

Gavi Alliance Governance Committee Meeting

7 April 2025

Hyatt Regency, Lisbon, Portugal

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 16.30 Lisbon time on 7 April 2025. Dr Omar Abdi, Board Vice Chair and Governance Committee Chair, chaired the meeting.
- 1.2 The Chair welcomed all participants, in particular new members attending a Committee meeting for the first time as well as Gavi's new Chief Operating Officer.
- 1.3 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack). The Secretariat noted for the record that the CEO's annual declaration had been updated since Doc 01a had been shared with the Committee.
- 1.4 The minutes of the Governance Committee meeting of 3 December 2024 (Doc 01b in the Committee pack) were tabled to the Committee information. The minutes had been circulated and approved by no objection on 13 March 2025.
- 1.5 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

2. Board Chair Recruitment Update

- 2.1 The Chair introduced this item noting that the Board Chair Search Committee had agreed, following a competitive procurement process, to award the contract to Egon Zehnder to support the Board Chair Recruitment process.
- 2.2 He noted that the Search Committee had met earlier that day to align on the role specification and to consider a long list of candidate profiles as part of a calibration exercise.
- 2.3 Gaelle Boix, Egon Zehnder, provided a brief overview on the recruitment process timeline, the role profile as had been discussed by the Search Committee, taking into consideration inputs received from the Board through an online survey and some key informant interviews, and key leadership competencies required for the role.

Discussion

- The Committee noted the importance of the current global context and considering candidates who have experience in similar roles in organisations undergoing transition and with large, complex boards.
- Committee members agreed that it will be essential to ensure that the new Chair is credible and respected, can connect with global leaders, has good knowledge of the global south, is able to raise funds, and is able to commit the time required for the role.
- It was noted that both the Governance Committee and the Board will continue to receive regular updates as the process moves forward.

3. Update on Ethics, Risk and Compliance

- 3.1 Maria Thestrup, Chief Ethics, Risk and Compliance Officer, provided an update on implementation of Gavi's Ethics, Risk and Compliance Charter and on the implementation of Gavi's Protection against Sexual Exploitation, Abuse and Harassment (PSEAH) Policy (Doc 03).

Discussion

- Committee members commended the work which has been done in a short time in relation to implementation of the PSEAH policy.
- In response to questions in relation to how assurance for PSEAH is done, the Secretariat noted that the programme support team provides second-level monitoring and also supports the first line in terms of ensuring that there is the right level of due diligence, legal language in contracts and that any issues that arise are reported through the appropriate channels. It was noted that the Audit & Investigations function is also an assurance provider in that it looks to ensure that the PSEAH policy is being adhered to when it conducts audits.
- In relation to the risk register and the role of risk owners, the Secretariat clarified that the role of risk owners is to consolidate information in the different business areas and to ensure that the narrative and the objectives and goals have been put in place to mitigate specific risks. It is about ensuring that there is an appropriate process to get the right level of information and accuracy.
- It was noted that the operational risk register is a living document that supports teams in ensuring that they have the right mitigation in place to deliver on their annual objectives. Where appropriate, the operational risks are linked to the strategic risks which enables a more comprehensive analysis to be done in order to ensure a more fact-based annual risk and assurance report.

4. Understanding Ethics, Risk and Compliance Obligations

- 4.1 Brenda Killen, Director, Governance, presented this item (Doc 04) providing an overview of Gavi's core ethics and compliance obligations as well as an update on the work being done to strengthen the Board and Committee's understanding of, and adherence to, Gavi's ethics, risk and compliance obligations.
- 4.2 She highlighted in particular that work is being done to develop a Code of Conduct for Governance Officials which will be brought to the Governance Committee in due course, and which will be accompanied by mandatory training for all those to whom the codes is applicable.
- 4.3 She noted that since the beginning of this year, 2025, all governance officials are required to fill in a declaration and confirm that they have read and understood Gavi's Ethics, Risk and Compliance Charter and that work is also underway to put in place dedicated training on this and on the PSEAH policy.
- 4.4 She confirmed plans to put in place a procedure to conduct due diligence on all nominated Board and Committee members, and that the governance team is currently surveying practice in other similar organisations, as well as assessing whether the idea of having an Ombudsperson for the Board should be further explored.
- 4.5 Finally, and as discussed by the Governance Committee at its meeting in December 2024, she noted that a proposal will come back to the Governance Committee later in the year relating to proposed amendments to the Operating Procedures and Governance Committee Charter to enable the Governance Committee to remove any governance officials found to be in breach of Gavi's ethics, risk and compliance obligations.

