FOR DECISION

The Governance Committee recommended to the Board that it approve the following policies:

- Whistleblower policy
- Document retention policy
- Delegation of authority policy
- Conflict of interest policy.

The Audit and Finance Committee also recommended the first three policies to the Board.

Governance Policies

GAVI Alliance Whistleblower Policy

1. Purpose

GAVI Alliance Board members and staff must observe high standards of professional and personal ethics and are encouraged to make disclosures to help protect the organisation and donor assets entrusted to GAVI's care. For these reasons, GAVI must maintain an environment where it can receive, retain, and address concerns and complaints.

GAVI Alliance Board members and staff should be supported to raise concerns on issues including but not limited to the following:

- internal accounting controls, auditing fraud or mismanagement;
- financial mismanagement of donor assets;
- potential violations of law particularly in regards to fraud against the public, donors, or a government.

The purpose of this Whistleblower Policy is to provide a mechanism by which these concerns may be raised free of discrimination, retaliation, or harassment.

2. Definitions

Terms found in this policy shall have the same meaning as they do within the GAVI Alliance Statutes and By-laws. Further, the following definitions shall apply:

- "GAVI Person" – GAVI Alliance Board Members and members of the Secretariat.
- "Potential Violation" – Concerns raised by a GAVI Person in the context of the policy.
- "Compliance Officer" – the GAVI Person responsible for investigating and coordinating resolution of Potential Violations.

3. Reporting a Potential Violation

If an employee is not comfortable informing his/her supervisor or is not satisfied with the supervisor's response, (s)he should contact either the Compliance Officer or the Chair of the Audit and Finance Committee. Anyone reporting a Potential Violation must be acting in good

faith and have reasonable grounds for believing the information disclosed constitutes a Potential Violation.

4. Confidentiality

Reports about Potential Violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of Potential Violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. If permanent confidentiality is desired, the person reporting the Potential Violation should send an anonymous letter via postal mail.

5. Receiving and addressing reports

The Compliance Officer will acknowledge in writing receipt of the report (unless complainant is anonymous) and will undertake to investigate the Potential Violation promptly. The Compliance Officer will report in writing the Potential Violations and outcomes of investigations to the Chair of the Audit and Finance Committee in due course. Should the gravity of a Potential Violation merit, the Chair of the Audit and Finance Committee will advise the Board of the outcome after investigation at the next regularly scheduled board meeting.

6. No Retaliation

No GAVI Person who, in good faith, reports a Potential Violation will suffer harassment, retaliation, or adverse employment consequence. Any GAVI Person who retaliates against someone who has reported a Potential Violation in good faith is subject to discipline up to and including termination of the applicable position.

7. Distribution of the Policy

A copy of this policy shall be included in each Secretariat member's Employee Handbook and an HR representative shall ensure that each Secretariat member is familiar with this policy and has contact information, including postal address, for the Compliance Officer and the Chair of the Audit and Finance Committee.

Compliance Officer
Tim Nielander
General Counsel
2 chemin des Mines
1202 Geneva
Switzerland
+41 22 909 2988
tnielander@gavialliance.org

Chair of the Audit and Finance Committee
Wayne Berson
BDO Seidman
7101 Wisconsin Avenue, Suite 800
Bethesda, MD 20814
USA
+1 301 654 4900
wberson@bdo.com

FOR DECISION

GAVI Alliance
Document Retention Policy

1. Purpose

The GAVI Alliance is committed to being a transparent and accountable organisation. As such, the Document Retention Policy shall govern the preservation and, where applicable, permissible destruction of certain GAVI Alliance documents. It is intended to meet recognised practices and accounting standards for retention periods and to provide guidance on the circumstances which could require longer or indefinite periods of document preservation.

