

Gavi Alliance Governance Committee Meeting

13 October 2022

Global Health Campus, Geneva, Switzerland

1. Chair's report

- 1.1 Noting that the meeting had been duly convened and finding a quorum of members present, the meeting commenced at 14.01 Geneva time on 13 October 2022. Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, chaired the meeting.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 1.3 The minutes of the Governance Committee meeting of 20 June 2022 were tabled to the Committee for information (Doc 01b in the Committee pack). The minutes had been circulated and approved by no-objection on 7 September 2022.
- 1.4 The Committee noted its forward workplan (Doc 01c) and the governance risk matrix (Doc 01d) and agreed on the proposed change of the risk level of two of the risks from medium to low.

2. Introduction to Chief Operating Officer

- 2.1 The Chair welcomed David Marlow, who had joined Gavi as Chief Operating Officer in July 2022.
- 2.2 Mr Marlow noted that during his first three months at Gavi he had identified the key areas that would guide his work going forward namely staff motivation and engagement; people first – taking action to address root causes of work overload, clarifying roles and responsibilities, improving cross functional collaboration; operational excellence; ensuring good governance for enterprise prioritisation; doing what is right for Gavi and supporting the Board and the CEO as the organisation undergoes leadership transition.
- 2.3 He requested that the Governance Committee support in particular the operational excellence efforts, noting that a huge amount of work goes into preparing materials for the Board and its Committees and that it would be useful to understand what the minimum is that is needed by the Board for it to be able to adequately perform its fiduciary duties. This could not only free up resources, but also contribute to ensuring a timelier sharing of papers and draft minutes with Board and Committee members.

Discussion

- Governance Committee members thanked Mr Marlow for having set out his priorities and agreed that he had raised several important points.
- They noted appreciation for the session that the Board had had with the HR Director, Staff Council representative and Ombudsman at the June 2022 Board meeting and indicated that it would be useful to have such sessions regularly going forward.
- In relation to the documentation for Board and Committee meetings, Governance Committee members agreed that the onus is on the Board and its Committees to keep themselves accountable, reduce the request for too much detail and accept more strategic documents, noting that the primary function of the Board is oversight, not micromanagement.
- It was suggested that papers could focus more on the problems and challenges that require the Boards' attention and where the strategic decisions need to be taken. One Governance Committee member suggested that it could be useful if the presentations could be shared with participants in advance of the meetings.
- Governance Committee members noted that it is important for constituencies to receive meeting documents and minutes in a timely manner to ensure effective collaboration within constituencies before meetings, and efficient reporting and sharing of information within constituencies after meetings.
- In response to a question from a Governance Committee member, Mr Marlow agreed that risk needs to be looked at through different lenses and that there needs to be the right balance between taking the right levels of risk within appropriate guardrails. He commented that he has noted that some processes seem to be the same for everything and that there is an opportunity to do things differently without compromising business risk.
- In response to further questions from the Committee, Mr Marlow indicated that his style is one of transparency and teamwork. He oversees several enabling functions and works to ensure that they all come together and collaborate well. He has started working with the Senior Management Team to ensure that they also work together as a cohesive leadership team, leading by example. He noted that the CEO and himself have complementary skillsets and priorities and that as they both have an open-door policy, they welcome issues being raised with them from across all levels of the Secretariat, if they are presented with accurate facts and data.

3. Board Chair reappointment process

- 3.1 The Chair introduced this item noting that as Board Vice Chair and Chair of the Governance Committee she is tasked with speaking to Board Members about the

proposed extension of the Board Chairs' term and, in this context, his performance.

- 3.2 She was pleased to confirm that there is a strong level of support for the Board Chair and that the importance of ensuring stability and continuity in a time of senior leadership transition has been emphasised. Many of those consulted have highlighted the importance of ensuring continuity through the next replenishment cycle.
- 3.3 The Chair noted that once she has concluded her consultations with Board Members, she will circulate a confidential paper to the Governance Committee for input. This will be done on a timeframe that will enable the Governance Committee to make a formal recommendation relating to the extension of the Board Chairs' term at its meeting on 5 December 2022 for subsequent approval by the Board at its December 2022 meeting.

4. Update on CEO recruitment process

- 4.1 Brenda Killen, Director, Governance and Secretary to the Board, provided an update on the CEO recruitment process to date, noting that the process remains on track for completion in line with the timeline agreed by the Board.

