GAVI Alliance Board Meeting
21-22 November 2013
Hotel Sofitel, Phnom Penh, Cambodia

Wednesday 20 November: Field Visits & Pre-Board meetings
Thursday 21 November: 09.00-18.15 (Board meeting Day One)
Friday 22 November: 09.00-17.30 (Board meeting Day Two)

Committee minutes

<table>
<thead>
<tr>
<th>Annex Pages</th>
<th>MINUTES</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>- Executive Committee – 27 September 2013 (Agenda - No decisions)</td>
</tr>
<tr>
<td>2-6</td>
<td>- Executive Committee – 1 November 2013 (Decision slides)</td>
</tr>
<tr>
<td>7-12</td>
<td>- Audit and Finance Committee – 30 July 2013</td>
</tr>
<tr>
<td>13-16</td>
<td>- Joint AFC-PPC – 10 October 2013 (Decision slides)</td>
</tr>
<tr>
<td>17-23</td>
<td>- Audit and Finance Committee – 10 October 2013 (Decision slides)</td>
</tr>
<tr>
<td>24-42</td>
<td>- Programme and Policy Cte – 9-10 October 2013 (Decision slides)</td>
</tr>
<tr>
<td>43</td>
<td>- Governance Committee – 26 September 2013 (Agenda - No decisions)</td>
</tr>
<tr>
<td>44-59</td>
<td>- Governance Committee – 4 November 2013 (Decision slides)</td>
</tr>
<tr>
<td>60-63</td>
<td>- Investment Committee – 24 July 2013</td>
</tr>
<tr>
<td>64</td>
<td>- Investment Committee – 15 October 2013 (Agenda - No decisions)</td>
</tr>
<tr>
<td>65-71</td>
<td>- Evaluation Advisory Committee – 10-11 July 2013</td>
</tr>
</tbody>
</table>

Note: Minutes of committee meetings held since the Geneva Board meeting are included in this document for ease of reference. Decision slides are included instead of meeting minutes that are not yet approved. Agendas are included when no decision was made at the meeting and the meeting minutes are not approved yet.
# GAVI Alliance Executive Committee Meeting

**27 September 2013**  
**New York, USA**  
**09.00-15.30**

**Quorum:** 6

## Agenda

<table>
<thead>
<tr>
<th>Item</th>
<th>Subject</th>
<th>Action</th>
<th>Schedule</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Chair’s report</td>
<td>INFORMATION</td>
<td>09.00-09.15</td>
</tr>
<tr>
<td></td>
<td>• Declarations of interest</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Minutes</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Workplan</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Board actions</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Dagfinn Høybråten, Chair</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>CEO Report</td>
<td>INFORMATION</td>
<td>09.15-10.45</td>
</tr>
<tr>
<td></td>
<td>Seth Berkley, CEO</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>GAVI Alliance Strategy 2016-2020</td>
<td>GUIDANCE</td>
<td>10.45-12.15</td>
</tr>
<tr>
<td></td>
<td>Helen Evans, Deputy CEO</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Benchmarking of GAVI’s vaccine procurement arrangements</td>
<td>INFORMATION</td>
<td>12.15-12.45</td>
</tr>
<tr>
<td></td>
<td>Helen Evans, Deputy CEO</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Lunch</strong></td>
<td></td>
<td>12.45-13.15</td>
</tr>
<tr>
<td>5</td>
<td>Board and Committee self-evaluation</td>
<td>INFORMATION</td>
<td>13.15-14.15</td>
</tr>
<tr>
<td></td>
<td>Geeta Rao Gupta, Vice Chair</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Naina Dhingra, McKinsey &amp; Company</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Polio and routine immunisation</td>
<td>GUIDANCE</td>
<td>14.15-15.15</td>
</tr>
<tr>
<td></td>
<td>Seth Berkley, CEO</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Any other business</td>
<td></td>
<td>15.15-15.30</td>
</tr>
</tbody>
</table>

**Next Executive Committee Meeting:** 1 November 2013, Teleconference  
**Debbie Adams,** Secretary, +41 22 909 6504, dadams@gavialliance.org
Review of decisions

Joanne Goetz

Executive Committee meeting
Teleconference, 1 November 2013
Decision 1: IRC Terms of Reference

The GAVI Alliance Executive Committee:

- **Approved** the IRC terms of reference as attached to Doc 03, taking into account the changes made at the PPC and EC meetings and subject to the Board amending the By-Laws as appropriate to enable a process of emergency appointments.
Decision 2: Update for 2014 to two-year business plan and budget (1/3)

The GAVI Alliance Executive Committee:

- **Recommended** to the GAVI Alliance Board that it:

  (a) Approve a US$ 1.74 million increase for WHO to implement its part of the 2014 Business Plan, contingent upon approval by the GAVI Alliance CEO of a set of quarterly deliverables.

  (b) Approve a US$ 1.76 million increase for UNICEF Programme Division to implement its part of the 2014 Business Plan, contingent upon approval by the GAVI Alliance CEO of a set of quarterly deliverables.
Decision 2: Update for 2014 to two-year business plan and budget (2/3)

(c) Approve a US$ 1.39 million increase for civil society organisations for activities under the 2014 Business Plan, contingent upon approval by the GAVI Alliance CEO of a set of quarterly deliverables.

(d) Approve:

- a US$ 5.88 million increase for the Secretariat operating expenses for the 2014 Business Plan;
- a US$ 0.70 million increase to the Secretariat’s capacity to enter into expanded partnerships for the 2014 Business Plan;
- US$ 3.6 million for capital expenditure needs of the Secretariat to support work of the GAVI Alliance in 2014.
Decision 2: Update for 2014 to two-year business plan and budget (3/3)

(e) Approve an amount up to US$ 12.1 million for polio-related Secretariat and partner costs to be added to the 2014 Business Plan, subject to additional polio-specific funds being made available from donors.

(f) Approve an amount up to US$1.5 million to be added to the 2014 Business Plan to implement the Board’s Vaccine Investment Strategy (VIS) decisions through Secretariat and partner activities as described in section 5.2 of Doc 07 to the Programme and Policy Committee.

(g) Approve an amount up to US$ 3.9 million to be added to the 2014 Business Plan for spending on supply chain activities.

(h) Approve an amount up to US$ 2 million to be added to the 2014 Business Plan for the GAVI Secretariat and partners to scale-up engagement with graduating countries.
GAVI Alliance Audit and Finance Committee Meeting
30 July 2013
Teleconference

FINAL MINUTES

Finding a quorum of members present, the meeting commenced at 08.10 Washington time on 30 July 2013. Wayne Berson, Audit and Finance Committee Chair, chaired the meeting. Standing declarations of interest were tabled to the Committee (Doc 3a in the Committee pack).

