



GAVI Alliance Governance Committee Meeting

10 April 2012
Teleconference

FINAL MINUTES

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 17.00 Geneva time on 10 April 2012. Geeta Rao Gupta, Governance Committee Chair, chaired the meeting.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 1 in the Committee pack).

2. Nominations

- 2.1 Kevin A. Klock, Head of Governance and Assistant Secretary, tabled nominations for seats on the Board and the Programme and Policy Committee (Doc 2). After Ronald Brus stepped down as CEO of Crucell, he decided he would step down from the GAVI Board as well. This triggered the industrialised country vaccine industry's nominations process, and resulted in the recommendation of Johan Van Hoof, new Managing Director of Crucell. Also, the constituency decided to replace its PPC member, but determined it would still be represented by a senior employee of Novartis.
- 2.2 George W. Welde, Jr, Chair of the Recruitment Subcommittee, commented on the identification of the unaffiliated Board member candidates, reviewing the search process for persons with the right skills and attributes. Several excellent candidates had emerged some time ago but both the Subcommittee and the candidates felt it was appropriate to ensure that the CEO was in place prior to moving nominations forward. George Welde noted that Her Royal Highness Princess Cristina is well known to the Board and a public champion of GAVI. Maria Freire has a strong background in vaccines, a characteristic previously missing among the unaffiliated Board members. Yifei Li is a very accomplished businessperson and can help open relationships in the Far East.

- 2.3 Seth Berkley, CEO, reported his support of the candidates, expressing his agreement with the Governance Committee's efforts to diversify the Board in terms of experience, circles of influence, gender, and nationality.

Discussion

- The Chair commended the Subcommittee, particularly given that appointment of the Board member candidates would result in full compliance with the Gender Policy Guidelines on Board Gender Balance.
- The Chair confirmed that none of the candidates were being considered for membership on the Executive Committee at this meeting.
- George Wellde confirmed that though the Subcommittee did not request that recommended candidates confirm they will serve the full three-year term, he was confident that was their intention.

Decision One

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following persons:
 - **Her Royal Highness the Infanta Cristina of Spain** as an Unaffiliated Board Member effective immediately and until 31 July 2015.
 - **Maria C. Freire** as an Unaffiliated Board Member effective immediately and until 31 July 2015.
 - **Yifei Li** as an Unaffiliated Board Member effective immediately and until 31 July 2015.
 - **Johan Van Hoof** as Board Member representing the industrialised country vaccine industry in the seat formerly occupied by Ronald Brus effective immediately and until 31 July 2014.

Olga Popova recused herself from discussion and voting on Johan Van Hoof's nomination given she is the Alternate Board Member for that constituency.

Decision Two

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint Stefano Malvolti as a member of the Programme and Policy Committee in the seat currently occupied by Klaus Stohr effective immediately and until the committees are refreshed for the 2013 year.

Olga Popova recused herself from discussion and voting on Stefano Malvolti's nomination given she is the Alternate Board Member for that constituency.

3. Any other business

- 3.1 The Chair requested that the GAVI Alliance Secretariat Governance team begin to compile each of the Eligible Organisation and Eligible Constituency recruitment processes in one place. It was reiterated that this was not an effort to standardise processes, but to increase the transparency of GAVI Alliance Board member nomination procedures across the Alliance and to give the Committee a better understanding of these.

After determining there was no further business, the meeting was brought to a close.

Mr Kevin A Klock
Assistant Secretary

Attachment A

Participants

Committee Members

- Geeta Rao Gupta, Chair
- Nicholas Alipui
- Jenny Da Rin
- Alan Hinman
- Siv Catherine Moe
- Olga Popova
- George W. Wellde, Jr.
- Seth Berkley (non-voting)

Regrets

- Dwight Bush
- José Luis Solano

Secretariat

- Helen Evans
- Kevin A. Klock