

## **Gavi Alliance Governance Committee Meeting**

17 March 2020

Teleconference

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

- 1.1 Finding a quorum of members present, the meeting commenced at 13.11 Geneva time on 17 March 2020. Ms Sarah Goulding, 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 approved the minutes of its meetings of 11 February 2020 (Doc 01b) and noted its action sheet (Doc 01d) and forward workplan (Doc 01e).

### **Decision One**

The Gavi Alliance Governance Committee

**Approved** the minutes of its meeting of 11 February 2020.

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### **2. Board Chair recruitment**

- 2.1 Bill Roedy, Board Chair Recruitment Search Committee Chair, informed Governance Committee members that the Search Committee had met on the previous day.
- 2.2 He confirmed that the process is moving ahead as planned and that Russell Reynolds has presented a solid initial pipeline of potential candidates for consideration.
- 2.3 During the Search Committee meeting, a list of 22 potential candidates had been considered in detail and based on discussions further work will now be done to explore the interest of a number of the candidates in the role as well their capacity to commit to the role.
- 2.4 Mr Roedy confirmed that the process is still at the stage whereby some further names can be added.
- 2.5 He also noted that Russell Reynolds was taking into account input that they have been receiving from Board members in their individual discussions with them.

- 2.6 The next meeting of the Search Committee is scheduled for 27 April 2020.

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### **3. Unaffiliated Board Member Recruitment**

- 3.1 Bill Roedy, Unaffiliated Board Member Recruitment Subcommittee Chair, reported that Russell Reynolds is also providing support to this recruitment process, to find two candidates to fill the Unaffiliated Board seats which will be vacated when Stephen Zinser and David Sidwell come to the end of their terms on 30 June and 31 December 2020 respectively.
- 3.2 He reported that the Subcommittee had met on 26 February to consider a list of candidates with a focus on two skill sets, namely, business/finance and technology. Based on input from the Subcommittee, Russell Reynolds will work to continue to refine the list and to contact potential candidates to ascertain interest, etc.
- 3.3 The next meeting of the Subcommittee is scheduled for 2 April 2020.

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### **4. Board and Committee nominations**

- 4.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 04) referring in particular to nominations received from WHO, the Civil Society Organisations (CSO) constituency and Norway.
- 4.2 She provided an update on the interview process which had been followed in relation to the candidates from Nigeria for the Programme and Policy Committee (PPC).

### **Decision Two**

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

- a) **Appoint** the following Board Members:
- **Zsuzsanna Jakab** as Board Member representing WHO in the seat formerly held by Peter Salama, effective immediately and until her successor is appointed.
- b) **Appoint** the following Alternate Board Members:
- **Kate O'Brien** as Alternate Board Member representing WHO in the seat formerly held by Princess Nothemba Simelela, effective immediately and until her successor is appointed.
  - **Noor Kahn** as Alternate Board member representing Norway on the donor constituency anchored by Norway in the seat currently held by Lene Lothe of Norway, effective immediately and until 31 December 2020.

- **Rafael Vilasanjuan** as Alternate Board Member representing the civil society organisations constituency in the seat formerly held by Frank Mahoney, effective immediately and until 31 March 2022.
- c) **Appoint** the following to the Audit and Finance Committee:
- **Rafael Vilasanjuan** (Alternate Board Member), effective from 1 April 2020 and until 31 December 2021.
- d) **Appoint** the following to the Governance Committee:
- **Yibing Wu** (Board Member), effective from 1 July 2020 and until 31 December 2021.
- e) **Appoint** the following to the Investment Committee:
- **Yibing Wu** (Board Member), effective immediately and until 31 December 2021.
- f) **Appoint** the following to the Programme and Policy Committee:
- **Kelechi Ohiri** (Committee Delegate), effective immediately and until 31 December 2021.
- g) **Appoint** the following to the Evaluation Advisory Committee:
- **Rafael Vilasanjuan** (Alternate Board Member), effective 1 April 2020 and until 31 December 2021.

*Governance Committee members whose organisations or constituencies provided candidates for these positions, did not participate in voting on these recommendations.*

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## **5. Donor Constituency Organising Principles**

- 5.1 Megan Cain, Governance Committee member and Donor Constituency Coordinator, provided an update to the Governance Committee on the work being done by the donor constituency to revise their guiding principles.
- 5.2 She indicated that it has been agreed between donors that historical contributions from the previous strategic period will be considered along with contributions for the current strategic period to determine overall contributions to Gavi within the framework of the constituency organising principles.
- 5.3 She also indicated agreement that the current 1% threshold which allows access to a Board or Alternate Board seat be maintained, as well as the 25% threshold which allows access to both a Board and Alternate Board seat. In relation to the 1% threshold, discussions are ongoing within the constituency on language which will enable new donors and donors seeking to increase their contributions to ensure that they will have access to a seat at some moment during the next strategic period following the Gavi 5.0 replenishment , as well as ensuring that donors who might contribute significantly more than 1% shall be assured of some benefit for doing so.

