
Subject	Governance Committee Chair Report
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Category	For Information
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Section A: Introduction

- This report provides the Board with an overview of the activities of the Governance Committee (GC) since the Committee Chair last reported to the Board in December 2022.
- The GC met virtually on 9 February 2023, met in person on 29 March 2023 and will meet again virtually on 22 June 2023.
- In addition to some business such as Board and Committee nominations, the recruitment of Unaffiliated Board Members and the governance risk matrix, Committee discussions focused on work in relation to (i) the CEO recruitment process, appointment and transition; (ii) the Board and Committee Evaluation; (iii) updates on Operational Excellence and Human Resources; (iv) updates to the Board Travel and Delegation of Authority policies; and (v) guidelines for the dissemination of Board and Committee materials and draft confidentiality undertaking for Board and Committee Members.
- At its meeting on 22 June 2023 the Governance Committee will discuss the nomination process for a Vice Chair to succeed Sarah Goulding who comes to the end of her second term on 31 December 2023.
- The GC Chair report is attached in the form of a presentation as Annex A.

Annexes

Annex A: Governance Committee Chair report

GOVERNANCE COMMITTEE CHAIR REPORT

BOARD MEETING

Sarah Goulding

26-27 June 2023, Geneva, Switzerland

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
- Monitoring of Governance Risk Matrix

CEO Recruitment Process and CEO Transition

- At their meetings on 5 December and 6 December 2022 respectively, the Governance Committee and Board (in closed session) were informed that the recruitment process remained on track for completion in line with the agreed timeline.
- Three candidates were interviewed in London on 24 and 25 January 2023. In addition to the Search Committee, the Board Chair invited three further Board Members to join the interview panel, namely Minister Kwaku Agyeman-Manu, Teresa Ressel and John Arne Røttingen.
- The Search Committee convened on 9 February 2023, immediately preceding the scheduled Governance Committee and unanimously agreed to recommend that Dr Muhammad Pate be appointed as Gavi CEO from 3 August 2023. This recommendation was unanimously endorsed by the Governance Committee and approved by the Board on 13 February 2023.
- At its meeting on 29 March 2023, the Governance Committee received an update from the Secretariat on the ongoing transition planning, and will receive a further update at its meeting on 22 June 2023.

Board and Committee Evaluation

- At its meeting on 9 February 2023, the Governance Committee agreed to commission an externally facilitated Board and Committee evaluation. The Chair, Teresa Ressel and Deena Shiff agreed to oversee the RfQ (Request for Quotations) process to select the appropriate firm.
- After reviewing the bids received and agreeing to meet with representatives of one firm, the panel unanimously agreed to engage this firm for the Board and Committee evaluation. Before a final decision was made, the Board Chair met with the firm on 17 March 2023 and endorsed the views of the panel.
- Following the conclusion of the contractual arrangements with Nestor Advisors Ltd., representatives of the firm presented the work their workplan to the Governance Committee on 29 March 2023.
- The Board and Committee evaluation formally launched at the governance session of the Board Retreat on 31 March 2023 and it is expected that the final report will be submitted in July/August 2023.
- The Governance Committee, at its meeting on 22 June 2023, will be receiving a preliminary report from Nestor Advisors and representatives of the firm will be attending the 26-27 June 2023 Board meeting as observers.

Dissemination of Board and Committee materials and proposed Confidentiality Undertaking

- Following a number of leaks related to materials for Gavi Board and Committee meetings in 2021 and 2022, the Board Chair instructed the Secretariat to conduct a survey to understand how official Board documents and communications are distributed within constituencies.
- At its meeting on 9 February 2023, the Governance Committee reviewed the results of the survey and agreed that it would be useful to benchmark with comparator organisations.
- At its meeting on 29 March 2023, the Governance Committee noted the results of the benchmarking exercise and draft guidelines were shared in May 2023. The final draft will be presented to the Committee for endorsement at its meeting on 22 June 2023.
- The Governance Committee will also be asked to provide preliminary input to a draft confidentiality undertaking, proposed to be signed by all Board and Committee Members on an annual basis.

Recommendations to the Board

9 February

- CEO Appointment (*Approved by Board at extraordinary meeting on 13 February 2023*)
- Board and Committee appointments (*Approved by Board by no-objection consent*)

22 June – *to be considered for inclusion on Consent Agenda for December Board meeting*

- Board and Committee appointments
- Amendments to Board Travel Policy and Delegation of Authority Policy
- Request for waiver to Independent Review Committee Terms of Reference

Thank you