

Gavi Alliance Governance Committee Meeting

13 March 2018

Hotel Ermitage, Evian-les-Bains, France

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.05 local time on 13 March 2018. Ms Gunilla Carlsson, 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 Committee reviewed the minutes of its meeting on 15 February 2018 (Doc 01b) and approved these.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

Decision One

The Gavi Alliance Governance Committee:

- **Approved** the minutes of its meeting on 15 February 2018.

2. Vice Chair nomination

- 2.1 The Chair introduced this item recalling that at its last meeting the Governance Committee had approved the terms of reference for the position of Board Vice Chair and the terms of reference for the Board Vice Chair Nominations Subcommittee now comprising Dr Ngozi Okonjo-Iweala (Board Chair and Chair of the Subcommittee), Bill Roedy (acting Governance Committee Chair designate), Blair Exell and Minister Bahar Idriss Abugarda.
- 2.2 She noted that the Subcommittee will hold a first meeting on the following day and that the plan is to complete the process by May so as to present a nomination to the Board for its consideration and approval in June, after the review and recommendation of the Governance Committee.
- 2.3 Dr Ngozi Okonjo-Iweala, Board Chair and Chair of the Subcommittee, informed Committee members that while the deadline for the submission of expressions of interest for the position of Vice Chair had been originally set at 8 March 2018, she had decided to extend the deadline until the end of the week of the Board Retreat

(16 March 2018) as she wished to give potential candidates ample time to consider whether or not they wished to put their names forward. She would also have an opportunity to have some related discussions with Board members on the margins of the Board Retreat.

3. Unaffiliated Recruitment Subcommittee

- 3.1 Bill Roedy, Subcommittee Chair, updated the Committee on the process for the recruitment of Unaffiliated Board members, recalling that there will be three vacancies during 2018 and that as he had informed the Committee during its previous meeting, it had been agreed that an executive search firm would be retained to help with these recruitments. He reported that Mr Philip Armstrong and himself had recently met with five firms, had short listed to two, and were currently negotiating terms, including fees, with the top-ranked firm.
- 3.2 He noted that while a search firm is assisting with the recruitment process, this will not exclude current Board members from submitting the names of potential candidates for consideration, and that indeed information in relation to the skills and competencies being sought during this round will be shared with the Board.
- 3.3 Philip Armstrong, Director, Governance and Secretary to the Board, added that IFFIm is also going through a Board refreshment phase and that recruitment efforts are therefore being combined to ensure efficiencies.

4. HR Subcommittee

- 4.1 The Chair recalled that the HR Subcommittee had met on 12 February 2018 and independent consultants, Mercer, had been tasked to independently evaluate the performance recognition approach currently practiced by the Secretariat. Mercer would be presenting their initial report to the Subcommittee during a meeting later in the day.
- 4.2 Based on input received from the Subcommittee, it is expected that Mercer will submit its final report with recommendations by mid-April. Following due consideration, the Subcommittee's recommendations will be presented to the Governance Committee, likely requiring an additional meeting of the Governance Committee to be convened by teleconference in May.
- 4.3 The Chair also recalled that it had been agreed that an annual HR update will be presented to the Governance Committee in advance of the end of year Board meeting, and that this had already been included in the workplan for the September 2018 Governance Committee meeting.

5. Review of Conflict of Interest Policy

- 5.1 Philip Armstrong, Director, Governance and Secretary to the Board, gave a brief overview on the process to date recalling that at the Governance Committee meeting of 15 February 2018 it was noted that there would be a separation of the current policy between Board and Secretariat. He also recalled why conflicts of interest and ethics were being considered as distinctly separate concepts requiring a different oversight framework.
- 5.2 He presented information relating to the draft *Conflicts of Interest Policy for Governance Bodies* and the draft *Guidance and Procedures* which were included in the meeting pack as Annexes A and B to Doc 05 respectively.
- 5.3 He noted the next steps which will include consultations with constituencies once comments from the Governance Committee have been incorporated, followed by a final draft for the Governance Committee's consideration and subsequent recommendation to the Board for approval.

Discussion

- In response to a query from a Committee member, the Secretariat clarified that after this meeting Governance Committee members will be invited to share any comments they may have on the drafts with the Secretariat in writing by 30 March 2018. There will be further consultations with the Governance Committee in May following feedback received during the constituencies consultation process, with the aim of having a final draft ready for the June Governance Committee meeting for recommendation to the Board for approval, also in June.
- Committee members noted that areas where there have been difficulties in understanding the conflicts of interest policy past relate to the fact that some constituencies gave priority to a duty of loyalty to the organisation/constituency they represent rather than to Gavi and while this was covered in the Statutes and By-laws, it gave rise to some complex legal principles and accompanying practical application of the process. Some representatives also exercise privileges and immunities when it comes to disclosing conflicts of interest and this is not always applied consistently across similar organisations.

