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| Subject | Governance Committee Chair Report |
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| Category | For Information |
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Section A: Introduction

- This report provides the Board with a detailed update on the activities of the Governance Committee (GC) and key governance-related outcomes since the last report in December 2024. The Governance Committee has had a very heavy schedule, which will continue into the second half of the year. The GC held its most recent meetings on 7 April 2025 in Lisbon, and 3 December 2024 in Bali, Indonesia. Additionally, an informal GC meeting was organised recently on 16 June 2025, and another informal meeting is scheduled in September 2025 to review progress on various workstreams.
- In addition to routine business, this period marked significant advancements in governance practices, including the launch of the Board Chair recruitment, ethics and compliance enhancements, and proposals to improve the representation of implementing countries in Gavi's governance structures.
- Numerous Board, Alternate Board, and Committee member appointments were made including to the Governance Committee, Programme and Policy Committee, Audit and Finance Committee, and Independent Review Committee (IRC).
- The GC also approved a broad set of strategic initiatives including:
 - Delegation of Authority Policy
 - Independent Review Committee Terms of Reference
 - Programme Funding Policy and IRC Waivers for 2025
- At its meeting on 21 July 2025, the GC will review recommendations on various Board and Committee nominations, the reappointment of two Committee Chairs, the reconstitution of the Unaffiliated Recruitment Subcommittee, and a waiver to IRC ToRs for Secretariat-led exceptional grant extensions approval. The GC will also receive an update on the Board Chair Search process, progress on collaboration with other organisations, and will be updated by the Chief Operating Officer on Human Resources issues
- The GC Chair's report is attached as Annex A in the form of a presentation.

Section B: Key Governance Committee Outcomes

1. Board Chair Recruitment

The Governance Committee launched the recruitment process for the new Board Chair, appointing Egon Zehnder following a competitive procurement process. The Search Committee has convened 4 times to align on the role specification, candidate profile, and leadership competencies. The Committee emphasised that candidates should possess global leadership experience, credibility in global south contexts, the ability to raise funds, and a strong commitment to Gavi's mission. Egon Zehnder has identified a long list of 200 candidates, from which a short list has been developed and interviews with potential candidates will take place in Q3 2025.

2. Ethics, Risk and Compliance

The Committee received an update on implementation of the Ethics, Risk and Compliance Charter, with a specific focus on Protection against Sexual Exploitation, Abuse and Harassment (PSEAH). Implementation progress included contract language, assurance processes through programme support and audit, and alignment with operational and strategic risks. A Code of Conduct for Governance Officials is in development, alongside training and declaration processes. Due diligence procedures for all nominees are being formalised.

3. Strengthening Implementing Country Constituency

The GC discussed a proposal to transition representation of implementing countries to align with Gavi's operating model, which is based on four segments: High Impact, Fragile & Conflict, Core, and Middle-Income Countries. While support was noted, some concerns were raised about abandoning regional structures. The Implementing Country Caucus is reviewing this proposal and is looking into ways to improve their representation on the Board to respond to challenges associated with the current regional grouping model. Final decisions rest with the constituency itself reflecting Gavi's self-organising principle.

4. Governance Structure and Compliance Enforcement

The Committee discussed future amendments to its Charter and Operating Procedures to enable enforcement of ethics policies, including possible removal of governance officials in breach of the Ethics, Risk and Compliance Charter. The complexity of enforcement was acknowledged, with emphasis placed on promoting a shared understanding of governance responsibilities and ethical obligations.



Annexes

Annex A: Governance Committee Chair report

Additional information available on BoardEffect

Appendix A: Ethics, Risk and Compliance Charter

GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

Omar Abdi

24-25 July 2025, Geneva, Switzerland

Routine (recurring) work

Board and Committee nominations

Monitoring of the GC Action Sheet and Forward Workplan

Monitoring of Governance Risk Matrix

Board Chair Recruitment

The Governance Committee (GC), on behalf of the Board, is leading the process to identify a successor to Professor Barroso as Gavi Board Chair, whose second term ends in December 2025. The Chair of the GC is heading this effort.

