

## Gavi Alliance Governance Committee Meeting

13 June 2017

Intercontinental Hotel, Geneva, Switzerland

### 1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 11.15 local time on 4 April 2017. Dr Flavia Bustreo, Board Vice Chair and Committee Chair, chaired the meeting for Items 1 and 2 and as she then had to leave the meeting Governance Committee members agreed that Gunilla Carlsson chair the remainder of the meeting.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 1.3 The Committee noted the minutes of its meeting on 4 April 2017 (Doc 01b), which had been approved by no-objection on Friday 26 May 2017.
- 1.4 The Committee reviewed its action sheet (Doc 01c) and forward workplan (Doc 01d).

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### 2. Board Leadership

*Discussions in relation to this item being of a confidential nature, they will be recorded separately in a note for voting members of the Governance Committee only.*

#### **Decision One**

The Gavi Alliance Governance Committee recommended to the Gavi Alliance Board that it:

- a) **Reappoint** Gunilla Carlsson as an Unaffiliated Board member effective 1 January 2018 and until 31 December 2020; and
- b) **Appoint** Gunilla Carlsson as Vice Chair of the Board with individual signatory authority effective 1 July 2017 and until 31 December 2018.

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### **3. Board and Committee nominations**

- 3.1 Philip Armstrong, Director, Governance and Secretary to the Board, reviewed the nomination received for Committee membership (Doc 03).

#### *Discussion*

- As outlined in the the report for the meeting, Governance Committee members noted that the nomination received from the World Bank for the Programme and Policy Committee (PPC) proposed to replace the incumbent, who is the Alternate Board Member, with a Committee Delegate. Should this nomination be accepted by the Governance Committee and subsequently approved by the Board, the PPC would no longer be compliant with its Charter (current and new Doc 04 Annex E), which stipulates that the Committee should comprise a majority of Board Members and Alternate Board Members.
- Governance Committee noted that when the World Bank had been alerted to this they had indicated that it is their intention to propose that the PPC nominee take up their Alternate Board seat as of 1 January 2018. With this in mind they proposed that he either be able to already take up the seat on the PPC, pending his nomination to the Board at the end of the year, or that the incumbent remain both on the PPC and the Board until the end of the year, thus ensuring compliance with the PPC Charter.
- Governance Committee members expressed a preference for the latter, also noting that when consulted on this matter, Dr Richard Sezibera, PPC Chair, had indicated his preference for the incumbent remaining on the Committee until the end of the year.
- In relation to the information that the PPC nominee would be the World Bank nominee for the Alternate Board Member seat going forward, Governance Committee members noted that this also raised the issue of gender balance as it would appear to be their intention to replace a female Alternate Board Member with a male Alternate Board member, noting also that the Board Member seat for the organisation is already allocated to a male.
- The Secretariat indicated that as all Committees are due to be refreshed at the end of the year, an invitation to submit nominations will be issued shortly and special emphasis will be put on reminding organisations and constituencies that when considering nominations they must keep the gender policy in mind and at which time the issue of the PPC World Bank seat would be considered as to whether this should be a concern or not.
- In this context, Governance Committee members agreed that going forward it would be useful for them to have a discussion on the different criteria for Board and Committee membership and whether or not some should be weighted more heavily than others.

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#### **4. Review of Committee Charters**

- 4.1 Philip Armstrong, Director, Governance and Secretary to the Board, referred to the information in Doc 04, highlighting that during their April 2017 meeting, Governance Committee members had already had the opportunity to review and discuss all of the new, updated and revised Terms of Reference and/or Committee Charters, with the exception of the PPC Charter, which was to be discussed first by the PPC members themselves during their meeting on 11-12 May 2017.
- 4.2 The proposed reforms to the Board's Committee structures was also shared with the Board at its Retreat in Evian, France on 6 April 2017 immediately following the Governance Committee meeting on 4 April 2017.

#### *Discussion*

- Participants noted that it appeared to them from the updated and revised PPC Charter presented to them for consideration, that there was little appetite amongst PPC members to 'refocus' the PPC in line with the recommendation of the 2016 Board and Committee self-evaluation.
- Governance Committee members noted that this is likely also symptomatic of a larger governance problem, in that the Gavi donor base is expanding and the PPC would appear to be the Board Committee where donors seem to feel they can ensure that they are fully represented through the governance structures. Concerns were raised about whether this might potentially create challenges as the donor base widens further and it was agreed that it would be worth exploring this again.
- Some members of the Governance Committee expressed concerns that not all members of the PPC had understood what was expected of them in terms of the outcomes of the Board and Committee self-evaluation and that this was reflected through the fact that the proposed revisions of the Charter are minimal and as such a rejection of the proposal to reform the PPC.
- Governance Committee members agreed therefore that they would recommend the updated and revised PPC Charter to the Board for approval at this time, but that this should be considered a stepping stone for further work which the Governance Committee members themselves should take the lead in progressing further.
- Governance Committee noted that with a cap of 20 members on the PPC based on the current composition there still remains an issue in relation to the fact that it will not be possible for all five of the donor groups or the developing country groups to be represented. In this context, donor representatives present at this meeting confirmed that in the context of the self-organising principle foreseen in Gavi's Statutes and By-Laws, it would be up to the constituency itself to ensure that this issue is appropriately addressed.

