

Gavi Alliance Governance Committee Meeting

10 January 2024

Virtual

1. Chair's Introduction

- 1.1 Noting that the meeting had been duly convened and finding a quorum of members present, the meeting commenced at 15.00 Geneva time on 9 February 2023. Dr Omar Abdi, Board Vice Chair and Governance Committee Chair, chaired the meeting.
- 1.2 The Chair welcomed all participants to the meeting, including members of the CEO Recruitment Search Committee and representatives from Russell Reynolds Associates.

2. Update on CEO recruitment Process

- 2.1 José Manuel Barroso, Board Chair, introduced this item, noting that it had been just six months since the CEO recruitment process had been relaunched and the CEO Search Committee reinstated.
- 2.2 He informed Governance Committee members that the Search Committee had followed a rigorous and intensive process, during which it had considered qualified candidates from all backgrounds and all parts of the world. He provided information in relation to the total number of applications received, those longlisted, shortlisted and interviewed.
- 2.3 He recalled that the Search Committee had undergone unconscious bias training and in this context each member of the Committee had been assigned an ongoing role in the search which was designed to mitigate against the effects of unconscious bias through the process.
- 2.4 The Board Chair noted that actions had been taken to build on lessons learned from the previous recruitment process, not least the endorsement of the Search Committee that the new CEO be provided with dedicated transition coaching and advice as a critical factor to ensuring success in the role.
- 2.5 The Board Chair was pleased to inform the Governance Committee that following second-round interviews, referencing and due diligence, the Search Committee unanimously recommended that Dr Sania Nishtar be recommended to the Gavi Board for appointment as CEO of Gavi.

- 2.6 He noted that Dr Nishtar had demonstrated her expertise across all key elements of the role and brings the skills and competencies required to both lead the Secretariat and maintain and raise Gavi's global standing.
- 2.7 Sarah Goulding, former Gavi Board Vice Chair, Chair of the Governance Committee and member of the Search Committee added that Dr Nishtar had demonstrated through the recruitment process that she is a strong leader who will be able to strengthen the institutional culture, contribute to Gavi's global agenda and ensure effective execution of the strategy.

Discussion

- Governance Committee members commended the Search Committee for their work and acknowledged the support provided by Russel Reynolds Associates, Gavi's Chief People and Experience Officer, Director of Governance and Head of Governance.
- The Committee was unanimous in its support of the recommendation being presented to them for consideration.
- Meeting participants who were members of the Search Committee confirmed the thoroughness and integrity of the process. They confirmed, in response to questions from the Governance Committee, that they had pushed hard on management and leadership and that Dr Nishtar had demonstrated her deep appreciation for the importance of culture and her desire to build on the work that has already started in this area.
- In response to a question from a Committee member the Board Chair noted that it would not be appropriate to share the names of the other candidates shortlisted and interviewed, for reasons of confidentiality.
- Committee members expressed their deep appreciation to David Marlow who had stepped into the role of CEO (Interim) and had ensured continuity and stability during a difficult time for the Alliance.
- The Board Chair recognised Mr Marlow's unfailing commitment to keep Gavi moving forward, not just maintaining the organisation but leading important structural and cultural reforms through the operational excellence initiative, culture journey and Gavi 6.0 development among others. He noted that Mr Marlow had brought Gavi to a stronger position than it was when he took over in August 2023 and noted that the Board is impressed and grateful for these efforts.
- He noted that Mr Marlow will of course remain CEO (interim) until Dr Nishtar takes up her role and that they have already had an opportunity to meet and start discussing future working arrangements.

Decision One

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

- a) **Approve** that Dr Sania Nishtar be appointed as Chief Executive Officer (CEO), an Officer with individual signatory authority on behalf of the Gavi Alliance, for a three-year term effective 18 March 2024; and
- b) **Delegate** to the Board Chair, with the guidance of the Search Committee, the authority to conclude and execute an Employment Agreement with Dr Sania Nishtar for her appointment.

3. Review of Decisions

- 3.1 Joanne Goetz, Head, Governance, reviewed the decision language with the Committee which was approved by them.

4. Any other business

- 4.1 After determining there was no further business, the meeting was brought to a close.

Mrs Joanne Goetz
Secretary to the Meeting

Attachment A: Participants

Committee Members

- Omar Abdi, Chair
- Takeshi Akahori
- Jérémie Forrat-Jaime
- Aamer Ikram
- Kristine Husøy Onarheim
- Sylvain Yuma Ramazani
- Deena Shiff
- Juan Pablo Uribe
- Greg Widmyer
- David Marlow

Secretariat

- Joanne Goetz
- Brenda Killen
- Laura McKeaveney

Regrets

- Bvudzai Magadzire
- Sai Prasad
- Teresa Ressel

Other Board members attending

- Jose Manuel Barroso, Board Chair and Chair of the CEO Search Committee
- Beth Arthy, CEO Search Committee
- Violaine Mitchell, CEO Search Committee
- Eduardo Humberto Retes, CEO Search Committee

Observers/Guests

- Sarah Goulding, CEO Search Committee
- David Sidwell, CEO Search Committee
- Simon Kingston, Russell Reynolds Associates