

Gavi Alliance Governance Committee Meeting

3 December 2023

Kempinski Hotel Gold Coast City, Accra, Ghana

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 16.03 Accra time on 3 December 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 meetings of 3 October 2023 were tabled to the Committee for information (Doc 01b in the Committee pack). They had been approved by no objection on 20 November 2023.
- 1.4 The Committee noted its action sheet (Doc 01c), forward workplan (Doc 01d) and the governance risk matrix (Doc 01e).

2. Update on CEO Recruitment process

- 2.1 José Manuel Barroso, Gavi Board Chair, provided an update on the CEO recruitment process, outlining the steps that had been taken since the Search Committee had reconvened in July 2023 and noting that work was on track to formalise the appointment of a new CEO in early 2024.
- 2.2 He reported that the Search Committee has been looking at a diverse pool of candidates in terms of both gender and geographical diversity and at candidates from different sectors and different professional backgrounds.
- 2.3 He highlighted the importance of maintaining the utmost confidentiality of the process also for the candidates themselves.
- 2.4 Finally, he noted that the Search Committee had been assisted by Mercer in doing a compensation and benefits benchmarking exercise and that the Search Committee had endorsed the proposed base salary range for the role.

Discussion

- In response to questions from the Committee, the Board Chair and the Board Vice Chair confirmed that the Search Committee was indeed taking on board lessons learned from the initial recruitment process, and, for example, was

confident that it would have a ranked list of final candidates to choose from should, for whatever reason, the highest ranked candidates not take up the role.

- It was also noted that the Search Committee had already agreed that there would be a more robust transition process for the new CEO, also in the form of external independently facilitated onboarding support.

3. Board Vice Chair Nomination

- 3.1 José Manuel Barroso, Gavi Board Chair, provided an overview of the process for the identification of a candidates to succeed Sarah Goulding as Gavi Vice Chair and Chair of the Governance Committee from 1 January 2024 (Doc 03).
- 3.2 The process had been managed by a Subcommittee of the Governance Committee who had considered the two Expressions of Interest submitted by Board Members for the role and interviewed both candidates.
- 3.3 The Board Chair noted that following the interviews, and after deliberations on the relative merits of both candidates, with of whom would have been a great fit for the role, the Subcommittee had unanimously agreed that Omar Abdi was the preferred candidates for the role at this time.
- 3.4 In this context, the Board Chair requested that the Governance Committee formally consider the recommendation of the Subcommittee that Omar Abdi be appointed as Gavi Board Vice Chair for a two-year term from 1 January 2024.

Discussion

- Governance Committee members were unanimously supportive of the proposed recommendation, noting that Dr Abdi had confirmed that he would be able to commit to the time required for both the Board Vice Chair and Governance Committee Chair roles.

Decision One

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

Appoint Omar Abdi as Vice Chair of the Board with individual signatory authority, effective 1 January 2024 and until 31 December 2025.

4. Operational Excellence and Human Resources Update

- 4.1 David Marlow, CEO (Interim) and Laura McKeaveney, Chief People and Experience Officer provided an update on the work being undertaken on Operational Excellence (OE) and presented in some detail the work that is being undertaken to address the results of the Secretariat culture survey (Doc 04).

Discussion

- Governance Committee members expressed their appreciation for the work being done and commended Mr Marlow and Ms McKeaveney for their leadership, care and compassion in such an important area of work for the Secretariat.
- Governance Committee members agreed that talent management is critical for any organisation and expressed concerns in relation to the absorptive capacity of the Secretariat to devote the time necessary to ensure that this culture journey is successful. The Secretariat noted that it will be important, for the success of this venture, to ensure that capacity is freed up to prioritise this work and that the Senior Leadership Team has been asked to make 10-15% of their time available to focus on people, on the talent framework and on the issues they have to deal with in terms of competency and capability gaps.
- Some Governance Committee members noted that the work done by the Secretariat to scope and grow activities often has a direct domino effect on other Alliance partners. In this context, it was suggested that it might be worth considering staff secondments to partner organisations where there might be capacity challenges in relation to a particular workstream. It was also noted that proper onboarding and orientation for new staff as it relates to working with the Alliance partners will be improved.
- It was noted that as we move toward the Gavi 6.0 Strategic Period it will be important to ensure that the Board has a full understanding of the headcount project data.
- In conclusion, the Chair noted that it will be very important to ensure that both the Governance Committee and the Board are seen to be fully supportive of the cultural transition of both the Secretariat and the Alliance more broadly.

