

Guidance and Procedure

Conflicts of Interest Policy for Governance Bodies

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All the terms used in this Guidance and Procedures, unless otherwise stated, shall be interpreted with their meaning given in the Gavi Conflicts of Interest Policy for Governance Bodies. This Guidance and Procedures should be read together with the Gavi Conflicts of Interest Policy for Governance Bodies, as it provides the principles and rules that are implemented and applied through this document.

1. Why managing Conflicts of Interest matters?

- 1.1. Preservation of trust and transparent management of Interests and Conflicts of Interests are the essential purposes of conflicts of interest policies, to ensure the integrity of decision making processes.
- 1.2. Conflicts of interest are not in themselves a sign of misconduct – they are merely risks to be identified, disclosed and managed in a transparent and timely manner. On the other hand, a failure to disclose an actual or potential conflict of interest will often amount to misconduct.
- 1.3. Conflicts of interest or perceived conflicts of interest can cause others to question your actions, reputation and integrity.
- 1.4. Conflicts of interest can cause adverse consequences for Members and for the Gavi Alliance (“**Gavi**”).
- 1.5. Conflicts, if not identified, disclosed and managed effectively may cause Members to be perceived as putting their own personal and/or organisational interests above the interests of Gavi.
- 1.6. If Conflicts of Interest are not managed and they affect the outcome of the decision-making process, they can give rise to serious wrongdoing, such as corruption. This Guidance and Procedures seeks to assist Members to properly manage and disclose such Interests or Conflicts of Interests.
- 1.7. Even the perception of a conflict could negatively affect you and/or Gavi, potentially causing reputational harm and maybe financial loss.

2. Principles to bear in mind.

- 2.1. Conflicts will sometimes happen and will need to be managed, but given the nature and structure of Gavi, managing conflicting Interests is an inherent feature of its decision-making processes.
- 2.2. Be alert to situations that create or may create a Conflict of Interest during your time with Gavi.
- 2.3. Whenever you believe that you may or are facing a Conflict of Interest you must disclose the situation, so that a good resolution can be reached.
- 2.4. In case you have any doubts about whether something would constitute a Conflict of Interest or not, **ALWAYS DISCLOSE** it.

3. Non-exhaustive examples of possible Interests and Conflicts of Interest and how they could be managed.

	Type of Interests / Conflict of Interest	Example	How it could be managed (only indicative and not binding)
1	Self-benefit of Gavi opportunities and property	Using your position or relationship with Gavi to promote your own interests or those of Family Members, including use of confidential or privileged information acquired in the course of your engagement with Gavi, or Gavi's property for benefit or gain for yourself or Family Members.	Avoid
2	Financial conflicts	<p>You are a Representative Member. The Gavi Board has to approve an allocation of funds, either in the form of a programme, grants, PEF support or any other form, that would benefit your organisation.</p> <p>You are a Member or a Representative Member. Your organisation/constituency or you are not currently involved but will be directly concerned in the implementation of a decision that the Meeting has to vote on.</p>	<p><u>Step 1:</u> Chair informs the Board that certain organisations represented at the meeting have an Interest in the decision. If the Chair does not do this declaration, you have to actively disclose your interest.</p> <p><u>Step 2:</u> Presentation is delivered to all the participating Members.</p> <p><u>Step 3:</u> On conclusion of the presentation, the Board Chair invites each of the conflicted Members to make a statement on the relevant matter. This is the last opportunity for them to make a comment on the subject.</p> <p><u>Step 4:</u> Discussion ensues among the Board. The conflicted Members do not participate, but remain in the room.</p> <p><u>Step 5:</u> The chair of the Meeting has the discretion to request the conflicted Members to leave the room while the vote is taken.</p> <p><u>Step 6:</u> Vote on the decision is taken. Abstention from voting of the conflicted Members is noted in the minutes for the registry.</p> <p><u>Step 1:</u> Chair informs the Board that certain Members or Representative Members have an Interest in the decision. If the Chair does not mention your interest you have to actively disclose it.</p> <p><u>Step 2:</u> Presentation is delivered to all the participating Members.</p> <p><u>Step 3:</u> All Members and Representative Members can stay and participate in the discussion on the relevant matter.</p> <p><u>Step 4:</u> The chair of the Meeting has the discretion to request you to leave the room while the vote is taken.</p> <p><u>Step 5:</u> Vote is taken on the decision.</p>

