

GAVI Alliance Governance Committee meeting

16-17 November 2009

Hanoi, Vietnam

FINAL Minutes

Finding a quorum of members present¹, the meeting commenced at 19.12 Hanoi time on 16 November 2009. The Committee reviewed the minutes from its meeting on 5 November 2009 (Doc #1 in the committee pack).

DECISION

The GAVI Alliance Governance Committee:

Approved the minutes of its meeting on 5 November 2009.

1 Selection of Board Vice Chair / Executive Committee Chair

The Governance Committee met twice in executive session on November 16 and 17 to consider the nomination of the Vice Chair of the Board / Chair of the Executive Committee.

- To replace Denis Aitken when he retired, the Chair of the GAVI Alliance launched a process of consultation with Board members. Two potential candidates were discussed: UNICEF, represented by Saad Houry, and the Bill & Melinda Gates Foundation, represented by Jaime Sepulveda.
- UNICEF chose to recuse itself for reasons linked to its concerns about perceived conflicts of interest. This position, which evolved over the consultation period, was finally conveyed to the Chair of the Board by the UNICEF Executive Director on 16 November.
- Committee members commented on the excellent qualifications and long-term professional commitment to vaccines that Jaime Sepulveda would bring to the position. The Committee also welcomed the support offered by the Bill & Melinda Gates Foundation in terms of (i) freeing up sufficient amount of Jaime Sepulveda's time to allow him to discharge his responsibilities in full ; and (ii) consulting with the Alliance on a variety of matters (vaccine pricing, resource mobilisation, public advocacy, etc).
- The Governance Committee made it clear, however, that support to the Vice Chair in the discharge of his functions would continue to be provided by the Secretariat – as has been the case in the past – to avoid the possibility of potentially confusing multiplicity of input sources into the working of the Executive Committee.

DECISION

The GAVI Alliance Governance Committee:

- 1.1 Nominated Jaime Sepulveda as Vice Chair of the Board and Chair of the Executive Committee².

¹ Participants are listed in Attachment A.

² Following approval of Jaime Sepulveda's nomination, the Governance Committee was asked by the Board to propose a proper process to evaluate the performance in the function of the Chair and Vice Chair of the Alliance with a view to ensuring – inter alia – that they act always in the sole interest of the Alliance.

1.2 Recommended that the Board amend the by-laws with a view to preserving the role of the Vice Chair and Executive Committee Chair of as representing the interests of the GAVI Alliance. Further, the Committee recommended that such amendment be prepared and approved following the agreed process for amending the By-laws, and that such amendment ensure that any representative member of the Board selected for an Alliance-wide responsibility not represent his or her own constituency, but that his or her alternate do so. The following proposal was circulated to the Board in hard copy.

1.2.1 "If a Representative Board Member is appointed Chair or Vice Chair, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board or Executive Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in Board and Executive Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote."

The Secretariat will seek formal approval of this text in advance of the June 2010 Board meeting.

1.3 Agreed that the Governance Committee should prepare for Board approval a structured process to select the Chair and Vice Chair (nomination process, declaration of candidacy, consultation process, etc.). This process should be ready by Spring 2010, in time for selecting the next chair when Mary Robinson steps down at the end of 2010. In this respect the Committee noted that the staggered mandates of the current Chair and newly appointed Vice Chair would allow for continuity, a feature that it might be useful to preserve going forward.

2 Unaffiliated board member recruitment update

George W. Welde, Jr., Chair of the recruitment subgroup, delivered a report on the status of the recruitment for two unaffiliated board members (Doc #2). Discussion followed:

- The longlist of potential candidates provided by the consulting firm was extensive in terms of geographic diversity and included excellent female candidates. Thus it was felt that advertising was not necessary. However, the subgroup has encouraged board members to provide any additional suggestions regarding potential candidates to the recruitment subgroup by 4 December.

3 Board nominations

Lisa Jacobs, Director, Governance, listed the candidates for nomination to the Board submitted by eligible organisations and constituencies. Further, she noted that a number of recruitment processes for other pending vacancies were ongoing and would require the Governance Committee and Board to convene early in 2010 to confirm nominations. Discussion followed:

- Five constituencies proposed new board members/alternates to the Governance Committee for consideration. Three constituencies proposed candidates for board

members, and are yet to propose candidates for alternates. One constituency proposed a candidate for alternate, as their board member remains in place. One constituency proposed candidates for both board member and alternate.

