Governance Committee meeting
24 March 2026
Evian, France

1. Chair's report

1.1 Noting that the meeting had been duly convened and finding a quorum of members present. Omar Abdi, Chair of the Governance Committee (GC) opened the meeting at 10.00 CET.

1.2 The Chair reviewed the Action Sheet with the Committee and noted that several actions were outdated, particularly those related to the workstream on strengthening implementing country voices. He explained that some actions were in progress, or were completed, while others were linked to the Implementing Country Caucus, which is a self-organised group and operates independently of the Secretariat. The Committee agreed that the Action Sheet should be updated accordingly.

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2. Board Update from the Task Force on Implementing Country Representation on the Board

2.1 The Chair, Omar Abdi, and Deena Shiff, Independent Board Member and Chair of the Unaffiliated Recruitment subcommittee, reported on actions taken to respond to the Implementing Country Caucus's request for stronger Board representation, leadership roles on Board Committees, and greater diversity among unaffiliated members.

2.2 Deena Shiff briefed the Committee on the ongoing recruitment of unaffiliated Board members, stressing that the subcommittee is looking for candidates with diverse backgrounds as well as relevant expertise. The Chair noted that both the Governance Committee and the Programme and Policy Committee (PPC) could offer opportunities for implementing country representatives to take on leadership roles, as their Charters do not restrict the affiliation of Chairs. He also suggested introducing a Deputy Chair role for the PPC Chair and considering an implementing country representative as a future Board Vice-Chair. He added that these issues should be addressed as part of the upcoming Board and Board Committee evaluation.

Discussion

- Committee members emphasised the importance of diversifying the independent members base, providing leadership opportunities, and ensuring effective participation of implementing country representatives. They highlighted the need to address the issue of voice and power in the Board's decision-making while striking the right balance between greater participation versus expanding the size of the Board.

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3. **Human Resources (HR) Subcommittee ToR Amendment**- *This Item was withdrawn from the agenda on the day and was not discussed.*

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4. Board and Committee Nominations

4.1 Brenda Killen, Director, Governance, presented a nomination from the World Bank to appoint a new Alternate Board member and a member of the Programme and Policy Committee.

Discussion

- The Governance Committee recommended this appointment to the Board.

Decision 1

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

a) **Appoint** Bruno Rivalan as an Alternate Board member, effective immediately and until his successor is appointed by the Board

b) **Appoint** the following to the Programme and Policy Committee, effective immediately:

- Bruno Rivalan (Alternate Board member) until 31 December 2027.

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5. Independent Review Committee (IRC) Leadership- Vice-Chair Nomination

5.1 Amy LaTrielle, Chief Grants Management Officer, proposed the appointment of Benjamin Nkowane as IRC Vice Chair. She noted that the IRC Chair, Dr Rose Leke, had resigned in February 2026, and that the second Vice-Chair had stepped down earlier, in late 2025, due to conflicts of interest. She highlighted Mr Nkowane's experience and leadership within the IRC, as well as the importance of maintaining the Committee's independence.

Discussion

- The Governance Committee approved the appointment of the IRC Vice-Chair.

- The Committee also discussed the importance of ensuring continuity and knowledge transfer to the new IRC leadership, as well as matters related to the recruitment process, member honoraria, and conflicts of interest.

Decision 2

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

- **Appoint** Dr. Benjamin Nkowane as Independent Review Committee (IRC) Vice-Chair for the remainder of his current IRC term, ending 31 March 2028.

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6. Board and Committee Evaluation

6.1 Omar Abdi and Deena Shiff presented this item. The Chair referred to the guiding questions shared with the Committee in advance as part of the meeting materials, noting that the Committee's guidance was sought on these aspects.

6.2 Deena Shiff emphasised that the upcoming evaluation should be elevated in scope, and should include an assessment of the Board's fiduciary role. She also noted that the dedicated session at the Board retreat should focus on the pressures facing the Board and its ability to adapt in the coming years, structured around three key questions: (1) whether the Gavi Board is fit for purpose; (2) whether it can adapt to uncertainty and changes in the global health landscape; and (3) whether it is sufficiently equipped to do so.

Discussion

- The Governance committee deliberated on the upcoming evaluation and highlighted the following themes:

- **Scope and Ambition**: the members debated about whether the evaluation should focus on optimising the current Board structure or be open to more fundamental, out-of-the-box changes, such as new Board models or structures.
- **Fit for Purpose and Adaptability:** the GC highlighted the need to assess whether the Board is fit for purpose in a changing global health environment and whether the Board can adapt to future challenges, including strategic alignment and agility.
- **Board Composition, Skills, and Continuity:** Members stressed the importance of reviewing the Board's composition, skill sets, and continuity, especially in light of Alliance model changes and evolving global health architecture.

- **Decision-Making and Delegation:** There was a focus on clarifying the distribution of responsibilities and decision-making between the Board, management, and Committees, including whether the current delegation supports effective and transparent governance.
- **Implementing Country Representation and Voice:** Members noted that the evaluation should address how to strengthen the voice, participation, and agency of implementing countries within the Board and Committees, without necessarily increasing the size of the Board.
- **Reference to previous evaluation:** Members requested that the results and recommendations from the last Board evaluation be reviewed and built upon, to avoid duplicating past work and to track progress on unresolved issues.

