

Gavi Alliance Governance Committee Meeting

3 December 2019

Hyatt Regency Hotel, Delhi, India

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 13.30 local time on 3 December 2019. Mr Bill Roedy, Board Vice Chair and Governance Committee Chair, chaired the meeting except for Agenda Item 2 where he was recused.
- 1.2 All other formalities were dispensed with in light of this being a meeting to follow on from the meeting of this Committee on 25 November 2019.

2. Board Vice Chair nomination

- 2.1 Mr Bill Roedy, Board Vice Chair and Governance Committee Chair, did not join the meeting for this session.
- 2.2 Dr Ngozi Okonjo-Iweala, Board Chair and Chair of the Board Vice Chair Nominations Subcommittee, recalled the process for the recruitment of the Board Vice Chair which had concluded in a frank discussion between the remaining candidate and the Subcommittee in late November 2019, and which satisfied the Subcommittee that she was an appropriate candidate to fill the Vice Chair role.
- 2.3 The Chair commended the outgoing Vice Chair for his support to her leadership during his tenure. She highlighted, in particular, the important role he played in bringing important issues to her attention and always being available to discuss them with her in a constructive manner.

Discussion

- Governance Committee members requested clarification in relation to the "independence" of the Vice Chair and the Secretariat highlighted the statutory provisions whereby the Vice Chair, if a representative Board member, cannot express his or her organisation's or constituency's viewpoint at Board or Committee meetings and cannot vote. It is provided therefore that the Alternate Board member participate and vote in such meetings on behalf of the relevant organisation or constituency in place of the representative Board member holding the position of Board Vice Chair.

- In relation to the Governance Committee itself, it was noted that under the terms of the current Charter approved by the Committee in 2017 following the recommendations of the 2016 Board and Committee self-evaluation, the incoming Vice Chair would occupy one of the three seats allocated on the Governance Committee for representatives of donor country governments. As had been explained, her Alternate could attend Governance Committee meetings, in addition to two other appointed Governance Committee members from that constituency, to speak and vote.
- Governance Committee members agreed that a number of the related provisions, and other provisions such as the self-organising principle, in Gavi's governing documents would warrant a review, taking into account such situations which had not been previously foreseen. It was agreed that it is important that Gavi has a set of governance principles that are adhered to and that it would not be appropriate to tailor the rules to suit individual situations.
- Following discussion, Governance Committee members agreed to an amendment to the Governance Committee Charter to accommodate the current situation but which should be considered as a short-term solution pending a more in-depth review of Gavi's governing documents.
- One Committee member expressed concerns that this conversation reveals some underlying tensions in relation to the role of donors and suggested that this is something that the Governance Committee should play an important role in probing further, in particular in the lead up to replenishment.

Decision One

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

- a) **Appoint** Sarah Goulding as Board member representing Australia on the donor constituency anchored by the United States in the seat currently held by Irene Koek of the United States, effective 1 January 2020 and until 31 December 2021
- b) **Appoint** Irene Koek as Alternate Board member representing the United States on the donor constituency anchored by the United States, effective 1 January 2020 and until 31 December 2021
- c) **Appoint** Sarah Goulding as Vice Chair of the Board with individual signatory authority, effective 1 January 2020 and until 31 December 2021

Decision Two

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

Amend Article 2.A of the Gavi Alliance Governance Committee Charter to read as follows:

“... If for any reason the Board Vice Chair is not from among any of the constituencies designated above, or for any other reason determined by the Committee, the Committee shall be exceptionally expanded to 13.”

3. Board/Committee member nominations

- 3.1 Joanne Goetz, Head, Governance, presented this item (Doc 03) recalling that the Governance Committee, at its meeting of 25 November 2019, had agreed, in light of the discussion on the appointment of the Board Vice Chair which had been deferred to this meeting, that formal recommendations in relation to the appointments to the Market-Sensitive Decisions Committee, Governance Committee and Programme and Policy Committee(PPC) be deferred to this meeting.
- 3.2 She referred to the Committee request at the 25 November 2019 meeting that the two Nigerian candidates for the PPC be interviewed in advance of this meeting. She noted that in the meantime a third candidate had been identified and that due to time constraints, the Secretariat had not yet been able to set up the interviews. It was therefore proposed, and the Committee agreed, that the interviews be scheduled as soon as time permits and that the appointment could be dealt with by the Governance Committee and the Board on a no-objection basis, as foreseen in the By-laws.

