



GAVI Alliance Governance Committee Meeting

8 November 2012

Teleconference

FINAL MINUTES

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at approximately 13.00 Geneva time on 8 November 2012. Geeta Rao Gupta, Governance Committee Chair, chaired the meeting.
- 1.2 The Chair noted that the meeting was meant to have taken place in Geneva, but that several members, including herself, had been unable to travel. This meant the meeting needed to be conducted via teleconference across several time zones and shortened so the Committee agreed to address the most time-sensitive issues on the agenda. Other issues would be postponed until the Committee's next meeting in 2013.
- 1.3 The Chair noted that the agenda reflected the continuation of work that had been on-going since the Board retreat in Oslo. Many of the agenda items build on an inclusive dialogue that had taken place at the May Governance Committee meeting, June Board meeting, June all chairs meeting, September Executive Committee meeting, and October Governance Committee meeting.
- 1.4 The Chair noted with approval the increase in the developing country nominations and congratulated developing country Board members and the Secretariat in working to achieve this.
- 1.5 The Chair also noted with concern that the Committee would be challenged to maintain the gender balance that the Board and the Board Chair have worked hard to achieve, given the nominations submitted. The Chair reminded the Committee that the Guidelines on the GAVI Alliance Board Gender Balance define the balance as a ratio of 60/40 of men and women among the Board and alternate Board members. The Committee noted that in accordance with the guidelines, when the Board does not have a gender balance, the Committee required constituencies to submit at least one woman and one man to their Board and alternate seats. While it may be acceptable to submit two men or two women so long as the overall balance is not threatened, enough constituencies have submitted two men during this round to threaten the balance. The Chair indicated that the Committee would need to consider

carefully how to address and maintain the gender balance, and that she would report to the Board the urgency in emphasising this critical guideline.

- 1.6 Standing declarations of interest were tabled to the Committee (Doc 1a in the Committee pack). The Committee reviewed the minutes of its meeting on 3 October 2012 (Doc 1b). The Chair reviewed edits to the minutes proposed by Jenny Da Rin who was unable to attend. The Committee agreed to the amendments highlighted in Attachment B. They did not agree to amend the minutes to say that committees shall “aim for” a majority of Board members/alternates because the committee charters already require this.

Decision One

The GAVI Alliance Governance Committee:

- **Approved** the minutes of its meeting on 3 October 2012, subject to including the amendments agreed at the meeting and shown in attachment B.

- 1.7 The Committee reviewed its action sheet (Doc 1c), noting that each item will either be discussed during the meeting or has been included in the forward workplan (Doc 1d).
- 1.8 The Committee reviewed the workplan and the Chair actively encouraged committee members to contribute to it and discuss with the Chair or Debbie Adams, Managing Director, Law and Governance and Secretary to the Board any items members would like to see included.

2. Nominations

- 2.1 The Chair introduced the nominations sent to the Committee for Board and committee membership (Doc 2). She noted the Secretariat submitted an updated paper with nominations received in the past week (Doc 2, revised 7 November 2012).

Nominations processes

- 2.2 The Chair noted that each constituency is responsible for its own nominations process and receives support from the Secretariat as requested.
- 2.3 In October 2012, the Committee requested that more information on the constituency nomination processes be included in the Committee reports. The Secretariat therefore asked constituencies to provide additional reporting on their own individual processes, and such that this could be included in the briefing paper.

