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| Subject | **Governance Committee Chair Report** |
| Category | **For Information** |

## Section A: Introduction

- This report provides the Board with an overview of the activities of the Governance Committee (GC) since the Committee Chair last reported to the Board in December 2025. It reflects the Committee's work during its meetings of **1 December 2025, 10 March, 24 March**, and **19 May** with a focus on strengthening Gavi's governance framework, supporting Board effectiveness, overseeing governance-related appointments, and providing strategic guidance on governance reform and accountability.

Over the reporting period, the Committee concentrated on four key governance priorities:

- **Advancing the Board and Board Committee evaluation.** The Committee met on 10 March to agree on the Terms of Reference (ToR) for the Request for Quotations (RFQ), initiating the search for an external firm to conduct the 2026 Board and Committee evaluation. The Committee also discussed themes and priorities for the upcoming evaluation and agreed that it should be more ambitious than previous reviews and focus on whether Gavi's governance model is fit for purpose in an evolving global health environment. Discussions highlighted Board composition, skills, continuity, delegation of authority, fiduciary oversight, adaptability, and strengthening implementing country participation while maintaining an effective Board size. The Committee will oversee the evaluation process and continue to shape its scope and methodology.

- **Strengthening implementing country representation and governance inclusivity.** The Committee established and received updates from a task force responding to requests from the Implementing Country Caucus for stronger Board representation, increased leadership opportunities on Board Committees, and greater diversity among unaffiliated members. Discussions explored options including expanded leadership roles for implementing country representatives, and these issues will be considered further through the Board evaluation process. The Committee also reviewed proposals to enhance support for implementing country constituencies and encouraged clearer communication, stronger engagement structures, and more efficient support models.

- **Maintaining effective governance structures and oversight.** The Committee reviewed governance performance indicators, noting progress and challenges related to governance workload, meeting attendance, gender balance, and the timely production of meeting minutes. Members supported continued use of artificial intelligence tools and streamlined reporting processes to improve governance efficiency. The Committee also received updates from Ethics, Risk & Compliance, emphasising the importance of the rollout of the Code of Ethics and Conduct, mandatory Prevention of Sexual Exploitation and Harassment training for the Board, and strengthened governance foundations as Gavi implements Gavi 6.0 in a resource-constrained environment.

- **Supporting governance appointments and committee effectiveness.** The Committee recommended a comprehensive package of Board, Committee, Committee Chair and Evaluation Advisory Committee appointments for the 2026-2027 period as part of the bi-annual Board Committee refresh process, while highlighting opportunities to improve gender balance and Committee composition. The Committee also recommended the reappointment of Independent Review Committee (IRC) members and subsequently recommended the appointment of a new IRC Vice Chair to ensure leadership continuity. Additional recommendations included the appointment of a new World Bank Alternate Board Member and Programme and Policy Committee member. The Governance Committee also recommended extending the Gavi CEO's tenure for a three-year term, effective 18 March 2027. This recommendation was made during an extraordinary Committee meeting held on 19 May.

In addition, the Committee provided strategic guidance on the proposed Innovation Scale-Up Facility, reviewed governance aspects of the Civil Society Organisation constituency model and self-organising principles, considered updates to the evaluation policy reform pathway, and discussed governance implications arising from collaboration with the Global Fund and evolving global health architecture. Consistent with Global Fund practice, the Committee also expressed support in principle for establishing an annual honorarium for the Board Chair, subject to completion of the appropriate governance approval process.

- The Governance Committee Chair report is attached in the form of a presentation as Annex A and the recommendations to the Board are attached as Annex B.

## Annexes

**Annex A**: Governance Committee Chair report

**Annex B**: Governance Committee recommendations to Gavi Alliance Board

# GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING
**Omar Abdi**
1-2 July 2026, Geneva, Switzerland

# Routine (recurring) work

- Board and Committee nominations
- Monitoring of the GC Action Sheet and Forward Workplan
- Monitoring of Governance Risk Matrix

# Strengthening Implementing Country Representation and Governance Inclusivity

GC updated on the Implementing Country

Caucus request for:

- stronger Board representation
- increased leadership opportunities on Board Committees
- greater diversity among unaffiliated members.