Decision Three

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

- a) That it **appoint** the following to the Market-Sensitive Decisions Committee effective 1 January 2020:
- **Ngozi Okonjo Iweala** (Board Chair) until 31 December 2020
 - **Sarah Goulding** (Board Member) until 31 December 2021
 - **Etlewa Kadilli** (Alternate Board Member) until 31 December 2021
 - **Muhammad Pate** (Board Member) until 31 December 2021
 - **Violaine Mitchell** (Alternate Board Member) until 31 December 2021
 - **Amir Aman Hagos** (Board Member) until 31 December 2020
 - **Arsen Torosyan** (Board Member) until 31 December 2020
 - **Daniel Graymore** (Board Member) until 31 December 2021
 - **Jan Paehler** (Board Member) until 31 December 2020
 - **Irene Koek** (Alternate Board Member) until 31 December 2021
 - **Maty Dia** (Board Member) until 31 December 2021

- **David Sidwell** (Board Member) until 31 December 2020
 - **Helen Rees** (Board Member) until 31 December 2021
 - **Seth Berkley** (Board Member) until 31 December 2021
- b) That it **appoint** the following to the Governance Committee effective 1 January 2020:
- **Sarah Goulding** (Board Vice Chair) until 31 December 2021
 - **Bill Roedy** (Board Member) until 31 July 2021
 - **Stephen Zinser** (Board Member) until 30 June 2020
 - **Omar Abdi** (Board Member) until 31 December 2021
 - **Orin Levine** (Board Member) until 31 December 2021
 - **Daniel Graymore** (Board Member) until 31 December 2021
 - **Jan Paehler** (Board Member) until 31 December 2020
 - **Megan Cain** (Board Member) until 31 December 2020
 - **Ferozuddin Feroz** (Board Member) until 31 December 2020
 - **Tamar Gabunia** (Committee Delegate) until 31 December 2021
 - **Maty Dia** (Board Member) until 31 December 2021
 - **Susan Silbermann** (Board Member) until 31 July 2020
 - **Seth Berkley** (Board Member) until 31 December 2021
- c) That it **appoint** the following to the Governance Committee effective 1 August 2020:
- **Roger Conner** (Board Member) until 31 July 2021
- d) That it **appoint** the following to the Programme and Policy Committee effective 1 January 2020:
- **Helen Rees** (Board Member) until 31 December 2021
 - **Michael Kent Ranson** (Alternate Board Member) until 31 December 2021
 - **Robin Nandy** (Committee Delegate) until 31 December 2021
 - **Kate O'Brien** (Committee Delegate) until 31 December 2021
 - **Violaine Mitchell** (Alternate Board Member) until 31 December 2021
 - **Ahmed Abdallah** (Committee Delegate) until 31 December 2021
 - **Vandana Gurnani** (Committee Delegate) until 31 December 2021
 - **Edna Yolani Batres** (Alternate Board Member) until 31 December 2021
 - **Joan Valadou** (Alternate Board Member) until 31 December 2020
 - **Lene Lothe** (Alternate Board Member) until 31 December 2020
 - **Susan Elden** (Alternate Board Member) until 31 December 2021
 - **Naomi Dumbrell** (Committee Delegate) until 31 December 2021
 - **Lubna Hashmat** (Committee Delegate) until 31 December 2021
 - **William Schluter** (Alternate Board Member) until 31 December 2020
 - **Joan Benson** (Committee Delegate) until 31 December 2021
 - **Mahima Datla** (Alternate Board Member) until 31 December 2020
 - **Seth Berkley** (Board Member) until 31 December 2021
 - **Alejandro Cravioto** (Independent Expert) until 31 December 2021

Governance Committee members who were candidates for these positions, or whose organisations or constituencies provided candidates for these positions, did not participate in discussion or voting on these nominations.

