

Gavi Alliance Audit and Finance Committee Meeting

7-8 May 2026

Geneva, Switzerland

1. ****Closed Session I: Chair and CEO updates** - CONFIDENTIAL**

- 1.1 Members of the Secretariat were recused from the meeting and the Committee commenced with a closed session (see separate minutes).

2. **Chair's report**

- 2.1 Noting that the meeting had been duly convened and finding a quorum of members present, the meeting commenced at 16.08 Geneva time on 7 May. Mr David Sidwell, AFC Chair, chaired the meeting.
- 2.2 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 2.3 The Committee noted its action sheet (Doc 01b) and forward workplan (Doc 01c).
- 2.4 The Chair emphasised the importance of a forthcoming briefing on the financial forecasting process and noted that an additional briefing is being planned together with the Programme and Policy Committee (PPC) to cover topics including the Gavi Leap, and grant management reform.

3. **CEO update**

- 3.1 Dr Sania Nishtar, CEO, highlighted key Secretariat reforms and operational improvements, including the new country operating mode, grant management digitisation and strengthened financial controls. She noted strong country readiness for the Gavi 6.0 strategic period and ongoing partnership initiatives with The Global Fund and Global Polio Eradication Initiative (GPEI). Amidst the challenging external environment, she emphasised the importance of support for countries and Gavi's role in the global health architecture.
- 3.2 Dr Nishtar invited the Committee to comment on Table 1 set out in the Appendix to Doc 03.

Discussion

- Regarding a query from a committee member on the potential impact of increased freight and logistical costs on vaccine delivery, the Secretariat responded that a study is underway to assess this, and that a high-level estimate is reflected in the forecast with more detailed analysis ongoing.

- In response to a query from a Committee Member on a joint governance engagement plan for Gavi and the GPEI, and the synchronisation of governance engagement across future meetings, the Secretariat responded that work is ongoing, with an update expected by year-end pending direction from the respective Board Chairs. The Secretariat further noted that alignment of replenishment cycles and committee engagement is under consideration.
- A Committee Member asked about the role of expanded partners, including civil society organisations (CSOs), and the support available to them in Gavi 6.0. The Secretariat responded that 10% of Gavi's funding has been safeguarded for CSOs and emphasised the importance of civil society in delivery and advocacy and welcomed further discussion on this topic.
- In response to a Committee Member's question on balancing internal process improvements against diminishing returns, the Secretariat acknowledged the importance of prioritising efforts and exercising judgement to avoid pursuing efficiency initiatives that do not deliver meaningful value.
- A Committee Member requested further clarity on incentives to strengthen collaboration with partners, including campaign integration and collaboration with the Global Fund, the Secretariat noted that current replenishment structures may create disincentives and that options are being explored, guided by Board direction.

4. Audit and Investigations Report

- 4.1 Lucy Elliott, Managing Director, Audit & Investigations (A&I), highlighted strong progress against the 2026 A&I workplan, including finalisation of two advisories on Gavi's culture journey and Gavi's support to the International Financing Facility for Immunisation (IFFIm), provided an update on audits and the implementation of audit recommendations, and noted the recruitment of a new Director, Investigations and Counter-Fraud.
- 4.2 Ms Elliott invited the Committee to provide input on key risks to inform the 2027 Audit, Advisory and Counter-fraud Workplan.
- 4.3 Augustin Flory, Managing Director, Innovative Partnerships and Development Finance outlined seven improvement objectives identified following the 2025 advisory on Gavi's support to IFFIm, addressing continuity, governance clarity, and oversight risks.

Discussion

- The Committee sought clarification on the metrics used to track progress on Gavi's culture journey and was informed that key performance indicators (KPIs) are being developed, alongside a relaunch of Gavi's culture initiatives.

