



GAVI Alliance Governance Committee Meeting

15 November 2011

Dhaka, Bangladesh

FINAL MINUTES

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 15.35 Dhaka time on 15 November 2011. Dagfinn Høybråten, Governance Committee Chair, chaired the meeting.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc #1a in the Committee pack). In addition, Rajeev Venkayya reported that he had accepted a senior position in Takeda Pharmaceuticals and would have an interest in any matter involving that company, though he was unaware of any current financial relationship between GAVI and Takeda.
- 1.3 The Committee reviewed the minutes of its meeting on 5 October 2011.

Decision One

The GAVI Alliance Governance Committee:

- **Approved** the minutes of its meeting on 5 October 2011.

2. Committee leadership structure

- 2.1 Stemming from the Committee's discussion in July 2011, the Chair proposed additional changes to GAVI's governing documents with regard to the leadership of the Executive and Governance Committees. (Doc #2) The proposal would effectively swap the leadership of those committees so that the Chair of the Board would lead the Executive Committee and the Board Vice Chair would lead the Governance Committee. This recommendation is based on the understanding that the Executive Committee is responsible for making critical and time sensitive decisions in between Board meetings, and its mandate to make recommendations to the Board on GAVI's strategy and business plan and therefore the Chair of the Board should Chair the Committee making these decisions.

Discussion

- The Committee discussed whether this change would work for future Board chairs that may not have the time to also lead the Executive Committee. It was agreed that the proposal sufficiently addressed this contingency since the Board Vice Chair would automatically serve as Vice Chair of the Executive Committee and assume the role of Chair of the Executive Committee in the absence of the Board Chair.
- The Governance Committee also discussed the size of the Executive Committee, noting that the proposal would expand the number of voting members to 11. The Governance Committee was comfortable forwarding the proposal to the Board as written with the understanding that the principal advantage of maintaining an Executive Committee is its ability to respond quickly to important matters whereas the Board only meets twice a year.

Decision Two

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it amend the By-Laws as follows:

Amend Article 3.1.1 in its entirety to read as follows:

The Executive Committee shall consist of:

- The Board Chair, who shall be a voting member of the Executive Committee subject to Article 2.6.5
- The Board Vice Chair, who shall be a voting member of the Executive Committee subject to Article 2.6.5
- Up to nine additional Board Members (or Alternate Board Members), who shall each be a voting member of the Executive Committee
- The CEO, who shall serve as an ex-officio, non-voting member of the Executive Committee.

Add Article 3.1.5:

The Board Chair shall serve as Chair of the Executive Committee. The Board Vice Chair shall serve as Vice Chair of the Executive Committee.

Should the Board Chair be absent from any meeting of the Executive Committee, the Board Vice Chair shall exceptionally serve as Chair of the Executive Committee during that meeting.

However, the Board Chair may delegate to the Board Vice Chair the authority to serve as Chair of the Executive Committee on an ongoing basis. If so delegated:

- The Board Vice Chair will serve as Chair of the Executive Committee at the pleasure of the Board Chair.

- The Board Chair will not serve on the Executive Committee and his/her seat and vote may not be transferred.
- The Board Chair may rescind the delegation at any time and retake his/her seat and vote.

3. Nominations

- 3.1 The Committee considered nominations for (1) Vice Chair of the Board, and (2) Board Members (and alternates), committee chairs, and members.

The Vice Chair of the Board

- 3.2 During this discussion, Geeta Rao Gupta left the room.
- 3.3 The Chair outlined the consultation process that he had led to identify and vet candidates for Vice Chair of the Board. (Doc #3) He said that Geeta Rao Gupta's candidacy had been forwarded by several Board members and that her long experience in global health, gender issues, and civil society are assets to GAVI. He also commented that leadership from a senior official of a multilateral development partner would be beneficial.

Discussion

- The Committee unanimously praised Dr Rao Gupta's individual qualities for the post.
- The Committee also sought clarity on how a Board member's organisational interests in matters involving his/her home institutions would be addressed and how that could affect his/her tenure as Chair or Vice Chair. It was noted that, except for Unaffiliated Board Members, all Board Members had "organisational interests" as that term is defined in the current Conflict of Interest Policy.
- The Chair noted that the Board had been managing the organisational interests of the persons serving as Vice Chair ever since the 2008 governance transition; during this time, representatives of WHO and the Bill & Melinda Gates Foundation have held the post. It was for this reason that the Board added a provision to the By-Laws which holds, "If a Representative Board Member is appointed Chair or Vice Chair . . . that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board or Executive Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in Board and Executive Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote." (Section 2.6.5; a similar provision covers committee chairs)
- Further, it was noted that, given that the Alternate Board Member represents the organisation, – only in very rare cases would a chair or vice chair need to

leave the room along with his/her alternate due to a conflict of interest. One such example would be during a discussion of a commercially-sensitive matter involving a chair or vice chair's organisation in which the Board would be instructing the Secretariat on a negotiating position. The Governance Committee requested that the Secretariat consider other examples in which the Chair or Vice Chair may need to leave the room and outline them to the Board for its consideration.

