

Gavi Alliance Governance Committee Meeting

3 December 2024

Hilton Bali Resort, Bali, Indonesia

1. Chair's report

- 1.1 Noting that the meeting had been duly convened and finding a quorum of members present, the meeting convened in closed session¹ at 09.02 until 09.33 Bali time on 3 December 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).
- 1.3 The minutes of the Governance Committee meeting of 1 October 2024 (Doc 01b in the Committee pack) were approved.
- 1.4 The Committee noted its action sheet (Doc 01c), forward workplan (Doc 01d) and the governance risk matrix (Doc 01e).

Decision One

The Gavi Alliance Governance Committee:

Approved the minutes of its meeting on 1 October 2024

2. Board Chair Recruitment

- 2.1 Joanne Goetz, Head, Governance, introduced this item (Doc 02) recalling the process and timeline as had been discussed by the Committee at its meeting on 1 October 2024. The Committee was invited to provide guidance on the desired profile for the new Board Chair and approve the composition of the Search Committee.

Discussion

- Committee members welcomed in particular the inclusion of two Board Members from the implementing country constituency on the Search Committee and noted that all members of the Search Committee were aware of the time demands that would be required of them and had agreed to dedicate the necessary time.

¹ A note of the discussions in the closed session has been recorded separately.

- In response to comments from the Governance Committee the Secretariat clarified that the recruitment process will be led by the Search Committee and that should the Search Committee wish to recruit an executive search firm, that firm would be there to support them.
- Committee members cautioned against any biases that might creep into the process based on candidate profiles that might have been prioritised in the past. They also reiterated the importance of ensuring that there is a diverse pool of candidates as it relate to gender, geography and language.
- Committee members discussed the importance of ensuring that the full Board can engage in shaping the profile and it was suggested that this could perhaps be done through an electronic survey.

Decision Two

Subject to the Gavi Alliance Board delegating the authority to the Governance Committee 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, the Gavi Alliance Governance Committee:

Approved the composition of the Board Chair Recruitment Search Committee as follows:

Omar Abdi, Board Vice Chair and Search Committee Chair
Deena Shiff
Violaine Mitchell
Alexandra Rudolph-Seemann
Budi Gunadi Sadikin
Robert Lucien Kargougou

3. Board and Committee Evaluation

- 3.1 Joanne Goetz, Head, Governance, introduced this item (Doc 03) recalling the Board and Board Committee Evaluation that had been conducted in 2023. She presented an update on the status of the implementation of the recommendations and requested guidance from the Committee on what, if any, further action might be required to address the outstanding actions.
- 3.2 David Sidwell, Audit and Finance Committee (AFC) Chair, joined the meeting and provided an update on some of the work that is being done by the AFC which addresses some of the outstanding issues.

Discussion

- Committee members noted the ongoing work of the AFC and agreed that the implementation of the recommendations of the 2023 evaluation exercise could be considered complete.
- Committee members also noted the importance of the ongoing work to strengthen the implementing country constituency, reflecting that there is still room for improvement as it pertains to the flow of information through the constituency, representation on Board Committees, and what the Alliance can do at the country level.
- It was also proposed that it would be appropriate to look at the composition of the implementing country constituency as it relates to representation on the Board and its Committees, noting that some of the countries currently represented on the Board are no longer Gavi-eligible. The Secretariat noted that this would be added to the Governance Committee workplan.
- In relation to the action pertaining to the overall allocation of resources to the strategic priorities, the AFC Chair noted that this is very much on the AFC agenda and that it will be important to link forecasts to investment choices to show accountability and that in this context getting the grant management system done will be crucial.

4. Consent Agenda Guidelines

4.1 Joanne Goetz, Head, Governance, presented this item (Doc 04) which requested Governance Committee endorsement of proposed *Consent Agenda Guidelines* which had been drafted as a response to an action arising at the December 2023 Board meeting.

Discussion

- The Committee endorsed the guidelines with the addition of a provision that any items which have significant financial considerations or reputational risk should not be included on the consent agenda for the Board.

