



GAVI Alliance Board Meeting

8 March 2011

Teleconference

FINAL MINUTES

Finding a quorum of members present, the meeting commenced at 18.36 Geneva time on 8 March 2011. Dagfinn Høybråten, Chair of the Board chaired the meeting.

1. Appointment of the CEO

The Chair reported that the Governance Committee unanimously nominated Seth Berkley, founder, President, and CEO of the International AIDS Vaccine Initiative (IAVI) to be GAVI's next chief executive. He reviewed the search process, which included chartering the CEO Succession Committee and its core and reference groups, advertising for the role, shortlisting candidates, and conducting interviews and reference checks (Doc #1 in the Board pack). The Chair reviewed the excellent qualifications of the finalist candidates and noted the characteristics and qualities that ultimately led to Dr Berkley's recommendation. Discussion followed:

- The Board was complementary of the comprehensive search process and gave a particular word of thanks to the Chair for his stewardship of it.
- Dr Berkley is the right leader and a good solution for GAVI. The Board praised his demonstrated experience at the CEO level, management qualifications, and fit. In particular, developing country board members who had worked with Dr Berkley in the past praised his leadership and advocacy skills.
- The constituency of one of the reference group members preferred a different finalist. However, the constituency considered Dr Berkley a first-rate candidate and supported his appointment if the other board members were to as well.
- Amie Batson noted that given the short turnaround time from receiving materials, she had not had the opportunity to consult the other members of her constituency.
- The Board must be able to defend senior staff pay packages and if any issues arise during negotiation, the Chair was encouraged to consult with the Governance Committee.

- Helen Evans will continue to serve as interim CEO until such time as Dr Berkley can assume day-to-day responsibilities. The Board praised Ms Evans' leadership of the Secretariat during this extended interim period and reaffirmed its support for her upon retaking her Deputy CEO responsibilities in due course.

Decision One

The GAVI Alliance Board unanimously resolved to:

- **Appoint** Seth Berkley as Chief Executive Officer (CEO), an Officer with individual signatory authority on behalf of the GAVI Alliance, contingent upon and as of the effective date of the Employment Agreement between the GAVI Alliance and Seth Berkley.
- **Delegate** to the Chair of the Board the authority to conclude a salary and benefits package with Seth Berkley and to execute an Employment Agreement with Seth Berkley.
- **Confirm** a delegation to the CEO the authority to establish further signatory authority delegations from time to time as necessary for the GAVI 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 GAVI Alliance.
- **Recognise** Helen Evans for her leadership and strong efforts as interim CEO of the GAVI Alliance. The Board is very appreciative of her commitment to take on this role during an extended period, ensuring GAVI is able to embark on its next phase in the best position possible to ensure the world's children have access to life-saving vaccines.

There being no further business, the meeting was brought to a close.

Ms Debbie Adams
Secretary to the Board

Attachment A

Participants

Board Members

- Dagfinn Høybråten, Chair
- Jaime Sepulveda, Vice Chair
- Faruque Ahmed
- Amie Batson
- Cristian Baeza
- Dwight Bush
- Flavia Bustreo
- Paul Fife
- Ashutosh Garg
- Leone Gianturco (Alternate)
- Magid Al-Gunaid (Alternate)
- Nguyen Tran Hien (Alternate)
- Saad Houry
- Suresh Jadhav
- Anne Schuchat
- Richard Sezibera
- Annie Vestjens (Alternate)
- Helen Evans (non-voting)

Regrets

- Wayne Berson
- Toupta Boguena
- Guillermo González González
- Gustavo Gonzalez-Canali
- Jean Stéphenne
- George W. Wellde, Jr

Alternates Observing

- Armin Fidler
- Rajeev Venkayya*

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

Secretariat

- Debbie Adams
- Kevin A. Klock