



PROCESS FOR THE APPOINTMENT OF THE BOARD CHAIR¹

Introduction

This document seeks to guide the Gavi Alliance Board in the fulfilment of its function of appointing or reappointing the Board Chair (see also footnote below).

The **terms of reference** exercised in the recruitment of the current Board Chair is included as Annex B for ease of reference and information with regard to the required competencies, skills, experience and necessary attributes to fill this role.

It will usually fall on the **Board Vice Chair to lead the appointment or reappointment** process, as the case may be, in co-ordination with the Governance Committee and with the concordance of the Gavi Alliance Board.

While the process outlined in this document is based on good practice for the appointment of a new Board Chair much of it is relevant for the reappointment of the Board Chair, as set out in the section dealing specifically with the Board Chair reappointment.

The first step in any process of appointment or reappointment of the Board Chair shall be the:

- determination by the Board of whether it wishes to seek to replace the existing Board Chair at the end of her/his first term and thereby proceed on a course for the *appointment* of a new Board Chair; or
- determine from the current Board Chair through the Board Vice Chair on behalf of the Board if there is interest on her/his part to remain in position for a second term and thereby proceed on a course for *reappointment*.

This process should normally commence no later than nine months prior to the expiry of the current Board Chair's term with a view to:

¹ This process contemplates not only the appointment process for the recruitment of a new Board Chair but also the reappointment process that would naturally follow for the current Board Chair where the Board has extended an invitation to the Board Chair inviting her/him to consider a reappointment for a further term.

- *commencing a search* if the Board wishes to appoint a new Board Chair, or the incumbent has indicated that she/he does not wish to seek reappointment, so that the search for a new Board Chair can be completed in time for the new Board Chair to be in place at the end of the outgoing Board Chair's term and which will require a lead time of at least six months at a minimum; or
- *commencing preparations for the reappointment of the current Board Chair* through the Board Vice Chair on behalf of the Board to secure her/his reappointment if this is the course preferred by the Board and the interest of the incumbent has been suitably ascertained .

From the beginning to the conclusion of the process, whether it is for the *appointment of a new Board Chair* or the *reappointment of the current Board Chair*, **confidentiality must be strictly maintained by every person involved in the process.**

If necessary, confidentiality agreements should be considered.

Particularly important is keeping the names of the applicants confidential in the case of the process for the appointment of a new Board Chair, so that all prospective applicants are confident that only those directly involved in the selection process will be aware of their application.

This is essential to preserve not only the integrity of the process but that of the Gavi Alliance Board and is respectful at all times of the mutual duties of care and loyalty expected of members of the Board and out of respect and consideration for the candidates approached to consider the position.

It is likely that very high profile candidates will be identified in the recruitment process and their identity needs to be kept confidential as any outcome that does not lead to their being selected as the new Board Chair can have reputational consequences for them – whether actual or perceived and can undermine future recruitment efforts.

Requirements under the Statutes and By-Laws

Article 12 of the Statutes requires that “*Board members will select the Chair [and a Vice Chair] from among their own voting members.The Chair will, at the time of appointment of Chair and, during their service as Chair, be an Unaffiliated Board Member. The Chair [and the Vice Chair] shall be selected for an initial term of up to two years. two-year period or such other term that the Board may determine [underline intentionally emphasised]. The Chair [and the Vice Chair] may be reselected for a further single term that the Board shall determine, which shall not exceed their remaining term of service as a Board member within the provisions of Article 10. The Chair [and the Vice Chair] position[s] shall not be occupied by the same person.*”

~~Article 2.3 of the By-Laws determines Board terms with it being generally taken that an Unaffiliated Board member as defined can serve an initial term of three years renewable for a second term of up to three years while Affiliated Board members subject to their organisation or constituency can, for all intents and purposes, serve for an unlimited duration. This may be relevant in the context of whether the Board Chair is an Unaffiliated or Affiliated Board member (see below).~~

~~Article 2.6.1 of the By-Laws prescribes that “The Chair [or Vice Chair] will be selected according to Article 12 of the Statutes from among voting Board members (not Alternate Board Members). The Nominating Committee [defined as the Governance Committee] shall nominate candidates for Chair [and Vice Chair] but any other voting Board Member may be so nominated at the meeting at which the Chair [and Vice Chair] are elected.”~~

