Gavi Alliance Governance Committee Meeting
1 October 2024
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 14.02 Geneva time on 1 October 2024. Dr Omar Abdi, 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). Dr Nishtar noted for the record that she had resigned on 18 September 2024 from the Senate of Pakistan on completion of her probation period.

1.3 The minutes of the Governance Committee meeting of 5 June 2024 in the Committee pack were tabled to the Committee for information (Doc 01b). The minutes had been circulated and approved by no objection on 13 September 2024.

1.4 The Committee noted its action sheet (Doc 01c), forward workplan (Doc 01d) and the governance risk matrix (Doc 01e).

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2. Board Chair Recruitment

2.1 Joanne Goetz, Head, Governance, presented the process for the recruitment of a Board Chair (Doc 02) to replace Professor Barroso when he comes to the end of his second term in December 2025.

Discussion

- The Chair, who will be leading the process, noted that it will be important to ensure that there is balanced representation on the Search Committee and also noted that significant time commitment will be required from the each of the Search Committee Members.

- In response to questions from the Committee, the Secretariat noted that it will be within the remit of the Search Committee to choose the executive search firm that supports the process and that this will be done through a procurement process.

- Committee members suggested that it would be important, in order to ensure that the process does not get delayed, to start consultations already with Board Members in relation to the desired profile for the new Board Chair. It was agreed that the Chair would reach out to Board Members in advance of the December Governance Committee and Board meetings to seek their inputs.

- One Committee Member proposed that the Search Committee aim to have 2-3 final candidates who would be suitable for the role, to mitigate the risk should the preferred candidate withdraw late in the process.

Decision One

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

Endorse the amendments to the process for the appointment of Board Chair and that in line with this amended process, as read with Section 4.B of the Governance Committee Charter that it:

a) **Delegate** to the Governance Committee the authority to set up and oversee the process for the recruitment of a Board Chair to succeed Professor José Manuel Barroso at the end of his term on 31 December 2025; and;

b) **Delegate** to the Governance Committee the authority to establish a Search Committee for this purpose.

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3. Evaluation Function Review

3.1 Hope Johnson, Director, Measurement, Evaluation and Learning provided an update to the Committee on the high-level findings of the ongoing Evaluation Function Review (Doc 03), noting that the purpose of the review is to ensure that Gavi's Evaluation Function is fit for purpose for the new strategic period.

Discussion

- Committee Members welcomed the transparent and frank presentation which clearly laid out the challenges and problem statements being identified in the review. They reflected that options should get at the root causes of the problem statements and noted that structural questions may be less important when balanced with utility and feasibility.

- Committee Members noted that the current role and mandate of the Evaluation Advisory Committee may no longer be fit for purpose and that there are issues around ownership and accountability of the Evaluation Policy. They agreed that there is a need to reflect on this and explore strengthening the linkages between the EAC and the Programme and Policy Committee e.g. the EAC reporting to the Board through the PPC and/or moving ownership of the Evaluation Policy to the PPC. In this context, some Committee Members did express concerns about potentially overburdening the PPC if additional responsibilities are included in its mandate.

- One Committee Member shared his view that monitoring and evaluation are intrinsic responsibilities of the management team and several other Committee Members supported this view. He also noted a trend that he is observing in relation to independent external evaluations which appear to be becoming increasingly complex and process-driven such that important messages of the evaluation are getting diluted in terms of their contribution to clear purposes and mission. It was suggested that the added value of some of these evaluations needs to be carefully considered.

- One Committee Member noted the importance of ensuring that discussions around structure do not detract from the findings of the report as they relate to high transaction costs and the use of learnings to the benefit of the Alliance.

- Committee Members encouraged boldness and expressed appetite for change to ensure clarity of purpose as it relates to Gavi's evaluation function in the context of the findings of the review. They also encouraged simplification where possible.

- The CEO shared her view that whole purpose of monitoring, learning and evaluation is to take remedial actions, course correct and have evidence for policy change. She noted that there are distinct differences between monitoring and evaluation across the time horizon, the purpose, the sources of information, methods and the tools used. In her view, monitoring would be under the purview of a Chief Operating Officer within an organisation for operational course correction from management reporting. Evaluations are needed for more medium-term policy change. Considerations would need to be given on whether evaluation should be internal, external and/or independent. In this context, she noted that she looked forward to reviewing the final report and would subsequently come back to the Governance Committee to share her views.

