

Gavi Alliance Governance Committee Meeting

3 October 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 14.03 Geneva time on 3 October 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 22, 25 and 27 June 2023 were tabled to the Committee for information (Doc 01b in the Committee pack). They had been approved by no objection on 9 August 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 Brenda Killen, Director, Governance and Secretary to the Board provided a brief update on the CEO recruitment process (Doc 02).
- 2.2 The Chair noted that non-disclosure agreements (NDAs) had not yet been signed by all Governance Committee members and encouraged those who had not yet done so to complete and return them to the Secretariat, noting the importance of maintaining the confidentiality and integrity of the process.
- 2.3 She also noted that Laura McKeaveney, in her role as Chief People and Experience Officer, has been providing an important supporting role to the overall process.

Discussion

- Governance Committee members noted that it would be useful for them to receive data in relation to the number of applications received, breakdown of applications in relation to gender and geographical diversity etc.
- One Committee member, noting that as the Board has received the final role description and profile and that the Search Committee is leading a robust

process, suggested that the role of the Governance Committee at this stage could perhaps be downplayed.

- In response to a query from a Committee member, it was noted that the process has advanced to a stage whereby further applications will soon no longer be accepted

3. Board Vice Chair Nomination process

- 3.1 Brenda Killen, Director, Governance and Secretary to the Board, provided a brief update on the Vice Chair nomination process (Doc 03), noting that the deadline for the submission of Expressions of Interest had been extended to 29 September 2023.
- 3.2 She noted that now that that deadline has passed the Subcommittee established by the Governance Committee to oversee the process and bring forward a recommendation to the Governance Committee for consideration, will be convened to review the Expressions of Interest and agree on next steps.

4. Board and Committee Evaluation

- 4.1 The Chair introduced this item noting that both the Governance Committee and the Board had an opportunity to reflect on the recommendations of the Board and Board Committee Evaluation when the final report was presented to them by representatives from Morrow Sodali at their meetings on 30 August 2023 and 11 September 2023 respectively.
- 4.2 She noted that while the evaluation was found overall to be credible and useful with sound recommendations that would address some key issues, there were some points that may not have been fully addressed.
- 4.3 She noted that the objective of this meeting would be to take a closer look at each of the recommendations and agree on the establishment of a Subcommittee to oversee implementation of the recommendations and its associated action plan.
- 4.4 Joanne Goetz, Head, Governance presented each of the recommendations in more detail (Doc 04), noting some proposed actions for the Committees consideration and inviting additional inputs from the Governance Committee which would inform the work of the Subcommittee going forward.

Discussion

- Committee members provided detailed comments on each of the recommendations and the proposed actions as outlined in Attachment B to these minutes.
- It was noted that a final action plan with an associated timeline would be brought back to the Governance Committee for consideration at its meeting on 3 December 2023.

Decision One

The Gavi Alliance Governance Committee:

- a) **Agreed** to appoint a Subcommittee to oversee implementation of the recommendations of the 2023 Board and Board Committee Evaluation and the associated action plan; and
- b) **Confirmed** that the Composition of the Subcommittee be constituted as follows:
Sarah Goulding
Takeshi Akahori
Deena Shiff
Greg Widmyer

5. Board and Committee nominations

- 5.1 Joanne Goetz, Head, Governance, presented an overview of the nominations received in the context of the biennial refresh of Board Committees (Doc 05) as well as a small number of nominations being presented to this meeting for recommendation to the Board for approval with immediate effect.
- 5.2 She noted in particular that based on nominations received for the Board Committees from 1 January 2024, the Audit and Finance Committee (AFC) and the Programme and Policy Committee (PPC) would be out of compliance with their Charters in that those Committees would not comprise a majority of Board Members or Alternate Board Members.

Discussion

- The Chair invited reflections on the proposed composition of the AFC and PPC noting also the importance of ensuring that all Committee Members have the skills, knowledge and experience that are essential for them to fulfil the mandate that is prescribed in the relevant Committee Charters.

- Governance Committee members noted that this was one of the issues that would be further considered in the context of the recent Board and Board Committee evaluation.
- While one Committee member suggested that the provision foreseeing a majority of Board and Alternate Board Members on Board Committees be maintained, another Committee Member noted that in multi-country constituencies the option to nominate Committee Delegates to Board Committees is also a way to balance the voice of the different countries represented in the constituency. It was therefore suggested that if this is seen to be an important factor to consider going forward it might be appropriate to consider changing the majority provision in the governing documents.
- It was generally agreed that the Governance Committee should strive to ensure that there is compliance with Committee Charters both in terms of composition and skills and competencies.