- The Committee discussed the management of audit recommendations and related processes, and was informed that:
 - a review is underway to address the number of overdue country audit recommendations, with a focus on identifying those within Gavi's influence, undertaking root cause analysis, and prioritising recommendations where Gavi has leverage; and
 - thematic analysis of recurring country audit recommendations and cross-country patterns will be incorporated into a donor briefing taking place in May.
- A Committee Member sought an update on progress regarding CSO operating guidelines and on the expanded partners audit and specifically whether CSOs themselves had been engaged in the audit process. The Secretariat noted that internal audit processes to date have primarily focused on Secretariat management, without engagement of external stakeholders, although there is openness to considering stakeholder consultation mechanisms, and it would provide an update following the meeting.
- In response to a Committee Member's request for further information on risks identified in the advisory on Gavi's support to IFFIm and their connection to the ongoing IFFIm Strategic Review; the Secretariat confirmed that an action plan addressing identified risks is underway and that this is aligned with the strategic review to ensure future recommendations can be effectively implemented.

5. Ethics, Risk and Compliance update (including updated Risk Appetite Statement)

- 5.1 Maria Thstrup, Chief Ethics, Risk and Compliance Officer, provided introductory remarks.
- 5.2 Kelly Pendergrass, Senior Manager, Risk, discussed version 4.0 of the Gavi Alliance Risk Appetite Statement, noting that it will be submitted to the Committee for decision in June 2026. She also presented the draft list of 2026 strategic risk candidates.

Discussion

- The Chair requested that the escalation pathway processes be presented in a clear and accessible format and further requested that a holistic view of the Risk Policy and its broader context be provided in Q4 2026 when discussing specific risks, rather than focusing solely on risk appetite.
- The Committee sought clarification on escalation processes where risks exceed appetite and tolerance, including oversight, monitoring, and the embedding of escalation within governance processes. The Secretariat

explained that both formal and informal escalation mechanisms are in place, including escalation to management and structured reporting processes, in addition to a daily opportunity to connect with the CEO on urgent matters. The Secretariat further noted that escalation requirements and decision-making responsibilities are defined within the Risk Policy and Delegation of Authority Framework.

- In response to a query from a Committee Member, the Secretariat clarified that oversight of risk tolerance involves input from the AFC, and that more detailed risk descriptions will be developed in consultation with risk coordinators and will be circulated for feedback. Committee Members emphasised the need for fuller descriptions of the risks to strengthen understanding of the underlying issues, rationale, and supporting evidence.
- A Committee Member raised a query regarding how risk appetite and tolerance considerations will be applied to financial forecasting in the context of constrained resources, to which the Secretariat confirmed that this would be addressed through future discussions as risk parameters and forecasts are further developed and refined.

6. Finance update

6a. CFO update (including Treasury update)

- 6a.1 François Note, Chief Financial Officer (CFO), presented the 2025 year-end financial reporting update, after which Ian MacTavish, Director of Finance and Chief Accounting Officer, provided a detailed summary.
- 6a.2 Tobias Thiessen, Director, Treasury, delivered an update on treasury operations, including developments in currency hedging.

Discussion

- A Committee Member sought clarification on efficiency gains from collaboration with The Global Fund and the implications for Operating Expenses (OpEx). The Secretariat noted that efficiencies are expected primarily at the country level, with potential procurement efficiencies under exploration, and that overall savings will be driven by broader cost discipline and grant management system improvements.
- In response to a query from a Committee Member, the Secretariat clarified that the US\$ 22 million information technology (IT) investment includes contingency for delays but excludes maintenance, which is reflected within non-workforce IT expenses.

- A Committee Member raised a query regarding the treatment of African Vaccine Manufacturer Accelerator (AVMA) OpEx in relation to the 7% overhead principle and liquidity projections. The Secretariat clarified that AVMA OpEx is now ring-fenced, with plans to maintain overheads below 7%, and noted that further updates on liquidity will be provided.
- In response to a query from a Committee Member on whether an increase to the US\$ 700 million OpEx target was being considered, the Secretariat confirmed alignment to retain the target at its current level.

