

Gavi Alliance Governance Committee Meeting

16 April 2024

Hotel Ermitage, Evian, France

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 Evian time on 16 April 2024. Dr Omar Abdi, 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 26 February 2024 (Doc 01b in the Committee pack) were approved.
- 1.4 The Committee noted its forward workplan (Doc 01c) and the governance risk matrix (Doc 01d). The Secretariat noted that governance risks will be folded into Gavi's overall risk framework and that further information will be provided to the Committee on this new approach during Q4 2024. The Governance Committee will do an overall review of the governance risks at least annually, and as and when required.
- 1.5 Sania Nishtar, Gavi CEO, attending her first Governance Committee meeting in her new role, highlighted the importance of the work of this Committee in ensuring that Gavi has a solid governance framework. Noting that the implementation of Gavi's Conflicts of Interest policies is within the remit of this Committee, she noted that a specific process is being put in place in relation to any perceived conflicts there might be in relation to the work that Gavi does with Pakistan and that she will update the Committee on this in due course.
- 1.6 Finally, the Chair informed Committee members that a small group comprising the Board Chair, the Board Vice Chair, Deena Shiff, Anne Schuchat and Violaine Mitchell has been put in place to support and advise the CEO during her transition period.

Decision One

The Gavi Alliance Governance Committee:

Approved the minutes of its meeting on 26 February 2024.

2. Proposed AVMA Governance

2.1 Augustin Flory, Managing Director, Innovative Partnerships and Development Finance, presented an overview of the proposed AVMA (African Vaccine Manufacturing Accelerator) governance framework (Doc 02), noting that it had been designed in recognition of the need to align core Gavi governance processes whilst recognising some distinct AMVA-specific parameters.

Discussion

- Governance Committee members endorsed the proposed approach in particular commending that it did not propose to create new governance structures and that accountability therefore remains with the Gavi Board.
- It was noted that vaccine procurement for AVMA will go through the standard tender processes and that it will be important to ensure that this is clearly understood by all.
- It was also noted that it will be important to ensure that there is a clear distinction between the roles and responsibilities of the different bodies going forward, including between the existing Board Committees and how it might be important to ensure that some of the Board Committees e.g. Audit and Finance Committee and Programme and Policy Committee work together.
- Governance Committee members requested further information on the advisory role that each of the proposed *AVMA Investor Forum* and the *Africa CDC/Gavi Manufacturing Forum* would have, and more detail on how they would input into the work of the Board Committees. It was suggested that some Board and/or Board Committee members should be embedded into the composition of these fora. It was also suggested that the fora include representation from a number of Gavi constituencies who are experienced in different areas of related work such as affordable access, regional health security etc.
- Governance Committee members requested that careful consideration be given to the role of Africa CDC on the *AVMA Investor Forum*, noting potential conflicts should Africa CDC, at some point, become a recipient of AVMA funding – for example if an eventual link with the AU proposed Pooled Procurement Mechanism was to be established.
- Governance Committee members requested that clear indicators be set for AVMA against which progress can be reported on annually.
- The importance of ensuring that the Gavi Board will have access to the materials for the meetings of the fora was emphasised.

- In response to queries on whether AVMA might be a large administrative burden on the Secretariat it was noted that while there will be resources required they should be kept to a minimum.
- It was noted that transparency for AVMA is important across Gavi bodies, including for AVMA. It was suggested that the input from fora should be made publicly available, unless it includes sensitive information.
- Governance Committee members, noting that the Board had acknowledged this as a high risk, high return venture, emphasised the importance of managing all associated risks, and referenced in particular some of the potential reputational risks for Gavi. In this context, it was noted that expectations, in particular at the level of country leadership in both the implementing and donor countries, do not currently appear to be aligned with the clear timeline that has been set out for AVMA and that this will have to be managed very carefully.
- It was also suggested that one of the biggest risks would be that the fund is not used and in this context the important role that Africa CDC will play in supporting the African Union members to develop the regulatory and policy environment that will encourage the private sector to invest and produce vaccines on the continent was emphasised.

3. Global Fund Collaboration

- 3.1 Hope Johnson, Special Adviser to the CEO, Strategic Initiatives, provided an overview of the ongoing collaboration between Gavi, the Global Fund (GF) and the Global Financing Facility (GFF) (Doc 03) and updated the Committee on a proposed time-limited “Joint Committee Working Group” which would aim to ensure a common vision for collaboration and support in identifying opportunities and challenges.

Discussion

- Governance Committee members welcomed the update and were pleased to note the progress in strengthening the collaboration. It was noted that there appears to be a call for urgency on clarity on what is going to happen on the prioritised workstreams identified and when.
- Governance Committee members agreed that countries need to be at the centre of the collaboration and that this will need to be done in a way which does not add an additional burden on them.
- It was suggested that it will be important to be clear on how the impact of this collaboration in countries is measured.