2. Definitions

Terms found in this policy shall have the same meaning as they do within the GAVI Alliance Statutes and By-laws. Further, the following definitions shall apply:

- "Records" - all finalised documents, reports, diagrams, correspondence, emails, and other physically or electronically stored material, and other business records regardless of where they are located or stored, including those stored in a desk drawer, office, file cabinet, record center, hard drive, personal computer or lap-top, or off-site location.
- "Archiving Team" – The Secretariat team responsible for preserving a pertinent final Record.
- "Retention Period" – the length of time a final Record must be preserved after it has been archived.

3. Retention

Each member of the Secretariat who generates Records described in Attachment 1 is responsible for submitting it to the Archiving Team which in turn is responsible for placing it in the appropriate physical or electronic archive. Draft, unfinalised versions of Records do not need to be retained.

A Record must be preserved for at least the Retention Period. Further, every member of the Secretariat is prohibited from destroying, materially altering, or deleting any Record until the expiration of the Retention Period. Only a member of the pertinent Archiving Team may delete a Record after the expiration of the Retention Period.

4. Extension of Retention Period

If a member of the Secretariat believes or is informed that a Record is or may be the subject of litigation, or pertaining to a claim, audit, investigation or enforcement action, then the Record cannot be destroyed, altered in any way, or deleted and must be kept until the General Counsel (or the Secretary in the case of Board and Board Committee Packs and Minutes) in his/her sole discretion determines that the Record is no longer needed at which point the retention period shall be reset.

5. Disclosure to Third Parties

Nothing in this policy is deemed to waive any GAVI Alliance privilege or immunity, including the archive privilege. Before disclosing any Record to an outside party in connection with any

litigation, claim, audit, investigation or enforcement action, a member of the Secretariat shall consult with a member of the Legal Team about the applicability of the archive privilege.

Attachment 1

Record	Retention Period	Archiving Team
Accounts payable ledgers and schedules	7 years	Finance Team
Audit reports	Permanently	Finance Team
Bank reconciliations	2 years	Finance Team
Bank statements	3 years	Finance Team
Board and Board Committee Packs and Minutes	Permanently	Secretary/Governance Team
Checks	Permanently	Finance Team
Contracts, notes and leases after expiration	7 years	Legal Team
Deeds, mortgages and bills of sale	Permanently	Legal Team
Depreciation schedules	Permanently	Finance Team
Employment applications	5 years	HR Team
Year End Financial Statements	Permanently	Finance Team
Insurance policies (expired)	3 years	Legal Team
Insurance records, accident reports, claims, policies	7 years	Legal Team
Internal audit reports	3 years	Finance Team
Inventories of products, materials and supplies	7 years	Corporate Services
Invoices (expired)	7 years	Finance Team
Leases (expired)	3 years	Legal Team
Legal files	10 years	Legal Team
Marketing and related sales documents	7 years	External Relations
Payroll records and summaries	7 years	HR Team
Personnel files	5 years	HR Team
Press releases	Permanently	External Relations
Retirement and pension records	Permanently	HR Team
Tax returns and worksheets	Permanently	Finance Team
Timesheets	7 years	HR Team
Trademark registrations, copyrights, intellectual property, trade secrets	Permanently	Legal Team
Withholding tax statements	7 years	HR Team

FOR DECISION

GAVI Alliance
Delegation of Authority Policy

1. Purpose

As described in Article 6 of the GAVI Alliance By-laws, "the Board may adopt a Delegation of Authority Policy to outline delegations to the officers." In all cases, where there are conflicts between the Statutes, By-laws, and this policy, the Statutes and By-laws will take precedence.

2. Definitions

Terms found in this policy shall have the same meaning as they do within the GAVI Alliance Statutes and By-laws.

