

Gavi Alliance Governance Committee Meeting

5 June 2024

Crowne Plaza Hotel, 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 commenced at 15.03 Geneva time on 5 June 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 16 April 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 16 April 2024.

2. Strengthening Implementing Country Constituency

- 2.1 The Chair welcomed Minister Budi Gunadi Sadikin, Board Member and Co-Chair of the Implementing Country Caucus (ICC), and Dr Eduardo Humberto Retes, Alternate Board Member and member of the Implementing Country Caucus.
- 2.2 Minister Sadikin expressed appreciation for the focus that the Governance Committee is placing on the voice of the implementing countries. He noted that the Implementing Country Caucus had been established just the previous year to facilitate the voice of countries.
- 2.3 He noted that at its meeting earlier that day the Caucus had discussed different types of support that could enable it to be more effective in its role, ranging from better access to IT tools for the constituency Special Advisers (e.g. Zoom, Gavi email addresses), support to organise constituency meetings in the margins of meetings where Ministers of Health are already convened (e.g. WHO Regional Committee meetings) and ensuring the caucus, through its Special Advisers, can

be systematically invited to participate in all Gavi meetings with representatives of implementing countries.

Discussion

- Governance Committee members confirmed the importance of this topic and noted that enhanced engagement of countries at the governance level, in technical committees and at the country level can strengthen Gavi's programmes.
- It was noted that other Board constituencies could benefit from stronger direct engagement with the ICC and it was suggested that it could be useful to explore ways in which that might be achieved.
- It was suggested that it might be useful to consider holding more frequent meetings of the ICC, noting that holding them the day before a Board meeting can be challenging logistically but more importantly might not be optimal timewise to enable the constituency to meaningfully contribute to the discussions that are held in preparation for the Board meeting.
- Representatives of the ICC also noted how useful they found it to have Secretariat representatives as part of their meetings, in particular to advise on some of the more technical discussions.
- The CEO noted that the ICC was requesting more structured and meaningful engagement and that the Secretariat would seek to look at how that could be further supported.

3. AVMA and Day Zero Financing Facility: First Response Fund Governance

- 3.1 Augustin Flory, Managing Director, Innovative Partnerships and Development Finance, presented an overview of the proposed Terms of Reference (ToRs) of the AVMA (African Vaccine Manufacturing Accelerator) Investors Forum, the Gavi-Africa CDC African Vaccine Manufacturing Forum and the First Response Fund (FRF) Investors Form (Doc 03).

Discussion

- The Chair invited the Committee to provide some general comments and invited them to submit any more detailed comments that they might have in relation to the proposed ToRs in writing to the Secretariat.
- The Committee endorsed the proposed ToRs and expressed thanks to the Secretariat for having been responsive to the inputs provided at the April 2024 meeting of the Governance Committee.

- Committee Members reiterated their appreciation for the fact that the Gavi Board will retain full decision-making authority when it comes to both of these initiatives. It was noted, as had been discussed with the Audit and Finance Committee, that it will be important to understand who the accountable parties are within the Secretariat for managing conspicuous risks.
- The Committee noted that regular monitoring and information sharing on both initiatives will be critical, in addition to the triennial course correction.
- Noting that there are some ongoing discussions about the possibility of dissolving the COVAX AMC Investors Group, one Committee member noted that it will be important for the Governance Committee to monitor these new additional layers that are being added into Gavi's overall governance framework. In this context, she noted that it might be worth considering whether the AVMA Investors Group needs a role in some of the areas which have been included in its ToRs (e.g. annual reporting) or whether these can simply be restricted to the existing Board Committees.
- In relation to the Gavi-Africa CDC African Vaccine Manufacturing Forum, it was proposed that in order to strike the right balance between breadth and focus, it might be worth considering different levels of membership, for example to enable a core group of members to discuss matters in closed sessions if and when appropriate.

4. Update on Collaboration with Other Organisations

- 4.1 Hope Johnson, Special Adviser to the CEO, Strategic Initiatives, provided an update on the ongoing collaboration between Gavi, the Global Fund (GF) and the Global Financing Facility (GFF) (Doc 04) and presented, for endorsement, the draft Terms of Reference (ToRs) of the proposed Joint Committee Working Group (JCWG).