Discussion

- In response to a question from a Governance Committee Member, the Secretariat noted that in line with the process guidance document approved by the Board in May 2021, and due to the importance of ensuring confidentiality of the process overall, the CEO Recruitment Search Committee will conduct the process and it is expected that they will submit one name to the Governance Committee and to the Board for consideration at the end of this process.
- The Chair reiterated the importance of ensuring the utmost confidentiality for all involved. She noted the importance of finding a candidate who will be focused on the operations and consolidation of the institution and its impact in countries, as well as the importance of ensuring the candidate's ability to do high-level political outreach.

5. COVAX Facility Governance

- 5.1 Brenda Killen, Director, Governance and Secretary to the Board, introduced this item (Doc 05), updating the Committee on the discussions and consultations that had taken place since its last meeting with a number of different stakeholders to ascertain where and how countries might wish to engage on COVAX going forward.

- 5.2 She noted that since the COVAX governance bodies had been set up in 2020, they have served primarily as fora for sharing information with participating countries, and that participation in meetings has sharply declined over 2021 and 2022.
- 5.3 Ms Killen indicated that there will be some final consultations over the coming weeks and that as things stand it is likely that there will be a proposal to the Governance Committee that it consider dissolving the COVAX Shareholders Council and COVAX Consensus Group at the end of 2022 and that it consider some amendments to the Terms of Reference of the COVAX AMC Engagement Group as part of a proposal that it continue through 2023.

Discussion

- Governance Committee Members confirmed that thus far they were comfortable with the proposals that were likely to come to them for recommendation at their next meeting.
- One Governance Committee Member asked whether consideration might be given to dissolving the AMC Investors Group and integrating the work they do into the general Gavi donor coordination work. The Secretariat committed to investigating this further.
- In the context of a suggestion to consider building in some flexibilities to the Market-Sensitive Decisions Committee Charter for a potential future pandemic, it was noted that there might be more appropriate ways to record agreement on such flexibilities e.g. in meeting minutes. In this context, it was also noted that there would appear to be a general feeling that the COVAX bodies, or similar, could be quite easily reconstituted if needed.

6. Board and Committee Nominations

6a Unaffiliated Board member recruitment update

- 6a.1 Teresa Ressel, Unaffiliated Board Member and Chair of the Unaffiliated Board Member Recruitment Subcommittee, provided an update to the Committee on the recruitment process.
- 6a.2 She noted that the Subcommittee is looking holistically across the nine seats for Unaffiliated Board Members, considering when each member would be due to rotate off the Board and looking at whether it could be wise going forward to consider changing the duration of the second term of some members so that overall, the terms of the group are staggered appropriately.

Discussion

- Governance Committee members noted that the Unaffiliated Board members are an extremely valuable part of the Board. They agreed that it could be useful,

at this time, to consider diversifying the sourcing of potential candidates, and perhaps also differentiating the sourcing in relation to different types of expertise.

Decision One

The Gavi Alliance Governance Committee with reference to the existing Terms of Reference of the Subcommittee for the Recruitment of Unaffiliated Board Members attached as Annex A to Doc 02a to the 11 February 2021 Governance Committee meeting:

Approved the composition of the Subcommittee as Teresa Ressel (Unaffiliated Board member and Chair of the Subcommittee), José Manuel Barroso (Board Chair), Sarah Goulding (Board Vice Chair and Governance Committee Chair), Violaine Mitchell (Board member and Governance Committee member), Rafael Vilasanjuan (Board member and Governance Committee member) and Seth Berkley (CEO) and which can be amended from time to time by the Governance Committee.

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

6b Board and Committee member nominations

- 6b.1 Joanne Goetz, Head, Governance presented this item (Doc 06b) which invited the Governance Committee to consider nominations to the Board, the Governance Committee, the Audit and Finance Committee and the Investment Committee.
- 6b.2 She noted that if the appointments were to be approved the Audit and Finance Committee would no longer be compliant with its Charter, as it would not comprise a majority of Board Members and Alternate Board Members and suggested that this might be something that could warrant further discussion and inclusion in the governance risk matrix going forward.

