

Resolutions of the GAVI Alliance Board

*GAVI Alliance Board meeting
Dhaka, Bangladesh, 16-17 November 2011*



Resolution 1: Vaccine support in the DRC

The GAVI Alliance Board:

- **Approved**, exceptionally, the continuation of existing vaccine support for Pentavalent and Yellow Fever vaccines for DRC in 2012 in the event that the country does not pay its 2010 co-financing arrears for these vaccines by the end of 2011;
- **Requested** the Secretariat to work with the Government of the DRC to develop a plan and a timeline for how the DRC will comply with its obligations under the Co-financing Policy and keep the Board informed on these arrangements;
- **Noted** that the DRC would not be eligible to apply for vaccine support requiring co-financing until this issue is resolved.

Resolution 2: New vaccine windows (1/2)

The GAVI Alliance Board:

- **Opened** a funding window for rubella vaccines such that the GAVI Secretariat can invite proposals for support in 2012 from countries;
- **Opened** a funding window for HPV country proposals provided that:
 - the Secretariat secures acceptable price commitments from industry for HPV vaccines;
 - HPV proposals demonstrate the ability of the country to deliver HPV vaccines to the new target population, including through successful demonstration projects and that a communication strategy is in place in that country;
- **Requested** the Secretariat to work with technical partners to develop HPV demonstration projects following the Board meeting in November 2011;

Resolution 2: New vaccine windows (2/2)

- **Noted** that Japanese encephalitis is a critically important vaccine, particularly for South East Asia. GAVI should consider opening a window once an appropriate vaccine is prequalified. Continued efforts are needed on surveillance;
- **Decided** not to revisit its previous decision on typhoid noting that the Alliance looks forward to the development of an appropriate conjugate vaccine.

Ronald Brus (Industrialised Country Vaccine Industry) and Mahima Datla (Developing Country Vaccine Industry), as well as their Alternate Board Members and constituency colleagues, recused themselves and left the room during discussion and voting on this resolution.

Resolution 3: Vaccine Supply and Procurement Strategy for 2011-2015

The GAVI Alliance Board:

- **Approved** the Vaccine Supply and Procurement Strategy for the period 2011-2015 as attached as Annex 2 to Doc 12.

Ronald Brus (Industrialised Country Vaccine Industry) and Mahima Datla (Developing Country Vaccine Industry) were allowed an opportunity to make a statement at the beginning of discussion. Subsequently, they, as well as their Alternate Board Members and constituency colleagues, recused themselves and left the room during the remainder of discussion and voting on this resolution.

Resolution 4: Performance based funding (1/2)

The GAVI Alliance Board:

- **Decided** not to proceed with IRIS as a stand alone window of support;
- **Requested** the Secretariat to roll out the performance based health systems funding in accordance with the design summarised in Annex 1 of the report (Doc 13) starting in 2012 for countries to use as their existing cash support elapses;
- **Recognised** the PPC request to the Secretariat to develop a policy that clearly defines the GAVI Alliance's approach to fragile and under-performing countries; and

Resolution 4: Performance based funding (2/2)

- **Requested** the Secretariat to:
 - Continue to engage with partners in developing the assessment tools and to encourage them when needed to provide technical support;
 - Time the standard GAVI financial management assessment so that it can be taken into account when the Board or the Executive Committee makes its initial decision on approving cash support in a country and, subsequently, to conduct any further financial management assessments in accordance with the GAVI Transparency and Accountability Policy;
 - Create a standing mechanism to engage partners and technical experts to proactively steer and coordinate work and share lessons on health systems strengthening and other cash based support going forward; and
 - Propose to the Board a plan to monitor and evaluate GAVI's cash support to countries.

Resolution 5: Business plan budget (1/2)

The GAVI Alliance Board:

- **Approved** US\$ 50.3 million for WHO to implement its part of the 2012 Business Plan;
- **Approved** US\$ 16.6 million for UNICEF for activities under the 2012 Business Plan and procurement fees;
- **Approved** US\$ 0.8 million for civil society organisations for activities under the 2012 Business Plan;
- **Approved** US\$ 90.8 million for the implementation of the remainder of the 2012 Business Plan and a constituent capital expenditure budget of US\$ 4.3 million;

Resolution 5: Business plan budget (2/2)

The GAVI Alliance Board:

- **Approved** exceptionally US\$ 2.0 million for a one time CEO reserve, it being understood that expenditures from this reserve would be made in consultation with the Executive Committee; and
- **Requested** to be informed on the revised deliverables in the Business Plan following approval of the budget for 2012.

