

GAVI Alliance Governance Committee Meeting

17 March 2010

Teleconference

FINAL Minutes

Finding a quorum of members present¹, the meeting commenced at 16.07 Geneva time on 17 March 2010. The meeting was chaired by Mary Robinson. The Committee reviewed the minutes from its meeting on 16 November 2009. (Doc #1 in the committee pack).

DECISION

The GAVI Alliance Governance Committee:

Approved the minutes of its meeting on 16 November 2009.

1 Potential Amendments to GAVI's Governing Documents

Kevin Klock, Corporate Governance Officer provided an overview of proposed amendments to the GAVI By-Laws following up to previous Board discussions (Doc #2). At the November 2009 Board meeting, the Board addressed the role of Chair and Vice Chair and their participation in discussions and voting. A change to the By-Laws was suggested by the Board, to ensure a Representative Board Member serving as Chair or Vice Chair of the Board or Executive Committee was able to do so in an independent capacity. It was proposed that the function of representing their constituency's position would be served by the Alternate Board Member.

Anthony Brown, Associate Legal Counsel joined the teleconference for the discussion that followed.

- The Governance Committee's consensus was that this "good governance practice" should be instituted on the GAVI Alliance Board.
- The Governance Committee also determined that this should be extended to Board committees. In the event that the Chair of a Committee of the Board represented a constituency or organisation, the constituency or organisation should assign another person (the Alternate Board Member - if available - would be the optimal choice) to represent the constituency.
- It is important to preserve the independence of the Unaffiliated Board Member who also chairs a committee or element of the Board. In this case, it would be helpful if the person clarified when they speak as Chair of the Committee and when they speak in their role as an Unaffiliated Board Member.
- This By-Law change would preserve the 1/3 unaffiliated, 2/3 affiliated balance as required in the in the By-Laws. If the Chair is unable to speak independently, this critical balance would be upset.

¹ Attendees are listed in Attachment A.

- Since a resolution is passed with a 2/3 majority, there are no “tie votes” (as opposed to majority votes which would require 50% plus 1 of voting attendees).

DECISION

The GAVI Alliance Governance Committee:

1.1. Recommended the Board amend the By-Laws to ensure:

- 1.1.1. If a Representative Board Member is appointed Chair or Vice Chair of the Board or of any Board Committee, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board or Board Committee meeting.
- 1.1.2. The Alternate Board Member for that individual shall be entitled to participate in Board and Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote.

2 Civil Society Constituency

Alan Hinman, Governance Committee Member reviewed a request on behalf of the civil society organisations (CSO) constituency that the Governance Committee consider recommending to the Board the addition of a second Board seat to allow CSO representatives from developing and developed countries to each be seated on the Board. Mr Hinman asked that this be an informational item for this meeting and a decision item for the June Governance Committee and Board meetings.

- The CSO constituency is planning a substantial meeting at the end of March with a major objective to define the terms of reference for a Board representative.
- The constituency would prefer to have this information available before the Committee or Board make a decision on the additional Board seat for the constituency.
- Some Committee members noted that during the previous GAVI Governance transition, it was decided that the constituency would be represented by a single Board representative.
- The Committee's consensus was to defer discussion on this item until the proponent refined its position.
- The Chair requested that in order to provide a broader context to this request, the Secretariat provide the Committee an outline of the activities it is currently engaged in with civil society.

3 Guidelines on the GAVI Alliance Board Gender Balance

The Chair provided a draft set of guidelines for the Governance Committee's use in integrating GAVI's Gender Policy into the Board nominations process and, in particular, to assist the Board in achieving greater gender balance (Doc #3). The

guidelines were presented by Claire Mahon, the GAVI Special Advisor to Mary Robinson.

