

#### DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
2.0	Prepared by: Governance	2018
3.0	Revised by: Governance	2020
	Reviewed by: Governance Committee	1.0 – 13 March 2018 2.0 – 28 May 2018 3.0 – 10 December 2020
	Approved by: Gavi Alliance Board	3.0 – 17 December 2020 Effective from: 17 December 2020
	Next review:	As and when requested

## 1. Purpose

- 1.1. The Gavi Alliance (“**Gavi**”) is committed to ensuring the transparency and integrity of its decision-making process, particularly in regard to the allocation and disbursement of resources.
- 1.2. This Policy explains the relevant principles and rules for preventing or managing Interests and Conflicts of Interest on the Board, its Standing Board Committees, Advisory Bodies and the Independent Review Committee (IRC).
- 1.3. The Guidance and Procedures which accompany and should be read together with this Policy provide how the principles and rules set out in the Policy shall be implemented and how to identify, evaluate and address Interests and Conflicts of Interest.
- 1.4. Gavi recognises that its alliance nature may result in Interests and Conflicts of Interest, particularly when Members are required to consider matters that have a direct impact on the interests of governments, organisations or institutions they represent. Gavi recognises that these institutional Interests and Conflicts of Interest must be managed with the highest degree of integrity to safeguard against any perception that participation of any Member confers undue advantage for their constituency, organisation or institution in Gavi decisions.
- 1.5. Without prejudice to 1.4 above, Members must be able to act in the best interests of Gavi when taking decisions on its behalf.

## 2. Scope

- 2.1. This Policy applies to all Members.
- 2.2. This Policy applies to all Gavi decision-making processes, whichever form they may take, as well as to the performance of any other acts performed on behalf of Gavi under Board approved governance documents, subject to section 5.2 below. All such duties are understood to be included where the Policy refers to “decision-making”.

## 3. What does Gavi understand as Conflict of Interest?

- 3.1. **Conflict of Interest** means a situation where a Member has Interests (as defined in 3.2 below) that may affect the Member’s (perceived) conduct in the decision-making process at Gavi.
  - 3.1.1. Gavi defines conflicts of interest to be Actual, Potential or Perceived, broadly:
    - 3.1.1.1. **Actual** conflicts of interest occur when a Member faces a *real and existing* conflict.
    - 3.1.1.2. **Potential** conflicts of interest occur when a Member is or could be in a situation that *may result* in a conflict.
    - 3.1.1.3. **Perceived** conflicts of interest occur when a Member is or could be in a situation that *may appear* to be a conflict, even if it is not an Actual or Potential conflict.
- 3.2. **Interest(s)** can be organisational, personal and/or financial:

- 3.2.1. **Organisational** interest arises when a Member or Family Member is an officer, director, trustee, partner, employee of, or is directly linked in any manner to<sup>1</sup>, an entity

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<sup>1</sup> “Directly linked in any manner” means any type of agreement by which the Member or Family Member has a relationship with an entity, whether such relationship is formalised through an employment, participation, joint venture, agency, secondment or any other type of contract.

that may obtain an advantage, profit, right, share or may benefit in any manner from a decision the Member should vote on.

3.2.2. **Personal** interest arises when a Member or Family member may benefit from a transaction or other financial arrangement between Gavi and another entity.

3.2.3. **Financial** interest arises when a Member or Family Member may benefit financially from a transaction or from any other financial arrangement between Gavi and any other entity, including any situation in which a Member or Family Member has an ownership interest in an institution and which is not managed by an independent non-discretionary (to that Member or Family Member) account manager.

#### **4. Definitions**

- 4.1. Unless otherwise defined herein, capitalised terms shall have the meaning assigned to them in the Statutes and Operating Procedures.
- 4.2. **Advisory Bodies** has the meaning given to such term in Section 19 of the Operating Procedures.
- 4.3. **Alternate Board Member** means any person designated an alternate to a member of the Board.
- 4.4. **Board** means the board of Gavi.
- 4.5. **Board Chair** means the chair of the Board.
- 4.6. **Board Secretary** means the secretary of the Board.
- 4.7. **Board Vice Chair** means the vice chair of the Board.
- 4.8. **Declaration Form** means the form contained in the Guidance and Procedures which is to be used for declaring Conflicts of Interest.
- 4.9. **Family Member** means any spouse, domestic partner, parents, siblings, children, and any other relative who resides in the same household as a Member and any other familial relationship that could create the appearance of a conflict.
- 4.10. **Governance Bodies** means the Board, Standing Board Committees and any Advisory Body.
- 4.11. **Guidance and Procedures** means the guidance and procedures relating to this Policy, as amended and approved from time to time by the Governance Committee.
- 4.12. **Meeting** means each of the Board, Standing Board Committee, Advisory Bodies, and IRC meetings.
- 4.13. **Member** means the Board Chair, the Board Vice Chair, any member of the Board or any Alternate Board Member and any member of any Standing Board Committee (including Committee Delegates) or the IRC or any Advisory Body (and their chairs).
- 4.14. **Operating Procedures** means the Gavi Board and Board Committee Operating Procedures as amended from time to time.
  
