



GAVI Alliance Governance Committee Meeting

5 October 2011

Teleconference

FINAL MINUTES

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 17.02 Geneva time on 5 October 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). Olga Popova noted her interest in matters involving Crucell and the industrialised country vaccine industry, and did not participate in a side session concerning the participation of the vaccine industry in the governance structures.
- 1.3 The Committee reviewed the minutes of its meeting on 6 July 2011 (Doc #1b) and its forward workplan (Doc #1c).

Decision One

The GAVI Alliance Governance Committee:

- **Approved** the minutes of its meeting on 6 July 2011.

2. CEO report

- 2.1 Seth Berkley, Chief Executive Officer, provided the Committee with an overview of the number of governance-related events conducted during the course of 2011. In sum, it is forecasted that 72 governance-related meetings will be held by the time 2011 concludes, and that 312 papers will have been tabled to support those meetings. He noted that this work is important but is extremely heavy for the Secretariat and partner staff to support.
- 2.2 The CEO also commented that GAVI's strategic emphasis on active market shaping, and the Secretariat's associated mandates, would require he and certain members of his staff to be privy to commercially sensitive information

that he would not be able to share with the Board. As such, he wanted to begin to discuss the implications of this circumstance.

Discussion

- The Board will receive an enhanced implementation plan at its meeting in November 2011. Preferably, the CEO would like to see the governance load decreased. However, should the Board determine that the current slate of meetings is appropriate, it will require more staff to support it. To further this discussion, the Committee requested the Secretariat present additional data on the workload associated with supporting governance-related events, including an evaluation of the scope and character of these meetings.
- In addition to supporting the Board's governing role, GAVI needs to be resourced to ensure fiscal accountability, monitor vaccine introduction in countries, and fully implement its active market shaping strategy. Consequently, an implementation plan should lay out the comparative advantages of implementation in specific areas through the Secretariat or an Alliance partner. The Committee requested that the implementation plan describe what areas should be managed through the partners and which areas should be managed through the Secretariat.
- The Committee also requested the Secretariat to present a plan describing the relative roles of the CEO and the Board in the active market shaping strategy and to outline the access to information that should be available to the CEO but not the Board.

3. Board member nominations

- 3.1 José Luis Solano was not asked to leave the room during discussion of candidates to represent his constituency. However, it was noted that he would not vote on the nominations.
- 3.2 Debbie Adams, Managing Director, Law and Governance reported on the Italy/Spain constituency's recommendation for Board membership (Doc #3).

Decision Two

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following persons:
 - **Angela Santoni** as Board Member representing donor governments Italy and Spain effective 1 January 2012 and until 31 December 2013.
 - **José Luis Solano** as Alternate Board Member to Angela Santoni representing donor governments Italy and Spain effective 1 January 2012 and until 31 December 2013.

José Luis Solano did not participate in voting on these decisions.

4. Ethics and Conflict of Interest Policies

- 4.1 Debbie Adams requested guidance on draft Ethics and Conflict of Interest Policies (Doc #4). The Ethics Policy would provide an overarching framework that would encompass the Conflict of Interest Policy and other related policies, with the aim of providing a clear, achievable, and relevant standard of ethical conduct of Alliance stakeholders. The Conflict of Interest Policy, originally approved by the Board in June 2009, would be updated to include new categories of interests, to cover outside employment, and to provide for new procedures for reporting suspected unreported conflicts.

Discussion

- There was general agreement that the draft Ethics Policy should acknowledge that GAVI's strength lies in the involvement and participation of the main stakeholders to immunisation and that the diversity of interests present are an asset. Conflicts of interest are not inherently malevolent, but they do need to be managed such that fiduciary responsibilities are fulfilled. In addition, the components of an ethical culture need to be internalised and acted upon; GAVI cannot rely solely on a rules-based policy to create an ethical culture.
- There were questions as to the rationale behind the separate provisions between the Secretariat and Alliance partners. It was explained that the Secretariat has a direct reporting line, and is directly accountable, to the Board, while Alliance partners have softer and indirect accountabilities. The Board can instruct the Secretariat to act but cannot command an Alliance partner to do so. By the same token, GAVI's "alliance" model does not fit neatly into either a "public agency" or "corporate charity" model, and the language in the policies needs to reflect the various stakeholders' roles. The Secretariat agreed to clarify the language in the policy to make the distinctions and rationales more apparent, and to meet with any Committee members who might be concerned with the distinction.
- There was also a concern that the Board should not craft a policy that excludes the implementing partners from policy discussions. These partners have a perspective and resources that must be brought to bear in the Board's deliberations. In short, outside of decisions to fund the implementing partners' work, there should be very few instances in which an implementing partner would need to refrain from discussion or voting. The Committee requested the Secretariat to revise the draft policies to narrowly define the kinds of conflicts of interest that would require implementing partners to not participate in Board discussions.
- Acknowledging this was the first iteration of the draft policies, the Committee members were invited to submit further comments or edits after consultation with their constituencies. The Committee requested the Secretariat to integrate those comments and circulate new versions of the draft policies to the Committee for review.

The Committee temporarily adjourned the meeting to consider a commercially sensitive discussion concerning the participation of the vaccine industry in the governance structures.

5. Vice Chair appointment update

- 5.1 The Chair reported that Jaime Sepulveda will be stepping down from the Board and his position as Vice Chair following the November 2011 Board meeting, and so the Board needs to start the process of selecting a new Vice Chair.
- 5.2 He suggested that in the absence of any clearly defined process that he should invite all Board members to nominate a voting member of the Executive Committee for the position of Vice Chair. Subsequently, recommended candidates would be tabled to the Governance Committee in November. Also in November, the nominated candidate would be elevated for appointment.
- 5.3 The Chair emphasized that the process should be open and transparent.

Discussion

- One Governance Committee member immediately informed the Committee of the name of a Board member who should be considered for the post. However, the recommended person is not currently a voting member of the Executive Committee. Consequently, this person would become eligible only through appointment to the Executive Committee, or a By-Law amendment.
- The Governance Committee agreed that the Chair should write to the entire Board to disclose the process and to request recommendations.

6. Unaffiliated Board recruitment update

- 6.1 George W. Wellde, Jr, chair of the recruitment subcommittee reported that subcommittee had inquired with a number of interesting candidates but had not been successful in encouraging many of them to proceed deeply into the recruitment process. There were a number of reasons given but the principal rationale was the time commitment required for the role.
- 6.2 Further, he noted that the subcommittee continued to emphasize pursuing female candidates from Asia, the Middle East, Brazil, and Africa with the assistance of its search consultant. Both George Wellde and Dagfinn Høybråten encouraged Governance Committee members to submit candidate names to the search consultant. However, even with the slow progress to date, it is hoped that a number of the unaffiliated board member vacancies will be filled at the November 2011 Board meeting.



Minutes of the GAVI Alliance Governance Committee Meeting
5 October 2011

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

- Dagfinn Høybråten, Chair
- Alan Hinman
- Olga Popova
- José Luis Solano
- Pascal Villeneuve
- George W. Wellde Jr.

Alternates attending

- Rajeev Venkayya*

Other Board Members attending

- Seth Berkley (non-voting)

Regrets

- Amie Batson
- Jaime Sepulveda, Vice Chair

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

GAVI

- Debbie Adams
- Helen Evans
- Kevin A. Klock