- The draft guidelines aim to:
 - o clarify the terms of the Governance Committee's mandate to bring the nominations process into compliance with the Gender Policy;
 - o specify procedures for both the achievement and maintenance of a gender-balanced Board;
 - o set expectations for nominating entities.
- For clarity and simplicity, the Chair reviewed each component of the guidelines for the recommendation of the Governance Committee
 - o The committee agreed that the gender balance of the Board should be set at 60:40, with no gender exceeding 60% maximum and no gender falling below 40% minimum.
 - o The Committee also agreed to calculate the gender balance separately for Board members and alternates.
 - A concern was raised that since alternates have essentially the same responsibilities and privileges as Board members, considering the gender balance of this group separately from the Board members might be considered discriminatory.
 - It was explained that if the calculation of the gender balance was not conducted separately for the two groups, it is possible that all Board members could be male (for example) and all alternates could female. This would be in compliance with the letter, but not the spirit of the gender guidelines.
 - o With reference to the date of implementation of the guidelines, The Committee consensus was to implement the policy in December 2010.
 - Implementation of the guidelines in December does not mean that there is no policy in effect prior to that date. It means that constituencies and subcommittees proposing candidates will have ample time to understand the rules that govern the selection of nominees.
 - Until the full implementation of the guidelines in December 2010, the previous Governance Committee and Board decisions requesting constituencies to not propose male/male candidates as both Board members and alternates remain applicable.
 - The Chair noted the clear preference of the Italy/Spain constituency to implement the guidelines immediately.
 - o The Committee consensus was that new appointments to the board shall have both male and female nominees. The nominees from the under-represented gender will receive preference for the position, until gender balance targets have been achieved (unless the exceptions clause is invoked).
 - o The Committee agreed to include a general exceptions clause allowing the Committee flexibility in implementing the guidelines.
 - o It was clarified that these Guidelines relate only to the decision to nominate and appoint Board members and alternates, and discussion on

the applicability of the gender policy on the hiring policies of the Secretariat were deemed to be beyond the scope of the Governance Committee's discussion.

DECISION

The GAVI Alliance Governance Committee²:

- 3.1 Recommended the Guidelines on the GAVI Alliance Board Gender Balance be adopted.
- 3.2 Recommended the required gender balance ratio be set at 60:40, with no gender exceeding 60% maximum representation and no gender falling below 40% minimum representation.
- 3.3 Recommended calculating the gender ratio separately for Board members and alternates.
- 3.4 Recommended implementing the Guidelines on GAVI Alliance Board Gender Balance from December 2010.
- 3.5 Recommended that new appointments to the Board shall have both male and female nominees. The under-represented nominee will receive preference for the position, until the Board meets the gender ratio, unless the general exceptions clause comes into effect.

4 Board Member Nominations

George W. Wellde, Jr., Recruitment Subgroup Chair, presented the candidates forwarded by the Subgroup for the research/technical health institutes Board and alternate seats. In addition, the Committee was updated on the search for new Unaffiliated Board Members. Kevin Klock, Corporate Governance Officer, presented other forwarded candidates for nomination by the Governance Committee and appointment to the Board (Doc #4):

- **Guillermo González³** or Tatul Hakobyan as Board Member representing Developing Country Governments in the seat formerly occupied by Dr Hakobyan⁴ Minister González had been selected as the designated candidate by the majority of the constituency. Vice Minister Hakobyan had also put himself forward as a candidate to continue as a Board Member. The Governance Committee noted their gratitude to Vice Minister Hakobyan for his distinguished service but decided to nominate Minister González to fill this seat, given the level of support for his candidacy from amongst the constituency.
- Dr. Moussa Fatimata the former Minister of Health of Niger was selected as the designated candidate for the position of second representative of the

² The Governance Committee recommendations should be considered by the Board at its June 2010 meeting.

³ Effective immediately and until 31 December 2012

⁴ "Each [Representative Board Member] ... shall hold the seat allocated to such organisation or constituency until such time as such organisation or constituency shall designate a successor person" (Statutes, Section 10). Thus Dr. Hakobyan had continued to hold the seat though his term concluded on 31 December 2009.

African region. On 19 February, there was a *coup d'etat* in Niger. In the ensuing civic transition, all cabinet ministers were replaced, including Dr. Fatimata. Unfortunately, this makes her ineligible for the seat. The Governance Committee and the developing country constituency will revisit candidacies for this Board seat prior to the June meeting.

- **Anne Schuchat**³ as Board Member representing Research and Technical Health Institutes to succeed John Clemens
- **Stefan Kaufmann**³ as Alternate Board Member to Anne Schuchat representing Research and Technical Health Institutes
- **Jean-Marie Okwo-Bele**⁵ as Alternate Board Member to Daisy Mafubelu representing the World Health Organization
- **Abigail Robinson**⁶ as Alternate Board Member to Paul Fife representing Donor Country Governments.
- A candidate was submitted as the designated candidate for Alternate Board Member for the Bill & Melinda Gates Foundation, an Eligible Organisation.
 - o The Governance Committee reviewed this proposal in light of its previous decision, which had been affirmed by the Board at its November meeting, that constituencies should not propose two male candidates as both Board Members and Alternate Board Members. The designated candidate for the Gates Foundation Alternate Board Member is a man, as is the current Board Member.
 - o It was noted that the representative of the Italian/Spanish constituency, Fidel Lopez Alvarez, had requested, when sending his apologies for inability to attend the meeting, that the Committee consider how a decision to nominate the designated candidate from the Gates Foundation would raise significant concerns regarding unfairness. He reminded the Committee of its decision not to nominate the Italian/Spanish constituency's designated candidate for Alternate Board Member at the November 2009 meeting.
 - o The Vice Chair, as representative of the Gates Foundation, drew attention to the fact that the previous Governance Committee and Board decisions applied only to Eligible Constituencies, and the Gates Foundation is classified as an Eligible Organisation.
 - o The Chair noted that the proposal nonetheless went against the spirit of the prior decision, was inconsistent with the decision taken in relation to the Italian and Spanish constituency, and raised concerns in relation to the Governance Committee's obligation to implement the pre-existing GAVI Gender Policy and its associated requirement to improve the gender balance on the Board.
 - o The Chair recommended delaying a decision on this particular candidate until the next Governance meeting on 19 April' to give the Gates

