

## DOCUMENT ADMINISTRATION

| VERSION NUMBER | APPROVAL PROCESS   | DATE   |
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| 1.0            | Prepared by: Governance  | May 2009   |
|                | Approved by: Gavi Alliance Board   | 3 June 2009<br>Effective from: 3 June 2009         |
| 2.0            | Revised by: Director of internal Audit (as requested by Gavi Alliance Board Chair)   | March 2011   |
|                | Reviewed by:<br>Legal<br>Director of Human Resources<br>Interim CEO<br>Executive Team (subgroup on corporate issues)<br>Staff Council    | March-July 2011                                    |
|                | Approved by: Executive Team  | 10 August 2011<br>Effective from: 1 September 2011 |
| 3.0            | Updated by: Executive Office (change to Compliance Officer contact details)  | 21 January 2013                                    |
| 4.0            | Revised by: Legal  | February 2020                                      |
|                | Reviewed by:<br>MD Audit & Investigations<br>Director of Governance<br>Director of Human Resources<br>CEO<br>Deputy CEO<br>Staff Council | February – June 2020                               |
|                | Recommended by: Gavi Alliance Audit and Finance Committee  | 22 June 2020                                       |
|                | Approved by: Gavi Alliance Board   | Effective from: 1 July 2020                        |
|                | Next Review:   | Every five years                                   |

## 1. Purpose

- 1.1. The main purpose of this Policy is to encourage the reporting of suspected wrongdoing that may threaten the operations or governance of Gavi, the Vaccine Alliance (“**Gavi**”) without fear of retaliatory action, and to enable Gavi to effectively address such wrongdoing, manage risks and uphold standards of good governance.
- 1.2. Gavi recognises the important role whistleblowers have in its accountability framework and more broadly in maintaining a culture of integrity. Gavi also recognises that whistleblowing is an important tool to instil trust in its operations and enhance transparency and good governance. With this Policy, Gavi reaffirms its strong commitment and continuing support towards protecting whistleblowers, who have reported suspected wrongdoing in good faith and towards encouraging a culture of “speaking up.”
- 1.3. This Policy considers the interests of whistleblowers, including their need for protection, the interests of subjects against whom allegations of integrity failures may have been directed, including their need for confidentiality, and the interests of Gavi in maintaining a culture of integrity.
- 1.4. Whistleblowers should feel empowered, without any fear of retaliation, to speak up if they feel that Gavi or anyone at Gavi is committing a Wrongdoing (as defined in Section 3.1 below).

## 2. Scope

- 2.1 This Policy applies to:
  - a) all former and current employees, whether holding an indefinite or fixed-term contract of employment with the Gavi Secretariat (the “**Secretariat**”);
  - b) interns, secondees and consultants, who have been engaged by the Secretariat ((a) and (b) jointly, the “**Workforce**”); and
  - c) third parties involved with Gavi’s work.

Section 2.1(c) above describes how employees and other staff members of Gavi’s partner organisations may use this Policy and related reporting mechanisms to report any instance of perceived or suspected Wrongdoing (as defined in Section 3.1 below) that impacts Gavi’s activities. It is recognised that many partner organisations have their own whistleblower programmes and reporters from partner organisations may prefer to use those instead. Whichever route the reporter prefers, it is important that concerns on the Wrongdoing related to Gavi’s activities are reported through an appropriate channel and that received reports of concerns are handled in accordance with Gavi’s procedures.

## 3. Definitions

- 3.1 “**Whistleblower**” means an individual who reports suspected incidents of breaches of laws, rules or regulations in Gavi’s activities or of serious misconduct or serious infringement of Gavi’s rules, policies or guidelines, or any action that is or could be harmful to the mission or reputation of Gavi (each, a “**Wrongdoing**”).

