

Dr Tamar Gabunia
First Deputy Minister of Internally Displaced Persons
from the Occupied Territories,
Labour, Health and Social Affairs of Georgia
Tbilisi
Georgia

6 January 2020

Excellency,

Appointment to the Governance Committee

On behalf of the Gavi Board, I am happy to confirm that you have been appointed to the Governance Committee, chaired by our Board Vice Chair, Sarah Goulding.

Your term is effective 1 January 2020 and until 31 December 2021. Your appointment was officially confirmed by the Board during its meeting on 4-5 December 2019

Besides yourself, other members of the Governance Committee are:

- Sarah Goulding (Chair), Board Vice Chair
- Bill Roedy, Unaffiliated
- Stephen Zinser, Unaffiliated
- Omar Abdi, UNICEF
- Orin Levine, Bill & Melinda Gates Foundation
- Ferozuddin Feroz, Governments – Developing (Afghanistan)
- Daniel Graymore, Governments – Industrialised (UK)
- Jan Paehler, Governments – Industrialised (European Commission)
- Megan Cain, Governments – Industrialised (Canada)
- Maty Dia, Civil Society Organisations
- Susan Silberman, Vaccine industry – Industrialised
- Seth Berkley, Gavi CEO (non-voting)

Congratulations on your appointment. We look forward to your active participation, insight and advocacy. While recognising that you are appointed to the Governance Committee by virtue of your constituency affiliation, there are nevertheless general expectations and responsibilities that apply to your role as Committee Delegate, and I have taken the liberty of outlining some specific information that will be important to note:

Role

Accompanying this letter are our Statutes, Bylaws and the Governance Committee Charter.

Given the Headquarters Agreement with the Swiss Federal Council, Gavi's governance is governed through its Statutes and Bylaws. These address the functions of the Board, as a whole, but do not impose specific obligations on individual Board Members.

While in a corporate environment, being a Committee Delegate carries with it the potential to bear some of the obligations of a Board Member, especially as the Board may act on decisions and/or recommendations of a committee, this is less clear in our environment where the Board Committees do not carry decision rights but it is prudent to keep in mind that the Board does, however, act on recommendations for decisions that are put to the Board by the Board Committees.

Under general principles of good governance, Board Members of organisations like Gavi are expected to exercise a duty of care and loyalty to the organisation they serve, and it would be appropriate for Committee Delegates to work within these well-established principles. This can be briefly summarised as follows:

- Duty of care requires that Board Members should be reasonably informed about the decisions taken by the Board and exercise appropriate oversight of the operations of Gavi through the Board.
- Duty of loyalty requires Board Members not to fetter their interests or loyalties and should always seek to act in the best interest of the organisation (in this case, Gavi). Under the Gavi Statutes, Board Members "...are not required to take decisions that conflict with the constitution, regulations, rules and policies of the organisation providing that member to the Board" (Article 15). This means that if a proposed Gavi decision poses a conflict of loyalty for an affiliated Board Member, they would not participate in that decision.

Our Board Member Reference Manual, together with our Policy Reference Book, are available for your reference and information on *BoardEffect*.

Time Commitments

The Governance Committee normally meets up to six times a year for mostly by teleconference. Your regular participation in these meetings is essential to the effective and proper functioning of the Governance Committee. The next meeting of the Governance Committee is via teleconference on 11 February 2020.

The recently updated 2020 Governance Calendar is included for your ease of reference.

In addition, you will be expected to devote appropriate preparation time ahead of each meeting and to attend such ad hoc meetings as may be necessary or convenient. By accepting this appointment, you confirm that you are able to allocate sufficient time to meet these expectations particularly in regard to your responsibilities to the Board Committee to which you have been appointed.

Disclosure of Interests

Disclosure of interests is a continuing obligation and we would be grateful if you could complete the online declaration form as soon as you have your *BoardEffect* credentials. This is an annual and continuing obligation for all Board members and their Alternates.

You may wish to consult with the Director of Governance as soon as you become aware of any potential or perceived conflict.

Travel and other expenses

You will be reimbursed for all reasonable travel and other expenses incurred in your participating in events and meetings as a Board Member or Committee Member strictly in accordance with the provisions of Gavi's Board Travel Policy (accompanying this letter).

BoardEffect

Gavi maintains a web-based portal, *BoardEffect*, which stores considerable current and historic information. The Governance team will be shortly in touch to provide you with the necessary credentials to *BoardEffect*.

Full details of our scheduled meetings, names of Board and Committee Members and other relevant information, can also be found on *BoardEffect*.

Yours sincerely,



Dr Ngozi Okonjo-Iweala
Chair of the Gavi Alliance Board

cc. Dr Seth Berkley, Chief Executive Officer, Gavi
Sara Goulding, Chair, Governance Committee
Minister Arsen Torosyan
Maia Nikoleishvili
Philip Armstrong, Director, Governance and Secretary
Gloria Kebirungi, Special Adviser to the Board Chair
Ruzan Gyurjyan, Special Adviser to the EURO Constituency