A Search Committee was formed during the December 2024 GC meeting. Since then, it has met several times to:

- Develop a request for proposals (RFP)
- Select a search firm
- Define the qualifications and characteristics needed in the new Chair
- Identify and prioritise potential candidates
- Review and rank candidates proposed by the search firm

A more detailed update will be shared with the Gavi Board.

Board and Committee Evaluation

At the December 2024 GC meeting, an update on the Board and Board Committee Evaluation which had been conducted in 2023 was presented to the GC.

Key Updates noted that most 2023 evaluation recommendations had been implemented, and the evaluation implementation was therefore considered complete.

Two ongoing Focus Areas include:

- Strengthening the **Implementing Country Constituency** to:
 - Improve information flow and representation on Committees
 - Reassess composition—some current members are no longer Gavi-eligible
- **Strategic resource allocation** to: Link forecasts to investments for accountability

Noting that the Board had a full external evaluation two years ago, and in view of the heavy workload of the Board this year, the Governance Committee decided to postpone the annual Board and Committee evaluation until the next strategy period begins.

Consent Agenda Guidance

At the December 2024 GC meeting, the Governance Committee endorsed the proposed Consent Agenda Guidelines which had been drafted as a response to an action arising at the December 2023 Board meeting.

The GC Committee's endorsement of the guidelines came with the addition of a provision that any items which have significant financial considerations or reputational risk should not be included on the consent agenda for the Board.

Collaboration with other Organisations

At its meeting in December 2024, the Governance Committee (GC) was updated on the ongoing collaboration between Gavi, the Global Fund (GF) and the Global Financing Facility (GFF), and the work of the Joint Committee Working Group (JCWG).

Key GC reflections on Collaboration Efforts included the importance of a country-led approach as essential for success, building partnerships from the ground up. The GC also noted persistent differences between Gavi and the Global Fund potentially hindering efforts to better align including distinct governance and business models, as well as programmatic differences (e.g., strategies and grant cycles) which require Board-level review for alignment.

Concerns were raised about the JCWG's role and its effectiveness including its interaction with senior leadership. Some questioned if it is the right body to steer this work

Next step: Board Chair to discuss with Global Fund Board Chair ways to strengthen JCWG's effectiveness

Proposed Changes to Independent Review Committee Ways of Working

At its December 2024 GC meeting, the Governance Committee was invited to consider recommendations to the Board related to proposed amendments to the Independent Review Committee (IRC) Terms of Reference (ToRs), a waiver to the IRC ToRs and appointments to the IRC.

Discussion highlights included broad support for the proposed recommendations. The GC approved the revised ToRs and a Waiver Extension for 2025 Reviews allowing Secretariat-led reviews for:

- Certain low-risk requests (e.g., vaccine switches, MIC applications)
- Up to 10 additional requests (e.g., new vaccine support)

The GC also approved the appointment of new IRC Members and the extension of the current IRC terms through March 2028.

Evaluation Function Review

At its meeting in December 2024, the Governance Committee (GC) was asked for guidance on an enhanced role for the Programme and Policy Committee (PPC) relating to the Evaluation Policy and to the Evaluation Advisory Committee (EAC).

Governance Committee members were generally supportive of a stronger role for the PPC in line with the recommendations of the Evaluation Function Review, and noted that options would be brought back to them for consideration during the first half of 2025.

African Vaccine Manufacturing Accelerator (AVMA) and Day Zero Financing Facility (FRF) governance

At its December 2024 GC meeting, Governance Committee members raised concerns about what would appear to be an emerging parallel governance as it relates to the COVAX AMC, the African Vaccine Manufacturing Accelerator (AVMA) and the First Response Fund (FRF), with some examples of decisions being taken in other fora which go beyond Gavi Board decisions.

