

DOCUMENT ADMINISTRATION

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1. Introduction, Purpose, Scope and Rationale

- 1.1. Audit and Investigations (“A&I”) is an independent function mandated by the Board to assist the management and stakeholders of Gavi, the Vaccine Alliance (“Gavi”), in accomplishing its objectives by strengthening its ability to create, protect, and sustain value through providing the Board and management with risk-based and objective assurance, advice, insight and foresight, and assessing probity. A&I enhances Gavi’s governance, risk management and control processes; decision making and oversight; and reputation and credibility with its stakeholders. A&I is headed by the Managing Director, Audit and Investigations (“MDAI”) and provides the following functions:
- a) Secretariat-focused, or Internal Audit, which is an independent and objective assurance and consulting activity designed to add value and improve the internal operations of Gavi by bringing a systematic and disciplined approach to evaluate and improve the effectiveness of the organisation's risk management, control, and governance processes.
 - b) Country-focused, or Programme Audit, which conducts audits of programmes in-country to assess whether Gavi support, including cash, vaccines and related supplies, have been used as intended to provide value for money, considering both financial and programmatic aspects.
 - c) Investigations and Counter-Fraud, which conducts an evidence-based examination of possible fraud and other misconduct within Gavi, in Gavi-supported programmes in-country, or which otherwise impact upon the organisation. It conducts activities in liaison with responsible management, staff and partners to help minimise the risk of such conduct occurring and/or impacting the organisation. This function is accountable for the execution, interpretation and integrity of the Gavi Alliance Speak Up Policy, under which reports from internal and external sources on potential fraud or other misconduct are handled.
- 1.2. The Board has established A&I as Gavi’s “third line” (as set out in the Institute of Internal Auditors’ (“the Institute”) guidance on the Three Lines Model). A&I’s activities are defined by the Board as part of its oversight role, as set out in these Terms of Reference, which are reviewed and approved by the Board.
- 1.3. These terms of reference apply to all A&I staff and, where specifically noted, to all Gavi Secretariat workforce.

2. Key Principles and Commitments

Professional Standards

- 2.1. A&I staff shall govern themselves by the standards of the respective professional bodies:
- a) Audit staff will adhere to the mandatory elements of The Institute of Internal Auditors’ International Professional Practices Framework¹, which are the Global Internal Audit Standards and Topical Requirements. In addition, A&I audit staff will adhere to A&I’s audit manual. The Managing Director Audit and

¹ [IIA International Professional Practices Framework](#)

Investigations ("MDAI") will report at least annually to the Board and senior management regarding A&I's conformance with the Standards, which will be assessed through a quality assurance and improvement programme.

- Investigation staff will apply the Uniform Guidelines for Investigations, as issued by the Conference of International Investigators in 2009, and A&I's Investigations Guidelines.

2.2. In addition, all A&I staff will adhere to Gavi's policies and procedures.

Independence, Organisational Position and Reporting Relationships

2.3. The MDAI reports functionally to the Board, which is effected through routine reporting to the AFC, and administratively to the Chief Executive Officer (CEO).

2.4. The MDAI will report to the Board at least annually, or more frequently or ad hoc if considered necessary by the Board or the MDAI. The MDAI will confirm to the Board, at least annually, the organisational independence of A&I. All A&I activities shall remain free from interference by any element in Gavi, and the MDAI will disclose to the Board any interference encountered related to the scope, performance or communication of A&I work and results, including the implications of such interference on A&I's effectiveness and ability to fulfil its mandate.

Authority and Confidentiality

2.5. A&I's authority is created by its direct reporting relationship to the Board. The Board authorises A&I to:

- Have full, free and unrestricted access to any and all functions, data, records, information, physical property, and Gavi workforce pertinent to carrying out its responsibilities.
- Allocate resources, set frequencies, select subjects, determine scopes of work, apply techniques, and issue communications to accomplish A&I's objectives.
- Limit or restrict distribution of and access to information within its purview or the results of any engagement and its records in so far as it does not contravene Gavi's access to information policy.
- Obtain assistance from the necessary Gavi employees and other specialised services from within or outside Gavi. All employees are required to assist A&I in fulfilling its function.

