

Gavi Alliance Governance Committee Meeting

23 March 2015

Copenhagen, Denmark

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 16.00 Copenhagen time on 23 March 2015. Flavia Bustreo, 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 Committee reviewed the minutes of its meeting on 9 December 2014 (Doc 01b), which were approved on 23 February 2015. A small title correction was requested. The Committee also reviewed its action sheet (Doc 1c) and forward workplan (Doc 1d).

2. Executive Committee composition

- 2.1 The Chair led a discussion on the potential future composition of the Executive Committee (Doc 2). She noted that the most recent self-assessment recommended that the Board clarify the role and composition of the Executive Committee and that the Board had agreed to the EC's new functions during its December 2014 executive session. After two rounds of consultations and a meeting on 2 March 2015, the Governance Committee's EC Functions and Composition Subcommittee had submitted several key considerations and potential composition options for the Governance Committee to consider. Importantly, Beate Stirø, on behalf of the Subcommittee, noted that while there was general agreement not to increase the size of the EC, there were diverse views on who should sit on it and to what extent to prioritise skill sets versus representation.

Discussion

- The Governance Committee emphasised the need for the individual EC members to act in the interest of the Alliance as a whole (rather than simply the interests of their constituencies) and to move matters forward in a timely way.
- The Governance Committee agreed that EC terms should be at least two years given the learning curve required to be effective and the need to maintain narrative continuity in discussions.

- Committee members acknowledged that the EC must contain adequate financial knowledge given its role in making financing decisions. In that spirit, some members suggested that the Audit and Finance Committee and Investment Committee chairs should have fixed seats.
- Two constituencies requested seats: Civil society requested a seat given its role in promoting coverage and equity. The donor constituency requested a second seat given the diversity of viewpoints within the donor community.
- The paper contained three options for the Governance Committee to consider. There was no appetite for the first option which would be to leave the Executive Committee composition as it currently stands.
- One member preferred Option 2 which would remove one unaffiliated seat and one seat currently allocated to WHO, UNICEF, and the World Bank. This option would shrink the size of the EC to nine members.
- There was interest in Option 3, which would remove the two seats referenced in Option 2 and add two flexible seats that could be allocated by the Governance Committee based on the EC's needs at given points in time.
- The Committee also crafted an "Option 3a" which would allocate the remaining two unaffiliated seats specifically to the Audit and Finance Committee and Investment Committee chairs (who had always been unaffiliated members). There would also be a recommendation that the first two occupants of the flexible seats be a second donor representative and the civil society board member.
- The Committee agreed that a memo based on Doc 2 and amended to reflect this discussion be shared with the Board to assist the Board in determining what changes to the EC's composition should be made.

3. Board Chair recruitment

- 3.1 The Chair provided an overview of the work performed by the Board Chair Recruitment Committee chaired by George W. Welde Jr, and the next steps in the search process (Doc 3).
- 3.2 She reminded the Committee that in 2014, a search committee was formed, its terms of reference were agreed, a search partner was hired, and the position description for the next Board Chair was approved. She noted there had been extensive consultation with the Board throughout the process, including a call for potential candidates.
- 3.3 So far in 2015, the search partner had performed marketplace research and the Recruitment Committee had met twice to review the research, further refine the skill sets desired, and discuss the candidate long list. The Committee will meet

again to review further research conducted by the search partner and determine whether there are candidates to advance to an interview stage.

Discussion

- The Recruitment Committee has asked the search partner to develop a detailed timeline for the remainder of the recruitment and to perform more robust research to assist it in making determinations about candidate qualities. It is expected these will be ready at the next Recruitment Committee meeting.
- It was reported by members of the Recruitment Committee that the quality of the candidate list had significantly improved between their first and second meetings. The list now has a good range of names, gender balance, and geographic representation.
- There is still time for the Board to add names to the long list though this phase of the search will be shortly coming to a close. Dr Bustreo will relay this message to the Board during the retreat.
- It was agreed that the Governance Committee would convene by telephone during late April or early May to receive a further report from the Recruitment Committee and potentially discuss the most attractive candidates on the short list.
- The Chair expressed her appreciation to Mr Wellde for his continuing leadership of the Recruitment Committee.

4. Unaffiliated board member recruitment

- 4.1 The Chair noted that there were several anticipated unaffiliated board member vacancies that would occur during 2015 and so the Unaffiliated Board Member Recruitment Subcommittee of the Governance Committee had been reconstituted to lead this work. The Subcommittee met on 17 March and agreed to a detailed project plan and desired skills statement for the recruitment of new members; these were shared with the Governance Committee.

Discussion

- The tabled skills statement indicated that financial and accounting skills were desirable but not necessary. Some members indicated that they thought these were important skills to recruit this round.
- The Chair noted that the CEO had been and should continue to be a non-voting member of the Subcommittee. She noted that he would bring the Secretariat perspective to the deliberations and that, in any event, any candidate would be brought to the Governance Committee for recommendation prior to Board appointment.

- It was noted that the Subcommittee will be considering geographic diversity. It was also noted that the candidate pipeline is a living list and so members can always add to it. It was also suggested that the three year rolling forecast of unaffiliated vacancies be shared with the Governance Committee in due course.

5. Self-assessment recommendations update

- 5.1 Kevin A. Klock, Head of Governance and Assistant Secretary reported on the close out of the stage 1 recommendations from the 2013-2014 board self-assessment report and provided an update on the progress made on stage 2 recommendations (Doc 5).

Discussion

- The Governance Committee decided that the stage 2 recommendations – increased committee decision-making authority and the Board's approach to constituency representation and support – had been sufficiently addressed during 2014 and that these could be closed out as well.
- Further, the Committee determined that the next self-assessment should be scheduled for the end of 2016 and beginning of 2017 to allow for the recent improvements to the governance system to take hold and the new Board Chair to have a year of experience prior to commencing the review.

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

- Flavia Bustreo, Chair
- Joan Awunyo-Akaba
- Donal Brown
- Maria C. Freire
- Gunilla Carlsson
- Geeta Rao Gupta
- Javier Hernández Peña
- Laura Laughlin
- Orin Levine
- Seif Seleman Rashid
- Beate Stirø
- Seth Berkley (non-voting)

Regrets

- Bheri Ramsaran
- Samba O. Sow

Secretariat

- Anuradha Gupta
- Kevin A. Klock

Observers

- Lidija Kamara, Special Adviser to the Board
Vice Chair