The Committee agreed that this is not appropriate and presents a governance risk for the organisation and should be discussed in more detail at an upcoming meeting, in the second half of 2025.

Ethics, Risk and Compliance

On 7 April 2025, the Governance Committee (GC) was updated on the strong progress on implementing the **PSEAH Policy** and **Ethics, Risk & Compliance Charter**.

Assurance for PSEAH includes contractual due diligence & monitoring by a programme support team as well as oversight via audits. The update noted that the Operational Risk Register is now a dynamic tool, linking operational and strategic risks for improved reporting.

Governance Ethics Enhancements include that all governance officials are now required to:

- Complete annual declarations
- Undergo mandatory ethics and PSEAH training

Several items are also in development including:

- Code of Conduct for Governance Officials
- Due diligence process for nominees
- Proposal to enable removal of officials for breaches of obligations

The Secretariat is working to bring proposals on all the above to the GC in the second half of the year, some of which will lead to Board decisions in December 2025.

Strengthening Implementing Country Constituency

At its meeting on 7 April 2025, the Governance Committee (GC) was asked to provide guidance on a proposal to review the composition of the implementing country constituency as it relates to representation on the Gavi Board and its Committees.

Objective: Ensure more balanced, impactful, and segment-aligned participation in line with the Gavi 6.0 country model

Committee Feedback

- General support for enhanced balance
- Cautions raised on shifting away from regional groupings due to:
 - Cultural, geopolitical, and language cohesion
 - Risk of overrepresenting smaller country clusters

The GC noted overrepresentation of Middle-Income Countries and emphasised the need to increase African country representation.

Next Steps: The Implementing Country Caucus is reviewing this proposal and is looking into ways to improve their representation on the Board to respond to challenges associated with the current regional grouping.

Recommendations to the Board

21 July *to be considered for inclusion on Consent Agenda for July 24-25 July Board meeting*

- Board and Committee appointments, including the reappointment of the Investment Committee Chair, and the Board Vice-Chair & Chair of the Governance Committee

Thank you

01 January 2024

— Charter for Ethics, Risk, and Compliance (ERC) at Gavi

For Adoption by the Gavi Alliance Board following AFC review (Enterprise Risk Management) and as recommended by the Governance Committee (Ethics & Compliance)

Adopted on: 06 December 2023

Effective as of: 01 January 2024

Revised on:

Following Board approved policies are hereby rescinded in whole or in part.

Gavi Alliance Ethics Policy, 2012 (approved by the Board)

I. Addressing Ethics, Risk and Compliance at Gavi, the Vaccine Alliance



Gavi helps save lives and protects people's health by increasing equitable and sustainable use of vaccines. The scope of Gavi's operations is significant, involving local, national through international partners, with a geographic footprint that extends across much of the globe including in some of the world's most challenging environments. The impact of our work is multi-cultural, multi-disciplinary and multi-generational.



We are supported by passionate and committed individuals and we acknowledge that doing the right thing is expected, encouraged, acknowledged, and celebrated.



Gavi's ethical values guide and influence all decision-making, at every level of the organisation. Our core values are foundational to how each person affiliated with Gavi's should behave while advancing Gavi's mission and strategy. Gavi's organisational culture is predicated on the degree to which these core values are integrated into decision-making, communication, information exchange, and people processes such as hiring and promotion.



The risks of not operating according to the highest ethical standards are significant. When we fail to behave in accordance with our core values, Gavi may experience poor decision-making, inappropriate behaviour by Governance and Advisory Officials and Gavi Staff, a culture based on entitlement rather than accountability, and impunity for infractions and misconduct. This in turn could lead to potential reputational damage and subsequent impact on our funding capability and ability to help save lives. As a result, the Board has chosen to focus on identifying and mitigating risks; preventing misconduct, retaliation, abuse of power, or corruption; promoting personal well-being; guaranteeing accuracy in reporting; conserving the resources entrusted to us; and complying with the laws, policies, regulations, and agreements that govern our work.