- Jaime Sepulveda, the current Vice Chair, provided some personal reflections on navigating conflicts. He noted that it was helpful to have his Alternate Board Member speak for the Gates Foundation so that he, like the Board Chair, could focus exclusively on GAVI's interest. Ultimately, unless the Board was prepared to only appoint Unaffiliated Board Members to both Board leadership roles, it would be a matter that would have to be managed openly and consistently.

Decision Three

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint:
 - **Geeta Rao Gupta** as Vice Chair of the Board with individual signatory authority effective immediately and until 31 December 2013.

Geeta Rao Gupta left the room during discussion and voting on her nomination.

Board and committees

- 3.4 The Chair tabled nominations to the Board, its committees, and committee chairships. (Doc #3) He noted that the donor constituency had forwarded Amie Batson to remain on the Executive Committee, and that Gustavo Gonzalez-Canali currently stood as the only candidate for Chair of the Programme and Policy Committee (PPC).

Discussion

- The Committee noted that there were few candidates from developing country governments being considered for committee memberships, and that an active effort should be undertaken to involve more representatives from developing countries. It was explained that three of the five Board seats allocated to developing country governments were turning over in Dhaka and that as incumbents were stepping off committees the potential new Board members had not yet had an opportunity to determine whether they themselves would serve on committees or identify delegates.
- There was also some discussion of increasing consultation with committee chairs as to the prospective membership of their committees. There was also a sense that the roles of certain committees still had not yet stabilised, notwithstanding that discrete responsibilities were listed in each committee

charter. The Chair indicated that roles and responsibilities should be looked at during the Board's 2012 retreat.

Decision Four

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following persons:
 - **Simon Bland** as Board Member representing donor governments Ireland, Norway, and United Kingdom (in the seat currently held by Paul Fife) effective 1 January 2012 and until 31 December 2013;
 - **Suraya Dalil** as Board Member representing Developing Country Governments (in the seat currently held by Abdulkarim Yehia Rasae) effective 1 January 2012 and until 31 December 2014;
 - **Christopher J. Elias** as Board Member representing the Bill & Melinda Gates Foundation (in the seat currently held by Jaime Sepulveda) effective 16 December 2011 and until his successor is elected and qualified;
 - **Ashutosh Garg** as an Unaffiliated Board Member effective immediately and until 31 December 2014;
 - **Gustavo Gonzalez-Canali** as Board Member representing the European Community and donor governments France, Germany, and Luxembourg effective immediately and until 31 December 2013;
 - **A.F.M. Ruhai Haque** as Board Member representing Developing Country Governments (in the seat currently held by Trinh Quan Huan) effective 1 January 2012 and until 31 December 2014;
 - **Christine D.J. Ondo** as Board Member representing Developing Country Governments (in the seat formerly held by Richard Sezibera) effective 1 January 2012 and until 31 December 2014;
 - **Anders Nordström** as Board Member representing the Netherlands, Sweden, and Denmark effective immediately and until 31 December 2012;
 - **Elisabeth Féret** as Alternate Board Member to Gustavo Gonzalez-Canali representing the European Community and donor governments France, Germany, and Luxembourg effective immediately and until 31 December 2013;
 - **Steve Landry** as Alternate Board Member to Christopher J. Elias representing the Bill & Melinda Gates Foundation (in the seat currently held by Rajeev Venkayya) effective 16 December 2011 and until his successor is elected and qualified;

- **Siv Cathrine Moe** as Alternate Board Member to Simon Bland representing donor governments Ireland, Norway, and United Kingdom (in the seat currently held by Abigail Robinson) effective 1 January 2012 and until 31 December 2013;
- **Salah Banoita Tourab** as Alternate Board Member to Suraya Dalil representing Developing Country Governments (in the seat currently held by Magid Al-Gunaid) effective 1 January 2012 and until 31 December 2014; and
- **Annie Vestjens** as Alternate Board Member to Anders Nordström representing the Netherlands, Sweden, and Denmark effective immediately and until 31 December 2012.

Candidates for these positions currently sitting on the Governance Committee recused themselves from discussion and voting on their own nominations and those for their organisations or constituencies.

Decision Five

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it (re)appoint the following members of the Executive Committee until the committees are refreshed for the 2013 year:
 - Amie Batson
 - Cristian Baeza
 - Wayne Berson
 - Ronald Brus
 - Flavia Bustreo
 - Christopher J. Elias
 - Ashutosh Garg
 - Guillermo González-González
 - Geeta Rao Gupta
 - Dagfinn Høybråten
 - George W. Wellde, Jr
 - Seth Berkley (non-voting)
- **Recommended** to the Board that it (re)appoint the following members of the Audit and Finance Committee until the committees are refreshed for the 2013 year:
 - Wayne Berson
 - Dwight Bush
 - Micheline Gilbert
 - Dirk Gehl
 - Tom Hunstad
 - Anne Schuchat
 - Derek Strocher

