Governance Committee meeting
21 July
Geneva, Switzerland

1. Chair's report

1.1 Noting that the meeting had been duly convened and finding a quorum of members present, the meeting convened at 16.00 Geneva time. 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).

1.3 The minutes of the Governance Committee meeting of 7 April 2025 (Doc 01b in the Committee pack) were tabled to the Committee for information. The minutes had been circulated and approved by no objection on 4 July 2025.

1.4 The Chair explained that the Governance Committee (GC) has a heavy schedule of work in 2025, including additional deliverables related to the workstream on Strengthening Board Resilience, as well as the biennial Board and Committee refresh process which will conclude at the December Board. He invited Brenda Killen, Director of Governance to provide an update on these additional deliverables.

1.5 In view of this workload, the Chair advised that an informal GC meeting has been scheduled on 10 September to provide an opportunity for the Committee to discuss the Board resilience workstream.

1.6 He further noted that some workstreams have been postponed until the second half of 2025, and others delayed until 2026, including the: i) Board and Committee Evaluation, ii) COVAX, African Vaccine Manufacturing Accelerator (AVMA) and the First Response Fund (FRF) governance, and iii) the Evaluation Function review.

1.7 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

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2. Board and Committee Nominations

2.1 Brenda Killen, Director, Governance introduced this item (Doc 02), and outlined the proposal to recommend that the Board reappoint Yibing Wu, unaffiliated Board member, for an exceptional extension of one year.

Discussion

- The Committee approved the recommendation and agreed that it could be put on the consent agenda for the 24-25 July 2025 Board meeting.

Decision one

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

Reappoint Yibing Wu, as an Unaffiliated Board Member, effective 1 November 2025 and until 30 October 2026.

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3. Board and Committee Chair Nominations

3.1 This item (Doc 03), which was also introduced by Brenda Killen, requested that the Governance Committee recommend the reappointment of Yibing Wu as Chair of the Investment Committee.

Discussion

- The Committee approved the recommendation and agreed that it could be put on the consent agenda for the 24-25 July 2025 Board meeting.

Decision Two

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

Reappoint Yibing Wu, as Chair of the Investment Committee, effective 1 November 2025, and until 31 December 2025.

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4. Board Vice Chair Nomination Process

4.1 Deena Shiff, Unaffiliated Board member, introduced this item (Doc 04). She noted that Dr Omar Abdi's first term as Board Vice Chair ends on 31 December 2025, and that in accordance with the Gavi statues, and the "Board and Board Committee Operating Procedures" he can be extended for a further term.

4.2 She noted that Dr Abdi had expressed interest in continuing in this role. Consistent with Board practice, the Board Chair had sought expressions of interest in the position from serving Board members. None were received by the deadline. It was therefore proposed that the Committee formally recommend the reappointment of Dr Abdi as Board Vice-Chair and Chair of the Governance Committee for a second term as foreseen in the Gavi Statutes.

Discussion

- The Governance Committee thanked Dr Abdi for his willingness to continue in his role as Board Vice Chair and Chair of the Governance Committee.

- The Committee approved the recommendation and agreed that it could be put on the consent agenda for the 24-25 July 2025 Board meeting.

Decision Three

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

a. **Reappoint Omar Abdi** as Vice Chair of the Board with individual signatory authority, effective 1 January 2026 and until 31 December 2027.

b. **Reappoint Omar Abdi** as Chair of the Governance Committee, effective 1 January 2026 and until 31 December 2027.

Omar Abdi, UNICEF, recused himself and did not vote on Decision Three above.

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5. Unaffiliated Recruitment Subcommittee

5.1 Brenda Killen introduced this item (Doc 05). She noted that Deena Shiff, Unaffiliated Board member and member of the Governance Committee, had agreed to take on the role of the Chair of the Governance Subcommittee for Unaffiliated Board Member Recruitment, as the successor to the former Chair Teresa Ressel who completed her second and final term on the Board at the end of 2024.

5.1 She also invited the Governance Committee to approve the reconstitution of the Subcommittee.

Discussion

- Committee members acknowledged the important work of this Subcommittee and approved its constitution.

- The Secretariat noted a request from a committee member to amend the Terms of Reference of the Subcommittee and specify the inclusion a member from the Implementing Country Caucus as part of its composition.