Developing countries

- 2.4 The Chair reemphasised that a lot of work had been done on strengthening the voice of developing countries throughout the governance system; it had been a point of concern for the Board for some time. The Committee noted that with the recent nominations, all of the Board member and alternate developing country government seats would be filled at the next Board meeting in Tanzania, achieving this for the first time in several years.
- 2.5 However, it was noted that developing country government nominating processes were still in a formative stage. It was agreed that supporting these constituencies to develop their nominating processes would be a priority during 2013.
- 2.6 The Board seat representing West and Central African countries was vacant, and so the Board Chair and alternate Board member sent a request for nominations to ministers of health from around the region. There was high interest in the seats with three nominations for the Board seat and two nominations for the alternate seat. The Committee considered the proposed candidates and after discussion agreed to recommend Awa Marie Coll-Seck, Minister of Health of Senegal as Board member and Dorothee Kinde Gazard, Minister of Health of Benin as alternate Board member, in accordance with the provision in the gender balance guidelines that the Governance Committee “give preference to . . . a proposed candidate of the under-represented gender for appointment as Board Member or Alternate Board Member” if the gender balance is threatened. The Chair agreed to write to the unsuccessful candidates to thank them for their nominations and encourage their continued involvement and advocacy to support immunisation efforts.
- 2.7 The Governance Committee received one nomination for the seat representing both the Latin American and Eastern European countries. This nomination was for Andrei Usatii, Minister of Health of Moldova. It was noted that the seat had been held by a Latin American minister for the past three years and Minister Usatii’s nomination would allow for an Eastern European minister to represent the constituency for the next three years. Further, his nomination would bring a graduating country voice onto the Board. The Committee noted that there was a request that arrived after the deadline for nominations from another potential nominee for more time to gather support. However, the Governance Committee was not keen to extend the time for nominations given that consultation started in April 2012 and a viable nominee was submitted on time. Finally, it was noted that the current alternate, Minister Nila Heredia Miranda of Bolivia, had self-nominated to the alternate seat. It was agreed to extend her term six months to allow Minister Usatii to manage a formal process to nominate an alternate Board member who can work in English.
- 2.8 It was clarified that as part of efforts to strengthen the engagement of developing country government Board members, they are entitled to have a GAVI-supported special advisor. The advisor is usually chosen by the Board member and contracted as a consultant to GAVI.

- 2.9 The Committee requested a report in 2013 on the rationale for the groupings of the developing country government seats, how the nominations processes are developing, and to identify who will be in charge of managing the constituencies and nominations in the future.

Donor reorganisation

- 2.10 The industrialised country government constituencies reported the results of a realignment process to achieve improved financial balances after the pledging conference in June 2011, to ensure better equality in the number of members across constituencies, and to maintain like-mindedness. The constituencies have produced draft fact sheets that describe their new constituencies, which once finalised, will be shared with other Board members, particularly the developing country constituencies. The seats have been reapportioned as follows, and will take effect after the Board meeting in Tanzania:

- a. Anchor donor: France
 - Members: European Commission, France, Germany, Luxembourg
- b. Anchor donor: Italy
 - Members: Italy, Spain
- c. Anchor donor: Norway
 - Members: Denmark, The Netherlands, Norway, Sweden
- d. Anchor donor: United Kingdom
 - Members: Canada, Ireland, United Kingdom
- e. Anchor donor: United States of America
 - Members: Australia, Japan, Korea, United States of America

- 2.11 The Secretary also reported that Russia is in discussion with Italy and Spain to join that constituency.

- 2.12 The Committee requested the donors report broadly, and to the Governance Committee specifically in May 2013, the rationale for the groupings, how a new donor can join a constituency, and who is in charge of managing the constituencies and nominations. It was noted that a new donor can join a constituency by contacting the anchor donor, but the Secretariat noted that it still receives phone calls from prospective donors who are unaware of the process.

Gender guidelines

- 2.13 The Committee noted with concern that appointing all nominated candidates would result in the Board and alternate membership falling out of the 60/40 gender balance set by the Board-approved gender guidelines. It was noted that this was largely the result of five constituencies submitting two men for their Board and alternate seats (two donor country constituencies, one

developing country government constituency, the research and technical health institutes constituency, and the Bill & Melinda Gates Foundation).

- 2.14 Committee members noted that the gender balance had only been achieved in the past when the Committee actively turned away nominees that adversely affected the gender balance. However, it recognised that individual constituencies are unable to see the overall gender balance when making their nominations, leaving it to the Governance Committee to evaluate the entire composition once all nominations had been submitted. Nevertheless, many nominations were submitted very late and the Committee considered that turning away nominations at this stage would be impractical in view of the number of constituencies that submitted two men for their seats.
- 2.15 The Chair suggested, and the Committee agreed, that the nominees be recommended as proposed. However, at the Board meeting in Tanzania, she would remind the Board members of the gender balance guidelines and the Committee's recommendation that each constituency submit one man and one woman to reduce the risk of falling out of the gender balance. The Chair reaffirmed that the Governance Committee would not hesitate in the future to reject outright a nominee should a constituency submit two persons of the overrepresented gender.

