

## Governance Committee meeting

6 October

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 14.00 Geneva time. Omar Abdi, Chair of the Governance Committee, Chaired the meeting.

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### 2. Update on the Board Chair recruitment process

2.1 The Chair introduced this item. He noted the confidential nature of the information which was to be shared with the Governance Committee at this meeting and highlighted the importance of maintaining confidentiality until such time as the nomination is presented to the Board for consideration and approval.

2.2 The Chair described the thorough selection process, recalling that in December 2024 he was appointed as Chair of the Board Chair Search Committee. He noted that Egon Zehnder was contracted to lead the search and identify suitable candidates for the Board Chair's role.

2.3 He underlined that the selection started with a pool of 240 candidates, which was narrowed to 27, and then further shortlisted to 8 candidates. Of these, 4 candidates were interviewed online, and finally, 2 candidates were invited for in-person interviews. Following these interviews, the Search Committee unanimously selected Helen Clark as the best candidate to nominate for appointment as Gavi Board Chair, beginning 1 January 2026.

2.3 Dede Orraca-Cecil of Egon Zehnder summarised the selection process, emphasising that the search aimed to find a leader with a strong grasp of the current geopolitical landscape, the ability to address future challenges, and the capacity to work effectively with the Gavi CEO. She noted that significant changes in gender and regional balance among candidates occurred only at the shortlisting stage, primarily because some candidates were unavailable or could not commit the necessary time for the role.

2.4 Deena Shiff, Unaffiliated Board member and member of the Board Chair Search Committee, reflected that the process was both thorough and highly consultative. She emphasised that the high calibre of candidates made the final decision especially challenging, as many met or exceeded expectations.

### *Discussion*

- Governance Committee members expressed their appreciation to the Search Committee for their work and for leading a sound and rigorous process.
- A Committee member inquired about the short timeframe between presenting the final candidate to the Governance Committee and making the recommendation to the Board. The Chair and the Secretariat explained that this schedule was agreed upon in December 2024 and is necessary to maintain confidentiality. Normally, the Committee receives Board Chair nomination materials the day before the meeting, but since this meeting was on a Monday, the materials were provided earlier to allow more time for review.
- In response to a question on the candidates' perspectives on Gavi, Violaine Mitchell, member of the Search Committee and former member of the Board, emphasised that most candidates recognised the current challenges facing public health and understood that leading Gavi now requires adapting to a very different and demanding environment. There was broad agreement that Gavi's future success will depend on how well it adapts to these changing circumstances.
- Ms Mitchell added that the incoming Chair, Helen Clark, demonstrated a strong understanding of the distinct roles of the Board Chair and the CEO. She was highly motivated, passionate about Gavi's mission, and committed to guiding the organisation into the future.
- Committee members asked about transition and onboarding plans for the incoming Board Chair. The Secretariat confirmed that onboarding preparations are in progress, and the Chair suggested that this topic will be discussed further at the Governance Committee meeting on 9 October.
- The Committee unanimously confirmed their agreement to submit the Search Committee recommendation to the Board for approval.

### Decision

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

- a) **Appoint** Helen Clark as an Unaffiliated Board Member in the seat currently held by José Manuel Barroso, effective 1 January 2026 and until 31 December 2027; and
- b) **Appoint** Helen Clark as Chair of the Board with individual signatory authority on behalf of the Gavi Alliance, effective 1 January 2026 and until 31 December 2027.

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**3. Review of Decisions**

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

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**4. Any Other Business**

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

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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. Alexandra Rudolph-Seeman
8. Frode Forland
9. Bvudzai Magadzire
10. Ryo Nakamura
11. Sai Prasad
12. Sania Nishtar

### Secretariat

13. Brenda Killen, Director, Governance
14. Nadine Abu Sway, Senior Manager, Governance

### Observers/Guests

15. Vivian Lopez, Special Adviser, Board Vice Chair and Chair of the Governance Committee
16. Violaine Mitchell, Gates Foundation, Board Search Committee member
17. Dede Orraca-Cecil, Egon Zehnder