- Overall support for the proposed “Joint Committee Working Group” was expressed and it was noted that there will be further consultations on what this might look like leading up to discussions with the Board at its meeting in June 2024.

4. HR Update

- 4.1 Laura McKeaveney, Chief People and Experience Officer, provided a brief update to the Committee (Doc 04), noting in particular the comprehensive compensation and benefits survey that had been undertaken during 2023 and highlighting some specific benefits which had been identified as warranting further reflection.
- 4.2 She provided an update on a request from employees to have pay scale transparency, on the equal salary certification process, on the 2023 performance management and 2024 objective setting processes and on the ongoing process to address the high number of consultant contracts.

Discussion

- Committee members commended Ms McKeaveney on the work being done and expressed their appreciation for the transparent manner in which the information has been provided.
- A number of Committee members commented on the outcomes of the 2023 performance review, noting that the results do not reflect what would be considered a normal distribution of ratings in an organisation.
- Committee members also noted that it can be quite difficult to process the information and understand the scope and scale of the challenge relating to the consultant contracts issue.
- The Chair concluded noting that the HR Subcommittee will be mandated to do a deep dive on a number of these crucial issues.

5. Protection from Sexual Exploitation, Abuse and Harassment (PSEAH) Policy

- 5.1 Maria Thestrup, Chief Ethics, Risk and Compliance Officer, introduced this item (Doc 05) on which the Committee had had an initial discussion at its meeting in February 2024.

- 5.2 She noted that the Protection from Sexual Exploitation, Abuse and Harassment (PSEAH) policy which is before the Committee at this meeting for approval is complemented by a PSEAH strategy and workplan covering 2024 and 2025 and that the Governance Committee will receive annual updates on the progress of implementation of the policy.

Decision Two

The Gavi Alliance Governance Committee:

Approved the Protection from Sexual Exploitation, Abuse and Harassment (PSEAH) Policy attached as Annex A to Doc 04, effective 1 December 2024.

6. Unaffiliated Recruitment Subcommittee Update

- 6.1 Teresa Ressel, Chair of the Unaffiliated Board Member Recruitment Subcommittee, provided an update on the ongoing process, supported by Heidrick & Struggles, to recruit Unaffiliated Board Members.
- 6.2 She noted that it is expected that the Governance Committee will be asked to consider the appointment of one new Unaffiliated Board Member through a no-objection process in May 2024 and that the process will continue to consider candidates for further upcoming vacant seats.
- 6.3 The Chair thanked Ms Ressel for the time she has spent ensuring that there is a robust recruitment process and that the absolute best candidates are found for the Gavi Board.

7. Strengthening Implementing Country Constituency

- 7.1 Joanne Goetz, Head, Governance, introduced this item (Doc 07) noting that it relates to an action arising from the 2023 Board and Board Committee Evaluation.
- 7.2 She noted that as there has been recent turnover in Implementing Country representation on the Board and Board Committees, the Implementing Country Caucus has just recently convened to appoint its Co-Chairs, and that in that context there has not yet been an opportunity to engage with the Caucus on this specific matter. She proposed that the Implementing Country Co-Chairs be invited to attend the June 2024 meeting of the Governance Committee to share their thoughts directly with the Committee.

Discussion

- Governance Committee members supported the proposal to hear directly from the Implementing Country Caucus Co-Chairs at their next meeting.
- Committee members noted the importance of ensuring the voice of countries, not only on Gavi's governance bodies, but also through representation in other bodies such as technical working groups. It was also noted that there is a need to ensure that inputs in consultations from in-country implementing partner organisations is not mistaken for the views of the countries themselves. In this context the Governance Committee agreed that further thought should be given, and efforts made, with the support of the Country Programmes Delivery team, to identify talent from the countries to contribute to relevant technical and other bodies.
- One Governance Committee member noted that country voices are not just government alone and that it would be important to look beyond government and implementing partner organisations at other country constituencies who can bring an important country lens to the discussions.
- Governance Committee members agreed that the issue of country representation, beyond representation on Gavi's governance structures, is something that the Committee should follow up on going forward.

8. Review of Decisions

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

9. Any other business

- 9.1 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
- Kristine Husøy Onarheim
- Aamer Ikram*
- Bvudzai Magadzire
- Teresa Ressel
- Sylvain Yuma Ramazani*
- Deena Shiff
- Juan Pablo Uribe
- Greg Widmyer
- Sania Nishtar

Regrets

- Sai Prasad
- Juan Pablo Uribe

Observers

- Vivian Lopez, Special Adviser, Board Vice Chair*

Secretariat

- Joanne Goetz
- Augustin Flory* (Agenda Item 2)
- Hope Johnson* (Agenda Item 3)
- Brenda Killen
- David Kinder* (Agenda Item 2)
- David Marlow
- Laura McKeaveney* (Agenda Item 4)
- Marie-Ange Saraka-Yao* (Agenda Item 2)
- Maria Thestrup* (Agenda Item 5)

*Attending virtually