Decision Two

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

- a) **Reappoint Yibing Wu** as an Unaffiliated Board Member effective 1 November 2022 and until 31 October 2025;
- b) **Reappoint Yibing Wu** to the Governance Committee effective 1 November 2022 and until 31 December 2023; and
- c) **Reappoint Yibing Wu** to the Investment Committee effective 1 November 2022 and until 31 December 2023.

d) **Appoint** the following to the Audit and Finance Committee effective immediately:

- **Lauren Franzel** (Committee Delegate) until 31 December 2023
- **Hitesh Hurkchand** (Committee Delegate) until 31 December 2023
- **Kelly Jarrett** (Committee Delegate) until 31 December 2023

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

7. Amendment to Board and Board Committee Operating Procedures

7.1 Joanne Goetz, Head, Governance presented this item (Doc 07) which invited the Governance Committee to consider an amendment to the Board and Board Committee Operating Procedure, based on deliberations of the CEO Recruitment Search Committee which had considered that the CEO term should be for a three-year period.

Decision Three

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

Amend Section 25.1 of the Board and Board Committee Operating Procedures to read as follows:

Appointment and term: The CEO shall be selected by the Board based on merit, in a non-political, open and competitive manner. The CEO shall be appointed to renewable terms of **three** year.

8. Update on review of Gavi Policies

8.1 Joanne Goetz, Head, Governance presented this item (Doc 08) noting that the Governance Team conducts, from time to time, an internal review of the Board-approved policies that fall within the remit of the Governance Committee.

8.2 She noted that in this context some proposed amendments to the *Delegation of Authority Policy* are being considered and further discussed within the Secretariat. It is possible that a first draft of some proposed amendments might be shared with the Governance Committee in writing in the coming weeks, or at its next meeting in December 2022.

8.3 An internal review of the *Ethics Policy* is also planned and further information on this will be brought to the Governance Committee in due course.

- 8.4 Finally, she noted that the annual report on the implementation of the *Board Travel Policy* and the *Conflicts of Interest Policy for Governance Bodies* will be on the agenda for the December 2022 Governance Committee meeting and that some amendments to the *Board Travel Policy* might be proposed at that time.

9. Other Governance issues (*incl. Review of Action Sheet*)

- 9.1 Joanne Goetz, Head, Governance presented this item (Doc 09), reviewed the Governance Committee Action Sheet which had been included as Annex A to this item in the meeting pack and invited Governance Committee Members to share views on what they might see as the governance priorities for 2023-2024.
- 9.2 In this context, she provided an update to the Committee on the onboarding process for new Board and Committee members which has a number of different tools, including, but not limited to, in-person and virtual onboarding sessions which are offered throughout the year.

Discussion

- Governance Committee members raised a number of issues which they agreed were important and/or might warrant further consideration, namely:
 - The importance of ensuring that the Board and its Committees have clear decisions and clear decision language;
 - Including information in papers that come to the Board in relation to who has cleared them, if the item to be considered is related to a previous decision and if so, including the text of the previous decision in the paper, if the item is an update etc.;
 - Considering alternative options to the *Consent Agenda* which might engage the Board on decisions between meetings;
 - Looking at ways to enable Board members to share, in advance of a meeting, how comfortable they are with the different items being put to them for consideration so as to enable the discussion to be focused on those areas where it is most needed;
 - Ensuring that Board Members are empowered by their organisation/constituency to change constituency views at the table as appropriate.
- Governance Committee members agreed on the importance of the Board having strategic oversight of organisational performance and efficiencies, not only in relation to country impact but also in relation to how well the Secretariat is operating. It was noted, and agreed, that strategic oversight does not, and should not, mean micromanagement. It was suggested that it would be appropriate to leave some time for the new COO to get fully onboard and then ask him to provide a strategic overview of operational progress.

10. Review of Decisions

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

11. Any other business

- 11.1 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

- Sarah Goulding, Chair
- Takeshi Akahori
- Gabriella Fésüs
- Violaine Mitchell
- John Arne Rottingen
- Teresa Ressel
- An Vermeersch
- Rafael Vilasanjuan
- Seth Berkley (Items 1-3, 5-8)

Regrets

- Tamar Gabunia
- Aamer Ikram
- Zsuzsanna Jakab
- Yibing Wu

Other Board members attending

- Kate O'Brien

Secretariat

- Joanne Goetz
- Brenda Killen
- David Marlow (Item 2)
- Marie Rochat