1. Executive session with the external auditor

1.1 The Committee held an executive session with Pierre-Henri Pingeon, Partner, and Karina Vartanova, Senior Manager, from KPMG, GAVI’s external auditor to discuss the conduct of the 2012 audit (Doc 1).

1.2 At 08.30, the Committee convened in open session.

Discussions out of executive session

• The following outcomes were reported during general session:

• Pierre-Henri Pingeon had reviewed the key risk areas that KPMG focused on during its audit, including two risks related to cash-based programmes and the effect of the IFFIm downgrade.

• In relation to the cash-based programmes, Mr Pingeon confirmed that KPMG had worked with Simon Lamb, Managing Director of Internal Audit, and Bernardin Assiene, TAP Director, to review GAVI’s risk management policies and procedures around these programmes. The Chair suggested that more proactive discussions and controls with GAVI-eligible countries should be established to further mitigate risk. The Committee also requested the Secretariat finance team and KPMG continue to work together to further improve the controls, and explore additional policies and procedures for riskier implementing countries. The Committee also mentioned the possibility of getting support from partner agencies working in the GAVI countries to reduce risk. Simon Lamb indicated new ways these processes are being scrutinised.

• In relation to the effect of the IFFIm credit downgrade, Barry Greene, Managing Director of Finance and Operations, and Louis Mkanganwi, Director of Financial Reporting, confirmed GAVI had worked closely with the World Bank to address the risks related to this matter, including the risks associated
with the World Bank’s ability to call collateral on IFFIm’s derivative liability position and triggered by IFFIm’s downgrade.

- Derek Strocher, Committee member representing the World Bank, commented that the IFFIm downgrade and collateral matter would not result in permanent financial losses to IFFIm other than as a result of slightly higher coupon costs. It would impact the timing of when IFFIm would make certain payments to GAVI and other stakeholders. Potential donor default would be the risk related to permanent losses for GAVI (however bond holders are further protected by the gearing ratio limit) and hence the more relevant one for the Committee to follow over time. Louis Mkanganwi agreed that the collateral matter is fundamentally a cash flow timing matter and further noted that the Committee may consider reviewing the status of the collateral matter from time to time to help ensure that this cash flow timing matter does not translate into significant liquidity issues for IFFIm or GAVI.

- KPMG reported that no recurring issues were identified during the audit. The Committee acknowledged the hard work of the Secretariat and KPMG’s strong working relationship with it.

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2. **2012 annual financial report**


2.2 Louis Mkanganwi noted that, with respect to 2012 financial statements, matters involving IFFIm’s downgrade and collateral had been resolved to the satisfaction of all interested parties, which Derek Strocher on behalf of the World Bank confirmed.

2.3 Louis Mkanganwi noted that the GAVI Fund Affiliate (GFA) dissolution was nearing completion. Because of this, GFA’s financial statements for 2012 will not be prepared on a going-concern basis. As such, certain disclosures addressing this point would be required in GFA’s financial statements and an “emphasis of matter” paragraph would be included in KPMG’s audit report on the GFA’s standalone financial statements. Mr Mkanganwi noted that the final language for these disclosures had changed slightly from the draft included in the board papers and stated that he would circulate revised language to the Committee members.

2.4 Finally, Louis Mkanganwi mentioned the overhead ratio increase from 2.9% to 4.06%, due to increased business plan expenditures and postponement of programme implementations in GAVI countries. He noted that even though the percentage had increased, it was still a very good percentage for a non-profit organisation and that GAVI managed to maintain the percentage below 5% since 2010.
Discussion

- The Committee recognised the Secretariat’s transparency in handling the IFFIm collateral matter and the dissolution of GFA, noting that the status on these matters had been disclosed to the Committee at previous meetings.

- The Committee requested that the Secretariat either include GAVI's published strategic goal indicators in the section of the Annual Financial Report in which GAVI’s goals are discussed or, alternatively, cross reference that section to the place in which that information is published. The Committee also requested that, for New Vaccines Support and Health System Strengthening performance indicators in the Annual Financial Report, a discussion be included on how GAVI is performing relative to its original goal. Louis Mkanganwi confirmed that these updates will be made to the report and circulated to the Committee for its review.

- The Committee requested clarification on why 2012 programme expenses decreased compared to 2011 when the number of programmes implemented increased. Louis Mkanganwi reported that implementation of certain programmes had been postponed due to supply constraints and country readiness. Under its accounting policies, GAVI generally records programme expenses for the current financial year and the subsequent year. Several programmes were the postponed to after this period and, therefore, no programme expenses were recorded in 2012 in those cases.

- The Committee asked for further details on the GAVI Campaign’s programme expenses. Louis Mkanganwi noted that the Campaign’s programme expenses were approximately US$ 6 million and all grants during 2012 were made to the GAVI Alliance. The Committee noted that this was a decrease from $17 million in 2011. Seth Berkley, CEO, explained that the decrease was planned and due to the reduced operations in the Campaign. The Chair inquired as to whether appropriate steps were being taken to ensure that the GAVI Campaign was treated properly for accounting, legal, and governance purposes, considering its relationship to the Alliance. The Secretariat noted that the Campaign, in consultation with its external legal counsel, had put in place solicitation and grant-making procedures to manage this risk. He also confirmed that all intercompany transactions between the two companies had been appropriately eliminated when preparing the consolidated financial statements.

Decision One

The GAVI Alliance Audit and Finance Committee:

- **Recommended** to the Board that it approve the 2012 GAVI Alliance Annual Financial Report.
3. Chair’s report

3.1 The Committee noted the minutes of its meeting on 22 April 2013 (Doc 3b), which were approved by no-objection on 14 June 2013, and its action sheet (Doc 3c).

3.2 The Committee reviewed its forward workplan (Doc 3d). It was noted that for the next Committee meeting in October, the benchmarking of procurement process will be available to discuss. It was also noted that the TAP Policy will be shared with the Committee for its review later this year.

4. Report of the internal auditor

4.1 Simon Lamb delivered an update to the Committee on internal audit activities in several GAVI-eligible countries since the Committee’s meeting in April 2013. He reported that Cameroon, complying with its commitment to repay GAVI after an investigation confirmed a misuse of funds, provided GAVI with a first payment and he added that a second payment is expected later this year to complete the reimbursement. He acknowledged the Secretariat TAP team’s work in this successful action. Also, Mr Lamb discussed other various matters relating to TAP work with the Committee.

