

Gavi Alliance Governance Committee Meeting

9 December 2014

Geneva, Switzerland

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 17.00 Geneva time on 9 December 2014. Geeta Rao Gupta, Governance Committee Chair, chaired the meeting except for the discussion in section 4 which was chaired by Beate Stirø.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 1.3 The Committee reviewed the minutes of its meeting on 31 October 2014 (Doc 01b). The Committee also reviewed its action sheet (Doc 1c) and forward workplan (Doc 1d).

Decision One

The GAVI Alliance Governance Committee:

- **Approved** the minutes of its meeting on 31 October 2014.

2. Board and Committee member nominations

- 2.1 The Chair reviewed the recommendations received for Board and committee membership (Doc 2). She noted there were a large number of Board members and alternates rotating off and reminded the Committee that turnover was a matter highlighted in the last Board self-assessment.
- 2.2 The Chair noted that the nominations would bring the Board and alternate members into compliance with the gender policy guidelines.
- 2.3 The Chair also noted that a new alternate Board member was interested in joining the Evaluation Advisory Committee. However, a recent resignation from the EAC of an independent expert would mean that there would no longer be a majority of independent experts on it.

Discussion

- The Chair observed that there would likely be lower turnover in the next couple years as the developing countries had lengthened their terms to three years. In addition, a number of constituencies had started to promote their alternates into the Board seat, and so these new Board members were already familiar with Gavi and the Board.
- It was reported that the donor constituencies had recently agreed that Donal Brown from the United Kingdom would serve as their representative on the Executive Committee.
- It was noted that while there was extensive vetting of unaffiliated Board member candidates, there was relatively less vetting of representative Board members beyond reviewing their professional biographies. However, the Committee acknowledged that it would be difficult to challenge an organisation or constituency's preferred candidate under the current By-Laws. A new onboarding process could help to alleviate concerns and integrate all candidates.
- The Governance Committee felt that Board members and alternate Board members should not be discouraged from participating on the EAC. The Governance Committee requested that the new EAC Chair review the skill mix of the current EAC members in order to identify any additional expertise that would strengthen the advisory body and that could be filled recruiting additional independent experts.
- The Governance Committee discussed the need to encourage more Board members to serve on the Audit and Finance Committee and Investment Committee, particularly given Gavi's role is a financing institution. The Governance Committee agreed that the Board should discuss membership on these committees during its forthcoming retreat. The Committee also agreed to consider additional experiences that would be useful to include in the Audit and Finance Committee Charter.

Decision Two

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following Board Members:
 - **David Sidwell** as an Unaffiliated Board Member in the seat currently held by George W. Welde, Jr effective 1 January 2015 and until 31 December 2017
 - **Gunilla Carlsson** as an Unaffiliated Board Member in the seat currently held by Ashutosh Garg effective 1 January 2015 and until 31 December 2017
 - **Seif Seleman Rashid** of Tanzania as Board Member representing the developing country constituency in the seat currently held by Ruhakana

Rugunda of Uganda effective 1 January 2015 and until 31 December 2017

- **Khaga Raj Adhikari** of Nepal as Board Member representing the developing country constituency in the seat currently held by A.F.M. Ruhul Haque of Bangladesh effective 1 January 2015 and until 31 December 2017
- **Bahar Idriss Abu Garda** of Sudan as Board Member representing the developing country constituency in the seat currently held by Suraya Dalil of Afghanistan effective 1 January 2015 and until 31 December 2017
- **Jan Paehler** of the European Commission as Board Member representing the France, Luxembourg, European Commission, and Germany donor constituency in the seat currently held by Walter Seidel of the European Commission effective immediately and until 31 December 2014
- **Mariam Diallo** of France as Board Member representing the France, Luxembourg, European Commission, and Germany donor constituency in the seat currently held by Walter Seidel of the European Commission effective 1 January 2015 and until 31 December 2015
- **Beate Stirø** of Norway as Board Member representing the Norway, Denmark, Netherlands, and Sweden donor constituency in the seat currently held by Anders Nordström of Sweden effective 1 January 2015 and until 31 December 2016
- **Clare Walsh** of Australia as Board Member representing the United States, Australia, Korea, and Japan donor constituency in the seat currently held by Jenny Da Rin of Australia effective 1 January 2015 and until 30 June 2015
- **Nick Dyer** of the United Kingdom as Board Member representing the United Kingdom, Canada, and Ireland donor constituency in the seat currently held by Donal Brown of the United Kingdom effective immediately and until 31 December 2014, at which point the seat would revert to Donal Brown until 1 July 2016.
- **Recommended** to the Board that, due to exceptional circumstances concerning Donal Brown's involvement in DFID's Ebola response, it delegate to the Board Chair the authority to extend Nick Dyer's term as Board member if required up to and including 11 June 2015, after which the seat would revert to Donal Brown until 1 July 2016.
- **Recommended** to the Board that it reappoint the following Board Member:
 - **Angela Santoni** of Italy as Board Member representing the Italy and Spain donor constituency until 31 December 2015.
- **Recommended** to the Board that it exceptionally extend the term of the following Board Member:
 - **Wayne Berson** as an Unaffiliated Board Member until 31 December 2015.
- **Recommended** to the Board that it appoint the following Alternate Board Members:

- **Violaine Mitchell** as Alternate Board Member to Orin Levine representing the Bill & Melinda Gates Foundation in the seat currently held by Steve Landry effective immediately and until her successor is appointed
- **Kesetebirhane Admasu** of Ethiopia as Alternate Board Member to Seif Seleman Rashid of Tanzania representing the developing country constituency in the seat currently held by Seif Seleman Rashid of Tanzania effective 1 January 2015 and until 31 December 2017
- **Muhammad Ayub Sheikh** of Pakistan as Alternate Board Member to Bahar Idriss Abu Garda of Sudan representing the developing country constituency in the seat currently held by Salah Banoita Tourab of Djibouti effective 1 January 2015 and until 31 December 2017
- **Eksavang Vongvichit** of Lao PDR as Alternate Board Member to Khaga Raj Adhikari of Nepal representing the developing country constituency in the seat currently held by Pe Thet Khin of Myanmar effective 1 January 2015 and until 31 December 2017
- **Mariam Diallo** of France as Alternate Board Member to Jan Paehler representing the France, Luxembourg, European Commission, and Germany donor constituency in the seat formerly held by Emmanuel Lebrun-Damiens of France effective immediately and until 31 December 2014.
- **Marcus Koll** of Germany as Alternate Board Member to Mariam Diallo representing the France, Luxembourg, European Commission, and Germany donor constituency in the seat formerly held by Emmanuel Lebrun-Damiens of France effective 1 January 2015 and until 31 December 2015.
- **Wieneke Vullings** of the Netherlands as Alternate Board Member to Beate Stirø of Norway representing the Norway, Denmark, Netherlands, and Sweden donor constituency in the seat currently held by Beate Stirø of Norway effective 1 January 2015 and until 31 December 2016
- **Sara Nicholls** of Canada as Alternate Board Member to Nick Dyer/Donal Brown of the United Kingdom representing the United Kingdom, Canada, and Ireland donor constituency in the seat formerly held by Micheline Gilbert of Canada effective immediately and until 1 July 2016.
- **Recommended** to the Board that it reappoint the following Alternate Board Member:
 - **Javier Hernández Peña** of Spain as Alternate Board Member to Angela Santoni of Italy representing the Italy and Spain donor constituency until 31 December 2015.
- **Recommended** to the Board that it appoint the following to the Executive Committee effective 1 January 2015:
 - Geeta Rao Gupta until 31 December 2015
 - Donal Brown in the seat currently held by Jenny Da Rin until 31 December 2015.

