## DOCUMENT ADMINISTRATION

<table>
<thead>
<tr>
<th>VERSION NUMBER</th>
<th>APPROVAL PROCESS</th>
<th>DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>2.0</td>
<td>Prepared by: Governance Team</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Reviewed by: Governance Committee</td>
<td>1.0 – 13 March 2018</td>
</tr>
<tr>
<td></td>
<td></td>
<td>2.0 - 28 May 2018</td>
</tr>
<tr>
<td></td>
<td>Approved by: Gavi Alliance Board</td>
<td>2.0 – 7 June 2018</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Effective from: 1 January 2019</td>
</tr>
<tr>
<td></td>
<td>Next review:</td>
<td>As and when requested</td>
</tr>
</tbody>
</table>
1. **Purpose**

1.1. The Gavi Alliance (“Gavi”) is committed to ensuring the transparency and integrity of its decision-making process, particularly in regard to the allocation and disbursement of resources.

1.2. This Policy explains the relevant principles and rules for preventing or managing Interests and Conflicts of Interest on the Board, its Standing Committees, Advisory Bodies and the Independent Review Committee (IRC).

1.3. The Guidance and Procedures which accompany and should be read together with this Policy provide how the principles and rules set out in the Policy shall be implemented and how to identify, evaluate and address Interests and Conflicts of Interest.

1.4. Gavi recognises that its alliance nature may result in Interests and Conflicts of Interest, particularly when Members are required to consider matters that have a direct impact on the interests of governments, organisations or institutions they represent. Gavi recognises that these institutional Interests and Conflicts of Interest must be managed with the highest degree of integrity to safeguard against any perception that participation of any Member confers undue advantage for their constituency, organisation or institution in Gavi decisions.

1.5. Without prejudice to 1.4 above, Members must be able to act in the best interests of Gavi when taking decisions on its behalf.

2. **Scope**

2.1. This Policy applies to all Members.

2.2. This Policy applies to all Gavi decision-making processes, whichever form they may take, as well as to the performance of any other acts performed on behalf of Gavi under Board approved governance documents, subject to section 5.2 below. All such duties are understood to be included where the Policy refers to “decision-making”.

3. **What does Gavi understand as Conflict of Interest?**

3.1. **Conflict of Interest** means a situation where a Member has Interests (as defined in 3.2 below) that may affect the Member’s (perceived) conduct in the decision-making process at Gavi.

3.1.1. Gavi defines conflicts of interest to be Actual, Potential or Perceived, broadly:

   3.1.1.1. **Actual** conflicts of interest occur when a Member faces a real and existing conflict.

   3.1.1.2. **Potential** conflicts of interest occur when a Member is or could be in a situation that may result in a conflict.

   3.1.1.3. **Perceived** conflicts of interest occur when a Member is or could be in a situation that may appear to be a conflict, even if it is not an Actual or Potential conflict.

3.2. **Interest(s)** can be organisational, personal and/or financial:

   3.2.1. **Organisational** interest arises when a Member or Family Member is an officer, director, trustee, partner, employee of, or is directly linked in any manner to¹, an entity

---

¹ “Directly linked in any manner” means any type of agreement by which the Member or Family Member has a relationship with an entity, whether such relationship is formalised through an employment, participation, joint venture, agency, secondment or any other type of contract.
that may obtain an advantage, profit, right, share or may benefit in any manner from a decision the Member should vote on.

3.2.2. **Personal** interest arises when a Member or Family member may benefit from a transaction or other financial arrangement between Gavi and another entity.

3.2.3. **Financial** interest arises when a Member or Family Member may benefit financially from a transaction or from any other financial arrangement between Gavi and any other entity, including any situation in which a Member or Family Member has an ownership interest in an institution and which is not managed by an independent non-discretionary (to that Member or Family Member) account manager.

4. **Definitions**

4.1. Unless otherwise defined herein, capitalised terms shall have the meaning assigned to them in the Statutes and By-Laws.

4.2. **Advisory Bodies** has the meaning given to such term in Article 5 of the By-Laws.

4.3. **Board** means the board of Gavi.

4.4. **Board Chair** means the chair of the Board.

4.5. **Board Secretary** means the secretary of the Board.

4.6. **Board Vice Chair** means the vice chair of the Board.

4.7. **By-Laws** means the By-laws of Gavi as amended from time to time.

4.8. **Declaration Form** means the form contained in the Guidance and Procedures which is to be used for declaring Conflicts of Interest.

4.9. **Family Member** means any spouse, domestic partner, parents, siblings, children, and any other relative who resides in the same household as a Member and any other familial relationship that could create the appearance of a conflict.