Discussion

- The Committee noted that the rate of repayment is currently low and queried Simon Lamb’s expectation of repayment. Mr Lamb explained that US$ 4.5 million of misused funds still need to be repaid and most countries have committed to do so by the end of the year. One country does not have a payment schedule yet: Zambia has $200,000 remaining to be repaid. He noted that that the conflict in Mali had potentially impacted Niger’s ability to reimburse GAVI and that $2.1 million scheduled for reimbursement later in the year may be compromised. Mr Lamb indicated that he would follow though to validate the status of all expected payments and would seek additional support if necessary to facilitate the reimbursements.

- The Committee asked if donor governments could assist in accelerating repayments. Simon Lamb agreed such collaboration could be explored and that GAVI will be looking into ways to improve the reimbursement process. Seth Berkley added that the TAP team has increasingly intensified its work in this area though additional work is still needed. He also noted that developing countries are normally very cooperative after a misuse.

- The Committee also asked if partnering with country agencies could be an alternative approach for TAP audits. Simon Lamb confirmed this would be examined.
Debbie Adams, Managing Director, Law and Governance and Secretary, reviewed and agreed the decision language with the Committee. After determining there was no further business, the meeting was brought to a close.

Ms Debbie Adams
Secretary to the Board
## Attachment A

### Participants

#### Committee Members
- Wayne Berson, Chair
- Dirk Gehl
- Micheline Gilbert
- Tom Hunstad
- Yifei Li
- Ludovica Soderini
- Derek Strocher

#### Other Board members present
- Seth Berkley (non-voting)

#### Secretariat
- Debbie Adams
- Tony Dutson
- Helen Evans
- Barry Greene
- Alexandra Laheurte Sloyka
- Louis Mkanganwi

#### Internal Audit
- Simon Lamb

#### Guests
- Kelly Jarrett, Bill & Melinda Gates Foundation
- Pierre-Henri Pingeon, KPMG
- Karina Vartanova, KPMG

#### Regrets
- Dwight Bush
Review of decisions

Joint session
Audit and Finance Committee
Programme and Policy Committee
Geneva and Washington DC, 10 October 2013
Update for 2014 to two-year business plan and budget (1/3)

The GAVI Alliance Audit and Finance Committee and the GAVI Alliance Programme and Policy Committee, in joint session:

- **Recommended** to the Executive Committee that it, in turn, recommend to the GAVI Alliance Board that it:
  
  (a) Approve a US$ 1.74 million increase for WHO to implement its part of the 2014 Business Plan, contingent upon approval by the GAVI Alliance Deputy CEO of a set of quarterly deliverables.
  
  (b) Approve a US$ 1.76 million increase for UNICEF Programme Division to implement its part of the 2014 Business Plan, contingent upon approval by the GAVI Alliance Deputy CEO of a set of quarterly deliverables.
Update for 2014 to two-year business plan and budget (2/3)

(c) Approve a US$ 1.39 million increase for civil society organisations for activities under the 2014 Business Plan, contingent upon approval by the GAVI Alliance Deputy CEO of a set of quarterly deliverables.

(d) Approve:

- a US$ 5.88 million increase for the Secretariat operating expenses for the 2014 Business Plan;
- a US$ 0.70 million increase to the Secretariat’s capacity to enter into expanded partnerships for the 2014 Business Plan;
- US$ 3.6 million for capital expenditure needs of the Secretariat to support work of the GAVI Alliance in 2014.
Update for 2014 to two-year business plan and budget (3/3)

(e) Approve an amount up to US$ 12.1 million for polio-related Secretariat and partner costs to be added to the 2014 Business Plan, subject to additional polio-specific funds being made available from donors.

(f) Approve an amount up to US$ 1.5 million to be added to the 2014 Business Plan to implement the Board’s Vaccine Introduction Strategy (VIS) decisions through Secretariat and partner activities as described in section 5.2 of Doc 07 to the Programme and Policy Committee.

(g) Approve an amount up to US$ 3.9 million to be added to the 2014 Business Plan for spending on supply chain activities.

(h) Approve an amount up to US$ 2 million to be added to the 2014 Business Plan for the GAVI Secretariat and partners to scale-up engagement with graduating countries.
Review of decisions

Audit and Finance Committee Meeting
Geneva and Washington DC, 10 October 2013
Decision 2: Financial forecast/ Programme funding envelope

The GAVI Alliance Audit and Finance Committee:

- Noted that:
  
  (a) it reviewed the financial implications of the requests for:
    - Programme funding for a Yellow Fever stockpile
    - Programme funding for a Cholera stockpile
    - Programme Funding Envelope for 2014
    - An IPV Programme Funding Envelope
  
  (b) and they could be approved by the Board in accordance with the Programme Funding Policy.
Decision 3: Dissolution of the GAVI Fund Affiliate (1/3)

The GAVI Alliance Audit and Finance Committee:

- **Recommended** to the GAVI Alliance Board that it:
  
  (a) Approve that the GAVI Fund Affiliate be wound up voluntarily.

  (b) Approve that John David Thomas Milsom and Allan Watson Graham of KPMG LLP, 8 Salisbury Square, London EC4Y 8BB, United Kingdom, be and are hereby appointed joint liquidators for the purpose of such winding up and that any power conferred on them by the GFA, or by law, be exercisable by them jointly, or by either of them alone.
Decision 3: Dissolution of the GAVI Fund Affiliate (2/3)

(c) Approve that the remuneration of the joint liquidators be fixed at their normal charging rates, which may be amended from time to time, according to the time properly spent by them and members of their staff in attending to matters arising prior to and during the winding up of the GFA (including those falling outside their statutory duties) and that they be authorised to draw their remuneration on account.
Decision 3: Dissolution of the GAVI Fund Affiliate (3/3)

(d) Approve that the joint liquidators be and are hereby authorised to make distributions in specie, as and when determined by the joint liquidators, of the assets of the GFA during the administration of the winding up.

(e) Approve that the joint liquidators be and are hereby authorised to exercise any of the powers to make compromises as contained in paragraphs 2 and 3 of Part 1 of Schedule 4 of the UK Insolvency Act 1986.
Decision 4: Amendments to the Budget Variance and Programme Funding Policies

The GAVI Alliance Audit and Finance Committee:

- **Recommended** to the GAVI Alliance Board that it approve the revised GAVI Budget Variance and GAVI Programme Funding Policies attached as Annex A and B to Doc 10.
Decision 5: Appointment of the independent auditor

The GAVI Alliance Audit and Finance Committee:

- **Recommended** to the GAVI Alliance Board that it:
  
  (a) Appoint KPMG SA/AG as the independent auditor of the GAVI Alliance for 2013.
  
  (b) Appoint KPMG SA/AG to provide Swiss tax services for the GAVI Alliance for 2013.
  