Other matters

- 2.16 It was noted that Orin Levine, the Board member nominee for the Gates Foundation is married to Amie Batson, the Board member for the donor constituency currently representing Australia, Canada, Japan, Korea, and the United States. Though there is no prohibition on two family members sitting on the Board, Amie Batson will be stepping down prior to Orin Levine's anticipated appointment.
- 2.17 The developing country vaccine industry constituency is pursuing a candidate for its alternate seat from among other emerging market manufacturers. In the meantime, the constituency has asked Suresh Jadhav to continue in the role for another six months. The Committee welcomed this strategy from the constituency to improve the diversity of representation.

Decision Two

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following Board members:
 - **Orin Levine** as Board Member representing the Bill & Melinda Gates Foundation in the seat currently held by Christopher J. Elias effective 1 January 2013 until his successor is appointed and qualified
 - **Zulfiqar A. Bhutta** as Board Member representing research and technical health institutes in the seat currently held by Anne Schuchat effective 1 January 2013 until 31 December 2015

- **Awa Marie Coll-Seck** of Senegal as Board Member representing developing country governments in the seat formerly held by Toupta Boguena (Chad) effective immediately until 31 December 2015
- **Andrei Usatii** of Moldova as Board Member representing developing country governments in the seat currently held by Guillermo González González effective 1 January 2013 until 31 December 2015
- **Anders Nordström** as Board Member representing the new Denmark, the Netherlands, Norway, and Sweden donor constituency effective 1 January 2013 until 31 December 2014
- **Simon Bland** as Board Member representing the new Canada, Ireland, and United Kingdom donor constituency effective immediately until 31 December 2013
- **Robert Clay** as Board Member representing the new Australia, Japan, Korea, and the United States of America donor constituency effective 1 January 2013 until 30 June 2013.
- **Recommended** to the Board that it reappoint the following Board member:
 - **Dagfinn Høybråten** as an Unaffiliated Board Member effective immediately until 31 December 2014.
- **Recommended** to the Board that it appoint the following Alternate Board members:
 - **Hussein Ali Mwinyi** of Tanzania as Alternate Board Member to Christine J. D. Ondo (Uganda) representing developing country governments effective immediately until 31 December 2014
 - **Dorothee Kinde Gazard** of Benin as Alternate Board Member to Awa Marie Coll-Seck (Senegal) representing developing country governments in the seat formerly held by Fatchou Gakaitangou (Chad) effective immediately until 31 December 2015
 - **Pe Thet Khin** of Myanmar as Alternate Board Member to A.F.M. Ruhul Haque (Bangladesh) representing developing country governments effective immediately until 31 December 2014
 - **Walter Seidel** as Alternate Board Member to Gustavo Gonzalez-Canali representing the European Commission, France, Germany, Luxembourg donor constituency effective immediately until 31 December 2013
 - **Paul Richard Fife** as Alternate Board Member to Anders Nordström representing the new Denmark, the Netherlands, Norway, and Sweden donor constituency effective 1 January 2013 until 31 December 2014

- **Micheline Gilbert** as Alternate Board Member to Simon Bland representing the new Canada, Ireland, and United Kingdom donor constituency effective immediately until 31 December 2013
- **Jenny Da Rin** as Alternate Board Member to Robert Clay representing the new Australia, Japan, Korea, and the United States of America donor constituency effective 1 January 2013 until 30 June 2013
- **Samba O. Sow** as Alternate Board Member to Zulfiqar A. Bhutta representing research and technical health institutes in the seat currently held by Stefan Kaufmann effective 1 January 2013 until 31 December 2015.
- **Recommended** to the Board that it reappoint the following Alternate Board members:
 - **Suresh Jadhav** as Alternate Board Member to Mahima Datla representing the developing country vaccine industry effective immediately until 30 June 2013
 - **Nila Heredia Miranda** of Bolivia as Alternate Board Member (now to Andrei Usatii) representing developing country governments effective 1 January 2013 until 30 June 2013.

Governance Committee members who were candidates for these positions, or whose organisations or constituencies provided candidates for these positions, did not participate in discussion or voting on those nominations.

