



GAVI Alliance Governance Committee Meeting

20 March 2013
Barcelona, Spain

FINAL MINUTES

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at approximately 15.30 Barcelona time on 20 March 2013. Geeta Rao Gupta, Governance Committee Chair, chaired the meeting.
- 1.2 The Chair noted that this additional meeting had been called due to the fact that the previous face to face meeting had been restricted to a teleconference as several members had been unable to travel due to bad weather. In addition, given the plans to discuss the governance issues at the Board retreat the following day the Chair felt it would be useful to get initial input from the Committee.
- 1.3 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack). The Committee reviewed the minutes of its meeting on 8 November 2012 (Doc 01b), its action sheet (Doc 01c) and its forward workplan (Doc 01d).

Decision One

The GAVI Alliance Governance Committee:

- **Approved** the minutes of its meeting on 8 November 2012.

2. Report of the Recruitment Subcommittee

- 2.1 In November 2012, the Governance Committee approved the establishment of a recruitment subcommittee comprising the Board Chair, the Governance Committee Chair, an unaffiliated Board Member, and the CEO (as a non-voting member) to recruit unaffiliated Board members to replace those members whose terms end in December 2013.
- 2.2 The Chair introduced the minutes from the recruitment Subcommittee meeting on 12 February 2013 (Doc 02) and provided an update on the process. Egon

Zehnder International (EZI) has been hired to assist in the recruitment of high calibre individuals with expertise in finance and/or investment.

- 2.3 The Chair noted that should potential candidates with significant technical expertise not be ready for the Board, they might be considered as Committee members to add strength and depth to certain Committees.
- 2.4 The Chair also noted that the Board will be invited to suggest candidates, preferably with finance and/or investment profiles. However names of other potential unaffiliated candidates would be welcome as it would be useful to have a short list or pool of potential candidates for other/future Board and Committee positions which may become vacant in the longer term.
- 2.5 Given prior discussions at the Executive Committee in September 2012, and a desire to ensure that the Board does not lose the institutional memory of long-standing unaffiliated members, as well as a desire to ensure overlap of existing unaffiliated Board Members and new appointments, the Chair asked the Governance Committee to consider approving and taking forward the subcommittee's recommendation that the terms of Wayne Berson and George W. Welde Jr to the GAVI Alliance Board be extended, if necessary in a staggered fashion.

Decision Two

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint Wayne Berson and George W. Welde Jr to serve on the GAVI Alliance Board until the end of 2014 with the understanding that at least one of them may be asked to serve until the end of 2015 should circumstances warrant.

George W. Welde Jr did not participate in discussion or voting on this recommendation.

3. Retreat discussion: governance issues

- 3.1 The Chair led a discussion on a number of governance-related matters pertaining to Committee composition and functioning as well as Board agenda setting that were to be discussed at the Board's retreat in Barcelona on 21-22 March 2013. At her request the Secretariat had prepared a background paper (Doc 03) on these governance issues, most of which had been brought to light following last year's Board and Committee self-assessment and which were discussed at the 2012 Board Retreat. This paper was shared with the Board in preparation for the upcoming Board Retreat. The Chair explained that she had requested that the issues first to be discussed within the Committee to get input in advance of the Retreat, and to (re-)familiarise the Committee members with the issues such that they can engage the Board member

colleagues over the coming two days, and help ensure the Retreat discussions are productive.