  (c) Appoint KPMG LLP to provide United States tax services for the GAVI Alliance for 2013.
Review of decisions

Joanne Goetz

Programme and Policy Committee Meeting
Geneva, Switzerland, 9-10 October 2013
Decision 1: Country Programme update: Japanese Encephalitis

The GAVI Alliance Programme and Policy Committee:

**Recommended** to the GAVI Alliance Board that it open a funding window for JE vaccine such that the GAVI Secretariat can invite country proposals for support in 2014 from all GAVI eligible countries at risk.
Decision 2: Vaccine investment strategy (1/4)

The GAVI Alliance Programme and Policy Committee:

**Recommended** to the GAVI Alliance Board that it:

(a) Decide to support new yellow fever vaccine campaigns and request the Secretariat to develop a process for the funding of individual campaigns on the basis of robust risk assessments.
(b) Approve a contribution to the global cholera stockpile for use in epidemic and endemic settings and to that end:

i. Endorse, subject to confirmation by the Audit and Finance Committee, that this is consistent with the Programme Funding Policy, a net increase in programme budgets for the global cholera stockpile by US$ 114.5 million for the period 2014-2018. (This endorsement would constitute acknowledgement of such budget amounts as an indication of potential future expenditures but would not constitute a funding approval, decision, obligation or commitment of the GAVI Alliance or its contributors.);

ii. Approve, subject to confirmation by the Audit and Finance Committee, that this is consistent with the Programme Funding Policy, a net increase of near-term programme liabilities for the global cholera stockpile (a sub-component of endorsed programme budgets) by US$ 8.5 million for 2014;

iii. Note the opportunity for the GAVI Alliance to generate impact data based on the use of the cholera stockpile in emergency settings.
Decision 2: Vaccine investment strategy (3/4)

(c) Approve an assessment of the feasibility of GAVI support for rabies vaccines (to be evaluated in the next Vaccine Investment Strategy process). A funding request for the outsourced assessment will be included as part of the Business Plan in 2015.

(d) Note that based on the current assessment there is a reasonable case for GAVI support for a malaria vaccine, and that the Board will consider opening a window if and when the vaccine is licensed, recommended for use by the joint meeting of the WHO Strategic Advisory Group of Experts and the Malaria Programme Advisory Committee (expected in 2015) and WHO pre-qualified, taking into account updated projections of impact, cost and country demand as reviewed by the PPC.

(e) Note the potential public health impact of vaccinating pregnant women against seasonal influenza and the need to assess the emerging evidence of impact of vaccination on neonates, but decides not to open a funding window for influenza vaccines at this time.
Decision 2: Vaccine investment strategy (4/4)

The GAVI Alliance Programme and Policy Committee:

**Recommended**, subject to endorsement by the Audit and Finance Committee, to the Executive Committee that it, in turn, recommend to the GAVI Alliance Board that it approve an amount up to US$ 1.5 million to be added to the 2014 Business Plan to implement the Board’s VIS decisions through Secretariat and partner activities as described in section 5.2 of Doc 07.
Decision 3: IRC Terms of Reference

The GAVI Alliance Programme and Policy Committee:

**Recommended** to the Executive Committee that it approve the IRC terms of reference as attached to Doc 08, taking into account the changes made at the PPC meeting and subject to the Board amending the By-Laws as appropriate to enable a process of emergency appointments.

**Recommended** that the Governance Committee consider recommending to the Board that it approve changing the By-Laws to allow the CEO in consultation with the Chair of the PPC to appoint IRC members in emergency situations pending ratification by the Board at the next opportunity.
Decision 4: Gender Policy Review

The GAVI Alliance Programme and Policy Committee:

**Recommended** to the GAVI Alliance Board that it approve the revised Gender Policy attached as Annex 1 to Doc 09.
Decision 5: TAP Policy Review

The GAVI Alliance Programme and Policy Committee:

**Recommended** to the GAVI Alliance Board that it, subject to guidance by the Audit and Finance Committee, approve the revised Transparency and Accountability Policy attached as Annex 1 to Doc 10, taking into account the changes requested by the Programme and Policy Committee.
Decision 6: Polio and routine immunisation (1/7)

The GAVI Alliance Programme and Policy Committee:

**Recommended** to the GAVI Alliance Board that it:

(a) Endorse, recognising the Global Polio Eradication Initiative’s (GPEI) responsibility for eradicating polio, GAVI’s overall objective related to polio eradication to improve immunisation services in accordance with GAVI’s mission and goals while supporting polio eradication by harnessing the complementary strengths of GAVI and the Global Polio Eradication Initiative (GPEI) in support of countries.
Decision 6: Polio and routine immunisation (2/7)

(b) Open a funding window for IPV such that the GAVI Secretariat can invite GAVI eligible and graduating countries (the “GAVI IPV Eligible Countries”), in line with the GPEI Endgame Strategy 2013-2018, to submit country proposals for support in accordance with the following policy arrangements and exceptions:

i. Accept IPV applications until June 2015 with introduction targeted by the end of 2015. However, should the need arise, following review by GAVI’s CEO and in consultation with GPEI, the funding window could remain open for a longer period;
Decision 6: Polio and routine immunisation (3/7)

ii. Subject to polio-specific additional funding being available beyond 2018, provide support for GAVI IPV Eligible Countries until the Endgame target for stopping vaccination of approximately 2024 or an appropriate exit strategy for GAVI has been identified prior to 2024;

iii. Approve an exception to the programme filter requirement set out in the GAVI Alliance Country Eligibility Policy so that countries with DTP3 coverage less than 70% are eligible to apply for the IPV vaccine;

iv. While encouraging countries to co-finance IPV, exempt IPV co-funding requirements for GAVI IPV Eligible Countries;

v. Approve an exception to the GAVI Alliance Co-financing Policy so that GAVI IPV Eligible Countries can be approved for IPV vaccine even if they are in default on co-financing requirements of other vaccines;
Decision 6: Polio and routine immunisation (4/7)

vi. Decide that GAVI Graduating Countries approved for IPV routine introduction with GAVI support are eligible for a vaccine introduction grant per the terms stipulated in the GAVI Alliance Vaccine Introduction Grant and Operational Support for Campaigns Policy;

vii. Exclude IPV vaccine from the existing prioritisation mechanism given that the funding for IPV will be additional and earmarked. However, in the event that the additional, earmarked funding for IPV is anticipated to be insufficient to cover all GAVI IPV Eligible Countries approved for IPV support, GAVI will use polio funding to: 1) continue support for routine use where already introduced, if relevant, and 2) rely on guidance from GPEI to prioritise countries which have not yet introduced IPV, as well as countries that have not yet applied;

viii. All policy exceptions mentioned above will be reviewed by the Board in 2018.
Decision 6: Polio and routine immunisation (5/7)

(c) Approve, subject to endorsement by the Audit and Finance Committee, using a funding envelope mechanism consistent with the principles of the GAVI Alliance Programme Funding Policy to fund approved IPV applications with the exception that any application from India related to IPV will be considered by the Board.
Decision 6: Polio and routine immunisation (6/7)

