



# **GAVI ALLIANCE GOVERNANCE COMMITTEE CHARTER**

Approved on 29-30 October 2008

## **1. Purpose**

The Governance Committee ("**Committee**") is established by the Board ("**Board**") of the GAVI Alliance ("**GAVI**") to assist the Board in fulfilling its responsibilities relating to developing and implementing sound governance policies and practices for the GAVI Alliance. In addition, it shall serve as the "Nominating Committee" as defined in Article 2.4.1 of the GAVI By-laws. The Committee serves the Board and the Executive Committee in an advisory function in all matters covered by this Charter. In so doing, it shall be the responsibility of the Committee to maintain regular and open communication among Committee members and with the Board and the Executive Committee.

Words and expressions used in this Charter shall, unless the context requires otherwise, have the meaning attributed to them in the GAVI By-laws.

## **2. Composition**

The Committee shall be a Standing Committee of the Board and Article 4 of the GAVI By-laws shall govern Committee member appointment, removal and resignation; all members shall be appointed on an annual basis, with renewable terms. The Committee shall consist of at least three members. The Board Chair and the Board Vice Chair shall each be appointed to the Committee.

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. The criteria for Committee membership shall be consistent with the GAVI Alliance gender policy, specifically, that gender balance in all areas of GAVI work should be ensured, including throughout the governance structures, to the extent possible.

## **3. Operations**

Relevant paragraphs of section 2.7.2, and all of sections 2.7.3, 2.7.4 of the GAVI Alliance By-laws shall govern Committee operations. In addition, the Committee will be governed by the following provisions.

Meetings. The Chair, in consultation with the other Committee members, shall determine the schedule and frequency of Committee meetings. A majority of the Committee shall constitute a quorum for the transaction of business. Personal advisers may also attend in accordance with section 2.7.2. of the By-laws.

Any Board Member / Alternate who is not a member of the Committee may attend Committee meetings as an observer. Other observers may attend meetings under exceptional circumstances and contingent upon Committee Chair approval.

Agenda. The Chair shall develop the Committee's agenda for each Committee meeting in consultation with the Secretariat. The agenda and all pertinent information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to all Committee members sufficiently in advance of each meeting to permit meaningful review.

Reporting. The Committee formally reports to the Board. The Committee shall keep minutes of its meetings and regularly report on its meetings and other activities to the Board or the Executive Committee on issues falling under the authority of either.

Voting. The Chair should aim for consensus on all decisions. If consensus cannot be reached, majority and minority positions shall be reported to the Board or the Executive Committee on issues falling under the authority of either.

Access to Expertise, including consultants. The Committee in fulfilling its duties under this Charter. will draw on expertise from Alliance partners, the Secretariat, external consultants, individuals and institutions as appropriate.

Delegation of Authority. The Committee shall have the power to delegate on an exceptional basis its authority and duties to the Committee chair or individual Committee members as it deems appropriate. It may also delegate duties to staff of the Secretariat and partner organisations as it deems appropriate.

Amendment. This Charter may only be amended or varied by resolution of the Board passed in accordance with the provisions of the By-laws.

#### **4. Duties and Responsibilities (Governance and Ethics)**

In carrying out its responsibilities, the Committee shall:

- Develop and oversee a performance assessment process for the Board and each committee of the Board and provide a report of the results to the Board.
- Develop, and periodically update, a Conflict of Interest Policy for approval by the Board. The Committee shall also monitor compliance with the Policy and interpret the Policy as needed. It shall also bring any conflict issue it may consider necessary to the Board for discussion and determination.
- Develop, and periodically update, a Code of Ethics for approval by the Board and monitor compliance with the Code.
- Oversee orientation programmes for Board members.
- Review GAVI's Statutes, By-laws, committee charters, and other governing documents from time to time and recommend any revisions to the Board.

## **5. Duties and Responsibilities (Nominating)**

In carrying out its responsibilities, the Committee shall:

- Fulfil all responsibilities delegated to the “Nominating Committee” as outlined in the Statutes and By-laws.

## **6. Duties and Responsibilities (General)**

In carrying out its responsibilities, the Committee shall:

- Review its own performance from time to time and report the results of such reviews to the Board.
- Review and reassess the adequacy of this Charter from time to time and recommend any proposed changes to the Board.
- Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board or Executive Committee may from time to time assign to it.