

GAVI Alliance Governance Committee Meeting

19 April 2010
Teleconference

FINAL Minutes

Finding a quorum of members present¹, the meeting commenced at 16.07 Geneva time on 19 April 2010. Mary Robinson chaired the meeting. The Committee reviewed the minutes from its meeting on 17 March 2010 (Doc #1 in the committee pack).

DECISION

GAVI Alliance Governance Committee:

Approved the minutes of its meeting on 17 March 2010 contingent upon amending the language in Decision 3 to clarify that the recommendations should be considered by the Board during its June 2010 meeting.

1 Nominations and Recruitment

Kevin Klock, Corporate Governance Officer and Assistant Secretary, presented several candidates tabled by constituencies to serve as Alternate Board Members (Doc #2). He also updated the Committee on the recruitment processes for the developing country government and unaffiliated board member vacancies. Discussion followed:

- It was noted that the tabled candidates would further progress in bringing the Board into gender balance.
- The recruitment subgroup had identified a viable unaffiliated board member candidate but preferred to continue its vetting process and present at least two candidates for possible nomination in June.
- Mr Klock relayed that Minister Richard Sezibera felt strongly that the developing country constituency should determine the process to name a new candidate. He therefore provided two options for consideration by his African Ministerial colleagues: The more expedient option is to select another candidate from the 2009 pool of nominees. The slower but more comprehensive option would be to reopen the nomination window to accept nomination packages from all interested ministers.
- The Minister expects to have the consensus opinion from his colleagues shortly and plans to report the preferred way forward to the Committee in due course.
- It was affirmed that there is no regulation in the Statutes or By-Laws that a developing country government representative must rank at least at the vice

¹ Attendees are listed in Attachment A

ministerial level of government. However, the board member selection process as defined by the developing country constituency does make this stipulation. Further, the Board listed “seniority” as a minimum criterion and so representative board members must be able to meaningfully speak for and represent their organisation or constituency.

DECISION

The GAVI Alliance Governance Committee:

1.1 Nominated the following candidates for the Board membership:

- 1.1.1 **Nora del Tránsito Orozco Chamorro** as Alternate Board Member to Guillermo González representing Developing Country Governments effective immediately and until 31 December 2012.
- 1.1.2 **J.C.L. (Annie) Vestjens** as Alternate Board Member to Anders Molin representing Donor Country Governments effective immediately and until 31 December 2011.

2 Board Chair Appointment

The Chair continued the discussion initiated at the last Governance Committee meeting on the process to determine her successor as Chair of the Board (Doc #3). She reported that Jaime Sepulveda, Julian Lob-Levyt, and she had conferred on the appointments process and were ready to make a recommendation on the composition of the Board Leadership Appointments Subcommittee (“Subcommittee”) to manage the process. Discussion followed:

- The Committee was generally comfortable with the timeline and discussed the performance of the current external board member search consultant. The Committee decided to use the same consultant and requested the Assistant Secretary to facilitate a strong working relationship between the Governance Committee, the Subcommittee, and the search consultant.
- The Committee attempted to compose the Subcommittee in a manner which was representative of the Board but small enough to be nimble and flexible. It was acknowledged that all board members can discuss the appointments process with subcommittee members at any time and that the candidate identified by the Subcommittee would still require nomination from the Governance Committee and appointment by the Board. It was also confirmed that it was good governance practice to include the CEO in the vetting process, though not to lead it, in order to allow the Subcommittee to determine the compatibility of the chair candidates with the CEO.
- The By-Laws do not require that the candidate for Chair be an unaffiliated board member. However, as the current Vice Chair is a Representative Board Member, committee members thought having an unaffiliated board member chair would make for good balance. In any event, the Subcommittee should consider all

candidates and the terms of reference should lessen the inference that the chair would likely be an Unaffiliated Board Member. Also, it was thought that the terms of Chair and Vice Chair could be aligned because staggering the terms, as is currently the case, would lessen the apparent opportunity for a Representative Board Member to be appointed Chair or an Unaffiliated Board Member to be appointed Vice Chair.

- It was clarified that the minimum requirement that board members be able to work in English meant only that they should be comfortable participating in board and committee discussions and not that they be native speakers.
- It was further noted that the Subcommittee's charter would expire upon the appointment of a new Board Chair and that the completion dates noted on the timeline were deadlines and not meeting dates.
- Committee members were requested to submit additional suggestions to strengthen the terms of reference for the Board Chair by the end of April for consideration by the Subcommittee.

DECISION

The GAVI Alliance Governance Committee:

- 2.1 Endorsed the proposed process and the GAVI Alliance Board Chair Terms of Reference, subject to further guidance from committee members by 30 April 2010.
- 2.2 Endorsed the retention of Egon Zehnder International as external search consultant and requested the Assistant Secretary to take any steps necessary to commence the assignment.
- 2.3 Invited the following board members and alternate board members to serve on the Board Leadership Appointments Subcommittee effective immediately:
 - 2.3.1 George W. Wellde, Jr. (Chair)
 - 2.3.2 Agnes Binagwaho
 - 2.3.3 Dagfinn Høybråten
 - 2.3.4 Fidel López Alvarez
 - 2.3.5 Daisy Mafubelu
 - 2.3.6 Jaime Sepulveda
 - 2.3.7 Gloria Steele²
 - 2.3.8 Julian Lob-Levyt (non-voting)

² Should Ms. Steele step off the Board, her successor on the Board will be entitled to serve on the Subcommittee.

There being no further business, the meeting was adjourned.

Mr. Kevin Klock, Assistant Secretary

Attachment A

Participants

Committee Members

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

Regrets

- Jaime Sepulveda, Vice Chair
- George W. Welde, Jr.

GAVI

- Helen Evans
- Kevin Klock
- Stephen Nurse-Findlay

Guests

- Claire Mahon, Special Advisor to Mary Robinson