

GAVI Alliance Governance Committee Meeting

29 November 2010

Kigali, Rwanda

FINAL MINUTES

Finding a quorum of members present¹, the meeting commenced at 17:00 Kigali time on 29 November 2010. Mary Robinson chaired the meeting.

1 Nomination of the Board Chair

The Committee began the meeting in executive session to discuss the nomination of the Board Chair. Subsequently, the Committee moved into general session at 17.30 where it took up this issue. Dagfinn Høybråten did not attend either the executive session or the general session during discussion of this issue.

Decision One

The GAVI Alliance Governance Committee moved to:

- **Nominate Dagfinn Høybråten** as Chair of the Board with individual signatory authority as of 1 January 2011 until 31 December 2012.

2 Approval of Outstanding Minutes

The Committee considered the minutes of its meeting on 4 October 2010.

Decision Two

The GAVI Alliance Governance Committee moved to:

- **Approve** the minutes of its meeting on 4 October 2010.

3 Nominations of Board and Committee Members

Debbie Adams, Managing Director, Law and Governance reminded the Committee that its nominations of Wayne Berson, Dwight Bush, and George W. Wellde, Jr for reappointment would be tabled to the Board the following day. In addition, WHO submitted the candidacy of Flavia Bustero to serve as its Board member, replacing Anarfi Asamoah-Baah. Also, following Sweden's decision to transfer relationship management with GAVI from SIDA to the Ministry of Foreign Affairs, Sweden forwarded Anders Nordström as its constituency's candidate to succeed Anders Molin. Next, the

¹ Attendees are listed in Attachment A

Italy-Spain constituency submitted Leone Gianturco to serve as its alternate Board member. Finally, the Committee considered the candidacy of Elías Guevara to serve as alternate Board member to Guillermo González.

Ms Adams recommended that the board committees remain as they are with a few exceptions: As the Governance Committee's nominee to become Board Chair, Mr Høybråten could be nominated to chair the Governance Committee as well. As Governance Committee members, Amie Batson's nomination was still outstanding and Jean Stéphenne requested that his alternate, Sian Clayden, join the Committee as well. In addition, Drs Gianturco and Nordström requested to join the PPC and Gavin McGillivray informed the Audit and Finance Committee that he was stepping down from that committee given his new responsibilities at DFID.

Discussion followed:

- The appointment of Dr Nordström does not help to reduce the gender imbalance but his familiarity with GAVI, particularly his experience having been the Alliance's interim chair, make him a valuable candidate for board membership.
- The Italy-Spain constituency is seeking a female board member and suggested Dr Gianturco as an alternate given his long relationship with GAVI and because the constituency is not currently represented.
- In proposing Dr Guevara to be his alternate, Minister González noted he was aware that his candidate would not adhere to the gender guidelines and in fact would result in a woman being replaced by a man. However, the current alternate has moved on from the Nicaraguan Ministry of Health and the proposed candidate can assist Minister González in better communicating across his diverse constituency. The Committee discussed various options regarding the nomination and ultimately recommended a limited term.
- Some members proposed the Chair should serve in an ex-officio role on each committee.
- Developing countries and civil society would like greater representation on the PPC.

Decision Three

The GAVI Alliance Governance Committee moved to:

- **Nominate** the following for membership on the GAVI Alliance Board with the following terms:
 - **Flavia Bustreo** as Board Member representing the World Health Organization effective immediately and until her successor is appointed and qualified
 - **Anders Nordström** as Board Member representing Donor Governments to succeed Anders Molin effective immediately and until 31 December 2011

- **Leone Gianturco** as Alternate Board Member representing Donor Governments effective immediately and until 31 December 2011
- **Elías Antonio Guevara Ordóñez** as Alternate Board Member to Minister Guillermo González González representing Developing Country Governments to succeed Nora Del Transito Orozco Chamorro effective immediately and until 31 June 2011.
- **Nominate** the following persons as members of the Audit and Finance Committee until the Committees are refreshed for the 2012 year:
 - Magid Al-Gunaid
 - Wayne Berson
 - Dwight Bush
 - David Crush
 - Clarisse Paolini
 - Anne Schuchat
- **Nominate** the following persons as members of the Governance Committee until the Committees are refreshed for the 2012 year:
 - Amie Batson
 - Alan Hinman
 - Sian Clayden
 - Dagfinn Høybråten
 - Jaime Sepulveda
 - Richard Sezibera
 - Pascal Villeneuve
 - George W. Wellde Jr
 - Helen Evans (non-voting).
- **Nominate** the following persons as members of the Investment Committee until the Committees are refreshed for the 2012 year:
 - Dwight Bush
 - Abigail Robinson
 - George W. Wellde Jr.
- **Nominate** the following persons as members of the Programme and Policy Committee until the Committees are refreshed for the 2012 year:
 - Magid Al-Gunaid
 - Joan Awunyo Akaba
 - Mickey Chopra
 - Paul Fife
 - Ashutosh Garg
 - Leone Gianturco
 - Gustavo Gonzalez-Canali
 - Nguyen Tran Hien
 - Suresh Jadhav
 - Rama Lakshminarayanan
 - Steve Landry

- Susan McKinney
- Jean-Marie Okwo-Bele
- Anders Nordstrom
- Olga Popova
- Anne Schuchat
- Helen Evans (non-voting)
- Helen Rees (non-voting expert advisor)
- **Nominate** the following persons as committee chairs:
 - Wayne Berson as Chair of the Audit and Finance Committee
 - Dagfinn Høybråten 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

4 CEO Search

Mr Høybråten, Chair of the CEO Succession Committee, reported that the initial list of candidates had been shortened to a “long shortlist” and was being further narrowed to a manageable interview list. Discussion followed:

- The initial list had 140 candidates which included candidates who applied, candidates identified by the search consultant, and candidates referred by Board members and others. The search consultant cast a wide net in identifying candidates, with a strong focus on gender and geographic diversity.

5 Any Other Business

Richard Sezibera brought to the Committee’s attention the strong objection to the co-financing policy raised in a letter from Minister González. Discussion followed:

- The process for raising the issue was not optimal given that the Committee and Board are just hearing the objections while the co-financing policy has been available for comment for some time. Further, GAVI announced a new round of funding with the belief that the co-financing policy would be in place by December 2010. Holding off approval would have major implications for this round.
- The issue should be re-raised and discussed during the Board meeting.

There being no further business, the meeting was adjourned.

Ms Debbie Adams
Secretary to the Board

Attachment A

Participants

Committee Members

- Mary Robinson, Chair
- Jaime Sepulveda, Vice Chair
- Alan Hinman
- Dagfinn Høybråten
- Anders Molin
- Richard Sezibera
- Pascal Villeneuve
- George W. Wellde, Jr
- Helen Evans (non-voting)

Other Board Members Present

- Rajeev Venkayya (Alternate)*

* Served as the eligible organisation's voting member per Section 2.6.5 of the By-Laws

Secretariat

- Debbie Adams
- Anthony Brown

Guests

- Claire Mahon, Special Advisor to Mary Robinson