4. Update on Unaffiliated Board Member Recruitment

- 4.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item which requested the Governance Committee to reconstitute the Subcommittee for the Recruitment of Unaffiliated Board Members to oversee the recruitment of two individuals to replace Stephen Zinser and David Sidwell, who would both be coming to their end of their second terms as Unaffiliated Board members during 2020.

Decision Four

The Gavi Alliance Governance Committee with reference to the existing Terms of Reference of the Subcommittee for the Recruitment of Unaffiliated Board Members attached as Annex A to Doc 05b to the 25 November 2019 Governance Committee meeting:

Approved the reconstitution of the Subcommittee for the Recruitment of Unaffiliated Board Members to comprise:

Bill Roedy – Subcommittee Chair (Unaffiliated Board member and current Governance Committee Chair)

Dr Ngozi Okonjo-Iweala (Board Chair)

Sarah Goulding (Board Vice Chair and Governance Committee Chair elect)

Jan Paehler (Board member and Governance Committee member)

Stephen Zinser (Board member and Governance Committee member)

Seth Berkley (CEO)

5. Proposed Governance Review

- 5.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item focussing on the observations from the Governance Committee deliberations during its meeting of 25 November 2019 around the focus of the review and priorities.

Discussion

- Governance Committee members confirmed their alignment with the guiding principles and key takeaways presented from the previous meeting.
- While noting that there was little appetite to engage an external consultant to implement a review, it was suggested that it might be useful to bring on board a facilitator who is familiar with the Gavi model and could assist with a pragmatic objective review.
- It was agreed that it would be useful to draw up an action plan based on the priorities, with clear deliverables and deadlines, focussing in particular on those areas where for example the Governance Committee and Board have more

flexibility in terms of approving amendments such as the Board Committee Charters.

- Governance Committee members again noted during this discussion that there would appear to be underlying tensions relating to trust issues between Board constituencies and between the Board and the Secretariat and that this clearly requires some attention. The Board Chair proposed to address some of this during the closed session with the Board later in the day.

6. Review of Decisions

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

7. Any other business

- 7.1 Joanne Goetz, Head, Governance, outlined a request to the Governance Committee to consider a proposed amendment to the French-language version of the Gavi Statutes to facilitate and enable finalisation of administrative procedures with the Geneva Registry of Commerce relating to Gavi's change of address in mid-2018.

Decision Five

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

Amend Article 4 of the French-language version of the Gavi Statutes to read as follows:

"Le siège statutaire de la Gavi Alliance sera dans le Canton de Genève, en Suisse. Le Conseil reçoit pleins pouvoirs pour déplacer le siège de la Gavi Alliance, avec l'accord préalable de l'Autorité de Surveillance."

- 7.2 The Chair, noting that this will be his last meeting as Chair of the Governance Committee, shared some reflections on his reasons for withdrawing his interest in continuing in the role of Board Vice Chair. He indicated that it had been a huge privilege for him to serve Gavi in this role and he expressed his gratitude to the Committee for working with him during his tenure. He expressed his conviction that his successor will be do a great job and he looks forward to working with her, and with the Governance Committee, where he will continue to occupy a seat.
- 7.3 The Board Chair, also on behalf of the Governance Committee, expressed her deep appreciation to the outgoing Vice Chair for his work and leadership.
- 7.4 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

- Bill Roedy, Chair
- Omar Abdi
- Megan Cain
- Daniel Graymore
- Orin Levine
- Susan Silbermann
- Stephen Zinser
- Seth Berkley (non-voting)

Secretariat

- Philip Armstrong
- Joanne Goetz

Other Board Members observing

- Ngozi Okonjo-Iweala
- Maty Dia, Governance Committee member elect
- Jan Paehler, Governance Committee member elect

Regrets

- Amir Aman Hagos
- Harriet Ludwig