

## **Gavi Alliance Governance Committee Meeting**

15 February 2018

Teleconference

### **1. Chair's report**

- 1.1 Finding a quorum of members present, the meeting commenced at 14.07 Geneva time on 15 February 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 noted the minutes of its meeting on 27 November 2017 (Doc 01b), which had been approved by no-objection on Tuesday 23 January 2018.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

-----

### **2. Subcommittee for Board Vice Chair nominations**

- 2.1 The Chair introduced this item recalling that she had been appointed as UNAIDS Deputy Executive Director, Management and Governance, and Assistant Secretary-General of the UN, and had actually taken up her position this very day. It had been agreed that she would remain on the Board and as Chair of the Governance Committee through 31 March 2018.
- 2.2 The Board Chair had first informed the Governance Committee about these developments and invited any comments or considerations from the Committee in January and thereafter informed the Board that she had invited Bill Roedy to temporarily take on the role of Acting Board Vice Chair and Acting Chair of the Governance Committee until nominations and the appointment of a new Vice Chair and Chair of the Governance Committee had been completed.
- 2.3 It is planned that the Vice Chair nominations process be completed by May 2018 and presented to the Board for its consideration and approval in June, after review and the recommendation(s) of this Committee. Mr Roedy has kindly accepted Dr Ngozi's invitation in the meantime on a temporary basis.
- 2.4 Philip Armstrong, Director, Governance and Secretary to the Board, referring to Doc 02 in the meeting pack, reminded Governance Committee members that they were being asked to consider and approve the Board Vice Chair Terms of Reference as well as the Terms of Reference for a Board Vice Chair Nominations

Subcommittee of the Governance Committee. He also invited the Committee to discuss and approve the composition of the Subcommittee, indicating that Blair Exell, who had not been able to join this meeting, has shared his interest in participating in the Subcommittee.

- 2.5 Mr Armstrong also indicated that Mr Exell had suggested that the Subcommittee should have some discretion with regard to the screening and selection matrix so as to enable them to potentially make some modifications as it might see appropriate as it goes through the nominations process. This was agreed by the Committee.
- 2.6 Finally, Mr Armstrong also outlined the proposed timeline for the nomination and appointment process as outlined in Doc 02.

### *Discussion*

- Committee members indicated that they were in favour of approving the two sets of ToRs being presented to them and agreed that it would perhaps be best to finalise the composition of the Subcommittee through an email consultation with the Governance Committee subsequent to this meeting.

### **Decision One**

The Gavi Alliance Governance Committee:

- a) **Noted** the appointment of Unaffiliated Board member and member of the Governance Committee William (Bill) Roedy as acting Board Vice Chair and acting Governance Committee Chair for the period 1 April 2018 through 30 June 2018;
- b) **Approved** the revised and updated terms of reference for the position of Board Vice Chair set out in Annex B of Doc 02;
- c) **Approved** the revised and updated terms of reference of the Board Vice Chair Nominations Subcommittee set out in Annex D of Doc 02; and
- d) **Approved** the composition of the Board Vice Chair Nominations Subcommittee to constitute the Board Chair plus three currently serving members of the Governance Committee; comprising Dr Ngozi Okonjo-Iweala (Chair), Bill Roedy, Blair Exell and one other member to be determined.

----

### **3. Board and Committee nominations**

- 3.1 Philip Armstrong, Director, Governance and Secretary to the Board, referred to the Board and Committee nominations as presented under this item. He noted that as is now normal practice, the Programme and Policy Committee (PPC) Chair had been consulted in relation to the WHO nomination to the PPC and had expressed a preference for a candidate who is either the Board member or Alternate Board member representing the organisation.

- 3.2 This information had been shared with WHO prior to this Governance Committee meeting and they had since confirmed that their candidate for the position of Alternate Board member would also be willing to take up the seat on the PPC.

### **Decision Two**

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

- a) That it **appoint** the following Alternate Board Member:
- **Princess Nothema Simelela** as Alternate Board Member to Soumya Swaminathan representing WHO in the seat currently vacant, effective immediately and until her successor is appointed and qualified.
- b) That it **appoint** the following to the Investment Committee effective immediately:
- **Margaret (Peggy) Hamburg** (Board Member) until 31 December 2019.
- c) That it **appoint** the following to the Programme and Policy Committee effective immediately:
- **Princess Nothema Simelela** (Alternate Board Member) until 31 December 2019.

----

## **4. Review of Conflict of Interest Policy**

- 4.1 Philip Armstrong, Director, Governance and Secretary to the Board, recalled the discussions that had taken place on this item during the two previous Governance Committee meetings and updated the Committee on how the review is progressing. He outlined a proposal whereby there would be a separation of the current policy between the Board and the Secretariat to simplify and address more specifically matters relevant to each and then to develop guidance and procedures in support of each policy.
- 4.2 The Board policy and guidance and procedures would be under the oversight of the Governance Committee and the Secretariat policy and guidance and procedures under the oversight of the CEO.
- 4.3 He outlined the proposed next steps with the aim to present an initial draft Board policy to the Governance Committee at its next meeting, following which there would be consultations with constituencies. A final draft would then be presented to the Governance Committee at its June meeting for recommendation to the Board for approval.
- 4.4 Work on the Secretariat policy would be done as a second phase in the project with a view to both policies being implemented simultaneously with effect from 1 January 2019.