6b. Quarterly Financial Reporting

- 6b.1 Ian MacTavish, Director of Finance and Chief Accounting Officer, presented a high-level overview of the quarterly financial report, noting that the Gavi 6.0 strategic period had started strongly, with resources, vaccine spending, and cash programmes tracking as expected.

Discussion

- The Committee emphasised the need for clear, ongoing tracking and transparent reporting to assess the effectiveness of new vaccine budget policies and prioritisation methods in managing resource allocation and funding gaps.
- In response to a request for clarification from a Committee Member on how feedback is incorporated into country applications, the Secretariat outlined a two-step process whereby countries receive indicative budget envelopes and provide initial feedback, followed by the submission of final decisions through formal applications.
- A Committee Member asked how country choices and applications are reflected in the forecast, and the Secretariat noted that applications will determine vaccine and cash allocations, with the forecast updated as further information becomes available.
- In response to a query from a Committee Member on how increased population and coverage assumptions are managed, the Secretariat outlined a rigorous process involving assessment of country requests against United Nations (UN) data and delivery run rates, with forecasts adjusted accordingly.
- On exposure to higher vaccine and freight prices, the Secretariat advised that while most prices in the near term are secured through tender processes, there remains a potential risk of sustained increases later in the cycle.
- In response to a query from a Committee Member on how outbreak demand is managed in the context of reduced funding, the Secretariat noted that reduced funding lowers response capacity and necessitates prioritisation when demand exceeds available resources.

- A Committee Member queried the exposure of OpEx to foreign exchange risk and the Secretariat confirmed a potential impact of up to US\$ 60 million should current exchange rates persist.

6c. Financial Forecast for Gavi 6.0 (2026-2030)

- 6c.1 François Note, Chief Financial Officer (CFO) provided introductory remarks.
- 6c.2 Ian MacTavish, Director of Finance and Chief Accounting Officer, discussed financial forecasts, resource allocations, expenditure tracking, and risk/opportunity analysis for the Gavi 6.0 strategic period.

Discussion

- The Secretariat expressed strong confidence in pledges awaiting confirmation and ongoing donor discussions whilst noting that timelines remain uncertain due to geopolitical factors.
- A Committee Member sought clarification on the different resource figures presented in the material and the likelihood of their materialisation. The Secretariat explained that these figures represent pledges pending confirmation and additional opportunities and noted that technical validation is ongoing.
- Regarding whether the impact of the new co-financing policy for preventive campaigns is reflected in the forecast; the Secretariat stated these have not yet been incorporated as the policy is still pending Board approval, and that future forecasts will reflect any emerging negative trends.
- The Secretariat confirmed that the breakdown of cash programmes and details on the Pandemic Prevention, Preparedness and Response (PPPR) are available within the finance dashboards.
- The Committee sought clarification on the gap between country demand and available resources and requested that the future presentation of financial forecasting be clearer so the Committee could easily track whether they were within limits and what mitigations would be needed if gaps appeared. The Secretariat explained that technical validation reduces the gap from an initial US\$ 800 million estimate to approximately US\$ 100–250 million and committed to improving reporting to clearly present the net gap, available funding, and mitigation actions.
- A Committee Member queried whether market-shaping savings are included within the opportunity figures to which the Secretariat confirmed that such savings form part of the US\$ 655 million opportunities figure.

- In response to a question from a Committee Member whether the First Response Fund (FRF) figure of US\$ 590 million includes expected interest income, the Secretariat confirmed that the figure includes cumulative interest over a five-year period.
- A Committee Member queried whether low co-financing in Q1 2026 was a concern, and the Secretariat advised that it was not, noting that campaign delays had driven lower figures and that revised planning with UNICEF is expected to improve future phasing.