Operating according to the highest ethical standards is a prerequisite for all that Gavi undertakes. An ethical organisational culture is key to building trust in our ability to deliver vaccines.



This Charter describes the goals, mandates, services, structures, and resources which Gavi has allocated for the establishment of an independent Ethics, Risk and Compliance Office, led by Gavi's Chief Ethics, Risk and Compliance Officer.

II. Oversight and Accountability

1. Oversight

Oversight for Gavi's Ethics, Risk and Compliance Charter rests with the Board.

2. Accountability for implementation and integration

Accountability for implementation and integration of Gavi's Ethics, Risk and Compliance programmes rests with Gavi's Chief Executive Officer, Chief Operating Officer, and the senior leadership team (SLT).

3. Operational responsibility

Operational responsibility for the Ethics, Risk and Compliance programmes rests with the Chief Ethics, Risk and Compliance Officer, who reports to Gavi's Chief Executive Officer, with independent access (reporting line) to the Chair of the Gavi Board and the Chair of the Governance Committee. The Board appoints or terminates the CERCO upon recommendation of the Board's Governance Committee. On recruitment, the CERCO's remuneration will be approved by the Chair of the Governance Committee, and thereafter this will be subject to revision according to the standard remuneration processes operating within the Secretariat.

Figure 1 **Summary of Oversight & Accountabilities**



III. Ethics, Risk and Compliance Office Mandate

1. Gavi's Ethics, Risk, and Compliance Office provides oversight and guidance on an enterprise-wide basis concerning ethics, risk management, and compliance undertakings, and seeks to foster a culture that embeds due regard for these competencies and disciplines in all Gavi operations and activities.
2. This mandate integrates ethics, risk, and compliance into one office that serves the Gavi Secretariat and Alliance. Ethics refers to Gavi's values, principles and behaviours that describe the expectations of how Governance and Gavi Secretariat staff should behave and make decisions. Collectively, Gavi's suite of standards and policies, describe the compliance expectations that guide individual decisions on behalf of Gavi.
3. The primary mandate of Gavi's Ethics, Risk and Compliance Office includes:
 - a. Implementation of Gavi's enterprise risk management program, including financial, programmatic and strategic risks to ensure that risks are identified, assessed and effectively mitigated,
 - b. Developing effective lines of communication, education and training to embed awareness and appreciation for ethics, risk and compliance; reinforce ethical conduct; and promote ethical decision-making and leadership,
 - c. Developing and implementing Gavi Secretariat Policy Management in all E&C risk domains,
 - d. Reinforcing accountability through consistency in disciplinary measures,
 - e. Providing confidential and independent advice and guidance,
 - f. Conducting internal monitoring (2nd line) with respect to effectiveness of E&C Policies and Risk mitigation,
 - g. Protecting Gavi Staff against retaliation for reporting misconduct and for cooperating with authorised audits or investigations,
 - h. Directing and administering Gavi Secretariat conflicts of interest and financial disclosure programme,
 - i. Measuring and ensuring ethics, risk, and compliance programme effectiveness