### *Discussion*

- The Committee commended the excellent work done thus far on the review of the conflict of interest policy and expressed their agreement with the proposed way forward.
- In response to questions from a Committee member, the Secretariat noted that while the current policy is adequate it is not what one might term best in class, acknowledging that this is difficult to measure in an organisation such as Gavi. The current policy is felt by some to be somewhat confusing and would benefit from being simplified. The review is also of course partly driven by the initial request from the Audit and Finance Committee (AFC) to the Governance Committee to assess the adequateness of the current policy and to provide more specific guidance on its practical application.
- As noted, the Secretariat indicated that one of the weaknesses of the current policy is that there is a lack of clear guidance on the procedures that flow from the policy and this review provides an opportunity to address this with some precision and clarity and hence the need to separate the Board policy from the Secretariat policy.
- In terms of the level of effort required to conduct the review, the Secretariat noted that the complexity is around the structure of the Alliance. The governance and legal teams will be working to match up the complexities presented by the different Alliance stakeholders through a consultative process.
- In response to a question from another Committee member, the Secretariat recalled that during its earlier discussions on this issue, the Committee had already agreed to deal with the conflict of interest policy and ethics policy as separate issues. It was explained that conflicts requires being dealt with through a more directive-based approach often relying on legal precedent which sets out the rules for regulating situations where an actual or perceived conflict may be considered to have occurred or exist, whereas ethics is based more around behaviours and principles that cannot or should not be regulated into a policy as it is more about how the organisation expects its Board, staff and often external partners with whom the organisation does business to conduct themselves professionally and personally.

-----

## **5. Strengthening Developing Country constituency**

- 5.1 The Chair introduced this item recalling that this is work in progress as a follow up to a recommendation of the 2016 Board and Committee self-evaluation exercise.
- 5.2 Philip Armstrong, Director, Governance and Secretary to the Board, referred to the preliminary report which had been tabled to the Committee under Doc 05, reporting that the final report, with recommendations, will be available for discussion at the Governance Committee meeting in March.

- 5.3 He referred to a request from Blair Exell to ask the consultants compiling the report to further explore the apparent contradiction in the statements relating to whether or not the constituency voice on the Board can lead to real changes.

-----

**6. Report of the Subcommittee for the Recruitment of Unaffiliated Board Members**

- 6.1 Bill Roedy, Subcommittee Chair, introduced this item, highlighting that the aim is to ensure that the recruitment process is as transparent as possible. The Subcommittee continues to work on building a list of potential candidates. It is now felt that it is necessary to engage some executive search firms and he will be exploring some options in that respect with Mr Armstrong in the coming weeks.
- 6.2 Philip Armstrong, Director, Governance and Secretary to the Board, referred in the context of this discussion to the implications for Board and Gavi leadership transitions over the period 2018 through 2022 as outlined in the presentation under Doc 06.

*Discussion*

- One Committee member suggested that this is an area which is amongst the highest priority for the Governance Committee and expressed appreciation for the work which has already gone into this, and in particular the presentation of the anticipated changes year by year.
- He suggested that given the way in which the Board is constituted and the significant pressure there is on gender policy, that Gavi should perhaps strive to have a predominance of Unaffiliated Board members who are women, notwithstanding the requirement of all organisations and constituencies in the Alliance to take responsibility for ensuring a good gender balance.

-----

Discussions in relation to Agenda Item 07 *HR Subcommittee* are recorded separately due to their confidential nature.

-----

**8. Review of decisions**

- 8.1 Philip Armstrong, Director, Governance and Secretary to the Board, reviewed and agreed the language of the decisions with the Committee.

**9. Any other business**

- 9.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented a brief overview on the governance-specific Alliance KPIs.

- 9.2 The Chair expressed her concerns relating to the exceptionally high number of Board and Committee meetings beyond what was scheduled for 2017 (32 including IFFIm vs. 50 in total for the year), some of which can be explained given the special circumstances in 2017, but which needs careful monitoring going forward.
- 9.3 The Secretariat confirmed that attention will need to be paid to this and that if the trend does continue there will be a need to consider prioritisation and staffing.
- 9.4 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
- Megan Cain
- Tim Evans
- Orin Levine
- Clarisse Loe Loumou
- Sai Prasad
- Bill Roedy
- Seth Berkley (non-voting)

### **Regrets**

- Yifru Berhan Mitke
- Blair Exell
- Harriet Ludwig

### **Secretariat**

- Philip Armstrong
- Joanne Goetz

### **Observer**

- Alexandra Silfverstolpe, Special Adviser to Board Vice Chair