

FOR DECISION

The Board reviewed the minutes of the meeting in Hanoi (17-18 November 2009) by email and a final version as circulated on 17 December 2009. They can be found at http://www.gavialliance.org/resources/FINAL_Minutes_Nov_2009_for_web_posting.pdf. The minutes of the two short teleconferences held during 2010 are enclosed. The May retreat was not formally minuted; so its report will be reviewed and finalised over email.

The Board is requested to formally approve the minutes of its meetings on:

- 17-18 November 2009
- 19 March 2010
- 20 April 2010

GAVI Alliance Board Meeting

19 March 2010

Teleconference

DRAFT Minutes¹

Finding a quorum of members present², the meeting commenced at 15.08 Geneva time on 19 March 2010. The meeting was chaired by Mary Robinson.

1 Appointment of Board Members and Alternate Board Members

At its meeting on 17 March 2010, the Governance Committee requested the Board to appoint the candidates it had nominated as board members and alternates (Doc #1 in the board pack).

- The Governance Committee nominated five candidates for board service. The Governance Committee reviewed the processes used by organisations, constituencies, and the recommendations of the Governance Committee recruitment subcommittee to make candidate recommendations to the Board.
- It was noted that the appointment of Anne Schuchat to the Research and Technical Health Institutes seat would increase by one the number of women on the Board. This is a proactive step to improve the gender balance of the Board.

DECISION

The GAVI Alliance Board:

- 1.1. Appointed the following candidates for Representative Board Member seats:

¹ Binding Resolutions approved by the GAVI Alliance Board are listed in Attachment A. Decisions within the text of the minutes are non-binding, "plain English" actions agreed by the Board.

² Board member participants are listed in Attachment B.

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- 1.1.1. **Guillermo González** as Board Member representing Developing Country Governments to succeed Tatul Hakobyan³
- 1.1.2. **Anne Schuchat** as Board Member representing Research and Technical Health Institutes to succeed John Clemens³
- 1.1.3. **Stefan Kaufmann** as Alternate Board Member to Anne Schuchat representing Research and Technical Health Institutes³
- 1.1.4. **Jean-Marie Okwo-Bele** as Alternate Board Member to Daisy Mafubelu representing the World Health Organization⁴
- 1.1.5. **Abigail Robinson** as Alternate Board Member to Paul Fife representing Donor Country Governments⁵

2 Appointment of Committee Members

The Board was asked to appoint the committee members nominated by the Governance Committee (Doc #1). Discussion followed:

- The process of selecting committee members commenced with a survey sent to Board members about their committee preferences. The survey was released at the end of 2009 and responses were received from almost all board members.
- The Governance Committee reviewed these preferences and made its own determination as to committee nominees. In determining new committee composition, the Governance Committee determined it needed to consider a variety of factors including skills and adherence to the committee charters.
- It was noted that the Governance Committee did not make nominations for appointments to the Fundraising Committee. A paper is being prepared for the Governance Committee on how the Fundraising Committee might be taken forward.

DECISION

The GAVI Alliance Board approved the following board committee compositions:

2.1 Audit and Finance Committee⁶

- 2.1.1 Wayne Berson
- 2.1.2 Dwight Bush
- 2.1.3 David Crush
- 2.1.4 Magid Al-Gunaid
- 2.1.5 Gavin McGillivray
- 2.1.6 Clarisse Paolini
- 2.1.7 Anne Schuchat

³ Effective immediately and until 31 December 2012

⁴ Effective immediately and until his/her successor is elected and qualified

⁵ Effective immediately and until 31 December 2011

⁶ Effective immediately and until the Committee is refreshed for the 2011 year
GAVI Secretariat, 2 June 2010

FOR DECISION**2.2 Governance Committee⁶**

- 2.2.1 Alan Hinman
- 2.2.2 Dagfinn Høybråten
- 2.2.3 Fidel López Alvarez
- 2.2.4 Daisy Mafubelu
- 2.2.5 Anders Molin
- 2.2.6 Mary Robinson
- 2.2.7 Jaime Sepulveda
- 2.2.8 Richard Sezibera
- 2.2.9 Pascal Villeneuve
- 2.2.10 George W. Wellde, Jr.
- 2.2.11 Julian Lob-Levyt (non-voting)

