

Gavi Alliance Governance Committee Meeting

8 October 2020

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 21.02 Geneva time on 8 October 2020. 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 Committee noted its forward workplan (Doc 01b) and in relation to some questions from Committee members the Secretariat clarified that the review of the COVAX Facility Interim Terms of Reference, as per the Board decision at its meeting on 29-30 September 2020 would be included in the Committee workplan, as would the process relating to CEO recruitment. The Secretariat also noted that the onboarding of the Board Chair elect has started and meetings with Board members will be included as part of his onboarding going forward.

2. Annual HR Report

- 2.1 Catherine Pawlow, Director, Human Resources, presented this item (Doc 02), providing information in relation to the profile of Gavi staff in terms of gender, age, nationality and tenure. She provided data in relation to staff recruitment from the global south and highlighted that employee turnover remains stable.
- 2.2 Ms Pawlow provided information to the Committee in relation to the work being done within the Secretariat to promote gender equality, diversity and inclusion. She noted that gender balance has now been achieved at the Director (CS6) level and highlighted some of the actions being taken to promote diversity and inclusion, including the establishment of a committee to work on this area and staff training to raise awareness of unconscious bias.
- 2.3 Ms Pawlow also provided information in relation to how the Secretariat has been working remotely since mid-March 2020 in the context of the global pandemic. She described a number of measures that have been taken to ensure the well-being of staff but highlighted that there are concerns around the sustainability of the exceptional workload and the impact on staff.
- 2.4 She outlined the mechanisms which have been put in place within the Secretariat to reinforce the commitment to a culture of integrity and safety.

- 2.5 She referred to a number of actions which are being taken to prepare the Secretariat for change in relation to both Gavi 5.0 and the COVAX Facility such as the organisational review and programmes to strengthen the Gavi Leadership Team.
- 2.6 Finally she highlighted the HR key priorities going forward namely (i) building critical skills and competencies for Gavi 5.0 and COVAX Facility; (ii) implementing organisational design and change management; (iii) encouraging a collaborative, inclusive and healthy work environment; (iv) strengthening management and leadership skills; and (v) promoting a connected and efficient workforce.

Discussion

- Committee members expressed their appreciation for the work of the Secretariat, echoing concerns about staff welfare and confirming their support for increasing resources.
- In response to questions from the Committee, the Secretariat noted that the work in relation to the organisational review is being finalised. Budget for additional resources will be included in the materials to be presented to the Audit and Finance Committee and more detailed information on the review will be shared with the Board at its meeting in December 2020. In the context of a comment from a Committee member, the Secretariat confirmed that there will be a need to look at longer term resourcing arrangements for work around gender and CSO engagement.
- It was also noted that both financial and staff resources for the COVAX Facility will be distinct and separate from Gavi resources. It is estimated that there will be a need for approximately 30 positions to staff the Facility and many of these will be on temporary or consultancy contracts.
- Committee members asked if measures are being taken to expedite hiring and it was noted that efforts are being made to reduce the timelines whilst ensuring quality recruitment. It will also be important to ensure that new hires are not all brought on board at the same time so that onboarding can be managed appropriately.
- Committee members commended the work being done on gender equality and diversity and inclusion.

3. Review of Annexes to Operating Procedures

- 3.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 03) recalling that this was Phase 2 of the work leading from the implementation of the new Board and Board Committee Operating Procedures which required a subsequent review of the annexes documents to align language and terminology.

- 3.2 She outlined the three categories of documents in which the annexes had been grouped, proposing that the final documents be tabled to the Committee at its meeting in December to recommend to the Board for approval.
- 3.3 She noted that the *Conflicts of Interest Policy for the Secretariat* had also been included as part of the review and proposed that it be tabled to the Committee at its December meeting for approval.
- 3.4 Finally, she noted that there are a number of other Board-approved documents that are similarly impacted by the changes in language etc. and proposed that a recommendation be tabled to the Committee in December which would authorise the Secretary to amend all such documents as appropriate.

Discussion

- Committee members commended the work done thus far and confirmed their support for the proposed next steps.

4. Board and Committee nominations

4a. Unaffiliated Board Member Recruitment

- 4a.1 Bill Roedy, Unaffiliated Board Member Recruitment Subcommittee Chair, recalled that following the Board's decision earlier this year to exceptionally extend the terms of Stephen Zinser and David Sidwell by one year each, and in light of other priorities, it had been agreed to defer the process for the recruitment of Unaffiliated Board Members to the second half of this year.
- 4a.2 He informed Governance Committee members that a meeting of the Subcommittee had been convened on 23 September 2020 to restart the process and to discuss next steps. The Subcommittee would continue to engage with Russell Reynolds to complete the assignment for which they had been contracted, namely the recruitment of two Unaffiliated Board Members.
- 4a.3 The Subcommittee had discussed which types of profile would be relevant to the Board's forward agenda, had agreed that geographical diversity should now also be considered as a priority and that it might be appropriate to look at some of the candidates from the global south who had been considered on the long list of candidates during the recent Board Chair search.