(d) Approve, subject to endorsement by the Audit and Finance Committee and to polio-specific additional funds being made available from donors, an initial IPV Funding Envelope from which the Secretariat shall allot funding to IPV programmes until 31 December 2014, to:

i. Endorse or adjust previously endorsed amounts of programme multi-year budgets for IPV programmes for an aggregate amount not exceeding US$ 182 million. (These endorsements would constitute acknowledgement of such budget amounts at the time of allotment but would not constitute a funding approval, decision, obligation or commitment of the GAVI Alliance or its contributors.)

ii. Establish or adjust near-term liabilities of the GAVI Alliance in respect of endorsed IPV programme budgets for periods ending no later than 31 December 2015 for an aggregate amount not exceeding US$ 98 million. (These amounts are a subcomponent of endorsed programme budgets.)
Decision 6: Polio and routine immunisation (7/7)

The GAVI Alliance Programme and Policy Committee:

**Recommended**, subject to endorsement by the Audit and Finance Committee, to the Executive Committee that it, in turn, recommend to the GAVI Alliance Board that it approve an amount up to US$ 12.1 million for polio-related Secretariat and partner costs to be added to the 2014 Business Plan, subject to polio-specific additional funds being made available from donors.
Decision 7: GAVI’s supply chain strategy framework

The GAVI Alliance Programme and Policy Committee:

**Recommended**, subject to endorsement by the Audit and Finance Committee, to the Executive Committee that it, in turn, recommend to the GAVI Alliance Board that it approve an amount up to US$ 3.9 million to be added to the 2014 Business Plan for spending on supply chain activities.
Decision 8: GAVI engagement with graduating countries (1/2)

The GAVI Alliance Programme and Policy Committee:

**Recommended** to the GAVI Alliance Board that it:

(a) Approve GAVI’s strategic approach for graduation as set out in Section B.3 of Doc 13, by allowing countries to apply for new support (cash and vaccine support) until the end of the next calendar year after the date they have been informed of their expected graduation.

(b) Request the Secretariat to conduct analyses and consultations to develop and propose instruments to support access to affordable prices for all Lower Middle Income Countries (LMICs), including graduated countries and non-GAVI LMICs. Options would be brought to the Board for consideration in 2014.
Decision 8: GAVI engagement with graduating countries (2/2)

The GAVI Alliance Programme and Policy Committee:

**Recommended**, subject to endorsement by the Audit and Finance Committee, to the Executive Committee that, in turn, recommend to the GAVI Alliance Board that it approve an amount up to US$ 2 million to be added to the 2014 Business Plan for the GAVI Secretariat and partners to scale-up engagement with graduating countries.
## Agenda

<table>
<thead>
<tr>
<th>Item</th>
<th>Subject</th>
<th>Action</th>
<th>Schedule</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Chair’s report</td>
<td>INFORMATION</td>
<td>11.00-11.10</td>
</tr>
<tr>
<td></td>
<td>• Declarations of interest</td>
<td></td>
<td></td>
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<tr>
<td></td>
<td>• Minutes from 10 June 2013</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>• Action sheet</td>
<td></td>
<td></td>
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<td></td>
<td>• Workplan</td>
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<tr>
<td></td>
<td>Geeta Rao Gupta, Governance Committee Chair</td>
<td></td>
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<td>2</td>
<td>Board and committee self-assessment for 2014</td>
<td>GUIDANCE</td>
<td>11.10-12.30</td>
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<td>Geeta Rao Gupta, Governance Committee Chair</td>
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<td></td>
<td>Naina Dhingra, McKinsey &amp; Company</td>
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<td></td>
<td>Lunch</td>
<td></td>
<td>12.30-13.15</td>
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<tr>
<td></td>
<td>Board and committee self-assessment for 2014 (continued)</td>
<td>GUIDANCE</td>
<td>13.15-15.00</td>
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<td></td>
<td>Geeta Rao Gupta</td>
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<td>Naina Dhingra</td>
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<td>3</td>
<td>Board Travel Policy</td>
<td>GUIDANCE</td>
<td>15.00-15.30</td>
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<td>Seth Berkley, CEO</td>
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<td>Debbie Adams, Managing Dir, Law &amp; Governance and Secretary</td>
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<td>Any other business</td>
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Next Committee Meeting: 4 November 2013, Geneva

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Debbie Adams, Secretary, +41 22 909 6504, dadams@gavialliance.org
Kevin A. Klock, Assistant Secretary, +1 202 478 7734, kklock@gavialliance.org
Review of decisions

Governance Committee meeting
Geneva, 4 November 2013
Decision 1: Board and committee nominations (1/11)

The GAVI Alliance Governance Committee:

(a) **Recommended** to the Board that it appoint the following Board members:

- **Tim Evans** as Board Member representing the World Bank effective immediately until his successor is appointed.

- **Ruhakana Rugunda** as Board Member representing the developing country constituency in the seat currently held by Christine Ondoa effective immediately until 31 December 2014.

- **Walter Seidel** as Board Member representing the European Commission, France, Germany, Luxembourg donor constituency in the seat currently held by Gustavo Gonzalez-Canali effective immediately until 31 December 2014.
Decision 1: Board and committee nominations (2/11)

The GAVI Alliance Governance Committee:

(b) **Recommended** to the Board that it reappoint the following Board member:

- **Angela Santoni** as Board Member representing the Italy and Spain donor constituency until 31 December 2014.
Decision 1: Board and committee nominations (3/11)

The GAVI Alliance Governance Committee:

(c) **Recommended** to the Board that it appoint the following Alternate Board Members:

- **Shanelle Hall** as Alternate Board Member to Geeta Rao Gupta representing UNICEF in the seat currently held by Nicholas Alipui effective immediately until her successor is appointed.

- **Emmanuel Lebrun-Damiens** as Alternate Board Member to Walter Seidel representing the European Commission, France, Germany, Luxembourg donor constituency in the seat currently held by Walter Seidel effective immediately until 31 December 2014.

- **Beate Stirø** as Alternate Board Member to Anders Nordström representing the Sweden, Netherlands, Denmark, Norway donor constituency in the seat currently held by Paul Fife effective immediately until 31 December 2014.
Decision 1: Board and committee nominations (4/11)

• **Bheri Ramsaran** as Alternate Board Member to Andrei Usatii representing the developing country constituency in the seat formerly held by María del Socorro Interiano Portillo effective immediately until 31 December 2015.

(d) **Recommended** to the Board that it reappoint the following Alternate Board Members:

• **José Luis Solano** as Alternate Board Member to Angela Santoni representing the Italy and Spain donor constituency until 31 December 2014.

