

# GAVI Alliance Governance Committee Meeting

4 October 2010

Teleconference

## Final Minutes

Finding a quorum of members present<sup>1</sup>, the meeting commenced at 15.33 Geneva time on 4 October 2010. Mary Robinson chaired the meeting.

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### 1 Record of Unanimous Consent

The Committee reviewed the record of unanimous consent from 16 September 2010 (Doc #1 in the committee pack).

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#### Decision One

The GAVI Alliance Governance Committee moved to:

**Approve** the record of unanimous consent from 16 September 2010 (concerning approval of the Committee's minutes from its meeting on 27 August 2010).

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### 2 Chair Recruitment

George W. Wellde, Jr., Chair of the Board Leadership Appointments Subcommittee reported that the Subcommittee had shortlisted candidates and hoped to interview finalists soon (Doc #2). Discussion followed:

- The Subcommittee had given candidates a realistic expectation of the time commitment involved with chairing the Board. Some interested candidates appreciated this transparency and removed themselves from the process if they could not meet the expectation. In declining, some candidates expressed interest in unaffiliated board member seats.
- During the later stages of the process, the Subcommittee also considered whether certain candidates might be suitable for the CEO role. Two candidates were identified but they too would likely be more interested in unaffiliated board member roles.
- The Governance Committee expressed its appreciation to Mr Wellde for his stewardship of the recruitment process.

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### 3 CEO Recruitment

Dagfinn Høybråten, Chair of the CEO Succession Committee reported that his committee concluded work on the terms of reference for the CEO position and for the external search consultant and will move as quickly as possible to identify a new

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<sup>1</sup> Attendees are listed in Attachment A

chief executive. But he cautioned that this work would take several months.

Discussion followed:

- While the “core group” of the CEO Succession Committee manages each step of the process, its “reference group” ensures that a broad representation of board constituencies is involved with the search. Mr Høybråten was confident that the donor constituency was fully included through its participation on the reference group.
- The reference group will be involved in each stage of the work where it is feasible. On the other hand, there will inevitably be instances when it will be difficult to get the entire CEO Succession Committee together, and this is where the core group will ensure the process stays on track.

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## 4 Nominations

Debbie Adams, Managing Director, Law and Governance tabled three candidates for reappointment to the Board and one person to serve on the Governance Committee (Doc #3). Mr Wellde left the call during this item. Discussion followed:

- All three unaffiliated board members are active and committed but their reappointment would not enhance the gender balance on the Board. However, recognizing their leadership roles, contribution to the Board, and the need for continuity, they should be put to the Board for reappointment.

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### Decision Two

The GAVI Alliance Governance Committee moved to:

**Nominate** the following candidates for membership on the Board:

- **Wayne Berson** as an Unaffiliated Board Member for reappointment until 31 December 2013
- **Dwight Bush** as an Unaffiliated Board Member for reappointment until 31 December 2013
- **George W. Wellde, Jr.** as an Unaffiliated Board Member for reappointment until 31 December 2013.

**Nominate** the following candidate for membership on the following committee:

- **Amie Batson** as a member of the Governance Committee effective immediately and until the Committee is refreshed for the 2011 year.

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## 5 2011 Board Committee Nominations Process

Ms Adams proposed a similar process in 2011 as was used in 2010 for nominating board committee chairs and members (Doc #4). The process involves surveying board members as to their committee preferences and using the surveys to make decisions on committee composition. Discussion followed:

- The Committee intends to discuss a potential slate of committee rosters during its meeting in Kigali and to request the Board to appoint the nominees thereafter.

- Given the governance system has been in place for two years, the original assumptions regarding the normal time commitment for committee service should be examined. The Secretariat will ask the current committee chairs for their opinion on the time commitment expected.

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### **Decision Three**

The GAVI Alliance Governance Committee moved to:

**Endorse** the Board Committee nominations process and the release of the committee preferences survey subject to clarification on the survey of the time commitments involved with each of the listed committees.

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## **6 By-Laws: Approving Past Minutes**

Ms Adams presented a proposal for streamlining the minutes approval process (Doc #5). Under the procedure, minutes would be circulated for review and formal approval after each meeting so that approved minutes could be more quickly posted to the website. To lessen the administrative burden, she proposed the Board enact a By-Law provision that would allow approval through a no-objection process. If the Board approved the By-Law, it would be sent to the Swiss authorities for final review. Discussion followed:

- Though draft minutes could be sent by email or postal mail, the governance team intends to use email exclusively until further notice.
- The proposed language references a 5 day “Review Period” and a 10 day “Objection Period.” These periods will commence at the moment the request for review or objection is sent.

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### **Decision Four**

The GAVI Alliance Governance Committee moved to:

**Recommend to the Board that it amend the By-Laws as follows:**

- New By-Laws Section 2.7.3.3:

*The Board may approve the minutes of its meetings on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the minutes shall be deemed approved if the following conditions are met: (i) draft minutes are circulated to the Board at least once for review and comment, (ii) a period of no less than 5 calendar days is given for Board Members to provide comments to the initial draft minutes (“Review Period”), (iii) Notice of a request to approve the minutes is made after the conclusion of the Review Period in writing and sent by mail to the last recorded address of each Board Member, or by email, (iv) 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 (v) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.*

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## **7 Any Other Business**

The Chair commented on the forthcoming replenishment meeting and referenced the opening remarks to be delivered by the United Nations Secretary General.

There being no further business, the meeting was adjourned.

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Ms Debbie Adams, Secretary

## Attachment A

### Participants

#### **Committee Members**

- Mary Robinson, Chair
- Jaime Sepulveda, Vice Chair
- Alan Hinman
- Dagfinn Høybråten
- Anders Molin
- Richard Sezibera
- Pascal Villeneuve
- George W. Wellde, Jr

#### **Regrets**

- Julian Lob-Levyt (non-voting)

#### **Other Board Members Present**

- Rajeev Venkayya (Alternate)\*

\* Served as the eligible organisation's voting member per Section 2.6.5 of the By-Laws

#### **Secretariat**

- Debbie Adams
- Helen Evans
- Kevin Klock

#### **Guests**

- Claire Mahon, Special Advisor to Mary Robinson