

# GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

**Omar Abdi**

24-25 July 2025, Geneva

# Routine (recurring) work

Board and Committee nominations ongoing and completed in timely manner

- Board and Committee refresh process to commence second half of 2025

Monitoring of the GC Action Sheet and Workplan ongoing

Monitoring of Governance Risk Matrix ongoing

# Board and Committee Evaluation

The Governance Committee (GC) is pleased to report that most evaluation recommendations from the Board and Board Committee Evaluation conducted in 2023 have now been implemented, and the evaluation implementation is therefore considered complete.

Nevertheless, the GC will continue to monitor an ongoing focus area:

1. Strengthening the **Implementing Country Constituency** to:

- Improve information flow and representation on Committees
- Reassess composition—some current members are no longer Gavi-eligible

**Note:** On 21 July 2025, the GC agreed to postpone the annual Board and Committee evaluation until the next strategy period begins as a full external evaluation was conducted only two years ago, recommendations as noted above have been implemented, and in view of the heavy workload for the Board this year.

# Unaffiliated Recruitment Subcommittee

On 21 July 2025, the Governance Committee (GC) approved the reconstitution of the Subcommittee for the Recruitment of Unaffiliated Board members to comprise – in addition to the Gavi Board Chair, and Gavi CEO – the following members:

**Deena Shiff** (Unaffiliated Board Member, Governance Committee Member and Chair of the Subcommittee)

**Omar Abdi** (Board Vice Chair and Governance Committee Chair)

**Anna Sedgley** (Unaffiliated Board member and Governance Committee Member)

**Greg Widmyer** (Board Member and Governance Committee Member)

**Aamer Ikram** (Governance Committee Delegate)

*Note:* The composition of this subcommittee can be amended from time to time by the Governance Committee.

# COVAX AMC, African Vaccine Manufacturing Accelerator (AVMA) and Day Zero Financing Facility (FRF) governance

At its December 2024 GC meeting, Governance Committee (GC) 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.

On 21 July 2025, the GC noted the continued importance of this issue and agreed to address this at its GC meeting in October 2025.

# 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.

On 21 July 2025, the GC was briefed that options would be brought back to them for consideration in October 2025 as the EAC will be discussing this further at their September 2025 meeting.

# 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 emphasized the need to increase country representation from Africa.

**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.



# Collaboration with other Organisations

On 21 July 2025, the Governance Committee (GC) was updated on the ongoing collaboration between Gavi, the Global Fund (GF) and the Global Financing Facility (GFF), through 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. 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.

Concerns were raised about the JCWG's role, the rate of progress, 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.

# Independent Review Committee

The Governance Committee (GC) 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.

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

On 21 July 2025, the GC agreed to a request for Secretariat-Led exceptional grant extensions approval as moving from GAVI 5.1 to 6.0 many cash and TA grants are set to end before the new grant programming in 2026/2027. Targeted grant extensions have been proposed to ensure continuity, minimize disruption and reduce transaction costs.

The GC approved, exceptionally, the proposed time-bound waiver to the IRC TORs authorising the Secretariat to recommend for approval country grant extension requests during the transition from Gavi 5.1 to 6.0.

# Recommendations to the Board

21 July decisions to be considered for inclusion on Consent Agenda for July 24-25 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