3. Standing Delegations

Standing delegations within this policy are subject to Article 14 of the GAVI Alliance Statutes which state "powers delegated by the Board will be exercised under the authority and direction of the Board and any such delegation may be rescinded by the Board at any time."

a. Legal Instruments

Officers have the authority to sign legal instruments on behalf of the GAVI Alliance including legal instruments to be signed in the GAVI Alliance role as a member of other organisations (such as the International Finance Facility for Immunisation Company).

b. Country-specific Programmes

Officers have the authority to exchange country-specific liabilities between the GAVI Alliance and the GAVI Fund Affiliate (when necessary to balance the pentavalent programme disbursement and without materially increasing liabilities in either entity) and shall report such reassignments to the Audit and Finance Committee post-exchange.

c. Expenditures

Subject to Board or Executive Committee approved budgets, financial commitments, and the Budget Variance Policy, Officers[1] have the authority to perform the following:

- Programme budgets and financial commitments:
  - Enter into underlying single or multi-year contracts of unlimited value
  - Disburse programme funds.
- Administrative budgets and capitalised items:
  - Enter into single or multi-year contracts up to a value of US$ 1,000,000 per contract
  - Enter into single or multi-year contracts above a value of US$ 1,000,000 per contract subsequent to review and acknowledgement by the Audit and Finance Committee.
- Work Plan budgets: Enter into underlying single or multi-year contracts of unlimited value.

[1] The CEO and the Treasurer determine precise levels of signatory authority amongst the officers and designated signators (See Annex 1).

FOR DECISION

d. Further Signatory Authority

The CEO and the Treasurer have the authority to establish further signatory authority delegations from time to time as necessary for the Alliance to open bank accounts, establish signature authorities in connection with such bank accounts and as necessary to execute contracts, certifications, and such other documents as are required for the operation of the Alliance.

Delegation of Authority amongst Officers and Designated Signators
As approved by the GAVI Alliance CEO
11 May 2009

Unlimited:

Mary Robinson, Board Chair
Denis Aitken, Board Vice Chair
Julian Lob-Levyt, Chief Executive Officer
Helen Evans, Deputy CEO
Alice Albright, Treasurer, Chief Financial and Investment Officer

Up to US$250,000:

Tim Nielander, General Counsel
Tony Dutson, Chief Accounting Officer

Up to US$25,000:

Lisa Jacobs, Secretary
Ruth Khalastchi*, Senior Legal Counsel
Anthony Brown, Senior Legal Counsel
Kevin Klock, Assistant Secretary

* Ruth Khalastchi is authorised to sign employment agreements up to the value of the agreement.

FOR DECISION

GAVI Alliance
Conflict of Interest Policy

1. Purpose

The richness of the GAVI Alliance lies in the involvement and participation of the main stakeholders to immunisation. For example, the Board's representative members ensure that institutions and constituencies can provide formal input into the development of all GAVI's policies and the management of its operations. Together with independent board members whose experience in the private sector bring an innovative perspective to discussions, Board members engage in a process of balanced strategic decision-making, innovation and partner collaboration.

Though they bring their experience and affiliations to bear for the benefit of GAVI, Board members recognise they have a fiduciary responsibility to put the interests of the GAVI Alliance before other interests when taking decisions on behalf of the Alliance. Concurrently, when discharging their duties, Representative Board Members are not required to take decisions that conflict with the constitution, regulations, rules and policies of the organisation providing that member to the Board.

As a result, Article 28 of the GAVI Alliance Statutes states the Board shall adopt a conflicts of interest policy for all organs of the GAVI Alliance. The purpose of this policy is to protect the reputation and integrity of GAVI's decision-making processes, particularly in regard to the allocation and disbursement of resources, by establishing procedures to identify, evaluate and address any real or potential conflicts that may arise from time to time. In addition to Board members, members of the Secretariat and others involved in decision-making processes on behalf of GAVI will be expected to abide by the provisions of this policy.

2. Definitions

Terms found in this policy shall have the same meaning as they do within the GAVI Alliance Statutes and By-laws. Further, the following definitions shall apply:

- "Organisational Interest" – A Representative Board Member has an organisational interest when the entity providing that member may benefit financially from a GAVI Alliance Board decision.

