

GAVI Alliance Governance Committee teleconference

5 November 2009

FINAL Minutes

Finding a quorum of members present¹, the meeting commenced at 17.07 Geneva time on 5 November 2009. The Committee reviewed the minutes from its meeting on 1 June 2009 (Doc #1 in the committee pack).

DECISION

The GAVI Alliance Governance Committee:

Approved the minutes of its meeting on 1 June 2009.

1 Committee self-assessment results

Jean-Louis Sarbib, Audit and Finance Committee member, Sissel Hodne Steen, Programme and Policy Committee Chair, and Andrew Gilchrist and Simon Page from external consultant Egon Zehnder provided an overview of the self-assessment process for the two committees and the results of the evaluations (Docs #2-3). The Consultants noted that the results of the assessments should be considered in the context of rather low participation – from both committees. Only a minority of committee members contributed substantive comments. Discussion followed:

- The Audit and Finance Committee assessment was straightforward. The committee is generally satisfied that it is adequately carrying out its mandate. There were suggestions that formal induction process would improve committee functioning. In addition, committee members stressed the need to circulate meeting documents sufficiently in advance to allow for adequate review. Finally, committee members felt that this committee would benefit from a greater mix of financial and development expertise. The value of face-to-face (or video conference) meetings was also highlighted.
- The Programme and Policy Committee (“PPC”) assessment demonstrated that further work is needed to better define the role of this committee *vis à vis* the Board, the Executive Committee and the Secretariat. Given the newness of this committee, and the critical role it plays, it is understandable that its role needs further exploration. The Governance Committee may need to consider whether the committee’s charter accurately reflects the Board’s vision for the PPC and consider appropriate amendments if necessary.
- Some of the lack of clarity among PPC members may be due to the legacy of the Working Group which had played an almost operational role in the early GAVI days. With the increased technical capacity within Secretariat and the clear technical mandate of GAVI’s multilateral partners, it is apparent that the role the former Working Group played has become obsolete. It will be important for the PPC to assume its role as a fully authorised board committee, and not the successor to the Working Group, and for it to be composed accordingly.
- The self-assessments demonstrated a need for a proper induction process for new board and committee members. It was pointed out that the Secretariat’s orientation process for developing country board members was excellent and so this should be

¹ Participants are listed in Attachment A.

offered to all new board and committee members. Such induction sessions could be scheduled in the margins of future board meetings.

- There was wide praise for the leadership and efforts of both committee chairs. It was acknowledged that committee chairs should be senior members of the Board.
- Committees should develop forward looking work plans to drive their agendas and operations. Chairs should lead the development of their agendas and documents should be circulated to committee members sufficiently in advance to allow comment.
- In determining new committee composition, the Governance Committee will need to consider a variety of factors including sector knowledge (including the skills being lost when board members rotate), overall gender balance, and adequate developing country representation. It is also important that the committees be composed of members who are sufficiently senior to be able to take a strategic and forward-looking viewpoint. Finally, committee composition must be consistent with the GAVI by-laws.
- Both committees highlighted the need to improve risk oversight though the Audit and Finance Committee acknowledged that it had been reviewing risk registers over time and that the Secretariat has improved its risk management practices, though there is still room for improvement.
- Board and committee members should be encouraged to engage fully with the self-assessment process to ensure a meaningful collective response emerges. Egon Zehnder will assist with this by encouraging more detailed commentary on assessment surveys and will follow up through further confidential interviews of committee members.

2 Board recruitment update

Lisa Jacobs, Director, Governance and the representatives from Egon Zehnder updated the Committee on the selection processes to fill pending vacancies on the Board.

Discussion followed:

- Donor government constituencies manage their nominations processes themselves and they will inform the Chair of their candidates prior to the Committee's 16 November meeting.
- The developing country constituency manages its own process, with facilitation support from the Secretariat. An impressive list of candidates applied for the developing country board member seats. The sitting developing country board members intend to make recommendations to the Committee in time for nomination on 16 November.
- It was noted that the Committee appointed a recruitment subgroup² consisting of George Wellde, Wayne Berson, Anders Molin and Julian Lob-Levyt to support the Governance Committee in the recruitment process:
 - The subgroup worked with John Clemens to review applications for the research/technical health institutes seat. The recruitment subgroup has worked to shortlist candidates and after discussion with the Governance Committee will schedule interviews after the Hanoi board meeting.
 - The subgroup has worked with the recruitment consultants (Egon Zehnder) to develop the terms of reference for the two unaffiliated board member seats and to research and shortlist potential candidates. The

² Governance Committee minutes, 1 June 2009, Section 2.

potential candidate lists are being narrowed so the subgroup can interview three candidates for each seat and make a recommendation to the Governance Committee. Egon Zehnder provided a short overview of the candidates shortlisted and noted they had performed initial outreach in an effort to narrow the shortlist to three candidates per seat. It is expected that the shortlisted candidates would appreciate phone conversations with a senior member of the Board. Then they would meet with the subgroup to interview during Q1 2010.

- The Governance Committee will receive an update from the subgroup outlining the next steps for the unaffiliated board member process along with the list of current candidates being considered.
- Governance Committee members are encouraged to submit additional candidates for consideration.

3 Board committee nominations

Ms. Jacobs outlined a draft process for refreshing the membership of the board committees (Doc #4). Discussion followed:

- There was agreement on a consultative approach whereby the Governance Committee solicits preferences on committee participation from board members, and then uses these preferences as a guide to make its own determination as to the proper composition of each committee, taking into account factors such as the appropriate skills mix and gender balance.
- There was agreement that many of the current committee chairs should be encouraged to continue in 2010.

DECISION

The GAVI Alliance Governance Committee:

- 3.1 Endorsed a committee nominations method whereby it would survey board members about their committee preferences but the Governance Committee would make its own determination as to its committee nominees.
- 3.2 Endorsed that current committee members should be nominated and appointed until the board appoints new committee members.
- 3.3 Agreed that the Board Chair should consult with incumbent committee chairs and other board members to assist the Governance Committee in its nominations of committee chairs.

4 Any other business

- The Chair noted, and the Governance Committee agreed, that Audit and Finance Committee review of the variance policy (Doc #5) was sufficient for the Board to be able to take a decision on it. Therefore, the Governance Committee did not make a recommendation on this policy.
- The Chair noted that she and her advisor were consulting with board members on identifying a new vice chair. She will update the Governance Committee in due course.

There being no further business, the meeting was adjourned.

Ms. Lisa Jacobs, Secretary

Attachment A

Participants

Committee Members

- Mary Robinson, Chair
- Alan Hinman
- Dagfinn Høybråten
- Anders Molin
- Jean-Louis Sarbib
- Jaime Sepulveda
- Richard Sezibera
- Julian Lob-Levyt

Regrets

- Fidel Lopez Alvarez
- Pascal Villeneuve

GAVI

- Helen Evans
- Lisa Jacobs
- Kevin Klock

Guests

- Claire Mahon, Special Advisor to Mary Robinson
- Andrew Gilchrist, Egon Zehnder
- Simon Page, Egon Zehnder
- Erik Slingerland, Egon Zehnder
- Sissel Hodne Steen, Programme and Policy Committee Chair