gavi.org

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Code of Ethics and Conduct for Governance Officials



Code of Ethics and Conduct for Governance Officials

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Effective as of: 01 January 2026

For any question in relation to this Code, please contact:



Director Governance



Chief Ethics, Risk and Compliance Officer

Cover image: Gavi/2023/Ashraful Arefin

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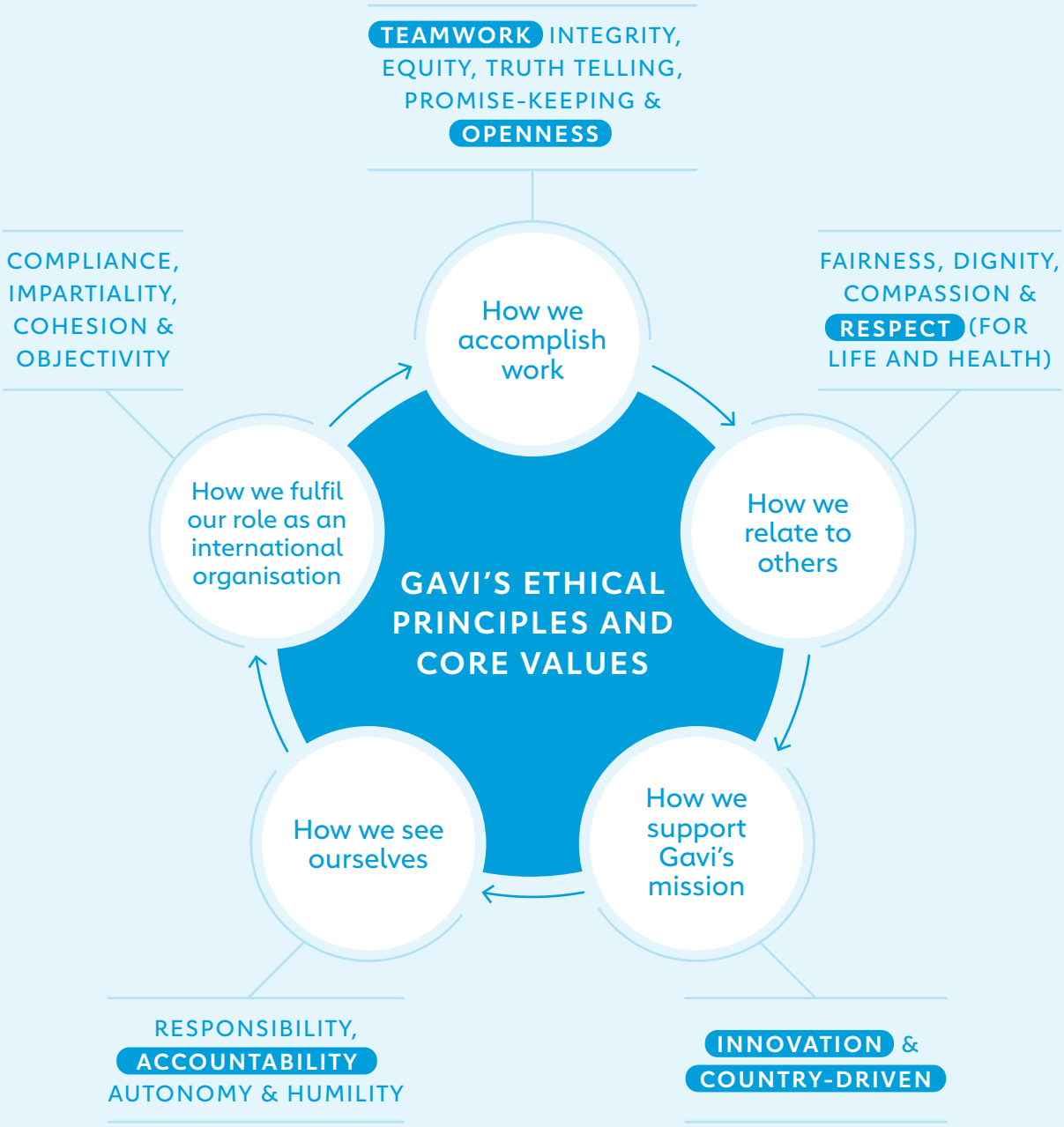
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At Gavi, ethical principles and Gavi core values are foundational

Our ethical principles and Gavi core values (highlighted) are the foundation for our dynamic organisation. Our values help determine who we are, how we communicate, how we work, and how we relate to Gavi's mission, stakeholders, partners, and communities. When ethics informs what we say and what we do, our values become visible to those with whom we partner and those whom we serve. Our values bring out the best in each of us, as we make our world a safer and healthier place.