Decision Two

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

- a) **Appoint** **Leila Gharagozloo Pakkala** as Alternate Board Member representing UNICEF in the seat which is currently vacant, effective immediately and until her successor is appointed
- b) **Appoint** the following to the Market-Sensitive Decisions Committee effective immediately:
 - **Leila Gharagozloo Pakkala** (Alternate Board Member) until 31 December 2023
- c) **Appoint** the following to the Audit and Finance Committee effective immediately:
 - **Gisela Henrique** (Committee Delegate) until 31 December 2023
- d) **Appoint** the following to the Governance Committee effective 15 November 2023:
 - **Greg Widmyer** (Alternate Board Member) until 31 December 2023
- e) **Appoint** the following to the Programme and Policy Committee effective immediately:
 - **Mohamed Jama** (Alternate Board Member) until 31 December 2023

6. Update on COVAX Governance

- 6.1 Brenda Killen, Director, Governance and Secretary to the Board, provided an update to the Committee on COVAX Governance and relating in particular to discussions about the future of the AMC Engagement Group (Doc 06).
- 6.2 She noted that following consultations, including with the AMC Engagement Group Co-Chairs, there appears to be consensus that the AMC Engagement Group could be dissolved at the end of 2023.

Discussion

- Committee members expressed their support for the proposed dissolution of the AMC Engagement Group.
- It was noted that appropriate measures would be put in place to ensure that the AMC countries continue to have a voice in relation to any decisions that might impact them going forward.

7. Dissemination of Gavi Board and Committee materials incl. proposed Confidentiality Undertaking

- 7.1 Brenda Killen, Director, Governance and Secretary to the Board, noted that since the 22 June 2023 meeting of the Committee, comments received in relation to the Board and Committee Materials: Guidelines for Dissemination and the Confidentiality Undertaking for Gavi Board and Board Committee Members had been incorporated and that Governance Committee endorsement of both documents was now being sought.

Discussion

- Governance Committee members endorsed both documents, the application of which will be implemented as soon as possible.

8. Ethics, Risk and Compliance Charter

- 8.1 Maria Thestrup, Chief Ethics, Risk and Compliance Officer, presented an overview of the work done in the context of a recent ethics advisory review and in particular work in relation to an Ethics, Risk and Compliance (ERC) Charter which is being proposed to replace the Ethics Policy (Doc 08).

Discussion

- Committee Members welcomed the work done to date and noted that the Governance Committee, at its meeting in December 2023, will be asked to consider recommending approval of the final ERC Charter to the Board.
- It was noted that the ERC Charter does not currently reference child protection and it was suggested that this is something that might be considered for inclusion.
- In response to questions on the policies and procedures that will fall under the auspices of this Charter and which need to be developed as a priority, the Secretariat noted that the policy pertaining to Protection against Sexual Exploitation, Abuse and Harassment (PSEAH) and the Code of Ethics and Conduct for Gavi Staff are considered the highest priority.

9. Unaffiliated Recruitment Subcommittee update

- 9.1 Joanne Goetz, Head, Governance, provided a short update on behalf of Teresa Ressel, Chair of the Unaffiliated Recruitment Subcommittee.
- 9.2 She noted that the Subcommittee had agreed on the choice of executive search firm to support the recruitment process, following a competitive Request for Quotations (RfQ) process and that the contractual arrangements with the firm were being finalised.
- 9.3 Work will be done through the Subcommittee, in consultation with some Board and Governance Committee Members, to identify the skills and competencies that are considered a priority to fill the seat which is currently vacant and the Subcommittee will then work with the executive search firm with the aim to identify a final candidate for the role during Q1 2024.

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 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 1-3)
- Tamar Gabunia (Agenda Items 3-4)
- Aamer Ikram (Agenda Items 1-4)
- Kate O'Brien
- Sai Prasad (Agenda Items 4-6)
- John Arne Rottingen
- Teresa Ressel
- Deena Shiff
- Rafael Vilasanjuan
- David Marlow

Secretariat

- Simon Duffield (Agenda Item 3)
- Joanne Goetz
- Brenda Killen
- Laura McKeaveney (Agenda Items 1-3)
- Marie Rochat
- Maria Thestrup

Regrets

- Violaine Mitchell

Other Board members attending

- Greg Widmyer

Observers/Guests

- Stilpon Nestor, Morrow Stodali (Agenda Item 4)
- Daniel Genberg, Morrow Stodali (Agenda Item 4)
- Daniela Chang, Morrow Stodali (Agenda Item 4)
- Julian Green, Morrow Stodali (Agenda Item 4)
- Lourenço Villa-Lobos, Morrow Stodali (Agenda Item 4)