

## Gavi Alliance Governance Committee Meeting

22 June 2023

Virtual

### 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 14.04 Geneva time on 22 June 2023. 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 29 March 2023 were tabled to the Committee for information (Doc 01b in the Committee pack). They had been approved by no objection on 5 June 2023.
- 1.4 The Committee noted its action sheet (Doc 01c), forward workplan (Doc 01d) and the governance risk matrix (Doc 01e).

### *Discussion*

- In relation to the governance risk matrix, the Chair noted that Board colleagues had raised with her questions around the role of the COVAX AMC Investors Group providing guidance on the Pandemic Vaccine Pool and how this relates to the full architecture of Gavi governance. She noted in this context that some Board members have raised a potential risk around confusion of donor and full Board considerations on policy decisions and that this is an area which could undermine trust if there is a perception that there is an unequal voice of stakeholders in Gavi's governance.

-----

### 2. Board and Committee Evaluation

- 2.1 Noting that colleagues from Nestor Advisors were attending this meeting as observers in the context of their support to the ongoing Board and Committee Evaluation, the Chair invited a representative of the firm to present a preliminary report on the findings of their work thus far.
- 2.2 Stilpon Nestor, Nestor Advisors, recalled the objectives, scope and methodology of the evaluation exercise, noting that they had received 50 out of 65 responses to the online questionnaires and that 34 out of 40 scheduled interviews had taken place.

- 2.3 He presented some preliminary findings from the questionnaire responses, noting the highest and lowest scoring Board and Committee responses. Overall it would appear that the Board feels good about itself but does not feel that it has sufficient oversight on organisational culture.
- 2.4 Mr Nestor presented information on the highest areas of convergence and divergence. Noting that it is too early to make recommendations already he shared information in relation to some emerging themes.

#### *Discussion*

- Governance Committee members welcomed the preliminary report and expressed satisfaction with the level of engagement of Board and Committee members in this evaluation exercise.
- In response to comments from Committee members, Mr Nestor noted that he had presented some preliminary findings and that final recommendations of the report will be based on further analysis as well as a prioritisation of the different issues raised. He agreed that there appears to be overall satisfaction with the governance structure, and that work could likely be done to improve information and communication flows between the different bodies. He suggested as an example that it might make sense to intensify the workings of the All Chairs Group.

-----

### **3. Dissemination of Gavi Board and Committee materials incl. proposed Confidentiality Undertaking**

- 3.1 Brenda Killen, Director of Governance and Secretary to the Board, introduced this item (Doc 03) referencing the *Board and Committee Materials - Guidelines for Dissemination* and the draft *Confidentiality Undertaking*, documents on which the Governance Committee was being invited to endorse and/or provide guidance.

#### *Discussion*

- Governance Committee members generally found the *Guidelines for Dissemination* document to be clear and concise. It was noted that it could be difficult for some organisations/constituencies to “only share the full pack of meeting materials in exceptional circumstances” and it was suggested that this could be reworded to ensure that the guidelines do not make it more difficult for Board and Committee members to fully represent the voice of their organisation/constituency.
- In relation to the draft *Confidentiality Undertaking* it was suggested that there is a difference between confidential information and what some might consider

as controversial information. It was proposed that the sentence relating to interactions with the media be reworded to make specific reference to interactions with the media on issues that might be of a sensitive nature.

- It was also suggested that if/when Board members are going to undertake an engagement on Gavi with the media, they be encouraged to check with the Gavi Communications Team so that they might receive any briefings or critical information that might be of use to them in their discussions.
- The Secretariat noted that they would welcome any further comments from Committee members that they may wish to share in writing and that updated documents would be presented to the Governance Committee at its next meeting for endorsement.

-----

#### **4. CEO Transition**

- 4.1 The Chair introduced this item and invited the Secretariat to provide an update on the work that is being done to ensure a successful transition between the current and next CEO.
- 4.2 Hannah Burris, Chief of Staff, provided an overview of the transition process and milestones, highlighting a number of actions which had already been implemented including regular engagement with Dr Pate and the sharing of materials, including recent reviews and independent analysis of a number of areas of Gavi's work.
- 4.3 She provided an overview of current and planned activities, noting that Dr Pate will attend the Board meeting in Geneva as an observer on 26-27 June 2023 and that a virtual meeting has already been planned for the Board with Dr Pate on 11 September 2023.

#### *Discussion*

- Committee members welcomed the update and noted that it would be useful to communicate more widely on the work that has been done to date as well as further work planned as this would allay concerns that there appear to be amongst some Board Members in relation to the transition planning.
- The Secretariat noted that Dr Pate has preferred to engage through one-on-one discussions to date. The focus has been internally within the Gavi Secretariat and Dr Pate has himself indicated his preference to get his feet on the ground before he decides on how he will engage with Alliance partners and other stakeholders. The meeting of the United Nations General Assembly (UNGA) is being seen as a major opportunity for in person meetings.