3	Personal interest	You are a Member or a Representative Member. You have to vote on a decision that would benefit a particular organisation. A member of your family has been interviewed for a Senior position at such organisation, but no decision has been made. Such organisation has conveyed to you, or you expect that by voting in a certain way, the organisation will hire your family member.	<p><u>Step 1</u>: Disclose that your family member has been interviewed for a Senior position at the organisation affected by the vote.</p> <p><u>Step 2</u>: The Chair will assess the magnitude of your Interest, with the assistance of the Secretary of the Board and Legal Director, if required.</p> <p><u>Step 3</u>: The Chair may decide to require, for example, the conflicted Member to leave the room, or to allow them to stay in the room and speak, but limit their voting capacity, or allow them to stay in the room without the ability to speak or to stay, speak and vote.</p>
4	Influence on material decision or programmatic influence	Soliciting benefits or accepting them, for yourself or Family Members, from outside organisations in exchange, either explicit or implicitly, for using your influence to advance the interests of that organisation within Gavi.	Avoid
		<p>You are a Representative Member of a constituency. The Meeting has to decide on a matter that would result in the organisational/financial benefit of a particular member of the constituency (maybe not even yours).</p> <p>You are involved in a competitive selection process for which a firm with which you have a business contract in respect of the process has submitted a proposal.</p>	<p><u>Step 1</u>: Disclose through the Declaration Form or to the Chair that you or a Member of your constituency has an Interest.</p> <p><u>Step 2</u>: The Chair, with the assistance of the Secretary of the Board and Legal Director, if required, will evaluate the magnitude of the conflict.</p> <p><u>Step 3</u>: The Chair may decide to require, for example, the conflicted Member to leave the room, or to allow them to stay in the room and speak, but limit their voting capacity, or allow them to stay in the room without the ability to speak, or to stay, speak and vote.</p> <p><u>Step 4</u>: In the case where it is a Board Member representing a developing country government, the Board Member can be allowed to participate fully in the discussion and vote, unless the decision is about a programme in the country of the Member. In such case, the Alternate Board Member can be required to replace the conflicted Board Member.</p> <p><u>Step 1</u>: Ensure that you have disclosed this interest in your most recent Declaration form. If not, declare it to the chair of the Meeting.</p> <p><u>Step 2</u>: Withdraw yourself from the meeting and for all discussion and voting on the proposal.</p>

			<p><u>Step 3:</u> The chair of the Meeting has the discretion to invite you to make a statement on the matter relating to the proposal and then ask you to leave the room where the meeting is being held.</p>
5	Business relationships and dealings	You are tasked with reviewing individually or at a Meeting, the approval of projects, grants or contracts with organisations in which you or Family Members have an Interest.	<p><u>Step 1:</u> Ensure that you have disclosed this interest in your most recent Declaration form. If not, declare it to the chair of the Meeting.</p> <p><u>Step 2:</u> Withdraw yourself from the meeting and for all discussion and voting on the proposal.</p> <p><u>Step 3:</u> The chair of the Meeting has the discretion to invite you to make a statement on the matter relating to the proposal and then ask you to leave the meeting during the discussion of that agenda item.</p>
6	Perceived Conflict of Interest	You were working for an organisation represented at the Board. You changed jobs, terminating all links you had with your previous employer, and since then became a Member representing another organisation/constituency.	<p><u>Step 1:</u> Disclose the perceived Conflict of Interest in the Declaration Form.</p> <p><u>Step 2:</u> The Member should abstain from voting for 12 months counted since the cessation of the relationship with the previous organisation that is the cause of such Interest.</p>
7	Competing interests within the constituency	You are a Member representing a constituency. An interest of a member of your constituency, maybe competing to yours, will be affected by the decision that will be taken at the Meeting. For example, the Meeting will decide to award a contract, for which you were competing with other constituency member's, to only one member of your constituency.	<p><u>Step 1:</u> Chair informs the participants that certain constituency has an Interest in the decision. If the chair of the Meeting does not make this declaration, you have to actively disclose your interest.</p> <p><u>Step 2:</u> The chair of the Meeting will invite the conflicted Member representing the constituency, to make a statement.</p> <p><u>Step 3:</u> The conflicted member should from the Meeting.</p>
8	Member representing the constituency is conflicted; but not the alternate member	You are a Member representing a constituency. The Meeting has to vote on a decision that will affect you directly. However, none of the other members of the constituency, nor the alternate Member will be affected by the decision.	<p><u>Step 1:</u> Chair of the Meeting informs that certain Member has an Interest in the decision. If the chair does not make this declaration, you have to actively disclose your interest.</p> <p><u>Step 2:</u> The conflicted Member has to withdraw from the Meeting.</p> <p><u>Step 3:</u> The chair invites the alternate member to represent and vote on behalf of the constituency.</p> <p><u>Step 4:</u> The chair can invite the conflicted member to stay in the room during the discussion and voting of the decision.</p>