Flavia Bustreo (WHO) recused herself from voting on the WHO portion of the business plan budget. Geeta Rao Gupta (UNICEF) recused herself from voting on the UNICEF portion of the business plan budget. Alan Hinman (Civil Society) recused himself from voting on the civil society organisations portion of the business plan budget.

Resolution 6: Committee leadership structure

(1/6)

The GAVI Alliance Board:

- **Amended** the Statutes as follows:

Remove the following sentence from the first paragraph of Article 12:

The Vice Chair shall act as the Chair of the Executive Committee.

- **Amended** the By-Laws as follows:

Amend Article 2.6.3 in its entirety to read as follows:

The Chair shall preside at all meetings of the Board and shall act as Chair of and preside at meetings of the Executive Committee. Further, the Chair shall perform such other duties as may be assigned by the Board.

Resolution 6: Committee leadership structure

(2/6)

Amend Article 2.6.4 in its entirety to read as follows:

The Vice Chair shall preside at meetings of the Board in which the Chair is absent and shall act as Chair of and preside at meetings of the Governance Committee. Further, the Vice Chair shall perform such other duties as may be assigned by the Board.

Amend Article 3.1.1 in its entirety to read as follows:

The Executive Committee shall consist of:

- The Board Chair, who shall be a voting member of the Executive Committee subject to Article 2.6.5
- The Board Vice Chair, who shall be a voting member of the Executive Committee subject to Article 2.6.5
- Up to nine additional Board Members (or Alternate Board Members), who shall each be a voting member of the Executive Committee
- The CEO, who shall serve as an ex-officio, non-voting member of the Executive Committee.

Resolution 6: Committee leadership structure

(3/6)

Add Article 3.1.5:

The Board Chair shall serve as Chair of the Executive Committee. The Board Vice Chair shall serve as Vice Chair of the Executive Committee.

Should the Board Chair be absent from any meeting of the Executive Committee, the Board Vice Chair shall exceptionally serve as Chair of the Executive Committee during that meeting.

However, the Board Chair may delegate to the Board Vice Chair the authority to serve as Chair of the Executive Committee on an ongoing basis. If so delegated: ...

Resolution 6: Committee leadership structure

(4/6)

If so delegated:

- The Board Vice Chair will serve as Chair of the Executive Committee at the pleasure of the Board Chair.
- The Board Chair will not serve on the Executive Committee and his/her seat and vote may not be transferred.
- The Board Chair may rescind the delegation at any time and retake his/her seat and vote.

Resolution 6: Committee leadership structure

(5/6)

The GAVI Alliance Board:

- **Amended** the Governance Committee Charter as follows:

Remove the following sentence from the first paragraph of Article 2:

The Board Chair and Board Vice Chair shall each be appointed to the Committee.

Add the following sentence to the end of the first paragraph of Article 2:

The Board Vice Chair shall also serve as Governance Committee Chair and a voting member of the Governance Committee (subject to the restrictions imposed by Article 4.2 of the By-Laws).

Resolution 6: Committee leadership structure

(6/6)

Remove the following sentence to the beginning of the second paragraph of Article 2:

Other than the Board Chair and the Board Vice Chair, membership shall be skill-based and only Board Members/Alternates may be members of the Committee.

Add the following sentence to the beginning of the second paragraph of Article 2:

Membership shall be skill-based and only Board Members/Alternates may be members of the Committee.