2.3 Investment Committee⁶

- 2.3.1 Dwight Bush
- 2.3.2 George W. Wellde, Jr.
- 2.3.3 Abigail Robinson

2.4 Programme and Policy Committee⁶

- 2.4.1 Joan Awunyo Akaba
- 2.4.2 Mickey Chopra
- 2.4.3 Paul Fife
- 2.4.4 Ashutosh Garg
- 2.4.5 Gustavo Gonzalez-Canali
- 2.4.6 Magid Al-Gunaid
- 2.4.7 Nguyen Tran Hien
- 2.4.8 Suresh Jadhav
- 2.4.9 Rama Lakshminarayanan
- 2.4.10 Steve Landry
- 2.4.11 Fidel López Alvarez
- 2.4.12 Susan McKinney
- 2.4.13 Jean-Marie Okwo-Bele
- 2.4.14 Olga Popova
- 2.4.15 Anne Schuchat
- 2.4.16 David Salisbury (non-voting expert)

Committees that don't require annual refreshment (only new members below)

2.5 Executive Committee

- 2.5.1 Suresh Jadhav⁷
- 2.5.2 Daisy Mafubelu⁴

2.6 Evaluation Advisory Committee

- 2.6.1 Stanley O. Foster
- 2.6.2 Gonzalo Hernández
- 2.6.3 Ken Hill
- 2.6.4 Sania Nishtar

⁷ Effective immediately and until 28 February 2011
GAVI Secretariat, 2 June 2010

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3 Appointment of Committee Chairs

The Board was asked to appoint the Committee Chairs nominated by the Governance Committee (Doc #1). Discussion followed:

- Wayne Berson, George Wellde Jr. and Jaime Sepulveda all volunteered to continue in their leadership roles on the Audit and Finance, Investment, and Governance Committees respectively.
- Gustavo Gonzalez-Canali, the board member representing the France/Luxembourg/EC donor constituency, was nominated as chair of the Programme and Policy Committee this year. The Chair recognized his blend of leadership and skill for the position.
- The Chair thanked Sissel Hodne Steen on behalf of the Board for her energy, leadership and service as immediate past PPC Chair.

DECISION

The GAVI Alliance Board:

- 3.1 Appointed the following individuals to serve in their respective roles effective immediately and until the committees are refreshed for the 2011 year:

- 3.1.1 **Wayne Berson** as chair of the Audit and Finance Committee
- 3.1.2 **Mary Robinson** as chair of the Governance Committee
- 3.1.3 **Jaime Sepulveda** as vice chair of the Governance Committee
- 3.1.4 **George W. Wellde, Jr.** as chair of the Investment Committee
- 3.1.5 **Gustavo Gonzalez-Canali** as chair of the Programme and Policy Committee.

4 Chair or Vice Chair Participation in Discussion and Voting

The Board was asked to approve the amendments to the GAVI By-Laws recommended by the Governance Committee (Doc #2).

- In November 2009, the Board discussed a Governance Committee recommendation to consider amending the By-Laws to “ensure that any representative member of the Board selected for an Alliance-wide responsibility not represent his or her own constituency, but that his or her alternate do so.”
- The Governance Committee discussed this change to the By-Laws at its March 2010 meeting and recommended that the stipulation proposed above also be applied to all Committee chairs.

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- For clarity, when an unaffiliated board member is expressing an opinion, they must make clear whether they are speaking in their capacity as an unaffiliated board member, or in their capacity as chair (or vice-chair as the case may be).
- However if a representative board member is a Committee Chair, their constituency's opinion should be expressed by their alternate board member. Should there be no alternate board member, the constituency's opinion will not be heard.

