

Gavi Alliance Governance Committee Meeting

9 June 2015

Geneva, Switzerland

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 15.25 Geneva time on 9 June 2015. Flavia Bustreo, Governance Committee Chair, chaired the meeting.
- 1.2 The Chair welcomed incoming Director of Governance and Secretary Philip Armstrong to the meeting and introduced each of the members of the Committee. She also thanked Kevin A. Klock, Head of Governance and Assistant Secretary for his guidance throughout the the Executive Committee functions and composition discussions.
- 1.3 The Chair recognised the work of the EC Functions and Composition Subcommittee, Recruitment Subcommittee, and Chair Recruitment Committee, noting that she would deliver an update to the Board during the closed session on the chair search.
- 1.4 Standing declarations of interest were tabled to the Committee (Doc 1a in the Committee pack).
- 1.5 The Committee reviewed the minutes of its meeting on 23 March 2015 (Doc 1b). The Committee also reviewed its action sheet (Doc 1c) and forward workplan (Doc 1d).

Decision One

The Gavi Alliance Governance Committee:

- **Approved** the minutes of its meeting on 23 March 2015.

2. Board committee and member nominations

- 2.1 Kevin A. Klock reviewed the recommendations received for Board and committee membership (Doc 2). In particular, he reviewed the process for identifying a candidate for unaffiliated board membership, including the development of a skills profile, candidate engagement, and Recruitment Committee vetting.

Discussion

- The Committee discussed the process for renewal of unaffiliated board membership. It was emphasised that the unaffiliated members are critically important as long-serving board members who can help preserve historical narrative and perspective.
- The Governance Committee acknowledged that, with one exception, all board leadership positions were held by men and that the Recruitment Subcommittee would account for this in relevant future searches.

Decision Two

The Gavi Alliance Governance Committee:

- **Recommended** to the Board that it appoint the following Board Members:
 - **William Roedy** as an Unaffiliated Board Member in the seat currently held by Maria C. Freire effective 1 August 2015 and until 31 July 2018.
 - **Blair Exell** of Australia as Board Member representing the Australia, Japan, Korea, and United States donor constituency in the seat formerly held by Clare Walsh of Australia effective immediately and until 30 June 2015.
 - **Katherine Taylor** of the United States as Board Member representing the Australia, Japan, Korea, and United States donor constituency in the seat formerly held by Clare Walsh of Australia effective 1 July 2015 and until 30 June 2018.
 - **Naveen Thacker** as Board Member representing the Civil Society Organisations constituency in the seat currently held by Joan Awunyo-Akaba effective 1 July 2015 and until 30 June 2017.
- **Recommended** to the Board that it reappoint the following Board Members:
 - **HRH the Infanta Cristina of Spain** as an Unaffiliated Board Member until 30 June 2016.
 - **Yifei Li** as an Unaffiliated Board Member until 30 June 2018.
- **Recommended** to the Board that it appoint the following Alternate Board Members:
 - **Blair Exell** of Australia as Alternate Board Member to Katherine Taylor of the United States representing the Australia, Japan, Korea, and United States donor constituency in the seat currently held by Katherine Taylor effective 1 July 2015 and until 30 June 2018.

- **Jo-Ann Purcell** of Canada as Alternate Board Member to Donal Brown of the United Kingdom representing the Canada, Ireland, and United Kingdom donor constituency in the seat currently held by Sara Nicholls of Canada effective 1 July 2015 and until 1 July 2016.
- **Rama Lakshminarayanan** as Alternate Board Member to Tim Evans representing the World Bank in the seat formerly held by Armin Fidler effective immediately and until her successor is appointed and qualified.
- **Clarisse Loe Loumou** as Alternate Board Member to Naveen Thacker representing the Civil Society Organisations constituency in the seat currently held by Naveen Thacker effective 1 July 2014 and until 30 June 2017.
- **Recommended** to the Board that it appoint the following to the Audit and Finance Committee effective 1 July 2015 and until 31 December 2015:
 - Jo-Ann Purcell in the seat currently held by Esther Fox.
- **Recommended** to the Board that it appoint the following to the Governance Committee effective immediately and until 31 December 2015:
 - Blair Exell
 - Naveen Thacker in the seat currently held by Joan Awunyo-Akaba.
- **Recommended** to the Board that it reappoint the following to the Programme and Policy Committee until 31 December 2015:
 - Clarisse Loe Loumou.
- **Recommended** to the Board that it reappoint the following to the Evaluation Advisory Committee until 31 December 2015:
 - Naveen Thacker.