Resolution 7: Board appointments (1/4)

The GAVI Alliance Board (re)appointed:

- **Simon Bland** as Board Member representing donor governments Ireland, Norway, and United Kingdom (in the seat currently held by Paul Fife) effective 1 January 2012 and until 31 December 2013;
- **Suraya Dalil** as Board Member representing Developing Country Governments (in the seat currently held by Abdulkarim Yehia Rasae) effective 1 January 2012 and until 31 December 2014;
- **Christopher J. Elias** as Board Member representing the Bill & Melinda Gates Foundation (in the seat currently held by Jaime Sepulveda) effective 16 December 2011 and until his successor is elected and qualified;
- **Ashutosh Garg** as an Unaffiliated Board Member effective immediately and until 31 December 2014;

Resolution 7: Board appointments (2/4)

The GAVI Alliance Board (re)appointed:

- **Gustavo Gonzalez-Canali** as Board Member representing the European Community and donor governments France, Germany, and Luxembourg effective immediately and until 31 December 2013;
- **A.F.M. Ruhul Haque** as Board Member representing Developing Country Governments (in the seat currently held by Trinh Quan Huan) effective 1 January 2012 and until 31 December 2014;
- **Christine D.J. Ondoa** as Board Member representing Developing Country Governments (in the seat formerly held by Richard Sezibera) effective 1 January 2012 and until 31 December 2014;
- **Anders Nordström** as Board Member representing the Netherlands, Sweden, and Denmark effective immediately and until 31 December 2012;
- **Angela Santoni** as Board Member representing donor governments Italy and Spain (in the seat currently held by José Luis Solano) effective 1 January 2012 and until 31 December 2013;

Resolution 7: Board appointments (3/4)

The GAVI Alliance Board (re)appointed:

- **Nicholas Alipui** as Alternate Board Member to Geeta Rao Gupta representing UNICEF (in the seat currently held by Pascal Villeneuve) effective immediately and until his successor is elected and qualified;
- **Elisabeth Féret** as Alternate Board Member to Gustavo Gonzalez-Canali representing the European Community and donor governments France, Germany, and Luxembourg effective immediately and until 31 December 2013;
- **Steve Landry** as Alternate Board Member to Christopher J. Elias representing the Bill & Melinda Gates Foundation (in the seat currently held by Rajeev Venkayya) effective 16 December 2011 and until his successor is elected and qualified;
- **Siv Cathrine Moe** as Alternate Board Member to Simon Bland representing donor governments Ireland, Norway, and United Kingdom (in the seat currently held by Abigail Robinson) effective 1 January 2012 and until 31 December 2013;

Resolution 7: Board appointments (4/4)

The GAVI Alliance Board (re)appointed:

- **José Luis Solano** as Alternate Board Member to Angela Santoni representing donor governments Italy and Spain (in the seat currently held by Leone Gianturco) effective 1 January 2012 and until 31 December 2013;
- **Salah Banoita Tourab** as Alternate Board Member to Suraya Dalil representing Developing Country Governments (in the seat currently held by Magid Al-Gunaid) effective 1 January 2012 and until 31 December 2014; and
- **Annie Vestjens** as Alternate Board Member to Anders Nordström representing the Netherlands, Sweden, and Denmark effective immediately and until 31 December 2012.

Candidates for these positions currently sitting on the Board recused themselves from discussion and voting on their own appointments and those for their organisations or constituencies.

Resolution 8: Vice Chair appointment

The GAVI Alliance Board:

- **Appointed** Geeta Rao Gupta as Vice Chair of the Board with individual signatory authority effective immediately and until 31 December 2013.

Geeta Rao Gupta recused herself and left the room during discussion and voting on her appointment.

Resolution 9: Committee appointments (1/6)

The GAVI Alliance Board:

- **(Re)appointed** the following members of the Executive Committee until the committees are refreshed for the 2013 year:
 - Amie Batson
 - Cristian Baeza
 - Wayne Berson
 - Ronald Brus
 - Flavia Bustreo
 - Christopher J. Elias
 - Ashutosh Garg
 - Guillermo González-González
 - Geeta Rao Gupta
 - Dagfinn Høybråten
 - George W. Wellde, Jr
 - Seth Berkley (non-voting)

Candidates for these positions currently sitting on the Board recused themselves from discussion and voting on their own appointments and those for their organisations or constituencies.