DECISION

The GAVI Alliance Board approved the following additions to the By-Laws:

- 4.1 If a Representative Board Member is appointed Chair or Vice Chair of the Board or of any Board Committee, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations, nor participate in voting at any Board or Board Committee meeting.
- 4.2 The Alternate Board Member for that individual shall be entitled to participate in Board and Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote.

5 Any Other Business

The Chair expressed appreciation on behalf of the Board to Deputy Minister Hakobyan at the expiry of his term as board member. Minister Richard Sezibera submitted a resolution recognising Deputy Minister Hakobyan for his passionate advocacy that has served as a model for the constituency.

DECISION

The GAVI Alliance Board:

- 5.1 Recognised Deputy Minister of Health Tatul Hakobyan for his leadership and advocacy on behalf of the world's children while serving on the GAVI Alliance Board and Executive Committee.

There being no further business, the meeting was adjourned.

Mr. Kevin Klock, Assistant Secretary

FOR DECISION**Resolutions approved by the GAVI Alliance Board (Attachment A)****RESOLUTION ONE****1. Board Member Appointments**

The GAVI Alliance Board:

Appointed the following board members and alternate board members for the terms listed below:

- Guillermo González as Board Member representing Developing Country Governments to succeed Tatul Hakobyan effective immediately until 31 December 2012
- Anne Schuchat as Board Member representing Research and Technical Health Institutes to succeed John Clemens effective immediately until 31 December 2012
- Stefan Kaufmann as Alternate Board Member to Anne Schuchat representing Research and Technical Health Institutes effective immediately until 31 December 2012
- Jean-Marie Okwo-Bele as Alternate Board Member to Daisy Mafubelu representing the World Health Organization effective immediately and until his successor is elected and qualified
- Abigail Robinson as Alternate Board Member to Paul Fife representing Donor Country Governments effective immediately until 31 December 2011

RESOLUTION TWO**2. Committee Appointments**

The GAVI Alliance Board:

Appointed the following individuals to the Audit and Finance Committee effective immediately and until the committee is refreshed for the 2011 year:

- Wayne Berson
- Dwight Bush
- David Crush
- Magid Al-Gunaid
- Gavin McGillivray
- Clarisse Paolini
- Anne Schuchat

Appointed the following individuals to the Governance Committee effective immediately and until the committee is refreshed for the 2011 year:

- Alan Hinman
- Dagfinn Høybråten
- Fidel López Alvarez
- Daisy Mafubelu
- Anders Molin
- Mary Robinson
- Jaime Sepulveda

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- Richard Sezibera
- Pascal Villeneuve
- George W. Wellde, Jr.
- Julian Lob-Levyt (non-voting)

Appointed the following individuals to the Investment Committee effective immediately and until the committee is refreshed for the 2011 year:

- Dwight Bush
- George W. Wellde, Jr.
- Abigail Robinson

Appointed the following individuals to the Programme and Policy Committee effective immediately and until the committee is refreshed for the 2011 year:

- Joan Awunyo Akaba
- Mickey Chopra
- Paul Fife
- Ashutosh Garg
- Gustavo Gonzalez-Canali
- Magid Al-Gunaid
- Nguyen Tran Hien
- Suresh Jadhav
- Rama Lakshminarayanan
- Steve Landry
- Fidel López Alvarez
- Susan McKinney
- Jean-Marie Okwo-Bele
- Olga Popova
- Anne Schuchat
- David Salisbury (non-voting expert)

Appointed the following individuals to the Executive Committee:

- Suresh Jadhav effective immediately and until 28 February 2011
- Daisy Mafubelu effective immediately and until her successor is elected and qualified.

Appointed the following individuals to the Evaluation Advisory Committee:

- Stanley O. Foster
- Gonzalo Hernández
- Ken Hill
- Sania Nishtar

RESOLUTION THREE**3. Committee Chair Appointments**

The GAVI Alliance Board:

Resolved to appoint effective immediately the following individuals to lead the following committees until the committees are refreshed for the 2011 year:

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- Wayne Berson as Chair of the Audit and Finance Committee
- Mary Robinson as Chair of the Governance Committee
- Jaime Sepulveda as Vice Chair of the Governance Committee
- George W. Wellde, Jr. as Chair of the Investment Committee
- Gustavo Gonzalez-Canali as chair of the Programme and Policy Committee.

