

FOR INFORMATION**Governance Committee update****Introduction**

The GAVI Alliance Governance Committee¹ met for the first time on 15 April 2009 and will meet again on 1 June. This report provides an overview of the Committee's current workload.

A number of items are being presented for decision or information at the June meeting; other items will be presented to the Board later in 2009 and 2010.

FOR DECISION at June meeting**1. Nominations (see doc# 10b)**

Several board, committee, and committee leadership positions have been open (or have come open) since the October board session. Many of the candidates have participated in an unofficial capacity to this point.

The Board will be asked to appoint the individuals the Governance Committee nominates.

2. Board/committee self-assessment (see doc#10c)

The Governance Committee has the responsibility (per its Board-approved charter) to develop and oversee a performance self-assessment process for the Board and its committees.

The Board is asked to reaffirm that self-assessment is a critical function of the governance structure and that it is content for the Governance Committee to proceed as outlined in the paper.

3. GAVI evaluation advisory committee charter (see doc#10d)

In the course of discussions of roles and responsibilities of the various new GAVI Alliance committees, the Board decided to retain oversight of GAVI evaluation believing it to be a critical board function.

The Governance Committee has discussed how oversight can be carried out from a practical perspective and recommends that the Board charter a small committee comprising a majority of independent evaluation experts and a minority of board members to oversee evaluation.

In the attached document the Board is requested to:

- Approve the GAVI evaluation advisory committee charter.
- Delegate to the Executive Committee the authority to:
 - choose the committee's chair and members
 - act as the interim GAVI evaluation advisory committee until it has chosen the new committee's chair and members.

¹ LIST MEMBERS

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4. Governance policies (see doc#10e)

The Governance Committee (and Audit and Finance Committee) reviewed the following policies and recommend them to the Board for approval:

- Whistleblower policy
- Document retention policy
- Delegation of authority policy

In addition, the Governance Committee has reviewed and recommended the following policy:

- Conflict of interest policy
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5. Board recruitment (see doc#10f)

The Governance Committee has the responsibility to nominate board member candidates, for appointment by the full GAVI Alliance board. By the end of the year, eight seats will be up for renewal. At its 1 June meeting, the Governance Committee will review a draft strategy for recruiting and nominating new members including terms of reference for two new unaffiliated board members.

The Governance Committee will update the Board on its deliberations at the board meeting.

6. Advisory groups (see doc#10g)

The Governance Transition Committee (Dec2007- Jun2008) recommended that the new governance structure gives GAVI an opportunity to ensure that GAVI's task teams and groups continue to work effectively. The Governance Committee made a number of determinations at its April meeting to move this issue forward, as outlined in the document.

Future activity

The following items are activities the Governance Committee will address over the course of the year and into 2010:

7. Board member roles and responsibilities

The Secretariat will work with the Governance Committee and board members to produce descriptions of roles and responsibilities of the different types of members – representative and unaffiliated. The descriptions would clarify constituency-specific duties and the general oversight and fiduciary responsibilities shared by all board members.

In addition, board chair, vice chair, and committee chair terms of reference could be useful in codifying the rights and responsibilities of those positions.

8. Board travel policy

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The travel policy will provide board members with basic guidelines on travel taken on behalf of the GAVI alliance. The policy will detail the available services and reimbursement process. (Currently the GAVI Secretariat is following the old GAVI Fund board travel policy for unaffiliated board members and the UNICEF travel policy guidelines for representative board members whose travel is covered by GAVI.)

9. Budget variance policy

A budget variance policy governs a standing delegation to the Secretariat to expend resources modestly above Board-approved administrative, work plan and programme budgets and financial commitments. A policy was in place in the old governance system that allowed limited flexibility. The Secretariat is crafting a similar policy for the GAVI Alliance which it will present to the Audit and Finance Committee in addition to the Governance Committee.

10. Code of ethics

Many organisations adopt a code of ethics in order to outline major ethical tenets and to provide guidance on expected behaviour. Codes are normally broad, aspirational statements that rely on other policies to resolve more specific ethical questions or situations. The Secretariat is considering drafting a code of ethics to enunciate GAVI's core values.

11. Confidentiality policy

A confidentiality policy would define situations in which information provided to the GAVI Alliance should be kept confidential. The policy would be crafted to maintain the principle of transparency.

12. Board operations manual

A board operations manual could explain processes and procedures not found within the Statutes or By-Laws. The Secretariat suggests that this not be addressed in 2009, to give time for the new governance structure to operate.