The Committee encouraged:

- clearer communication
- stronger engagement structures, and
- more efficient support models for the ICC.

*These issues will be considered further through the Board evaluation process.*

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# Advancing the Board and Board Committee Evaluation

The Committee agreed that the upcoming evaluation should be:

- **More ambitious** than previous reviews
- Ensure Gavi's governance model is **fit for purpose** in an evolving global health environment.

Discussions highlighted:

- Board composition, skills, continuity
- Delegation of authority
- Fiduciary oversight
- Adaptability
- Strengthening implementing country participation while maintaining an effective Board size

*The Committee will oversee the evaluation process and continue to shape its scope and methodology.*



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# Maintaining Effective Governance Structures and Oversight

The Committee reviewed governance **performance indicators**, noting progress and challenges related to governance workload, meeting attendance, gender balance, and the timely production of meeting minutes.

Members supported the continued use of **artificial intelligence** tools and streamlined reporting.

The Committee also received updates from **Ethics, Risk & Compliance**, emphasising the importance of:

- Rollout of the Code of Ethics and Conduct
- Mandatory Prevention of Sexual Exploitation and Harassment training for the Board,
- Strengthened governance foundations as Gavi implements Gavi 6.0 in a resource-constrained environment.

# Supporting Governance Appointments and Committee Effectiveness

GC recommended a comprehensive package of **Board, Committee, Committee Chair and Evaluation Advisory Committee appointments**

➢ Need to improve **gender** balance and Committee **composition**.

GC recommended:

- the reappointment of **Independent Review Committee** (IRC) members
- endorsed a waiver to **facilitate Gavi 6.0 Health Systems Strengthening** transition arrangements
- recommended the appointment of a **new IRC Vice-Chair** to ensure leadership continuity
- appointment of a new **World Bank Alternate** Board Member and PPC member
- extending the **Gavi CEO's tenure** for a three-year term, effective 18 March 2027



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# Innovation Scale-Up Facility

GAVI Secretariat presented **Innovation Scale-Up Facility (SUF)**

- Plans to mobilise **up to US$ 300 million (starting with US$ 50 million)** in external capital through performance-based grants
- Designed to leverage **new non-ODA funding**
- **minimal additional cost or Secretariat workload** through outsourced operations.

GC Members emphasised the need to **complement**—not fragment—the existing innovation ecosystem and strengthen national systems.

# Collaboration with the Global Fund

GAVI Secretariat presented the **Gavi–Global Fund Task Force**

- **Ethics Function** proposed as a potential area for collaboration.
- Need to **avoid duplication at country level**, ensure joint investments deliver **measurable efficiency gains and stronger national systems** was highlighted by GC members.

A **Board session** will address the full scope of the task force, with country-level impact remaining a core objective.

# Recommendations to the Board

**29 June** *to be considered for inclusion on Consent Agenda for July Board meeting*

- Board Vice-Chair appointment
- Committee Chairs appointment: IRC and Investment Committee Chairs

# Thank you

# ANNEX B: REVIEW OF DECISIONS

GOVERNANCE COMMITTEE

# Governance Committee meeting - 24 March 2026

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

a) **Appoint** Bruno Rivalan as an Alternate Board member, effective immediately and until his successor is appointed by the Board

b) **Appoint** the following to the Programme and Policy Committee, effective immediately:

- Bruno Rivalan (Alternate Board member) until 31 December 2027.

# Governance Committee meeting - 24 March 2026

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

- **Appoint** Dr. Benjamin Nkowane as Independent Review Committee (IRC) Vice-Chair for the remainder of his current IRC term, effective immediately and until 31 March 2028.

# Governance Committee meeting - 19 May 2026

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

a) **Approve** that Dr Sania Nishtar be reappointed as Chief Executive Officer (CEO), an Officer with individual signatory authority on behalf of the Gavi Alliance, for a three-year term effective 18 March 2027; and

b) **Delegate** to the Chair of the Board, with the guidance of the Governance Committee, the authority to conclude and execute a renewed Employment Agreement with Dr Sania Nishtar.

# Thank you