

Gavi Alliance Governance Committee Meeting

27 June 2023

Geneva Marriott Hotel, Geneva, Switzerland

1. Introduction

- 1.1 Noting that the meeting had been duly convened and finding a quorum of members present, the meeting commenced at 12.47 Geneva time on 27 June 2023. Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, chaired the meeting.
- 1.2 All other formalities were dispensed with in light of this being a meeting convened at short notice at the request of the Board.
- 1.3 The Chair noted that she wished to discuss the following items at this meeting:
 - CEO Search Committee Process
 - Delegation of Authority Policy
 - Composition of Vice Chair Subcommittee
 - Ideas for additional support for Secretariat

Discussion

- In relation to the **CEO Search Committee Process** it was noted, as had been discussed and agreed by the Board, that the process endorsed by the Board in May 2021 would continue to be followed. Some steps of the process will not need to be done again e.g. development of the Executive Brief, salary benchmarking.
- Committee members considered options in relation to the Executive Search Firm that could be contracted to support the process and agreed that it would be critical to ensure that it is a firm that already has a robust understanding of Gavi. In this context the Committee requested that the Chief People and Experience Officer speak to two specific firms in relation to what they could offer to this new process, including support, once the next CEO is appointed, for onboarding and transition.
- Committee members agreed that the process should continue to ensure the utmost confidentiality for all potential candidates, look at the best candidates for the role, with a diverse set of skills in terms of geographic, linguistic and gender diversity.
- In relation to ensuring the confidentiality of the process, it was agreed that members of the Search Committee, Governance Committee and Secretariat staff supporting the process would be required to sign a Non-Disclosure Agreement.

- It was proposed, and agreed, that in so far as was possible, the Search Committee for this new process should comprise the Search Committee members from the previous process. It was noted that it would be important to ensure that any new members be fully apprised of the expected time commitment.

Decision One

In accordance with Decision 8 of the Gavi Board at its meeting on 26-27 June 2023, the Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

Confirm that the composition of the CEO Recruitment Search Committee be constituted as follows:

José Manuel Barroso, Board Chair and Search Committee Chair
Sarah Goulding, (Governance Committee Chair – ex officio)
Omar Abdi
Beth Arthy
Robert Lucien Kargougou
Violaine Mitchell
Eduardo Humberto Retes
David Sidwell

* * * * *

- The Chair proposed that in light of the new circumstances with an interim CEO while a CEO recruitment process recommences it could be useful for the Governance Committee to review the proposed amendments to the **Delegation of Authority** policy which had been shared with them for their 22 June 2023 meeting and consider whether they might now be comfortable recommending an updated policy that is a reflection of the Board's risk appetite to the Board for approval.
- The Committee discussed and agreed on further amendments to paragraphs 3.6.2, 3.8 and 6.2.

Decision Two

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

Approve the Delegation of Authority policy attached as Annex A to Doc 06 of 22 June 2023 Governance Committee meeting, as amended by discussions at the Governance Committee.

* * * * *

- The Chair noted that since the 22 June 2023 Governance Committee meeting a number of Committee members had proposed to join the **Vice Chair Subcommittee** and, in that context, proposed that the Committee could, at this meeting, already approve the composition of that subcommittee.

Decision Three

The Gavi Alliance Governance Committee:

Confirmed that the composition of the Board Vice Chair Subcommittee be constituted as follows:

José Manuel Barroso, Board Chair and Subcommittee Chair
Jérémie Forrat-Jaime
Aamer Ikram
Deena Shiff

* * * * *

- Governance Committee members briefly shared thoughts on how the Board might ensure that the **Secretariat** has the **additional support** it might need in the coming months to ensure that the 6.0 strategy development and replenishment processes can move forward in the normal course.
- It was agreed that it will be important for Board leadership to be able to take stock with the interim CEO of what he needs to be able to potentially reorganise and further empower his Senior Management Team and identify talent in the organisation that can be leveraged to provide strong technical and programmatic expertise to him.
- It was also noted that there are strong Board Committee leaders who could provide leadership and guidance.
- 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
- Joan Benson
- Jérémie Forrat-Jaime
- Aamer Ikram
- Violaine Mitchell
- Kate O'Brien
- John Arne Rottingen
- Teresa Ressel
- Deena Shiff
- Rafael Vilasanjuan

Secretariat

- Joanne Goetz
- Brenda Killen
- Laura McKeaveney

Regrets

- Tamar Gabunia
- Seth Berkley