4.10. **Governance Bodies** means the Board, Standing Board Committees and any Advisory Body.

4.11. **Guidance and Procedures** means the guidance and procedures relating to this Policy, as amended and approved from time to time by the Governance Committee.

4.12. **Meeting** means each of the Board, Standing Board Committee, Advisory Bodies, and IRC meetings.

4.13. **Member** means the Board Chair, the Board Vice Chair, any member (or their alternates) of the Board and any member of any Standing Board Committee (including Committee Delegates) or the IRC or any Advisory Body (and their chairs).

4.14. **Policy** means this Conflicts of Interest Policy for Governance Bodies, as amended from time to time by the Board.

4.15. **Representative Member** means a member of the Board (or any Standing Board Committee or Advisory Body) who represents Gavi partner institutions and stakeholders.

4.16. **Statutes** means the statutes of Gavi, as they be amended from time to time.
5. **General Rules**

5.1. This Policy and the Guidance and Procedures provide direction on how Interests and Conflicts of Interest should be managed. It is each Member’s responsibility to disclose all Interests, as set out in 6.2 and 6.3 below, including cases or situations not described in the Policy and Guidance and Procedures.

5.2. Members are expected to bring their experience, and for Representative Members their affiliations, to bear for the benefit of Gavi. This is without prejudice to Article 15 of the Statutes, which indicates that “[w]hen discharging their duties, Board members are not required to take decisions that conflict with the constitution, regulations, rules and policies of the organisations providing that member of the Board.”

5.3. Members must ensure that in participating in Gavi’s governance decision-making processes, their activities and other duties do not conflict with their responsibilities to Gavi to the extent practicable, and use good judgment to avoid Conflicts of Interest or even the appearance of a Conflict of Interest.

5.4. Members must not allow themselves to obtain any advantage through their position or role with Gavi.

5.5. Members involved in decision-making processes on behalf of Gavi must take appropriate action to ensure disclosure of Interests and Conflicts of Interest, and take the necessary action in respect thereof.

5.6. A Board Member who previously had an Organisational Interest relationship with an organisation also represented at the Board (different to their current affiliation), that would create a perceived Conflict of Interest, will be considered to have an Organisational Interest in the original organisation for 12 months counted since the cessation of the relationship, in any matters that might create any kind of Conflict of Interest.

5.7. Board members and Alternate Board members representing developing country governments are subject to this Policy, except that they shall be entitled to participate fully in discussions and to vote on decisions, unless the Board is considering a decision specifically on programmes in the country of the Representative Board Member. In such cases, the constituency may be represented by the Alternate Board member.

6. **Duty to disclose**

6.1. Members must disclose all Interests and/or Conflict of Interests, as defined in 3.2 and 3.1 above, including those of Family Members, in entities that do business with, and/or receive funding from Gavi.

6.2. The duty to disclose in 6.1 above is a continuing obligation. This means that Members are obliged to disclose any Interests and/or Conflict of Interest, whenever the Member comes to know the relevant matter.

6.3. Disclosure must take place upon the Member joining Gavi, and shall be submitted annually at the beginning of every calendar year, and whenever an Interest and/or Conflict of Interest arises that has not already been disclosed in the aforementioned manner.

6.4. IRC Members are exempted only from annual disclosure, but they are required to complete a Declaration Form prior to any IRC meeting and are subject to all other provisions set out in this Policy.

6.5. The procedure for determining and disclosing Interests and/or Conflict of Interest is set out in the Guidance and Procedures.

6.6. Members, with the exception of IRC Members, may consult with the Board Secretary in case of doubt as to whether Interests and/or Conflict of Interest arises in a particular situation.
6.7. IRC Members may consult with their Gavi focal point, in case of doubt as to whether Interests and Conflict of Interest arises in a particular situation and where appropriate with the Director, Legal.

7. Management of Conflict of Interest and/or Interests

7.1. The Guidance and Procedures provide how a Conflict of Interest and/or Interests will be managed.

8. Register of Conflicts of Interest

8.1. A register of Interests and Conflicts of Interest will be maintained by the Secretariat.

8.2. A schedule of applicable declarations of Interests will be tabled at each meeting of the Board, Standing Board Committee, any Advisory Body and IRC.

9. Failure to disclose

9.1. Members who have not made a disclosure when required, are expected to explain their reasons for not doing so to the Board Secretary, and if the Board Secretary requires it, to the Board Chair.

9.2. Members who breach this Policy could be subject to, depending on the severity of the breach, the removal process enshrined in Article 2.4.4. of the By-Laws.