- **Recommended** to the Board that it reappoint the following to the Executive Committee effective immediately:
 - Wayne Berson until 31 December 2015.
- **Recommended** to the Board that it appoint the following to the Governance Committee effective 1 January 2015 and until 31 December 2015:
 - Gunilla Carlsson
 - Javier Hernández Peña
 - Seif Seleman Rashid in the seat currently held by Ruhakana Rugunda
 - Geeta Rao Gupta.
- **Recommended** to the Board that it appoint the following to the Audit and Finance Committee effective immediately and until 31 December 2015:
 - Esther Fox in the seat formerly held by Micheline Gilbert.
- **Recommended** to the Board that it appoint the following to the Audit and Finance Committee effective 1 January 2015 and until 31 December 2015:
 - David Sidwell.
- **Recommended** to the Board that it reappoint the following to the Audit and Finance Committee effective immediately and until 31 December 2015:
 - Wayne Berson.
- **Recommended** to the Board that it appoint the following to the Programme and Policy Committee effective immediately and until 31 December 2015:
 - Mariam Diallo
 - Violaine Mitchell in the seat currently held by Steve Landry.
- **Recommended** to the Board that it appoint the following to the Programme and Policy Committee effective 1 January 2015 and until 31 December 2015:
 - Kesetebirhane Admasu
 - Anders Nordström in the seat currently held by Lene Lothe.
- **Recommended** to the Board that it appoint the following to the Evaluation Advisory Committee effective 1 January 2015 and until 31 December 2015: (subject to paragraph 3.7 below):
 - Wieneke Vullings.
- **Recommended** to the Board that it reappoint the following to the Evaluation Advisory Committee effective immediately and until 31 December 2015:
 - Angela Santoni.
- **Recommend** to the Board that it reappoint the following to the Investment Committee effective immediately and until 31 December 2015:
 - Wayne Berson.

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 presented a number of proposals for new committee chairs (Doc 3). She acknowledged that Rob Moodie's nomination had been decided during the 31 October 2014 meeting. She noted that Wayne Berson was being recommended for an exceptional extension to enable overlap between his leadership of the Audit and Finance Committee and his successor. Also, noting George W. Wellde, Jr was stepping down from the Board, she presented a recommendation for Stephen Zinser to serve as Investment Committee Chair.

Discussion

- Mr Wellde agreed that Mr Zinser was an ideal candidate to lead the Investment Committee.

Decision Three

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following:
 - Stephen Zinser as Chair of the Investment Committee effective 1 January 2015 until 31 December 2015
 - Rob Moodie as Chair of the Evaluation Advisory Committee effective 1 January 2015 until 31 December 2016.
- **Recommended** to the Board that it reappoint the following:
 - Wayne Berson as Chair of the Audit and Finance Committee until 31 December 2015.

4. Vice Chair nomination

- 4.1 The Chair requested Beate Stirø to chair this discussion. Ms Stirø referenced the paper outlining the process to identify the next Board Vice Chair. She reported that Flavia Bustreo, WHO Assistant Director-General for Family, Women's, and Children's Health had been nominated to serve (Doc 4). The Governance Committee unanimously welcomed the recommendation.

Decision Four

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it appoint Flavia Bustreo as Vice Chair of the Board with individual signatory authority effective 1 January 2015 and until 31 December 2016.

5. Board Chair Recruitment Committee

- 5.1 George Welde, Chair of the committee tasked with recruiting the next Board Chair updated the Governance Committee on the search process. He noted that his committee had consulted each Board member to get their views, particularly with regard to four key questions: 1) whether the Chair should only be a steward or a more transformational figure, 2) whether the Chair should be a well-recognised name with political clout but with limits on his/her time or someone well respected with the time and knowledge but relatively less well known 3) what the working dynamic between the CEO and Chair should be, and 4) whether any initial candidates came to mind.
- 5.2 The Recruitment Committee had retained a search firm partner which had worked with Mr Welde to analyse the themes that arose from the Board member interviews and assisted in developing an initial draft of the terms of reference for the Board Chair. During the closed session of the Board on 10 December, Mr Welde would provide an overview of the themes that arose from the consultations and discuss the TORs in order to begin the open phase of the search during 2015.

6. Board Travel Policy

- 6.1 In November 2014, the Board requested the Governance Committee to evaluate the first year of the Board Travel Policy's implementation, particularly to see whether any adjustments were required in light of experience. The Chair noted that the Secretariat had reported that assisting Board members with travel arrangements had become more streamlined given the clear guidance in the policy (Doc 6). Also, part of the evaluation was to report the total incremental cost of any exceptions granted in the past twelve months; this cost was reported as US\$ 7,000. In light of the good experience, neither the Secretariat nor the Chair proposed any changes to the policy.

