

Governance Committee report

Denis Aitken, Vice Chair

*GAVI Alliance Board meeting
Washington, DC, 2-3 June 2009*



Role of the Governance Committee

From the charter:

The Governance Committee is established by the Board of the GAVI Alliance to assist the Board in fulfilling its responsibilities relating to developing and implementing sound governance policies and practices for the GAVI Alliance.

Nominations

Board Members/Alternate Board Members

- **Gloria Steele** as a Board Member representing USA/Canada/Australia (Term: 30/6/2011)
- **Agnès Binagwaho** as Alternate Board Member to Richard Sezibera (Term: 31/12/2011)
- **Nejmudin Kedir Bilal** as Alternate Board Member to Tedros Ghebreyesus (Term: 31/12/2009)
- **Nguyen Tran Hien** as Alternate Board Member to Trinh Quan Huan (Term: 31/12/2011)
- **Paul Fife** as Alternate Board Member to Gavin McGillivray (Term: 31/12/2009)

Nominations

Committee chairs

- **Wayne Berson** as chair of the Audit and Finance Committee
- **Dwight Bush** as chair of the Fundraising Committee
- **Mary Robinson** as chair of the Governance Committee
- **Denis Aitken** as vice chair of the Governance Committee
- **George W. Wellde, Jr.** as chair of the Investment Committee
- **Sissel Hodne Steen** as chair of the Programme and Policy Committee

Nominations

Committee members and delegates

- **Clarisse Paolini and Susan McAdams** as committee delegates to the Audit & Finance Committee
- **Anders Molin and Richard Sezibera** as members of the Governance Committee
- **Joan Awunyo Akaba** as a committee delegate to the Programme & Policy Committee
- **David Salisbury** (in his role as SAGE chair) as an independent expert to the Programme & Policy Committee

Board/committee self-assessment

- Governance Committee charter: develop/oversee a performance self-assessment process
- Committee will oversee a consultant who would:
 - Work with chair, vice chair and relevant committee chairs to design and implement self-assessment tool
 - Draft report of the results, lessons learnt
- Timeline:
 - Audit/Finance, Programme/Policy Committees: Q3/Q4 2009
 - Refine process
 - Full board, other board committees: Q1/Q2 2010
- Next step: RFP for consultant, design assessment

GAVI evaluation advisory committee

- Board oversees GAVI evaluation
- Proposal: Board Advisory Committee
 - Majority of independent evaluation experts
 - Minority of board members
- Committee makes sure evaluation stays on track
- Committee charter sets out responsibilities

Governance policies

- **Whistleblower policy*** – allows concerns to be raised by board and staff members
- **Document retention policy*** – governs retention and permissible destruction
- **Delegation of authority policy*** – defines delegations to those with signature authority
- **Conflict of interest policy** – safeguards alliance model whilst enhancing fiduciary control

* Audit and Finance Committee also recommends these policies

Board recruitment

- Governance Committee charter: serve as the Board's nominating committee
- Minimum criteria for all board members:
 - Commitment to mission
 - Required time
 - Seniority
 - Can work in English
- Ensure constituencies follow sound processes
- Two unaffiliated member vacancies:
 - Identify criteria, run process, vet and select nominee
 - .Interview panel

Advisory groups

- Issue left over from transition
- Committee identified and endorsed principles
- Secretariat to take role in aligning existing advisory group mandates and developing remuneration principles
- IRCs must send financial implications of recommendations to the Audit and Finance Committee
- Board primary donor forum

Decisions

Board/committee self assessment

- Reaffirm that board and committee self-assessment is a critical function of the governance structure and that it is content for the Governance Committee to proceed as outlined

GAVI evaluation advisory committee charter

- Approve the GAVI evaluation advisory committee charter
- Delegate to the Executive Committee the authority to
 - Appoint 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

Decisions

Governance policies

- Approve the following policies:
 - Whistleblower policy
 - Document retention policy
 - Delegation of authority policy
 - Conflict of interest policy

Minimum criteria for board members

- Endorse the following minimum criteria for board members:
 - Commitment to mission
 - Required time
 - Seniority
 - Can work in English