Welcome Letter

Dear Colleagues,

As Governance Officials, we hold a unique position of trust. Our decisions shape the future of Gavi, the Vaccine Alliance. We directly influence the lives of those we serve and reflect the values we stand for.

This Code is more than a set of rules – it is our shared commitment to lead with Gavi values in mind and heart. When we follow our Code, we foster confidence in our leadership and ensure that our actions consistently reflect the best interests of Gavi and those whom we serve.

This Code serves as both a guide and a promise. It outlines the principles that inform our choices, the standards that govern our conduct, and the responsibilities we share as stewards of Gavi's mission and strategy.

Ethical leadership is not passive – it is demonstrated daily in how we make decisions, resolve differences, and treat one another. I ask each of you to read this Code carefully, apply its guidance in your work, and speak up if you see conduct that falls short of our standards. When faced with challenge, choose the path that aligns with our values. When in doubt, seek clarity.

The Board is committed to leading by example, holding ourselves accountable to the same principles we expect of others. Together, we can sustain a culture where trust is earned, ethical governance is practiced, and our mission is advanced with honour. This is how we reinforce Gavi's Tone from the Top.

Thank you for your service, your integrity, and your dedication to our mission.



H. E. Clark
Board Chair
Gavi, the Vaccine Alliance

About this Code

Purpose

This Code sets out the principles and standards that guide the behaviour, decisions, and relationships of all Governance Officials. When we follow our Code's guidance, we foster public confidence in our leadership and ensure that our actions promote the best interests of Gavi and those whom we serve.

This Code:

- Defines the ethical standards and professional behaviours expected of all Governance Officials
- Provides guidance for ethical decision-making that aligns with Gavi's mission, strategy, values, and obligations
- Fosters transparency, accountability, and trust among stakeholders
- Supports a culture of integrity and collaborative and respectful interactions
- Promotes broad public trust and confidence in Gavi governance and operations

Ethics is the foundation for Good Governance

We are committed to integrating the principles of good governance with Gavi's foundational ethical values and our fiduciary duties as Governance Officials. Good governance reflects our ethical commitments to public service and advancing Gavi's best interests. The classic fiduciary duties of loyalty, accountability, compliance and care are the practical manifestations of our core ethical values. In other words, governance is the system, duties are the rules of conduct within that system, and ethical values are the spirit that animates both.

Authority and Adoption

The Gavi Board proudly holds formal ownership and stewardship of this Code of Ethics and Conduct for Governance Officials as it holds ultimate authority over key governance instruments.

The Gavi Board adopted this Code on 4 December 2025, following review and as recommended by the Governance Committee.

Its provisions reflect the Gavi Board's unwavering commitment to the highest standards of ethical governance and professional conduct.

This Code is a living document. It will be reviewed at least once every five years to ensure that it remains current with evolving laws, regulations, best practices, and organizational needs. Proposed revisions will be considered by the Governance Committee and submitted to the Board for approval.

Scope

This Code applies to all individuals serving in governance roles within Gavi. This includes any member of the Gavi Alliance Board (including Alternate Board members and Committee delegates); all members of Advisory Bodies (including but not limited to the Independent Review Committee); and other individuals who are appointed to serve in advisory or expert capacities in service to the Board. Collectively, these individuals are referred to as "Gavi Governance Officials."

Applicable Policies Framework

This Code, the Charter for Ethics, Risk and Compliance at Gavi, and all Gavi policies and guidelines applicable to Governance Officials provide the framework within which the Governance Officials shall discharge their responsibilities. The Governance Officials shall read and comply with all relevant policies and guidelines.

Any other policy that relates to standards of conduct for Governance Officials must be consistent with this Code.

Standards of Conduct for Governance Officials

Core Principles

As a Governance Official you must discharge your duties in accordance with all applicable laws and regulations, and with both the letter and the spirit of this Code and Gavi's core values. You are expected to consistently demonstrate the highest standards of ethical conduct, integrity, and accountability in all aspects of your role.