RESOLUTION FOUR**4. Amendment to the GAVI By-Laws**

The GAVI Alliance Board:

Approved the following amendments to the GAVI By-Laws:

- **Addition of a new Section 2.6.5:**

If a Representative Board Member is appointed Chair or Vice Chair of the Board pursuant to Section 2.6, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board or Executive Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in Board and Executive Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote.

- **Revision of Section 4.2** (additions are underlined):

Each Board Committee shall be composed of three or more Board Members/Alternates. Each of the Board Committees shall have a presiding Chair who shall be one of the Board Members and shall be appointed annually by the Board. If a Representative Board Member is appointed Chair pursuant to this Section 4.2, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in the Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote. Each Board Member (taken together with his or her Alternate or any Committee Delegate, as defined below, if applicable) shall normally be a member of at least one but no more than three Board Committees (including the Executive Committee). The criteria for Committee membership shall be consistent with the GAVI Alliance gender policy, specifically, that gender balance in all areas of GAVI Alliance work should be ensured, including throughout the governance structures, to the extent possible.

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RESOLUTION FIVE

5. Recognition of Deputy Minister Tatul Hakobyan

The GAVI Alliance Board:

Recognised Deputy Minister of Health Tatul Hakobyan for his leadership and advocacy on behalf of the world's children while serving on the GAVI Alliance Board and Executive Committee.

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Participants (Attachment B)

Board Members

- Mary Robinson, Chair
- Jaime Sepulveda, Vice Chair
- Wayne Berson
- Dwight Bush
- Paul Fife
- Ashutosh Garg
- Gustavo Gonzalez-Canali
- Magid Al-Gunaid (Alternate)
- Nguyen Tran Hien (Alternate)
- Saad Houry
- Dagfinn Høybråten
- Suresh Jadhav
- Daisy Mafubelu
- Julian Schweitzer
- Richard Sezibera
- Gloria Steele
- George W. Wellde, Jr.
- Julian Lob-Levyt (non-voting)

Regrets

- Faruque Ahmed
- Fidel López Alvarez
- Tatul Hakobyan
- Anders Molin
- Jean Stéphenne

GAVI Secretariat

- Helen Evans
- Kevin Klock
- Stephen Nurse-Findlay

Guest

- Claire Mahon, Special Advisor to Mary Robinson

FOR DECISION**GAVI Alliance Board Meeting**

20 April 2010

Teleconference

DRAFT Minutes⁸

Finding a quorum of members present⁹, the meeting commenced at 16.07 Geneva time on 20 April 2010. Mary Robinson chaired the meeting and extended a special word of appreciation to Dagfinn Høybråten and Paul Fife for their efforts in organising the board retreat in Oslo which had to be postponed.

1 Health Systems Funding Platform and Programme Funding Plan – Nepal HSS

Gustavo Gonzalez-Canali, Programme and Policy Committee (PPC) Chair noted the Board requested the PPC to report on plans to operationalise, pilot, and monitor a potential Health Systems Funding Platform (HSFP)¹⁰ and so described the collaborative work performed with the World Bank and the Global Fund to fight AIDS, TB, and Malaria (Global Fund) along with WHO on the platform (Doc #5 in the board pack). Carole Presern, Managing Director, Special Projects also offered insights on the process, noting that the HSFP project had benefitted from consultations at the international, country and civil society levels. Finally, Barry Greene, Managing Director, Finance and Operations, explained the financial implications of an expedited request to approve a health systems programme in Nepal which could serve as a pilot for the platform (Doc #6). Discussion ensued:

- The Board noted that implementing the platform would demonstrate the harmonisation principles of the Paris and Accra accords.¹¹ Still, there is a need to eventually assess vaccine-related results and the platform's impact on the MDGs.
- Because the Global Fund's funding cycle is markedly different from GAVI's, it may not be able to contribute financially to the platform until 2011. However, it can still participate with the application process and its board will consider approving the platform in the near future.
- There are two ways of moving this programme forward: Track 1 involves harmonising existing investments to ensure better health outcomes, whilst Track 2 involves new funding. Planning for these options involves developing links with key stakeholders, including civil society, to maximise comparative advantages and minimise comparative disadvantages between agencies and stakeholders.

