

GAVI Alliance Governance Committee meeting

1 June 2009
Washington, DC, USA

FINAL Minutes

Finding a quorum of members present¹, the meeting commenced at 19.00 Washington time on 1 June 2009.² The Committee reviewed the minutes from its meeting on 15 April 2009 (Doc #1 in the committee pack).

DECISION

The GAVI Alliance Governance Committee:

Approved the minutes of its meeting on 15 April 2009.

1 Nominations

Lisa Jacobs, Head of Governance listed the nominations for board and committee seats and committee chairs (Doc #2). Discussion followed:

- The Secretariat confirmed the USA/Canada/Australia constituency consulted internally to identify its board candidate. The UK/Norway/Ireland constituency had done the same to identify its alternate. In addition, the developing country board members each identified senior representatives from within their governments to serve as their alternates. Each of these actions was in keeping with practices used in the past to identify eligible constituency board members.
- The Chair and Vice Chair recommended committee chair nominees by email on 9 December 2008. Each of the candidates had served in an unofficial capacity until now.
- The Chair emphasised the need to have an appropriate gender balance on the Board going forward.

RECOMMENDATION

The GAVI Alliance Governance Committee:

1.1 Nominated the following individuals to serve on the Board for the terms listed below:

- 1.1.1 Agnès Binagwaho as Alternate Board Member to Richard Sezibera until 31 December 2011
- 1.1.2 Nejmudin Kedir Bilal as Alternate Board Member to Tedros Ghebreyesus until 31 December 2009
- 1.1.3 Nguyen Tran Hien as Alternate Board Member to Trinh Quan Huan until 31 December 2011
- 1.1.4 Gloria Steele as a Board and Executive Committee Member representing USA/Canada/Australia until 30 June 2011
- 1.1.5 Paul Fife as Alternate Board Member to Gavin McGillivray until 31 December 2009.

¹ Participants are listed in Attachment A.

² As no Committee Chair had been appointed, the Board Chair served as Chair of the Meeting.

1.2 Nominated the following individuals to lead the following committees:

- 1.2.1 Wayne Berson as chair of the Audit and Finance Committee
- 1.2.2 Dwight Bush as chair of the Fundraising Committee
- 1.2.3 Mary Robinson as chair of the Governance Committee
- 1.2.4 Denis Aitken as vice chair of the Governance Committee
- 1.2.5 George W. Welde, Jr. as chair of the Investment Committee
- 1.2.6 Sissel Hodne Steen as chair of the Programme and Policy Committee.

1.3 Nominated the following individuals to the following committees:

- 1.3.1 Clarisse Paolini and Susan McAdams as committee delegates to the Audit and Finance Committee
- 1.3.2 Anders Molin and Richard Sezibera as members of the Governance Committee
- 1.3.3 Joan Awunyo Akaba as a committee delegate to the Programme and Policy Committee
- 1.3.4 David Salisbury as an independent expert to the Programme and Policy Committee.

2 Board recruitment strategy

Ms. Jacobs presented a draft strategy to address recruitment of new board members to pending vacancies (Doc #3). The strategy involves setting minimum criteria for new members, correcting the gender imbalance on the Board, memorialising existing practices for identifying eligible constituency board members, and creating a protocol for seeking new unaffiliated board members. Discussion followed:

- Minimum criteria should include commitment to GAVI's mission, sufficient time to attend board/committee meetings, professional seniority, and an ability to communicate in the English language. The last requirement could be waived for extraordinary candidates at the Board's discretion.
- In addressing the two pending unaffiliated board member vacancies, the Committee felt it should pursue top quality candidates who possess the right skills and experiences, will bring diversity to the Board's composition, and possess the mature confidence and wisdom to challenge fellow board members.
- Committee members agreed to engaging consultant support for the Secretariat to help manage the process, utilising multiple publications as appropriate to advertise the vacancies and leveraging board members' professional networks. It is important to identify candidates who will enhance the GAVI Board's geographic, cultural, gender and experiential diversity.
- A subgroup of Governance Committee and Board members should move the recruitment process along between meetings of the Committee. For example, the subgroup should determine desired skills and experiences of candidates, sign off on the scope of any consultant work, review candidate profiles, and interview shortlisted candidates. The Chair will contact individuals to participate on the subgroup.

RECOMMENDATION

The GAVI Alliance Governance Committee:

- 2.1 Recommended to the Board that it endorse the following minimum criteria for board members:

- 2.1.1 Commitment to mission
- 2.1.2 Time
- 2.1.3 Professional seniority
- 2.1.4 Ability to work in English
- 2.2 Requested the Secretariat to work with a subgroup of Governance Committee and Board members identified by the Chair to refine and implement the recruitment process and to ensure that the process enhances the Board's geographic, cultural, gender, and experiential diversity.

3 Board/committee self-assessment

At its 15 April 2009 meeting, the Committee requested the Secretariat to construct the terms of reference for the hire of a board and committee self-assessment consultant and propose timelines for the evaluation of specific committees. Ms. Jacobs reviewed the Secretariat's recommendations (Doc #4). Discussion followed:

- The Audit and Finance Committee and the Programme and Policy Committee will have met enough times to undergo self-assessment by Autumn 2009. Therefore, they will go through the process first, followed by the Board and other committees by Spring 2010. This will allow the self-assessment process to be refined before it is implemented more widely.
- The Governance Committee Chair and Vice Chair will work with the relevant committee chairs and the consultant to design the assessment. Identifying the appropriate metrics is an area where the consultant can be particularly helpful.
- The self-assessment should be streamlined and simple with the goal of determining how well the Board and committees are functioning. It is a learning tool and the appropriate amount of time should be spent on the assessment; it should not be an onerous process.

4 Any other business

- The Secretariat noted the changes made to the draft conflict of interest policy as proposed by the Bill & Melinda Gates Foundation. These changes were included in the version tabled to the Board. The Secretariat noted that affiliated entities, such as the International Finance Facility for Immunisation Company, have their own protocols for addressing conflicts of interest.

After the conclusion of the agenda, the Committee moved into executive session. Subsequently, there being no further business, the meeting was adjourned.

Ms. Lisa Jacobs, Secretary

Attachment A

Participants

Committee Members

- Mary Robinson, Chair of the Meeting
- Denis Aitken
- Alan Hinman
- Dagfinn Høybråten
- Fidel Lopez Alvarez
- Jean-Louis Sarbib
- Jaime Sepulveda
- Pascal Villeneuve
- Julian Lob-Levyt

Other Board Members

- George Bickerstaff
- Armin Fidler (Alternate)
- Anders Molin (Alternate)

GAVI

- Helen Evans
- Lisa Jacobs
- Kevin Klock
- Claire Mahon