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4. Delegation of Authority Policy

4.1 Joanne Goetz, Head, Governance, presented this item (Doc 04) noting that the proposed amendments to the Delegation of Authority Policy had been endorsed by the Director of Governance, the General Counsel and Chairs of the Governance Committee and the Audit and Finance Committee.

Discussion

- Noting that the CEO is also comfortable with the proposed changes, the Committee endorsed the proposed amendments and agreed that this item could be put on the consent agenda for the December 2024 Board meeting.

- One Committee Member suggested that it could be useful for the Governance Committee to receive information from time to time in relation to the further signatory authority delegations put in place as per Section 4 of the policy.

Decision Two

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

Approve the revised Delegation of Authority Policy attached as Annex B to Doc 04.

5. Proposed Changes to Independent Review Committee Ways of Working

5.1 Lindsey Cole, Head, Funding Design and Review, presented this item (Doc 05) which invited the Governance Committee to provide guidance on the proposed amendments to the Independent Review Committee (IRC) Terms of Reference (ToRs).

Discussion

- Governance Committee Members were supportive of the proposed amendments as presented noting that further amendments might be considered in 2024 in the context of the EVOLVE project.

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6. Unaffiliated Recruitment Subcommittee Update

7.1 Teresa Ressel, Chair of the Unaffiliated Board Member Recruitment Subcommittee, provided a brief update on the ongoing process.

Discussion

- The Chair thanked Ms Ressel for her leadership and guidance through this recruitment process.

- Noting that there are some excellent candidates who have now been shortlisted for final interview, the challenge of finding candidates who are able to confirm the time commitment require to take on a role on the Gavi Board was highlighted.

- Committee Members also reiterated the importance of looking at geographical diversity in the recruitment process, noting that this remains a challenge. One Committee member suggested that the search firms engaged to support the process may at times need to be pushed to interact more with their counterparts at the regional level to bring this diversity to the panel.

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7. Update on Collaboration with Other Organisations

7.1 Hannah Burris, Chief of Staff, presented this item (Doc 07) updating the Committee in particular on the first meeting of the Joint Committee Working Group (JCWG) that had taken place earlier that day.

Discussion

- Governance Committee Members who are also members of the JCWG contributed to the discussion noting that there had been some tension at the meeting in terms of focus, particularly on whether the mandate of the JCWG was to cover the full breadth of the Lusaka Agenda and in what way the JCWG would start to engage on structural considerations within the health initiatives that may require further alignment. The JCWG ultimately clearly reaffirmed the scope and intent of the group as aligned with its original mandate – the focus is on the three health initiatives and the three defined workstreams – and that this work is contributing to but not encompassing of the broader Lusaka Agenda. Further, JCWG members would engage on the structural considerations through the workstreams, noting again that the JCWG is an advisory body and any decisions would have to go through regular the governance pathways of the three initiatives.

- Inputs from some of the country representatives had highlighted that for them the issues are really around how the Global Health Initiatives (GHIs) are structured and working in the countries and they are looking forward to seeing what comes from the enhanced collaboration wave 1 countries.

- Governance Committee Members noted that ensuring the transparency of the work of the JCWG will be key not only in terms of information sharing but also in relation to any follow up work that might be required.

- Finally, Governance Committee Members noted that there had been some discussions at the JCWG meeting in relation to expanding the membership of the group which for the time being will remain as agreed, noting that key partners e.g. WHO, will be invited as and when required.

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8. Review of Decisions

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

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9. Any other business

9.1 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
- Omar Abdi, Chair
- Aamer Ikram
- Bvudzai Magadzire
- Kazuhiko Nakamura
- Kristine Husøy Onarheim
- Clarisse Paolini
- Sai Prasad
- Teresa Ressel
- Deena Shiff
- Juan Pablo Uribe
- Greg Widmyer
- Sania Nishtar

Regrets
- Sylvain Yuma Ramazani

Observers
- Vivian Lopez, Special Adviser, Board Vice Chair
- Inês Sérvulo Correia, Special Adviser, Board Chair

Secretariat
- Hannah Burris (Agenda Item 7)
- Lindsey Cole (Agenda Item 5)
- Joanne Goetz
- Hope Johnson (Agenda Item 3)