

GAVI Alliance Board Meeting

13 August 2010
Teleconference

FINAL MINUTES

Finding a quorum of members present¹, the meeting commenced at 16.12 Geneva time on 13 August 2010. Mary Robinson, Chair of the GAVI Alliance Board, chaired the meeting except as indicated.

1 Resignation of CEO

On 9 August 2010, the Chair received and accepted the resignation of CEO Julian Lob-Levyt. As a result of this resignation, the Board needed to make a number of prompt decisions (Doc #1 in the board pack). (During discussion of the terms of separation, Dr Lob-Levyt left the room.) During the discussion, the Board:-

- agreed with the Chair and the CEO's recommendation that the CEO's employment would conclude on 7 October 2010 so that the resource mobilisation meeting would benefit from the CEO's leadership and presence,
- agreed with the Chair's recommendation that it is appropriate and fair that the CEO be paid his regular salary until 31 December 2010, and
- expressed its gratitude to Dr Lob-Levyt for his willingness to be available during the transition for guidance and advice.

Resolution One

The GAVI Alliance Board resolved to:

- **Recognise** the remarkable service of Julian Lob-Levyt to the GAVI Alliance over the past 5 years. It acknowledged Julian's outstanding leadership, direction and vision including pioneering ground-breaking innovative financing mechanisms and results-based approaches. The Board noted that Julian's deep rooted concern for country level issues has been exemplary, working to build on country level systems and add to the good work of others. Under his tenure, GAVI has contributed to the immunisation of over 257 million children and the saving of more than 5.4 million lives. The Board expressed its gratitude to Julian for his personal and professional commitment to GAVI's mission and wished him the best in his new role.

¹ Board member participants are listed in Appendix A.

- **Delegate** to the Chair the authority, on the advice of counsel, to finalise separation arrangements with the outgoing CEO. The Board noted that the separation would be effective 7 October 2010.

2 Appointment of Interim CEO

The Chair recommended the appointment of Helen Evans, currently the Deputy CEO, as interim chief executive (Doc #1). Ms Evans is the most senior member of the Secretariat and has expressed a willingness to assume the role.

Resolution Two

The GAVI Alliance Board resolved to:

- **Appoint** the following individual as an Officer of the GAVI Alliance with individual signatory authority contingent upon acceptance of an Employment Agreement with the GAVI Alliance:
 - Helen Evans as interim CEO as of 7 October 2010.
- **Delegate** to the Chair the authority, on the advice of counsel, to finalise and have executed an Employment Agreement with the interim CEO.

3 Recruitment of permanent CEO

The Chair recommended a way forward for recruiting and retaining a permanent CEO (Doc #1). This recommendation included the setting up of a CEO Succession Committee to manage the process and appointing outside consultants to assist the Board in identifying and vetting candidates. Discussion followed:

- Several Board members proposed additional Committee candidates in order to make the Committee's membership more representative. The Board also understood the need to keep this Committee agile and manageable. As such the Chair's recommended candidates would serve with immediate effect but the Governance Committee should meet as soon as possible to consider additional members after constituencies have had an opportunity to confer on the process.
- The Committee should be transparent in its deliberations. In particular, all Board members desire an opportunity to provide input on the terms of reference for the new CEO. These terms of reference should be produced as soon as possible.
- WHO offered the services and insight of its human resources department to the extent that the CEO Succession Committee would find its resources useful.
- There are benefits to appointing the Board's current search firm to assist the Committee. However, it would be useful to evaluate its past performance and potential capabilities for this search given the critical importance of the position.

Resolution Three

The GAVI Alliance Board resolved to:

- **Approve** the Charter of the CEO Succession Committee.
- **Appoint** the following individuals to the CEO Succession Committee effective immediately as well as such other individuals as the Governance Committee may determine in due course:
 - Dagfinn Høybråten
 - Mary Robinson
 - Jaime Sepulveda
 - George W. Wellde, Jr.
- **Appoint** Dagfinn Høybråten as Chair of the CEO Succession Committee effective immediately.
- **Endorse** the retention of Egon Zehnder International as external search consultant ("Consultant") contingent upon a satisfactory evaluation of the Consultant as assessed by the Governance Committee.
- **Delegate** to the Governance Committee the authority to request the Secretary to the Board to take any steps necessary to commence the assignment with the Consultant.

Mr Høybråten abstained from voting on the resolution to appoint him as Chair of the CEO Succession Committee.

4 Extension of Term for Board Chair

Jaime Sepulveda, Vice Chair, chaired this agenda item. He noted that the Chair had signalled a willingness to serve as an unaffiliated board member and as Chair until 31 March 2011, three months longer than originally anticipated in order to ensure stability of leadership. Discussion followed:

- The Board expressed its appreciation to the Chair for her tremendous contribution to GAVI and for her willingness to serve.
- In considering the proposal, the Board received an update from the Governance Committee's Chair Appointment Subcommittee which noted that the recruitment is proceeding well and is on schedule.
- Though the Subcommittee feels reasonably confident it will be in a position to recommend a candidate for appointment during the board meeting in Kigali, the Board agreed that clarity and transparency of chair succession was critical. If a new chair is appointed in Kigali, Ms Robinson agreed to advise him/her informally for a short time. However, if the Board is not ready to make an appointment, that leadership role should remain with Ms Robinson through the first quarter of 2011.

Resolution Four

The GAVI Alliance Board resolved to:

- **Reappoint** Mary Robinson as an Unaffiliated Board Member until 31 March 2011 if the Board does not elect a new Board Chair by the conclusion of 1 December 2010.
- **Reappoint** Mary Robinson as Chair of the Board with individual signatory authority until 31 March 2011 if the Board does not elect a new Board Chair by the conclusion of 1 December 2010.

5 General Counsel

The Chair acknowledged this would be the final board meeting attended by Tim Nielander as GAVI's General Counsel. She thanked him for his service and excellent legal advice as well as his contributions in transforming GAVI into an International Institution under the laws of Switzerland. Debbie Adams would be taking on leadership of the legal team in addition to her governance responsibilities.

There being no further business, the meeting was adjourned.

Ms Debbie Adams, Secretary

Appendix A

Participants

Board Members

- Mary Robinson, Chair
- Jaime Sepulveda, Vice Chair
- Faruque Ahmed
- Amie Batson
- Paul Fife
- Gustavo Gonzalez-Canali
- Guillermo González González
- Magid Al-Gunaid (Alternate)
- Nguyen Tran Hien (Alternate)
- Saad Houry
- Dagfinn Høybråten
- Suresh Jadhav
- Anders Molin
- Jean-Marie Okwo-Bele (Alternate)
- Anne Schuchat
- Richard Sezibera
- Jean Stéphane
- George W. Wellde, Jr.
- Julian Lob-Levyt (non-voting)

Regrets

- Wayne Berson
- Toupta Boguena
- Dwight Bush
- Armin Fidler*
- Ashutosh Garg

Alternates Observing

- Rajeev Venkayya**

Secretariat

- Debbie Adams
- Kevin Klock
- Tim Nielander

Guest

- Claire Mahon, Special Advisor to Mary Robinson

* The World Bank's Board Member seat is currently vacant

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