
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 an overview of the activities of the Governance Committee (GC) and key governance-related outcomes since the Committee Chair last reported to the Board in July 2025. It reflects deliberations from the July 2025 GC in-person meeting and the GC meeting held virtually on 9 October 2025.
- Over this period, the GC has focused on strengthening governance processes, advancing ethics and compliance reforms, progressing work related to Board and Committee membership, Board leadership succession including for both the Board Chair and Vice-Chair, clarifying oversight of innovative financing instruments, and governance of partnership mechanisms. Several workstreams have been rescheduled for 2026 such as the Evaluation Function Review due to dependencies with broader institutional reforms, including the Gavi–Global Fund Task Force.
- The GC considered a series of Board and Committee leadership proposals and agreed on recommendations for submission to the Board consent agenda.
- The Governance Committee Chair report is attached in the form of a presentation as **Annex A**.

Section B: Key Governance Committee Outcomes

1. Strengthening Implementing Country Representation

The GC reviewed feedback from extensive consultations with Implementing Country (IC) representatives. ICs expressed a clear preference to **retain the current regional representation model** rather than shifting to alignment with Programme Segments, as had been previously considered. They also highlighted the need for **broader governance reforms** to strengthen their role in Gavi's decision-making processes. Meanwhile, the board chair has requested Mr. Omar Abdi and Deena Shiff to continue consultations with IC members of the Board on ways to amplify the voice of the IC in GAVI governing bodies.

These issues will be incorporated into the **external Board Evaluation planned for early 2026**, with interim steps to expand IC leadership opportunities, including through the Unaffiliated Recruitment Subcommittee.

2. Ethics, Risk and Compliance: Code of Conduct for Governance Officials

The Committee reviewed and endorsed the new **Code of Ethics and Conduct for Governance Officials**, recommending it for Board approval in December 2025. The Code introduces clearer standards, conflict-of-interest expectations, and sanctions for breaches, and will apply to all governance officials, including committee members and the CEO in her capacity as a non-voting Board member. Awareness sessions and scenario-based training will accompany the rollout.

3. Recruitment and Nominations: Strengthening Committee Composition

The GC provided direction on the **biennial Board Committee refresh** for the 2026–2027 period. Concerns were raised that several Board Committees currently **lack a majority of Board members**, which is inconsistent with committee charters and risks weakening the link between Committee recommendations and Board deliberations.

The Committee noted the importance of ensuring:

- balanced Board/alternate representation,
- improved gender balance, and
- technical competency aligned to the skills matrix.

The GC also approved the **reconstitution of the Subcommittee for the Recruitment of Unaffiliated Board Members**, and amendments to the **Unaffiliated Recruitment Subcommittee Terms of Reference** to include an Implementing Country representative, supporting more inclusive recruitment processes.

4. Oversight of Innovative Financing Instruments (COVAX AMC, AVMA, FRF)

The GC reviewed the governance arrangements of the **COVAX AMC Investor Group**, the **African Vaccine Manufacturing Accelerator (AVMA)** Investors Forum, and the **First Response Fund (FRF)**. The Committee reconfirmed that all three bodies remain **strictly advisory**, with **clear safeguards maintaining the primacy of the Gavi Board and its Committees** in decision-making. Members requested greater transparency in financial reporting to avoid perceptions of large reserve holdings, particularly in a constrained fiscal environment. The Secretariat confirmed that consolidated statements now include all such instruments and that the AFC continues to oversee related risks.

5. HR and Compensation Governance

The Committee received an update from the COO on Secretariat restructuring efforts undertaken to prepare for Gavi 6.0. including timelines for implementation. The GC endorsed updated **salary scales for Washington**,

DC-based staff, reflecting findings from the 2023–2024 Compensation and Benefits Survey. The update will be submitted to the Board via the December 2025 consent agenda. Committee members also noted the ongoing review of Gavi's global office footprint as part of the Gavi–Global Fund Task Force.

6. Governance Key Performance Indicators (KPIs)

The Governance Team presented updated KPIs on:

- compliance with policy requirements,
- meeting attendance,
- gender balance, and
- timeliness of minutes.

Despite challenges during the replenishment period and summer schedule, the Committee commended the progress and will monitor KPIs more closely.

7. Oversight of the Transition to Gavi 6.0: Exceptional Grant Extension Approvals

The GC reviewed and supported a time-bound request to enable the **Secretariat to approve grant extensions during the transition from Gavi 5.1 to 6.0**, via a temporary waiver of the Independent Review Committee (IRC) Terms of Reference.