Decision Two

The Gavi Alliance Audit and Finance Committee reviewed the Financial Forecast, confirmed that sufficient funding is available in the current strategic period, and **recommended** to the Gavi Alliance Board that it:

- a) **Note** that the Audit and Finance Committee reviewed the financial implications of the recommendations to be made to the Programme and Policy Committee (PPC) and concluded that the recommendations relating to the current strategic period could be approved by the Gavi Alliance Board in accordance with the Programme Funding Policy noting that any options guided by the PPC to make additional funding available must be funded from existing forecast resources including from other Board approved programmes as noted in c) below;
- b) **Approve** the Gavi 6.0 Financial Forecast (2026-2030) of Qualifying Resources of US\$ 9.1 billion and Forecast Expenditure of US\$ 10.0 billion, noting that the Gavi 6.0 Financial Forecast (2026-2030) Resources are US\$ 10.0 billion (of which at this point in time US\$ 4.4 billion is secured through contractual agreements as replenishment pledges are turned into signed agreements) and that the Secretariat will only commit funds aligned with available Qualifying Resources and cash flow forecasts;
- c) **Approve** the 2026 – 2030 forecast for other Board-approved, funded programmes of Forecast Resources of US\$ 2.0 billion and Forecast Expenditure of US\$ 0.5 billion (the African Vaccine Manufacturing Accelerator (AVMA), the Pandemic Prevention Preparedness and Response (PPPR) coalition, the First Response Fund (FRF) and legacy COVAX AMC funded programmes) of which subject to Board approval up to US\$ 0.2 billion could support Gavi 6.0 programmes through AVMA+ in addition to Gavi 6.0 forecast resources of US\$ 10.0 billion.

6d. 2025 Draft Annual Financial Report

- 6d.1 François Note, Chief Financial Officer (CFO), highlighted key aspects of the 2025 draft annual financial report. No questions were raised by the Committee.

7. Deloitte Advance Status Report

- 7.1 Annik Jatton Hüni, Partner, Deloitte SA, noted that the 2025 audit is substantially complete with no misstatements identified to date, no issues arising from collaboration with external auditors, and that the audit of restructuring costs has been finalised without comment, with internal control observations to be reported in June 2026.
- 7.2 Lisa Watson, Director, Deloitte SA, provided more information on significant audit risks, key focus areas and outlined the steps for finalising the audit, including pending items and next steps.

Discussion

- A Committee Member sought clarification on the implications if the repurposing of COVAX funds is not completed prior to audit sign-off. The Auditors advised that any subsequent donor decisions would be treated as a 2026 event and would not require restatement of the 2025 accounts. The Committee emphasised the need for comprehensive documentation and clear donor confirmation at the time of signing to mitigate post-audit risk.
- The Chair requested that any final comments on the financial statements be submitted to the auditors by Tuesday, 12 May 2026, and noted that the June 2026 meeting will include a closed session with the auditors.

8. Amendment and utilisation of the European Investment Bank (EIB) Frontloading Facility

- 8.1 Augustin Flory, Managing Director, Innovative Partnerships and Development Finance outlined a recommendation to the Gavi Board regarding the ratification of the amendment deed to the European Investment Bank (EIB) Frontloading Facility (the “Facility”) executed in December 2025 that extends the facility through 2026, and the approval of drawdowns of up to EUR 500 million under the Facility.

Discussion

- The Committee sought clarification on whether the extension to December 2026 is sufficient, and the Secretariat advised that the facility operates on a rolling annual basis and can be extended for 2027 if required.
- In response to a question from a Committee Member, the Secretariat explained that the EUR 500 million limit represents a ceiling to provide flexibility, with actual drawdowns expected to be significantly lower and dependent on operational need.