Governance Committee members who were candidates for these positions, or whose organisations or constituencies provided candidates for these positions, did not participate in discussion or voting on those nominations.

3. Executive Committee composition and Charter amendments

- 3.1 On 4 June 2015, the Committee met by phone to discuss two options for the EC composition. The Committee asked for more analysis as to the trade-offs between the two options and to provide examples of who would serve on the EC under either option so it could further discuss the implications at this meeting. Kevin A. Klock reviewed the trade-offs and examples (Doc 3a). He also

presented the technical amendments needed to incorporate the agreed EC functions into the redesigned charter (Doc 3b).

Discussion

- The Committee generally felt that EC members needed to have the appropriate skills and attributes that would allow the EC to fulfill its mandate. However, there were varying opinions as to how to accomplish this – from using constituency representation as a proxy for experiences to examining personal characteristics of individual board members.
- The Committee also felt that an excellent board member or committee chair should not be prevented from sitting on the EC simply because his/her constituency did not possess sufficient seats.
- There were varying opinions as to the importance of the EC serving as a representative microcosm of the greater Board. On one hand, some Governance Committee members felt that EC members should serve in their individual capacity no matter what constituency they represented. On the other hand, donor members felt that the EC ought to be a representational body and, in particular, those constituencies underwriting Gavi's finances should have reserved a set number of seats.
- Even though the Board had previously set 11 as the EC's upper size limit, the Governance Committee agreed that some flexibility to move to 12 members was warranted if such a size could achieve consensus.
- Joan Awunyo-Akaba, who represents the civil society constituency, expressed her constituency's gratitude for considering an option that would deliver a seat to civil society. It was acknowledged that should CSOs obtain a seat, that the member representing it would never be able to share commercially-sensitive information with the constituency, and that the constituency should be prepared to respect that requirement.
- It was reiterated that the turnover on the Executive Committee can pose the same challenges as turnover on the Board. The EC must maintain a long-term vision and narrative integrity in order to provide the best advice and make fully informed decisions.
- Geeta Rao Gupta emphasised that a constituency-based model in which members could not be fully transparent with their constituencies could be viewed as incoherent. In addition, if the Governance Committee was prepared to recommend an EC model that reserved seats for certain board leadership positions, the Board should be prepared to only appoint leaders that had the time to serve on the EC.
- The Governance Committee agreed to recommend the model shown in Decision Three. It further agreed that if the Board adopted this model, that the technical

changes to the By-Laws needed to implement it should be prepared for Governance Committee review.

Decision Three

The Gavi Alliance Governance Committee:

- **Recommended** to the Board that it amend the Executive Committee Charter as attached in Doc 3b, Annex 1.
- **Recommended** to the Board that it approve the following Executive Committee composition starting in 2016:
 - Unaffiliated – 2 seats
 - Donors – 2 seats
 - Developing countries – 2 seats
 - Multilateral organisations – 2 seats
 - Bill & Melinda Gates Foundation – 1 seat
 - Civil society organisations – 1 seat
 - CEO (non-voting) – 1 seat

**The following board leadership positions shall be members of the Committee: Board Chair, Vice Chair, Audit and Finance Committee Chair, and Programme and Policy Committee Chair.*

*** The Committee may exceptionally expand to 12 members if required to accommodate each of the board leadership positions.*

4. Engagement with the vaccine industry

- 4.1 Laura Laughlin, alternate board member representing the industrialised country vaccine industry, tabled a paper with regard to principles for Alliance engagement with industry (Doc AOB). She outlined some proposals for bilateral and multilateral engagement on key policies under development in order to organise and improve input from industry partners, particularly with regard to the assessment of feasibility and potential risks.
- 4.2 The Committee emphasised that Gavi values what industry partners bring to the Alliance and that industry should continue to express its thoughts in various fora, particularly within the PPC.

5. Review of decisions

- 5.1 Kevin A. Klock reviewed and agreed the language of the decisions with the Committee.

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
- Joan Awunyo-Akaba
- Donal Brown
- Maria C. Freire
- Geeta Rao Gupta
- Javier Hernández Peña
- Laura Laughlin
- Orin Levine
- Seif Seleman Rashid
- Samba O. Sow
- Beate Størø
- Seth Berkley (non-voting)

Regrets

- Gunilla Carlsson
- Bheri Ramsaran

Secretariat

- Anuradha Gupta
- Kevin A. Klock

Observers

- Philip Armstrong, International Finance Corp.
- Blair Exell, Government of Australia
- Lidija Kamara, Special Adviser to the Board Vice Chair