## DOCUMENT ADMINISTRATION

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<td>Prepared by: Barry Greene, Managing Director, Finance and Operations</td>
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1. Definitions

1.1. The following definitions and acronyms shall apply:

- “AFC” – GAVI Alliance Audit and Finance Committee.
- “Board” – GAVI Alliance Board of Directors, or the GAVI Alliance Executive Committee acting on behalf of the Board of Directors.
- “Incumbent Alliance Auditor” – the public accounting firm engaged to perform the audit of the consolidated financial statements of the GAVI Alliance.
- “Incumbent Campaign Auditor” – the public accounting firm engaged to perform the audit of the financial statements of the GAVI Campaign.
- “Incumbent IFFIm Auditor” – the public accounting firm engaged to perform the audits of the financial statements of the International Finance Facility for Immunisation and the GAVI Fund Affiliate.
- “Records” – all documents, reports, diagrams, correspondence, emails, and other physically or electronically stored material, and other business records regardless of where they are located or stored, including those stored in a desk drawer, office, file cabinet, record center, hard drive, personal computer or lap-top, or off-site location.
- “US GAAP” – United States Generally Accepted Accounting Principles.
- “UK GAAP” – United Kingdom Generally Accepted Accounting Principles.

2. Appointment of Independent Auditor

Request for Proposals by Audit Firms

2.1. Prior to the end of the last financial year of a current Incumbent Alliance Auditor’s five-year term, as described in 2.5 and 2.6 below, the Secretariat shall request no less than three public accounting firms to submit written proposals to serve as the GAVI Alliance’s next independent auditor.

2.2. The Secretariat shall review and assess all proposals submitted to identify those proposals meriting consideration by the AFC. The Secretariat shall then submit those proposals meriting AFC consideration to the AFC, along with the Secretariat’s recommendations on which firm should be selected.

2.3. In assessing each proposal, the Secretariat and AFC shall consider:

(a) the overall reputation of the firm, including whether the firm is an internationally recognised public accounting firm.
(b) the firm’s presence in Switzerland, the United States and the United Kingdom.
(c) the firm’s experience with auditing organisations similar to the GAVI Alliance, including its experience with auditing organisations under US GAAP, UK GAAP and IFRS.
(d) the firm’s understanding of the GAVI Alliance’s business and mission and whether the proposal has been tailored to reflect this understanding.
(e) the quality, experience and qualifications of the individuals on the proposed professional team.
the firm’s proposed risk assessment and audit methodologies, including whether the proposed methodologies are appropriate for the Gavi Alliance and sufficient to identify material errors and control weaknesses.

the firm's proposed plan for dealing with and relying on the audit work performed by the Incumbent IFFIm Auditor and Incumbent Campaign Auditor, including whether the firm plans to make reference to the Incumbent IFFIm Auditor and the Incumbent Campaign Auditor in its audit report on the Gavi Alliance’s consolidated financial statements.

potential efficiencies and cost savings that may be realised by appointing the same public accounting firm to serve as Incumbent Alliance Auditor, Incumbent IFFIm Auditor and Incumbent Campaign Auditor.

any factors that may create conflicts of interest or impair the firm's actual or perceived independence from the Gavi Alliance.

the number of hours and whether sufficient partner and manager time is allocated to ensure proper supervision of the team.

the proposed fee and estimated out-of-pocket expenses.

if available, feedback from the firm’s other clients on the firm’s performance.

any other information that the Secretariat or AFC deems relevant to the firm or its proposal.

2.4. Based on the considerations described in 2.3 above, the AFC shall recommend a public accounting firm to the Board for appointment as the Gavi Alliance’s independent auditor. The selected public accounting firm shall be appointed as Incumbent Alliance Auditor by resolution of the Board.

Term of Appointment

2.5. An Incumbent Alliance Auditor may serve a first term of up to five consecutive financial years. After completion of its first five-year term, an outgoing Incumbent Alliance Auditor may submit a proposal to be considered for appointment to a second term of up to five consecutive financial years.

2.6. No Incumbent Alliance Auditor may serve more than two consecutive five-year terms. After completion of an Incumbent Alliance Auditor’s second consecutive five-year term, the Board shall appoint a different public accounting firm to serve as the Gavi Alliance’s independent auditor.