Discussion

- It was reported that no first class rail fare had been requested during the past twelve months. It was noted that the Governance Committee could in the future

consider removing the option for first class rail travel from the policy, particularly if it is found that comparable organisations do not have this option.

7. EC Functions and Composition Subcommittee

- 7.1 Richard Sezibera, Chair of the EC Functions and Composition Subcommittee, recommended a revised list of functions for the EC and proposed a way forward so that a revised EC Charter could be considered and, if thought fit, approved in 2015 (Doc 7). He reported that the Subcommittee had agreed to remove a number of the functions concerning audit and coordination of governance bodies since these matters were handled in other committees. In addition, the Subcommittee had been able to simplify and clarify a number of the existing functions, including strategy consultation, programme initiatives, and time-sensitive decision-making.
- 7.2 With regard to composition, while Board members consulted had agreed that the EC's size should not be increased, there were diverging views on its composition, including whether its membership should be skills-based or representative-based. Given this, the Subcommittee agreed that sufficient time should be given to discuss composition fully after the Board agreed on the EC's functions, perhaps during the March 2015 retreat.

Discussion

- The Governance Committee agreed that the proposed list of functions were streamlined and clear, and that it made sense to seek the Board's agreement on the functions prior to discussing composition.
- The Committee agreed that performance management of the CEO should be performed annually and to include that clarification in the requisite function.
- In discussing the potential composition of the EC, the Board may need to consider the implications of partner agency participation in discussions surrounding performance management of the business plan. The Board may also want to consider turnover on the EC and its implications on maintaining institutional memory and narrative.
- The Governance Committee agreed to recommend to the Board in closed session that it endorse the following list of Executive Committee functions to guide the Board discussion on the composition of the Executive Committee at the Board retreat in March 2015. The new list of functions and any recommendations in relation to the change of composition will go to the Board for approval in 2015. The proposed list of Executive Committee functions is as follows:
 - **Role in strategy:** Provide a forum for initial discussion and guidance in supporting the Board's responsibility for long-term strategy as well as

strategic planning processes, business plans, and implementation procedures.

- **Time-sensitive decisions:** Approve critical, time-sensitive decisions that, after careful consideration, must not be delayed until the following meeting of the Board.
- **Approve country programme grants** based on recommendations of the Independent Review Committee.
- **Approve market and/or commercially-sensitive decisions** as part of the implementation of the supply and procurement strategy.
- **Performance management of Gavi:** Oversee performance management of the business plan and make recommendations to the Board.
- **Performance manage the CEO** annually and report to the Board.
- **Review its own performance** from time to time and report the results of such reviews to the Board or Governance Committee.
- **Review and reassess the adequacy of its Charter** from time to time and recommend any proposed changes to the Board or Governance Committee.
- **Delegated authority:** Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to it.

8. Review of decisions

- 8.1 Debbie Adams, Managing Director, Law and Governance and Secretary to the Board, reviewed and agreed the decision language with the Committee.

9. Other business

- 9.1 The Chair thanked George Wellde for his contributions to the Governance Committee and for his continuing commitment to lead the Chair Recruitment Committee.
- 9.2 The Chair thanked Debbie Adams for her exceptional contributions to the Committee's work. She also thanked Kevin Klock, Head of Governance and Assistant Secretary, and Joanne Goetz, Senior Manager, Governance, for their insight and support. The Chair also thanked Gian Gandhi, Special Adviser to the Vice Chair, for his contributions.

- 9.3 Finally, the Chair thanked the Committee for their work and support, noting that this had been one of the most fulfilling roles that she had undertaken as part of her Gavi service. The Committee praised Dr Rao Gupta for her leadership and her efforts to sustain and improve Gavi's governance practices.
- 9.4 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

- Geeta Rao Gupta, Chair
- Joan Awunyo-Akaba
- Donal Brown (by phone)
- Laura Laughlin
- Orin Levine
- Beate Stirø
- George W. Welde Jr.
- Seth Berkley (non-voting)

Regrets

- Maria C. Freire
- Bheri Ramsaran
- Ruhakana Rugunda
- Samba O. Sow

GAVI

- Debbie Adams
- Anuradha Gupta
- Kevin A. Klock

Observers

- Gian Gandhi, Special Adviser to the Board
Vice Chair