

FOR DECISION

The Secretariat proposes a new practice for formal approval of meeting minutes to ensure that reports are officially approved prior to their disclosure on the website. However, implementing this practice in compliance with the By-Laws can be inefficient given its constraints and the amount of reports.

The Governance Committee recommends to the Board that it:

- Amend the By-Laws as follows:

- New By-Laws Section 2.7.3.3:

The Board may approve the minutes of its meetings on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the minutes shall be deemed approved if the following conditions are met: (i) draft minutes are circulated to the Board at least once for review and comment, (ii) a period of no less than 5 calendar days is given for Board Members to provide comments to the initial draft minutes ("Review Period"), (iii) Notice of a request to approve the minutes is made after the conclusion of the Review Period in writing and sent by mail to the last recorded address of each Board Member, or by email, (iv) a period of no less than 10 calendar days is given for Board Members to signal an objection in writing or by email ("Objection Period"), and (v) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.

By-Law Amendment: Approving Meeting Minutes

Introduction

- 1.1. A small change in the By-Laws will streamline the approvals process, allowing the Board and the committees to approve the minutes in good time and allow GAVI to disclose them in their fully approved form shortly after each meeting.

Old processes

- 2.1 The old GAVI Alliance approved its "reports" informally just after each meeting. The Secretariat drafted the report and circulated it via email to all board members for comment. Next the Secretariat provided a new version incorporating edits and explaining those instances where edits were excluded. It was noted that this was the final version and would be posted to the website. Official approval was not required as the old GAVI Alliance was unincorporated.
- 2.2 The GAVI Fund followed a similar pattern except that the Secretary tabled the minutes for approval at the subsequent meeting. As a private charity in the United States, it was good practice to request its board (or the requisite committee) to formally pass a resolution that could be recorded in the following meeting's record. Since that board only met twice per year, its

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minutes could remain unapproved as long as six months. However, the wait was considered acceptable because the GAVI Fund did not disclose its minutes to the public.¹

Current practice

- 3.1 Since the GAVI Alliance began operations as a Swiss Foundation in October 2008, the Board has approved and disclosed minutes using elements of the two practices explained above. The draft minutes are circulated to the Board or committee for comment, edits are integrated, and the next iteration is distributed to the members normally with the statement that the minutes have been finalised, posted to the website, and will be tabled for formal approval at the next meeting. Then at the next meeting, the chair asks for a formal vote to approve them and the Secretary or other authorised signatory signs the version filed in the corporate records.
- 3.2 This process allows GAVI to disclose the minutes as quickly as possible and in a manner that has received full board member vetting. The only step left outstanding when they are posted is the actual formal vote to approve them; they are left to the subsequent meeting because to approve them formally in between meetings requires unanimous consent.
- 3.3 As explained in June, the Board's large membership (and indeed large committees) makes chasing board members to obtain consents an unwieldy practice. In exceptional circumstances, like the instance in late August to approve board members, it is a process worth implementing. But considering the Board and committees have dozens of meetings each year, that board members have limited bandwidth to be deluged with administrative votes, and the Secretariat has limited headcount to chase consents, using this method to routinely approve meeting minutes is inefficient and costly.

Risk and recommendation

- 4.1 However, the Secretariat has come to the conclusion that posting unapproved minutes to the website is an unnecessarily risky practice, even though the members have fully vetted the minutes and are alerted when minutes have been finalised and disclosed. First, it is outside of normal practice to consider minutes as "final" when they have not gone through the formal process of approval, no matter how vigorous the informal process. Second, if the Alliance needs to use the minutes for legal purposes, it would be helpful to its credibility to confirm that disclosed reports have themselves gone through a formal vetting. Third, whilst GAVI's external auditor is fully informed that unapproved minutes are subject to later approval (auditors are accustomed to reading preliminary minutes), they eventually want signed minutes which auditors consider official and it has never been GAVI's practice to actually sign minutes before they are approved formally.

¹ The IFFIm Company, the GAVI Fund Affiliate, and the GAVI Campaign also do not disclose their minutes to the public.

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- 4.2 Given these factors, the Secretariat recommends the Board and its committees approve minutes shortly after each meeting so that the version uploaded to the website is fully approved.
- 4.3 To do this efficiently, the Secretariat recommends a change to the By-Laws to allow the Board and its committees to make this approval through no-objection voting. The Board can make this amendment with confidence since the proposed procedure will require both a set period for members to review an initial version and a second set period for a member to register an objection.
- 4.4 The proposed text is as follows:
- New By-Laws Section 2.7.3.3:
The Board may approve the minutes of its meetings on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the minutes shall be deemed approved if the following conditions are met: (i) draft minutes are circulated to the Board at least once for review and comment, (ii) a period of no less than 5 calendar days is given for Board Members to provide comments to the initial draft minutes ("Review Period"), (iii) Notice of a request to approve the minutes is made after the conclusion of the Review Period in writing and sent by mail to the last recorded address of each Board Member, or by email, (iv) a period of no less than 10 calendar days is given for Board Members to signal an objection in writing or by email ("Objection Period"), and (v) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.
- 4.5 Note that By-Laws Section 4.8 makes this paragraph applicable to the committees.
- 4.6 The Governance Committee recommends to the Board that it amend the By-Laws as proposed. Subsequent to approval, the Swiss Supervisory Authority will also need to approve the amendment.