5. Board and Board Committee Evaluation

- 5.1 The Chair introduced this item (Doc 05) noting the work done by the Committee, appointed by the Governance Committee in October 2023 to conduct and in-depth review of the recommendations of the Board and Board Committee

Evaluation and oversee the development and implementation of an associated action plan.

Discussion

- The Governance Committee endorsed the action plan which was presented to them for consideration at this meeting.
- One Governance Committee member sought clarification on how the APPT (Alliance Partnership and Performance Team) links to the Programme and Policy Committee (PPC) and the Chair suggested that this be discussed with the PPC Chair.
- It was suggested that the Governance Committee might wish to look at the cadence of formal Board Committee meetings, when and how they happen and what the drivers are.

Decision Two

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

- a) **Approve** the amendments to the Gavi Alliance Board and Board Committee Operating Procedures as outlined in Annex B to Doc 05, as amended by discussions at the Governance Committee;
- b) **Approve** the amendments to the Gavi Alliance Audit and Finance Committee Charter as outlined in Annex C to Doc 05;
- c) **Approve** the amendments to the Gavi Alliance Governance Committee Charter as outlined in Annex D to Doc 05, as amended by discussions at the Governance Committee;
- d) **Approve** the amendments to the Gavi Alliance Investment Committee Charter as outlined in Annex E to Doc 05; and
- e) **Approve** the amendments to the Gavi Alliance Programme and Policy Committee Charter as outlined in Annex F to Doc 05.

6. COVAX Facility Governance

- 6.1 As had been discussed at the Governance Committee meeting in October 2023, the Committee was asked to consider, at this meeting, the formal dissolution of the COVAX AMC Engagement Group (Doc 06).

Decision Three

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

Dissolve the COVAX AMC Engagement Group with effect on 31 December 2023

7. Board and Committee nominations

- 7.1 Joanne Goetz, Head, Governance presented an overview of the nominations for the Board, Board Committees, Evaluation Advisory Committee and Independent Review Committee that were being presented to this meeting for recommendation to the Board for approval.

Decision Four

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

a) **Appoint** the following Board Members:

- **Jérémie Forrat-Jaime** as Board Member representing France on the donor constituency anchored by Germany in the seat currently held by Gabriella Fésüs of the European Commission, effective 1 January 2024 and until 31 December 2024.
- **Karin Berlin** as Board Member representing Sweden on the donor constituency anchored by Norway in the seat currently held by John Arne Røttingen of Norway, effective 1 January 2024 and until 31 December 2025.
- **Atul Gawande** as Board Member representing the United States on the donor constituency anchored by the United States in the seat currently held by Sarah Goulding of Australia, effective 1 January 2024 and until 31 December 2025.
- **Bvudzai Magadzire** as Board Member representing the civil society organisations constituency in the seat currently held by Rafael Vilasanjuan, effective 1 January 2024 and until 31 December 2025.
- **Lia Tadesse** of Ethiopia as Board Member representing the implementing country constituency in the seat currently held by Kwaku Agyeman-Manu of Ghana, effective 1 January 2024 and until 31 December 2026.
- **Budi Gunadi Sadikin** of Indonesia as Board Member representing the implementing country constituency in the seat currently held by Mansukh Mandaviya of India, effective 1 January 2024 and until 31 December 2026.
- **Mohamed Jama** of Somalia as Board Member representing the implementing country constituency in the seat currently held by Aamer Ikram of Pakistan, effective 1 January 2024 and until 31 December 2026.

b) **Reappoint** the following Board Members:

- **Saad Omer** as Board Member representing the research & technical health institutes constituency, effective 1 January 2024 and until 31 December 2026.

c) **Appoint** the following Alternate Board Members:

- **Alexandra Rudolph Seeman** as Alternate Board Member representing Germany on the donor constituency anchored by Germany in the seat currently held by Jérémie Forrat-Jaime of France, effective 1 January 2024 and until 31 December 2024.
- **Lucas de Toca** as Alternate Board Member representing Australia on the donor constituency anchored by the United States in the seat currently held by Atul Gawande of the United States and Won Do-yeon of the Republic of Korea, effective 1 January 2024 and until 31 December 2025.
- **Kristine Husøy Onarheim** as Alternate Board Member representing Norway on the donor constituency anchored by Norway in the seat currently held by Karin Berlin of Sweden, effective 1 January 2024 and until 31 December 2025.
- **Onei Uetela** as Alternate Board Member representing the civil society organisations constituency in the seat currently held by Bvudzai Magadzire, effective 1 January 2024 and until 31 December 2025.
- **Kwaku Agyeman-Manu** of Ghana as Alternate Board member representing the implementing country constituency in the seat currently held by Lia Tadesse of Ethiopia, effective 1 January 2024 and until 31 December 2026.
- **Dechen Wangmo** of Bhutan as Alternate Board member representing the implementing country constituency in the seat currently held by Bounfeng Phoummalaysith of Lao PDR, effective 1 January 2024 and until 31 December 2026.
- **Nadeem Jan** of Pakistan as Alternate Board member representing the implementing country constituency in the seat currently held by Mohamed Jama of Somalia, effective 1 January 2024 and until 31 December 2026.

d) **Reappoint** the following Alternate Board Member:

- **Francesca Manno** as Alternate Board Member to Takeshi Akahori representing Italy, effective 1 January 2024 until 31 December 2025.

e) **Reappoint** the following as Chair of the Audit and Finance Committee:

- **Naguib Kheraj** until 31 July 2024.

f) **Reappoint** the following as Chair of the Investment Committee:

- **Yibing Wu** until 31 October 2025.

g) **Reappoint** the following as Chair of the Programme and Policy Committee:

- **Anne Schuchat** until 31 December 2024.

- h) **Reappoint** the following as Chair of the Evaluation Advisory Committee:
- **James Hargreaves** until 31 December 2024.
- i) **Appoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2024:
- **José Manuel Barroso** (Board Chair) until 31 December 2025
 - **Omar Abdi** (Board Vice Chair) until 31 December 2025
 - **Leila Gharagozloo Pakkala** (Alternate Board Member) until 31 December 2025
 - **Kate O'Brien** (Alternate Board Member) until 31 December 2025
 - **Greg Widmyer** (Alternate Board Member) until 31 December 2025
 - **Lia Tadesse** (Alternate Board Member) until 31 December 2025
 - **Robert Lucien Kargougou** (Board Member) until 31 December 2024
 - **Beth Arthy** (Board Member) until 31 August 2024
 - **Alexandra Rudolph-Seeman** (Alternate Board Member) until 31 December 2024
 - **Atul Gawande** (Board Member) until 31 December 2025
 - **Bvudzai Magadzire** (Board Member) until 31 December 2025
 - **Naguib Kheraj** (Board Member) until 31 July 2024
 - **Anne Schuchat** (Board Member) until 31 December 2024
 - **David Marlow** (Board Member) until his successor is appointed
- j) **Appoint** the following to the Governance Committee effective 1 January 2024:
- **Omar Abdi** (Board Vice Chair) until 31 December 2025
 - **Teresa Ressel** (Board Member) until 31 December 2024
 - **Deena Shiff** (Board Member) until 31 December 2025
 - **Juan Pablo Uribe** (Board Member) until 31 December 2025
 - **Grey Widmyer** (Board Member) until 31 December 2025
 - **Aamer Ikram** (Committee Delegate) until 31 December 2025
 - **Sylvain Yuma Ramazani** (Committee Delegate) until 31 December 2025
 - **Jérémie Forrat-Jaime** (Board Member) until 31 December 2024
 - **Takeshi Akahori** (Board Member) until 31 December 2025
 - **Kristine Husøy Onarheim** (Alternate Board Member) until 31 December 2025
 - **Sai Prasad** (Board Member) until 31 December 2025
 - **Bvudzai Magadzire** (Board Member) until 31 December 2025
 - **David Marlow** (Board Member) until his successor is appointed
- k) **Appoint** the following to the Audit and Finance Committee effective 1 January 2024:
- **Naguib Kheraj** (Board Member) until 31 July 2024
 - **Teresa Ressel** (Board Member) until 31 December 2024

