

GAVI Alliance Governance Committee teleconference

15 April 2009

FINAL Minutes

Finding a quorum of members present¹, the meeting commenced at 14.36 Geneva time on 15 April 2009.²

1 Governance Committee Work Plan

Mary Robinson, Chair of the Meeting, summarised the Governance Committee's 2009 to-do list (Doc #8 in the committee pack). Items included a board member recruitment process and nominations plan, board member roles and responsibilities document, board travel policy, budget variance policy, a code of ethics, confidentiality policy, and a board operations manual. Discussion followed:

- A board operations manual could be particularly helpful to existing and future board members.
- Donor country, developing country, research institute, and unaffiliated board members will be stepping off the Board during 2009.³ Eligible constituencies are expected to develop their own nominations processes under Governance Committee oversight. A process for nominating unaffiliated board members will be presented to the Committee at its 1 June meeting and to the Board during its 2-3 June meeting.
- In every case, the Committee expects that each nominations process will incorporate the spirit and tenets of the Gender Policy.
- The Committee found the to-do list to be satisfactory and will use it to craft its remaining 2009 agenda.

2 Organisation and Programme Evaluation Oversight

Lisa Jacobs, Head of Governance, introduced the main themes (Doc #1). The Board chose to maintain oversight of evaluation but now needs to determine how this would be actively directed. She presented three options: 1) the Executive Committee; 2) a Board sub-Committee; or 3) an independent evaluation committee of non-board members reporting directly to the Board. Discussion followed:

- The committee advising the Board will be responsible for ensuring that the independent evaluators are following due process.
- Committee members felt a hybrid group of board members and independent evaluation experts would be ideal (combination of options 2 and 3). Serving board members would understand the governance structure and know how the group's work should be relayed to the Board. In addition, independent evaluation experts would provide both the subject area expertise needed to develop a meaningful assessment as well as bring a sense of autonomy. It was suggested a majority of independent persons would strengthen the sense of integrity.

¹ Participants are listed in Attachment A.

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

³ Terms are listed in the 29-30 October 2008 board minutes. Current Board members and their terms can be found here: <http://www.gavialliance.org/about/governance/boards/members/index.php>

RECOMMENDATION

The GAVI Alliance Governance Committee:

- 2.1 Recommended to the Board that it charter a small committee comprising a majority of independent evaluation experts and a minority of board members to oversee organisation and programme evaluation. The committee would report directly to the Board.
- 2.2 Requested the Secretariat to develop a proposal incorporating the recommendation in 2.1 in time to present it to the Board at its June 2009 meeting.

3 Advisory Group and Task Team Roles

Ms. Jacobs noted the Governance Transition Committee recommended that the new governance structure could give GAVI an opportunity to ensure that its task teams and groups continue to work effectively (Doc #2). The Transition Committee also recommended that the existing advisory groups – including standing committees and time-limited task teams – will need to be reviewed and made consistent with new structure while preserving their flexible and collaborative working nature. Ms. Jacobs then reviewed principles for the founding and maintenance of these groups for guidance from the Committee. Discussion followed:

- One member suggested that the Board may wish to appoint a special advisory committee on GAVI's future support to strengthening health systems. However, the Committee agreed the Programme and Policy Committee ("PPC") is the appropriate forum to advise the Board on this topic.
- Compensation of independent advisory group members is appropriate in certain circumstances given the time commitment involved. Clear guidelines for eligibility should be developed.
- Advisory groups and task teams should be composed of non-board members as board members' attention should be focused on their board and committee work.

RECOMMENDATION

The GAVI Alliance Governance Committee:

- 3.1 Endorsed the principles for GAVI's advisory bodies as outlined in Doc #2.
- 3.2 Endorsed that the Independent Review Committee should maintain a direct reporting line to the Board but that the financial implications of its country programme recommendations should be reviewed by the Audit and Finance Committee before being submitted for decision to the Board or Executive Committee.
- 3.3 Endorsed that the Board should remain the primary forum for donor representation. If a group of donors wishes to form a subgroup or facilitation group focused on a specific project, this should only occur with the endorsement of the Board, and the required Secretariat support should be defined and costed.
- 3.4 Requested the Secretariat work with existing time-limited task teams to ensure alignment with the principles endorsed in 3.1.
- 3.5 Requested the Secretariat to develop clear guidelines for remuneration including criteria that requires a continuous time commitment over a certain number of days.

