



GAVI Alliance Governance Committee Meeting

3 October 2012

Teleconference

FINAL MINUTES

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 16.00 Geneva time on 3 October 2012. Geeta Rao Gupta, Governance Committee Chair, chaired the meeting.
- 1.2 Standing declarations of interest were tabled to the Committee (Doc 1a in the Committee pack). The Committee also noted the minutes of its meeting on 14 May 2012 (Doc 1b) and that they were approved by no-objection on 7 July 2012. Alan Hinman noted an error on the declarations of interest form and in the minutes, in that his institution had received a grant from Novartis to research Rabies vaccine, and not Measles vaccine. Siv Cathrine Moe indicated she would submit her conflict of interest form shortly.
- 1.3 The Committee reviewed its action sheet (Doc 1c) and its forward workplan (Doc 1d). The Chair noted that Alan Hinman agreed to postpone the discussion on the possibility of a representative from the civil society organisation (CSO) constituency joining the Executive Committee until May 2013. Also, the Chair pointed out that the Executive Committee asked the Governance Committee to discuss changes to the Ethics Policy on hiring former committee delegates into the Secretariat and the By-Law provisions on term limits; these will be discussed at the Committee's November 2012 meeting.
- 1.4 Finally, the Chair proposed to the Committee a process to appoint the next Board Chair. She reminded the Committee of Dagfinn Høybråten's letter copied to the Board indicating his interest in reappointment. He had also noted that the Nordic Council of Ministers, which had recently appointed him as Secretary General, would allow him adequate time and travel to fulfil his GAVI responsibilities. The Governance Committee Chair understood that there is strong support for his candidacy among the Board members, and was aware of no other interest to run for Board Chair. As such, she planned to handle the appointment in an uncontested manner at the November 2012 meeting. The Committee agreed with this approach.

2. Committee charter review

- 2.1 The Chair led a discussion, following up on matters discussed during the Board's April 2012 retreat, the Committee's May 2012 meeting, and the Board's June 2012 meeting (Doc 2).

Overlaps in the committee charters regarding the business plan process

- 2.2 In May, the Governance Committee requested the Secretariat to organise a meeting of the committee chairs and to prepare a project plan for an analysis and consultative review of the charters, so that recommended revisions could be presented in time for the Governance Committee's November 2012 meeting.
- 2.3 The Secretariat reported that this review was completed and submitted it to the chairs of each of the committees. The chairs met during lunch at the Board's June meeting and made progress on the most pertinent issue: overlaps in responsibilities for the business plan's development. In particular, the chairs thought the roles of the Executive Committee, Programme and Policy Committee, Audit and Finance Committee, and Secretariat should be clarified. During the lunch meeting, the chairs did not propose an immediate change to the committee charters, but agreed on a process for reviewing and approving the 2013-2014 business plan only. The Board concurred with that process, which was as follows:
- a. Secretariat to prepare a draft business plan in consultation with Alliance partners involved in implementation
 - b. PPC to review programmatic aspects of the business plan
 - c. Secretariat to incorporate PPC suggestions on programmatic aspects
 - d. Joint PPC and AFC to enable programmatic and financial aspects of business plan to be reviewed
 - e. Joint recommendations from this meeting to EC for review
 - f. EC to make final recommendation to the Board.
- 2.4 Going forward, the Governance Committee considered whether the process agreed by the chairs ought to be permanently embedded in the committee charters. The Secretariat recommended that the Governance Committee do so.
- 2.5 The Governance Committee also agreed that the charters should follow the Board's lead on the business plan process and requested the Secretariat to recommend amendments to the charters that would embed the Board's process in them.