- **Deena Shiff** (Board Member) until 31 December 2025
 - **Gisela Henrique** (Committee Delegate) until 31 December 2025
 - **Lauren Franzel** (Committee Delegate) until 31 December 2025
 - **Karen Pillay** (Committee Delegate) until 31 December 2025
 - **Kelly Jarrett** (Committee Delegate) until 31 December 2025
 - **Kwaku Agyeman-Manu** (Alternate Board Member) until 31 December 2025
 - **Latifou Aboudou** (Committee Delegate) until 31 December 2025
 - **Mellissa Hisko** (Alternate Board Member) until 31 December 2025
 - **Eleonora Mei** (Committee Delegate) until 31 December 2025
 - **Andreas Karlberg Pettersen** (Committee Delegate) until 31 December 2025
 - **Hitesh Hurkchand** (Committee Delegate) until 31 December 2025
 - **Bvudzai Magadzire** (Board Member) until 31 December 2025
- l) **Appoint** the following to the Investment Committee effective 1 January 2024:
- **Yibing Wu** (Board Member) until 31 October 2025
 - **Naguib Kheraj** (Board Member) until 31 July 2024
 - **Teresa Ressel** (Board Member) until 31 December 2024
 - **Kwaku Agyeman-Manu** (Alternate Board Member) until 31 December 2025
 - **Mohamed Jama** (Board Member) until 31 December 2025
 - **Sai Prasad** (Board Member) until 31 December 2025
- m) **Appoint** the following to the Programme and Policy Committee effective 1 January 2024:
- **Ann Schuchat** (Board Member) until 31 December 2025
 - **Awa-Marie Coll Seck** (Board Member) until 30 June 2024
 - **Michael Kent Ranson** (Alternate Board Member) until 31 December 2025
 - **Ephrem Lemango** (Committee Delegate) until 31 December 2025
 - **Kate O'Brien** (Alternate Board Member) until 31 December 2025
 - **Adrien de Chaisemartin** (Committee Delegate) until 31 December 2025
 - **Abdelkadre Mahamat Hassane** (Committee Delegate) until 31 December 2025
 - **Lakshmi Somatunga** (Committee Delegate) until 31 December 2025
 - **Eduardo Humberto Retes** (Alternate Board Member) until 31 December 2025
 - **Mohamed Jama** (Board Member) until 31 December 2025
 - **Gabriella Fésüs** (Committee Delegate) until 31 December 2025
 - **Hannah Haaij** (Committee Delegate) until 31 December 2025
 - **Rob Whitby** (Committee Delegate) until 31 December 2025
 - **Pavani Ram** (Committee Delegate) until 31 December 2025
 - **Julia Hamra** (Committee Delegate) until 31 December 2025
 - **Rajinder Suri** (Committee Delegate) until 31 December 2025

- **Anne Marie Mbengue Seye** (Committee Delegate) until 31 December 2025
 - **Ngashi Ngongo** (Committee Delegate) until 31 December 2025
 - **David Marlow** (Board Member) until his successor is appointed
 - **Hanna Nohynek** (Independent Expert) until 31 December 2025
- n) **Appoint** the following to the Evaluation Advisory Committee effective 1 January 2024:
- **James Hargreaves** (Independent Expert) until 31 December 2025
 - **Rhoda Wanyenze** (Board Representative) until 31 December 2025
 - **Juan Pablo Gutiérrez** (Independent Expert) until 30 June 2025
 - **Ezzeddine Mohsni** (Independent Expert) until 30 June 2025
 - **Penny Hawkins** (Independent Expert) until 31 December 2025
 - **Malabika Sarker** (Independent Expert) until 31 December 2025
 - **David Hotchkiss** (Independent Expert) until 31 December 2025
 - **Adolfo Martinez Valle** (Independent Expert) until 31 December 2025
 - **Justice Nonvignon** (Independent Expert) until 31 December 2025
 - **Julia Betts** (Independent Expert) until 31 December 2025
 - **Phyllis Dako-Gyeke** (Independent Expert) until 31 December 2025
 - **Helen Evans** (Independent Expert) until 31 December 2025

