

GAVI Alliance Governance Committee Meeting

27 August 2010

Teleconference

FINAL MINUTES

Finding a quorum of members present¹, the meeting commenced at 15.53 Geneva time on 27 August 2010. Mary Robinson chaired the meeting. The Committee reviewed the minutes from its meeting on 15 June 2010 (Doc #1 in the committee pack).

Decision

The GAVI Alliance Governance Committee moved to:

- **Approve** the minutes of its meeting on 15 June 2010

1 Consultant Performance Review

Debbie Adams, Managing Director, Law & Governance reminded the Committee that the Board endorsed the retention of Egon Zehnder International as external search consultant ("Consultant") contingent upon a satisfactory evaluation of the Consultant by the Governance Committee.² To assist the Committee, the Consultant provided a self-assessment of work performed to date and the Secretariat submitted some considerations and advice (Doc #2). Discussion followed:

- The Consultant is competent, knowledgeable and its familiarity and ability to begin work right away are persuasive factors for awarding the assignment to it.
- The search should include anglophone and non-anglophone countries (including francophone countries) in both industrialised and developing regions and the Consultant should be instructed accordingly.
- As a practice, the Governance Committee should perform a full evaluation and procurement process to guarantee full freedom of choice when awarding assignments. As such, the Governance Committee asked the Secretary to launch a procurement process anyway in order to diversify the Committee's consultancy resources and ensure full geographic coverage going forward.

Decision

The GAVI Alliance Governance Committee moved to:

- **Endorse** the Board's decision to retain Egon Zehnder International as external search consultant.
- **Request** the Consultant to commence the recruitment of the CEO and to ensure the search includes anglophone and non-anglophone countries

¹ Attendees are listed in Attachment A

² See Resolution 3 of the 13 August 2010 Board Minutes

(including francophone countries) in both industrialised and developing regions.

- **Request** the Secretary to take any steps necessary to commence the assignment with the Consultant.
- **Request** the Secretary to commence a procurement process to add to the portfolio of external search consultants available to the Board for board-level and top executive positions.

2 Membership of the CEO Succession Committee

The Chair reminded the Committee that it had been given the authority to appoint members of the CEO Succession Committee in addition to those appointed by the Board.³ Several board members forwarded their candidacies for consideration (Doc #3). Discussion followed:

- Dagfinn Høybråten, Chair of the CEO Succession Committee proposed that the board-appointed members constitute a core group that would perform each step of the process while persons appointed by the Governance Committee would become members as well but constitute a reference group that would be consulted at key moments. This would satisfy the Board's desire that the CEO Succession Committee be representative but also agile and manageable.
- The Governance Committee thought it was appropriate that the interim CEO, Helen Evans, join the CEO Succession Committee as part of its core group. To this end, Ms Evans confirmed she would not be an applicant for the permanent CEO position.
- There was discussion about expanding the core group by one to accommodate a donor representative. Ultimately, the Committee felt it was important to not expand the core group further. Mr Høybråten confirmed that he would make sure that the reference group is fully informed and consulted.
- Developing country voices need to be part of this process however no volunteers from this constituency emerged. Richard Sezibera will consult his colleagues to find a member willing to serve.
- So as not to enlarge the reference group too much, the Chair offered to confirm with Dwight Bush, who volunteered to serve on the CEO Succession Committee, that he would not join in an official capacity seeing that there was already robust unaffiliated board member representation. However, all board members would be encouraged to consult with the CEO Succession Committee members on an ongoing basis.

Decision

³ See Resolution 3 from the 13 August 2010 Board Minutes

The GAVI Alliance Governance Committee moved to:

- **Endorse** the CEO Succession Committee’s operational concept of having a “core group” of Committee Members comprising Dagfinn Høybråten (Chair), Mary Robinson, Jaime Sepulveda, George W. Welde Jr and Helen Evans, that would perform each step of the process and a “reference group” comprising those listed below, that would be consulted at key moments.
- **Appoint** Helen Evans to the CEO Succession Committee’s core group as a non-voting member effective immediately.
- **Appoint** the following individuals to the CEO Succession Committee’s reference group effective immediately:
 - Amie Batson
 - Armin Fidler
 - Paul Fife
 - Gustavo Gonzalez-Canali
 - Alan Hinman
 - Jean Stéphenne
 - A member of the developing country constituency to be forwarded by Richard Sezibera to the Secretary in due course.

3 Nominations

Ms Adams presented several candidates to serve on the Board and its committees (Doc #4). Discussion followed:

- The World Bank signalled that it needed to propose a candidate that would not comply with the principles of the gender policy because the candidate has the senior responsibilities at the World Bank most appropriate to GAVI’s work (Director for Health, Nutrition and Population). Therefore, it requested an exception.
- The Chair received a letter from the Director-General of the WHO which announced that WHO intended to forward in due course a senior level candidate that complied with the principles of the gender policy. WHO requested a short term appointment of a very senior member of its staff who would not be in compliance with the principles of the gender policy so the permanent candidate could address several urgent priorities at WHO.
- The Committee briefly discussed the process for future nominations of committee members.

Decision

The GAVI Alliance Governance Committee moved to:

- **Nominate** the following candidates for membership on the Board:
 - **Cristian C. Baeza** as Board Member representing the World Bank effective immediately and until his successor is elected and qualified.

- **Anarfi Asamoah-Baah** as Board Member representing the World Health Organization effective immediately and until his successor is elected and qualified.
- **Nominate** the following candidates for membership on the following committees:
 - **Saad Houry** as a member of the Executive Committee in the seat previously occupied by Daisy Mafubelu effective immediately and until his successor is elected and qualified.
 - **Helen Evans** as a non-voting member of the Governance Committee to replace Julian Lob-Levyt and as a non-voting member of the Programme & Policy Committee, both memberships effective 7 October 2010 and until her successor as CEO is elected and qualified.

4 Any Other Business

- George W. Welde Jr, chair of the Board Leadership Appointments Subcommittee will update the Governance Committee on the Subcommittee's work by email.

There being no further business, the meeting was adjourned.

Ms Debbie Adams, Secretary

Attachment A

Participants

Committee Members

- Mary Robinson, Chair
- Jaime Sepulveda, Vice Chair
- Alan Hinman
- Dagfinn Høybråten
- Anders Molin
- Richard Sezibera (Items 2-4)
- Pascal Villeneuve

Regrets

- George W. Wellde, Jr
- Julian Lob-Levyt (non-voting)

Secretariat

- Debbie Adams
- Helen Evans
- Kevin Klock

Guests

- Claire Mahon, Special Advisor to Mary Robinson