Decision Four

The Gavi Alliance Governance Committee **approved** the reconstitution of the Subcommittee for the Recruitment of Unaffiliated Board members to comprise – in addition to the Gavi Board Chair, and Gavi CEO – the following members:

- **Deena Shiff** (Unaffiliated Board Member, Governance Committee Member and Chair of the Subcommittee)
- **Omar Abdi** (Board Vice Chair and Governance Committee Chair)
- **Anna Sedgley** (Unaffiliated Board member and Governance Committee)
- **Greg Widmyer** (Board Member and Governance Committee Member)
- **Aamer Ikram** (Governance Committee Delegate)

The composition of this subcommittee can be amended from time to time by the Governance Committee.

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6. Board Chair Recruitment Update

6.1 The Chair introduced this item and invited Gaëlle Boix, Geneva Office Leader, Egon Zehnder, to provide an update the Board Chair Recruitment process.

6.3 Gaëlle outlined progress on the search and recruitment exercise, noting that Egon Zehnder had reviewed 226 candidates from 70 countries, including both the global north and south. The Board Chair Search Committee had evaluated 34 profiles in detail and shortlisted 20 candidates, ensuring gender parity and equitable representation from the global south. Building on the job specification developed with the Board, the search committee had focused on seasoned political and transformational leaders.

6.4 Noting that all candidates had been honoured to be approached for this role, Gaëlle noted that some candidates had declined due to time constraints given the heavy commitment (approx. 30%) needed for this role. At least nine qualified candidates have shown positive interest. The search committee will now focus on a high-priority shortlist for the interview stage.

Discussion

- The CEO noted that 30-50% seemed a high approximation of the time commitment required from the Chair, and wondered whether this estimate might deter good candidates. The Governance Committee Chair agreed that this figure might be an overestimate noting that the current Chair had faced a demanding schedule due to COVAX, recruitment of a new CEO, the replenishment, and the development of the Gavi 6.0 strategy. This level of commitment would not be required for the next chair – at least not during their first term in the role.

- Gaëlle responded to queries from Committee members on the recruitment process and timeline, noting the aim to review a shortlist of 8 qualified and interested candidates in late August. Egon Zehnder was working to complete their internal interviews with candidates by the end of August 2025 and would present 8 profiles to the Search Committee on August 27th from which around 4 candidates would be chosen to interview remotely. From this, the Search Committee would shortlist 2 candidates to interview in person in mid September, with the aim of proposing the final candidate to the Board by October 2025.

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7. Terms of Reference Independent Review Committee: Request for Secretariat Led Exceptional Grant Extensions Approval

7.1 Amy LaTrielle, Chief Grants Management Officer, presented this item (Doc 07). She provided an overview of the time-bound exceptional request for the Secretariat to approve grant extensions during the transition from Gavi 5.1 to Gavi 6.0.

Discussion

- Committee members were supportive of the request to grant extensions to countries to ensure continuity of programme implementation and encouraged the Secretariat to avoid self-imposed restrictions in the next strategic period. The Committee agreed to include this decision in the consent agenda of the Board meeting on 24-25 July 2025.

- The Secretariat responded to queries and explained that the extensions would align the grant cycle with the strategic period. The Secretariat mapped out countries undergoing holistic applications versus those undergoing reprogramming and consolidation over the next two years, which led to the decision to implement a transitional strategy to avoid overwhelming countries, partners, and the Secretariat.

- The Secretariat clarified that the extensions are time-bound, and should not exceed a two-year period, supported by a strong road map to ensure that grant consolidation and reprogramming, as well as holistic applications, would happen over the two-year period.

- The Secretariat noted that the amounts for the extensions were indicative at that stage and would be finalised after the Gavi 6.0 recalibration discussions at the Board meeting.

Decision Five

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

- **Approve,** exceptionally, the proposed time-bound waiver to the Independent Review Committee (IRC) Terms of Reference, authorising the Secretariat to recommend for approval country grant extension requests during the transition from Gavi 5.1 to 6.0.

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8. Update from the Human Resources (HR) Subcommittee

8.1 Deena Shiff, Unaffiliated Board member and Chair of the HR Subcommittee, provided introductory remarks and invited Niamh Lawless, Chief Operating Officer (COO), to provide an update on her work since assuming her role earlier this year.

8.2 Niamh provided an overview of the portfolios that fall within her purview. She noted that the past few months have been focused on the Secretariat's restructuring process in preparation for Gavi 6.0, and outlined the associated process, timelines and next steps.