2.6. In accordance with the Partnership Framework Agreements signed with Gavi-supported countries, A&I has access to country-related information and data relevant to Gavi's oversight.

2.7. In accordance with relevant agreements and Memorandums of Understanding with partners, A&I may also have access to partner-related information and data relevant to Gavi's oversight.

2.8. In all cases, A&I staff are accountable for confidentiality and safeguarding records and information in their possession. Documents and information obtained by A&I will be handled (at a minimum) in the same prudent and confidential manner as expected of those individuals normally responsible for them.

3. Definitions

- 3.1. Gavi workforce: all individuals who are employed or otherwise engaged by Gavi, regardless of their contract type, title, tenure or classification level, including but not limited to a permanent or fixed-term employment contract, consultants and independent contractors, including from temporary staffing agencies, interns, secondees, and volunteers.

4. Oversight and Accountability

- 4.1. The Board is responsible for overseeing the effectiveness of these Terms of Reference. The Board has established the Audit and Finance Committee (AFC) to support it in fulfilling its oversight responsibilities and has delegated specific oversight, review and monitoring of A&I activities to the AFC as set out in the AFC Charter.
- 4.2. In addition to the responsibilities set out in the AFC Charter, in order to establish, maintain and ensure that A&I has sufficient authority to fulfil its duties the Board and/or the AFC will:
- Discuss with the MDAI and senior management the appropriate authority, role, responsibilities, scope, and services (assurance, advisory and/or investigative) of A&I.
 - Ensure the MDAI has free and unrestricted access to and communicates and interacts directly with the Chair and Vice-Chair of the Board and the Chair of the Audit and Finance Committee, including in private meetings without other Gavi personnel present.
 - Discuss with the MDAI and senior management other topics that should be included in the A&I Terms of Reference (TORs).
 - Participate in discussions with the MDAI and senior management about the “essential conditions,” described in the Global Internal Audit Standards, which establish the foundation that enables an effective audit function.
 - Collaborate with senior management to determine the qualifications and competencies the organisation expects in an MDAI, in accordance with the relevant professional standards.
 - Approve the remuneration of the MDAI. On recruitment, the MDAI’s remuneration will be approved by the Chair of the Audit and Finance Committee, and thereafter this will be subject to revision according to the standard remuneration processes operating within the Secretariat.
 - Review the MDAI’s performance. The Chair of the Audit and Finance Committee and the CEO shall agree on performance objectives with the MDAI and conduct an annual evaluation of the MDAI’s performance in liaison with each other.
 - Receive communications from the MDAI about the audit function including its performance relative to its plan.
 - Ensure a quality assurance and improvement programme has been established and review the results annually.

- Make appropriate inquiries of senior management and the MDAI to determine whether scope or resource limitations are inappropriate, and review and recommend to the Board, A&I's budget and resource requirements to execute the plan (as a component of the overall Secretariat budget).
- 4.3. The MDAI is accountable for the execution, interpretation, and integrity of these Terms of Reference.

5. Roles and Responsibilities

Ethics and Professionalism

- 5.1. The MDAI will ensure that A&I staff:
- Conform with the Global Internal Audit Standards and apply the Uniform Principles and Guidelines for Investigations, including principles of ethics and professionalism: integrity, objectivity, impartiality, fairness, competency, due professional care, and confidentiality.
 - Understand, respect, meet, and contribute to the legitimate and ethical expectations of Gavi and be able to recognise conduct that is contrary to those expectations.
 - Encourage and promote an ethics-based culture in Gavi.
 - Report organisational behaviour that is inconsistent with the Gavi's ethical expectations, as described in applicable policies and procedures.