⁸ Binding Resolutions approved by the GAVI Alliance Board are listed in Attachment A. Decisions within the text of the minutes are non-binding, "plain English" actions agreed by the Board.

⁹ Attendees are listed in Attachment A.

¹⁰ See Section 13 of the 17-18 November 2010 Minutes.

¹¹ <http://www.oecd.org/dataoecd/11/41/34428351.pdf> - retrieved May 2010.

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- The performance indicators and measurement requirements set by funding agencies places a burden on countries. The platform must work within existing frameworks and must not create additional burdens for recipients.
- Though GAVI, the Global Fund, and the World Bank are making significant investments in the platform, the involvement of bilateral agencies is also crucial to its success. Thus a discussion on the division of labour should be considered, including resource implications for the Secretariat.
- The Board was keen to support the platform but would like updates as implementation progresses, particularly regarding Track 2. Specific suggestions for the platform include:
 - Continuing the emphasis on effective communications and timely evaluation
 - Respecting country ownership
 - Track 2, Option 1¹² (a joint, „project style“ proposal with the Global Fund) should target countries with no short term prospect of developing a compact from the International Health Partnership (IHP+)¹³.
 - Track 2, Option 2¹⁴ should target countries that sign up to IHP+ and include a description as to the role of in-country GAVI partners for providing technical assistance.
 - To analyse the impact of funding through Track 2, Option 2 (funding against National Plans/Strategies), a description of how this new funding stream will interplay with others, especially those from the World Bank.
- The Nepal proposal represents a worthwhile opportunity to put the platform into operation immediately. The Audit and Finance Committee acknowledged that it reviewed the financial implications of the HSS budget and financial commitment for Nepal and was comfortable on that basis to move forward; noting that the programme was affordable and its approval would not meaningfully hinder the prioritisation exercise. Also, the Committee noted that in the future, it desired additional information to understand in a comprehensive sense the ultimate impact of funding decisions, particularly in a resource-constrained environment.
- The Board recognised the special circumstances associated with the Nepal programme that made it both a viable candidate for the platform and worth consideration outside the prioritisation exercise.

DECISION

The GAVI Alliance Board:

- 1.1. Affirmed the critical importance of strong health systems to achieve GAVI's mandate and endorsed health systems support

¹² New funding via a joint GAVI and Global Fund health systems proposal

¹³ <http://www.internationalhealthpartnership.net> – Retrieved May 2010

¹⁴ New funding for health systems based on national health plans

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which focuses on service delivery bottlenecks, and which seeks to achieve outcomes for MDGs 4 (particularly immunisation-related outcomes), 5 and 6.¹⁵

- 1.2. Requested the Secretariat continue work with the Global Fund, the World Bank, WHO and others partners (bilateral agencies, other UN agencies, civil society organisations, private sector, etc) on Track 1 - harmonisation of existing investments to ensure better health outcomes (including immunisation-related), and better value for money.
- 1.3. Requested the Secretariat continue, based on consultations at country level, to work on the implementation of Track 2 Option 1 through the development of a joint proposal form with the Global Fund. The joint proposal form would be approved by the Programme and Policy Committee, for use as soon as possible. Any funding proposals using this new joint proposal form would be subject to IRC review and Board-approval processes.
- 1.4. Requested continued work on Track 2 Option 2 - funding based on national plans, such that 4-5 countries could be approved by the Board, and start implementation in 2010. There will be a focus on lesson learning, partner engagement, results, and mechanisms for building health systems capacity at country level as part of the implementation (taking account of evaluation findings).
- 1.5. Requested the Secretariat increase dialogue with partners, and develop a communications strategy with the Global Fund, the World Bank and others.
- 1.6. Requested GAVI work with the Global Fund and other partners in the lead-up to the 2012 evaluation of the Health Systems Strengthening programme, to ensure there is an independent evaluation of the Health Systems Funding Platform.
- 1.7. Endorsed a new three-year HSS budget for Nepal in the amount of US\$ 14,540,690 as within the scope of the GAVI Alliance's charitable mission.
- 1.8. Approved a near-term financial commitment for Nepal HSS in the amount of US\$ 4,656,945.

