

GAVI Alliance Board Meeting

19 March 2010

Teleconference

FINAL 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 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:

- 1.1.1 **Guillermo González 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

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.

³ Effective immediately and until 31 December 2012

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

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

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)

⁵ Effective immediately and until 31 December 2011

⁶ Effective immediately and until the Committee is refreshed for the 2011 year

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

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 W. 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 (PPC) this year. The Chair recognised his blend of leadership and skill for the position.

⁷ Effective immediately and until 28 February 2011

- 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.”⁸
- 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.
- 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

⁸ Section 1 of the 16-17 November 2009 Governance Committee Minutes

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

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 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

- 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:

- 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.

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.

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