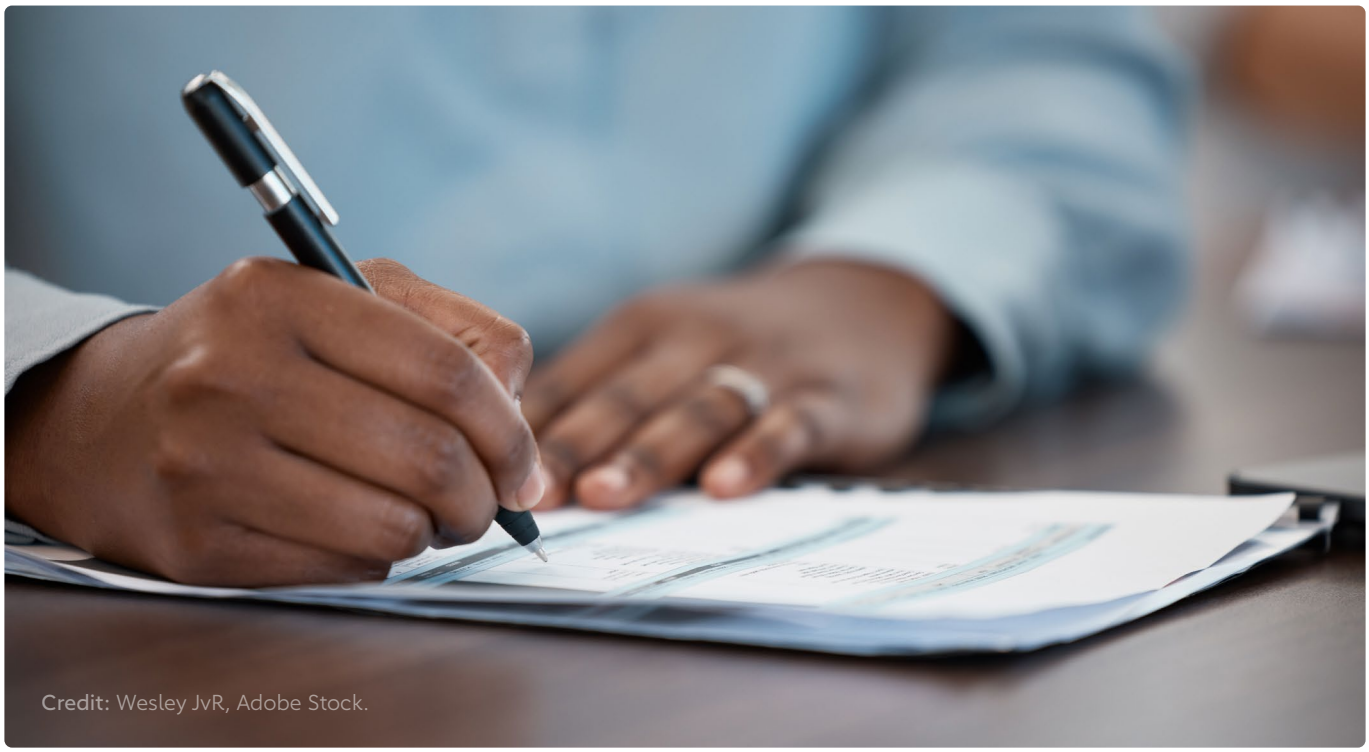
As a leader, you contribute to building an effective ethics and compliance culture, and you set examples for others. Always remember that what you say and what you do should positively influence the decisions and actions of all stakeholders including members of Gavi's Secretariat Workforce.

While serving in your capacity as a Governance Official, you are expected to always act in the best interests of Gavi. In your private or professional capacities, you are expected to avoid conduct that could harm Gavi's culture or reputation.

By accepting a role as a Governance Official, you will be called upon to participate in difficult conversations and make tough decisions that may impact the lives of people everywhere. The following provisions describe your obligations to make ethically informed decisions that lead to action.

Our governance standards of conduct are distributed into four clusters:

- A How we accomplish work
- B How we relate to others
- C How we support Gavi's mission
- D How we see ourselves and fulfil our roles



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A How we accomplish work

GAVI CORE VALUES – **TEAMWORK & OPENNESS**

1. Gavi's Governance Officials perform in many different capacities, in their professional and private undertakings. You bring a wealth of professional experiences, affiliations, and relationships that can advance Gavi's ability to operate effectively and prudently.

2. These standards of conduct impact your capacity as a Governance Official on behalf of Gavi, in contrast with your private capacity or other professional obligations and affiliations. Duality or multiplicity of interests is not in itself unethical; however, failure to disclose these relationships can be problematic and present reputational risk to yourself, the Board, and Gavi as an organisation.

