

FOR DECISION

GAVI Alliance Conflict of Interest Policy

1. Purpose

The richness of the GAVI Alliance lies in the involvement and participation of the main stakeholders to immunisation. For example, the Board's representative members ensure that institutions and constituencies can provide formal input into the development of all GAVI's policies and the management of its operations. Together with independent board members whose experience in the private sector bring an innovative perspective to discussions, Board members engage in a process of balanced strategic decision-making, innovation and partner collaboration.

Though they bring their experience and affiliations to bear for the benefit of GAVI, Board members recognise they have a fiduciary responsibility to put the interests of the GAVI Alliance before other interests when taking decisions on behalf of the Alliance. Concurrently, when discharging their duties, Representative Board Members are not required to take decisions that conflict with the constitution, regulations, rules and policies of the organisation providing that member to the Board.

As a result, Article 28 of the GAVI Alliance Statutes states the Board shall adopt a conflicts of interest policy for all organs of the GAVI Alliance. The purpose of this policy is to protect the reputation and integrity of GAVI's decision-making processes, particularly in regard to the allocation and disbursement of resources, by establishing procedures to identify, evaluate and address any real or potential conflicts that may arise from time to time. In addition to Board members, members of the Secretariat and others involved in decision-making processes on behalf of GAVI will be expected to abide by the provisions of this policy.

2. Definitions

Terms found in this policy shall have the same meaning as they do within the GAVI Alliance Statutes and By-laws. Further, the following definitions shall apply:

- “Organisational Interest” – A Representative Board Member has an organisational interest when the entity providing that member may benefit financially from a GAVI Alliance Board decision.
- “Financial/Personal Interest” - A person has a financial/personal interest when he or she may benefit financially or in any other significant way from a transaction or other financial arrangement between the GAVI Alliance and an entity with which the person has:
 - an ownership or investment interest;
 - a senior leadership or board member position (whether paid or unpaid);
 - a direct or indirect compensation arrangement, including through a business, investment or Family Member, or in the form of substantial gifts or favours; or
 - a potential of securing any of the above.

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A person who possesses investments in independent non-discretionary managed accounts that may hold securities in entities that have a transaction or arrangement with GAVI will not be deemed to have a financial/personal interest under this policy.

- “GAVI Person” – Any member of the Board (including Alternate Board Members and Committee Delegates), Secretariat, or Advisory Bodies (as defined in Article 5 of the By-laws)
- “Family Members” – include a GAVI Person’s grandparents, parents/guardians, spouse/domestic partner, siblings, children or dependents, and grandchildren.
- “Conflict of Interest” – A situation where a person has a real or potential Organisational or Financial/Personal interest that may:
 - affect the conduct of his/her duties and responsibility with respect to GAVI
 - creates the perception that the person is using his or her position in GAVI for organisational or personal financial gain at the expense of the Alliance.

3. Conflict of Interest Established

A real or potential Conflict of Interest is established when:

- a GAVI Person discloses that (s)he has a real or potential conflict;
- the Board determines a real or potential conflict exists;
- a Board Committee or Advisory Body determines a real or potential conflict exists in the context of its own deliberation; or
- the CEO determines that a member of the Secretariat has a real or potential conflict.

4. Transparency and Duty to Disclose

A GAVI Person must disclose Organisational or Financial/Personal interests, including those that derive from Family Members, and the nature of such interest whenever (s)he becomes aware that a conflict exists or that it is reasonably likely to occur. GAVI Persons are encouraged to consult the General Counsel for guidance if questions about disclosure requirements.

From time to time, each member of the Board (including Alternate Board Members and Committee Delegates), members of Advisory Bodies, Officers, and members of the Secretariat with signature authority shall complete and submit an annual statement disclosing interests. The annual statement shall include the following:

As a member of the Board, an Alternate Board Member, Committee Delegate, member of the Secretariat, or member of an Advisory Body of the GAVI Alliance, I hereby acknowledge that I have received a copy of the GAVI Alliance’s Conflict of Interest Policy, I have read and understand the policy, and I agree to comply with the policy.

FOR DECISION**5. Board, Board Committee and Advisory Body Meetings****Participation - general**

During the course of a Board or Board Committee meeting, a GAVI Person with a Conflict of Interest shall:

- disclose the interest to the chair of the meeting at the beginning of discussion of the pertinent agenda item
- not vote on a decision or recommendation for that agenda item.

A GAVI Person with a Conflict of Interest shall leave the meeting room for the duration of the discussion and vote unless the chair of the meeting chooses to waive this provision. In that case, it shall also be the prerogative of the chair of the meeting to determine the scope and level of a conflicted person's participation in the discussion. The minutes of the meeting shall reflect the conflicted member's disclosure, abstention from voting, and whether the interested member participated in the discussion.

Participation – developing country government representatives

Board Members and Alternate Board Members representing developing country governments are subject to the provisions above except that they shall be entitled to participate fully in discussions and to vote on country immunisation programmes, since those programmes are reviewed and recommended to the GAVI Alliance Board by the Independent Review Committee.

Failure to disclose

Should anyone have reasonable cause to believe that a GAVI Person failed to disclose actual or possible conflicts of interest, (s)he shall inform the chair of the meeting of the basis for such belief so that the chair of the meeting can afford the GAVI Person an opportunity to explain the alleged failure to disclose.

Failures or disputes over whether a conflict exists may be referred to the Governance Committee or, if necessary, the Board for resolution.

6. Special Advisors

From time to time, the GAVI Alliance provides the Chair and Vice Chair of the GAVI Alliance Board, and other board members (primarily developing country government board members) staff support to aid them in their roles as GAVI Alliance directors. Board members receiving this support are asked to acknowledge on their Annual Statements that Special Advisors support only activities in furtherance of their service on the GAVI Alliance Board.