



# COVAX

September 2020

## COVAX FACILITY SHAREHOLDERS COUNCIL EXECUTIVE COMMITTEE TERMS OF REFERENCE

### 1. Purpose

The COVAX Facility Shareholders Council Executive Committee (“ExCom”) is established by the Shareholders Council (“the Council”) to prepare and guide its discussions. It is empowered by the Council to undertake the responsibilities outlined in these terms of reference.

### 2. Membership

Members will be appointed to the ExCom on a constituency basis, through a nomination and selection process overseen by the Council.

#### A. Composition and size

ExCom will comprise 12 members plus two Co-Chairs.

Only Council Members may be ExCom Members.

Members will be chosen to represent constituencies as determined by the Council<sup>1</sup>.

#### B. Competencies and skills

ExCom Members must be able to represent their constituency’s priorities and reach agreements with other ExCom Members on their behalf. Members are expected to be willing and able to dedicate sufficient time to engage their constituency and reach positions ahead of ExCom meetings. All members are expected to act in a manner consistent with the Facility’s goals.

The criteria for ExCom Membership shall be consistent with Gavi’s guiding principles on gender for Board and Board Committee nominations and Gavi’s Conflicts of Interest Policy for Governance Bodies.

The ExCom will be Co-Chaired by the Council Co-Chairs.

---

<sup>1</sup> For example, should Shareholders agree to be organised according to WHO constituencies, each constituency might nominate two members to the Executive Committee.

The Co-Chairs of the ExCom shall:

- Plan, lead and facilitate the conduct of ExCom meetings;
- Facilitate and summarise discussions objectively and with clarity seeking to gain consensus and exert authority when necessary;
- Ensure all ExCom Members appropriately contribute to deliberations and regularly participate in meetings;
- Collaborate with the Office of the COVAX Facility as appropriate;
- Collaborate with relevant bodies engaged in providing independent technical advice or governance of the ACT-Accelerator; and
- Report to the Council and the Board on relevant matters as appropriate.

### **C. Appointment and term**

ExCom Members shall be appointed by the Council once every 12 months, at which point a constituency may choose to nominate a new member or members for appointment.

The work of the ExCom will be supported by a Secretary from the Office of the COVAX Facility. The Secretary shall:

- Provide the link between ExCom, the Council, the Board and the COVAX Facility;
- Assist ExCom in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support ExCom are provided in a timely manner.

## **3. Authority**

The Executive Committee represents the interests of the Council Members in the governance of the COVAX Facility, and serves as a platform for engagement with other COVAX governance bodies.

The ExCom will have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise, particularly relating to parties engaged in/ other governance bodies of the ACT-Accelerator as appropriate.

The ExCom may delegate its power and authority to its Co-Chairs as deemed appropriate.

The mandate of the ExCom is established in these terms of reference.

## **4. Responsibilities**

The ExCom will:

- Convene between meetings of the Council.
- Receive regular reports from the Office of the COVAX Facility on technical decisions, operational progress and financial updates.
- Provide a clear link between the Council and other governance structures to ensure the consolidated advice/view of the Council is considered in relevant deliberations and that the Council is well prepared/briefed to provide advice as issues arise.

- Conduct more detailed discussions on forthcoming issues, help set agendas, draft papers, and ensure a longer-term view is taken in order to be an appropriate bridge between the Gavi Board and other bodies.
- Facilitate effective coordination with the Office of the COVAX Facility and other Facility stakeholders on the operation of the proposed COVAX Exchange.
- Identify emerging challenges within the Self-Financing Participants and seek to find consensus on these. Where consensus is not possible, request that the COVAX Consensus Group be convened.

## **5. Mode of Operation**

### **A. Meeting attendance**

All COVAX Shareholders Council members, who are not serving on the ExCom, have the right to attend meetings of the ExCom as observers but may not speak or participate in the proceedings except at the invitation of one of the ExCom Co-Chairs.

Members of the Office of the COVAX Facility shall make themselves available to attend meetings of the ExCom as appropriate.

Other observers may attend meetings contingent upon approval of the ExCom Co-Chairs.

ExCom members shall prepare for and actively participate in ExCom meetings.

### **B. Frequency of meetings**

The ExCom shall normally meet once a month, or more frequently as the Co-Chairs deem necessary.

ExCom meetings shall normally take place virtually

### **C. Notice of meetings**

Notice of each meeting confirming the date, time and agenda shall be forwarded to each member of the ExCom not less than five business days prior to the dates of such meeting and sent by email.

The notice will normally include relevant supporting papers for the agenda items to be discussed.

### **D. Quorum**

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

### **E. Conflict(s) of interest and declarations of interest**

All ExCom Members shall adhere to Gavi's Conflicts of Interest Policy for Governance Bodies and Ethics Policy and shall annually complete an Annual Declaration form in accordance with these policies. The Declaration shall be updated by ExCom Members when required.

At the commencement of each meeting, each ExCom member shall declare any actual or perceived conflict of interest arising in the matters before the Group and the relevant

provisions in the Conflicts of Interest Policy for Governance Bodies shall regulate participation.

**F. Voting**

The Co-Chairs should aim for consensus on all decisions. If consensus cannot be reached, decisions shall be taken by vote and considered approved if a majority of those present in the meeting, and entitled to vote, vote in favour of the decision.

**G. Minutes**

The ExCom shall keep minutes of its meetings. The ExCom may approve the minutes of its meetings on a no-objection basis. The minutes shall be deemed approved if the following conditions are met: (i) draft minutes are circulated to the ExCom for review and comment; (ii) a period of no less than five business days is given for ExCom Members to provide comments to the initial draft minutes (“Review Period”); (iii) notice of a request to approve the minutes is made after the conclusion of the Review Period; (iv) a period of no less than five business days is given for ExCom members to signal an objection in writing (“Objection Period”); (v) no objections to the motion are received by the Secretary by the conclusion of the Objection Period.

**H. Executive Sessions**

From time to time, at the discretion of the Co-Chairs, the ExCom may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Office of the COVAX Facility present.