6. Strengthening Developing Country constituency

- 6.1 Philip Armstrong, Director, Governance and Secretary to the Board, introduced this item, recalling that an independent consultant, Universalia, had been tasked with obtaining and analysing input from developing country constituency representatives, their Special Advisers and comparator organisations relating to the recommendation of the 2016 Board and Committee self-evaluation which called for work to be done on strengthening the voice of the developing countries in Gavi's governance structures.

- 6.2 Marie-Hélène Adrien, Universalis, presented a report of the work carried out, outlining the methodology used and presenting the key findings. She outlined issues where consensus had arisen among the interviewees and provided information in relation to what appeared to be the key factors influencing constituency representation.
- 6.3 She presented findings in relation to the Special Adviser role, highlighting the strengths and challenges and outlined the characteristics of support which is currently provided to the constituency through Gavi.
- 6.4 She also presented information on support provided to the developing country constituencies at comparator organisations, namely the Global Partnership for Education (GPE) and the Global Fund (GF) and finally presented options for the Governance Committee to consider moving forward.

Discussion

- One member of the Governance Committee regretted that it had not been possible to receive input from members of the constituencies outside of the Board and Committee representatives. It was suggested that it would be helpful to understand why there would appear to be a lack of interest from the constituencies, in particular in view of the fact that many decisions are taken at the Board which will impact health issues in the countries.
- Another member of the Governance Committee regretted that it had not been possible to receive input from representatives of the SEARO/WPRO constituency. The Secretariat noted that several attempts had been made to set up calls, without success. It was agreed that input from the constituency should still be sought in order to ensure completeness of the report.
- Governance Committee members discussed the importance of considering how transitioned countries might continue to be represented in Gavi's governance and it was also suggested that some further thought should be given to ensuring that the voice of priority countries is heard, without excluding representation of all.
- It was also suggested that further thought should be given to flexibilities for constituency representation on the Board Committees, where Board members who are Ministers may not be able to commit to participate due to their other commitments.
- Governance Committee members considered the information presented in relation to potential paths forward, acknowledging that the ways in which this is addressed in other organisations such as GPE and GF may not be appropriate for Gavi.
- It was suggested that it might be possible to consider whether or not there might be some cost-neutral actions which could help to enhance the voice of the constituency such as circulating Board papers three weeks in advance of meetings to allow more time for constituency consultations but having regards for the implications for overall meetings calendar scheduling around Board meetings.

- The GF ACB-model might be worth considering, but not necessarily the whole package. Other tools which could be considered are pre-Board constituency meetings (similar to the GPE model), support for constituency delegates to attend Board meetings as observers, annual regional Gavi workshops but keeping in mind that most of these possible solutions would have potential significant cost implications keeping in mind the dedicated funding from DFID for the GPE (US\$ 700 000 annually) and the Bill & Melinda Gates Foundation for the GF (US\$ 1.2 million over two years).
- In relation to the time commitment of Special Advisers restricted to Gavi duties only as required by the donors, the Board Chair shared her personal view that this was not realistic and required some flexibility and should perhaps also be taken into consideration.
- It was agreed that for its next meeting the Governance Committee would be presented with options to consider for the future, including information in relation to any additional resources (financial and/or human) that might be required.

7. Any other business

- 7.1 The Chair, recalling that this would be her last meeting before ending her term on 31 March 2018, thanked the Committee for their work and collaboration during her term. She also expressed her great appreciation for the support received from the Secretariat, and in particular from Philip Armstrong, commending his support and dedication.
- 7.2 After determining there was no further business, the meeting was brought to a close.

Mr Philip Armstrong
Secretary to the Board

Attachment A: Participants

Committee Members

- Gunilla Carlsson, Chair
- Bahar Idriss Abugarda
- Yifru Berhan Mitke
- Megan Cain
- Blair Exell
- Orin Levine
- Clarisse Loe Loumou
- Harriet Ludwig
- Bill Roedy
- Seth Berkley (non-voting)

Regrets

- Tim Evans
- Sai Prasad

Other Board Members attending

- Ngozi Okonjo-Iweala, Board Chair
- Sergey Khachatryan, Alternate Board member

Guests

- Marie-Hélène Adrien (Agenda item 6)

Observer

Alexandra Silfverstolpe, Special Adviser to Board
Vice Chair

Secretariat

- Philip Armstrong
- Joanne Goetz
- Pia Nunez (Agenda Item 5)
- Eelco Szabo (Agenda Item 5)