5. Update on Collaboration with Other Organisations

5.1 Brenda Killen, Director, Governance and Secretary to the Board presented this item (Doc 05) on behalf of Hannah Burris who was unexpectedly absent.

Discussion

- Committee members expressed the view that this work will only be successful if it is country led and that it will be important to create a partnership from the bottom up.
- Some Committee members noted that the purpose and success of the collaboration is not yet clearly defined and that in order to ensure success it will be necessary to clarify expectations. It was also noted that discussions will be quite different if collaboration is being looked at from the Secretariat perspective or if it is being looked at from the country perspective.
- It was noted that it is important to recognise, in particular as it pertains to Gavi and the Global Fund, that they are two distinct institutions with their own governance and their own business models. There are potential areas of synergy that are being explored in particular at it relates to back-office functions. On the programmatic side there are different strategy and grant cycles and any proposed changes in relation to either of these would have to be reviewed and approved by the Board.
- Some Committee members commented on that fact that the Joint Committee Working Group (JCWG) might not be the appropriate body to steer this work, noting also that the expected role of the JCWG appears to be unclear, as well as how they are expected to interact with the senior management of the respective organisations.
- In light of this discussion, the Chair noted that he would propose to the Board Chair that he speak with the Global Fund Board Chair to see how the JCWG might be made more effective.

6. Board and Committee Nominations

6.1 Joanne Goetz, Head, Governance, introduced this item (Doc 06) which requested the Governance Committee to consider recommendations to the Board to appoint new Board and Committee members.

Decision 3

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

a) **Appoint** the following Board Members:

- **Ana de Pro Gonzalo** as an Unaffiliated Board Member, effective 1 January 2025 and until 31 December 2027

- **Anna Sedgley** as an Unaffiliated Board Member, effective 1 January 2025 and until 31 December 2027
- **Alexandra Rudolph-Seemann** as Board Member representing Germany on the donor constituency cluster anchored by Germany in the seat currently held by Clarisse Paolini of France, effective 1 January 2025 and until 31 December 2025
- **Brian Erazo Muñoz** of Honduras as Board Member representing the implementing country constituency in the seat currently held by Anahit Avanesyan of Armenia, effective 1 January 2025 and until 31 December 2027

b) **Reappoint** the following Board Members:

- **Anne Schuchat** as an Unaffiliated Board Member, effective 1 January 2025 and until 31 December 2027
- **Robert Lucien Kargougou** of Burkina Faso as Board Member representing the implementing country constituency, effective 1 January 2025 and until 31 December 2027

c) **Appoint** the following Alternate Board Members:

- **Brian Erazo Muñoz** of Honduras as Alternate Board Member to Anahit Avanesyan representing the implementing country constituency, effective immediately and until 31 December 2024
- **Frode Forland** as Alternate Board Member to Karin Berlin representing Norway on the donor constituency cluster anchored by Norway in the seat currently vacant, effective immediately and until 31 December 2025
- **Cécile Billaux** as Alternate Board Member to Alexandra Rudolph-Seemann representing the European Commission on the donor constituency cluster anchored by Germany in the seat currently held by Alexandra Rudolph-Seeman of Germany, effective 1 January 2025 and until 31 December 2025
- **Lena Nanushyan** of Armenia as Alternate Board Member to Brian Erazo Muñoz representing the implementing country constituency, effective 1 January 2025 and until 31 December 2027

d) **Reappoint** the following Alternate Board Members:

- **Silvia Lutucuta** of Angola as Alternate Board Member to Robert Lucien Kargougou representing the implementing country constituency, effective 1 January 2025 and until 31 December 2027

e) **Reappoint** the following as Chair of the Programme and Policy Committee effective 1 January 2025:

- **Anne Schuchat** (Board Member) until 31 December 2025

f) **Appoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2025:

- **Anne Schuchat** (Board Member) until 31 December 2025

- **Robert Lucien Kargougou** (Board Member) until 31 December 2025
- **Cécile Billaux** (Alternate Board Member) until 31 December 2025

g) **Appoint** the following to the Audit and Finance Committee

- **Sara Baiocco** (Committee Delegate), effective immediately and until 31 December 2025
- **Ana de Pro Gonzalo** (Board Member), effective 1 January 2025 and until 31 December 2025

h) **Appoint** the following to the Governance Committee:

- **Frode Forland** (Alternate Board Member), effective immediately and until 31 December 2025
- **Anna Sedgley** (Alternate Board Member), effective 1 January 2025 and until 31 December 2025
- **Alexandra Rudolph-Seemann** (Board Member), effective 1 January 2025 and until 31 December 2025

i) **Appoint** the following to the Programme and Policy Committee:

- **Onei Uetela** (Alternate Board Member), effective immediately and until 31 December 2025
- **Clarisse Paolini** (Committee Delegate), effective 1 January 2025 and until 31 December 2025

j) **Reappoint** the following to the Programme and Policy Committee effective 1 January 2025:

- **Brian Erazo Muñoz** (Board Member) until 31 December 2025

7. **Proposed Changes to Independent Review Committee Ways of Working**

7.1 Lindsey Cole, Head, Funding Design and Review, presented this item (Doc 07) which invited the Governance Committee to consider recommendations to the Board related to proposed amendments to the Independent Review Committee (IRC) Terms of Reference (ToRs), a waiver to the IRC ToRs and appointments to the IRC.

Discussion

- Committee members were supportive of the proposed recommendations.
- One Committee member requested that there be a clear differentiation between francophone and French-speaking IRC members, noting that there would

appear to be an underrepresentation of francophone candidates in the IRC pool.

Decision Four

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

Approve the proposed amendments to the Independent Review Committee (IRC) Terms of Reference attached as Annex A to Doc 07

Decision Five

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

Agree to extend the waiver of the requirement for an independent review, as outlined in the Independent Review Committee Terms of Reference, to enable Secretariat-led reviews in 2025 for i) specific low-risk requests (i.e. a subset of vaccine switches and Middle-Income Country (MIC) applications); and ii) up to ten requests for other support types (incl. new vaccine support)

Decision Six

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

- a) **Appoint** as new Independent Review Committee (IRC) members the individuals listed in Annex B to Doc 07, for a three-year term from March 2025 until March 2028;
- b) **Approve** the extension of the IRC members listed in Annex C to Doc 07 for a further three-year term until March 2028.

8. Evaluation Function Review

- 8.1 Hope Johnson, Director, Measurement, Evaluation and Learning presented this item (Doc 08) which sought guidance from the Governance Committee on a potential enhanced role for the Programme and Policy Committee (PPC) relating to the Evaluation Policy and to the Evaluation Advisory Committee (EAC).

Discussion

- Governance Committee members were generally supportive of a stronger role for the PPC in line with the recommendations of the Evaluation Function Review and noted that options would be brought back to them for consideration during the first half of 2025.

9. Review of Decisions

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

10. Any other business

10.1 Committee members raised concerns about what would appear to be an emerging parallel governance as it relates to the COVAX AMC, the African Vaccine Manufacturing Accelerator (AVMA) and the First Response Fund (FRF), with some examples of decisions being taken in other fora which go beyond Gavi Board decisions. The Committee agreed that this is not appropriate and presents a governance risk for the organisation and should be discussed in more detail at an upcoming meeting.

10.2 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

- Omar Abdi, Chair
- Aamer Ikram*
- Bvudzai Magadzire
- Clarisse Paolini
- Sai Prasad
- Teresa Ressel
- Deena Shiff
- Juan Pablo Uribe
- Greg Widmyer
- Sylvain Yuma Ramazani
- Sania Nishtar (Agenda Items 1-2, 5-10)

Secretariat

- Lindsey Cole (Agenda Item 7)*
- Alex de Jonquieres (Agenda Item 5)
- Joanne Goetz
- Brenda Killen
- Hope Johnson (Agenda Items 5 and 9)

Committee Member-Elect

- Frode Forland

Other Board Members attending

- David Sidwell (Agenda Item 3)

Regrets

- Kazuhiko Nakamura

Observers

- Vivian Lopez, Special Adviser, Board Vice Chair

**Attended virtually*