Decision Five

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

- a) **Appoint** as new Independent Review Committee (IRC) members the individuals listed in Annex A to Doc 07b, for a three-year term from March 2024 until March 2027;
- b) **Reappoint** the IRC members listed in Annex B to Doc 07b for a further three-year term until March 2027;
- c) Exceptionally **approve** the extension of the terms of the IRC members listed in Annex 3 to Doc 07b for a third term until March 2027; and
- d) Exceptionally **approve** the extension of the term of the IRC member listed in Annex 4 to Doc 07b for a fourth term until March 2027.

8. Ethics, Risk and Compliance Charter

- 8.1 Maria Thestrup, Chief Ethics, Risk and Compliance Officer, presented the final draft of the Ethics, Risk and Compliance (ERC) Charter which is being proposed to replace the Ethics Policy (Doc 08).

- 8.2 She noted the related policies and procedures which relate to this new Charter and referenced in particular on the Protection against Sexual Exploitation, Abuse, and Harassment (PSEAH) policy which will be presented to the Governance Committee in early 2024 for consideration.

Decision Six

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

- a) **Approve** the Ethics, Risk and Compliance Charter attached as Annex A to Doc 08; and
- b) **Agree** that the Gavi Ethics Policy 2012 is rescinded with immediate effect.

9. Terms of Reference Independent Review Committee: Request for Waiver

- 9.1 Joanne Goetz, Head, Governance, presented this item (Doc 09) which requested the Governance Committee to consider recommending an extension to the waiver already approved by the Board in June 2023.

Decision Seven

In recognition of the findings of the independent evaluation of Gavi's Independent Review Committee, which includes the recommendation for a differentiated IRC review process, and the successful early learnings from the first wave of pilots, the Gavi Alliance Governance Committee is requested to **recommend** to the Gavi Alliance Board that it:

- a) **Agree** to extend the waiver of the requirement for an independent review, as outlined in the Independent Review Committee Terms of Reference, for up to twenty additional country applications of low risk and low value in 2024; and
- b) **Request** the Secretariat to report back to the Programme and Policy Committee in the first half of 2024 on ongoing learnings from the pilots.

10. Review of Decisions

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

11. Any other business

- 11.1 One Governance Committee member raised the issue of coherence between the governance and policies of organisations in the global health space who share the same stakeholders e.g. Gavi and the Global Fund, in the context of ensuring coherence also at the country level. It was noted that there is already work being done between Gavi and the Global Fund in a number of areas, and that there have already been discussions between the Board leadership of both organisations and that further information this will be brought to Gavi's governance bodies during 2024. The Governance Committee member requested that the Committee return to this topic at its next meeting.
- 11.2 The Chair, noting that this would be her last Governance Committee meeting, expressed her gratitude to the Committee, the Secretariat and her adviser for their support to her, noting that it had been a privilege, an honour and a hugely humbling experience for her to be able to contribute to the Alliance in her role as Gavi Board Vice Chair and Chair of the Governance Committee.
- 11.3 Committee members expressed their huge appreciation for her work, noting that there would be an opportunity to pay a more suitable tribute to her work during the Board dinner later that week.
- 11.4 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
- Jérémie Forrat-Jaime* (Agenda Items 1-4)
- Aamer Ikram* (Agenda Items 1-4)
- Kate O'Brien
- John Arne Rottingen
- Teresa Ressel*
- Deena Shiff
- Greg Widmyer
- David Marlow

Regrets

- Tamar Gabunia
- Sai Prasad

Other Board members attending

- José Manuel Barroso (Agenda Items 1-3)

Secretariat

- Joanne Goetz
- Brenda Killen
- Laura McKeaveney (Agenda Items 1-5)
- Maria Thestrup (Agenda Item 8)