8.3 She emphasised that the Secretariat is committed to meeting its duty of care to its workforce, noting that best efforts are being made to support departing staff, while also focusing on delivering Gavi 5.1 and preparing for Gavi 6.0. This would involve taking a forward-looking approach for both the current staff and those who would join in the future. She also outlined ongoing efforts to address culture, well-being, and burnout.

8.4 Finally, Niamh noted that the HR Subcommittee would present a decision on amending the salary scales of the Gavi Washington DC office to the Governance Committee at its October 2025 meeting. This decision had been removed from the agenda of the 21 July meeting as there was not sufficient time for the subcommittee to meet and discuss the proposal before bringing it to the governance committee.

Discussion

- Committee members thanked the COO for her update.

- In responding to a question on external communication on the restructuring process, the Secretariat clarified that the staff who were made redundant would continue in their roles until the end of 2025. Once the process is completed, the Secretariat would be in a better position to share an update on its future structure more widely.

9. Update on collaboration with Other Organisations

9.1 Hannah Burris, Chief of Staff, presented this item (Doc 09). She provided a brief update on the Joint Committee Working Group (JCWG) noting that it was reaching the end of its defined term. She also outlined a step change in Gavi's engagement with the Global Fund to fight AIDS, Tuberculosis and Malaria (The Global Fund)

Discussion

- Committee members thanked the Secretariat for the update.

- Committee members who are also part of the JCWG shared their observations, noting that while the collaboration work between the organisations has progressed, and the JCWG has pushed forward some sensitive topics to the Programme and Policy Committee (PPC) (notably on malaria collaboration), the JCWG itself lacked decision-making power and clarity regarding expectations and the definition of success. They emphasised that there should be continued engagement of the governing bodies of the relevant organisations, but that a different model should be explored taking into account the lessons learned. Specifically, the mandate should outline how the group can support the Board and the Secretariat of the Global Health Initiatives.

- Committee members also stressed the importance of having clarity on the subsequent steps in the event that that the JCWG ceases its activities.
- The Secretariat noted that while the JCWG is a powerful structure with substantial leverage, it had not materialised as expected. Consequently, the Gavi CEO and the Executive Director of the Global Fund will draw on lessons learned to establish a newly proposed Task Force. The Terms of Reference for an external provider to support the task force have been developed, agreed by both organisations, and set out as part of a closed request for proposals process.

- The Secretariat responded to a query and clarified that the Global Fund members of the JCWG were in agreement that the JCWG should not continue in its current form, however the two organisations would continue to deliberate on how their governing bodies could engage more optimally moving forward and would come back to the Committee with an update.

- With regards the Lusaka agenda, the Secretariat noted that the JCWG was focused on one part of the Lusaka agenda recommendations but highlighted that Gavi's work covers the agenda more broadly, especially through the Leap framework.

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10. Review of Decisions

10.1 Brenda Killen, Director, Governance, reviewed the decision language with the Committee which was approved by them.

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11. Any Other Business

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

Ms Brenda Killen
Secretary to the Meeting

Attachment A: Participants

Committee Members - Attendance

1. Omar Abdi (Chair)
2. Deena Shiff
3. Anna Sedgley
4. Greg Widmyer
5. Aamer Ikram
6. Sylvain Yuma Ramazani
7. Frode Forland *(from 17:35)*
8. *Alexandra Rudolph-Seeman *(until 18:05)*
9. Bvudzai Magadzire
10. Sania Nishtar

Committee Members - Regrets

11. Sai Prasad
12. Ryo Nakamura

Secretariat

13. Hannah Burris, Chief of Staff
14. Brenda Killen, Director, Governance
15. Nadine Abu Sway, Senior Manager, Governance
16. Maria Thestrup, Chief Ethics, Risk and Compliance Officer (*agenda item 1)*
17. Amy LaTrielle, Chief Grants Management Officer *(agenda item 7)*
18. Niamh Lawless, Chief Operating Officer *(agenda item 8)*

Observers/Guests

19. Vivian Lopez, Special Adviser, Board Vice Chair and Chair of the Governance Committee
20. Gaëlle Boix, Office Leader, Egon Zhender *(agenda item 6)*
21. *Aishwarya Sharma, Egon Zehnder *(from 16:45 – agenda item 6)*

**Denotes virtual participants*