

For no-objection consent

Gavi Alliance Governance Committee Meeting

25 November 2019

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.05 Geneva time on 25 November 2019. Mr Bill Roedy, Board Vice Chair and Governance Committee Chair, chaired the meeting.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 1.3 The Committee noted the minutes of its meeting on 1 October 2019 (Doc 01b) which had been approved by no-objection on 11 November 2019.
- 1.4 The Committee noted its action sheet (Doc 01c) and forward workplan (Doc 01d).

2. Board and Committee Leadership

2a. Board Vice Chair nomination

- 2a.1 In the absence of the Board Chair, it was agreed to defer discussion on this item to the 3 December 2019 Governance Committee meeting.

2b. Board Chair recruitment

- 2b.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 02b) informing Committee members that the Search Committee had met for the first time on 23 October 2019, had been briefed on the process and proposed timeline and had provided input to the Request for Proposals (RFP) which had subsequently been circulated to selected executive search firms with recognised capabilities in an assignment of this nature.
- 2b.2 Governance Committee members were invited to ratify the appointment of Clarisse Loe Loumou to the Search Committee, as per the correspondence with the Committee since its 1 October 2019 meeting.

Discussion

- Governance Committee members noted that in an endeavour to have continuity on the Search Committee throughout the recruitment process, it was agreed that insofar as is possible the composition should remain intact as appointed even if any of the Board members should no longer be on the Board. It is to be noted, however, that this may have to be managed on a case by case basis should the need arise.

Decision One

The Gavi Alliance Governance Committee:

- a) **Confirmed** the appointment of Clarisse Loe Loumou as an additional member of the Board Chair Recruitment Search Committee; and
- b) **Noted** the composition of the Board Chair Recruitment Search Committee as follows:

Bill Roedy, Board Vice Chair
Omar Abdi
Sarah Goulding
Minister Amir Aman Hagos
David Sidwell
Clarisse Loe Loumou

2c. Committee Chair nominations

- 2c.1 Joanne Goetz, Head, Governance, presented this item (Doc 02c) recalling that the Governance Committee, at its meeting of 1 October 2019, had already discussed this item and had not expressed any objections to considering the reappointment of the incumbent Chairs of the Audit and Finance Committee , Investment Committee and Programme and Policy Committee .

Decision Two

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

- a) **Reappoint** the following as Chair of the Investment Committee:
 - Stephen Zinser until 30 June 2020
- b) **Reappoint** the following as Chair of the Audit and Finance Committee:
 - David Sidwell until 31 December 2020

c) **Reappoint** the following as Chair of the Programme and Policy Committee:

- Helen Rees until 31 December 2021

Stephen Zinser recused himself and did not vote on Decision Two above.

3. Annual HR Report

- 3.1 Catherine Pawlow, Director, Human Resources, presented this item, providing information in relation to the profile of Gavi staff in terms of gender, age, nationality and tenure.
- 3.2 She provided data in relation to staff recruitment including trends in relation to gender diversity and in terms of different nationalities being recruited, where attention continues to be given to recruiting from Gavi-supported countries.
- 3.3 She outlined a number of tools which have been put in place to assess staff performance, to develop leaders and to ensure continuity when positions are being vacated. She referred to some preliminary work which has also been done on joint onboarding with Alliance partners.
- 3.4 Ms Pawlow informed Committee members that in the context of a growing workload across the Secretariat, there is a focus on team health which has been included as a performance indicator for 2019. She also shared information in relation to steps taken to highlight the importance of ensuring a respectful workplace environment, including training, as well as on a number of mechanisms which are available for staff to report on any issues of concern.
- 3.5 Finally, she indicated that a *Secretariat capacity and organisational review* would be undertaken in early 2020 in preparation for Gavi 5.0 and highlighted the areas of focus for 2020, namely: (i) fostering a high-performance culture; (ii) developing talent; (iii) promoting leadership; (iv) living Gavi values and improving wellbeing; and (v) increasing collaboration.

Discussion

- In response to a question from a Governance Committee member, the Secretariat noted that the GPS (Gavi People Survey) is normally done every three years and that one is planned for 2020. Information was shared in relation to a number of other fora or tools that are at the disposal of staff to express concerns or share successes such as the staff council, Ombudsman, staff town halls, etc. There is also a confidential employee assistance programme which is available to all employees and their families.
- The CEO highlighted that it is clear that there are high levels of stress amongst the staff and that the workload is very heavy and that people are often resilient because they care about Gavi and its mission. This is something that needs to be

looked at very closely in particular in light of ascertaining whether or not the Secretariat is fit for purpose to deliver on the ambitious goals of Gavi 5.0.