• **Micheline Gilbert** as Alternate Board Member to Donal Brown representing the United Kingdom, Canada, Ireland donor constituency until 1 July 2016.
Decision 1: Board and committee nominations (5/11)

(e) **Recommended** to the Board that it appoint the following to the Executive Committee effective 1 January 2014:

- Dagfinn Høybråten (statutorily appointed).
- Geeta Rao Gupta (statutorily appointed).
- Wayne Berson until 31 December 2014.
- Flavia Bustreo until 31 December 2015.
- Awa Marie Coll-Seck until 31 December 2015.
- Jenny Da Rin until 30 June 2015.
- Tim Evans until 31 December 2015.
- Ashutosh Garg until 31 December 2014.
- Orin Levine until 31 December 2015.
- George W. Wellde Jr. until 31 December 2014.
- Seth Berkley (non-voting and statutorily appointed).
Decision 1: Board and committee nominations (6/11)

(f) **Recommended** to the Board that it appoint the following to the Audit and Finance Committee effective 1 January 2014:

- Wayne Berson until 31 December 2014.
- Micheline Gilbert until 31 December 2015.
- Yifei Li until 31 July 2015.
- Tom Hunstad until 31 December 2015.
- Derek Strocher until 31 December 2015.
- Marcus Koll until 31 December 2015.
Decision 1: Board and committee nominations (7/11)

(g) **Recommended** to the Board that it appoint the following to the Investment Committee effective 1 January 2014:

- Wayne Berson until 31 December 2014.
- Ashutosh Garg until 31 December 2014.
- George W. Wellde Jr. until 31 December 2014.
Decision 1: Board and committee nominations (8/11)

(h) **Recommended** to the Board that it appoint the following to the Governance Committee effective 1 January 2014:

- Geeta Rao Gupta (statutorily appointed).
- Joan Awunyo-Akaba until 30 June 2015.
- Donal Brown until 31 December 2015.
- Maria C. Freire until 31 July 2015.
- Shanelle Hall until 31 December 2015.
- Orin Levine until 31 December 2015.
- Olga Popova until 31 July 2014.
- Samba O. Sow until 31 December 2015.
- Beate Stirø until 31 December 2014.
- George W. Wellde, Jr. until 31 December 2014.
- Seth Berkley (non-voting) until 31 December 2015.
Decision 1: Board and committee nominations (9/11)

(i) **Recommended** to the Board that it appoint the following to the Programme and Policy Committee effective 1 January 2014:

- Raj Baisya until 31 December 2015.
- Zulfiqar A. Bhutta until 31 December 2015.
- Rajinder Suri until 31 December 2015.
- Susan McKinney until 31 December 2015.
- Steve Landry until 31 December 2015.
- Emmanuel Lebrun-Damiens until 31 December 2014.
- Lene Lothe until 31 December 2015.
- Clarisse Loe Loumou until 31 December 2015.
Decision 1: Board and committee nominations (10/11)

- Ahmad Jan Naeem until 31 December 2015.
- Robert Oelrichs until 31 December 2015.
- Jean-Marie Okwo-Bele until 31 December 2015.
- Richard Sezibera until 31 December 2015.
- Klaus Stohr until 31 July 2014.
- Andrei Usatii until 31 December 2015.
- Jos Vandelaer until 31 December 2015.
- Seth Berkley (non-voting) until 31 December 2015.
Decision 1: Board and committee nominations (11/11)

(j) **Recommended** to the Board that it appoint the following to the Evaluation Advisory Committee effective 1 January 2014:

- Sania Nishtar until 31 December 2014.
- Angela Santoni until 31 December 2014.
- Samba O. Sow until 31 December 2015.
- Naveen Thacker until 30 June 2015.
Decision 2: Committee chair nominations

The GAVI Alliance Governance Committee:

(a) **Recommended** to the Board that it reappoint the following chairs of the committees:

- **Wayne Berson** as Chair of the Audit and Finance Committee until 31 December 2014.
- **George W. Wellde, Jr** as Chair of the Investment Committee until 31 December 2014.
- **Richard Sezibera** as Chair of the Programme and Policy Committee until 31 December 2015.
- **Sania Nishtar** as Chair of the Evaluation Advisory Committee until 31 December 2014.
Decision 3: Vice Chair nomination

The GAVI Alliance Governance Committee:

(a) **Recommended** to the Board that it reappoint Geeta Rao Gupta as Vice Chair of the Board with individual signatory authority until 31 December 2015.
The GAVI Alliance Governance Committee:

(a) **Recommended** to the Board that it approve the Board Travel Policy as attached in Doc 05, Annex A, with the clarifications that:

- For eligible travelers, GAVI will either pay for or reimburse the cost of business class travel (or first class where there is no business class available) for intercity rail travel of more than two hours for the purpose of attending Board events.

- The Governance Committee will review the Board Travel Policy in a year’s time.
Decision 5: IRC member emergency appointments

The GAVI Alliance Governance Committee:

(a) **Recommended** to the Board that it amend Article 5.1.1 of the By-Laws to read as follows:

The Independent Review Committee (IRC) is an independent, impartial group of national health programme experts appointed by the Board from a pool nominated by the Secretariat in consultation with partners and others as required by the Board. In emergency situations, the CEO in concurrence with the Chair of the PPC may appoint IRC members with subsequent ratification by the Board. IRC members shall be selected on the basis of their skills, expertise and independence. The IRC serves to guarantee the integrity and consistency of an open and transparent programme funding process.
GAVI Alliance Investment Committee Meeting
24 July 2013
New York, NY, USA

FINAL MINUTES

1. Chair’s report

1.1 Finding a quorum of members present, the meeting commenced at 8.35 New York time on 24 July 2013. George W. Wellde, Jr, Investment Committee Chair, chaired the meeting.

1.2 Standing declarations of interest were tabled to the Committee (Doc 1a in the Committee pack). The Committee reviewed the minutes of its meeting on 26 April 2013 (Doc 1b), its action sheet (Doc 1c) and its forward workplan (Doc 1d).

Decision One

The GAVI Alliance Investment Committee:

- Approved the minutes of its meeting on 26 April 2013.

2. Investment portfolio review

2.1 Jeanne Shen, Chief Investment Officer, informed the Committee of the overall investment portfolio performance year-to-date and for the second quarter of 2013 specifically (Doc 2). She also reviewed the major asset classes in GAVI’s portfolio and reported on key macro risks; asset allocation; returns; manager allocation; peer comparisons; credit quality; and contribution to mission.

