



ALL CHAIRS GROUP TERMS OF REFERENCE

JULY 2017

1. PURPOSE AND FUNCTION

The All Chairs Group (“ACG”) has been established under Article 5 of the By-laws to support the Board Chair in the efficient and effective fulfilment of his/her duties and responsibilities as Board Chair.

It is structured to provide a visible and transparent mechanism to enable discussions on cross-cutting issues that do not belong exclusively to any one committee and to coordinate work between the Board’s Committees including, among other things, to provide a sounding board for the Board Chair and Chief Executive Officer (CEO) and a forum where emerging strategic and operational issues can be considered that are not yet sufficiently well formed to be presented to the Board and to shape issues ahead of Board closed sessions and/or Board meetings and prepare for the discussion of such issues by the Board.

It shall also be tasked with considering the CEO’s performance, annual appraisal and any succession planning issues ahead of presentation to the Board for its review and/or approval. On such matters, the CEO shall be asked to recuse himself or herself from the discussion

The ACG shall not be deemed to be a committee of the Board in that its primary role is essentially a consultative and advisory function as contemplated under Article 20 of the Statutes and therefore shall be strictly advisory in nature with no powers of decision-making or execution.

Words and expressions used in this terms of reference shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

2. COMPOSITION AND TERM OF OFFICE

The composition of the ACG shall comprise at least the following:

- Board Chair;
- Board Vice Chair;
- Chairs of each of the Programme and Policy Committee, Audit and Finance Committee and Investment Committee; and

- The CEO.

The Chair of the Gavi Alliance Board shall chair the ACG.

The terms of the members on the ACG is linked to the term of their office which gave rise to their membership of the ACG.

3. AUTHORITY

The ACG has no executive powers and is not a decision-making body having been established under Article 20 of the Statutes as read with Article 5 of the By-laws.

The Board Chair shall regularly report on the ACG's activities to the Board either in the form of a written update if circumstances warrant or at every meeting of the Board (whether in open or closed session, depending on the matters to be reported, in the ACG Chair's discretion).

The mandate of the ACG is defined by these terms of reference which may be amended and/or modified by the Board as appropriate.

4. MODE OF OPERATION

A. Meeting attendance

Only Board members appointed to the ACG by virtue of their office defined in 2. above shall be entitled to attend meetings of the ACF.

The ACG Chair, in her/his discretion, may request any member of the Board and/or Secretariat to make themselves available to attend a ACG meeting.

Observers may attend meetings under exceptional circumstances and contingent upon ACG Chair approval.

B. Frequency and notice of meetings

The ACG shall meet as often and regularly as the ACG Chair deems necessary.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the ACG and other invitees preferably not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed, where appropriate.

C. Quorum

The quorum for meetings of the ACG shall comprise at least a majority of the ACG.

D. Minutes

The ACG shall keep a record of its meetings.