4b. Board/Committee member nominations

- 4b.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 04b) providing a brief overview of nominations received to date for the (re)appointment of Board and Committee members coming to the end of their terms on 31 December 2020.

- 4b.2 She noted that further nominations were expected and that all would be submitted to the Committee at its December 2020 meeting for consideration and recommendation to the Board for approval. More detailed information would be presented at that time on gender balance and attention would need to be paid, in particular in relation to the Programme and Policy Committee, in relation to the provision that the majority of members should be Board members or Alternate Board members.

Discussion

- In response to a question in relation to how departing Board members are recognised in the absence of in-person Board meetings the CEO noted that the traditional Gavi “tombstones” will be sent to them as a token of appreciation for their service.
- He also took the opportunity to inform Committee members that work on setting up a Board Alumni Network had progressed well and that a virtual welcome event was being planned for early November.

5. COVAX Facility Governance

- 5.1 The Chair introduced this session noting that at the 29-30 September 2020 meeting of the Board, the Board had approved Interim Terms of Reference (ToRs) for new COVAX Facility governing bodies, with the request that they be reviewed by the Governance Committee to take into account comments from the Board, Shareholders Council and other stakeholders and to ensure appropriate representation of CSOs, and be brought back to the Board for approval in December 2020.
- 5.2 She referred to the non-paper from the Friends of the COVAX Facility which had been shared with Governance Committee members earlier that day for information.
- 5.3 Brenda Killen, Director, Governance and Secretary to the Board, invited the Committee to discuss and agree on a proposed approach and timeline, noting that this may require a dedicated meeting of the Governance Committee in November 2020.

Discussion

- Dr Ngozi Okonjo-Iweala, Board Chair, highlighted the importance of the issue of the participation of civil society organisations (CSOs) and trying to figure out at what stage and where should they participate and in which manner. Committee members agreed that this was an important issue and following discussion proposed that CSOs and UN agencies be included in the working versions of the ToRs for both the COVAX Shareholders Council and the COVAX AMC Engagement Group. The Secretariat noted that regional bodies will also be considered for the Engagement Group.

- Committee members raised a number of issues around which they wished to seek clarification, namely on:
 - the link between the new COVAX Facility governing groups and the Gavi Board and its Committees, in particular in relation to decision-making;
 - the role if any, of the Gavi Board Committees in relation to COVAX;
 - membership of the different bodies, with a view to ensuring inclusion, equity and transparency;
 - end to end process ownership and management of associated risks;
 - potential governance risks and how they can be mitigated;
- With reference to some of the comments raised by Committee members, the Secretariat clarified that the Gavi Board remains the ultimate decision-making body as Gavi is the legal entity administering the COVAX Facility. The creation of new bodies aims to ensure that partners who have not been engaged with Gavi before have a voice, offer opinions and are fully informed on the work being done. It was also noted that the Terms and Conditions which each partner has signed when joining the Facility already clearly sets this out.
- In response to questions and comments from the Governance Committee, the Secretariat confirmed that work is being done to convene the first meeting of the COVAX Shareholders Council in late October/early November. This will be an opportunity for the Shareholders Council to review their ToRs and Operating Procedures, confirm their wish to set up an Executive Committee and discuss processes in relation to the appointment of Co-Chairs and representatives to the Market-Sensitive Decisions Committee.
- Committee members noted that it would be useful for them to have a better understanding of the COVAX technical bodies and their ToRs. This would enable them to assist with some of the messaging around the work of such bodies to build trust in them. The Secretariat noted that one of the important aspects of these technical bodies is ensuring that there is an independent view in what is clearly a highly political space.
- In light of the discussion, it was agreed that it would be useful to have an informal whiteboarding session of the Committee and Orin Levine kindly proposed to organise and host this.
- It was also agreed that the Governance Committee should have a dedicated meeting in November.

6. Any other business

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

Ms Brenda Killen
Secretary to the Board



Attachment A: Participants

Committee Members

- Sarah Goulding, Chair
- Omar Abdi
- Beth Arthy
- Megan Cain
- Roger Connor
- Tamar Gabunia
- Orin Levine
- Jan Paehler
- Bill Roedy
- Seth Berkley (non-voting)

Other Board members attending

- Rafael Vilasanjuan

Regrets

- Maty Dia
- Yibing Wu

Secretariat

- Anuradha Gupta (Item 2)
- Brenda Killen
- Joanne Goetz
- Catherine Pawlow (Item 2)
- Susan Brown (Item 5)
- Aurelia Nguyen (Item 5)
- Marie-Ange Saraka-Yao (Item 5)