

FOR DECISION

The Governance Committee has met twice since the June 2010 Board Meeting in Geneva and will convene the evening prior to the Kigali board meeting. This report summarises the Committee's activities and recommendations since the Geneva Board Meeting on 16-17 June 2010.

The Governance Committee recommends to the Board that it:

- Appoint nominees to their respective positions on the Board and committees
- Amend the By-Laws to allow for no-objection voting on minutes (a separate paper outlines this proposal).

Report of the Governance Committee

CEO Succession

Consultant Retention

- 1.1 The Board requested that the Governance Committee undertake a performance review of its search consultant prior to engaging it for the CEO recruitment. The Committee determined that the consultant was competent, knowledgeable and that its familiarity and ability to begin work right away were persuasive factors for awarding the assignment to it. However, the Committee asked the Secretary to launch a procurement process to diversify the Committee's consultancy resources, focusing particularly on ensuring full geographic coverage in all future recruitments.

CEO Succession Committee Composition

- 1.2 The Board appointed four Board Members (Dagfinn Høybråten, Mary Robinson, Jaime Sepulveda, and George W. Wellde, Jr.) to constitute a core group to perform each step of the process. Seven additional persons (Amie Batson, Armin Fidler, Paul Fife, Gustavo Gonzalez-Canali, Alan Hinman, Jean Stéphenne, Richard Sezibera) were appointed by the Governance Committee to constitute a reference group that is to be consulted whenever possible. This satisfies the Board's desire that the CEO Succession Committee be representative but also agile and manageable.

Recruitment Update

- 1.3 The entire CEO Succession Committee met on 15 September to finalise the terms of reference for the CEO and the work responsibilities of the external search consultant. Since then, the position has been advertised and members from each GAVI-affiliated board have suggested possible candidates. The Committee will begin its review of candidate profiles shortly. The timeline established by the CEO Succession Committee takes the recruitment process into 2011 and it is anticipated that first interviews will be held early in the new year.

FOR DECISION

Chair Succession

- 2.1 The Board Leadership Appointments Subcommittee completed its work and will make a recommendation to the Governance Committee during the week preceding the Kigali Board Meeting. The Chair of the Governance Committee shared this recommendation with both the Governance Committee and the Board in advance of the Kigali Board Meeting, to enable some time for constituency consultations. The Governance Committee will consider this recommendation at its meeting on 29 November in Kigali, and should the Governance Committee accept the proposal, the Chair will inform the Board of the nominee and seek its approval for appointment on 30 November 2010. The new Chair's term will begin on 1 January 2011.

Nominations and Appointments of Board and Committee Members

Past Nominations and Appointments

- 3.1 Since the June 2010 Board meeting, the Governance Committee nominated, and the Board appointed by unanimous email consent, the following persons:
- (a) Cristian Baeza as Board Member representing the World Bank
 - (b) Anarfi Asamoah-Baah as Board Member representing WHO
 - (c) Helen Evans as Interim CEO, non-voting Board Member, and non-voting member of the Governance and Programme & Policy Committees.
 - (d) Saad Houry as member of the Executive Committee in the seat previously occupied by Daisy Mafubelu.
- 3.2 At its meeting on 4 October 2010, the Governance Committee made the following nominations:
- (a) Wayne Berson for reappointment as an Unaffiliated Board Member
 - (b) Dwight Bush for reappointment as an Unaffiliated Board Member
 - (c) George W. Wellde, Jr. for reappointment as an Unaffiliated Board Member
 - (d) Amie Batson as a member of the Governance Committee.
- 3.3 The Governance Committee recommends the Board approve the above nominations on 30 November 2010.

Upcoming Nominations and Appointments

- 3.4 The Governance Committee will consider the following proposed candidates at its next meeting on Monday 29 November 2010:
- (a) Flavia Bustreo as Board Member representing the World Health Organization in the seat currently occupied by Anarfi Asamoah-Baah.
 - (b) Anders Nordström as Board Member representing Sweden/Denmark/Netherlands in the seat currently occupied by Anders Molin.
 - (c) Leone Gianturco as Alternate Board Member representing Donor Governments (Italy/Spain).

FOR DECISION

(d) Elías Antonio Guevara Ordóñez as Alternate Board Member to Guillermo González González representing Developing Country Governments.

- 3.5 The Governance Committee will make its recommendations to the Board regarding the nomination of the persons listed above during the Board Meeting on 30 November 2010.

Committee Membership

- 3.6 The response to the committee preferences survey was poor as only ten of twenty-three eligible board members submitted forms. As such, and in view of the fact that nineteen of the board members and alternate seats will rotate during 2011, it will be recommended to the Governance Committee that the committee compositions and chairs remain as they are, except for the following:

- (a) Amie Batson to join the Governance Committee
- (b) Sian Clayden to join the Governance Committee
- (c) The new Chair of the Board to chair the Governance Committee
- (d) Leone Gianturco to join the Programme & Policy Committee
- (e) Anders Nordström to join the Programme & Policy Committee.

- 3.7 The Governance Committee will make its recommendations to the Board regarding committee membership during the Board Meeting on 30 November 2010.