- Of all the candidates proposed by these constituencies, only one was a woman. The Governance Committee noted that if the Board were to appoint all of the proposed board members and alternates, the gender imbalance would be exacerbated.
- The Governance Committee discussed this trend, and noted that it takes very seriously its role, in accordance with the GAVI Statutes and By-Laws, to ensure that board member nominations are compliant with the specified criteria. The By-Laws specify that one of these important criteria for the Governance Committee to take into account is the gender policy. The Board has a clear responsibility, as set out in the By-Laws, to ensure gender balance in all governance structures.
- The Governance Committee discussed the implications of the various options available, regarding the proposed candidates for nomination, in light of this responsibility to implement the gender policy and ensure gender balance in governance structures. They discussed how the Board could, for example, decide that if a board member is of one gender, the alternate should be of another. Or, considering the gross lack of balance currently, the Board could decide that all board members from now forward must be women, until a specific balance is achieved.
- It was noted that if a decision were made to treat differently proposals for candidates who were both men, versus proposals for board members where the alternate was yet to be identified or proposals for male alternates where the existing board member was a woman, at this time this would directly affect only one constituency (Italy/Spain). It was further noted that it was desirable to nominate at least some of the proposed candidates for board member and alternate at this meeting, so as to fill the vacant seats without delay.
- Given the importance of fulfilling the requirements in the By-Laws to uphold the gender policy and ensure gender balance, the majority of the Committee reluctantly agreed to nominate board members and alternates who were not women, but decided they would not nominate both of the proposed candidates from constituencies who had submitted male candidates for both the board member and alternate seats.
- The majority of the Committee decided that the affected constituency in this instance (Italy/Spain) should be asked to reconsider their proposed candidate for alternate, in light of the gender policy and the need to ensure gender balance in governance structures. The Governance Committee noted that their decision was not a reflection on the quality of the candidate proposed, nor the process by which the constituency had selected this excellent candidate.
- The Governance Committee decided to request all constituencies who were yet to propose candidates for board members and alternates to identify qualified female candidates and to ensure their candidate selection is made in light of the gender policy and the need to ensure gender balance in governance structures. The Governance Committee further noted the importance of prioritising gender in the recruitment for vacant unaffiliated board member seats.
- Mr Fidel Lopez Alvarez, Governance Committee member and current alternate for the Italy/Spain constituency, whilst agreeing with the need for better gender balance on the Board, disagreed with the decision to not nominate his constituency's proposed candidate for their alternate board seat. He expressed the view that

neither the GAVI By-Laws nor the gender policy establish clear obligations for the constituencies to present gender balanced candidates to be nominated. The Chair reminded the Governance Committee that under the By-Laws, the constituency is entitled to take its request directly to the Board.

- The Governance Committee discussed the desirability of establishing clear guidelines on how to ensure the gender policy is not just respected but fully implemented in decisions about board membership.

DECISION

The GAVI Alliance Governance Committee:

3.1 Nominated the following for representative board member seats:

- 3.1.1 Daisy Mafubelu as board member representing WHO until her successor is qualified and elected by the Board
- 3.1.2 Paul Fife as board member representing donor governments UK/Norway/Ireland from 1 January 2010 until 31 December 2011 or such other period as the constituency determines
- 3.1.3 Anders Molin as board member representing donor governments Netherlands/Sweden/Denmark from 1 January 2010 until 31 December 2011 or such other period as the constituency determines
- 3.1.4 Fidel Lopez Alvarez as board member representing donor governments Italy/Spain from 1 January 2010 until 31 December 2011 or such other period as the constituency determines
- 3.1.5 Murray Proctor as an alternate board member representing donor governments US/Canada/Australia effective immediately until 30 June 2011.

4 Committee chair nominations

The Chair initiated a conversation on committee chair nominations. Discussion followed:

- The Committee proposed that the current committee chairs continue in their functions into the beginning of 2010, until the Governance Committee meets to finalise decisions about refreshing committee membership.
- When engaging in the refreshment process in 2010, the Committee affirmed the need to comply with the GAVI By-Laws, particularly that committee chairs must be board members.

DECISION

The GAVI Alliance Governance Committee:

4.1 Nominated the following individuals to lead the following committees, until the Governance Committee next discusses this matter in early 2010:

- 4.1.1 Wayne Berson as chair of the Audit and Finance Committee
- 4.1.2 Dwight Bush as chair of the Fundraising Committee

- 4.1.3 Mary Robinson as chair of the Governance Committee
- 4.1.4 George W. Wellde, Jr. as chair of the Investment Committee
- 4.1.5 Sissel Hodne Steen as chair of the Programme and Policy Committee, pending appointment of a board member as chair.

5 Board committees

The Chair led a discussion on the remit of the board committees (Doc #3):

- The Governance Committee reinforced that in accordance with the GAVI By-Laws and the committee charters, committees should draw on expertise from Alliance partners, the Secretariat, external consultants, individuals, and institutions as appropriate, both in their own work and when presenting that work to the Board. If there are differences of opinion between the committees and the Secretariat this should be highlighted to the Board.
- The Fundraising Committee's charter states that its purpose is to assist the Board in overseeing private fundraising activities. At a future meeting, the Governance Committee should discuss whether the mandate and membership of the Fundraising Committee should be changed.
- It was noted that committees must be comprised of a majority of the board members.

6 UNFPA

The Chair noted that at its June meeting, the Board welcomed UNFPA's request to join the Board and strongly endorsed the organisation's active participation in the Alliance. The Board requested the three multilateral Alliance partners to work with the UNFPA on this, and to offer ideas for responding to UNFPA's request to join the Board. Discussion followed:

- The Governance Committee was informed that the multilaterals are still working with UNFPA to consider how this will work in practice. This matter will remain on the Governance Committee's agenda until resolved.

There being no further business, the meeting was adjourned.

Ms. Lisa Jacobs, Secretary

Attachment A

Participants

Committee Members

- Mary Robinson, Chair
- Dagfinn Høybråten
- Fidel Lopez Alvarez
- Anders Molin
- Jean-Louis Sarbib
- Jaime Sepulveda
- Richard Sezibera (in part)
- Pascal Villeneuve
- Julian Lob-Levyt

Regrets

- Alan Hinman

Other board member participants

- George W. Wellde, Jr. (agenda item #2 only)

GAVI

- Helen Evans
- Lisa Jacobs
- Kevin Klock

Guests

- Claire Mahon, Special Advisor to Mary Robinson