9	Ownership in an institution doing business with Gavi	You or your Family Member has an ownership interest, which is not managed by an independent non-discretionary (to you or to your Family Member) account manager, in an entity that may benefit from a decision by Gavi.	<p><u>Step 1:</u> Ensure that you have disclosed this Interest in your most recent Declaration form. If not, declare it to the chair of the Meeting.</p> <p><u>Step 2:</u> Withdraw yourself from the Meeting and for all discussion and voting on the proposal.</p> <p><u>Step 3:</u> The chair of the meeting has the discretion, assisted by the Board Secretary and/or Legal Director as required, to evaluate the relevance of your ownership, and invite you to participate during the Meeting and to vote at it.</p>
10	Change of circumstances that enabled a Member to be elected as representative of the constituency.	You are a Member representing a constituency. You were elected to represent the constituency based on your links to a particular entity (e.g. government, industry, research institution). You cease to have links to such entity.	<p><u>Step 1:</u> The conflicted Member communicates to the Board Secretary the change in the circumstances.</p> <p><u>Step 2:</u> The conflicted Member communicates to the constituency they are representing, the change in the circumstances to inform them that they are no longer eligible.</p> <p><u>Step 3:</u> The conflicted Member communicates the decision of the constituency to the Board Secretary.</p> <p><u>Step 4:</u> The matter is referred to the Governance Committee, who can decide on termination of the conflicted Member.</p>
		You are a Member representing a constituency. You were elected to represent the constituency based on your links to a particular entity (e.g. government, industry, research institution). You become engaged by another entity who also has representation at the Gavi Board. The reasons that made you eligible as representative of the constituency (i.e. having links with a particular entity) have not changed.	<p><u>Step 1:</u> The conflicted Member communicates to the Board Secretary the change in the circumstances.</p> <p><u>Step 2:</u> The conflicted Member checks with the constituency they are representing, whether the constituency is comfortable with the Member continuing to represent them.</p> <p><u>Step 3:</u> The conflicted Member communicates the decision of the constituency to the Board Secretary.</p> <p><u>Step 4:</u> The matter is referred to the Governance Committee, who can decide on termination of the conflicted Member.</p>

4. Factors that will be considered when assessing the Interests and/or Conflict of Interest.

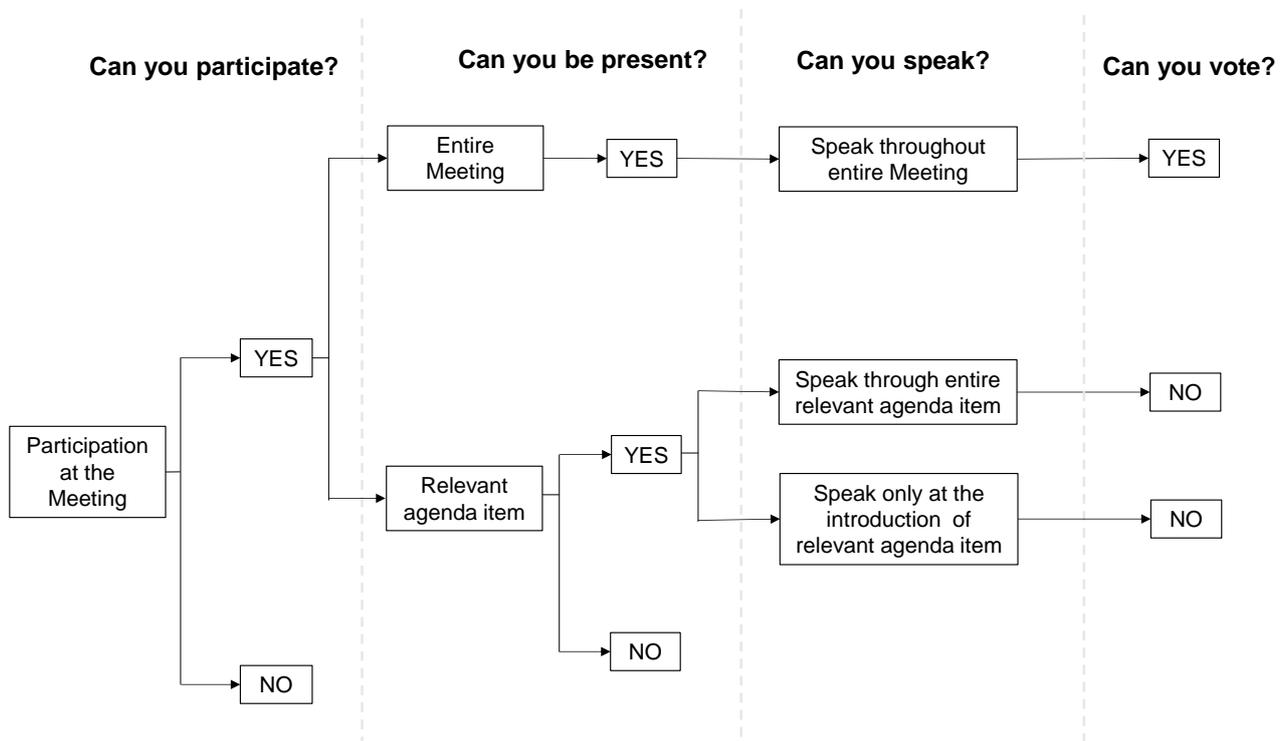
4.1. Conflicts of Interest can have different relevance and significance. Once the Interest is disclosed or identified, an assessment will be made by the persons noted in 5 below.