- 3.2 “**Retaliation**” means any direct or indirect adverse action that is threatened, recommended or taken against a member of the Workforce because he/she reported a suspected Wrongdoing and/or cooperated with a duly authorised audit or investigation of a report of suspected Wrongdoing. Retaliation involves three sequential elements:
- a) a report of suspected Wrongdoing;
  - b) a direct or indirect adverse action threatened, recommended or taken following the report of such suspected Wrongdoing; and
  - c) a causal relationship between the report of suspected Wrongdoing and the adverse action or threat thereof.
- 3.3 “**Compliance Officer**” means the individual designated by Gavi under this Policy to receive and address reports of suspected Wrongdoing pursuant to Section 4.1 below.

#### **4. Reporting suspected Wrongdoing**

- 4.1 A member of the Workforce who becomes aware of, or receives information regarding, a suspected Wrongdoing, should normally bring this to the attention of his/her line manager in the Secretariat, the relevant Managing Director or the Secretariat’s Director of Human Resources. Matters relating to safeguarding or other issues of conduct may also be reported to the Secretariat’s Ombudsman. If, however, the member of the Workforce is not comfortable with using any of these channels, or having done so, is not satisfied with their response, he or she should make a Whistleblower report to the Managing Director of Audit and Investigations, who is the designated Compliance Officer under this Policy.
- 4.2 Whistleblower reports are made through a variety of means provided under the “Ethics Hotline” tab on Gavi’s website where details of the information that the report should contain can also be found. A suspected Wrongdoing should be reported in writing as soon as possible after the event has occurred. Any Whistleblower reports against the Compliance Officer him/herself shall be made to the Chair of the AFC, through the means provided under the “Ethics Hotline” tab on Gavi’s website.
- 4.3 The Compliance Officer shall inform the Whistleblower on the progress of any follow-up actions where the Compliance Officer considers it appropriate, depending on the context.
- 4.4 It is recognised that follow-up actions related to Whistleblower reports may take significant time depending on circumstances. If the follow-up action has not been completed within six months from the date of receipt of the Whistleblower report, the Compliance Officer in consultation with the Director of Legal shall undertake a review of the follow-up action to determine if the follow-up needs to be expedited or redirected.
- 4.5 The Compliance Officer reports directly to the Audit and Finance Committee of Gavi’s Board (the “**AFC**”).

- 4.6 Anyone reporting a suspected Wrongdoing must be acting in good faith. Where an employee files a report or provides information that is shown to have been intentionally false or misleading, he/she may be subject to disciplinary action in accordance with the Secretariat's Disciplinary Procedures.
- 4.7 Reporting under this Policy does not protect a Whistleblower from sanctions arising from his/her own Wrongdoing.

## **5. Receiving and addressing allegations of suspected Wrongdoing**

- 5.1 The Compliance Officer will acknowledge in writing receipt of reports of suspected Wrongdoing (except in the case of anonymous reports, where this may not always be possible) and will ensure that all reports by Whistleblowers are reviewed and properly followed up or referred to the appropriate party given the nature of the claims.
- 5.2 The Compliance Officer, in consultation with the Secretariat's Director of Legal, as considered appropriate in the context, will conduct a preliminary assessment of the allegation and any evidence made available, resulting in a determination of the most appropriate action. This may lead to an investigation by the Audit and Investigations Department, or a referral of the matter – for example, to one of Gavi's partner organisations if the Compliance Officer determines that such organisation is best suited to address the allegation, in which case such organisation may apply its own whistleblowing procedures, or to national authorities for prosecution in the event of a breach of national criminal laws. Alternatively, where appropriate, the matter may be communicated for management action to other areas of the Secretariat if there is no apparent conflict of interest with that area and if confidentiality can be maintained.
- 5.3 Should an actual or potential conflict of interest exist, making it prudent for the Compliance Officer to recuse him/herself from undertaking the preliminary assessment of the allegation, the Compliance Officer will identify an alternative mechanism in consultation with the Chair of the AFC.
- 5.4 Allegations of suspected Wrongdoing by an employee may fall within the responsibility of the Secretariat's Human Resources Department. In such cases, the Compliance Officer may refer the matter to the Director of Human Resources for assessment and action. The Compliance Officer will not pass on the identity of the Whistleblower, unless the Whistleblower has consented to the Compliance Officer doing so.
- 5.5 This Policy does not replace the Grievance and Appeals Procedures or the Respectful Workplace Policy, and if a concern relates to an alleged infringement of rights under an employment contract with the Secretariat or to an alleged harassment or discrimination, it should be raised under the Grievance and Appeals Procedures or the Respectful Workplace Policy, respectively.
- 5.6 Periodic reports are provided to the AFC by the Compliance Officer on the number and nature of matters reported to the Compliance Officer. The Compliance Officer also analyses reports and the results of investigations to identify any systemic issues, which are passed to the Secretariat and the AFC to assist in the development of more robust controls where appropriate.

