

SUBJECT: GOVERNANCE COMMITTEE CHAIR REPORT

Category: For Information

Section A: Introduction

- This report provides the Board with an overview of the activities of the Governance Committee (GC) since the December 2020 Board meeting.
- The GC met virtually on 11 February 2021, 16 March 2021 and 12 May 2021.
- In addition to some routine business such as Board and Committee nominations and the recruitment of Unaffiliated Board members, Committee discussions focused on work in relation to (i) the Governance Risk Matrix; (ii) Best Practice Guidelines for Virtual Meetings for the Gavi Board and its Committees; (iii) the EAC Chair Recruitment process; and (vi) the Governance Subcommittee for High-Level HR Issues.
- In addition, a number of nominations for Board and Committee members submitted electronically to the Governance Committee for consideration have already been circulated to the Board for no-objection consent and were approved on 10 February 2021, 16 March 2021 and 28 May 2021.
- The GC will meet on 17 June 2021 and it is expected that further recommendations will be put forward to the Board on the consent agenda at its June meeting in relation to Board and Committee appointments and Committee Chair appointments.
- The GC Chair report is attached in the form of a presentation as Annex A.

Annexes

Annex A: Governance Committee Chair report

Annex B: Best Practice Guidelines for Virtual Meetings for the Gavi Board and its Committees

GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

Sarah Goulding

23-24 June 2021, Virtual Meeting



Routine (Recurring) Work

- **Board and Committee nominations**
- **Recruitment of Unaffiliated Board members** (*GC Subcommittee*)
- **Monitoring of application of Guiding Principles on Gender for Board and Committee nominations**

Substantive Work – Governance Risk Matrix

- At its meetings in November and December 2020, the Governance Committee had an opportunity to consider a proposed governance risk matrix and agreed that a more complete matrix should be considered, with input from the Head of Risk.
- This was presented to the Committee at its meeting on 11 February 2021 and an updated document comprising input from the Committee was presented to the Governance Committee at its meeting on 16 March 2021 for further discussion.
- Committee members appreciated the work done to articulate the governance risks and mitigation and noted that the risk matrix will be included as a standing item under the Chair's report for all Committee meetings going forward.

Substantive Work – Best Practice Guidelines for Virtual Meetings of Gavi Board and Committees

- At its meeting on 11 February 2021, the Governance Committee had a preliminary discussion on ideas to ensure that the Gavi Board and its Committees provide effective governance as we continue to work in a virtual environment.
 - Governance Committee members discussed this further at their meeting on 16 March 2021 and a guidance document (Annex B) was subsequently finalised and shared with the All Chairs Group and the Secretariat to ensure alignment on expectations going forward.
 - In the course of the discussions, it was highlighted that it will be important to ensure that there is clear accountability of Board Members to their role as Board Members and to the interests of the organisation and that it will be important to ensure that there is a right balance between COVAX work and work on Gavi's core mission.
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Substantive Work – Governance Subcommittee for High-Level HR Issues

- A meeting of the Governance Committee was convened on 12 May 2021 to review and approve the Terms of Reference and composition of the Governance Subcommittee for High Level HR Issues.
- The Subcommittee subsequently met on 26 May 2021 and 9 June 2021 to consider a matter which will be discussed by the Governance Committee at its meeting on 17 June 2021.

Recommendations to the Board

11 February

- Board appointments (*Approved by Board by no-objection consent*)
- Terms of Reference of COVAX AMC Engagement Group (*Approved by Board at 22 March 2021 meeting*)

17 June [included on consent agenda for June Board meeting]

- Board and Committee appointments (*Consent Agenda*)
- Committee Chair appointments (*Consent Agenda*)

Thank you





Best Practice Guidelines for Virtual Meetings of Gavi Board and Committees

May 2021

Before Meetings

- Governance calendar¹, including COVAX meetings, to be made available for the calendar year and updated regularly as appropriate
- Use all appropriate **communication channels** to ensure Board members are well briefed on current developments at Gavi, for example:
 - Increasing the frequency of operational updates by email to Board from CEO and leadership team members and scheduling information briefing sessions in advance of Board meetings on key items (e.g. risk, strategy) to support Board discussion
 - Open invitation to Board community to join Gavi Secretariat and Global Health Campus technical briefings on key issues and developments
 - Sharing non-confidential COVAX governing body meeting materials and minutes with Board members
- **Formal meeting processes to be followed**, including notice period for papers and meetings
- Use Board workplan to **ensure items for discussion go through Committees** before discussions at the Board **where they should not be reopened**; ensure right balance between COVAX work and work on Gavi's core mission
- Shorter but more frequent meetings
- Sequencing items in each meeting to enable the most productive conversation at the earliest point in the meeting
- **Shorter papers** which are clear on what is being asked of Board/Committee; ensure in particular that the decision language is clear
- Use **BoardEffect** to post any pre-prepared statements and questions ahead of the meetings, so all Board members and Secretariat can see ahead of formal meetings

During Meetings

- **Short presentations setting out topics for discussion** v. detailed presentations repeating content of papers
- Active chairing to encourage **discussion** and **debate** as opposed to an overabundance of statement reading and ensuring voice of implementing countries heard as early and possible in Board and Committee discussions
- Board and Committee members need to be held to account – encourage **short, sharp interventions**, with minimal repetition of previous points made
- Include space for less structured discussion/informal deep dives

¹ Available on BoardEffect (as pdf document and as individual event which can be synchronised to personal calendars) for Board and Committee members and on the Governance Intranet for Gavi Secretariat

- Include break-out sessions/One-to-ones
- Clear meeting etiquette – mute, video, chat etc.
- Consider ways to use the chat function in meetings, in ways that don't compromise participation from colleagues who connect via phone
- "Breaks matter" – allow time for social interaction

After Meetings

- Ensure that requests arising from Board/Committee members during meetings are followed up on by the Secretariat and/or Partners as appropriate between meetings and that issues raised by constituencies either through *BoardEffect* or during meetings are addressed as appropriate. This could be done through minutes, action sheets and workplans as appropriate under the guidance of the relevant Chair.

Informal Meetings/Sessions

- No formal agenda or papers
Purpose of session will be shared in the communication to the Board/Committee about the session
- No formal presentations will be made *(on a case-by-case basis some slides may be presented to help frame the discussions)*
- No quorum requirement
If low number of participants, Chair will decide on whether or not to proceed with session
- Interpretation will not be provided
- Chair will guide discussions
- No decisions
- No formal record (minutes) of the discussions