



GAVI Alliance Governance Committee Meeting

10 June 2013

Geneva, Switzerland

FINAL MINUTES

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.50 Geneva time on 10 June 2013. Geeta Rao Gupta, Governance Committee Chair, chaired the meeting.
- 1.2 The Chair started the meeting by complimenting the Committee members on the quality of their work and commitment. She announced that Olga Popova, member of the Governance Committee and Board alternate to the vaccine industry constituency, had given birth to a healthy baby girl. The Chair referred to the departures from the Board, and thus from the Governance Committee, of Alan Hinman and Simon Bland and thanked them for their contribution to the Committee.
- 1.3 The Chair acknowledged that Kevin A. Klock, Head of Governance and Assistant Secretary, is a great support to the Committee and during his absence, Debbie Adams, Managing Director, Law and Governance and Secretary to the Board, will be supported by Alexandra Laheurte Sloyka, from the Governance team.
- 1.4 Standing declarations of interest were tabled to the Committee (Doc 1a in the Committee pack). The Committee also reviewed the minutes of its meeting on 7 May 2013 (Doc 1b).
- 1.5 The Committee reviewed its action sheet (Doc 1c). The Chair noted the effort of the Secretariat to 'go green' as papers sent electronically to the Board and Committee meeting participants are now available on USB sticks rather than in printed binders.
- 1.6 Finally, the Committee reviewed its forward workplan (Doc 1d) and the Chair asked that two changes be made to it in light of decisions taken at the Committee's previous meeting.

Decision One

The GAVI Alliance Governance Committee:

- **Approved** the minutes of its meeting on 7 May 2013.

2. Board and Committee nominations

- 2.1 The Chair tabled additional nominations for Board and committee membership received after the last Governance Committee meeting (Doc 2). She also presented the nomination she received for the Programme and Policy Committee (PPC) Chair seat.
- 2.2 The Chair provided details on the nomination processes and highlighted the strong consultation within constituencies of the developing countries Europe and the Americas and the Vaccine industry – Developing countries for their respective nominations for the Board Alternate seats.

Discussion

- The Governance Committee noted that the Board member nominated for the PPC Chair seat was nominated by the Board Chair. The Committee members endorsed the nominated candidate however, they expressed their regret that only one nomination was being considered. The Governance Committee members noted that the Committee Chair would talk to the nominee as a courtesy, to ensure that he was comfortable before the recommendation was presented to the Board. It was noted that the nominee will be appointed for 6 months until the Committee composition is refreshed at the next Board meeting in November 2013. The Governance Committee noted that the nominee's term could be extended by 2 years if the proposed amendments to the By-Laws, recommended by the Governance Committee to the Board, are approved.
- The Governance Committee discussed succession planning and emphasised the need to ensure continued knowledge and efficiency both at Board and on the Committees. The Secretary indicated that a high number of Board members and Board alternates rotate off the Board each year and the Governance Committee noted that the end of terms of all the current Board members can be found in the Board Member Reference book. The Committee noted that the number of rotations is generally lower for independent Board members than for constituency representatives.
- At the request of the Chair, the Secretary provided an update to the Committee on the on-going recruitment process of Independent Board members. A list of candidates has been compiled and the Chair expressed her intention to agree the final nominations with the Governance Committee meeting in November.

Decision Two

The GAVI Alliance Governance Committee:

- **Recommended** that the Board appoint the following Board members:
 - **Jenny Da Rin** as Board Member representing the Australia, Japan, Korea and the United States of America donor constituency in the seat currently held by Robert Clay effective 1 July 2013 until 30 June 2015.
 - **Donal Brown** as Board Member representing the United Kingdom, Canada and Ireland donor constituency in the seat currently held by Simon Bland effective 1 July 2013 until 1 July 2016.
- **Recommended** that the Board appoint the following Alternate Board members:
 - **Robert Clay** as Alternate Board Member to Jenny Da Rin representing the Australia, Japan, Korea and the United States of America donor constituency in the seat currently held by Jenny Da Rin effective 1 July 2013 until 30 June 2015.
 - **María del Socorro Interiano Portillo** of Honduras as Alternate Board Member to Andrei Usatii of Moldova representing the developing country constituency in the seat currently held by Nila Heredia effective 1 July 2013 until 31 December 2015.
 - **Fuad Juliman** as Alternate Board Member to Mahima Datla representing the developing country vaccine industry in the seat currently held by Suresh Jadhav effective 1 July 2013 until 31 July 2014.
- **Recommended** that the Board appoint the following person as member of the Governance Committee:
 - **Donal Brown** in the seat currently held by Simon Bland effective 1 July 2013 until the Committee is refreshed.
- **Recommended** that the Board appoint the following person as Chair of the Programme and Policy Committee:
 - **Richard Sezibera** in the seat currently held by Gustavo Gonzalez-Canali effective 1 July 2013 until the Committee is refreshed.

Governance Committee members whose constituencies were up for committee appointments recused themselves from discussion and voting on those nominations.

3. Board and Committee self-assessment for 2014

- 3.1 The Governance Committee had agreed at its meeting in May 2013 to discuss at this meeting the requirements to initiate the next Board and Committee self-

assessment for 2014 which should include a section to determine whether the Board considered that GAVI Alliance's governance structure was fit for purpose post-2015.

- 3.2 The Chair provided some reflections on the self-assessment process and the next steps.

Discussion

- The Secretary outlined the intention to use the same questionnaire as used for the last self-assessment to provide a comparison baseline, with the exception of a few additional items reflecting new challenges which may arise as a result of the GAVI Alliance's Strategy revision. The Governance Committee agreed to hold an ad hoc Governance meeting before the Executive Committee meeting in September to consider the survey questionnaire, proposed number of interviewees and so forth. The final steps of the process will be discussed by the Committee at its meeting on 4 November.
- The Chair reminded the Governance Committee members that at the Board Retreat on 21-22 March in Barcelona, the question was raised as to what is the best way to make this complicated Board efficient and how we should look ahead to ensure that the governance structure is suited for the vision of GAVI going forward. Seth Berkley, the GAVI Alliance CEO, added that these questions are critical, especially with potential new donors wanting to be engaged in the governance of the organisation, and he commented that the Board structure needs to be more flexible.
- The Governance Committee agreed that at its next meeting there would be a single agenda item focussing on the development of the self-assessment. Naina Dhingra, McKinsey & Company, will be asked to give a presentation to the Committee to discuss the process. It was also agreed that graduating countries and potential donors could be part of the process.

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

Ms Debbie Adams
Secretary to the Board

Attachment A

Participants

Committee Members

- Geeta Rao Gupta, Chair
- Nicholas Alipui
- Simon Bland
- Dwight Bush
- Maria C. Freire
- Alan Hinman
- José Luis Solano
- Samba O. Sow
- Seth Berkley (non-voting)

Regrets

- Olga Popova
- George W. Wellde, Jr.

Secretariat

- Debbie Adams
- Helen Evans
- Alexandra Laheurte Sloyka

Guest

- Gian Gandhi, Senior Adviser to the Board Vice Chair