3. While engaged in your role as a Gavi Governance Official, your primary duty is to promote and pursue Gavi's best interests. When you discharge your duties as a Governance Official with integrity, you promote confidence and trust in Gavi. Working with integrity involves transparency, impartiality, fairness, promise keeping and truthfulness. Your personal and professional conduct should always reflect positively on Gavi.

4. You should act with discretion and care, to protect Gavi information in support of Gavi's mission and strategy.

   a. You must protect confidential information, including all non-publicly released data and all personally identifying information, from inadvertent disclosure or misuse. You should carefully follow the dissemination guidelines particular to Board and Committee meetings. You must refrain from using confidential Gavi information for any purpose outside of Gavi, or to obtain any type of private, personal or professional advantage.

   b. Your duty to protect confidential information of all kinds continues after your appointment as a Governance Official has ended.

   c. You are strongly encouraged to obtain express permission from the CEO or the Director of Governance before answering any media requests or questions, should any matters specific to Gavi or its workforce be of a sensitive nature.

B How we relate to others

GAVI CORE VALUE – **RESPECT**

1. Always conduct yourself in a way that reflects positively on your relationship with Gavi, avoiding even the appearance of improper or unethical behaviour.

   a. You must not engage in any abuse of power, especially in connection with interactions between peer Governance Officials and Gavi Workforce.

   b. You must not discriminate. Any discrimination based on criteria that are protected by law, including but not limited to race, colour, religion, sex, gender, marital status, national origin, age, disability, or sexual orientation, regardless of the identity or roles of the impacted individuals is not acceptable.

   c. You must not engage in any form of physical or verbal abuse, bullying, shaming, harassment, intimidation, sexual exploitation and abuse or sexual harassment.

2. Treat everyone with courtesy, dignity and mutual respect. By serving as a Governance Official, you agree to:

   a. Foster a collaborative and respectful environment to ensure psychological safety in all interactions and engagements,

   b. Be open to all legitimate views and opinions, encouraging open dialogue and discussion before reaching a decision or conclusion. You should act impartially, without prejudgment, prejudice, political interference, intimidation or favouritism, and

   c. Demonstrate respect for cultural diversity, local customs and cultures on a global basis.

3. You must never engage in retaliation.

C How we support Gavi's mission

GAVI CORE VALUES – **INNOVATION & COUNTRY-DRIVEN**

1. Governance Officials should never allow themselves to obtain any undue advantage through their affiliation and position with Gavi.

2. Governance Officials should avoid any conflict of interest between their private affairs and their official duties and responsibilities on behalf of Gavi.

   a. It is your personal obligation to ensure that when you participate in Gavi's governance that your other duties and activities do not conflict with your Gavi responsibilities. You can resolve most actual and apparent conflicts of interest by seeking confidential ethics advice and using your good professional judgement.

   b. When an actual or possible conflict of interest arises, you have a duty to disclose the relevant facts and circumstances according to the applicable guidelines and policies. You can seek advice from Gavi's Chief Ethics, Risk and Compliance Officer or the Director of Governance, who may consult with the Chairperson of the Board, the Chairperson of the Governance Committee and the General Counsel.

3. By seeking and following the ethics advice which you receive from Gavi, you demonstrate the importance of preventing, managing, and remedying personal conflicts of interest.

   a. Every governance meeting organized by Gavi should include a standing agenda item during which conflict of interest disclosures and recusals are entertained and decided. As a Governance Official, you should reflect regularly on whether your various activities and relationships outside of Gavi may present actual, perceived or potential conflicts of interest.

   b. You should refrain from accepting honours, citations, decorations, awards, gifts, travel, entertainment and hospitality from any government or external sources that affect your relationship with Gavi. Even items of nominal value could indicate the appearance of a personal conflict of interest. While Gavi recognizes that gifts may be part of interactions with partners, we need to be aware of both the real and perceived potential conflicts of interest that might arise. You may not accept gifts, regardless of value, that could be perceived as intending to influence your work decisions, or that could cause reputational harm to Gavi. Any gift received by a Governance Official of a higher value than USD 50 should be declared to Director of Governance who will log the gift in the Register of Gifts Received, maintained by the Governance Team.

   c. As a designated Governance Official, you are required to participate in an annual declaration of your external interests, professional associations, employment and consultancies that could interfere with your ability to promote Gavi's best interests. This duty to disclose is a continuing one.