Discussion

- Committee members reiterated their appreciation of this enhanced collaboration.
- In relation to the composition of the JCWG, Committee members agreed on the importance of ensuring diversity and avoiding overlaps and noted a preference for representation that did not focus on any one particular geographical area over the other.
- It was noted that in the longer term it will also be important to engage with other organisations such as the Pandemic Fund, WHO, the World Bank, UNICEF so

as to ensure coherence in how the Lusaka agenda can be supported across all the different fora.

- One Committee member noted the urgency to get this JCWG in place to create the momentum that is needed to oversee finalisation and implementation of the workplan needed to drive the success of this collaboration.
- Committee members noted the importance of ensuring that this collaboration is country focused and country based.
- Governance Committee members confirmed that they were comfortable delegating the authority to the Secretariat to finalise the Terms of Reference for and the selection of Gavi Board and Committee representatives for the JCWG.

5. Appointment of Treasurer

- 5.1 Joanne Goetz, Head, Governance, introduced this item (Doc 05) which requested the Governance Committee to consider a recommendation to the Board to appoint a new Treasurer.

Discussion

- The Committee approved the recommendation and agreed that it could be put on the consent agenda for the 6-7 June 2024 Board meeting.

Decision Two

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

Approve Francois Note as Treasurer with individual signatory authority, effective 1 July 2024 and until his successor is appointed and qualified.

6. Board and Committee Nominations

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

Discussion

- The Committee approved the recommendations and agreed that they could be put on the consent agenda for the 6-7 June 2024 Board meeting.

Decision Three

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

- a) **Appoint David Sidwell** as an Unaffiliated Board Member in the seat currently held by Naguib Kheraj, effective 1 August 2024 and until 31 July 2027; and
- b) **Appoint** the following as Chair of the Audit and Finance Committee effective 1 August 2024:
 - **David Sidwell** (Board Member) until 31 December 2025

Decision Four

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

- a) **Reappoint Awa-Marie Coll-Seck** as an Unaffiliated Board Member, effective 1 July 2024 and until 30 June 2027
- b) **Appoint** the following to the Audit and Finance Committee effective immediately:
 - **Karen Sorensen** (Board Member) until 31 December 2025
- c) **Appoint** the following to the Market-Sensitive Decisions Committee effective 1 August 2024:
 - **David Sidwell** (Board Member) until 31 December 2025
- d) **Appoint** the following to the Investment Committee effective immediately:
 - **David Sidwell** (Board Member) until 31 December 2025
 - **Karen Sorensen** (Board Member) until 31 December 2025
- e) **Reappoint** the following to the Programme and Policy Committee effective 1 July 2024:
 - **Awa-Marie Coll-Seck** (Board Member) until 31 December 2025
- f) **Appoint** the following to the Evaluation Advisory Committee effective immediately:
 - **Onei Uetela** (Alternate Board Member) until 31 December 2025

7. Unaffiliated Recruitment Subcommittee Update

- 7.1 Teresa Ressel, Chair of the Unaffiliated Board Member Recruitment Subcommittee, provided a brief update on the ongoing process, supported by Heidrick & Struggles.

8. Board and Board Committee Evaluation

- 8.1 In the interest of time, this item was taken as read (Doc 08) and there was no discussion.

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 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
- Takeshi Akahori
- Kristine Husøy Onarheim
- Aamer Ikram*
- Bvudzai Magadzire
- Sai Prasad
- Teresa Ressel
- Sylvain Yuma Ramazani
- Deena Shiff
- Juan Pablo Uribe
- Greg Widmyer
- Sania Nishtar

Secretariat

- Joanne Goetz
- Augustin Flory (Agenda Item 3)
- Hope Johnson (Agenda Item 4)
- Brenda Killen
- David Kinder* (Agenda Item 3)
- Thabani Maphosa (Agenda Items 2-4)
- David Marlow

Regrets

- Jérémie Forrat-Jaime

Other Board Members Attending

- Budi Gunadi Sadikin, Board Member
- Eduardo Humberto Retes, Alternate Board Member

Observers

- Vivian Lopez, Special Adviser, Board Vice Chair
- Stella Villares, Special Adviser, Board Chair (outgoing)
- Inês Sérvulo Correia, Special Adviser, Board Chair (incoming)

*Attending virtually