Committee nominations

- 2.18 In October, the Committee requested that prior to it considering committee nominations, the chairs of each committee should have the opportunity to review the proposed membership and provide input to the Governance Committee. Each chair had been consulted.

Audit and Finance Committee

- 2.19 It was noted that the proposed composition of the Audit and Finance Committee had a ratio of four Board members/alternates to four committee delegates, while the Committee charter calls for a majority of Board members/alternates. The Governance Committee was keen to respect the ratio called for in the charter, however this composition would allow a new committee delegate from a ministry of finance from a donor constituency, which was seen as a positive development. Wayne Berson, Chair of the Audit and Finance Committee, signalled prior to the Governance Committee meeting that he was comfortable with the proposed nominations and balance of Board members/alternates to delegates. Consequently, the composition as proposed was recommended.

Governance Committee

- 2.20 One Committee member commented that Governance Committee members could have a conflict of interest in approving a nomination for themselves on the Committee. The Secretary noted that the minutes would reflect that current Governance Committee members who are candidates for the Governance Committee next year are not deemed to have voted on their own nominations however the Committee recommended the composition as proposed.

Investment Committee

- 2.21 Only George W. Wellde Jr. and Dwight Bush had volunteered to join the Investment Committee even though its charter calls for at least three Board members/alternates. It was commented that this committee oversees a multi-billion dollar portfolio and these two members are due to step down from the Board at the end of 2013. The Committee noted that it is critical that Board members prioritise membership on this committee. The Governance Committee Chair committed to liaising with the Investment Committee Chair and other members of the Board to recruit at least one other member who may be nominated by the Governance Committee by email prior to the Board meeting in Tanzania.

Programme and Policy Committee

- 2.22 The Governance Committee welcomed the fact that there was for the first time balance between developing country and donor representation on the Committee. It was however noted that the proposed nominations constituted a ratio of six Board members/alternates to ten committee delegates even though the charter requires a majority of Board members/alternates. Gustavo Gonzalez-Canali, Chair of the PPC, was consulted on the proposal and reported the following to the Governance Committee:
- a. He strongly supported the increased representation of developing countries on the PPC.
 - b. He was not concerned about having a majority of Board members on the Committee. The PPC is a technical committee. He feels that it is very important to have both the technical skills, which the Committee delegates contribute, and the political skills, which the Board members contribute, on the Committee to enable them to perform the advisory role to the Board. These skills are not found in the same people so having the balance of technical and political is essential for this Committee to perform its role.
 - c. In an ideal world, he would like a smaller committee but recognises that in the real world this would be challenging to achieve as to reduce numbers on the Committee would lead to long and protracted negotiations as to who should have a seat on this committee, and that there would be difficulties in deciding who should not be on the committee.

- d. He accepted the suggested sixteen nominations and would like to encourage the implementation of the board gender balance for committees.

2.23 The Committee took note of the PPC Chair's comments, and after discussion and consideration of the PPC Chair's remarks, decided to accept all of the nominations.

Evaluation Advisory Committee

2.24 Sania Nishtar, Chair of the Evaluation Advisory Committee, had been consulted and was satisfied with the candidates. It was noted that a proposed committee delegate was ineligible because the charter of the EAC requires that the committee be composed of a majority of independent experts and a minority of Board members/alternates only. The Committee noted that there was no provision to allow committee delegates to become members of the EAC. The Governance Committee requested that the Secretariat consider whether the committee delegate that had been proposed could become an independent expert and report back in due course.

Multiple year terms

2.25 The Chair noted that the By-Laws require committee members and chairs to be appointed annually. She believed this is a lot of work every year for constituencies and the Secretariat, and so it was worth considering whether, in the future, to appoint committee chairs and members for multiple year terms. The Committee agreed to put this discussion on the Committee workplan for 2013.