- The Secretariat further noted that Dr Pate is being brought along in relation to the ongoing work of the Secretariat so that when he does take up his role in August, he will already have a sense of what is happening and have been involved in decisions that might have been taken during the transition period. Discussions are already ongoing with him in relation to how his first retreat with the Senior Management Team might be framed.
- Noting that Dr Pate has decided not to accept the offer of a global leadership grant from the Bill & Melinda Gates Foundation, the Governance Committee was reassured that there would be sufficient resources available through the Gavi Secretariat budget for any support that Dr Pate might need to support his onboarding process.

-----

## **5. Operational Excellence and Human Resources Update**

- 5.1 David Marlow, Chief Operating Officer, provided an update to the Governance Committee on matters relating to external and internal complexities driving the Operational Excellence (OE) agenda to accelerate delivery of Gavi 5.1 and ensure readiness for Gavi 6.0. He outlined the opportunities and challenges and noted the ambition, through OE, to simplify Gavi's ways of working and driving towards an engaged and motivated workforce.
- 5.2 He referenced an ongoing review of Gavi's compensation and benefits framework as well as the recent review of Gavi's ethical framework which has led to recommendations for improvement.
- 5.3 Laura McKeaveney, Chief People and Experience Officer provided some reflections on her observations since she joined the Secretariat on 1 May 2023 in particular in relation to the current culture. She noted that she has observed an organisation where there is a great deal of unrest and uncertainty, a tremendous number of technical experts who are fully focused on the mission, at times to the detriment of efficiency and effectiveness, with a rules-based approach which is at times holding us back.
- 5.4 She noted that there has perhaps not been the level of training and leadership development that one might see in other industries, that there appears to have been significant grade creep and that the rates of absence due to illness remain quite high.

### *Discussion*

- Governance Committee members welcomed the report and commended the frank, open and transparent manner in which it had been delivered.
- It was suggested that it could be useful for the Governance Committee to have quarterly reports of this nature so that they can track progress.

- It was also noted that it would be useful for the Committee to understand the programmatic/functional breakdown of staff resources so as to better understand them in relation to the strategy.
- One Committee member noted in relation to leadership development, changing culture etc. that solutions are very often in the hands of the employees themselves and that it will therefore be important to seek their input throughout the journey.

-----

## **6. Delegation of Authority Policy**

- 6.1 The Chair noted that on further reflection and subsequent discussion with the Board Chair, it is now being proposed that the introduction of a new Delegation of Authority policy should align with the implementation of recommendations that might come from the Board and Committee Evaluation. In this context therefore she invited Governance Committee members to provide any comments that they might have to the proposed new policy in writing to the Secretariat, noting that the Governance Committee could then look to formally recommend its approval to the Board at its next meeting.

-----

## **7. Board Travel Policy**

*It was agreed to defer discussion on this item to a meeting of the Governance Committee on 25 June 2023.*

-----

## **8. Board and Committee nominations**

*It was agreed to defer discussion on this item to a meeting of the Governance Committee on 25 June 2023.*

-----

## **9. Request for waiver to Independent Review Committee Terms of Reference**

*It was agreed to defer discussion on this item to a meeting of the Governance Committee on 25 June 2023.*

-----

## 10. Board Vice Chair Nomination Process

- 10.1 The Chair briefly introduced this item (Doc 10) noting that a process needs to be put in place to identify her successor when she comes to the end of her second term as Gavi Board Vice Chair on 31 December 2023.

### *Discussion*

- Governance Committee members were comfortable with the proposed process and agreed to reflect on the composition of the Subcommittee which could be approved through an electronic no-objection consent process.

### **Decision One**

The Gavi Alliance Governance Committee:

**Approved** the establishment of the Board Vice Chair Subcommittee (“Subcommittee”) with the terms of reference set out in Annex B to Doc 10

-----

## 11. Review of Decisions

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

-----

## 12. Any other business

- 12.1 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
- Joan Benson
- Jérémie Forrat-Jaime
- Tamar Gabunia (Agenda Items 1-4)
- Aamer Ikram
- Violaine Mitchell (Agenda Items 3-5)
- Kate O'Brien
- John Arne Rottingen
- Teresa Ressel
- Rafael Vilasanjuan (Agenda Items 1-4)
- Seth Berkley (Agenda Items 3-4)

### **Secretariat**

- Hannah Burris (Agenda Item 4)
- Simon Duffield (Agenda Item 6)
- Joanne Goetz
- Brenda Killen
- Jelena Madir (Agenda Item 6)
- David Marlow
- Laura McKeaveney (Agenda Item 5)
- Marie Rochat (Agenda Items 1-4, 6-12)

### **Regrets**

- Takeshi Akahori
- Deena Shiff

### **Other Board members attending**

- Rhoda Wanyenze
- Greg Widmyer (Agenda Items xxx)

### **Observers/Guests**

- Stilpon Nestor, Nestor Advisors (Agenda Items 1-4, 6-12)
- Daniel Genberg, Nestor Advisors (Agenda Items 1-4, 6-12)
- Daniela Chang, Nestor Advisors (Agenda Items 1-4, 6-12)
- Julian Green, Nestor Advisors (Agenda Items 1-4, 6-12)
- Stella Villares, Special Adviser to Gavi Board Chair (Agenda Items 1-4, 6-12)