⁵ Effective immediately and until his/her successor is elected and qualified

⁶ Effective immediately and until 31 December 2011

- Foundation time to further consider and propose solutions to the concerns raised.
- o There was an extended discussion on this point, and the matter was called to a vote (from which the Representative Board Member from the Gates Foundation abstained).
 - o The Committee decided to postpone a decision on this candidate until the next Committee meeting on 19 April.
- With regard to new Unaffiliated Board Member recruitment:
 - o The new Unaffiliated Board Members being recruited are to take the seats formerly occupied by Graça Machel, Jean-Louis Sarbib and George Bickerstaff.
 - o Three candidates were interviewed in Geneva on 16 March and three more will be interviewed in due course. The objective is to select three nominees by early May 2010.
 - o The pool of candidates is evenly split between men and women. The reason to include men in the candidate pool was due to the Subgroup belief that the Board needs greater financial expertise and that it had been difficult to find strong female candidates with this specialised knowledge and the desired depth of experience and high stature outside of North America and Europe.
 - o The Recruitment Subgroup will continue working with the search consultants retained to fill these Board positions.

DECISION

The GAVI Alliance Governance Committee:

4.1 Recommended the following candidates for the Board membership for the terms listed in Section 4:

- **Minister Guillermo González** as Board Member representing Developing Country Governments
- **Anne Schuchat** as Board Member representing Research and Technical Health Institutes
- **Stefan Kaufmann** as Alternate Board Member to Anne Schuchat representing Research and Technical Health Institutes
- **Jean-Marie Okwo-Bele** as Alternate Board Member to Daisy Mafubelu representing the World Health Organization
- **Abigail Robinson** as Alternate Board Member to Paul Fife representing Donor Country Governments

5 Committee Member and Chair Nominations

Previously, the Committee had endorsed a committee nominations method whereby it would survey board members about their committee preferences, but the

Governance Committee would make its own determination as to its committee nominees. Recommendations for committee composition were to be tabled for consideration (Doc #4). Kevin Klock, Corporate Governance Officer presented these nominees for Committee Members and Chairs:

Audit and Finance Committee⁷

- Wayne Berson
- David Crush
- Anne Schuchat
- Magid Al-Gunaid
- Clarisse Paolini
- Dwight Bush
- Gavin McGillivray

Governance Committee⁷

- Alan Hinman
- Dagfinn Høybråten
- Fidel López Alvarez
- Daisy Mafubelu
- Anders Molin
- Mary Robinson
- Jaime Sepulveda
- Richard Sezibera
- Pascal Villeneuve
- George W. Wellde, Jr.
- Julian Lob Levyt (non-voting member)

Investment Committee⁷

- Dwight Bush
- George W. Wellde, Jr.
- Abigail Robinson

Programme and Policy Committee⁷

- Joan Awunyo Akaba
- Mickey Chopra
- Paul Fife
- Ashutosh Garg
- Gustavo Gonzalez-Canali
- Magid Al-Gunaid
- Nguyen Tran Hien
- Suresh Jadhav
- Rama Lakshminarayanan
- Steve Landry
- Susan McKinney
- Jean-Marie Okwo-Bele
- Olga Popova
- Anne Schuchat
- David Salisbury (non-voting expert)

⁷ Effective immediately and until the Committee is refreshed for the 2011 year

Committees that don't require annual refreshment (only potential new members below)

Executive Committee

- Suresh Jadhav⁸
- Daisy Mafubelu⁵

Evaluation Advisory Committee

- Stanley O. Foster
- Gonzalo Hernández
- Ken Hill
- Sania Nishtar

It was not recommended that the Fundraising Committee be repopulated at this time to allow a paper to be presented to the Governance Committee on how the Fundraising Committee may be reconstituted.