Discussion

- The Governance Committee agreed that it is difficult to separate the issues of the composition of committees from what their function is and whether or not they are decision-making. It was also suggested that decision-making should not be delegated to a Committee where the majority of members are not Board members. The Governance Committee agreed that should decision-making be delegated to Board Committees, more Board members might be motivated to become members of the Committees. The Governance Committee also felt that the delegation of decision-making to the Committees would enable the Board to spend more time on strategic discussions.
- The Governance Committee suggested that it should be compulsory for all Board members to be a member of at least one Board Committee, and that this is indeed already something which is the case for a majority of Unaffiliated Board Members.
- Another suggestion was that Board Members, Alternates and Committee Delegates on Committees should have voting rights and should expert Committee members be appointed, for example to add bench strength, these should be non-voting members.
- The Governance Committee agreed that Board Members need to be held responsible for the work being carried out by their Committee Delegates, in particular in order to ensure that there is a common view when issues are being discussed at the Committee level and at the Board level.
- The Governance Committee agreed that there should be a move towards increasing the use of the consent agenda at Board meetings.
- In relation to the analysis of the agenda for Board meetings the Governance Committee noted that there are a number of papers which are presented for information only. It was suggested that these information papers should not be presented at the meetings. Alternatively, as the Board meets twice a year it was suggested that such items could be presented as part of the CEO report, which would then it itself become longer and more detailed. Another option would be to present such items during pre-Board meetings. The Secretariat has run such pre-Board meeting informational sessions from time to time and particularly for complex issues, but such meetings have not always been well attended.
- The Governance Committee briefly discussed the difference between a Board retreat and a Board meeting. It was pointed out that some Board members, even for a Board retreat, are uncomfortable about not having information in advance on the issues to be discussed. Some members of the Governance Committee suggested that a facilitator could be used for Board retreats in

order to ensure that the hierarchy of retreats is different from that of regular Board meetings.

- Governance Committee members noted that discussion of Board and Committee composition, functioning and agenda-setting, may give rise to issues that have come up before such as the role of the Secretariat versus partners. The Chair noted that this and other governance issues could be discussed as necessary, and that the Board and Governance Committee would continue to learn and adapt given that over time the GAVI Alliance has itself grown into a new type of entity with some members simultaneously balancing working within the Alliance as a non-profit partnership, and representing organisations or constituencies in a new kind of multilateral paradigm.

4. Board Travel Policy

- 4.1 The Governance Committee was asked to review the Board Travel policy on the Board's behalf and provide its recommendations to the Board. This item had been on the agenda for the November 2012 meeting of the Governance Committee but discussion had been postponed due to time constraints.
- 4.2 Debbie Adams, Managing Director of Law & Governance, and Secretary to the Board, informed the Governance Committee that there has to date not been a formal policy and that what is set out in the proposed policy is based on custom and practice, with the exception that the policy does not foresee reimbursement of expenses for representatives from the vaccine industry developing countries, which is currently the case.

Decision Three

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it approve the Board Travel Policy as attached to Doc 4, Annex 1.

5. EAC Charter review

- 5.1 The Committee Chairs had requested guidance on the EAC Committee Charter to ensure that it reflects accurately the activity the Board wishes the EAC to conduct. This item had also been on the agenda for the November 2012 meeting but discussion had been postponed due to time constraints.

Discussion

- Alan Hinman, who is a member of the EAC, informed the Committee that he had been concerned about the possibly broad range of evaluations described

by the EAC Chair at the Board meeting in November 2011. In practice, this concern had not been borne out. In his view the Charter adequately describes the role of the EAC.

- The Governance Committee agreed that the composition of the EAC should remain a majority of independent experts and that the role of Board Members on the EAC should be clarified through Terms of Reference for different categories of EAC members. In this context it was agreed that the Board members on the EAC should act as liaison to the Board and should not be required to carry out the technical work attributed to the independent EAC members.

6. Any Other Business

The Governance Committee briefly discussed the idea of GAVI becoming a paper smart organisation for all Board and Committee meetings and agreed that if this were to be the case meeting papers would have to be formatted to ensure their compatibility with all systems.

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
- Alan Hinman
- Olga Popova
- José Luis Solano
- George W. Wellde, Jr.
- Seth Berkley (non-voting)

Regrets

- Dwight Bush
- Maria C. Freire
- Samba O. Saw

Secretariat

- Debbie Adams
- Joanne Goetz

Guest

- Gian Gandhi, Special Adviser to the Board Vice Chair