- **Recommended** to the Board that it (re)appoint the following members of the Governance Committee until the committees are refreshed for the 2013 year:
 - Dwight Bush
 - Jenny Da Rin
 - Geeta Rao Gupta
 - Alan Hinman
 - Siv Cathrine Moe
 - Olga Popova
 - José Luis Solano
 - Pascal Villeneuve¹
 - George W. Wellde, Jr
 - Seth Berkley (non-voting)
- **Recommended** to the Board that it (re)appoint the following members of the Investment Committee until the committees are refreshed for the 2013 year:
 - Dwight Bush
 - Paul Fife
 - George W. Wellde, Jr
- **Recommended** to the Board that it (re)appoint the following members of the Programme and Policy Committee until the committees are refreshed for the 2013 year:
 - Joan Awunyo-Akaba
 - Mickey Chopra
 - Ashutosh Garg
 - Gustavo Gonzalez-Canali
 - Suresh Jadhav
 - Steve Landry
 - Susan McKinney
 - Anders Molin
 - Robert Oelrichs
 - Jean-Marie Okwo-Bele
 - Abigail Robinson
 - Anne Schuchat
 - Klaus Stohr
 - Seth Berkley (non-voting)
- **Recommended** to the Board that it appoint the Alan Hinman as a member of the Evaluation Advisory Committee effective immediately and for a three year term.

Candidates for these positions currently sitting on the Governance Committee recused themselves from discussion and voting on their own nominations and those for their organisations or constituencies.

Decision Six

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it reappoint the following chairs of the committees until the committees are refreshed for the 2013 year:

¹ Post-meeting note: The Board did not act on Dr Villeneuve's nomination. Instead, the Board appointed Nicholas Alipui from UNICEF to the Governance Committee.

- Wayne Berson as Chair of the Audit and Finance Committee
- Gustavo Gonzalez-Canali as Chair of the Programme and Policy Committee
- George W. Wellde, Jr as Chair of the Investment Committee.

George W. Wellde, Jr recused himself from discussion and voting on his nomination.

4. Ethics and Conflict of Interest Policies

- 4.1 Eelco Szabó, Director of Law tabled a new Ethics Policy and a revised Conflict of Interest Policy for recommendation to the Board. (Doc #4) Previous drafts of these policies were tabled to the Governance Committee during its 5 October 2011 meeting. Mr Szabó reviewed the amendments requested by the Committee in October and by Committee members in written comments and how they were integrated into the current drafts. He also pointed to a legal opinion prepared by external counsel DLA Piper with regard to the question of organisational interest. (Doc #4)

Discussion

- The Committee members were generally satisfied with the content of the policies. Nevertheless, there was some concern about the limited time available for consulting constituents. Some members noted their intention to highlight this fact to the Board.
- The Committee clarified that the definition of “investigations” found within the Ethics Policy should be constrained to those investigations of “GAVI-funded programmes.” The Ethics Policy should be amended to reflect this.
- Alan Hinman, speaking for the Civil Society Organisations constituency, requested that the minutes record that the constituency felt it was inappropriate for a vaccine manufacturer, that has a major part of its business with GAVI, to sit on both the Board and Executive Committee. The constituency thinks industry participation in the Alliance is essential, but that the magnitude of the conflict of interest is too great to allow seats on both entities.
- With regard to the Secretariat, the Chair noted that the policies appropriately reflect the roles and responsibilities outlined in the By-Laws. However, since there remains some question of this among Board members, it will be discussed as part of the roles and responsibilities portion of the 2012 retreat.

Decision Seven

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it approve the revised GAVI Alliance Conflict of Interest policy attached as Annex 1 to the report to the Board on the Ethics and Conflict of Interest Policies (Doc 16c in the Board pack);

- **Recommended** to the Board that it approve the GAVI Alliance Ethics policy attached as Annex 2 to the report to the Board on the Ethics and Conflict of Interest Policies (Doc 16c in the Board pack), including the amendments incorporated by the Governance Committee.

5. Unaffiliated Board Member recruitment update

- 5.1 George W. Wellde, Jr, Chair of the recruitment subcommittee provided a review of the short list of candidates for potential appointment as Unaffiliated Board Members. The subcommittee had met earlier in the day and noted that the candidate group was geographically diverse, that all candidates were women, and that the subgroup intended to make recommendations over the next couple months.

Discussion

- The Governance Committee Chair noted his intention to call a special Board meeting to appoint Unaffiliated Board Members as soon as the Governance Committee nominated them. The Committee was also encouraged to forward additional names.

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

- Dagfinn Høybråten, Chair
- Jaime Sepulveda, Vice Chair
- Amie Batson
- Alan Hinman
- Olga Popova
- José Luis Solano
- George W. Wellde Jr.

Other Board Members attending

- Geeta Rao Gupta
- Seth Berkley (non-voting)

Alternates attending

- Jenny Da Rin
- Rajeev Venkayya*

Regrets

- Pascal Villeneuve

* Served as the eligible organisation's voting member per
Section 2.6.5 of the By-Laws

GAVI

- Helen Evans
- Kevin A. Klock
- Eelco Szabó