- Governance Committee members noted that in relation to the Alliance, HR handles joint onboarding but is not involved in other initiatives which are being implemented based on the findings of the Alliance Health Survey such as the Alliance brown bags, co-working arrangements, etc. The CEO noted that as the survey is based on a five-point scoring system, there are sometimes small differences in results which are not always helpful to dig down into the issues. Different ways are, therefore, being considered of exploring some of the issues using tools other than a survey.
- The Chair concluded the session by referring to the importance not only of the quantity of the data which is available for the different analyses but also of checking the quality of the data and the quality of the tools used to collect the data.

4. Proposed Governance Review

- 4.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item (Doc 04) which aimed primarily to seek guidance on how the “focus issues” be prioritised, those relating to (i) engaging new donors; (ii) expanding the Board; (iii) Board Committees; (iv) All Chairs Group; (v) Board Vice Chair; (vi) Developing Countries; and (vii) Statutes and By-laws.

Discussion

- Governance Committee members noted that the issue around donor representation in Gavi’s governance structures is highly time sensitive, as it is a topic of great interest for a number of donors who are considering stepping up at the upcoming replenishment. The donor constituency itself is very much aware of the request to look at how seats are allocated and it is an ongoing conversation which includes equity and fairness considerations and will likely not be able to either anticipate and/or accommodate all eventualities. It was suggested that consideration should still be given to looking at the option of potentially creating additional seats on the Board to accommodate new donors. It will also be important to carefully consider what might be unintended consequences of the various options being considered.
- One Committee member suggested that the conversations should not be focused just on the donor constituency but on Board engagement as a broader issue and also looking at opportunities to strengthen trust.
- A number of Committee members expressed surprise that the All Chairs Group has not been meeting as foreseen and suggested that it should be meeting on at least a quarterly or bi-annual basis. It was felt that further discussions on the role of this group could be useful.

- It was also felt that the Board Vice Chair should continue to chair the Governance Committee.
- Committee members did not feel that the use of an independent adviser to guide the review was necessary. It was suggested that this could rather be overseen by a subcommittee.
- Committee members noted that the issue of strengthening the voice of the developing countries continues to be raised and that it could be useful again to look at whether the representation of these constituencies on the Board at the Ministerial level remains optimal and how to facilitate stronger engagement on the Board's Committees.
- Committee members were comfortable to be guided by the Secretariat in terms of the need to potentially review the Statutes, By-laws and Committee Charters.
- It was agreed that discussions in relation to this item would be continued at the Governance Committee meeting of 3 December 2019.

5. Board and Committee Nominations

5a. Board/Committee member nominations

- 5a.1 Joanne Goetz, Head, Governance, presented this item (Doc 05a) recalling that the Governance Committee, at its meeting of 1 October 2019, had already had a preliminary discussion on this item. Some specific considerations were still required in relation to developing country representation on the Governance Committee and on the Programme and Policy Committee.
- 5a.2 It was noted following discussions at the 1 October 2019 meeting of the Governance Committee, that the developing country constituency had been invited to consider submitting further nominations to the Governance Committee and that five names were now being tabled for consideration. It was not clear from the profiles of the candidates that any of them stood out in terms of demonstrated corporate governance experience.
- 5a.3 It was also noted that nominations would be sought from Anglophone Africa for the Programme and Policy Committee and two names had subsequently been submitted for consideration in the place of the nomination received initially from the EMRO constituency.

Discussion

- Committee members considered the five candidates for the Governance Committee seat and agreed to recommend to the Board the appointment of the candidate from Georgia.

- In relation to the two Nigerian candidates for the Programme and Policy Committee, it was proposed that they should be interviewed in advance of the next Governance Committee meeting so that further information could be shared with the Committee in advance of its final deliberations.
- Governance Committee members agreed, also in light of the discussion on the appointment of the Board Vice Chair which had been deferred to the meeting of 3 December 2019, that formal recommendations in relation to the appointments to the Market-Sensitive Decisions Committee, Governance Committee and Programme and Policy Committee be deferred to the 3 December 2019 meeting of the Governance Committee.

Decision Three

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board:

a) That it **appoint** the following Board Members:

- **Maty Dia** as Board Member representing the civil society organisations constituency in the seat formerly held by Craig Burgess, effective immediately and until 31 December 2021.
- **Jan Paehler** as Board Member representing the European Commission on the donor constituency anchored by Germany in the seat currently held by Harriet Ludwig of Germany, effective 1 January 2020 and until 31 December 2020.
- **Roger Conner** as Board Member representing the vaccine industry industrialised countries in the seat currently held by Susan Silbermann, effective 1 August 2020 and until 31 July 2023.

b) That it **reappoint** the following Board Members:

- **Daniel Graymore** as Board Member representing the United Kingdom on the donor constituency anchored by the United Kingdom, effective 1 January 2020 and until 31 December 2022.
- **Margaret (Peggy) Hamburg** as an Unaffiliated Board Member, effective 1 January 2020 and until 31 December 2022.

c) That it **appoint** the following Alternate Board Members:

- **Frank Mahoney** as Alternate Board Member representing the civil society organisations constituency in the seat currently held by Maty Dia, effective immediately and until 31 December 2019.
- **An Vermeesch** as Alternate Board Member representing the vaccine industry industrialised countries in the seat currently held by Julie Hamra, effective immediately and until 31 July 2023.

