

Gavi Alliance Governance Committee Meeting

9 February 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 9 February 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 meeting of 5 December 2022 were tabled to the Committee for information (Doc 01b in the Committee pack). They had been approved by no objection on 7 February 2023.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

2. Update on CEO recruitment Process

- 2.1 José Manuel Barroso, Board Chair, introduced this item, recalling that the Board had delegated to him, in coordination with the Governance Committee, the task of establishing and leading a Search Committee for the recruitment of a CEO to succeed Dr Seth Berkley from August 2023.
- 2.2 He outlined the different steps that had been taken during the process which he confirmed had been thorough and rigorous and comprised a broad and inclusive approach which had looked at a diverse pool of candidates.
- 2.3 He informed Governance Committee members that the Search Committee had convened immediately prior to this meeting and had agreed unanimously to recommend to the Governance Committee that it recommend to the Board the appointment of Dr Muhammad Pate as the next CEO of Gavi.

Discussion

- Governance Committee Members commended the robust process and were unanimous in their support of the recommendation being presented to them for consideration.

- The Vice Chair and other meeting participants who were members of the Search Committee confirmed the thoroughness and integrity of the process and noted in particular how important it had been to ensure the confidentiality of the process both for Gavi and for the candidates.
- In response to a question from a Committee member the Board Chair noted that it would not be appropriate to share the names of the other candidates interviewed, also for reasons of confidentiality.
- In response to further questions, it was noted that candidates for the role had been sourced through an open application process, through referrals and through the executive search firms own network. Independently of the source, all candidates had been evaluated with parity throughout the process.
- Finally, noting that all Governance Committee members had signed non-disclosure agreements (NDAs) it was recalled that it would not be appropriate for the name of the final candidate to be disclosed until such time as the appointment had been approved by the Board.

Decision One

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

- a) **Approve** that Dr Muhammad Pate be appointed as Chief Executive Officer (CEO), an Officer with individual signature authority on behalf of the Gavi Alliance, for a three-year term effective 3 August 2023; and
- b) **Delegate** to the Board Chair, with the guidance of the Search Committee, the authority to conclude and execute an Employment Agreement with Dr Muhammad Pate for his appointment.

3. Board and Committee Nominations

3a Unaffiliated Recruitment Subcommittee update

- 3a.1 Teresa Ressel, Unaffiliated Board Member and Chair of the Unaffiliated Board Member Recruitment Subcommittee, introduced this item (Doc 03a) and sought guidance from the Governance Committee on the skills and competencies to be prioritised when seeking to recruit a new Unaffiliated Board Member as well as on options for the recruitment process.
- 3a.2 She also suggested that it could be useful to have an additional member join the Subcommittee.

Discussion

- Committee Members agreed that it would be appropriate to continue to use an executive search firm to support the process and noted that as it had been quite some time since Gavi had conducted an open process to choose a firm that now would be an appropriate time to issue an RfQ (Request for Quotations) to a select number of potential bidders.
- Committee members agreed that before issuing an RfQ it could be useful to identify the skillsets to be prioritised for the next recruitment round. This might then enable the RfQ to be targeted to firms who specialise in those areas.
- Committee members were invited to share their views directly with the Chair of the Recruitment Subcommittee during the next couple of weeks in relation to the skills required to fill the seat that is currently vacant, noting that the Subcommittee will then lead the recruitment process, including the choice of a firm to support that process.

3b Board and Committee nominations

- 3b.1 Joanne Goetz, Head, Governance presented this item (Doc 03b) which invited the Governance Committee to consider a number of nominations to the Board and its Committees.

Decision Two

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

- Appoint Bruce Aylward** as Board Member representing WHO in the seat currently held by Zsuzsanna Jakab, effective immediately and until his successor is appointed
- Appoint Greg Widmyer** as Alternate Board Member representing the Bill & Melinda Gates Foundation in the seat currently held by Alaa Murabit effective immediately and until his successor is appointed
- Appoint** the following to the Market-Sensitive Decisions Committee effective immediately:
 - **Greg Widmyer** (Alternate Board Member) until 31 December 2023
- Appoint** the following to the Governance Committee effective immediately:
 - **Kate O'Brien** (Alternate Board Member) until 31 December 2023

4. Governance Risk Matrix

- 4.1 The Chair introduced this item (Doc 04), noting that the Committee was being invited to provide input to the draft revised governance risk matrix.
- 4.2 Brenda Killen, Director, Governance and Secretary to the Board, provided an overview of the feedback received from Board members on the survey conducted after the December 2022 Board meeting in relation to how, and to whom, meeting papers are distributed within organisations/constituencies.
- 4.3 In this context, she sought guidance from the Governance Committee on whether the Secretariat should propose guidelines on the distribution and treatment of Board documents and information as well as on Board Members' duty of loyalty to Gavi and confidentiality obligations.