Decision Three

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following members of the Executive Committee effective 1 January 2013 until the committees are refreshed for the 2014 year:
 - Dagfinn Høybråten (Chair)
 - Geeta Rao Gupta (Vice Chair)
 - Wayne Berson (unaffiliated)
 - Ashutosh Garg (unaffiliated)
 - George W. Wellde, Jr (unaffiliated)
 - Orin Levine (Gates Foundation)
 - Flavia Bustreo (WHO)
 - Jenny Da Rin (Australia)
 - Christine J. D. Ondo (Uganda)

- World Bank¹
- Seth Berkley (non-voting).
- **Recommended** to the Board that it appoint the following members of the Audit and Finance Committee effective 1 January 2013 until the committees are refreshed for the 2014 year:
 - Board members
 - Wayne Berson (unaffiliated) (Chair)
 - Dwight Bush (unaffiliated)
 - Yifei Li (unaffiliated)
 - Board alternates
 - Micheline Gilbert (Canada)
 - Committee delegates
 - Derek Strocher (World Bank)
 - Dirk Gehl (Germany)
 - Tom Hunstad (Norway)
 - Ludovica Soderini (Italy).
- **Recommended** to the Board that it appoint the following members of the Governance Committee effective 1 January 2013 until the committees are refreshed for the 2014 year:
 - Board members
 - Geeta Rao Gupta (Chair)
 - Simon Bland (UK)
 - Dwight Bush (unaffiliated)
 - George W. Wellde, Jr (unaffiliated)
 - Maria C. Freire (unaffiliated)
 - Seth Berkley (non-voting)
 - Board alternates
 - Nick Alipui (UNICEF)
 - José Luis Solano (Spain)
 - Olga Popova (industrialised vaccine industry)
 - Samba O. Sow (research and technical health institutes).
- **Recommended** to the Board that it appoint the following member of the Governance Committee effective 1 January 2013 until the 30 June 2013:
 - Board member
 - Alan Hinman (CSOs).
- **Recommended** to the Board that it appoint the following members of the Investment Committee effective 1 January 2013 until the committees are refreshed for the 2014 year:
 - Board members
 - George W. Wellde, Jr (unaffiliated) (Chair)
 - Dwight Bush (unaffiliated).

¹ The World Bank will submit its Executive Committee nominee once it has chosen a new Board member. For the time being, Armin Fidler, the alternate Board member representing the World Bank, has been invited to attend Executive Committee meetings in accordance with the Statutes and By-Laws.

- **Recommended** to the Board that it appoint the following members of the Programme and Policy Committee effective 1 January 2013 until the committees are refreshed for the 2014 year:
 - Board members
 - Gustavo Gonzalez-Canali (France) (Chair)
 - Zulfiqar A. Bhutta (research and technical health institutes)
 - Seth Berkley (non-voting)
 - Board alternates
 - Steve Landry (Gates Foundation)
 - Jean-Marie Okwo-Bele (WHO)
 - Committee delegates
 - Clarisse Loe Loumou (CSOs)
 - Tedros Adhanom Gebreyesus (Ethiopia)
 - A Jan Naeem (Afghanistan)
 - Salif Samake (Mali)
 - Abigail Robinson (UK)
 - Susan McKinney (USA)
 - Lene Lothe (Norway)
 - Jos Vandelaer (UNICEF)
 - Robert Oelrichs (World Bank)
 - Klaus Stohr (industrialised vaccine industry).
- **Recommended** to the Board that it appoint the following members of the Programme and Policy Committee effective 1 January 2013 until 30 June 2013:
 - Board alternate
 - Suresh Jadhav (developing country vaccine industry).
- **Recommended** to the Board that it appoint the following members of the Evaluation Advisory Committee:
 - Independent expert
 - Fred Binka effective 1 January 2013 until 31 December 2015
 - Board members
 - Alan Hinman (CSOs) effective immediately until 30 June 2013
 - Angela Santoni (Italy) effective immediately until the committees are refreshed for the 2014 year
 - Alternate Board members
 - Samba O. Sow (research and technical health institutes) effective immediately until the committees are refreshed for the 2014 year.

Governance Committee members who were candidates for these positions, or whose organisations or constituencies provided candidates for these positions, did not participate in discussion or voting on those nominations.

3. Committee chair nominations

- 3.1 The Chair reviewed the process to nominate chairs of the committees (Doc 3). Most committee chairs are appointed each year, while the chairs of the Executive Committee and Governance Committee are statutorily appointed to their positions by virtue of serving as Board Chair and Board Vice Chair, respectively.
- 3.2 During the period in which the Secretariat requested interest in committee participation, no Board member expressed an interest to chair a committee. Each of the current chairs was consulted and each expressed interest in continuing their appointments. Consequently, the recommendation was to keep the chairships as they are.