Guidelines on Board Gender Balance

- 3.8 The GAVI Alliance Guidelines on Board Gender Balance were adopted by the Board in June 2010, and apply to Governance Committee and Board decisions at the Kigali meetings. To facilitate ease of reference to these Guidelines, they have been attached to this report as annex 1. The Chair requests that Board Members re-familiarise themselves with these Guidelines, and ensure compliance when submitting nominations for vacancies or rotating seats. In particular, attention is drawn to the requirement to submit two candidates for each post, one male and one female, for consideration by the Governance Committee and Board.

Approving Past Minutes through No-Objection Voting

- 4.1 The Governance Committee recommended to the Board that it amend the By-Laws to allow for no-objection voting on minutes which will be addressed at agenda item 2b.

ANNEX 1

GUIDELINES ON THE GAVI ALLIANCE BOARD GENDER BALANCE

(Approved by the GAVI Alliance Board, 16-17 June 2010)

Purpose

The purpose of these Guidelines is to establish a framework through which the GAVI Alliance Board Nominating Committee can fully implement the GAVI Gender Policy, in particular the requirement to ensure a gender balance in all areas of GAVI's work, including throughout the governance structures, to the extent possible.

Mandate of the Nominating Committee

The GAVI Alliance By Laws state, at Section 2.4.1 that:

2. The Nominating Committee may establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board Members, provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board member(s). The criteria for Board membership shall be consistent with the GAVI Alliance gender policy, specifically, that gender balance in all areas of GAVI Alliance work should be ensured, including throughout the governance structures, to the extent possible.

Under Section 2.4.2 of the GAVI Alliance By Laws, the Nominating Committee may decide not to nominate a person designated by an applicable Eligible Organisation or Eligible Constituency as its Representative Board Member if “the person so designated does not meet the minimal criteria established pursuant to Section 2.4.1”.

Acceptable gender balance

The Nominating Committee should establish and maintain a ratio of 60/40 male/female Board Members and Alternate Members. For the purposes of this calculation, the Board Members and Alternate Members shall be assessed as separate groups. The gender balance shall be deemed to be within the acceptable range if there is no more than 60% of any one gender.

SECTION I ATTAINING GENDER BALANCE IN GAVI ALLIANCE BOARD GOVERNANCE STRUCTURES

Eligible Organisations and Eligible Constituencies shall propose two designated representatives or proposed candidates, each of different genders, for consideration by the Nominating Committee for each relevant Board seat or Alternate Board seat to be filled. The Nominating Committee will give preference to nominating a designated representative or proposed candidate of the under-represented gender for appointment as Board Member or Alternate Board Member until such time as the gender balance of the Board Members or Alternate Board Members has been brought within the acceptable range.

ANNEX 1

SECTION II MAINTAINING GENDER BALANCE IN GAVI ALLIANCE BOARD GOVERNANCE STRUCTURES

The Nominating Committee will not nominate designated representatives or proposed candidates for appointment as Board Members or Alternate Board Members where such nominations will create a gender imbalance that is outside the acceptable range.

SECTION III EXCEPTIONS APPROVAL PROCEDURE FOR NOMINATIONS OTHERWISE NOT IN CONFORMITY WITH GENDER GUIDELINES

The Nominating Committee may decide to nominate a designated representative or proposed candidate for appointment as a Board Member or Alternate Board Member even if the decision to make such a nomination would otherwise not be in conformity with the first two sections of these guidelines. The reasons for such nominations shall be disclosed in the minutes of the Nominating Committee's meeting.

SECTION IV MISCELLANEOUS PROVISIONS

Right of recourse to full Board

In the event that the Nominating Committee decides not to nominate a designated representative of an Eligible Organisation or Eligible Constituency, such Organisation or Constituencies shall retain the right, in accordance with Section 2.4.2, paragraph 2, of the GAVI Alliance By Laws, to:

request the full Board to appoint the person so selected by such Organisation or Constituency, in which case the recommendation of the Nominating Committee shall be sustained only if the Board approves it in accordance with Section 2.7.1. If a candidate selected by an Eligible Organisation or Eligible Constituency is not so nominated by the Nominating Committee, and the Board decides not to appoint the person so selected by such Organisation or Constituency, the Eligible Organisation or Eligible Constituency shall select another Candidate.

Secretariat Support

To facilitate the implementation of the GAVI Gender Policy, the Secretariat will, to the extent possible, support Eligible Organisations and Constituencies in their search for designated representatives or candidates of the under-represented gender. The Nominating Committee may make specific recommendations in this regard.

Inadvertent gender imbalance

Any gender imbalance in the GAVI Board (or amongst Alternate Board members) shall only be deemed to be an imbalance not in conformity with these guidelines and

ANNEX 1

the GAVI Gender Policy if such imbalance arises as a result of a Board decision to make an appointment that does not comply with the gender balance requirements as set out above. It is not a violation of these guidelines if a gender balance arises when a Board member or alternate member resigns or ends their term on the Board and has not yet been replaced, or if one or more Alternate Board members take seats at specific Board meetings and the consequence of such is that the ratio of acting Board members at any one meeting violates the gender balance ratio as set out above.