



January 2018

PROGRAMME AND POLICY COMMITTEE CHARTER

1. PURPOSE

The Programme and Policy Committee (“Committee” or “the PPC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) to assist the Board in fulfilling its responsibilities in a timely manner in respect to the programmatic and policy oversight of the Gavi Alliance.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

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. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-Laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

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

The PPC shall comprise not less than three and up to 20 persons. A majority of the PPC members shall comprise Board members and Alternate Board members. Committee delegates, as defined in the By-laws, shall be eligible for membership on the PPC.

Non-voting expert advisers may be invited to participate in PPC meetings at the discretion of the PPC Chair from time to time. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the

Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

Additional non-voting expert advisers may be appointed to the Committee as needed by the Committee Chair on a time-limited basis.

The PPC may request the establishment of time-limited Task Teams/Working Groups to tackle specific technical, policy or programmatic matters. Each of the time-limited Task Teams/Working Groups shall report to the PPC and have one presiding chair. The Terms of Reference of each of the time-limited Task Teams/Working Groups shall be agreed by the PPC Chair, who will appoint, when appropriate, a member of the PPC who would act as PPC representative (focal point) to the team/group.

B. Competencies and skills

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

- Epidemiology, vaccinology and/or immunology.
- Public health: 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 Sustainable Development Goals (SDGs), Global Immunization Vision and Strategy (GIVS), Reaching Every District (RED), etc.).
- Immunisation services and delivery: familiarity with systems that impact the delivery of immunisation including but not limited to: the cold chain, healthcare waste management, logistics systems, and health worker training.
- Vaccine research and development: a strong knowledge of issues related to vaccine research and development, including the vaccine pipeline, market demand and supply, and procurement.
- Health systems: general knowledge of health systems capacities and constraints in implementing countries.
- Monitoring and evaluation: a strong knowledge of health information management systems and evaluation platforms for global health programmes.
- Strategic planning: familiar with Gavi and other global health partnership strategic planning processes, including partner contributions.
- Development financing: expertise in financial issues particular to the international development context, as well as familiarity with health financing, budgeting and financial management (including implementing country budgetary processes).

All PPC 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 and its Board.

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

Each member of the PPC will be required to participate in a programme of induction, training and familiarisation with the work of the PPC to enable Committee members to keep abreast of current developments in the work of the PPC and leading practices. The Chair of the PPC shall be selected from among the Board and Alternate Board members appointed to the Committee but shall not be the Board Chair. The Chair shall:

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

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

C. Appointment and term of office

All PPC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the PPC. PPC members shall be appointed once every two years with renewable terms. All nominees to the PPC should be evaluated by the Governance Committee in consultation with the PPC 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 PPC.

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

3. AUTHORITY

The PPC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The PPC will operate under Gavi's By-Laws.

The PPC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering (i) Gavi policy and programmatic policies; (ii) programmatic aspects of the Partners' Engagement Framework; (iii) Independent Review Committee (IRC) policy and programmatic recommendations; and (iv) country support processes.

The PPC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on PPC activities

to the Board and shall maintain open communications between PPC members and the Board.

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

The PPC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the PPC Chair.

The mandate of the PPC is established in this Charter.

4. RESPONSIBILITIES

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

- A. Review and oversee the implementation of all Gavi policy and programmatic proposals that require decisions by the governing bodies.**
- B. Review the programmatic aspects of the Partners' Engagement Framework (PEF) as well as oversee performance management of the PEF, and make recommendations to the Board.**
- C. Serve as the lead committee to respond to Independent Review Committee (IRC) policy and programmatic recommendations and pass them on to the Board as appropriate, and provide advice to the Governance Committee on criteria for, and recruitment of, IRC members.**
- D. Receive regular country support updates from the Secretariat, including progress with country programme funding expenditures, and review performance, potential risk and risk mitigation approaches in particular in fragile countries.**
- E. Review all country support processes, including harmonisation of the Gavi procedures and processes with other support for country led efforts.**
- F. Other matters**
 - Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the PPC.

5. MODE OF OPERATION

A. Meeting attendance

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

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

PPC 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 PPC Chair deems necessary. It is intended that the two annual meetings shall be face-to-face meetings.

Meetings shall be coordinated to occur prior to Board meetings and shall be cognisant of coordination with the Audit and Finance Committee as well as with the Evaluation Advisory Committee as appropriate at least once a year and the need for expeditious approval by the Board of time sensitive matters.

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 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 PPC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The PPC 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 PPC shall be a majority of voting PPC members.

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

All PPC 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 PPC members when required.

At the commencement of each meeting, each PPC 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

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the PPC 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 PPC 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 two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

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

The Board shall review the PPC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.