¹⁵ <http://www.un.org/millenniumgoals/>
GAVI Secretariat, 2 June 2010

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2 Appointment of Alternate Board Members

At its meeting on 19 April 2010, the Governance Committee requested the Board to appoint the candidates it had nominated as alternate board members. There was no discussion.

DECISION

The GAVI Alliance Board:

- 2.1 Appointed the following candidates for Representative Board Member seats:
 - 2.1.1 **Nora Del Transito Orozco Chamorro** as Alternate Board Member to Minister Guillermo González representing Developing Country Governments effective immediately and until 31 December 2012.
 - 2.1.2 **Annie Vestjens** as Alternate Board Member to Anders Molin representing Donor Country Governments effective immediately and until 31 December 2011.

3 Update on the Board Retreat

The Board acknowledged that the retreat originally scheduled for 19-20 April 2010 in Oslo had been tentatively rescheduled for 11-12 May 2010 in Geneva.

There being no further business, the meeting was adjourned.

Mr. Kevin Klock, Assistant Secretary

FOR DECISION**Resolutions approved by the GAVI Alliance Board (Attachment A)****RESOLUTION ONE****1. Multi-year Programme Budget**

The GAVI Alliance Board:

Endorsed the following multi-year programme budget as within the scope of the GAVI Alliance's charitable mission:

- **US\$ 14,540,690** for a Health Systems Strengthening programme in Nepal.

This endorsement constitutes acknowledgement of the amount contained in such budget but does not constitute a funding approval, decision, obligation or commitment of the GAVI Alliance or its contributors.

RESOLUTION TWO**2. Programme Financial Commitment**

The GAVI Alliance Board:

Approved a financial commitment on behalf of the GAVI Alliance to fund the following:

- **US\$ 4,656,945** for a Health System Strengthening programme in Nepal.

RESOLUTION THREE**3. Alternate Board Member Appointments**

The GAVI Alliance Board:

Appointed the following alternate board members for the terms listed below:

- Nora Del Transito Orozco Chamorro as Alternate Board Member to Minister Guillermo González representing Developing Country Governments effective immediately and until 31 December 2012.
- Annie Vestjens as Alternate Board Member to Anders Molin representing Donor Country Governments effective immediately and until 31 December 2011.

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Participants (Attachment B)

Board Members

- Mary Robinson, Chair
- Jaime Sepulveda, Vice Chair
- Wayne Berson
- Paul Fife
- Gustavo Gonzalez-Canali
- Magid Al-Gunaid (Alternate)
- Nguyen Tran Hien (Alternate)
- Alan Hinman (Alternate)
- Saad Houry
- Dagfinn Høybråten
- Fidel Lopez-Alvarez
- Daisy Mafubelu
- Anders Molin
- Anne Schuchat
- Julian Schweitzer
- Richard Sezibera
- Gloria Steele
- George W. Wellde, Jr.
- Julian Lob-Levyt (non-voting)

Regrets

- Dwight Bush
- Ashutosh Garg
- Guillermo González-González
- Jean Stéphenne

GAVI Secretariat

- Helen Evans
- Barry Greene
- Kevin Klock
- Stephen Nurse-Findlay
- Carole Presern

Guest

- Claire Mahon, Special Advisor to Mary Robinson