9.3. Failure to disclose Interests and/or Conflicts of Interest by a Representative Member could be addressed in consultation with the organisation providing that Member.

10. Special Advisers

10.1. From time to time, Gavi provides the Board Chair and Board Vice Chair, and certain other Members with special adviser support to aid them in their roles as Members of Gavi.

10.2. Members receiving this support must acknowledge annually in their Declaration Form that special advisers only support activities in furtherance of the Member’s service on the Board.

11. Effective date and review of policy

11.1. This Policy comes into effect as of 1 January 2019.

11.2. This Policy will be reviewed by the Governance Committee on an annual basis. Any amendments to this Policy are subject to Board approval.

11.3. Any amendments to the Guidance and Procedures are subject to the review and approval of the Governance Committee.
Guidance and Procedure
Conflicts of Interest Policy for Governance Bodies

Contents

1. Why managing Conflicts of Interest matters? ................................................................. 2
2. Principles to bear in mind. ............................................................................................... 2
3. Non-exhaustive examples of possible Interests and Conflicts of Interest and how they could be managed .................................................................................................................. 3
4. Factors that will be considered when assessing the Interests and/or Conflict of Interest ...... 7
5. Management of Conflicts of Interest .............................................................................. 7
6. Procedure ......................................................................................................................... 9
7. Dealing with suspicions about undisclosed Conflicts of Interest .................................... 11
8. Registry ................................................................................................................................ 11
9. General Provision ............................................................................................................ 11
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.

<table>
<thead>
<tr>
<th>Type of Interests / Conflict of Interest</th>
<th>Example</th>
<th>How it could be managed (only indicative and not binding)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Self-benefit of Gavi opportunities and property</td>
<td>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.</td>
<td>Avoid</td>
</tr>
</tbody>
</table>
| 2 Financial conflicts | 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. | **Step 1**: 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.  
**Step 2**: Presentation is delivered to all the participating Members.  
**Step 3**: 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.  
**Step 4**: Discussion ensues among the Board. The conflicted Members do not participate, but remain in the room.  
**Step 5**: The chair of the Meeting has the discretion to request the conflicted Members to leave the room while the vote is taken.  
**Step 6**: Vote on the decision is taken. Abstention from voting of the conflicted Members is noted in the minutes for the registry. |
| | 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. | **Step 1**: 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.  
**Step 2**: Presentation is delivered to all the participating Members.  
**Step 3**: All Members and Representative Members can stay and participate in the discussion on the relevant matter.  
**Step 4**: The chair of the Meeting has the discretion to request you to leave the room while the vote is taken.  
**Step 5**: Vote is taken on the decision. |
| 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. | **Step 1:** Disclose that your family member has been interviewed for a Senior position at the organisation affected by the vote.  
**Step 2:** The Chair will assess the magnitude of your Interest, with the assistance of the Secretary of the Board and Legal Director, if required.  
**Step 3:** 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. |
| 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** |
| | | You are a Member or 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). | **Step 1:** Disclose through the Declaration Form or to the Chair that you or a Member of your constituency has an Interest.  
**Step 2:** The Chair, with the assistance of the Secretary of the Board and Legal Director, if required, will evaluate the magnitude of the conflict.  
**Step 3:** 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.  
**Step 4:** 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. |
| | | 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. | **Step 1:** Ensure that you have disclosed this interest in your most recent Declaration form. If not, declare it to the chair of the Meeting.  
**Step 2:** Withdraw yourself from the meeting and for all discussion and voting on the proposal. |
<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>5</td>
<td><strong>Business relationships and dealings</strong></td>
<td>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.</td>
</tr>
</tbody>
</table>
|   | **Step 1:** Ensure that you have disclosed this interest in your most recent Declaration form. If not, declare it to the chair of the Meeting.  
**Step 2:** Withdraw yourself from the meeting and for all discussion and voting on the proposal.  
**Step 3:** 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. |
| 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.  
**Step 1:** Disclose the perceived Conflict of Interest in the Declaration Form.  
**Step 2:** 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. |
| 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.  
**Step 1:** Chair informs the participants that certain constituency has an Interest in the decision. If the chair does not make this declaration, you have to actively disclose your interest.  
**Step 2:** The chair of the Meeting will invite the conflicted Member representing the constituency, to make a statement.  
**Step 3:** The conflicted member should from the Meeting. |
| 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.  
**Step 1:** 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.  
**Step 2:** The conflicted Member has to withdraw from the Meeting.  
**Step 3:** The chair invites the alternate member to represent and vote on behalf of the constituency.  
**Step 4:** The chair can invite the conflicted member to stay in the room during the discussion and voting of the decision. |
|   | 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. | Step 1: Ensure that you have disclosed this Interest in your most recent Declaration form. If not, declare it to the chair of the Meeting.  
Step 2: Withdraw yourself from the Meeting and for all discussion and voting on the proposal.  
Step 3: 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. |
|   | 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. | Step 1: The conflicted Member communicates to the Board Secretary the change in the circumstances.  
Step 2: The conflicted Member communicates to the constituency they are representing, the change in the circumstances to inform them that they are no longer eligible.  
Step 3: The conflicted Member communicates the decision of the constituency to the Board Secretary.  
Step 4: The matter is referred to the Governance Committee, who can decide on termination of the conflicted Member.  
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.  
Step 1: The conflicted Member communicates to the Board Secretary the change in the circumstances.  
Step 2: The conflicted Member checks with the constituency they are representing, whether the constituency is comfortable with the Member continuing to represent them.  
Step 3: The conflicted Member communicates the decision of the constituency to the Board Secretary.  
Step 4: The matter is referred to the Governance Committee, who can decide on termination of the conflicted Member. |
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