Discussion

- Governance Committee members noted that the work being done on the governance risk matrix should not duplicate the work being done by the Audit and Finance Committee, whose remit is to oversee, review and monitor risk overall for the organisation.
- Committee members provided inputs for the risk matrix, proposing that risks around the Board adequately exercising oversight and decisions being technically unsound and/or delayed/disrupted be maintained.
- In relation to the leaks of Board and Committee materials, Governance Committee members agreed on the need to mitigate the risk of leaks, without undermining Gavi's reputation for transparency whilst at the same time ensuring that confidential information is treated as such.
- It was suggested that it could be useful for benchmarking to be done to see how this is handled by other organisations.
- It was agreed that it would be useful to have guidelines from the Secretariat in relation to the distribution of documents. These guidelines might include asking each constituency to monitor the names of individuals who get Board and Committee documents and asking that documents only be shared with persons whose input is essential to prepare for the relevant meeting.

5. Governance Planning 2023 incl. Board Retreat Preparation

- 5.1 The Chair introduced this item briefly (Doc 05), noting that 2023 will be an important year for Gavi with the next CEO coming in and that there will be an

opportunity for the Board at its upcoming retreat to look at some governance focus areas which could inform a Board and Committee evaluation.

- 5.2 She noted that in her view an evaluation could explore whether the Board is engaged at the right place to exercise its role in setting strategy, whether it adequately provides oversight of performance and impact, if the Committees are working well, and if there are any gaps.

Discussion

- Committee members agreed that it would be appropriate to commission an externally facilitated Board and Committee evaluation. The Chair, Teresa Ressel and Deena Shiff agreed to oversee the RfQ (Request for Quotations) process to select the appropriate firm.
- Governance Committee Members noted that at the upcoming Board retreat they would like to see a review of the actions from the 2022 Board retreat both to review progress and set the foundations for the discussions.
- Governance Committee members raised some governance issues which they felt it might be worth exploring at the Board retreat and as part of the evaluation:
 - Size and composition of the Board
 - Interaction between the Board and its Committees
 - Is the Board agile enough for our times and the context of our operations (look at structure and cadence of Board and Committee meetings pre, during and post pandemic)
 - Are there overlaps and/or complementarity between Committees on specific topics
 - Are the decision-making processes and timelines appropriate
 - Delegations to the Board Committees
 - Delegations of authority to the CEO and the Secretariat
 - Observer attendance at Board meetings
- Committee members also provided input on other topics that they would like to see discussed at the Board retreat:
 - Gavi in the overall global health architecture, ensure a joint understanding in the Alliance of roles and responsibilities in the vaccine field
 - Think about whether the Alliance should be expanded to other partners so that it covers the vaccine landscape more holistically (how do we deal with new actors, expanded partners and others; how do they fit; at what level are they influencing processes and what does it mean for the future)
 - Discussion on future medical countermeasure platforms
 - Re HSS and PHC capacities – countries demand more coherence and a more systematic approach to the totality of finance; how can we do something in a way which does not mean disaggregated health systems

and give more responsibility to countries, also on their own domestic financing (Collaboration of the different Global Health Initiatives in supporting countries on PHC, HSS and UHC in a more coherent and country led manner)

- Preliminary thoughts on Gavi 6.0

6. Review of Decisions

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

7. Any other business

- 7.1 Noting that the dates proposed for the June 2023 Board meeting overlap with Eid al-Adha, the Governance Committee endorsed the Secretariat proposal that the Board meeting be scheduled to take place on Monday 26 and Tuesday 27 June 2023 and that pre meetings be scheduled either virtually the previous week, or as post meetings on Wednesday 28 June if appropriate.
- 7.2 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
- Joan Benson
- Jérémie Forrat-Jaime
- Aamer Ikram
- Violaine Mitchell
- John Arne Rottingen (Agenda Items 3b-7)
- Teresa Ressel
- Deena Shiff
- Rafael Vilasanjuan
- Seth Berkley (Agenda Items 1, 3-5)

Secretariat

- Joanne Goetz
- Brenda Killen
- Marie Rochat (Agenda Items 1, 3-7)

Regrets

- Tamar Gabunia
- Zsuzsanna Jakab

Other Board members attending

- Jose Manuel Barroso, Board Chair (Agenda Item 2)
- Beth Arthy, CEO Search Committee (Agenda Item 2)
- Kate O'Brien

Observers/Guests

- Jill Bausch, SRI Executive (Agenda Item 2)
- Seamus McGardle, SRI Executive (Agenda Item 2)
- Lea Vercoustre, SRI Executive (Agenda Item 2)
- David Sidwell, CEO Search Committee (Agenda Item 2)
- Clarissa Naprawski, DFAT, Australia (Agenda Items 1, 3-7)