IV. Terms of Reference for Gavi's Ethics, Risk and Compliance Office

1. Gavi's Ethics, Risk and Compliance Office will address current and emerging ethical issues and drive Gavi's risk processes, including coordination and facilitation of strategic, programmatic, financial and other risk dimensions. It shall promote risk awareness, and risk mitigation and ownership.
2. It shall promote ethical decision-making and provide confidential ethics advisory services.
3. Overall, its services and structures shall be informed by emerging global best practices.
4. The Office shall present its independent Annual Report to the CEO and Chair of the Boards, the AFC and Governance Committee, and for information and discussion by the Board.
5. The Annual Report shall include an assurance opinion on (i) the quality and maturity of Gavi's ethics, risk, and compliance systems as compared to global best practices; and (ii) the extent to which Gavi has complied with ethics, risk, and compliance-related policies, codes, and requirements. This annual report shall summarise the matters handled by the Office in the previous year, focusing on activities, outputs, results, and impact of its efforts.
6. The Office shall be instrumental in designing and implementing:
 - a. Core Ethical Values and Behaviours
 - b. Codes of Conduct for Gavi Staff, Governance and Advisory Officials, and designated Third Parties, e.g. Civil Society Organisation's (CSO's) working on behalf of Gavi
 - c. Ethics, Risk and Compliance Policies including but not limited to 1) Personal and Organisational Conflicts of Interest; (2) Prevention of Sexual Exploitation, Abuse and Harassment and other measures to ensure that the rights of children are protected; 3) Interpersonal Misconduct; 4) Combatting Fraud and Corruption; 5) Whistleblowing and Protection against Retaliation; 6) Restrictive measures 7) Integrity Due Diligence; and 8) Compliance with Donor and Funder Conditionalities. Other relevant Policies may be adopted such as use of information and resources, privacy, confidentiality, etc.
 - d. Ethics structures, guidelines, resources, and systems
7. The Ethics, Risk, and Compliance Office shall maintain strict confidentiality with respect to matters brought to its attention. The Chief Ethics, Risk and Compliance Officer may disclose information to others on a strictly "need to know" basis and to the Managing Director of Audit & Investigations, Chief Legal Officer and General Counsel, and Chief People & Experience Officer where there is a risk of serious physical, material or reputational harm to any person or to Gavi and/or its resources. Without prejudice to the Audit & Investigation Terms of Reference, the Office shall not be required by any Gavi official or body to disclose information brought to its attention unless explicit consent to do so is granted by those who have provided information to the Office.
8. From time to time, the Office may propose revisions to this ERC Charter, Gavi's Codes of Conduct, and related policies and guidance materials.
9. The Office shall develop an approach to monitoring how violations of Gavi's ethics and compliance-related codes and policies are interpreted and enforced, to ensure that Gavi's internal justice system is executed fairly, consistently, and justly.
10. The Office shall promote ways to embed ethics and compliance into operations specific to Gavi's operating model, through outreach, communications strategies, and annual mandatory training for Governance and Advisory Officials and Gavi Staff.
11. All Governance and Advisory Officials and Gavi Staff may bring matters of concern to the attention of the Office and receive confidential advice. No person who has contacted the Office in good faith shall be subject to reprisals because of such action.

12. The Office shall facilitate Gavi Governance and Advisory Officials and Gavi Staff ability to speak up about unethical behaviour and misconduct, promote Gavi's Ethics Hotline, and implement Gavi's policy on protection against retaliation.
13. The Office may make assessments as to whether any Gavi Staff have been subject to retaliation, and may refer such cases to Audit and Investigations for appropriate action.
14. The Ethics, Risk, and Compliance Office may be consulted on policy issues where its expertise, views, and experience may be useful.

V. Roles and Responsibilities within Gavi for Ethics, Risk, and Compliance

1. All Gavi Associates are expected to conduct themselves in compliance with both the letter and spirit of Gavi's ethics, risk, and compliance obligations. They should seek to avoid even the appearance of unethical behaviour or impropriety.
2. Ultimate ownership of Gavi's Ethics, Risk and Compliance Charter rests with the Board. The Board has delegated to the Governance Committee the responsibility to oversee implementation of this Charter with respect to Ethics and Compliance matters and to the AFC with respect to Enterprise Risk Management.
3. The Chief Ethics, Risk and Compliance Officer shall report regularly to the Governance and Audit & Finance Committees concerning matters germane to their remits and committee charters. Both these committees shall meet with the Chief Ethics, Risk and Compliance Officer on a regular basis, in either open or executive session.
4. The Board, senior leadership team (SLT), and the Chief Ethics, Risk and Compliance Officer share responsibility for communicating ethical expectations; supporting individual and institutional accountability for the consequences and outcomes of decisions; anticipating ethical risks; and responding when behaviour fails to meet Gavi's standards.
5. The CEO and the senior leadership team (SLT) share responsibility for implementing this Charter throughout Gavi's global activities and operations. They are responsible for ensuring Gavi's best efforts to minimise unethical conduct including abuse of power, corruption, sexual exploitation, sexual abuse, and harassment and bias. Finally, they will ensure that Gavi undertakes remedial action when unethical conduct occurs.
6. The Managing Director, Audit and Investigations provides independent and objective assurance over the design and effectiveness of controls or processes in place to ensure ethical behaviour in Gavi's operations and the activities it finances. As part of this responsibility, the Managing Director, Audit and Investigations may undertake periodic reviews or audits of the effectiveness of this Charter, and issue recommendations based on these reviews. The Managing Director administers Gavi's formal whistleblower reporting system and oversees the conduct of internal investigations.
7. The Chief Ethics, Risk and Compliance Officer has day-to-day responsibility and accountability for implementing, leading and administering a global best practice ethics, risk, and compliance office.