Objectivity

- 5.2. The MDAI will ensure that A&I remains free from all conditions that threaten the ability of A&I staff to carry out their responsibilities in an unbiased manner, including matters of engagement selection, scope, procedures, frequency, timing, and communication. If the MDAI determines that objectivity may be impaired in fact or appearance, the details of the impairment will be disclosed to appropriate parties.
- 5.3. A&I staff shall have no direct operational responsibility or authority over any of the activities they review. Accordingly, they will not implement internal controls, develop procedures, install systems, prepare records, or engage in other activities that may impair their judgment, including:
- Assessing specific operations for which they had responsibility within the previous year.
 - Performing operational duties for Gavi (or IFFIm).
 - Initiating or approving transactions external to A&I.
 - Directing the activities of any Gavi employee that is not employed by A&I, except to the extent that such employees have been appropriately assigned to A&I or to assist A&I staff or are otherwise required to assist A&I in the performance of its functions.

5.4. A&I staff will maintain an unbiased mental attitude that allows them to perform engagements objectively such that they believe in their work product, do not compromise quality, and do not subordinate their judgment on audit and investigation matters to others, either in fact or appearance. A&I staff will:

- Disclose impairments of independence or objectivity, in fact or appearance, to appropriate parties and at least annually, such as the MDAI, board, management, or others.
- Exhibit the highest level of professional objectivity in gathering, evaluating, and communicating information about the activity or process being examined.
- Make a balanced assessment of all available and relevant facts and circumstances.
- Take necessary precautions to avoid conflicts of interest, bias, and undue influence by others in forming judgements.

Managing A&I

- 5.5. The MDAI has the responsibility to develop an annual risk-based audit plan, encompassing both Internal and Programme Audit, and an annual investigations/counter-fraud plan using a risk based methodology for the counter-fraud elements, that considers the input of the Audit and Finance Committee and senior management. These two plans together comprise the Annual Audit and Investigations Plan, and include budget and resource requirements, and consulting assignments, as appropriate.
- 5.6. The MDAI shall review and adjust the audit plan, as necessary, in response to changes in Gavi's business, risks, operations, programmes, systems, and controls.
- 5.7. The MDAI shall regularly submit to the CEO and AFC an up-to-date status of the plan through periodic activity reports, including any significant deviation from the approved plan.
- 5.8. The MDAI shall communicate with the AFC and senior management the impact of resource limitations and any significant interim changes to the approved plan.
- 5.9. The MDAI has the responsibility to ensure that all A&I work is performed according to the applicable professional standards.

Communicating with the Board and Senior Management

- 5.10. The MDAI will report periodically to the Board, AFC and senior management regarding:
- A&I's purpose, authority, and responsibility (i.e., mandate).
 - The Annual Audit and Investigations Plan as well as performance relative to the plan.
 - A&I's budget.
 - Significant revisions to the annual plan and budget.

- Potential impairments to independence, including relevant disclosures as applicable.
- Results from the quality assurance and improvement programme, including action plans to address deficiencies and opportunities for improvement.
- Results of assurance and advisory services and investigations.
- Resource requirements.
- Management's responses to risk that the audit function determines may be unacceptable or acceptance of a risk that is beyond Gavi's risk appetite.
- Significant risk exposures and control issues, including fraud risks, governance issues, and other matters needed or requested by the CEO and the Audit and Finance Committee.

Quality assurance and improvement programme

- 5.11. The MDAI shall develop and maintain a quality assurance and improvement programme that covers all aspects of A&I activity. The programme will include external and internal assessments of the audit functions' conformance with the Global Internal Audit Standards and of the investigation function's application of the Uniform Principles and Guidelines for Investigations, Gavi's legal framework and generally accepted investigation standards, as well as performance measurement to assess A&I's progress toward the achievement of its objectives and promotion of continuous improvement. The programme will also assess the efficiency and effectiveness of A&I and identify opportunities for improvement.
- 5.12. Annually, the MDAI will communicate with senior management and the Board through the Audit and Finance Committee about the quality assurance and improvement programme, including the results of internal assessments (ongoing monitoring and periodic self-assessments) and external assessments.
- 5.13. The MDAI will assess at least annually whether the purpose, authority, and responsibility, as defined in these Terms of Reference, continue to be adequate to enable A&I to accomplish its objectives.