4. You should avoid engaging in non-Gavi related activities (e.g., other board memberships or governance roles, employment or providing services to a non-Gavi related entity) that are contrary to the founding principles, values, and mission of Gavi, or which cannot be appropriately managed.

5. By acting as a careful steward of Gavi's tangible and intangible resources, you enhance trust and respect in Gavi's mission to save lives and protect people's health.

   a. You should exercise reasonable and prudent care when using Gavi funds, property, information, resources and assets. These resources may only be used for official purposes that advance Gavi's mission.

   b. All Gavi books and records must be accurate, complete, truthful and be timely submitted.

D How we see ourselves and fulfil our roles

GAVI CORE VALUE – **ACCOUNTABILITY**

1. Governance Officials and Gavi Secretariat Management work together to set the ethical tone from the top. This is a key part of your role as a Governance Official. Your private conduct should always reflect positively on your role as a Governance Official.

2. The Board sets Gavi's purpose, adopts core values, and determines its strategic direction. Gavi Secretariat Management implements strategy, oversees day-to-day operations, and ensures effective use of our resources.

   a. The Board and Gavi Secretariat Management work in partnership, with Governance Officials focused on the 'what and why,' and Gavi Secretariat Management on the 'how and when.'

   b. You should not interfere, intercede, or insert yourself into Gavi Secretariat Management decision-making, especially inconnection with relationships between Gavi Secretariat and its workforce.

   c. The Board ensures that Gavi has implemented comprehensive oversight and effective control over its operations, resources, and investments.

3. Governance Officials must be scrupulous in complying with applicable governing instruments, laws, rules, and regulations that impact Gavi operations, regardless of the privileges and immunities that may have been granted.

   a. Never commit any illegal act, or instruct others to do so, for any reason.

   b. Never engage in any type of fraud, waste, abuse, bribery or corruption, obstruction of justice, financing of terrorism, breach of sanctions or money laundering.

   c. Ensure that all statements, especially those made to governmental authorities and regulatory agencies, are accurate, complete and truthful.

   d. Never disparage a Government, Donor or Gavi Partner, or undermine these entities' autonomy and authority.

   e. Refrain from lobbying in favour of a particular Government, Political Party, organization, commercial organization or person.

4. Service as Governance Official is an honour and a privilege. Always act in ways that uphold this trust.

   a. Speak up and report instances of actual or potential misconduct to the appropriate authorities within Gavi.



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Getting Advice, Speaking Up, and Addressing Misconduct

Getting Confidential Advice

Most of us have faced a difficult situation where the right course of action was hard to determine. Perhaps the facts were complex. Perhaps a "good" choice was just not obvious. Perhaps your personal or other professional interests were inconsistent with the best interests of Gavi. Maybe you did not have the information you needed to make an informed choice.

When you understand our expectations for ethical conduct, you can address many situations with the assurance that you are pursuing the right course of action. However, this Code will not give you an answer for **every** situation. No code can do that. When you are unsure about the right course of action, seek out confidential ethics advice.

Should you have questions about this Code of Ethics and Conduct for Governance Officials or how it applies to you or in the context of a pending governance-related action, seek confidential ethics advice from Gavi's Chief Ethics, Risk and Compliance Officer. The Chief Ethics, Risk and Compliance Officer, may consult on matters with the Chairperson of the Board or the Chairperson of the Gavi Governance Committee, or the Chairperson of the Gavi Audit and Finance Committee that implicate significant risk to Gavi, its finances and resources, operations, or reputation.

You can direct your questions to:



Chief Ethics, Risk and Compliance Officer

Speaking Up and Protection Against Retaliation

You are encouraged to consider whether your decision-making and conduct are consistent with this Code. Pointing out behaviour that could be inconsistent with this Code or other Gavi policies may inspire colleagues to reconsider their intended courses of action. You may choose to discuss such concerns informally with each other, the Chairperson of the Governance Committee, the Chairperson of the Board, the Director of Governance, or the Chief Ethics, Risk and Compliance Officer. All requests for ethics advice received by the Ethics, Risk and Compliance Office will be handled in confidence.

If you become aware of or receive information regarding suspected misconduct in relation to the activities of Gavi, you are expected to report this as soon as possible. Formal reports of misconduct should be filed through one of the means provided under the Gavi's Ethics Hotline tab on Gavi's website, where details of the information that the report should contain can also be found. If you make a formal report of misconduct in accordance with Gavi's Speak-Up policy, you have the choice between confidential or anonymous reporting.