~~Article 2.6.2 specifies that “The Chair [and the Vice Chair] will serve for 2 years and may each be re-elected in accordance with Article 12 of the GAVI (sic) Alliance Statutes, subject to expiration of that Board member’s term of service established pursuant to Section 2.3.”~~

Appointment of Board Chair

Establishment of Search Committee:

The **Board would initiate the search for a new Board Chair**, using Article 14 of the Statutes to delegate the authority to the Governance Committee for the purposes of setting up the process and the establishment of the Search Committee.

The **Search Committee shall be chaired by the Board Vice Chair**, who is simultaneously the Chair of the Governance Committee in accordance with ~~Article Section 4.4 of the Board and Board Committee Operation Procedures~~2.6.4 (therefore there is a natural symmetry in the process).

The **Search Committee shall be constituted from currently serving voting Board members** and should preferably not exceed a total number of five. The Search Committee composition should give confidence in the quality and the integrity of the process employed in reaching its recommendation. It is customary practice for the CEO to be consulted as appropriate in the course of the search process and more specifically once the short listed candidates have been determined by the Search Committee.

The Board Secretary for the Gavi Alliance Board will serve as secretary to the Search Committee.

The Search Committee shall exist **only for the duration of the search and appointment of the Board Chair**, overseeing the recruitment process and the identification of a preferred candidate.

Procedure for the appointment:

The **Search Committee shall have the discretion to determine its own process** for the recruitment of the Board Chair based on the established terms of reference (Annex B). This should be agreed at the commencement of the establishment of the Search Committee and for determining its work and timetable for the process for which it has been appointed.

Generally there would be **regular check-ins and updates with the Governance Committee**, and the Board as necessary, through the Board Vice Chair without

disclosing names of the prospective candidates for reasons of confidentiality and to protect their identity until such time as they are short listed.

A **preferred approach** is for the Search Committee to reference the database of prospective Board members maintained by the Governance Committee for Unaffiliated Board member recruitment.² The Search Committee should also, simultaneously, invite **current Board members** to express any interest in the position and/or offer to provide suggestions for consideration. The **Search Committee should also do its own independent sweep globally of potential other candidates** that could be considered for the position of Board Chair.

Experience has shown that outsourcing the recruitment process for Board Chair is not always optimal but that an **independent consultant to assist with processing potential candidates**, undertaking due diligence verifications and doing reference checks on potential candidates identified by the Search Committee can be helpful in the particular expertise they bring to bear at this point in the process. However their support in sourcing candidates not already known to the Board does bring a measure of rigour and independence and should be carefully considered by the Search Committee.

The position is not advertised.

Board Chair's terms of reference:

This is already established – see Annex B.

If there is any aspiration to modify and/or amend Annex B, this would be undertaken by the Governance Committee at the request/invitation of the Board and would require to be approved by the Board.

It will always be useful to **obtain the views of the outgoing Board Chair** regarding any guidance or counsel that she/he might want to offer in the Board Chair recruitment process taken from their experience as Board Chair.

It would be useful for the **Committee to develop a matrix** articulating the key characteristics and attributes that will be sought in any prospective candidate for the position of Board Chair based on Annex B. This has been used successfully in the recruitment of the Board Vice Chair and for nominations to the Board's Committees.

Disclosure of any relationships/potential conflicts:

Search Committee members should declare any previous association with identified candidates for Board Chair or if they themselves have any aspiration to the role of Board Chair in the course of this process. This applies to any and all Board members that are consulted by the Board Vice Chair outside of the Committee.

² ~~While the Statutes and By-Laws do not specifically prescribe that the Board Chair should be an Unaffiliated Board member, this has been the "tradition" thus far. In any event, it is clearly specified that should the position be occupied by a representative Board member, they are not permitted to speak on behalf of their organisation or constituency and shall be deemed to act in an "independent" or "unaffiliated" capacity.~~

Discussions with prospective candidates:

The questions and the format need to be determined prior to any discussion with prospective candidates and the questions based on the selection criteria as determined through the position description set out in Annex B.