4 Conflict of Interest Policy

Tim Nielander, General Counsel, tabled a draft Conflict of Interest Policy for comment (Doc #3). Conflict of interest policies are used to protect the integrity of an organisation's decision-making processes, particularly in regard to the allocation and disbursement of resources, by establishing procedures to address real or potential conflicts of interest. This could be particularly important to GAVI where multilateral partners and grant recipients are heavily involved with programme design and implementation. The draft policy was designed to safeguard the alliance model that has made GAVI successful whilst enhancing fiduciary control. Discussion followed:

- Committee members agreed a policy must acknowledge and embrace the duality of GAVI's alliance-based nature and independent oversight.
- It is important the Board take a position as to how much a conflicted board member should participate in a discussion. It was felt that conflicted board members should leave the room during discussion and voting unless the chair of the meeting chooses to waive the provision. In those cases, the chair of the meeting could limit the level of participation.
- Jaime Sepulveda requested that the Gates Foundation's legal department be allowed to provide comments on the policy. The Chair instructed only material changes should be raised at which point the Secretariat should confer with committee members about including them in the version presented to the Board.

RECOMMENDATION

The GAVI Alliance Governance Committee:

- 4.1 Recommended to the Board that it approve the Conflict of Interest Policy subject to the revision of language in Section 5 of the policy that requires conflicted persons to leave the room unless the chair of the meeting chooses to waive this provision. Also, subsequent input from the Gates Foundation should be considered in the final version submitted to the Board.

Dagfinn Høybråten voted against this recommendation due to the inclusion of the chair's waiver outlined in 4.1.

5 Board/Committee Evaluation

Kevin Klock, Corporate Governance Officer, referred to a paper tabled to the committee on methods for conducting board and committee evaluation (Doc #4). This exercise falls under the Governance Committee's remit and therefore suggested the Committee express an opinion on the methods presented, a timeline for conducting the first evaluation, and who should assist the Committee on administering the assessment. Discussion followed:

- The Committee preferred that a consultant be engaged to conduct the evaluation. The Secretariat will support the process but the Committee will need to review the terms of reference and have final sign-off. Committee members expressed a slight preference for a longer timeline (option 3 in the paper) but understood it might be worthwhile to conduct an evaluation of some committees sooner than others (option 2).

RECOMMENDATION

The GAVI Alliance Governance Committee:

- 5.1 Requested the Secretariat to construct the terms of reference for the hire of a board and committee evaluation consultant, circulate them to committee members for comment, and then release the terms of reference following GAVI's normal

procurement procedures; understanding the Committee should signoff on the final selection of a consultant.

- 5.2 Requested the Secretariat to propose timelines for evaluation of specific board committees for Governance Committee consideration.

6 Other Policies

Mr. Klock reviewed the draft whistleblower, document retention, and delegation of authority policies (Docs #5-7). The purpose of the whistleblower policy is to provide a way for board member and employee concerns to be raised without fear of retribution. The document retention policy would outline the rules for preserving important GAVI documents. A delegation of authority policy would help to define certain delegations to the officers and other authorised signatories. Having these documents in place is considered best practice in many jurisdictions. Discussion followed:

- Jean-Louis Sarbib, who serves as a member of the Audit and Finance Committee, confirmed the Audit and Finance Committee reviewed the policies on 23 March 2009, believed they were appropriate for the GAVI Alliance, and recommended them to the Board.
- The Committee was pleased these policies were brought before both the Audit and Finance Committee and the Governance Committee since both bodies have a role in determining their suitability for GAVI.
- Additional comments from the Gates Foundation will be sent to committee members in due course.

RECOMMENDATION

The GAVI Alliance Governance Committee:

- 6.1 Recommended to the Board that it approve the Whistleblower, Document Retention, and Delegation of Authority Policies. Subsequent input from the Gates Foundation should be considered in the final version submitted to the Board.

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
- Fidel Lopez Alvarez
- Alan Hinman
- Dagfinn Høybråten
- Jean-Louis Sarbib
- Jaime Sepulveda
- Pascal Villeneuve

Other Board Members

- Julian Lob-Levyt
- Anders Molin

GAVI

- Lisa Jacobs
- Kevin Klock
- Claire Mahon
- Tim Nielander