6. Scope and Types of Activities

- 6.1. In general, the scope of A&I's work extends not only to the Secretariat but also to the programmes and activities carried out by Gavi's grant recipients and partners. The scope covers the entire breadth of the organisation, including all Gavi's activities, assets, and personnel. More specifically, its scope encompasses but is not limited to independent investigations and objective examinations of evidence to provide independent assurance and advisory services to the Board and management on the adequacy and effectiveness of Gavi's governance, risk management processes, system of internal control, and the quality of performance in carrying out assigned responsibilities to achieve stated goals and objectives. It includes:
 - a) Monitoring and evaluating the effectiveness of Gavi's risk management system and whether risks relating to the achievement of Gavi's strategic objectives are appropriately identified and managed.

- b) Reviewing the reliability and integrity of financial and operating information and the means used to identify, measure, classify, and report such information.
- c) Reviewing the adequacy of the systems established to ensure compliance with policies, plans, procedures, applicable laws and regulations, and governance standards and evaluating whether the actions of Gavi's officers, directors, management, employees, and contractors or other relevant parties are in compliance.
- d) Reviewing the adequacy, implementation and operation of Gavi's Transparency and Accountability Policy and of other anti-corruption, fraud and related misuse policies and procedures.
- e) Auditing internal control processes at the Secretariat and country level including income, non-grant expenditure, internal projects, information and communication, grant application and grant awards, funds disbursement, supply chain, immunisation data and systems, and risk assessment processes.
- f) Evaluating whether resources and assets are acquired economically, used efficiently and sustainably, and safeguarded and protected adequately.
- g) Reviewing and appraising the economy and efficiency with which resources are employed.
- h) Reviewing operations or programmes to ascertain whether results are consistent with established objectives and goals and whether the operations or programmes are being carried out as planned.
- i) Conducting specific reviews or tasks requested by the Board, the Audit and Finance Committee or the CEO, provided such reviews and tasks do not compromise A&I's independence or objectivity.
- j) Execution, interpretation and maintaining the integrity of Gavi's Speak Up Policy.
- k) Investigating allegations and suspicions of misconduct or fraudulent misuse (including but not limited to fraud, theft and corruption, and failure to abide by applicable codes of conduct, the Respectful Behaviour Policy and the Protection against Sexual Exploitation, Abuse and Harassment Policy) affecting Gavi and/or its programmes.
- l) Advising on the implementation of procedures to reduce the risk of fraud, theft, corruption and other fraudulent misuse and/or misconduct from affecting the organisation.
- m) Providing consulting services to management and the Board, as agreed with the party requesting the service and provided A&I does not assume management responsibility. The provision of consulting services should be in those areas in which A&I is competent, principally relating to improvements in the effectiveness of the organisation's risk management, control, and governance processes.

6.2. A&I is expected to coordinate and interact as appropriate with Gavi's external auditors, sharing insights and relevant information and material as the MDAI considers appropriate, so as to ensure the efficient and effective conduct of audit by both A&I and the external auditors to the benefit of Gavi. It is expected that

such activities will not compromise the independence of either A&I or the external auditors but judgement should be applied as appropriate in ensuring the independence of both parties is appropriately maintained by such liaison

7. Referenced Documents

7.1. These Terms of Reference complement existing charters, policies and other internal guidance materials on audit and investigations and should be read together with the following:

- Gavi Alliance Audit and Finance Committee Charter
- Gavi Alliance Speak Up Policy
- Charter for Ethics, Risk and Compliance at Gavi
- Gavi's internal Reporting, Investigation and Disciplinary Procedures
- A&I Audit Manual
- A&I Investigation Guidelines

8. Contact Information

8.1. Terms of Reference Sponsor: Managing Director, A&I

8.2. Inquiries: Questions about these Terms of Reference should be directed to Managing Director, A&I

9. Timeline for Implementation and Review

9.1. These Terms of Reference are effective from 1 January 2026.

9.2. These Terms of Reference will be reviewed annually and revised as needed.