

GAVI Alliance Governance Committee Meeting

15 June 2010

Geneva, Switzerland

FINAL Minutes

Finding a quorum of members present¹, the meeting commenced at 19.37 Geneva time on 15 June 2010. Mary Robinson chaired the meeting. The Committee reviewed the minutes from its meeting on 19 April 2010 (Doc #1 in the committee pack).

DECISION

GAVI Alliance Governance Committee:

Approved the minutes of its meeting on 19 April 2010

1 Matters Arising – Gender Guidelines

The Committee discussed the guidelines on the board gender balance recommended to the Board on 17 March 2010² and how they would be interpreted and implemented, particularly since the Governance Committee would consider an exception at this meeting. The Committee had agreed the new guidelines would not come into force until the 2011 vacancies were considered in December 2010.² Neither the current guidelines, nor the recommended guidelines mandate a complete prohibition of male candidacies.

The Committee agreed further clarifications could be made when the Board discussed the guidelines; and potentially at a future Governance Committee meeting if required.

2 By-Laws – Approving the Annual Accounts

Tim Nielander reviewed the Audit and Finance Committee's recommendation to allow the annual accounts to be approved by the Executive Committee or via no-objection voting (Doc #2) since the Board does not normally meet during the time of year the audited financial statements need to be approved. Discussion followed:

- The Swiss authorities signalled that approval of the annual accounts is a core responsibility of the Board, and the Committee agreed. As such, the Committee was not inclined to forward the recommendation that the Executive Committee be delegated authority.
- The Governance Committee recognised that other organisations allow for no-objection voting generally and that the Board's current unanimous consent clause³ is difficult to exercise with a large number of board members.

¹ Attendees are listed in Attachment A

² Section 3 of the 17 March 2010 Governance Committee Minutes

³ See Section 2.7.3 of the By-Laws

DECISION

The GAVI Alliance Governance Committee:

2.1 Recommended the Board amend the By-Laws to add the following paragraph 2 to Section 2.7.3:

- 2.1.1 The Board may approve the annual accounts on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the annual accounts shall be deemed approved if the following conditions are met: (i) the Audit and Finance Committee recommended to the Board that it approve the annual accounts, (ii) Notice of a request to approve the annual accounts is made in writing and sent by mail to the last recorded address of each Board Member, or by email, (iii) a period of no less than 10 calendar days is given for Board Members to signal an objection in writing or by email (“Objection Period”), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.

3 Nominations

Kevin Klock, Corporate Governance Officer and Assistant Secretary, presented several candidates tabled by constituencies to serve on the Board and Executive Committee (Doc #3). Discussion followed:

- The candidate for Alternate Board Member for the Bill & Melinda Gates Foundation is uniquely qualified for the seat given his position as director of global health vaccine delivery, a senior-level responsibility at the Gates Foundation of singular benefit to GAVI and not found elsewhere within the organisation. Further, the Gates Foundation signalled its strong support for GAVI’s gender policy but had forwarded this candidate after much deliberation given his responsibilities. The Committee viewed the candidate’s situation as meriting an exception and welcomed the Gates Foundation’s willingness to forward the candidacies of female committee delegates in the future to address gender imbalances elsewhere in the governance system.
- Though this seemed a clear cut case, the Committee may consider more specific criteria for exceptions so that board members are clear about the appropriate circumstances and to assist the Committee in making transparent and consistent decisions. However, the recommended guidelines have an exceptions clause with criteria outlined and so the Committee must be careful to propose so many rules as to prevent it from expressing appropriate business judgement.
- Minister Richard Sezibera announced the developing country government constituency had forwarded Minister Toupta Boguena of Chad for the vacant constituency seat on the Board and Minister Guillermo González-González as candidate for the Executive Committee seat. The constituency acknowledged that its decision would require the Executive Committee to use interpretation services during its meetings and teleconferences. The Committee determined

it would forward the candidacy and evaluate how well the interpretation services had worked in due course.

- The donor government constituency forwarded Amie Batson from the US Agency for International Development to succeed Gloria Steele on the Board and Gustavo Gonzalez-Canali to succeed Ms Steele on the Executive Committee. Dr Gonzalez-Canali had offered to serve until December 2010 at which point a new candidate would be forwarded.
- The current industrialised country vaccine industry alternate is from the same company as the board member as is the proposed alternate. Jean Stéphenne, the board member, confirmed through email that the replacement alternate had been vetted by the CEOs of other constituency companies and no objection had been raised to her candidacy.