Gavi Ethics Hotline

The Managing Director, Audit and Investigations, receives all formal reports of misconduct and will acknowledge receipt of such reports where possible within five working days of receipt. The Managing Director is responsible for following up or referring such reports to the appropriate party, given the nature of the allegations.

Formal reports of misconduct, including allegations that this Code has been violated, will be treated in confidence. Gavi will make every effort to protect the identity of the reporting person and ensure that there are no unauthorized disclosures of their identity.

Only formal reports of suspected misconduct where the identity of the reporting individual is known are considered protected activity under the Speak Up Policy. Protection against retaliation is linked to the recognition of protected activity. Governance Officials who submit formal reports in good faith are safeguarded from retaliation under this Code and Gavi policies. Good faith does not mean that you are always right. It does mean that you sincerely believe that you are telling the truth. Anyone who misuses Gavi's Speak Up policy will be subject to sanctions.

The Ethics, Risk and Compliance Office is entrusted with the responsibility to protect Governance Officials from retaliation when they report suspected misconduct in good faith. All complaints of retaliation will be assessed by the Ethics, Risk and Compliance Office, whether, prima facie, the affected individual has been subject to retaliation.

Addressing Misconduct

When you report circumstances that you believe are unethical or illegal or violate this Code or other Gavi policies, Gavi will look into the matter and address the problem. Gavi will investigate reports about suspected misconduct as promptly and confidentially as possible. Our investigations are impartial, fair, and thorough. Who investigates a formal report of misconduct depends upon the issues involved. Allegations involving Governance Officials may be investigated by the Office of Audit and Investigations, the Ethics, Risk and Compliance Office, or an external resource as directed by the Chairperson of the Gavi Board. We will contact those who are involved in the situation and provide them with an opportunity to explain what happened. We expect your full cooperation.

If Gavi concludes that its standards such as this Code or other Gavi policies have been violated, we will act. This may include imposing sanctions on individuals, implementing system-wide changes, or notifying the appropriate external authorities. Not only will we deal with a specific situation, but we may also make changes so that similar problems do not recur.

We cooperate fully with government investigations and are courteous to government officials. Notify the General Counsel and the Director of Governance immediately if you learn about an investigation or request for information from an outside entity. Do not try to respond without first obtaining legal advice from Gavi's General Counsel.

During any type of investigation or fact-finding inquiry, never destroy or alter documents, lie, or obstruct the collection of information.

Sanctions

Misconduct of any kind can create significant risk to Gavi, by jeopardizing relationships with our global partners, stakeholders, donors, and beneficiaries, damaging Gavi's reputation, or causing substantial material loss. A Governance Official who violates the laws, this Code, or our policies will be subject to sanctions. The circumstances that result in sanctions involving a Governance Official will be reviewed by the Board Chair, in consultation with the Governance Committee. The range of sanctions that may be imposed range from (a) notice to the full Board of the circumstances resulting in misconduct; (b) a formal reprimand issued by the Chairperson of the Board; (c) conditional removal from the Board or loss of appointed governance position; or (d) permanent removal from the Board or loss of appointed governance position.



Credit: Daenin, Adobe Stock.

Additional Resources

Definitions

Governance Officials mean all individuals serving in governance roles within Gavi. This includes any member of the Gavi Alliance Board (including Alternate Board members and Committee delegates); all members of Advisory Bodies (including but not limited to the Independent Review Committee); and other individuals who are appointed to serve in advisory or expert capacities in service to the Board.

Gavi Workforce mean all individuals who are employed or otherwise engaged by Gavi, regardless of their contract type, title, tenure or classification level, including but not limited to a permanent or fixed-term employment contract, consultants and independent contractors, including from temporary staffing agencies, interns, secondees, and volunteers.

Related Policies and Guidelines:

1. Board Member Reference Manual
2. Conflicts of Interest Policy for Governance Bodies (2020)
3. Guidance and Procedure: Conflicts of Interest Policy for Governance Bodies (2019)
4. Gavi Alliance Speak Up Policy (2025)
5. Charter for Ethics, Risk, and Compliance (ERC) at Gavi (2024)
6. Gavi Alliance Protection against Sexual Exploitation, Abuse and Harassment Policy (2024)
7. Board Travel Policy (2023)
8. Gavi Board Chair Travel - Related Procedures (2023)