<table>
<thead>
<tr>
<th>Who</th>
<th>What</th>
<th>When</th>
<th>How</th>
<th>To whom</th>
<th>Who decides</th>
<th>Appeal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Unaffiliated Member</td>
<td>Any Conflict of Interest</td>
<td>Annually (beginning of calendar year)</td>
<td>Declaration Form</td>
<td><strong>General rule</strong>: Board Secretary.</td>
<td><strong>General rule</strong>: Board Chair.</td>
<td>Governance Committee</td>
</tr>
<tr>
<td>Unaffiliated Member</td>
<td>Any Conflict of Interest</td>
<td>Meeting</td>
<td>Verbally</td>
<td><strong>General rule</strong>: Board Secretary, or to the chair of the Meeting if a sensitive matter.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>If chair of the Meeting is conflicted</strong>: Secretary and Board Chair</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>If the Board Chair is conflicted</strong>: Legal Director &amp; Board Vice Chair.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Unaffiliated Member</td>
<td>Any Conflict of Interest</td>
<td>When arises</td>
<td>E-mail</td>
<td><strong>General rule</strong>: Board Secretary</td>
<td><strong>General rule</strong>: The chair of the Meeting.</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>If the Board Chair is conflicted</strong>: Legal Director &amp; Board Vice Chair.</td>
<td><strong>If chair of the Meeting is conflicted</strong>: Board Chair.</td>
<td>Governance Committee</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>If the Board Chair is conflicted</strong>: Board Vice Chair.</td>
<td>Governance Committee</td>
</tr>
<tr>
<td>Representative Member</td>
<td>Any Conflict of Interest of the appointing organisation</td>
<td>Annually (beginning of calendar year)</td>
<td>Declaration Form</td>
<td><strong>General rule</strong>: Board Secretary.</td>
<td><strong>General rule</strong>: Board Chair.</td>
<td>Governance Committee</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Representative Member</td>
<td>Any Conflict of Interest of the appointing organisation</td>
<td>Meeting</td>
<td>Verbally</td>
<td><strong>General rule</strong>: Board Secretary, or to the chair of the Meeting if a sensitive matter.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>If chair of the Meeting is conflicted</strong>: Secretary and Board Chair</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>If the Board Chair is conflicted</strong>: Legal Director &amp; Board Vice Chair.</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>General rule</strong>: The chair of the Meeting.</td>
<td>Governance Committee</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>If chair of the Meeting is conflicted</strong>: Board Chair.</td>
<td>Governance Committee</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>If the Board Chair is conflicted</strong>: Board Vice Chair.</td>
<td>Governance Committee</td>
</tr>
<tr>
<td>IRC Member</td>
<td>Any Conflict of Interest</td>
<td>Meeting</td>
<td>Declaration Form</td>
<td>▪ General rule: Gavi focal point.</td>
<td>▪ General rule: Gavi focal point.</td>
<td>Governance Committee</td>
</tr>
<tr>
<td>IRC Member</td>
<td>Any Conflict of Interest</td>
<td>When arises</td>
<td>E-mail</td>
<td>▪ General rule: Gavi focal point.</td>
<td>▪ General rule: Gavi focal point.</td>
<td>Governance Committee</td>
</tr>
</tbody>
</table>

| CEO | Any Conflict of Interest | Meeting | Declaration Form | ▪ General rule: Board Secretary. | ▪ General rule: Board Chair. | Governance Committee |
| CEO | Any Conflict of Interest | When arises | E-mail | ▪ General rule: Board Secretary. | ▪ 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.


9.1. 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.