Committee participation principle

- 2.6 In May, the Governance Committee recommended as a principle, that after the conclusion of 2012, Board Committees shall be composed of Board members or alternate Board members. However, Board members may submit for nomination and appointment someone to serve as the Board member's delegate on any Board Committee, except the Executive Committee, Governance Committee, Investment Committee, and Audit and Finance Committee.
- 2.7 This principle was reported to the Board in June. However, Board members were split on implementing it. Board members who did not support the principle cited the loss of technical expertise, the hesitance of senior representatives to serve on the Board if it required committee work, and the burden on developing country government members. Consequently, the Board Chair asked the Governance Committee to continue discussion and refine the principle accordingly.
- 2.8 The Committee discussed the need for specialist expertise on the Audit and Finance Committee and Investment Committee. Though any committee can retain outside expertise, some Committee members thought that in order to encourage people with the appropriate expertise to participate, a membership category for persons not aligned with a Board member could be created. This category would have the benefit of attracting highly qualified members who in turn could be later considered for unaffiliated Board membership. Also, given that committees serve only an advisory function, there are no fiduciary responsibilities associated with their activity.
- 2.9 Other Committee members stated that Board members should be able to appoint committee delegates so long as they are acting on the Board member's behalf. Further, developing country Board members have logistical difficulties in being able to attend committee meetings as well as Board meetings. It was also noted that donor Board members want to encourage engagement throughout their constituencies and appointing committee delegates is a good way to do this.
- 2.10 There was some discussion as to whether the committees should become decision-making bodies. In particular, some unaffiliated Board members feel that the Board continues to address micro-issues rather than focusing on strategic issues. The Governance Committee agreed to place a fuller discussion of this possible change in role of the committees on its workplan for 2013.
- 2.11 After discussion, the Committee agreed that committees (excluding the Executive Committee and Governance Committee) may be composed of Board members, alternates, and committee delegates. Board members must submit their committee preferences, including the names of any proposed delegates, to the Secretariat by the announced deadline. However, prior to the Governance Committee considering the proposals, the chairs of each committee should have the opportunity to review the proposed membership

and make a recommendation to the Governance Committee on the composition, which the Governance Committee may choose to adopt. However, every committee, except for the Evaluation Advisory Committee, shall have a majority of Board members/alternates (counted together). Finally, committee chairs should be able to appoint additional members to their committees at their discretion so long as a majority of a committee's voting members are Board members/alternates.¹

3. Nominations

- 3.1 George W. Welde, Jr, Chair of the Recruitment Subcommittee reported the recommendation of the Subcommittee that Richard Sezibera, Secretary General of the East African Community and former GAVI Board member representing developing country governments, be appointed to the Board as an unaffiliated Board member (Doc 3). He noted that in the past, unaffiliated Board members did not have representation from developing countries, and that Dr Sezibera's record as the Minister of Health of Rwanda, his reputation as a broad thinker, and his previous Board service had impressed the Subcommittee.
- 3.2 George Welde noted that this was the last vacancy among the unaffiliated Board seats, and so the work of the current Subcommittee was complete. He reported that the need to form a new subcommittee to address future vacancies had been discussed at the Executive Committee meeting.

Discussion

- George Welde was asked to report on the process leading to the recommendation. He noted that it had been on-going for approximately two years with the Governance Committee receiving periodic updates. Candidates were identified through the work of a search firm and through recommendations of sitting Board members.
- Richard Sezibera had been a Board member in the past and so was well known to the Board and the Subcommittee members. George Welde reported that he had consulted with the Board Chair, Governance Committee Chair, and CEO, and with their support, reached out to Dr Sezibera to ask if his name could be presented to the Governance Committee for consideration. The CEO added that it was a conscious decision to expand the unaffiliated Board member composition beyond those with primarily financial expertise and that Dr Sezibera had health and regional expertise that were seen as valuable and complementary to the skills already represented on the Board.

¹ Post-meeting note: Appointing additional members to committees will require changes to the By-Laws and committee charters. The Secretariat will provide draft changes to the Governance Committee at its November 2012 meeting.

- The Committee fully supported the Subcommittee's recommendation and thanked the members of the Subcommittee for their service. It also requested additional information on nomination processes be included in future briefing papers.
- The Committee also discussed future vacancies and how to address them. It was noted that with a number of the unaffiliated Board members stepping down from the Board at the end of 2013, there is an urgent need to be thinking about transition and replacement so institutional knowledge is not lost. The stature and profile of Wayne Berson (Chair of the Audit and Finance Committee) was cited, particularly his ability to authoritatively interface with the external auditors. It was agreed that the Committee would discuss and decide on a process and new subcommittee at its November meeting.

Decision One

The GAVI Alliance Governance Committee:

- **Recommended** to the Board that it:
 - Appoint Richard Sezibera as an unaffiliated Board member effective immediately and until 31 December 2015.

4. Review of decisions

- 4.1 Kevin A Klock, Head of Governance and Assistant Secretary, reviewed and agreed the decision language with the Committee.

After determining there was no further business, the meeting was brought to a close.

Ms Debbie Adams
Secretary to the Board



Attachment A

Participants

Committee Members

- Geeta Rao Gupta, Chair
- Nicholas Alipui
- Dwight Bush
- Jenny Da Rin
- Maria C. Freire
- Alan Hinman
- Siv Catherine Moe
- Olga Popova
- George W. Wellde, Jr.
- Seth Berkley (non-voting)

Regrets

- José Luis Solano

Secretariat

- Debbie Adams
- Helen Evans
- Kevin A. Klock

Guest

- Gian Gandhi, special advisor to the Board Vice Chair