- 4.15. **Policy** means this Conflicts of Interest Policy for Governance Bodies, as amended from time to time by the Board.

- 4.16. **Representative Member** means a member of the Board (or any Standing Board Committee or Advisory Body) who represents Gavi partner institutions and stakeholders.
- 4.17. **Statutes** means the Statutes of Gavi, as they be amended from time to time.

## 5. General Rules

- 5.1. This Policy and the Guidance and Procedures provide direction on how Interests and Conflicts of Interest should be managed. It is each Member's responsibility to disclose all Interests, as set out in 6.2 and 6.3 below, including cases or situations not described in the Policy and Guidance and Procedures.
- 5.2. Members are expected to bring their experience, and for Representative Members their affiliations, to bear for the benefit of Gavi. This is without prejudice to Article 15 of the Statutes, which indicates that "[w]hen discharging their duties, Board Members (or Alternate Board Members, as applicable) are not required to take decisions that conflict with the constitution, regulations, rules and policies of the Eligible Organisation or Eligible Constituency (as defined in the Operating Procedures) providing that member of the Board or Alternate Board Member as applicable."
- 5.3. Members must ensure that in participating in Gavi's governance decision-making processes, their activities and other duties do not conflict with their responsibilities to Gavi to the extent practicable, and use good judgment to avoid Conflicts of Interest or even the appearance of a Conflict of Interest.
- 5.4. Members must not allow themselves to obtain any advantage through their position or role with Gavi.
- 5.5. Members involved in decision-making processes on behalf of Gavi must take appropriate action to ensure disclosure of Interests and Conflicts of Interest, and take the necessary action in respect thereof.
- 5.6. A Board Member who previously had an Organisational Interest relationship with an organisation also represented at the Board (different to their current affiliation), that would create a perceived Conflict of Interest, will be considered to have an Organisational Interest in the original organisation for 12 months counted since the cessation of the relationship with that organisation, in any matters that might create any kind of Conflict of Interest.
- 5.7. Board Members and Alternate Board Members representing implementing country governments are subject to this Policy, except that they shall be entitled to participate fully in discussions and to vote on decisions, unless the Board is considering a decision specifically on programmes in the country of the Representative Board Member. In such cases, the constituency may be represented by the Alternate Board Member.

## 6. Duty to disclose

- 6.1. Members must disclose all Interests and/or Conflict of Interests, as defined in 3.2 and 3.1 above, including those of Family Members, in entities that do business with, and/or receive funding from Gavi.
- 6.2. The duty to disclose in 6.1 above is a continuing obligation. This means that Members are obliged to disclose any Interests and/or Conflict of Interest, whenever the Member comes to know the relevant matter.
- 6.3. Disclosure must take place upon the Member joining Gavi, and shall be submitted annually at the beginning of every calendar year, and whenever an Interest and/or Conflict of Interest arises that has not already been disclosed in the aforementioned manner.
- 6.4. IRC Members are exempted only from annual disclosure, but they are required to complete a Declaration Form prior to any IRC meeting and are subject to all other provisions set out in this Policy.

- 6.5. The procedure for determining and disclosing Interests and/or Conflict of Interest is set out in the Guidance and Procedures.
- 6.6. Members, with the exception of IRC Members, may consult with the Board Secretary in case of doubt as to whether Interests and/or Conflict of Interest arises in a particular situation.
- 6.7. IRC Members may consult with their Gavi focal point, in case of doubt as to whether Interests and Conflict of Interest arises in a particular situation and where appropriate with the Director, Legal.

## **7. Management of Conflict of Interest and/or Interests**

- 7.1. The Guidance and Procedures provide how a Conflict of Interest and/or Interests will be managed.

## **8. Register of Conflicts of Interest**

- 8.1. A register of Interests and Conflicts of Interest will be maintained by the Secretariat.
- 8.2. A schedule of applicable declarations of Interests will be tabled at each meeting of the Board, Standing Board Committee, any Advisory Body and IRC.

## **9. Failure to disclose**

- 9.1. Members who have not made a disclosure when required, are expected to explain their reasons for not doing so to the Board Secretary, and if the Board Secretary requires it, to the Board Chair.
- 9.2. Members who breach this Policy could be subject to, depending on the severity of the breach, the removal process enshrined in Section 5 of the Operating Procedures.
- 9.3. Failure to disclose Interests and/or Conflicts of Interest by a Representative Member could be addressed in consultation with the organisation providing that Member.

## **10. Special Advisers**

- 10.1. From time to time, Gavi provides the Board Chair and Board Vice Chair, and certain other Members with special adviser support to aid them in their roles as Members of Gavi.
- 10.2. Members receiving this support must acknowledge annually in their Declaration Form that special advisers only support activities in furtherance of the Member's service on the Board.

## **11. Effective date and review of policy**

- 11.1. This Policy comes into effect as of 17 December 2020.
- 11.2. This Policy will be reviewed by the Governance Committee on an annual basis. Any amendments to this Policy are subject to Board approval.
- 11.3. Any amendments to the Guidance and Procedures are subject to the review and approval of the Governance Committee.