decision-making powers as outlined in these terms of reference.

Words and expressions used in this terms of reference 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 these terms of reference, which may be amended by the Board as and when required or deemed necessary.

#### A. Composition and size

The composition of the EAC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the EAC is intended to comprise individuals suitably competent in the affairs and issues falling within the terms of reference so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this terms of reference.

The EAC shall comprise not less than three persons. A majority of the EAC members shall comprise independent evaluation experts and a minority of Board members or Alternate Board members.

## **B. Competencies and skills**

EAC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Evaluation design including methodological, procedural and information requirements;
- Programmatic and country context to ensure successful oversight of existing evaluations as well as development of organisation evaluation strategy and workplans;
- Overseeing and guiding data analytics and results interpretation.

All EAC 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.

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

Each member of the EAC will be required to participate in a programme of induction, training and familiarisation with the work of the EAC to enable Committee members to keep abreast of current developments in the work of the EAC and leading practices. The Chair of the EAC, who will demonstrate in-depth knowledge, skills and experience of evaluations, shall:

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

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other EAC members, nominate a suitable substitute from the membership of the EAC.

## **C. Appointment and term of office**

All EAC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the EAC. EAC members shall be appointed once every two years, with a maximum of three consecutive terms. The Board shall select the Committee Chair ("Chair") once every two years, with a maximum of three consecutive terms. All nominees to the EAC should be evaluated by the Governance Committee in consultation with the EAC Chair to ensure each individual meets the membership requirements set out in 2.B above and ensure the individual's competencies fit with the required competencies of the EAC.

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

### **3. AUTHORITY**

The EAC shall regularly report on EAC activities to the Board and shall maintain open communications between EAC members and the Board as appropriate.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the EAC Chair or individual Committee members as it deems appropriate.

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

The mandate of the EAC is established in this terms of reference.

### **4. RESPONSIBILITIES**

It is the responsibility of the EAC, on behalf of the Board to:

- A. Review and approve Gavi's multi-year and annual evaluation work plans.
- B. Review the quality and usefulness of evaluation reports from the independent consultant.
- C. Review and approve Terms of Reference and selection of final contractor, for evaluations costing more than US\$ 500,000.
- D. Report on the work of the Committee to the Board as requested.
- E. Review and reassess the Gavi Alliance Evaluation Policy from time to time and recommend any proposed changes to the Board.

### **5. MODE OF OPERATION**

#### **A. Meeting attendance**

All Board members and their Alternates, who are not serving on the EAC, have the right to attend meetings of the EAC as observers but may not speak or participate in the proceedings except at the invitation of the EAC Chair.

Members of the Secretariat shall make themselves available to attend all EAC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon EAC Chair approval.

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

## **B. Frequency of meetings**

The Committee shall meet at least twice annually or more frequently as the EAC Chair deems necessary. It is intended that the two annual meetings shall be face-to-face meetings.

Meetings shall be cognisant of coordination with the PPC at least once a year.

## **C. Notice of meetings**

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees is not less than two weeks 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 EAC Chair shall establish meeting agendas with the Secretary of the Committee and in consultation with EAC members and relevant members of the Secretariat. The EAC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

## **E. Quorum**

The quorum for the EAC shall be a majority of EAC members.

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

All EAC 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 EAC members when required.

At the commencement of each meeting, each EAC 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**

All decisions should be by consensus.

## **H. Minutes**

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws and regularly report on its meetings and other activities to the Board.

### **I. Executive sessions**

From time to time, at the discretion of the EAC 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 EAC is authorised by the Board to request the Secretariat to obtain independent professional advice as may be appropriate, at the expense of Gavi.

## **7. PERFORMANCE AND REVIEW**

The Committee will evaluate its performance at least once every five years having regard to the principles and requirements of its mandate as set out in these terms of reference and any additional activities undertaken during the year at the request of the Board.

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

The Board shall review these terms of reference as it deems necessary, normally in conjunction with the performance evaluation, to ensure their adequacy and that these remain relevant to the Committee's programme of work and in accordance with developments in best practice.