

## GAVI Alliance Executive Committee Charter

Approved on 29-30 October 2008

Revised on 13 June 2012, 4 December 2012 and 11 June 2013

### Committee Charter

The Board shall appoint an Executive Committee and delegate to it such powers, duties and functions as the Board decides in accordance with Article 16 of the Statutes in order to make time-sensitive decisions that allow the GAVI Alliance to function between Board meetings, subject to powers reserved specifically to the Board as stated in Article 13 of the Statutes.

#### 1. Executive Committee members

Executive Committee Members shall have the ability to give the required time commitment to perform their functions as Executive Committee Members.

The membership of the Executive Committee as a whole should reflect as much as possible a combination of the following skills and functions:

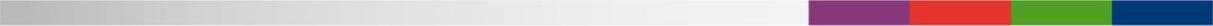
- the ability to ensure the continued contribution and motivation of the partners of the GAVI Alliance who are instrumental to the successful implementation of its programmes;
- clear understanding of the aims and objectives of the donors in providing funding to the GAVI Alliance;
- experience of the issues involved in and significant contributions to the research, product pipeline development, production and dissemination of vaccines;
- clear understanding of health and immunisation policies and implementation of health system strengthening programmes, particularly in a developing country context;
- understanding of international development policies
- understanding and experience of budget management and accounting and audit of charitable organisations;
- experience of financial, insurance, investment and risk management;
- experience of Governance and performance management of comparable organisations; and
- experience of, and willingness to offer active support for, fund raising and profile development of GAVI.

#### 2. Executive Committee terms

Executive Committee members shall normally sit on the Executive Committee for two years and may be reappointed for a single term, provided that an Eligible Organisation (or group of Eligible Organisations) or Eligible Constituency shall be entitled, in accordance with Article 10 of the Statutes, to have the same person(s) serve as its Executive Committee member(s) for such additional time as it shall desire and shall be entitled to replace its member(s) as it shall desire. In any case, Executive Committee members shall serve their functions as long as no successor has been designated.

If the term of the Board Members should expire before their term as Executive Committee members, their term as Executive Committee members shall end with their term as Board Members.

Executive Committee members are subject to the provisions regarding resignation and removal in Article 2.3.3. of the By-laws.



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### 3. Functions of the Executive Committee

The following list of functions is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties, subject to the limitations of Article 13 of the GAVI Alliance Statutes.

- Make recommendations to the Board on GAVI's long-term year strategy, and any updates to this strategy.
- Make recommendations to the Board on major new funding or program initiatives.
- Based on approved priorities, guide and oversee the process of strategic planning and the development of the business plan, and make a final recommendation to the Board on the business plan and budget, normally upon recommendation of the Programme and Policy Committee and the Audit and Finance Committee.
- Approve country programme grants based on recommendations of the Independent Review Committee.
- Approve market and/or commercially-sensitive decisions as part of the implementation of the supply and procurement strategy.
- Conduct systematic reviews of GAVI Alliance strategies and report to the Board on any major issues arising.
- Oversee performance of GAVI programmes and work plans and report to the Board on the performance.
- Performance manage the CEO and report to the Board.
- Recommend financial audit and control procedures to the Board for Board approval.
- Address risk management aspects of functions under its purview and make recommendations to the Board it considers appropriate.
- Coordinate the work of the other Board committees.
- Approve terms of reference of advisory bodies as developed by management.
- Be responsible for any other functions delegated to it by the full Board.
- Conduct an annual self-evaluation of the performance of the Executive Committee in carrying out its functions as the Executive Committee, including its effectiveness and compliance with this charter and report its findings to the Board.

### 4. Operations of the Executive Committee

The Executive Committee shall meet as often as is required by the GAVI Alliance. Executive Committee members are expected to participate fully in all meetings of the Executive Committee.

The Chair of the Executive Committee can convene a meeting of the Executive Committee at any time, at his/her own discretion, or upon the written request of an Executive Committee member. Each Executive Committee member shall be given no less than 14 days' advance written notice of any such meeting.

A meeting of the Executive Committee shall be convened by written or electronic notification from the Chair of the Executive Committee, or by the CEO at the direction of the Chair of the Executive Committee.

The CEO, in collaboration with the Chair of the Executive Committee, shall prepare the agenda of the Executive Committee's meetings. Executive Committee agendas shall be circulated to all Board Members in advance so that if any non-EC Board Member or his or her Alternate Board Member has specific issues to raise, they can be submitted in writing to the Chair. The Chair may invite that Board Member or Alternate Board Member to attend and participate in the meeting to speak on that specific topic.

The Executive Committee will make decisions in accordance with Article 16 of the Statutes.