Discussion

- Committee members commended the ongoing work and noted that there are areas going forward where it might be challenging to establish that there has been a breach. It was also noted that enforcing the obligations could also likely be challenging in certain circumstances.
- In response to comments from a Committee member the Secretariat noted that indeed it will not be possible to check compliance in detail but that the aim will be to ensure that there is a common understanding of the principles of duty of loyalty and duty of care and what is expected of Board and Committee members in that context.

5. Strengthening Implementing Country Constituency

- 5.1 Richard Mihigo, Director, Programmatic and Strategic Engagement (Africa CDC and AU), presented this item (Doc 05) which sought guidance from the Governance Committee on a proposal to review the composition of the implementing country constituency as it relates to representation on the Gavi Board and its Committees.

Discussion

- Committee members were supportive of the proposal to enhance more balanced participation while noting that moving away from regional representation could pose some challenges. They observed that the regional construct is effective for convening countries who have geopolitical, cultural and language affinities and also facilitates the process of choosing representatives from within the different constituency clusters.
- The Secretariat noted that there have already been some consultations with countries in relation to this proposal.
- Committee members cautioned against the risk of moving towards heterogenous constituency clusters, some of which might include a very small number of countries whose voice might thereby be over-represented.
- One Committee member noted that another broader issue that needs to be addressed relates to the balance between global north and global south on the Board. The Secretariat noted that this is indeed a more complex issue as the composition of the Gavi Board is enshrined in the Statutes, that, as per the Statutes, a balance of representation between Unaffiliated (1/3) and Representative (2/3) Board Members needs to be maintained and that any amendments to the Statutes require prior approval of the Swiss Supervisory Authority for Foundations.
- The CEO shared her support for the proposed new approach noting that Middle-Income Countries are currently overrepresented and that it would be appropriate to ensure increased representation from African countries.
- The Governance Committee - recognising the need to strengthen the implementing country constituency, enhance the impact of what the Alliance can do at country level, and foster learning of countries within the same Gavi segments - endorsed the proposal that the implementing countries constituency should consider aligning their representation on the Gavi Board in Gavi 6.0 with Gavi's current operating model, which is structured around the four country segments: High Impact Countries, Fragile & Conflict Countries, Core Countries and Middle-Income Countries.

- Governance Committee members noted that, in line with Gavi's Statutes, constituencies are 'self-organising', and it will therefore ultimately be the decision of the implementing country constituency itself to agree on a new framework for representation in Gavi's governance structures.

6. Update on Implementation of policies

- 6.1 In the interest of time, the background materials for this item were taken as read and Joanne Goetz, Head, Governance, noted that Gavi is compliant as it relates to implementation of the policies.

7. Any other business

- 7.1 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
- Frode Forland
- Bvudzai Magadzire
- Ryo Nakamura
- Sai Prasad
- Alexandra Rudolph-Seemann
- Anna Sedgley
- Deena Shiff
- Juan Pablo Uribe
- Greg Widmyer
- Sylvain Yuma Ramazani*
- Sania Nishtar

Secretariat

- Joanne Goetz
- Brenda Killen
- Niamh Lawless
- Thabani Maphosa (Item 5)
- Richard Mihigo* (Item 5)
- Maria Thestrup* (Items 3 and 4)

Regrets

- Aamer Ikram

Guest

- Gaelle Boix, Egon Zehnder (Item 2)

Observers

- Vivian Lopez*, Special Adviser, Board Vice Chair

**Attended virtually*