4.2. Elements to be considered include:

- The nature and value of the Interest?
- Is the Interest financial?
- Is the Interest organisational or personal?
- Is the Interest that of a Member or a Family Member?
- Is the Member in a decision-making position?
- Is the Interest current? If it was in the past, how long ago did it exist? Is it likely to exist in the future?
- Does the Member possess any knowledge that other Members at the Meeting do not have? Is the Conflict of Interest one which applies to all the constituency or just from the particular constituency to which the Representative Member belongs?
- Is this likely to be a continuing Conflict of Interest?
- Is the Interest declared, specific and relevant to the work that is going to be performed?

5. Management of Conflicts of Interest.

5.1. Depending on the conclusions of the assessment, it could be decided by the persons carrying out the assessment, that the Member could be subject to any combination of the following recusal options:



5.2. The Member may be asked to relinquish his/her Interests.

5.3. The Member may be required to resign from Gavi.

5.4. The matter may be referred to the Governance Committee who will decide how to proceed, including possible recommendation to the Board on termination.

5.5. The minutes of the relevant Meeting shall reflect any disclosure made by any Member and the decision of the persons carrying out the assessment.

6. Procedure

	Who	What	When	How	To whom	Who decides	Appeal	
Member, except IRC	Unaffiliated Member	Any Conflict of Interest	Annually (beginning of calendar year)	Declaration Form	<ul style="list-style-type: none"> ▪ General rule: Board Secretary. 	<ul style="list-style-type: none"> ▪ General rule: Board Chair. 	Governance Committee	
	Unaffiliated Member	Any Conflict of Interest	Meeting	Verbally	<ul style="list-style-type: none"> ▪ General rule: Board Secretary, or to the chair of the Meeting if a sensitive matter. ▪ If chair of the Meeting is conflicted: Secretary and Board Chair ▪ If the Board Chair is conflicted: Legal Director & Board Vice Chair. 	<ul style="list-style-type: none"> ▪ General rule: The chair of the Meeting. ▪ If chair of the Meeting is conflicted: Board Chair. ▪ If the Board Chair is conflicted: Board Vice Chair. 	Governance Committee	
	Unaffiliated Member	Any Conflict of Interest	When arises	E-mail	<ul style="list-style-type: none"> ▪ General rule: Board Secretary ▪ If the Board Chair is conflicted: Legal Director & Board Vice Chair. 	<ul style="list-style-type: none"> ▪ General rule: Board Secretary ▪ If the Board Chair is conflicted: Board Vice Chair. 	Governance Committee	
	Representative Member	Any Conflict of Interest of the appointing organisation	Annually (beginning of calendar year)	Declaration Form	<ul style="list-style-type: none"> ▪ General rule: Board Secretary. 	<ul style="list-style-type: none"> ▪ General rule: Board Chair. 	Governance Committee	
	Representative Member	Any Conflict of Interest of the appointing organisation	Meeting	Verbally	<ul style="list-style-type: none"> ▪ General rule: Board Secretary, or to the chair of the Meeting if a sensitive matter. ▪ If chair of the Meeting is conflicted: Secretary and Board Chair ▪ If the Board Chair is conflicted: Legal Director & Board Vice Chair. 	<ul style="list-style-type: none"> ▪ General rule: The chair of the Meeting. ▪ If chair of the Meeting is conflicted: Board Chair. ▪ If the Board Chair is conflicted: Board Vice Chair. 	Governance Committee	

