

For no-objection consent

Gavi Alliance Governance Committee Meeting

30 April 2020

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 15.06 Geneva time on 30 April 2020. Ms Sarah Goulding, 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 of 17 March 2020 (Doc 01b) which had been approved by no objection on 28 April 2020.
- 1.4 The Committee also noted its forward workplan (Doc 01c).

2. Board Chair recruitment

- 2.1 Bill Roedy, Board Chair Recruitment Search Committee Chair, informed Governance Committee members that the Search Committee had met earlier that week and confirmed that the process is moving ahead as planned with an interesting pipeline of candidates.
- 2.3 He reported that the Search Committee has looked at a longlist of potential candidates for the role and that following discussions a more in-depth profiling of around 8-10 candidates will be presented to the Committee at its next meeting on 13 May 2020.

3. Unaffiliated Board Member Recruitment

- 3.1 Bill Roedy, Unaffiliated Board Member Recruitment Subcommittee Chair, recalled that Russell Reynolds is also providing support to this recruitment process.
- 3.2 He reported that the Subcommittee had met on 23 April 2020 and had narrowed down the list of potential candidates to seven. Mr Roedy noted that one of the very important factors to confirm at this stage relates to the ability of the candidates to commit the time required for the role, noting that some had already indicated that

it would not be possible for them to take on the role before the end of this year at the earliest.

Discussion

- The Chair noted that the ongoing recruitment is to fill the seats to be vacated by Stephen Zinser and David Sidwell at the end of their terms in June and December 2020 respectively.
- She invited Governance Committee members to consider whether, given the current global context and the important roles that each of them play as chairs of the Investment Committee and Audit and Finance Committee, it might be prudent to consider exceptionally extending each of their terms for an additional year, if they themselves are willing to do so.
- Governance Committee members present agreed with this proposal, noting that they both bring enormous expertise and value to the Board and that it would be important for the Board and its Committees to have continued strong leadership during these uncertain times.
- Governance Committee members noted that it will be possible to facilitate the approval of an exceptional extension and that this will be done formally at the June 2020 Governance Committee and Board meetings.
- In the meantime, it was noted that consideration will be given to adjusting the timeline for the Unaffiliated Board member recruitment process as appropriate, noting that there will still be vacancies to fill during 2021.

4. Board and Committee nominations

- 4.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 04) referring to a nomination received from the United States/Australia/Japan/Republic of Korea constituency to fill the second Alternate Board member seat as provided for in the Gavi Alliance By-laws.

Decision One

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

Appoint Ambassador Tamaki Tsukada as Alternate Board Member representing Japan on the donor constituency anchored by the United States under Article 2.5.2 of the Gavi By-laws, effective immediately and until 31 December 2021.

5. Donor Constituency Organising Principles

- 5.1 Megan Cain, Governance Committee member and Donor Constituency Coordinator, recalled the process followed by the donor constituency to revise its guiding principles, noting the final document which had been shared with the Committee for information at this meeting.
- 5.2 She noted that the next step will be, once the replenishment is over, to consider any potential changes in terms of the clusters within the donor constituency, based on the new principles, which would come into effect from 1 January 2021.

Discussion

- The Committee commended Ms Cain for her leadership in bringing this work together, working collaboratively with all donors.
- Some Governance Committee members suggested that it might be useful to prepare an accompanying document that was less formulaic and simplified which potential future donors might find easier to follow and it was agreed that this would be further explored.

6. Guiding Principles on Gender for Board and Committee Nominations

- 6.1 Joanne Goetz, Head, Governance, presented this item (Doc 06) recalling that at its meeting of 11 February 2020 the Committee had endorsed the proposed approach for the review of the principles for gender on the Board and Board Committees and that at its meeting of 17 March 2020 the Committee had been invited to provide guidance on the proposed revisions and to provide input in writing to the Secretariat within 10 days of the meeting.

Discussion

- Governance Committee members did not have any further comments on the proposed guiding principles and agreed that they could be put on the consent agenda for the June 2020 Board meeting for approval.

Decision Two

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

Approve the Guiding Principles on Gender for Board and Committee Nominations as set out in Annex A to Doc 06, effective 1 July 2020.

7. Revision of Statutes and Introduction of Operating Procedures

- 7.1 Philip Armstrong, Director, Governance and Secretary to the Board, presented this item to the Committee (Doc 07).
- 7.2 He presented the proposed amendments to the Statutes which are in line with the high-level analysis presented to the Governance Committee at its 17 March 2020 meeting. He also presented the proposed draft of the new Operating Procedures, which were being proposed to replace the Gavi By-laws.
- 7.3 Committee members noted the next steps which include submitting the proposed amendments to the Swiss Supervisory Authority for Foundations for prior approval as well as an invitation from the Secretariat to input on both documents either during discussions at this meeting, or in writing to the Secretariat within 10 days of this meeting.

Discussion

- Governance Committee members commended the quality and comprehensiveness of the work done so far and appreciated the opportunity to provide input in writing as indicated.
- In response to a question from a Governance Committee member, the Secretariat confirmed that they would clarify the wording in the Statutes around the term limit of Representative Board members.

8. Review of Decisions

- 8.1 Philip Armstrong, Director of Governance and Secretary to the Board, confirmed that the agreed decisions would be shared electronically immediately after the meeting with Governance Committee members.

9. Any other business

- 9.1 The Chair provided a brief update to the Committee on the meeting of the All Chairs Group (ACG) which had taken place on 21 April 2020, thanking Committee members for their input as requested in advance of the meeting.
- 9.2 She noted that discussions had focused on the impact of the COVID-19 pandemic on the Secretariat both in terms of staff morale and operational issues, and also in relation to the work being done in relation to Gavi's programmatic and policy work in response to the pandemic.
- 9.3 She informed Committee members that there is a strong sense that the assumptions in the Gavi 5.0 strategy are being impacted by the context of the

pandemic and that there is strong commitment to focus on Gavi's core mandate now more than ever.

- 9.4 The Chair noted that the Board Chair wishes to keep the ACG engaged as we move forward and that she might co-opt other Board members to join the meetings of the group from time to time as appropriate.

Discussion

- Committee members welcomed the report of the ACG meeting noting in particular how important it is to keep in mind the health and welfare of the Secretariat staff.
- Bill Roedy, who had been invited by the Board Chair to attend the ACG meeting, referred to the discussion that the group had had about Gavi's upcoming replenishment and some of the added pressures in relation to funding potentially being diverted to the COVID-19 response. Governance Committee members noted in this context the importance of connecting Gavi's mission and work with managing the COVID-19 response.
- The Chair ended the discussion by noting that it could be useful for the Committee to have an update from the Secretariat on the impact of the current situation on the governance team and the governance work schedule.
- 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

- Sarah Goulding, Chair
- Megan Cain
- Maty Dia
- Daniel Graymore
- Bill Roedy
- Susan Silbermann
- Stephen Zinser (Items 4-9)
- Seth Berkley (non-voting) (Items 1-3)

Secretariat

- Philip Armstrong
- Joanne Goetz

Regrets*

- Omar Abdi
- Ferozuddin Feroz
- Tamar Gabunia
- Orin Levine
- Jan Paehler

* All on account of attending to COVID-19 priorities
in their respective areas of work/responsibility