Key principles agreed:

- Extensions may be approved by the Secretariat **for up to two years**.
- The approach is intended to **avoid overwhelming countries and partners** during the transition.
- Final amounts for extensions will be aligned to outcomes of the **Gavi 6.0 recalibration discussions** at the July Board meeting.

8. Collaboration with Other Organisations: Transition from JCWG to a New Task Force

The GC reviewed an update on joint work with the Global Fund, noting that the **Joint Committee Working Group (JCWG)** had reached the end of its term and lacked sufficient mandate and decision-making clarity. GC members highlighted the need for:

- A revised collaboration model with clear expectations.
- Governance-level engagement across both organisations.
- A coherent approach to the Lusaka agenda and partner accountability.

The Secretariat confirmed that the Gavi CEO and Global Fund Executive Director would establish a **new Task Force**, supported by an external provider, to carry forward work on strategic coordination.

Section C: Forward Look

Key priorities for the GC over the coming period include:

1. Completion of Governance Reforms for December Board Decisions

- Finalisation of the Code of Conduct for Governance Officials
- Approval of updated HR/compensation policies
- Oversight of nominations for the 2026–2027 Committee cycle

2. Preparations for the 2026 External Board Evaluation

This will review:

- Implementing Country representation,
- Committee composition and effectiveness,
- Oversight of partnership and financing mechanisms.

3. Continued Coordination with the Gavi–Global Fund Task Force

The GC will monitor areas where governance reform depends on joint task force recommendations—including evaluation functions, office locations, and partner accountability.

4. Onboarding of the Incoming Board Chair

Plans are underway to ensure a robust transition, including meetings with Secretariat leadership and Committee Chairs. Committee members have been invited to provide input into the onboarding plan.

Section D: Conclusion

The Governance Committee continues to play a central oversight role during this period of significant organisational change, including the transition to Gavi 6.0, governance reforms, and strengthened partnership structures. The Committee will return to the Board in December 2025 with formal recommendations and updates on these workstreams.

Annexes

Annex A: Governance Committee Chair report

GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

Omar Abdi

3-4 December 2025, 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

The GC reviewed feedback from extensive consultations with Implementing Country (IC) representatives, who expressed a clear preference to **retain the current regional representation model** over aligning with Programme Segments and emphasised the need for broader governance reforms to strengthen their role in Gavi's decision-making.

These issues will feed into the external Board Evaluation planned for early 2026, with interim steps to expand IC leadership opportunities, including through the Unaffiliated Recruitment Subcommittee.

Ethics, Risk and Compliance

The Committee reviewed and endorsed the new **Code of Ethics and Conduct for Governance Officials**, recommending it for Board approval in December 2025.

The Code introduces clearer standards, conflict-of-interest expectations, and sanctions for breaches, and will apply to all governance officials, including committee members and the CEO in her capacity as a non-voting Board member. Awareness sessions and scenario-based training will accompany the rollout.

Recruitment and Nominations: Strengthening Committee Composition

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The Committee noted the importance of ensuring:

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The GC also approved the **reconstitution of the Subcommittee for the Recruitment of Unaffiliated Board Members**, and amendments to the **Unaffiliated Recruitment Subcommittee TOR** to include an Implementing Country representative, supporting more inclusive recruitment processes.

Oversight of Innovative Financing Instruments

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The Committee reconfirmed that all three bodies remain **strictly advisory**, with **clear safeguards maintaining the primacy of the Gavi Board and its Committees** in decision-making.

Members requested greater transparency in financial reporting.

HR and Compensation Governance

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The GC endorsed updated **salary scales for Washington, DC-based staff**, reflecting findings from the 2023–2024 Compensation and Benefits Survey.

The update will be submitted to the Board via the December 2025 consent agenda. Committee members also noted the ongoing review of Gavi's global office footprint as part of the Gavi–Global Fund Task Force.

Oversight of the Transition to Gavi 6.0: Exceptional Grant Extension Approvals

The GC reviewed and supported a time-bound request to enable the **Secretariat to approve grant extensions during the transition from Gavi 5.1 to 6.0**, via a temporary waiver of the IRC TOR.

Key principles agreed:

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- The approach is intended to **avoid overwhelming countries and partners** during the transition.

Final amounts for extensions will be aligned to outcomes of the **Gavi 6.0 recalibration discussions**.

Collaboration with Other Organisations: Transition from JCWG to a New Task Force

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The Secretariat confirmed that the Gavi CEO and Global Fund Executive Director would establish a **new Task Force**, supported by an external provider, to carry forward work on strategic coordination.

Recommendations to the Board

3 December to be considered for inclusion on Consent Agenda for December Board meeting

- Board and Committee nominations
- Exception to IRC ToRs & IRC members reappointment

Thank you