Discussion

- The Committee noted that the two newest asset classes to the portfolio are at or very close to their permitted targets in the Investment Policy Statement of 15% each. The Committee also noted it will continue to report from time to time to the Board on changes to the asset allocation, investments goals and objectives, consistent with its Board-approved Charter.
Following discussions at the last Board meeting, the Committee discussed inviting other Board members to join the Committee, which would provide additional breadth in membership of the Committee.

Jeanne Shen highlighted the negative contribution from certain asset classes which resulted in a mostly negative return year-to-date through June. The Committee agreed that recent negative performance must be viewed against a background of several years of positive performance. Given this, other Board members will need to be properly briefed as to the long-term context and philosophy behind the portfolio’s construction.

Michael Rosen with Angeles Investment Advisors reported that because the Investment Committee decided to move to a more diversified portfolio a year and a half ago, the portfolio performed relatively better than it would have under the former portfolio, which had a higher allocation to assets traditionally viewed as more conservative. Jeanne Shen emphasised that, according to the latest estimates available, the year-to-date return rate is positive. Also she reported that the long-term portfolio’s real return has met the real return (after inflation) expectations over the past 5 years.

The Committee encouraged the Secretariat to continue to diversify the current portfolio. The Committee also noted that the credit quality on a particular asset class was below the level required by one notch, but that it would be cured as the Secretariat re-balances the portfolio.

The Committee questioned the traditional benchmarks currently used by several managers. While the benchmarks are widely used in the investment management industry, their underlying composition may compromise manager performance. The Secretariat is currently exploring other managers who have the ability to exercise less constrained mandates, and will continue to monitor the effects of traditional benchmarks on the portfolio.

The Committee conferred on one investment manager that the Secretariat had put on watch and its potential impact on the portfolio. After discussion, the Committee noted that the Secretariat will continue to monitor the manager and reduce the assets allocated to it.

The Committee requested that the Secretariat provide advice on simplifying the asset allocation, and that it review how comparable organisations manage their asset allocations.

3. Manager presentation – Western Asset

3.1 Kenneth Leech from Western Asset delivered an informational report on an investment strategy reviewed by the Secretariat, the firm’s investment process and organisational structure. (Doc 3).
Discussion

- The Committee underlined the importance of reviewing benchmarking and asset allocation in GAVI’s investment strategy as well as opportunistic strategies. Michael Rosen asked Mr Leech’s view on the best opportunities in global fixed income. The Committee noted the similarities between the Western Asset strategies and its opportunistic strategies.

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4. Review of decisions

4.1 Alexandra Laheurte Sloyka from the Secretariat governance team was asked to serve as secretary of the meeting. She reviewed and agreed the decision language with the Committee.

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

Ms Alexandra Laheurte Sloyka
Secretary of the Meeting
## Attachment A

### Participants

<table>
<thead>
<tr>
<th>Committee Members</th>
<th>Secretariat</th>
<th>Guests</th>
</tr>
</thead>
<tbody>
<tr>
<td>George W. Wellde, Jr, Chair</td>
<td>Edmund Fudzie</td>
<td>Michael Rosen, Angeles</td>
</tr>
<tr>
<td>Dwight Bush</td>
<td>Matthew Hallam</td>
<td>S. Kenneth Leech, Western Asset (Item 3 only)</td>
</tr>
<tr>
<td>Ashutosh Garg</td>
<td>Alexandra Laheurte Sloyka</td>
<td>Joseph A. Filicetti, Western Asset (Item 3 only)</td>
</tr>
<tr>
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<td>Jeanne Shen</td>
<td>Susan R. Signori, Western Asset (Item 3 only)</td>
</tr>
</tbody>
</table>
# GAVI Alliance Investment Committee Meeting

15 October 2013  
New York, NY, USA  

8.30 New York City time  
Quorum: 2  

## Agenda

<table>
<thead>
<tr>
<th>Item</th>
<th>Subject</th>
<th>Action</th>
<th>Schedule</th>
</tr>
</thead>
</table>
| 1    | Chair’s report  
• Declarations of interest  
• Minutes from 24 July 2013  
• Action sheet  
• Investment Committee workplan  
George W. Wellde Jr, Chair | INFORMATION | 8.30-8.35 |
| 2    | Investment portfolio review  
Jeanne Shen, Chief Investment Officer | GUIDANCE | 8.35-10.25 |
| 3    | Review of decisions  
Kevin A. Klock, Head of Governance & Asst Secretary | INFORMATION | 10.25-10.30 |
| 4    | Any other business                          | INFORMATION | 10.30 |

Next Investment Committee meeting: 25 February 2014, New York  
Debbie Adams, Secretary, +41 22 909 6504, dadams@gavialliance.org  
Kevin A. Klock, Assistant Secretary, +1 202 478 7734, kklock@gavialliance.org
GAVI Alliance Evaluation Advisory Committee Meeting  
11 July 2013  
Geneva, Switzerland

FINAL MINUTES

1. Chair’s report

1.1 Finding a quorum of members present, the meeting commenced at 08.45 Geneva time on 11 July 2013. Sania Nishtar, Committee Chair, chaired the meeting.

1.2 Standing declarations of interest were tabled to the Committee (Doc 01a).

1.3 The Committee noted the minutes of its meeting of 5 July 2012 (Doc 01b and Doc 01c). These minutes were approved by no objection on 20 August 2012.

1.4 The Chair welcomed Samba Sow, attending an EAC meeting for the first time. She also expressed her thanks to Alan Hinman, whose term on the EAC had come to an end and who was therefore not attending the meeting, in particular as he had presented the Chair’s report to the June 2013 Board meeting in her absence.

2. Update from the Secretariat

2.1 Nina Schwalbe, Managing Director, Policy and Performance, updated the EAC on a number of important issues which are currently at the forefront of GAVI business.

2.2 She referred to a recent decision by the Board that the Alliance should play a role in the global polio eradication initiative, in particular in relation to the introduction of Inactivated Polio Vaccine (IPV).

2.3 She reported that the Board had also approved changes to the grant application, monitoring and review processes which will include the introduction of an Expression of Interest (EoI) phase and a more active grant monitoring process.

2.4 As data quality is an issue of concern for the Alliance the Secretariat had organised a data summit in January 2013. The report of the meeting will be shared with the EAC.
2.5 The Secretariat had also organised a meeting on the value of vaccines, looking not only at deaths averted or cases averted but also at the broader benefits of vaccines and exploring how they can be quantified. The report of the meeting will also be shared with the EAC.

2.6 The EAC was informed that emphasis is being put on routine immunisation and as the Alliance has supported a number of campaigns and will potentially be supporting polio eradication, further work will be done on looking at how campaigns impact routine immunisation.

2.7 The EAC was also given some information on the GAVI Alliance Mid Term Review to be hosted by Sweden on 30 October 2013, on recent announcements made in relation to agreements with industry on reduced prices for pentavalent and HPV, and finally on the new GAVI Alliance strategy process which will lead to the submission to the Board in June 2014 of the 2016-2020 strategy for approval.