2.7. The Board may, by resolution, terminate an Incumbent Alliance Auditor’s services prior to completion of its five-year term. In the case of such a termination, the Board shall appoint a new Incumbent Alliance Auditor as described in 2.1 to 2.4.

3. Services to be Provided by Incumbent Alliance Auditor

Audit and Related Services

3.1. Each financial year, the Incumbent Alliance Auditor shall perform the following audit and related services:

(a) audit of the Gavi Alliance’s consolidated financial statements included in the Gavi Alliance Annual Financial Report.

(b) audit of supplemental information included in the Gavi Alliance Annual Financial Report.
(c) review of discussion and analysis information included in the Gavi Alliance Annual Financial Report.
(d) other audit and examination assignments that may be required from time to time by donors, partners or other Gavi Alliance stakeholders.

3.2. The services described in 3.1.1(a), b) and c) above shall be included in annual audit engagement letters that the Secretariat shall execute on behalf of the Gavi Alliance with the Incumbent Alliance Auditor. Board approval of these engagement letters shall not be required.

3.3. The services described in 3.1.1(d) above shall be included, as necessary, in separate engagement letters that the Secretariat shall execute on behalf of the Gavi Alliance with the Incumbent Alliance Auditor. Specific Board approval of these engagement letters shall not be required unless the aggregate fees associated with these services exceeds, or is expected to exceed, US$ 250,000 during any financial year.

Tax Compliance Services

3.4. Each tax year, the Incumbent Alliance Auditor shall perform tax compliance services for the Gavi Alliance, including review of the Gavi Alliance annual tax Form 990 submitted to the United States Internal Revenue Service.

3.5. The services described in 3.4 above shall be included in annual tax engagement letters that the Secretariat shall execute on behalf of the Gavi Alliance with the Incumbent Alliance Auditor. Board approval of these engagement letters shall not be required.

Disallowed Services

3.6. The Incumbent Alliance Auditor shall not, without prior approval of the AFC, perform any audit, financial compliance or other examination procedures in GAVI implementing countries with respect to the use of Gavi funds.

3.7. The Incumbent Alliance Auditor shall not perform any services that involve, or appear to involve, the Incumbent Alliance Auditor making management decisions on behalf of the Gavi Alliance.

4. Assessment of Incumbent Alliance Auditor’s Performance

4.1. After the second financial year of an Incumbent Alliance Auditor’s five-year term, the Secretariat will prepare an assessment of the Incumbent Alliance Auditor’s performance and quality of service, and present that assessment to the AFC for review and consideration. This evaluation shall include assessments of:

(a) the quality of communications with the AFC and the Secretariat.
(b) how the audits for the first two financial years were planned and conducted.
(c) the composition of the audit team.
(d) the timeliness and responsiveness of the Incumbent Alliance Auditor.
(e) the Incumbent Alliance Auditor’s maintenance of independence.
(f) any significant changes to the Incumbent Alliance Auditor since its appointment.
(g) any other information that the Secretariat deems relevant.
4.2. The AFC shall consider the information in the Secretariat’s assessment, along with information it has received directly from the Incumbent Alliance Auditor. Based on all this information, the AFC shall determine whether there are any issues that must be remedied.

4.3. The AFC or Board may also initiate a formal review of the Incumbent Alliance Auditor’s performance at any time if they become aware of any issues that they feel must be immediately remedied.

4.4. The Secretariat shall work with the AFC and the Incumbent Alliance Auditor to promptly remedy any issues identified in 4.2 or 4.3 above.

5. **Audit or Examination of Records by Parties Other than the Incumbent Alliance Auditor**

5.1. The Incumbent IFFIm Auditor and Incumbent Campaign Auditor may, after consulting with the Secretariat, perform audit procedures on the Records of the Gavi Alliance to the extent such procedures are required to complete their audits of the International Finance Facility for Immunisation, the GAVI Fund Affiliate or the GAVI Campaign.

5.2. Unless exceptionally and specifically approved by the AFC or Board no individual or organisation other than the Incumbent Alliance Auditor, the Incumbent IFFIm Auditor and Incumbent Campaign Audit may perform audit or other examination procedures on the Records of the Gavi Alliance.