## **6. Protection**

- 6.1 Gavi is committed to protecting Whistleblowers. Such protection will be guaranteed first of all by the fact that the Whistleblower's identity will be treated in confidence. Moreover, any member of the Workforce who reports a Wrongdoing, provided that this is done in good faith and in compliance with the provisions of this Policy, shall be protected against any acts of Retaliation, as described in Sections 6.6 – 6.11 below.
- 6.2 Gavi provides the opportunity to treat all whistleblowing reports as either confidential or anonymous. The choice between confidential or anonymous whistleblowing is that of the Whistleblower alone.

### **Confidentiality**

- 6.3 Confidentiality means that the identity of the Whistleblower is known to the Compliance Officer, but is kept strictly confidential, in particular vis-à-vis the person concerned, unless:
- a) the Whistleblower authorises in writing the disclosure of his/her identity; or
  - b) this is a requirement in any subsequent legal proceedings; or
  - c) in the opinion of the Compliance Officer, disclosure of the Whistleblower's identity is necessary to ensure someone's safety; or
  - d) an allegation has been determined not to have been made in good faith and needs to be examined under the Disciplinary Procedures, as stipulated in Section 4.4 above.

### **Anonymity**

- 6.4 Anonymity means that the identity of the Whistleblower is not known to the Compliance Officer.
- 6.5 Anonymous reports should include a description of the alleged Wrongdoing, preferably with all the details available to the Whistleblower in order to allow an efficient assessment of the case.

### **Protection from Retaliation**

- 6.6 Gavi cannot protect an anonymous Whistleblower from Retaliation. In cases where a Whistleblower believes he/she is being retaliated against, he/she must report the suspected Retaliation to the Compliance Officer as soon as possible. The report should be factual and contain as much specific and verifiable information as possible in order to determine whether a causal relationship between the suspected Retaliation and the previous reporting of suspected Wrongdoing can be established.
- 6.7 Any employee who retaliates against someone who has reported a suspected Wrongdoing in good faith, reasonably believing it to be true, or has cooperated with

an investigation will be subject to disciplinary action in accordance with the Secretariat's Disciplinary Procedures.

- 6.8 Should the Compliance Officer find there is a credible case of Retaliation by a Secretariat employee, he/she, in consultation with the Whistleblower, will refer the case to the Director of Human Resources for assessment under the Secretariat's Disciplinary Procedures.
- 6.9 If an investigation finds that an external party to the Secretariat has committed an act of Retaliation, Gavi shall review any dealings with such party, and Gavi may take actions to hold the external party accountable. Actions may include, but are not limited to, terminating Gavi's dealings with such a party, refraining from future dealings with such a party, or exercising contractual remedies, if applicable, as well as pursuing available judicial remedies.

#### **Interim protection of Secretariat employees**

- 6.10 With respect to a Whistleblower who is a member of the Workforce, where the Compliance Officer considers that additional workplace harm could occur while suspected Retaliation is either under preliminary assessment or under investigation, the Compliance Officer may recommend that the Gavi CEO or Deputy CEO take appropriate interim measures to safeguard the interests of the Whistleblower.
- 6.11 Such measures may include, without limitation, suspension of the internal decision and/or action alleged to have involved Retaliation, temporary reassignment, transfer to another function for which the Whistleblower is qualified, or another appropriate measure on a case-by-case basis, always in consultation with the Whistleblower.

### **7. Effective date and review of Policy**

- 7.1 This Policy comes into effect as of 1 July 2020.
- 7.2 This Policy will be reviewed and updated every five years.