	Representative Member	Any Conflict of Interest of the appointing organisation	When arises	E-mail	<ul style="list-style-type: none"> ▪ General rule: Board Secretary ▪ If the Board Chair is conflicted: Legal Director & Board Vice Chair. 	<ul style="list-style-type: none"> ▪ General rule: Board Secretary ▪ If the Board Chair is conflicted: Board Vice Chair. 	Governance Committee
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	Who	What	When	How	To whom	Who decides	Appeal
IRC	IRC Member	Any Conflict of Interest	Meeting	Declaration Form	<ul style="list-style-type: none"> ▪ General rule: Gavi focal point. 	<ul style="list-style-type: none"> ▪ General rule: Gavi focal point. 	Governance Committee
	IRC Member	Any Conflict of Interest	When arises	E-mail	<ul style="list-style-type: none"> ▪ General rule: Gavi focal point. 	<ul style="list-style-type: none"> ▪ General rule: Gavi focal point. 	Governance Committee

	Who	What	When	How	To whom / Who assesses	Who decides	Appeal
CEO	CEO	Any Conflict of Interest	Meeting	Declaration Form	<ul style="list-style-type: none"> ▪ General rule: Board Secretary. 	<ul style="list-style-type: none"> ▪ General rule: Board Chair. 	Governance Committee
	CEO	Any Conflict of Interest	When arises	E-mail	<ul style="list-style-type: none"> ▪ General rule: Board Secretary. 	<ul style="list-style-type: none"> ▪ General rule: Board Chair. 	Governance Committee

Further to the procedure guidance provided above:

- 6.1. The Board Secretary and/or Director Legal may assist the Board Chair, Board Vice Chair or the chair of the meeting, when a decision needs to be taken regarding how to manage Interests or Conflicts of Interest.
- 6.2. A Member who has disclosed a Conflict of Interest may be invited to make a presentation to the persons assessing it, with regard to the disclosed Conflict of Interest. The persons assessing it shall be entitled to make such enquiries of the Member and others as they deem fit.
- 6.3. While the disclosed information is being assessed, the Member must, unless otherwise directed, take the following actions until a review is completed and further direction given by the Board Secretary:
 - 6.3.1. Do not take part in any discussion, negotiation and decision-making related to the subject of the disclosed information; and
 - 6.3.2. Do not influence others directly or indirectly regarding discussions, negotiations or decision-making associated with the disclosed information.

7. Dealing with suspicions about undisclosed Conflicts of Interest.

- 7.1. Should any Member have reasonable cause to believe that another Member has failed to disclose a Conflict of Interest, he or she is encouraged in good faith to inform the Board Secretary of the basis for such belief.
- 7.2. The reporting Member should have reasonable grounds for suspecting a violation and must do so in good faith.

8. Registry.

- 8.1. All information disclosed in the Declaration Form which is determined to be an Interest or Conflict of Interest will be registered by the Board Secretary in the Conflicts of Interest registry.
- 8.2. This registry will be updated as required by any other Interests or Conflict of Interest determined from the disclosure of new information made in successive Declaration Forms or through any other means.
- 8.3. The Board Secretary will highlight during a Meeting if a matter for which an Interest or Conflict of Interest has been registered is the subject of discussion in a Meeting.

9. General Provision.

- 9.1. Any situation that has not been expressly covered in this Guidance and Procedures which in the opinion of the Governance Committee, or the Board Secretary or the Board Chair is deemed to fall within the scope of the Conflicts of Interest Policy for Governance Bodies, will be subject to the Conflicts of Interest Policy for Governance Bodies and this Guidance and Procedures.
- 9.2. This Guidance and Procedures only provides practical guidance on how to apply the principles set out in the Conflicts of Interest Policy for Governance Bodies. It is not meant to be exhaustive of the cases and examples in which a Conflict of Interest can arise, nor how Conflicts of Interests will be managed, and will be regularly updated as new examples arise.