Discussion

- EAC members noted with interest that the GAVI Alliance would appear to be heading towards a shift in its business model in relation to a number of important issues.

- EAC members agreed on the importance of reliable data and one member strongly recommended increased emphasis on surveillance and disease incidence in immunisation monitoring.

- EAC members agreed that the idea of GAVI potentially considering ‘poor people’ rather than ‘poor countries’ is compelling but noted associated challenges in implementing such an approach and look forward to hearing more about this as the debate evolves.

3. Evaluation of graduated countries

3.1 Laura Stormont, Programme Officer, M&E, presented this item, asking the EAC to provide guidance on the proposal scope and evaluation questions of the evaluation.

Discussion

- The EAC noted that the Request for Proposals (RFP) would include the evaluations of both Bosnia & Herzegovina and Ukraine and bidders would be able to submit bids to do one or both. Therefore the two evaluations may be completed by the same or different evaluators.

- The EAC noted that the China evaluation has been used quite extensively and that this has been a valuable piece of work.
• The EAC noted that the results of the Ukraine evaluation may give insight into some of the issues in other countries in that region.

• The EAC recommended proactive engagement of civil society organisations in both evaluations.

• One member suggested that it might be useful to consider defining sustainability and also to include resource tracking in the evaluations i.e. what kind of budgetary expenditures existed in the countries before and after GAVI support and what had been approved by governments.

4. AMC impact evaluation

4.1 Abdallah Bchir, Head of Evaluation, M&E, presented this item, asking the EAC to provide guidance on the high level scope and key evaluation questions for the evaluation.

Discussion

• EAC members discussed the timing of this evaluation and expressed concern on the ability to carry out a meaningful evaluation at this stage particularly taking into account supply challenges and subsequently delayed introductions. EAC members also considered carefully the overarching goal of the pilot AMC and concluded that it is premature to conduct an impact evaluation of the AMC. The AMC process and design evaluation has just been completed. The impact evaluation would be richer and more useful if conducted at a later date, with more evidence available on the outcomes and impact of pneumococcal vaccination (e.g. more country years of PCV3 coverage estimates and more data from impact assessments, targeted studies and the full country evaluations).

• In this context the EAC requested that the AMC donors be consulted about the possibility of postponing the evaluation from 2014 to 2015.

• EAC members agreed on the importance of strengthening the ongoing monitoring of the AMC, and noted that the AMC process and design evaluation put forward recommendations regarding how such monitoring can be strengthened. The Secretariat responded that it is presently working on strengthening the ongoing monitoring of the AMC, as recommended in the process and design evaluation.

5. Health systems strengthening (HSS) evaluations

5.1 Abdallah Bchir presented this item, asking the EAC to provide guidance on the set of key common questions to be included in the HSS country grant evaluations.
Discussion

- EAC members noted that the evaluations should include an assessment of the strength of the M&E of the grant in question.

- EAC members expressed an interest in the evaluations showing to whom the funding was disbursed and how it was used, in particular if some of the funding was disbursed to civil society organisations.

- The EAC noted that equity issues will be addressed in the evaluations.

- In terms of country involvement in the evaluation process the EAC noted that Ministries of Health and partners will be providing comments on the RFP. In addition, the results will be discussed at country level with all stakeholders.

6. Targets for measles indicator

6.1 Peter Hansen, Director, Monitoring and Evaluation, presented this item, reminding the Committee that the Board had requested the Secretariat to develop an indicator for measles routine immunisation coverage for review by the EAC and that there is now a need to determine the targets for 2013-2015.

Discussion

- EAC members expressed concern on determining a target based solely on coverage estimates, whilst acknowledging that this is already used by GAVI for other vaccines.

- EAC members discussed the fact that while the indicator is for routine immunisation, and the WHO/UNICEF estimate of coverage intends to estimate coverage from routine delivery only, data from countries can sometimes also include data from campaigns.

- The EAC agreed that while they had approved the indicator developed by the Secretariat they would not be comfortable approving a target as outlined in the paper. The EAC therefore asked the Secretariat to explore additional outcome indicators to build on coverage as part of the development of the 2016-2020 strategy and agreed that this would be further discussed at the next EAC meeting.

Decision One

The GAVI Alliance Evaluation Advisory Committee:

a) Approved the indicator for measles routine immunisation coverage for the GAVI Alliance’s 2011-2015 strategy as set out in Annex 1 to Doc 06.; and
b) **Agreed** that in view of the short time period (2013-2015) it would not be meaningful to quantify an associated target for measles.

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7. **GAVI Alliance Evaluation Workplan 2014**

7.1 Peter Hansen presented the proposed evaluation workplan for 2014 as follows: AMC impact evaluation (to be postponed if the AMC donors agree [see Item 4]); Evaluation of graduated countries; Evaluation of the co-financing policy; Full Country Evaluations (FCE).

**Discussion**

- EAC members noted that the HSS country evaluations are not included in the workplan. The Secretariat explained that these evaluations will be carried out in all countries receiving new HSS grants. It is not envisaged that these evaluations will be submitted to the Board nor therefore to the EAC.

- EAC members noted that campaign evaluations are not included in the workplan as it is also considered that such evaluations should be routine.

- EAC members discussed the possibility of carrying out evaluations in countries in the graduation phase, in particular where there may be issues of concern. This could be useful to take appropriate actions in a timely manner. It was agreed that the Secretariat will consider this on a case by case basis.

- In the context of the workplan EAC members agreed that their 2014 in person meeting should be held in March/April to enable them in particular to consider the quality and usefulness of the FCE annual report before the June Board meeting.

**Decision Two**

The GAVI Alliance Evaluation Advisory Committee:

- **Approved** GAVI’s evaluation work plan for 2014 as presented at the meeting.

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8. **Review of Decisions**

8.1 Joanne Goetz, Senior Manager, Governance, reviewed the decision language with the Committee, which they subsequently approved.

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9. **Any other business**
The Chair thanked the Committee and the Secretariat for their support and, also on behalf of the Committee, thanked Nina Schwalbe and wished her well, on both a personal and professional level in the context of her upcoming move back to the United States.

As there was no further business, the meeting was brought to a close.

Ms Debbie Adams
Secretary to the Board
Participants

Committee Members
- Sania Nishtar, Chair
- Stanley O. Foster
- Gonzalo Hernandez
- Mira Johri
- Rob Moodie
- Samba O. Sow

Secretariat
- Abdallah Bchir
- Joanne Goetz
- Peter Hansen
- Nina Schwalbe
- Laura Stormont

Regrets
- Fred Binka
- Angela Santoni