



December 2019

GOVERNANCE COMMITTEE CHARTER

1. PURPOSE

The Governance Committee ("Committee" or "the GC") is established by the Board ("Board") of the Gavi Alliance ("Gavi") to support the Board in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies and practices for the Gavi Alliance. In addition, it shall serve as the "Nominating Committee" as defined in Article 2.4.1 of the Gavi By-laws.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

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

2. MEMBERSHIP

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi's By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

A. Composition and size

The composition of the GC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the GC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The GC shall comprise up to 12 members according to the following representational composition and shall be chaired by the Board Vice Chair in accordance with Article 2.6.4 of the By-laws:

- Two seats for Unaffiliated Board Members;
- One seat for multilaterals (WHO, UNICEF, World Bank);
- One seat for a representative of the Bill & Melinda Gates Foundation;
- Two seats for representatives of developing country governments;
- Three seats for representatives of donor country governments;
- One seat for a representative of the civil society organisations;
- One seat for the vaccine industry – industrialised and developing countries; and
- The CEO, who shall serve as a non-voting member of the GC.

If for any reason the Board Vice Chair is not from among any of the constituencies designated above, or for any other reason determined by the Committee, the Committee shall be exceptionally expanded to 13.

Only Board Members and Alternate Board members may be members of the Committee, except for the members representing the developing country governments, where Committee delegates, as defined in the By-laws, shall be eligible for membership on the GC on an exceptional basis.

Non-voting expert advisers may be invited to participate in GC meetings at the discretion of the GC Chair from time to time. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

B. Competencies and Skills

GC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Governance practices of a variety of institutions (private sector, international organisations, not-for-profits and/or state-owned enterprises);
- Nominations processes for Board and committee members, needs analysis, and the development of position descriptions for boards and committees;
- Board and committee performance evaluations and assessments;
- Ethics and conflict of interest codes and/or policies and methods of ensuring compliance with such codes and/or policies; and
- Other attributes that will support and inform the work of the GC as set out in its Charter.

All GC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for GC membership shall be consistent with Gavi's gender policy.

Each member of the GC will be required to participate in a programme of induction, training and familiarisation with the work of the GC to enable Committee members to keep abreast of current developments in the work of the GC and leading practices. The Chair of the GC shall be selected from among the Board and Alternate Board members appointed to the Committee preferably with in-depth knowledge, skills and experience of governance issues and nominations but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of GC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other GC members, nominate a suitable substitute from the membership of the GC.

C. Appointment and term of office

All GC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the GC. GC members shall be appointed once every two years with renewable terms. All nominees to the GC should be evaluated by the Governance Committee to ensure each individual meets the membership requirements set out in 2.B above and knowledge of Gavi's business prior to appointment and ensure the individual's competencies fit with the required competencies of the GC.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the GC, the Board and the Secretariat;
- Assist the GC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the GC are provided in a timely manner.

3. AUTHORITY

The GC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The GC will operate under Gavi's Statutes and By-laws.

The GC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering: (i) the

governance practices and governance structures of Gavi; (ii) the appropriateness of candidates that are nominated to the Board and its committees; (iii) Board and committee member performance; (iv) the implementation of Gavi's ethics and conflict of interest policies; and (v) other matters as necessary.

The GC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on GC activities to the Board and shall maintain open communications between GC members and the Board.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the GC Chair or individual Committee members as it deems appropriate.

The GC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the GC Chair.

The mandate of the GC is established in this Charter.

4. RESPONSIBILITIES

It is the responsibility of the GC, on behalf of the Board, to:

A. Evaluate the governance practices and governance structures of Gavi with the objective of ensuring that Gavi's governance supports the effective and efficient achievement of Gavi's mission:

- Review the composition of the Board and its committees to ensure that they reflect the appropriate balance of independence, sound judgment, specialisation, technical skills, diversity, fundraising and development ability, geographic representation, and other desired qualities.
- Review Gavi's Statutes, By-laws, committee charters (including the GC Charter), and other governing documents from time to time and recommend any revisions to the Board for its approval.
- Oversee orientation programmes for Board and committee members.

B. Ensure that the most qualified candidates are nominated to the Board and its committees and that Board and committee members have the knowledge, skills and relevant competencies that are necessary to help Gavi achieve its mission:

- Fulfil all responsibilities delegated to the "Nominating Committee" as outlined in the Statutes and By-laws.
- Define the specific skills and responsibilities needed for vacancies as they arise on the Board and its committees and design and implement a process to identify suitable nominees including the review of succession planning requirements and processes for the Board Chair, Board Vice Chair, Unaffiliated Board members and Board committees.
- Nominate candidates for Board and committee membership in accordance with the procedures under the By-laws.

- Establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board and committee members; provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board members in accordance with Article 2.4.1.2 of the By-laws.

C. Evaluate the performance of the Board, its committees and their members:

- Develop and oversee a performance assessment process for the Board and each committee of the Board (including the performance of the GC) and provide a report of the results to the Board.
- Monitor the attendance of Board and committee members and use its findings when considering Board and committee member reappointments.

D. Ensure the effective implementation of Gavi's ethics and conflict of interest policies and the development and maintenance of a culture of ethics:

- Oversee the systems, controls and rules that help ensure that Gavi operates in an ethical and responsible manner.
- Develop, and periodically update, a Code of Ethics for approval by the Board and monitor compliance with the Code.
- Develop, and periodically update, a Conflicts of Interest Policy for Governance Bodies for approval by the Board. The Committee shall also monitor compliance with the Policy and interpret the Policy as needed. It shall also bring any conflict issue it may consider necessary to the Board for discussion and determination.
- Develop, periodically update, and approve a Conflicts of Interest Policy for the Gavi Secretariat. The CEO shall monitor compliance with the Policy and interpret the Policy as needed. He/she shall bring any conflict issue it may consider necessary to the Governance Committee for discussion and determination.

E. Other matters

- Monitor and review of such policies as may be referred to the GC by the Board and to make recommendations to the Board for their approval.
- Receive and review an annual report on matters relating to human resources with subsequent reporting to the Board and to make, if required, appropriate recommendations to the Board or CEO.
- Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the GC including the monitoring of compliance with the requirements of the Swiss Federal Supervisory Authority on Foundations.

5. MODE OF OPERATION

A. Meeting attendance

All Board members and their Alternates, who are not serving on the GC, have the right to attend meetings of the GC as observers but may not speak or participate in the proceedings except at the invitation of the GC Chair.

Members of the Secretariat shall make themselves available to attend all GC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon GC Chair approval.

GC members shall prepare for and actively participate in Committee meetings.

B. Frequency of meetings

The Committee shall meet at least four times annually or more frequently as the GC Chair deems necessary. It is intended that two of these meetings shall be face-to-face meetings.

Meetings shall be co-ordinated to occur prior to Board meetings.

C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees 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.

D. Agenda

The GC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The GC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

E. Quorum

The quorum for the GC shall be a majority of voting GC members.

F. Conflict(s) of interest and declarations of interests

All GC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by GC members when required.

At the commencement of each meeting, each GC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

G. Voting

The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board as appropriate.

H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

I. Executive sessions

From time to time, at the discretion of the GC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

6. ACCESS TO INFORMATION AND EXPERTISE

The GC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

7. PERFORMANCE AND REVIEW

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The GC shall report to the Board the results of its review and development actions arising.

The Board shall review the GC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.