### *Discussion*

- In response to a question from a Governance Committee member, Ms Cain indicated that all current Gavi sovereign donors are actively involved in the discussions and that thought is, of course, being given to potential new donors.
- In this context, she specified that donor clusters within the constituency, through the guiding principles, are being asked to put in place constituency agreements so that other donors wishing to join their cluster would have clarity on how constituencies arrange themselves.
- She indicated that there had been some thought given to the idea of having a second Alternate Board seat for each of the five donor groups, and that it was generally agreed that this could be confusing and would not necessarily address the issues which need to be addressed. It was also felt that it would not be the best option in terms of balancing a larger Board and that donors have, therefore, been looking to find appropriate solutions within the current structure.
- The Chair expressed her hope that the donor constituency will be in a position to share their final document with the Governance Committee for its next meeting on 30 April 2020, as well of some of the modelling in relation to how the groups might look for Gavi 5.0.

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## **6. Guiding Principles on Gender for Board and Committee Nominations**

- 6.1 Joanne Goetz, Head, Governance, presented this item (Doc 06) recalling that at its meeting of 11 February 2020 the Committee had endorsed the proposed approach for the review of the principles for gender on the Board and Board Committees.
- 6.2 She referred to the proposed revisions to the guidelines found in Annex A to Doc 06 and invited Governance Committee members to provide input either during discussions at this meeting, or in writing to the Secretariat within 10 days of this meeting.

### *Discussion*

- Governance Committee members commended the Secretariat's focus on gender-related policies and welcomed the opportunity to provide input in writing to the Secretariat as outlined.

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## **7. Proposed Amendments to Secretariat Conflicts of Interest Policy**

- 7.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item to the Committee (Doc 07), highlighting that the proposed amendments were to address a gap identified when implementing the 2020 declarations of interest

process within the Secretariat, and aligning with the Secretariat's Human Resources manual in relation to authorised outside activities of Gavi staff.

### *Discussion*

- In response to a query from a Governance Committee member, the Secretariat gave an example of a situation which would be addressed through this proposed amendment to the policy.

### **Decision Three**

The Gavi Alliance Governance Committee:

**Approved** the revised Conflicts of Interest Policy for the Secretariat set out in Annex A to Doc 07 effective immediately.

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## **8. Governance Review**

- 8.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item, proposing to address items 08a (*Proposed Amendments to Gavi By-laws and Governance Committee Charter*) and 08c (*Statutes, By-laws and Operating Procedures*) and concluding with 08b (*Proposed Governance Review*).

### **8a. Proposed Amendments to Gavi By-laws and Governance Committee Charter**

- 8a.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 08a), recalling that at its meeting on 11 February 2020, the Committee had discussed the possibility of enabling any organisation or constituency whose representative Board member occupies the seat of Vice Chair to nominate two Alternate Board members for the duration of their tenure as Vice Chair.
- 8a.2 The Secretariat had advised that this would require a change to the Gavi By-laws, which had in the meantime been discussed and agreed in principle with the Swiss Supervisory Authority for Foundations.
- 8a.3 The proposed amendments to the Gavi By-laws, as well as an amendment to the Governance Committee Charter Committee Chair to ensure alignment with the By-laws, were therefore now being tabled at this meeting for consideration.

### *Discussion*

- Governance Committee members confirmed their strong support for the proposed amendments which would be applicable to all representative constituencies on the Board.

## **Decision Four**

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

a) **Amend** Article 2.5 of the Gavi Alliance By-laws to read as follows:

### **2.5 Alternate Board Members**

1. Each Eligible Organisation and Eligible Constituency shall be entitled to designate one person per Board Member as an "Alternate Board Member", subject to the exceptional provision set out in Article 2.5.2 below. Each such Alternate Board Member shall be entitled to act as a Board Member in lieu of the Representative Board Member in accordance with the provisions hereof. All references herein to Representative Board Member shall include Alternate Board Member unless otherwise specified or the context otherwise requires. Alternate Board Members shall be selected through the same procedures outlined in Article 2.4.2 and shall have the same rights, privileges and responsibilities and be subject to the same duties and obligations, and be provided the same information, as Board Members when acting in that capacity. Each Alternate Board Member shall also be subject to the provisions of Article
2. If a Representative Board Member is appointed Vice Chair of the Board pursuant to Article 2.6, his or her applicable Eligible Organisation or Eligible Constituency shall be entitled exceptionally to designate two persons as “Alternate Board Member” for the duration that such Representative Board Member occupies the seat of Vice Chair.

b) **Amend** Article 4.2 of the Gavi Alliance By-laws to read as follows:

### **4. Board Committees**

2. Each Board Committee shall be composed of three or more Board Members/Alternates. Each of the Board Committees shall have a presiding Chair who shall be one of the Board Members and shall be appointed once every two years by the Board unless otherwise provided in the Statutes, By-laws or Charter of the relevant Committee. If a Representative Board Member is appointed Chair pursuant to this Section 4.2, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in the Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote. This provision does not apply to the Governance Committee, which, pursuant to Article 2.6.4, is chaired by the Vice Chair of the Board. Each Board Member (taken together with his or her Alternate or any Committee Delegate, as defined below, if applicable) shall normally be a member of at least one but no more than three Board Committees. This limit of three Committee memberships shall not include membership of the Market-Sensitive Decisions Committee. The criteria for Committee membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be

ensured, including throughout the governance structures, to the extent possible.