  The Chair underlined that the Governance Committee will have oversight over the evaluation exercise, and informed the Committee on next steps in terms of process and timelines.

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7. Update on Governance Key Performance Indicators (KPIs)

7.1 Brenda Killen provided a consolidated update on the key performance indicators for 2025, highlighting the high number of governance meetings, challenges in distributing meeting minutes on time, gender balance, and attendance at governance meetings. She highlighted that while efforts to use Artificial Intelligence (AI) tools to produce meeting summaries and improve the efficiency of minute-taking are ongoing, lengthy review processes and resourcing issues continue to contribute to not meeting the KPI of 30 business days for minutes distribution.

Discussion

- The GC members noted the Secretariat's update on the KPIs, and underlined the importance of timely distribution of governance meeting minutes, and noted that the help of AI and producing lighter minutes could help expedite the process.

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8. Update from Ethics, Risk & Compliance (ERC)

8.1 Lukas Prchlik, Senior Manager, Policy and Compliance, presented this item. He provided an overview on the ERC activities for 2026, as well as on the Code of Ethics and Conduct for the Gavi's workforce.

Discussion

- The Governance Committee welcomed the ERC update and emphasised the importance of rolling out the Code of Conduct for the Gavi workforce alongside mandatory training on Code of Ethics and Conduct for the Governance Officials for the Board. The GC also noted and appreciated the ongoing work on risk management and Gavi 6.0, recognising that increased risks need to be managed, and underscored the value of establishing strong foundations for decision-making and on Prevention of Sexual Exploitation, Abuse and Harassment (PSEAH), including in the context of organisational downsizing and a broader assessment of the ecosystem.

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9. Update on Revised Evaluation Pathway and Proposed Shifts

9.1 Hope Johnson, Director, Measurement, Evaluation & Learning provided an update on the Evaluation Policy Reform pathway, noting that the approval pathway for the revised Evaluation Policy for Gavi 6.0 has been unpaused following the conclusion of the Gavi-Global Fund Task Force, with intent for Board approval of the Policy in December 2026.

Discussion

- The Governance Committee provided guidance on the proposed pathway and timeline for the evaluation policy revision and welcomed enhanced alignment with the PPC.

- One member noted that the evaluation function review is taking place in a significantly constrained resource environment - both within the Secretariat and among partners- and asked whether this is leading to fewer meetings and more limited engagement, particularly with the Evaluation Advisory Committee. One member noted that the work of the EAC should have a tighter remit and enhanced engagement with the PPC as the evaluations should be informing the policies and programmes. The Secretariat was also encouraged to share the evaluation function review report with the PPC.

- One member inquired whether there is an exchange of learnings between Gavi and the Global Fund, particularly that the joint evaluation approach does not seem feasible.

- In response to questions from the Committee, the Secretariat confirmed that an updated policy will be shared in due course. As discussions on reforming the evaluation function resume, the Secretariat emphasised the need to reflect the current resource-constrained context and align with broader efforts to streamline processes and improve efficiency. While the Task Force did not identify tangible efficiencies from integrating the two organisations' evaluation functions at headquarters level, it was noted that opportunities for continued engagement and shared learning continue.

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9. Any Other Business

9.1 One Committee member requested an overview of the various task forces and working groups to help Board members understand their respective roles, and track participation across groups.

9.2 Given the excessive time that the Board Chair spends on Gavi matters, the Governance Committee Chair brought forward a proposal to the Governance Committee to provide an annual honorarium of US$ 40,000 for the Board Chair, noting that the Global Fund offers a $40,000 honorarium to its Board Chair.

9.3 The Governance Committee expressed unanimous support for this proposal, recognising the significant commitment required for the role. Gavi noted that the formal Governance process to approve this honorarium will be ensured, and that the Secretariat would revert with the appropriate governance pathway.

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

Brenda Killen
Secretary to the Meeting

Attachment A- Participants

Committee Members - Attendance

1. Omar Abdi (Chair)
2. Deena Shiff
3. Anna Sedgley
4. Kate O'Brien
5. Greg Widmyer
6. Cécile Billaux
7. Marit Viktoria Pettersen
8. Alexandra Rudolph-Seemann
9. Julie Hamra
10. Bvudzai Magadzire
11. Sania Nishtar

Secretariat

12. Nadine Abu Sway, Senior Manager, Governance
13. Hannah Burris, Chief of Staff, Office of the CEO
14. Brenda Killen, Director, Governance
15. Amy LaTrielle, Chief Grants Management Officer
16. Melissa Wolfe, Head, Governance
17. *Hope Johnson, Director, Monitoring, Evaluation & Learning
18. *Lukas Prchlik, Acting Chief Ethics, Risk and Compliance Officer

Observers/Guests

19. Sudhvir Singh, Special Adviser to the Gavi Board Chair
20. *Vivian Lopez, Special Adviser, Board Vice Chair and Chair of the Governance Committee