- **Joan Valadou** as Alternate Board Member representing France on the donor constituency anchored by Germany in the seat currently held by Jan Paehler of the European Commission, effective 1 January 2020 and until 31 December 2020
- d) That it **reappoint** the following Alternate Board Member:
- **Susan Elden** as Alternate Board member to Daniel Graymore representing the United Kingdom, effective 1 January 2020 and until 31 December 2022.
- e) That it **appoint** the following to the Audit and Finance Committee effective 1 January 2020:
- **David Sidwell** (Board Member) until 31 December 2020
 - **Teresa Ressel** (Board Member) until 31 December 2021
 - **Beniamin Carcani** (Committee Delegate) until 31 December 2021
 - **Etleva Kadilli** (Alternate Board Member) until 31 December 2021
 - **Kwaku Agyeman-Manu** (Board Member) until 31 December 2020
 - **Emmanuel Maina Djoulde** (Committee Delegate) until 31 December 2021
 - **Andreas Karlsberg Pettersen** (Committee Delegate) until 31 December 2021
 - **Irene Koek** (Alternate Board Member) until 31 December 2021
 - **Gisella Berardi** (Committee Delegate) until 31 December 2021
 - **Tom Morrow** (Committee Delegate) until 31 December 2021
- f) That it **appoint** the following to the Investment Committee effective 1 January 2020:
- **Stephen Zinser** (Board Member) until 30 June 2020
 - **David Sidwell** (Board Member) until 31 December 2020
 - **Afsaneh Beschloss** (Board Member) until 31 December 2021
 - **Margaret (Peggy) Hamburg** (Board Member) until 31 December 2021
 - **Matthias Reinicke** (Committee Delegate) until 31 December 2021
 - **William Roedy** (Board Member) until 31 July 2021
- g) That it **appoint** the following to the Evaluation Advisory Committee effective 1 January 2020:
- **Marta Nunes** (Board Member) until 31 December 2020
 - **Maty Dia** (Board Member) until 31 December 2021
 - **Zulfiqar A. Bhutta** (Independent Expert) until 31 December 2021
 - **Jeanine Condo** (Independent Expert) until 31 December 2021
 - **Juan Pablo Gutiérrez** (Independent Expert) until 31 December 2021
 - **Mira Johri** (Independent Expert) until 31 December 2021
 - **Ezzedine Mohsni** (Independent Expert) until 31 December 2021
 - **Viroj Tangscharoensathien** (Independent Expert) until 31 December 2021

Governance Committee members who were candidates for these positions, or whose organisations or constituencies provided candidates for these positions, did not participate in discussion or voting on these nominations.

5b. Update on Unaffiliated Board Member Recruitment

- 5b.1 It was agreed to defer discussion on this item to the 3 December 2019 Governance Committee meeting.

5c. Independent Review Committee appointments

- 5c.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 05c) informing Committee members that in line with the Gavi By-laws, the CEO, in concurrence with the Chair of the Programme and Policy Committee, had appointed on an emergency basis 11 Independent Review Committee (IRC) members with HSS (health system strengthening) expertise in French to address an urgent need in the IRC pool. The Governance Committee is now being asked to recommend to the Board that it ratify these emergency appointments in line with normal process.

Decision Four

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

Ratify the emergency appointment of 11 IRC members by the Chief Executive Officer in concurrence with the Chair of the Programme and Policy Committee (PPC) under Article 5.1.1 of the By-Laws, whose names are listed in Annex A to Doc 05c, for a term effective 12 August 2019 until 31 March 2022.

6. Review of Decisions

- 6.1 Philip Armstrong, Director, Governance and Secretary to the Board, reviewed and agreed the language of the decisions with the Committee.

7. Any other business

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

Mr Philip Armstrong
Secretary to the Board



Attachment A: Participants

Committee Members

- Bill Roedy, Chair
- Megan Cain
- Daniel Graymore
- Orin Levine
- Stephen Zinser
- Seth Berkley (non-voting)

Secretariat

- Philip Armstrong
- Joanne Goetz
- Catherine Pawlow (Agenda Item 3)

Other Board Members observing

- Jan Paehler, Governance Committee member elect

Regrets

- Omar Abdi
- Amir Aman Hagos
- Harriet Ludwig
- Susan Silbermann