Committee Chairs^{7,9}

- **Wayne Berson** as chair of the Audit and Finance Committee
- **Mary Robinson** as chair of the Governance Committee
- **Jaime Sepulveda** as vice chair of the Governance Committee
- **George W. Wellde, Jr.** as chair of the Investment Committee
- **Gustavo Gonzalez-Canali** as chair of the Programme and Policy Committee

DECISION

The GAVI Alliance Governance Committee

- 5.1 Recommended the Committee members and Chairs as noted in Section 5.

6 Board Leadership Appointments and Evaluation

The Governance Committee is charged with leading the nominations process for the next Board Chair as well as the evaluation of the current Board Chair and Vice Chair.

The Board Leadership Appointments and Evaluation paper (Doc #5) was provided to establish a strategy for how the Governance Committee could provide leadership on this matter. Discussion followed, led by the Chair.

- Mary Robinson's term as Chair and Board Member expires at the end of 2010 and recruitment for a new Chair should begin as soon as possible. Additionally, the Board has decided that both the Chair and Vice Chair should undergo an evaluation of their performance.
- It was suggested that a Governance Committee subgroup be convened to accomplish both these tasks.

⁸ Effective immediately and until 28 February 2011

⁹ Dwight Bush has indicated he will stand down as chair of the Fundraising Committee

- o It was noted that were the two functions to be performed (recruitment of new Chair and evaluation of Chair and Vice Chair). If these two functions were to be managed by a single committee, the current Vice Chair would be unable to be involved in the recruitment effort for the next Chair, given that he would have to recuse himself from all evaluation activities.
- o The consensus of the Committee was to therefore create two smaller groups to complete the evaluation and the recruitment and selection processes separately.
- o The Committee decided to ask the Board Committee Chairs (excluding the Chairs of the Governance and Executive Committee) to work together as a subgroup charged with overseeing the evaluation of the Chair and Vice Chair.
- o It was clarified that, as per the GAVI By-Laws, should a candidate for Board Chair be found from outside the Board, the candidate should first be appointed as a Board Member and then be selected as Chair.
- o Mary Robinson, Jaime Sepulveda and Julian Lob-Levyt agreed to have further discussions on the composition of a subgroup charged with selecting the new Board Chair.

DECISION

The GAVI Alliance Governance Committee:

- 6.1 Recommended convening a sub-group comprised of the Chairs of the Board Committees (excluding the Governance and Executive Committees) to oversee the evaluation of the current Chair and Vice Chair.
- 6.2 Recommended convening a sub-group (composition as yet to be decided) to oversee the recruitment of a new Board Chair.
- 6.3 Recommended seeking potential candidates for the Board Chair position both within and outside of the current Board membership. If a suitable candidate is identified from outside the current Board members, as per the GAVI By-Laws, the candidate should first be appointed as a Board Member, then nominated as Chair.
- 6.4 Approved chartering a Board Leadership Appointments Subcommittee and a separate Board Leadership Evaluation Subcommittee and requested the Assistant Secretary to split the tabled charter based on the Committee's preference for two separate subcommittees. The Chair will approve the final versions.

7 Governance Committee Workplan

A Governance Committee workplan was created to direct activity according to GAVI's business cycle. While the Committee endorsed the workplan by consensus, they were asked to reflect on the plan as submitted, mindful of the fact that it will inevitably be amended as needs arise and the year progresses.

The Chair requested that if Committee Members had any suggested changes, these should be placed on the agenda for future Governance Committee meetings.

DECISION

The GAVI Alliance Governance Committee:

7.1 Endorsed the 2010 Governance Committee Workplan.

8 Board/Committee Self-assessment Update

Kevin Klock updated the Committee that the planning for the self-assessment was proceeding on schedule, and that a further update would be provided as progress dictated. There was no discussion.

9 Any Other Business

The next meeting will be held in Oslo, Norway at 16.00 on 19 April 2010. Those Governance Committee members not attending the Board retreat would be able to participate in the Governance Committee meeting by telephone.

There being no further business, the meeting was adjourned.

Mr. Kevin Klock, Assistant Secretary

Attachment A

Participants

Committee Members

- Mary Robinson, Chair
- Alan Hinman
- Dagfinn Høybråten
- Anders Molin
- Jaime Sepulveda
- Richard Sezibera
- Pascal Villeneuve
- Julian Lob-Levyt (non-voting)
- Daisy Mafubelu
(non-voting committee member serving at the pleasure of the Chair)

Regrets

- Fidel Lopez Alvarez

Other Board Member Participants

- George W. Wellde, Jr. (for agenda item #4 only)

GAVI

- Anthony Brown (for agenda item #1 only)
- Helen Evans
- Kevin Klock
- Stephen Nurse-Findlay

Guests

- Claire Mahon, Special Advisor to Mary Robinson