Discussion

- The Committee briefly discussed whether committee chair terms should be multiyear, and if there should be term limits. The Committee agreed to have a fuller discussion on these issues during 2013.
- One Committee member requested a more comprehensive nominations process. Other Committee members cautioned that processes were already heavy, and that additional procedures could be unnecessarily burdensome on the Committee and Secretariat.

Decision Four

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following chairs of the committees until the committees are refreshed for the 2014 year:
 - **Wayne Berson** as Chair of the Audit and Finance Committee
 - **George W. Wellde, Jr** as Chair of the Investment Committee
 - **Gustavo Gonzalez-Canali** as Chair of the Programme and Policy Committee
 - **Sania Nishtar** as Chair of the Evaluation Advisory Committee

Candidates for these positions did not participate in discussion and voting on their appointments.

Dagfinn Høybråten (Executive Committee) and Geeta Rao Gupta (Governance Committee) are statutorily appointed to chair their respective committees. Geeta Rao Gupta is also statutorily appointed as Vice Chair of the Executive Committee.

4. Board chair nomination

- 4.1 During the Governance Committee's October meeting, the Chair proposed to the Committee a process to appoint the next Board Chair. At the time, she stated there was strong support for Dagfinn Høybråten's reappointment

among the Board members, and was aware of no other interest to run for Board Chair. As such, she planned to handle the appointment in an uncontested manner. The Committee had agreed with this approach.

- 4.2 Since that time there had been no new information that warranted changing this plan and so the Chair proposed the Governance Committee recommend Dagfinn Høybråten's reappointment as Chair (Doc 4).

Discussion

- The Secretary added that the process to appoint the Board Chair to his first term had been exhaustive. Given the fact that Dagfinn Høybråten had written to the entire Board expressing interest in reappointment, that no other Board members had expressed interest, and that the Governance Committee had been consulted on the process in October and expressed no reservations for managing the process in an uncontested manner, the Committee agreed that the process for reappointment had been appropriate.

Decision Five

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint **Dagfinn Høybråten** as Chair of the Board with individual signatory authority effective 1 January 2013 until 31 December 2014.

5. Committee charters

- 5.1 During the October meeting, the Committee reviewed the committee charters and agreed that they needed to be updated to reflect the Board's agreed-upon business plan process. In doing so, the Committee requested the Secretariat to recommend amendments to the charters that would embed the Board's process in them. The Secretariat tabled the proposed amendments to the Committee (Doc 5a).
- 5.2 In addition, the Investment Committee recommended a change to its charter to reflect the Board's decision to merge the Investment Policy and the Cash Investment Policy. Also, a change to the Audit and Finance Committee Charter was sought to align it with the Delegation of Authority Policy, which allows the Secretariat to open bank accounts. As part of its oversight responsibilities, the Audit and Finance Committee would still review changes to GAVI's banking structure and keep the Board informed of any significant changes.
- 5.3 In October, the Committee had also asked the Secretariat to provide an analysis of the EAC Charter, and whether any amendments ought to be proposed. The Secretariat tabled a paper (Doc 5b), but it was agreed to postpone discussion on this topic until the next meeting.

Discussion

- The Chair reminded the members that the Governance Committee had already agreed to amend the charters on the business plan and budget process. The question before it now was largely whether the language the Secretariat suggested appropriately reflected the Committee's wishes.
- It was clarified that while the amendment to the Audit and Finance Committee Charter removed references to review of the Secretariat's administrative budget, the new requirement to review the "draft business plan and budget" incorporated review of the Secretariat's administrative expense budget.
- The Committee asked the CEO whether he was comfortable with the charter changes on review and approval of the business plan and budget, or if they would bog down the Secretariat in additional process. The CEO stated that while the process was still heavy, it had fewer steps than the process had a couple years ago. He noted he was satisfied with these changes so long as the Governance Committee could periodically review the process and refine it accordingly.