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

**Approve** the amendment to the Gavi Alliance Governance Committee Charter as set out in Annex B to Doc 08a.

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#### **8c. Statutes, By-laws and Operating Procedures**

- 8c.1 Joanne Goetz, Head, Governance, presented this item (Doc 08c) recalling that at its 11 February 2020 meeting the Committee had noted a proposal to retire Gavi's By-laws and replace them with a set of Operating Procedures for the Board and Board Committees falling under the purview of the Board.
- 8c.2 She noted that this approach had been discussed in the meantime with the Swiss Supervisory Authority for Foundations, as it would require their prior approval and that they have verbally endorsed the approach.
- 8c.3 Subsequently, Governance Committee members were invited to provide input either during discussions at this meeting, or in writing to the Secretariat within 10 days of this meeting, on the proposed amendments to the Gavi Statutes (Annex A to Doc 08c) as well as to the proposed draft framework for the Operating Procedures (Annex B to Doc 08c).

#### *Discussion*

- Governance Committee members expressed appreciation for the work being done to improve the efficiency of the Gavi Board and enable greater flexibilities going forward.

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#### **8b. Proposed Governance Review**

- 8b.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 08b) recalling the agreed guiding principles for the exercise, highlighting some of the caveats to be considered when looking at the different options presented, and subsequently presenting three options for consideration, namely: (i) Mandatory Rotation; (ii) Introduce 2<sup>nd</sup> Alternate Seat for all Donor Seats; and (iii) Activate Unallocated Seats.

#### *Discussion*

- Governance Committee members were generally not convinced that creating a second Alternate Board seat for all donors would be the best solution, also in terms of equity with other Board constituencies. It was suggested that it could be useful to see some analysis around this in terms also of what it would mean for



attendance at closed sessions of the Board, Board retreats, Board Committee membership, etc. One Governance Committee member noted that those who might occupy such a second Alternate seat often attend Board meetings as part of the constituency delegation, and in this context there did not appear to be an added value in formalising their attendance through such a new mechanism.

- Some concerns were raised around the idea of creating an additional seat on the Board for emerging donors. It was suggested that this could have the adverse effect of creating different categories of sovereign donors. It was not clear exactly how 'emerging' would be defined, and how long the term would remain applicable.
- Questions were raised in relation to how mandatory rotation might address some of the issues. It was noted that within the donor constituency groups there is already a principle of rotation which is applied in relation to Board seats and it was suggested that it should not be detailed in governance principles to the extent that it might undermine the self-organising principle of the constituencies.
- One Governance Committee member noted that there is some wording being proposed within the new donor constituency organising principles establishing a safeguard principle in relation to ensuring rotation on the Board Committees.
- It was proposed that it might be useful if the Secretariat could look at how other organisations have set up their governance structures to balance the interest of long-standing contributors to the organisation with those who might wish to join.
- If there were to be further discussions going forward in relation to activating the three unallocated seats on the Board, there was general agreement that it would be preferable to maintain the one-third/two-third balance between Unaffiliated and Representative Board members. The important role that the Unaffiliated Board members often play in relation to institutional memory was highlighted.
- It was also suggested that should this provision be activated, it could indeed be useful to consider that the 10<sup>th</sup> seat for an Unaffiliated Board member be earmarked for the Gavi Board Vice Chair.
- Finally, Governance Committee members were invited to share any further views they might have on the issues raised with the Secretariat in writing within 10 days of this meeting.

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## **9. Review of Decisions**

- 9.1 Philip Armstrong, Director of Governance and Secretary to the Board, confirmed that the agreed decisions would be shared electronically immediately after the meeting with Governance Committee members.

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**10. Any other business**

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

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Mr Philip Armstrong  
Secretary to the Board



## **Attachment A: Participants**

### **Committee Members**

- Sarah Goulding, Chair
- Omar Abdi
- Megan Cain
- Maty Dia
- Orin Levine
- Jan Paehler
- Bill Roedy
- Stephen Zinser
- Seth Berkley (non-voting)

### **Secretariat**

- Philip Armstrong
- Joanne Goetz
- Jelena Madir (Item 8)
- Marie-Ange Saraka-Yao (Items 5-8)

### **Other Board Members observing**

- Ngozi Okonjo-Iweala

### **Regrets\***

- Ferozuddin Feroz
- Tamar Gabunia
- Daniel Graymore
- Susan Silbermann

\* All on account of attending to COVID-19 priorities in their respective areas of work/responsibility