



**Report to the  
GAVI Alliance Board**  
16-17 November 2011

<b>Subject:</b>	<b>Committee leadership structure</b>
<b>Report of:</b>	Debbie Adams, MD, Law and Governance
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<b>Agenda item:</b>	16b
<b>Category:</b>	For Decision
<b>Strategic goal:</b>	Alliance operations

**Section A: Overview**

**1. Purpose of the report**

- 1.1 In July, the Governance Committee recommended an alternative to the current governance arrangements regarding leadership of the Executive and Governance Committees. The proposal was based on the understanding that the Executive Committee is responsible for making critical and time sensitive decisions in between Board meetings and its mandate to make recommendations to the Board on GAVI's strategy. It is therefore appropriate that it be led by the Chair of the Board.

**2. Recommendations**

- 2.1 On 6 July 2011, the Governance Committee recommended to the Board that it amend the Statutes as follows:

- (a) **Remove the following sentence from the first paragraph of Article 12:**

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

- 2.2 Further, the Governance Committee recommended to the Board that it amend the By-Laws as follows:

- (a) **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.*

(b) **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.*

(c) In July, the Governance Committee also recommended an amendment to Article 3.1.1. However, that amendment would be overridden by the proposal included in this paper at section 2.4(a).

2.3 Finally, the Governance Committee recommended to the Board that it amend the Governance Committee Charter as follows:

(a) **Remove the following sentence from the first paragraph of Article 2:**

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

(b) **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 restriction imposed by Article 4.2 of the By-Laws).*

(c) **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.*

(d) **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.*

2.4 On 15 November, the Governance Committee will consider the following amendments to account for additional refinements requested by the Governance Committee in July:

(a) **Amend Article 3.1.1 in its entirety to read as follows:**

*The Executive Committee shall consist of:*

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- *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.*

(b) **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:*

- *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.*

### **3. Executive summary**

3.1 In July, the Governance Committee agreed to recommend to the Board at its November 2011 meeting that it change the committee leadership structure to allow the Chair of the Board to lead the Executive Committee and the Vice Chair of the Board to lead the Governance Committee. The Committee noted that the proposal would result in a clearer structure whereby the Chair will lead the core decision-making bodies of the Board but not advisory committees.

3.2 In doing so, the Committee expressed concern that future chairs may not be able to devote sufficient time to leading the Executive Committee. As

such, the Committee requested the inclusion of a provision that would allow the Chair to delegate leadership of the Executive Committee to the Vice Chair as circumstances warrant.

- 3.3 Given the constraints on the membership of the Executive Committee, it is felt that the cleanest way to assure that the Vice Chair could assume the chairing role, if called upon, would be to set aside a defined seat for the Vice Chair. A couple reasons for this conclusion come to mind:
- (a) First, if circumstances arose such that the Vice Chair was not currently an EC member but needed to lead a meeting that the Board Chair could not attend, the Vice Chair could be less apprised of committee activity and workflow, and therefore less prepared to effectively lead. Assured membership would eliminate this possibility.
  - (b) Second, if circumstances arose such that the Vice Chair was not currently an EC member but needed to lead a meeting that the Board Chair could not attend, an additional By-Law amendment would need to be crafted to clarify whether the Vice Chair would be able to cast the absent Board Chair's vote. Such cross-constituency proxy voting would add a new layer of complexity, and it is unclear whether it would be permitted by the Swiss Supervisory Board.
- 3.4 The principal drawback is expansion of the EC to eleven members. However, by reserving seats for the Chair and the Vice Chair, the Board can be satisfied that its core leadership is present when binding decisions are made, but ensure wide participation by leaving the other nine seats available for the rest of the Board.

#### **4. Next steps**

- 4.1 Should the Board approve these By-Law amendments, the Secretary will table them with the Swiss Supervisory Board for ratification.

#### **5. Conclusions**

- 5.1 The Board is asked to consider this proposal.

### **Section B: Implications**

#### **6. Impact on countries**

- 6.1 There is no direct impact.

**7. Impact on the Business Plan / Budget / Programme Financing**

7.1 There is no direct impact.

**8. Risk implications and mitigations**

8.1 There is no significant risk.

**9. Legal and governance implications**

9.1 Outlined above.

**10. Consultation**

10.1 The former Chair, Mary Robinson, raised the need to consider committee leadership arrangements at the Governance Committee and Board meetings in Kigali in December 2010. It was discussed briefly by Board members at both meetings. It was also brought up during the discussion on governance at the retreat in Oslo in April 2011. The Governance Committee discussed amendments during its meeting in Geneva on 6 July 2011 and will also be discussing amendments during its meeting in Dhaka on 15 November 2011.

**11. Gender equality implications**

11.1 There are no significant implications.

**12. Implications for the Secretariat**

12.1 There are no implications on the Secretariat.