VI. Policies and Procedures relevant to Gavi's Ethics, Risk, and Compliance Charter

1. Codes of Ethics and Conduct

Code of Ethics and Conduct for Gavi Staff ([forthcoming](#))

Code of Ethics and Conduct for Governance Officials ([forthcoming](#))

2. Ethics Policies

Protection against Sexual Exploitation, Abuse, and Harassment (PSEAH) ([forthcoming](#))

Whistleblowing and Protection against Retaliation (including prevention of retaliation and operation of hotlines/helplines)

Conflicts of Interest Governance

Conflicts of Interest Secretariat

Financial Disclosure ([forthcoming](#))

Curbing Corruption ([forthcoming](#))

Integrity Due Diligence ([suggested](#))

Compliance with Sanctions / Restrictive Measures ([forthcoming](#))

Compliance with Donor Conditions and Expectations ([suggested](#))

3. Ethics Structures, Guidelines, Resources and Systems ([forthcoming](#))

Job Description for Chief Ethics, Risk and Compliance Officer

4. Guidelines and Frameworks

PSEAH Operational Framework ([forthcoming](#))

Counter-Fraud Framework

HR Manual ([Selected provisions](#))

Procurement Manual ([Selected provisions](#))

Enterprise Risk Framework ([forthcoming replacing Gavi's Risk Policies](#))

Appendix

Our Ethical obligations set out below explains our commitments to doing what's right, and helps us make good choices. They ensure we act with integrity!

Core Ethics and Compliance Obligations for all Governance and Advisory Officials and Gavi Staff

Each member of Gavi (Governance and Advisory Officials and Staff) is expected to conduct themselves in compliance with both the letter and the spirit of these core standards. Governance and Advisory Officials and Gavi Staff covered by these provisions are collectively referred to as "Gavi Associates" where the provisions apply to both. Where the provisions apply to Secretariat staff only, this is indicated accordingly by reference to "Staff" and not "Associates".