This would also be developed around the matrix referred to earlier in this document.

Discussions with short listed candidates should not extend beyond the Search Committee entrusted with the task of recruiting the new Board Chair, given the confidentiality of candidate identities; unless there are some compelling reasons that require this in exceptional circumstances.

References:

A **due diligence process** would be required to be undertaken to ascertain the suitability of prospective candidates for the position of Board Chair ranging from informal enquiries through well-placed sources familiar with the position and the candidates concerned, establishing each candidate's record of accomplishments for leadership on major Boards, familiarity with the complexities and political tact called for in chairing the Gavi Alliance, etc.

Decision making:

A **written report shall be prepared for consideration by the Governance Committee** to make its recommendations to the Board, which must be sufficient to enable the Board to be confident that the most meritorious candidate is being recommended for the position and it can make an objective, informed decision.

Gender equity is an important consideration in the Alliance, on a merit-based approach, and the deliberations of the Search Committee with this in mind should be explicitly referenced in the various considerations undertaken by the Search Committee in reaching its recommendations.

The written report should offer the basis for the choice and the considerations taken into account by the Committee, and any special merits of the candidate recommended for Board Chair.

The **Board Vice Chair would lead the Board presentation** that follows from the Governance Committee recommendation(s).

The Search Committee must ensure appropriate measures are taken to maintain strict confidentiality throughout the process; until the Board has made its decision and a public announcement of the appointment of the new Board Chair can be made.

From the presentation to the Governance Committee to the recommendation to the Board and any public announcement of the new Board Chair, **timing must be closely choreographed under the supervision and guidance of the Board Vice Chair.**

Reappointment of the Board Chair

This would, generally, follow a less procedural process insofar that the relative attributes and talents of the current Board Chair are already known to the Board.

Annex B would continue to define the guiding principle in terms of the function and expectations of the Board Chair.

This process is usually **initiated by the Board or it can be initiated through the guidance of the Governance Committee.**

The **Governance Committee would first evaluate the merits for the proposed reappointment of the Board Chair** before any steps are taken to approach the Board Chair with an invitation to consider reappointment.

Key areas for consideration might include:

- whether any issues or concerns had arisen in a Board and Committee self-evaluation during the period of the Board Chair's tenure that might be relevant to their continuing in this capacity for a second term;
- whether any issues of leadership rotation or continuity give rise to concerns warranting the Board Chair remaining on the Board e.g. departure of CEO and need to manage the transition and leadership of the organisation;
- whether the departure of the Board Chair might disrupt ongoing work under the leadership of the incumbent e.g. governance reforms, upcoming replenishment, etc.; and
- whether any other matters suggest stability and continuity as priorities as well as Board performance issues warranting the incumbent to remain in position to provide guidance and leadership.

Once the Governance Committee in its deliberations has determined that it would want the Board Chair to consider reappointment, it may **task the Board Vice Chair** (and simultaneously Governance Committee Chair) to approach the Board Chair and extend an invitation to her on behalf of the Governance Committee to give this consideration. This might include any special requests accompanying the invitation e.g. proposed tenure for second term.

It should be kept in mind that the Board Chair may also have conditions of their own that they would want considered before agreeing to accept the invitation for reappointment.

It would be appropriate for this to be discussed by the Governance Committee based on the discussion that the Board Vice Chair may have had with the Board Chair in this regard before this is taken any further.

This may require a few iterations between the Board Vice Chair (on behalf of the Governance Committee) and the Board Chair before the Governance Committee is ready to present its proposal to the Board. In some instances, this may require a wider consultation with other members of the Board to ensure that a fully representative view is ascertained by the Governance Committee ahead of any steps to present a proposal to the Board for its consideration.

Question of relationships and/or conflicts may warrant consideration in the Board Chair's reappointment where a current Board member might have expressed interest in the role of Board Chair, in the event that the reappointment negotiations fall through.

Any **reappointment of the current Board Chair requires an appropriate and robust motivation by the Governance Committee** (through the Board Vice Chair) in its presentation to the Board where the **proposal to the Board for the reappointment of the Board Chair is being considered**.