DECISION

The GAVI Alliance Governance Committee:

3.1 Nominated the following candidates for membership on the Board:

- 3.1.1 **Amie Batson** as Board Member representing donor country governments USA/Canada/Australia to succeed Gloria Steele effective immediately and until 30 June 2011
- 3.1.2 **Toupta Boguena** as Board Member representing developing country governments in the seat formerly held by Tedros Ghebreyesus effective immediately and until 30 June 2013
- 3.1.3 **Sian Clayden** as Alternate Board Member to Jean Stéphenne representing the industrialised country vaccine industry to succeed Patrick Florent effective immediately and until 31 May 2011
- 3.1.4 **Rajeev Venkayya** as Alternate Board Member to Jaime Sepulveda representing the Bill & Melinda Gates Foundation to succeed Steve Landry effective immediately and until his successor is elected and qualified

3.2 Nominated the following candidates for membership on the Executive Committee:

- 3.2.1 **Gustavo Gonzalez-Canali** representing donor country governments to succeed Gloria Steele effective immediately and until 1 December 2010
- 3.2.2 **Guillermo González-González** representing developing country governments in the seat formerly held by Tatul Hakobyan effective immediately and until 30 June 2013

4 Board and Chair Recruitment

George W. Wellde, Jr., chair of the recruitment subgroup and board leadership appointments subcommittee reported that the recruitment subgroup was still interviewing shortlisted candidates for unaffiliated board member positions (Doc #4). Though the subgroup has identified two candidates out of the pool that it will likely put forward for nomination, it has decided to first complete the interviews of all the candidates. The delay is a result of scheduling, the desire to meet candidates in person, and the global disbursement of subgroup members and candidates. Mr Wellde also referred to the updates he provided to the Committee and Board through email with regard to chair succession. No action was required of the Committee.

5 Civil Society Representation on the Board

Alan Hinman, Governance Committee member and alternate board member for civil society requested the Governance Committee to consider a recommendation of a second seat for civil society organisations (CSO) on the Board – one representing Northern (industrialised country) CSOs and the other representing Southern (developing country) CSOs (Doc #5).

- Civil society is playing a major role in immunisations around the world and in the activities of the GAVI Alliance. Civil society delivers a high proportion of rural health care, has unique connections with the community and the population at large and can be important advocates in resource mobilisation at national and international levels. CSOs are fully engaged in the governance structure through three board and advisory committees.
- The Secretariat has undertaken specific activities in support of the Board's commitment to enhance CSO engagement including constituency development, advocacy support, financially supporting a communication focal point, assigning lead responsibility for liaising with CSOs to its advocacy and public policy team and ensuring CSO participation in the development of GAVI's 2011-2015 strategy.
- The Committee decided to focus on the "if" of adding another CSO seat apart from "how" it would be accomplished, noting that some options required changes to the Statutes and/or By-Laws.
- This decision is difficult to take in isolation from other considerations including other constituencies' desire to request additional seats, the possibility of UNFPA joining the Board in some capacity, and the fact that the governance system itself is less than two years old and was not yet fully tested.
- Some constituencies had abstained from requesting additional seats believing it premature and "off the table." So they were reluctant to recommend a second CSO seat without considering the relative merits of other additions. Also, they raised a question as to the balance of "North" and "South" more generally and not just within the CSO constituency.
- Other members were concerned about the large size of the Board already and were cautious adding seats at all. This position was reinforced in that the

proportion of representative board members to unaffiliated board members⁴ on the Board had been a point of compromise during the transition and in order to keep this principle, three seats would need to be added unless another constituency were to agree to abandon a seat.

- However, the Governance Committee applauded the CSO constituency's strengthened role in the Alliance and signalled a strong desire to ensure that the momentum continued. A key issue is how to fully use the competence of civil society and energise the constituency in support of GAVI's resource mobilisation and advocacy efforts.
- Consequently, the Governance Committee agreed it was not in a position to take a decision at this time but instead agreed to revisit it again upon reflection and after other issues had crystallised such as UNFPA's membership, other constituencies' seat requests and the implications of growing the size of the Board. The Committee requested the CEO to discuss UNFPA's membership with WHO, UNICEF, and the World Bank in due course.

6 Any Other Business

- The Chair noted the self-assessments of the Board, Executive Committee and Governance Committee were complete and the results available to the Governance Committee for review. The Board will examine the results during the course of its next meeting.

There being no further business, the meeting was adjourned.

Mr. Kevin Klock, Assistant Secretary

⁴ Two-thirds representative board members to one-third unaffiliated board members

Attachment A

Participants

Committee Members

- Mary Robinson, Chair
- Jaime Sepulveda, Vice Chair
- Fidel Lopez Alvarez
- Alan Hinman
- Dagfinn Høybråten
- Daisy Mafubelu
- Anders Molin
- Richard Sezibera
- Pascal Villeneuve
- Julian Lob-Levyt (non-voting)

GAVI

- Helen Evans
- Kevin Klock
- Tim Nielander
- Matthew Radbill

Guests

- Debbie Adams, incoming Head of Governance, GAVI
- Cynthia L. Kamikazi, Multilateral Officer, Embassy of Rwanda in Switzerland
- Claire Mahon, Special Advisor to Mary Robinson
- Odd-Jostein Saeter, Senior Advisor to Dagfinn Høybråten, Christian Democratic Party, Stortinget