- a. Personal Conduct.** Gavi Associates should conduct themselves at all times in a way that reflects positively on their relationship with the Gavi Alliance. Gavi prohibits discrimination on the basis of any criteria protected by law, including, but not limited to, race, color, religion, sex, gender, marital status, national origin, age, disability or sexual orientation, whether committed by or against an employee, vendor, visitor or otherwise in the workplace. Gavi Associates should avoid the appearance of unethical behaviour. The Alliance should ensure that all necessary background checks are performed prior to any new hire and appointment thereafter.
- b. Mutual Respect.** Gavi Associates should show mutual respect for all people. They should be open to all legitimate views and opinions, and should act impartially, without intimidation or favoritism. Gavi Associates shall not engage in acts of retaliation or retribution.
- c. Conflicts of Interest.** Gavi Staff should avoid any conflict of interest between their private affairs and their official duties and responsibilities. A conflict of interest occurs when, by act or omission, personal interests interfere with the performance of official duties, or with the integrity, independence, and impartiality required. When an actual or possible conflict of interest arises, this should be disclosed to the immediate supervisor so that the conflict can be resolved in the best interests of Gavi. For Governance and Advisory Officials the guidelines and policies of the Governance applies.
- d. Use and protection of information.** Gavi Associates should be discreet regarding all matters of official Gavi business, by maintaining the confidentiality of non-public information. Gavi Associates may not use official Gavi information for private advantage.
- e. Respect for customs and culture.** Gavi Associates should show the utmost respect for cultural diversity in their interpersonal interactions. Gavi Associates must be particularly sensitive to the local customs of each country with which they work. All Gavi Associates are expected to observe the highest possible standards of behaviour and shall treat others with courtesy, dignity and respect.
- f. Outside activities or employment.** Gavi Staff may not engage in any outside occupation or employment with any organisation directly or indirectly without first obtaining the written approval of their Manager and the Chief People and Experience Officer. All the relevant information must be shared with Human Resources in the first place for an assessment. An assessment on conflict will be made by the relevant Managing Director and the Chief People and Experience Officer, who will make a recommendation to the Chief Ethics, Risk and Compliance Officer¹ for their consent. Outside activities may be authorised if they do not conflict with Gavi's official functions or status, do not interfere with your ability to fully perform your responsibilities as per your role description and objectives are not against the interests of Gavi, and are permitted by local law.

1. Authorization changed from deputy CEO to CERCO

- g. Use of Gavi property and assets.** Gavi Staff should use Gavi funds, property, information, resources, and assets for official purposes and exercise reasonable care when using these resources. Occasional, reasonable, personal use of Gavi equipment, resources, or services may be acceptable. All Gavi books and records must be accurate, complete, truthful, and timely submitted.
- h. Gifts and honors from outside sources.** Gavi Staff must not accept any honor, decoration or favor, gift, or remuneration of more than nominal value from any government or source external to Gavi, without first obtaining the written approval of the Manager. Approval may be granted only in exceptional cases.
- i. Declaration of outside Interests and financial disclosure.** To detect, prevent, and remedy conflicts of interest, designated Gavi Associates shall file a confidential declaration of outside interests and financial disclosure statement annually, in respect of themselves, their spouses, and their dependent children. These disclosures will be made to the Chief Ethics, Risk and Compliance Officer.
- j. Management/Staff Relationships.** Relations between management and staff shall be guided by mutual respect and dialogue. Managers are expected to promote a harmonious workplace and be open to all legitimate views. They should recognize the merits of their staff. They should promote an ethical workplace, lead by example, and ensure that their staff are familiar with and receive training on our Ethics Framework. Gavi Staff should follow the instructions that they receive in connection with their official duties. They should provide all pertinent facts and information to their supervisors, abide by and defend decisions taken—even when they disagree.
- k. Freedom of association.** Staff have the right to form and join associations to promote and defend their interests. Gavi Associates enjoy broad freedom of expression and at the same time are responsible for acting in accordance with Gavi's Ethics, Risk and Compliance Charter, Gavi values, including respect and diversity.
- l. Relations with Governments, Funders, and Partners.** Gavi Associates shall not discredit a Government, Funder or Partner, or undermine their autonomy and authority. They must refrain from promoting or lobbying in favor of any particular Government, political party, organization, or person.
- m. Relations with the Media.** Gavi Staff shall refer all media inquiries to the designated officer who can speak on behalf of Gavi. Gavi Associates should not use the media to further their own interests, reveal non-public information, or attempt to influence policy decisions pending before Gavi.
- n. Compliance with laws, rules, and regulations.** Gavi Associates are expected to comply with applicable laws, rules, and regulations in the countries in which Gavi operates, regardless of its privileges and immunities. Gavi Associates shall not commit an illegal act, or instruct others to do so, for any reason. Further, utmost care should be exercised in ensuring that all statements, especially those made to governmental authorities that regulate Gavi's activities, are accurate and truthful.