## **Decision Two**

The Gavi Alliance Governance Committee recommended to the Gavi Alliance Board that it:

- a) **Note** the steps and actions taken to elevate Board discussions as set out in Annex B to Doc 04;
- b) **Approve** the establishment of the All Chairs Group under the provisions of Article 20 of the Statutes as read with Article 5 of the By-Laws and the accompanying terms of reference set out in Annex C to Doc 04, effective immediately;
- c) **Note and Approve** that the Executive Committee shall be retired on 31 August 2017 with consequential amendments to the Statutes and By-Laws as more fully set out in Annex B to Doc 05;
- d) **Approve** the establishment of the Market-Sensitive Decisions Committee under the provisions of Article 19 of the Statutes as read with Article 4 of the By-Laws and the accompanying Charter set out in Annex D to Doc 04, effective from 1 September 2017;
- e) **Approve** the revised and updated Charter for the Programme and Policy Committee set out in Annex E to Doc 04, effective from 1 January 2018; and
- f) **Approve** the revised and updated Charter for the Governance Committee set out in Annex F to Doc 04, effective from 1 January 2018.

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## **5. Review of Statutes and By-Laws**

- 5.1 Philip Armstrong, Director, Governance and Secretary to the Board, referred to the proposed amendments to Gavi's Statutes and By-Laws (Doc 05), comprising essentially changes relating to the implementation of the recommendations of the Board and Committee self-evaluation, namely removal of the Executive Committee, use of electronic voting between Board and Committee meetings and extending no-objection provisions to include Board and Committee nominations (with the exception of the Board Chair, Board Vice Chair and Committee Chairs).

### *Discussion*

- Governance Committee members noted that the proposed amendments were in line with the recommendations of the Board and Committee self-evaluation.

### **Decision Three**

The Gavi Alliance Governance Committee recommended to the Gavi Alliance Board that it:

**Approve** the amendments to the Statutes and By-Laws of the Gavi Alliance as set out in Annex B to Doc 05.

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#### **6. Reflections on Board and Committee Self-Evaluation – 2016 and Future**

*Due to time constraints, Governance Committee members did not discuss this item in detail but agreed that it would be too soon to carry out a further Board and Committee self-evaluation already in 2018.*

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#### **7. Guidelines for Developing Country constituency nomination process**

*Due to time constraints, Governance Committee members agreed to defer this item to a later date.*

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#### **8. Review of Conflicts of Interest and Ethics Policies**

*Due to time constraints, Governance Committee members agreed to defer this item to a later date.*

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#### **9. Review of decisions**

- 9.1 Philip Armstrong reviewed and agreed the language of the decisions with the Committee.

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#### **10. Any other business**

- 10.1 A member of the Governance Committee requested clarification in relation to the status of the Alternate Board Member from the Research & Technical Health Institutes (R&THI) constituency, who is also a member of the PPC. The Secretariat noted that based on the information at their disposal, he now works almost full time for one of the pharmaceutical companies which is part of the IFPMA constituency.
- 10.2 Based on this information, Governance Committee members indicated that as there would be a clear conflict of interest should he remain on the Board and PPC, in particular in light of the fact that the incoming Board and Alternate Board

Members for the IFPMA constituency will be representing the company for which he now works, and it would no longer appropriate that he remain on the Board or the PPC. The Secretariat will inform him accordingly and the R&THI constituency subsequently invited to submit a new nomination.

- 10.3 Governance Committee members also briefly discussed the recent change in status of the Board Member from the R&THI constituency and agreed that while there is no immediate or apparent conflict of interest from available information should he remain on the Board, when taking part in Board and Board Committee discussions it must be clear that he speaks only on behalf of the R&THI constituency.
- 10.4 After determining there was no further business, the meeting was brought to a close.

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Mr Philip Armstrong  
Secretary to the Board

## **Attachment A: Participants**

### **Committee Members**

- Flavia Bustreo, Chair (Agenda Items 1 and 2)
- Gunilla Carlsson
- Orin Levine
- Reina Buijs
- Daniel Graymore
- Blair Exell
- Lyn Morgan
- Naveen Thacker
- Seth Berkley (non-voting) (From Agenda Item 3 onwards)

### **Guests**

- Ngozi Okonjo-Iweala, Board chair
- Amy Baker, Committee member elect (Agenda Items 1 and 2)

### **Regrets**

- Samba O. Sow

### **Secretariat**

- Philip Armstrong
- Joanne Goetz (From Agenda Item 3 onwards)

### **Observers**

- Lidija Kamara, Special Adviser to Board Vice Chair (Agenda Items 1 and 2)