Resolution 9: Committee appointments (2/6)

The GAVI Alliance Board:

- **(Re)appointed** the following members of the Audit and Finance Committee until the committees are refreshed for the 2013 year, it being understood that additional Board members shall be appointed to this Committee in due course:
 - Wayne Berson
 - Tom Hunstad
 - Dwight Bush
 - Anne Schuchat
 - Micheline Gilbert
 - Derek Strocher
 - Dirk Gehl

Candidates for these positions currently sitting on the Board recused themselves from discussion and voting on their own appointments and those for their organisations or constituencies.

Resolution 9: Committee appointments (3/6)

The GAVI Alliance Board:

- **(Re)appointed** the following members of the Governance Committee until the committees are refreshed for the 2013 year:
 - Nicholas Alipui
 - Dwight Bush
 - Jenny Da Rin
 - Geeta Rao Gupta
 - Alan Hinman
 - Siv Cathrine Moe
 - Olga Popova
 - José Luis Solano
 - George W. Wellde, Jr
 - Seth Berkley (non-voting)

Candidates for these positions currently sitting on the Board recused themselves from discussion and voting on their own appointments and those for their organisations or constituencies.

Resolution 9: Committee appointments (4/6)

The GAVI Alliance Board:

- **(Re)appointed** the following members of the Investment Committee until the committees are refreshed for the 2013 year:
 - Dwight Bush
 - Paul Fife
 - George W. Wellde, Jr

Candidates for these positions currently sitting on the Board recused themselves from discussion and voting on their own appointments and those for their organisations or constituencies.

Resolution 9: Committee appointments (5/6)

The GAVI Alliance Board:

- **(Re)appointed** the following members of the Programme and Policy Committee until the committees are refreshed for the 2013 year:
 - Joan Awunyo-Akaba
 - Mickey Chopra
 - Ashutosh Garg
 - Gustavo Gonzalez-Canali
 - Suresh Jadhav
 - Steve Landry
 - Susan McKinney
 - Anders Molin
 - Robert Oelrichs
 - Jean-Marie Okwo-Bele
 - Abigail Robinson
 - Anne Schuchat
 - Klaus Stohr
 - Seth Berkley (non-voting)

Candidates for these positions currently sitting on the Board recused themselves from discussion and voting on their own appointments and those for their organisations or constituencies.

Resolution 9: Committee appointments (6/6)

The GAVI Alliance Board:

- **Appointed** Alan Hinman as a member of the Evaluation Advisory Committee effective immediately and until 30 June 2013.

Alan Hinman recused himself from discussion and voting on his appointment.

Resolution 10: Committee chair appointments

The GAVI Alliance Board:

- **Reappoint** the following chairs of the committees until the committees are refreshed for the 2013 year:
 - Wayne Berson as Chair of the Audit and Finance Committee
 - Gustavo Gonzalez-Canali as Chair of the Programme and Policy Committee
 - George W. Welde, Jr as Chair of the Investment Committee.

Candidates for these positions recused themselves from discussion and voting on their appointments.

Note: Dagfinn Høybråten (Executive Committee) and Geeta Rao Gupta (Governance Committee) are statutorily appointed to chair their respective committees. Geeta Rao Gupta is also statutorily appointed as Vice Chair of the Executive Committee. Sania Nishtar (Evaluation Advisory Committee) continues to chair her committee.

Resolution 11: Investment Policy

The GAVI Alliance Board:

- **Approved** the GAVI Alliance Investment Policy attached as Appendix A to the report on the Revised Investment Policy (Doc 16d), and revoked the GAVI Alliance Cash and Short-term Investments Policy.

Resolution 12: Currency Hedging Policy

The GAVI Alliance Board:

- **Approved** the GAVI Alliance Currency Hedging Policy attached as Annex 1 to the report on the Currency Hedging Policy (Doc 16e).

Resolution 13: Appointment of the external auditor

The GAVI Alliance Board:

- **Appointed** KPMG SA/AG as the independent auditor of the GAVI Alliance for 2011;
- **Appointed** KPMG SA/AG to provide Swiss tax services for the GAVI Alliance for 2011; and
- **Appointed** KPMG LLP to provide United States tax services for the GAVI Alliance for 2011.



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