Decision Six

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it amend the By-Laws and committee charters as follows to implement the Board-approved business planning process:
 - **By-Laws Article 7.1 (Functions of the Secretariat):** The bullet point that states "prepare the strategic plan and related work plans and budgets that demonstrate the value for money and efficiency of the GAVI Alliance" is deleted and replaced with:

Prepare the strategic plan for review and approval by the Board.

To implement the strategic plan, prepare draft business plans and budgets in consultation with Alliance partners in accordance with these By-Laws, the committee charters, and any additional instructions from the Board.

- **Executive Committee Charter:** The sentence in Section 3 that states "Based on approved priorities, guide and oversee the process of strategic planning and the development of the GAVI annual work plan and budget and make recommendations to the Board on the adoption thereof" is deleted and replaced with:

Based on approved priorities, guide and oversee the process of strategic planning and the development of the business plan, and make a final recommendation to the Board on the business plan and budget,

normally upon the recommendation of the Programme and Policy Committee and the Audit and Finance Committee.

- **Audit and Finance Committee Charter:** The sentence in Section 4 that states “Review the GAVI Alliance work plan budget, and the GAVI Secretariat administrative budget, and make a recommendation to the Board whether to approve them” is deleted and replaced with:

Review together with the Programme and Policy Committee the programmatic and financial aspects of the draft business plan and budget and make a joint recommendation to the Executive Committee.

- **Programme and Policy Committee Charter:** The sentence in Section 4 that states “Oversee the development of the GAVI Work Plan by the Secretariat and partners for the consideration of the Board” is deleted and replaced with:

Review the programmatic aspects of the business plan and make suggestions to the Secretariat.

Review together with the Audit and Finance Committee the programmatic and financial aspects of the draft business plan and budget and make a joint recommendation to the Executive Committee.

- **Recommended** to the Board that it amend the Investment Committee Charter as follows to align it with the Board decision to merge the Investment Policy and Cash Investment Policy:

- References to Cash Investment Policy:
 - Section 1 language stating “Supervision and management of cash assets consistent with the objectives stated in the Cash Investment Policy” is deleted.
 - All other references to “Cash Investment Policy” are deleted.

- **Recommended** to the Board that it amend the Audit and Finance Committee Charter as follows to align it to the Delegation of Authority Policy adopted by the Board:

- The sentence in Section 5 of the Audit and Finance Committee Charter that states “Review changes to GAVI’s banking structure and make a recommendation to the Board whether to approve them” is deleted and replaced with:

Review changes to GAVI’s banking structure and keep the Board informed of any significant changes.

6. New Unaffiliated Board Member process and appointment of recruitment subcommittee

- 6.1 In October, the Committee discussed future unaffiliated Board member vacancies and how to address them. It was agreed that the Committee would discuss and decide on a process and new subcommittee at this meeting. The Committee reviewed the paper tabled to the meeting setting out a process and requesting that the Governance Committee form a subcommittee to lead the process (Doc 9). The chairs of the Audit and Finance Committee and Investment Committee would also be consulted on the terms of reference for replacing their skills on the Board.

Discussion

- As in the past, the Committee agreed that the CEO should be a non-voting member of the subcommittee. The CEO would help identify candidates and interview them, but would not vote on their recommendation.
- The Chair agreed to consult with the current unaffiliated Board members to determine who should serve on the recruitment subcommittee. This appointment would be agreed informally and reported to the Governance Committee.

Decision Seven

The GAVI Alliance 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.

The agenda items concerning a review of the Evaluation Advisory Committee Charter (Doc 5b), By-Law amendments on term limits and expert committee members (Doc 6), an Ethics Policy amendment on committee delegates joining the Secretariat (Doc 7), and a new Board Travel Policy (Doc 8) were deferred until a later meeting.

After determining there was no further business requiring immediate attention, 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
- Dwight Bush (in part)
- Maria C. Freire
- Alan Hinman (in part)
- Siv Catherine Moe
- Olga Popova
- Seth Berkley (non-voting)

Regrets

- Jenny Da Rin
- José Luis Solano
- George W. Wellde, Jr.

Secretariat

- Debbie Adams
- Kevin A. Klock

Guest

- Gian Gandhi, Special Advisor to the Board Vice Chair