

## Gavi Alliance Governance Committee Meeting

30 August 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 14.00 Geneva time on 30 August 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).

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### 2. Update on CEO Recruitment process

- 2.1 Brenda Killen, Director, Governance and Secretariat to the Board, provided an update on the CEO recruitment process. She noted that the CEO Recruitment Search Committee had met three times during July and August and had agreed to retain Russell Reynolds Associates (RRA) as the search firm to support process.
- 2.2 She noted that the search process is well underway with the position already advertised through many channels. As requested by the Governance Committee in June, Gavi's Chief People and Experience Officer, Laura McKeaveney, led the task of identifying a search firm, negotiating the contract, and ensuring the chosen firm meets the highest industry standards in this recruitment and she will continue to be available as needed by the Committee going forward.
- 2.3 RRA has been asked to secure a diverse pool of candidates and they have delivered training in unconscious bias to members of the Search Committee.
- 2.4 In relation to the timeline, she noted that the Search Committee hopes to have identified the chosen candidate by early 2024 but that the date on which the person takes up the role will depend on their availability to do so.
- 2.5 Finally, Ms Killen reminded Committee members of the need to ensure the utmost confidentiality of this process and confirmed that, as had been the case during the earlier process, Governance Committee members would be requested to sign non-disclosure agreements. It was also noted that the process document for recruitment of a CEO would be shared again with the Committee for reference.

*Discussion*

- The Chair reiterated the importance of ensuring the confidentiality of the entire recruitment process which is also important to give confidence to candidates on the integrity of the process.
- Committee members noted and welcomed that regular updates would also be provided to the Governance Committee and the full Board.

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**3. Delegation of Authority Policy**

- 3.1 The Chair introduced this item (Doc 03) referencing the dedicated technical briefing session that had been held on this topic for Board Members on the previous day and which had been very useful to clarify a number of points in relation to the proposed amendments to the policy.
- 3.2 Simon Duffield, Lead, Legal, introduced this item (Doc 03), provided an overview of the delegation of authority framework, a high-level summary of delegations by activity and outlined the proposed changes to the policy.

*Discussion*

- Governance Committee Members noted that it will be important to ensure that the processes for programmatic spending are as clear as this Delegation of Authority policy is for non-programmatic spending. It was noted that it might be an appropriate time to look at how those financial flows are managed through the Programme Funding Policy.

**Decision One**

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 03.

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**4. Board and Committee Evaluation**

- 4.1 The Chair welcomed representatives from Morrow Stodali (formerly Nestor Advisors) to the meeting.
- 4.2 Stilpon Nestor recalled the scope and methodology of the evaluation exercise and provided a detailed report on the final recommendations (Doc 04).

### *Discussion*

- The Chair reflected that the report shows overall that Gavi's governance framework is fit for purpose and that the recommendations, many of which are highly actionable, can be addressed to help ensure a better functioning Board.
- It was noted that it will be important for the Governance Committee to discuss whether or not they feel there might be gaps in the report.
- It was suggested that it might be useful to probe further, given the views of Board members that they were concerned about the level of strategic oversight over operations and performance highlighted in the evaluation, whether or not the Board is strategic enough, how the structure of the Board affects oversight capacity, is the Board composition the right one for Gavi as it moves forward etc.
- The recommendations relating to strengthening the voice of implementing countries were welcomed.
- It was suggested that further thought needs to be given to the role of Alliance partners in the Board and its Committees and ensuring that the right balance is found between their role there and their role as an implementing partner.
- It was suggested that there needed to be further clarity on what is meant in relation to the recommendation to audit partners. It was noted that this did not relate to an audit of the partners themselves but to the projects they might be contracted to do for the Alliance through service agreements. One Governance Committee member suggested that this might be better framed as accountability for results.
- Some Governance Committee members questioned the recommendations relating to the Audit and Finance Committee, in particular as they related to a potential reduction in scope of its remit as it relates to budgetary assurance. Some Committee members also indicated that they did not fully agree with the comments relating to the overlap between the Audit and Finance Committee and the Programme and Policy Committee.
- Committee members agreed that information flow is important, nothing that a number of recommendations raised this as an issue.
- The Chair concluded the discussion by noting the Committee's agreement that the report could now be shared with the Board. She confirmed that at its next meeting the Committee would discuss a proposed response to the recommendations, including an action plan.

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**5. Review of Decisions**

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

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**6. Any other business**

- 6.1 After determining there was no further business, the meeting was brought to a close.

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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)