

Gavi Alliance Governance Committee Meeting

4 June 2015

Teleconference

1. Declarations of interest

- 1.1 Finding a quorum of members present, the meeting commenced at 16.00 Geneva time on 4 June 2015. Flavia Bustreo, Governance Committee Chair, chaired the meeting.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 1 in the Committee pack).

2. Board Chair recruitment

- 2.1 George W. Welde, Jr, Chair of the Board Chair Recruitment Committee delivered a status update. He reminded the Governance Committee of the process, composition of the Recruitment Committee, and the agreed criteria for the next chair. He reported that the Recruitment Committee had met multiple times over the previous few months to refine a long list of 67 candidates down to a short list for formal conversations.
- 2.2 He emphasised the diversity of both the long and short lists. Geographically, 1/3 of the long listed candidates came from Europe; 1/3 from North America; and 1/3 from Africa, Asia, Australia, and Latin America. It also contained good gender and experiential diversity. The short list was likewise diverse in geography, gender, and experience.
- 2.3 Mr Welde emphasised that confidentiality was critically important given the profile of the shortlisted candidates. He also noted that unlike the current and previous chairs, the new chair would not have the benefit of having served as a board member in the past so his or her onboarding would be important. Finally, he noted that the Recruitment Committee was considering how the final candidate would be vetted by the full Board and acknowledged that the CEO would need to have the opportunity to talk with the final 2-3 candidates at some point during the process.

Discussion

- The Governance Committee agreed that the Board should trust the Recruitment Committee to vet the short listed candidates and make a recommendation for appointment. Necessarily, wide vetting by the Governance Committee or Board

would need to be deliberate and light touch in order to preserve the privacy of the candidates.

- Though it was noted that the current chair and CEO were not officially part of the process or the formal conversation panels, it was important that they have an opportunity for conversations with the final 2-3 candidates so that their feedback could be incorporated into the Recruitment Committee's analysis.
- Dr Bustreo will update the Board on the search during its closed session on 9 June 2015.

3. Executive Committee composition

- 3.1 At its March 2015 meeting, the Governance Committee provided several options to the Board on a new Executive Committee composition. The Board discussed the options during its March retreat but could not achieve consensus around any of them. As such, the Board requested the Governance Committee to revisit the issue, consider further options, and deliver a clear recommendation to the Board in June 2015.
- 3.2 Kevin A. Klock, Head of Governance and Assistant Secretary, reviewed the Board's discussion which included various requests for additional seats, the desire not to expand the EC if possible, and the wish to have certain board leadership positions represented (Doc 2). He then outlined two options: one option provided a way to reconcile many of the factors considered by the Board during the retreat. The other option was to retain the status quo, which he reminded the Committee would occur by default if the Board could not achieve consensus on a different composition.

Discussion

- Varying opinions were voiced as to the factors that should be paramount in constructing an EC. One member cited the need for a strong unaffiliated voice to preserve independence. Another member voiced that the non-status quo option served as a good compromise and incorporated the Board's thinking. Another member questioned whether skills, rather than representation, ought to serve as the foundation of the composition.
- The non-status quo option provided some flexibility for expanding the EC to 12 members in certain circumstances. Mr Klock noted the need for flexibility in this option because it used two compositional criteria: representation and the inclusion of certain board leadership positions. In certain cases, it could be necessary to grow the EC temporarily to 12 members in order to comply with both criteria.
- The Governance Committee agreed to continue the discussion at its next meeting. To progress this dialogue, the Committee asked Mr Klock to provide additional

analysis as to the trade-offs between the two options and to provide examples of who would serve on the EC under either option.

The Committee agreed to be briefed on unaffiliated board member recruitment during the 9 June 2015 meeting. Subsequently, after determining there was no further business, the meeting was brought to a close.

Mr Kevin A. Klock
Assistant Secretary

Attachment A: Participants

Committee Members

- Flavia Bustreo, Chair
- Donal Brown
- Gunilla Carlsson
- Maria C. Freire
- Geeta Rao Gupta
- Laura Laughlin
- Orin Levine
- Seth Berkley (non-voting)

Regrets

- Joan Awunyo-Akaba
- Javier Hernández Peña
- Bheri Ramsaran
- Seif Seleman Rashid
- Samba O. Sow
- Beate Stirø

Secretariat

- Kevin A. Klock

Guests

- Lidija Kamara, Special Adviser to the Board
Vice Chair
- George W. Wellde, Jr, Chair of the Board Chair
Recruitment Committee