- "Financial/Personal Interest" - A person has a financial/personal interest when he or she may benefit financially or in any other significant way from a transaction or other financial arrangement between the GAVI Alliance and an entity with which the person has:

  - an ownership or investment interest;
  - a senior leadership or board member position (whether paid or unpaid);
  - a direct or indirect compensation arrangement, including through a business, investment or Family Member, or in the form of substantial gifts or favours; or
  - a potential of securing any of the above.

A person who possesses investments in independent non-discretionary managed accounts that may hold securities in entities that have a transaction or arrangement with GAVI will not be deemed to have a financial/personal interest under this policy.

- "GAVI Person" – Any member of the Board (including Alternate Board Members and Committee Delegates), Secretariat, or Advisory Bodies (as defined in Article 5 of the By-laws)

- "Family Members" – include a GAVI Person's grandparents, parents/guardians, spouse/domestic partner, siblings, children or dependents, and grandchildren.

- "Conflict of Interest" – A situation where a person has a real or potential Organisational or Financial/Personal interest that may:

  - affect the conduct of his/her duties and responsibility with respect to GAVI
  - creates the perception that the person is using his or her position in GAVI for organisational or personal financial gain at the expense of the Alliance.

3. Conflict of Interest Established

A real or potential Conflict of Interest is established when:

- a GAVI Person discloses that (s)he has a real or potential conflict;
- the Board determines a real or potential conflict exists;
- a Board Committee or Advisory Body determines a real or potential conflict exists in the context of its own deliberation; or
- the CEO determines that a member of the Secretariat has a real or potential conflict.

4. Transparency and Duty to Disclose

A GAVI Person must disclose Organisational or Financial/Personal interests, including those that derive from Family Members, and the nature of such interest whenever (s)he becomes aware that a conflict exists or that it is reasonably likely to occur. GAVI Persons are encouraged to consult the General Counsel for guidance if questions about disclosure requirements.

From time to time, each member of the Board (including Alternate Board Members and Committee Delegates), members of Advisory Bodies, Officers, and members of the Secretariat with signature authority shall complete and submit an annual statement disclosing interests. The annual statement shall include the following:

> As a member of the Board, an Alternate Board Member, Committee Delegate, member of the Secretariat, or member of an Advisory Body of the GAVI Alliance, I hereby acknowledge that I have received a copy of the GAVI Alliance's Conflict of Interest Policy, I have read and understand the policy, and I agree to comply with the policy.

5. Board, Board Committee and Advisory Body Meetings

Participation - general

During the course of a Board or Board Committee meeting, a GAVI Person with a Conflict of Interest shall:

- disclose the interest to the chair of the meeting at the beginning of discussion of the pertinent agenda item
- not vote on a decision or recommendation for that agenda item.

A GAVI Person with a Conflict of Interest shall leave the meeting room for the duration of the discussion and vote unless the chair of the meeting chooses to waive this provision. In that case, it shall also be the prerogative of the chair of the meeting to determine the scope and level of a conflicted person's participation in the discussion. The minutes of the meeting shall reflect the conflicted member's disclosure, abstention from voting, and whether the interested member participated in the discussion.

Participation – developing country government representatives

Board Members and Alternate Board Members representing developing country governments are subject to the provisions above except that they shall be entitled to participate fully in discussions and to vote on country immunisation programmes, since those programmes are reviewed and recommended to the GAVI Alliance Board by the Independent Review Committee.

Failure to disclose

Should anyone have reasonable cause to believe that a GAVI Person failed to disclose actual or possible conflicts of interest, (s)he shall inform the chair of the meeting of the basis for such belief so that the chair of the meeting can afford the GAVI Person an opportunity to explain the alleged failure to disclose.

Failures or disputes over whether a conflict exists may be referred to the Governance Committee or, if necessary, the Board for resolution.

6. Special Advisors

From time to time, the GAVI Alliance provides the Chair and Vice Chair of the GAVI Alliance Board, and other board members (primarily developing country government board members) staff support to aid them in their roles as GAVI Alliance directors. Board members receiving this support are asked to acknowledge on their Annual Statements that Special Advisors support only activities in furtherance of their service on the GAVI Alliance Board.