

Gavi Alliance Governance Committee Meeting

26 February 2024

Virtual Meeting

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 13.00 Geneva time on 26 February 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 meetings of 3 December 2023 and 10 January 2024 (Doc 01b in the Committee pack) were approved.
- 1.4 The Committee noted its action sheet (Doc 01c), forward workplan (Doc 01d) and the governance risk matrix (Doc 01e).

Decision One

The Gavi Alliance Governance Committee:

Approved the minutes of its meetings on 3 December 2023 and on 10 January 2024.

2. Update on CEO Transition

- 2.1 Laura McKeaveney, Chief People and Experience Officer, provided an update on the overall process to support the incoming CEO, Dr Sania Nishtar.
- 2.2 She noted that the Secretariat onboarding process is progressing well and that in parallel, a transition process, designed to last approx. 15 months, is being managed independently, as agreed by the Search Committee, by Russell Reynolds Associates.
- 2.3 In relation to the latter, Ms McKeaveney noted that Dr Nishtar has already started to work with an experienced leadership coach to design the appropriate transition framework for her which will also reflect best practice.

3. Board and Board Committee Evaluation – Implementation of Action Plan

- 3.1 Joanne Goetz, Head, Governance, provided an overview of the status of the implementation of the action plan (Doc 03) noting actions that had been completed, that were due to be completed by end Q2 2024 and a small number of actions that required further discussions and/or consultation.

Discussion

- Governance Committee members considered the actions requiring further discussion/consultation and agreed on the importance of focusing on i) the quality, and not the quantity, of the information provided to the Board and its Committees; ii) getting to the root cause of the issue of trust between the Secretariat and the Board, and between Alliance partners; iii) addressing the gap that exists as it relates to strategic prioritisation of Gavi resources e.g. the Audit and Finance Committee confirms availability of funds, the Programme and Policy Committee confirms whether or not a proposed programme is good, but there is currently no discussion on whether the proposed programme is the best use of resources.
- Governance Committee members noted that some of the underlying issues might be addressed as the Board continues to input on the development of the Gavi 6.0 strategy and in this context it was agreed that implementation of some of the actions could perhaps be considered further after the strategy has been approved, at which time the Governance Committee will be in a position to take stock of the process and whether some of the issues have been addressed in the meantime.
- One Governance Committee member noted the importance of Board and Committee members understanding the business model of the organisation, including how partners work in countries and how national immunisation programmes work.

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

- 4.1 Maria Thestrup, Chief Ethics, Risk and Compliance Officer, provided an update to the Committee on the Protection for Sexual Exploitation, Abuse and Harassment (PSEAH) gaps and policy overview process (Doc 04), requested guidance on the draft policy and presented information in relation to the proposed implementation plan.

Discussion

- Governance Committee members commended the work being done in relation to this important issue and welcomed in particular that the policy starts from a zero-tolerance perspective.
- In response to questions from Committee members on how this will be implemented in relation to contracts which are already in place, the Secretariat clarified that in the absence of such a policy, there are already relevant clauses in a number of current Gavi contracts but that in certain cases there might be a need to renegotiate contracts which are already in place.
- On the proposed timeline, whereby the policy would come into effect on 1 December 2024, it was clarified that as the policy will have major operational implications the wish is to ensure that those implications can be addressed before, and not after, the policy formally takes effect. It was noted that in the meantime the key principles of the Ethics, Risk and Compliance Charter as well as the PSEAH strategy and workplan will ensure that the key principles of the policy are already applied being in the interim.
- Committee members noted that both the Audit & Investigations function (which will be carrying out an audit to ensure that the policy is being implemented appropriately) as well as the Ethics, Risk and Compliance function (which has a mandate to do second line monitoring) have an independent reporting line to the Board, through the Audit and Finance Committee and the Governance Committee, and in that context would report directly to those entities should they see any PSEAH related issues that are not being addressed.
- Committee members also noted, in response to their comments, that work is being done with the human resources function in the Secretariat to ensure that background checks, as they pertain to potential SEAH violations, are streamlined and operationalised in Gavi's staff recruitment processes.
- Finally, Committee members were asked to provide any further comments that they had on the draft policy itself to the Secretariat within two weeks and noted that the final draft will be presented at the April Governance Committee meeting for approval.

5. Human Resources Subcommittee Terms of Reference

- 5.1 Laura McKeaveney, Chief People and Experience Officer, presented this item (Doc 05) noting that following on the changes to the Governance Committee Charter which now provides for the establishment of a Human Resources (HR) Subcommittee, it is timely to set up a Subcommittee that can allow for an open and robust discussion on issues pertaining to the Gavi Secretariat.

- 5.2 She noted that the Subcommittee will play an important role in providing guidance in relation to a new HR Strategy for the Secretariat, which would then lead into a comprehensive talent management and compensation & benefits strategy and support the ongoing work on organisational culture.
- 5.3 She also noted that the Subcommittee Terms of Reference allows for independent experts to be brought into the Subcommittee discussions as appropriate and that this will be important to ensure that the Subcommittee has input in terms of best practice and advice.

Discussion

- In response to questions from the Committee, the Secretariat noted some examples of the type of matters that the Subcommittee might look at such as the career trajectory for staff or where Gavi should be positioning itself in the marketplace when it comes to compensation and benefits.
- In the context of the discussion the CEO noted the importance of looking at Gavi's HR strategy from an in-country perspective, looking at how Gavi, as an Alliance, shows up in country.
- The Chair thanked Ms Shiff for having accepted to chair the Subcommittee, He encouraged Governance Committee members to step forward to fill the two remaining seats on the Subcommittee, noting that the final composition would be approved electronically through a no objection process.

Decision Two

The Gavi Alliance Governance Committee:

Approved the Terms of Reference of the Human Resources Subcommittee as outlined in Annex A to Doc 05.

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 an Unaffiliated Board Member. She noted that there is a seat which is currently vacant and that Naguib Kheraj has indicated that he will not complete a full second term on the Board.
- 6.2 Ms Ressel noted that while there is significant interest from potential candidates on being on the Gavi Board, it can be difficult to find candidates who can commit to the time required to join both the Board and one or more of its Committees.

6.3 She confirmed that there is gender, geographic and skill diversity across the top ten candidates identified through the current process and informed Committee members that the Subcommittee hopes to be in a position to present at least one candidate to the Governance Committee at the end of March/beginning of April 2024 for consideration.

6.4 The Chair thanked Ms Ressel for her leadership in this issue.

7. Report on Implementation of Gavi Policies

7.1 Joanne Goetz, Head, Governance, provided an update on the implementation of the Conflicts of Interest Policies for the Governance Bodies and the Secretariat and the Board Travel Policy (Doc 07).

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 Husoy Onarheim
- Aamer Ikram
- Sai Prasad (Agenda Items 3-9)
- Teresa Ressel
- Sylvain Yman Ramazani
- Deena Shiff
- Juan Pablo Uribe
- Greg Widmyer
- David Marlow

Regrets

- Bvudzai Magadzire

Observers

Stella Villares, Special Adviser, Board Chair
Vivian Lopez, Special Adviser, Board Vice Chair

Secretariat

- Joanne Goetz
- Brenda Killen
- Laura McKeaveney (Agenda Items 1-2, 5)
- Maria Thestrup (Agenda Items 1-4)