- A Committee Member queried whether the Facility supports both fiscal issues and the Day Zero Financing Facility for Pandemics (DZF), to which the Secretariat explained that it forms part of the DZF toolkit and can be used for both purposes, with collateral covering the full Gavi 6.0 strategic period.
- The Committee requested information on the cost of funding, including indexation, comparison with other financing tools, and currency flexibility, and was informed that costs are based on three-month Euribor (approximately 2.5%), are considered competitive, and that the Facility can be drawn in both USD and EUR.
- In response to a question from a Committee Member, the Secretariat confirmed that drawdowns can cover Q3/Q4 2026, as well as front-load multi-year pledges, depending on operational need. The Secretariat also confirmed that associated costs, including non-utilisation fees are included within the financial forecast.
- A Committee Member asked whether delegation of authority processes are being reviewed to mitigate similar situations in the future and was informed by the Secretariat that the current process allows sufficient time for Board approval prior to extension.
- In response to a question from a Committee Member on whether the extension includes the letter of credit mechanism, the Secretariat explained that this will be addressed separately as it expired at the end of 2025.
- The Chair requested a broader technical briefing on financial instruments ahead of drawdowns and greater visibility on liquidity needs beyond 2026 and discussed the potential for this to be scheduled in September 2026.

Decision One

The Gavi Alliance Audit and Finance Committee **recommended** to the Gavi Alliance Board that it:

- a) **Approve** the ratification of the amendment to the European Investment Bank (EIB) Frontloading Facility executed by the Chief Executive Officer in December 2025 as set out in Annex C to Doc 08; and
- b) **Approve** the utilisation of the EIB Frontloading Facility through drawdowns of up to EUR 500 million, subject to satisfaction of all conditions precedent.

The Gavi Alliance Audit and Finance Committee

Noted that the audit rights applicable to the Facility, as approved by the Audit and Finance Committee on 30 November 2022, remain valid and in force, for five years from the final maturity date of any loan under it, consistent with prior approvals.

9. Any other business

- 9.1 The Chair expressed deep appreciation for the work of the Secretariat and the Committee. He highlighted the importance of clear communication and focused reporting on key deliverables and encouraged Committee Members to use the workroom that has been set up in BoardEffect to ask questions ahead of the meeting.
- 9.2 Dr Nishtar, CEO, thanked the Chair for his leadership and reflected on the considerable progress made in Gavi's financial reporting mechanism and reaffirmed management's commitment to transparency.
- 9.3 After determining there was no further business, the meeting was brought to a close.

10. *Closed Session II for members only* - CONFIDENTIAL

- 10.1 Members of the Secretariat were recused from the meeting and the Committee proceeded with a closed session (see separate minutes).

Ms Melissa Wolfe
Secretary to the Meeting

Attachment A: Participants

Committee Members

- David Sidwell (Chair)
- Kwaku Agyeman Manu
- Lauren Franzel
- Leone Gianturco
- Ana de Pro Gonzalo
- Gisela Henrique
- Kelly Jarrett
- Ashish Makkar*
- Anna McNicol*
- Sara Schulz
- Deena Shiff*
- Karen Sørensen
- Onei Uetela

Regrets

- Min Soo Kang

Observers/Guests

- Linda Martinsen, Senior Adviser, Norad
- Annik Jatón Hüni, Deloitte
- Lisa Watson, Deloitte
- Kyungsoo Woo, Republic of Korea
- Sudhvir Singh, Special Adviser to the Chair of the Board

Secretariat

- Johannes Ahrendts
- Hannah Burris
- Alex de Jonquières (*items 4, 6c*)
- Lucy Elliott
- Raphael Ferry (*item 8*)
- Augustin Flory
- Björn Gillsater
- Nikoletta Gutyan
- Adviya Khan
- Brenda Killen
- Amy LaTrielle (*items 1, 4*)
- Niamh Lawless
- Ian MacTavish
- Thabani Maphosa (*item 4*)
- Jack Nichols
- François Note
- Beryl Orario
- Kelly Pendergrass (*item 5*)
- Jordan Regehr (*item 8*)
- Marie Rochat
- Tobias Thiessen
- Maria Thestrup
- Teuta Turani (*item 8*)
- Gavin Wilson
- Melissa Wolfe

*Indicates virtual participation