



Overview of GAVI Alliance Governance Structures

The greater GAVI Alliance consists of five separate entities, combined under the single leadership of the Executive Secretary and CEO:

- the GAVI Alliance (unincorporated, Secretariat hosted by UNICEF in Switzerland);
- the GAVI Fund (incorporated in the United States);
- the International Finance Facility for Immunisation (incorporated in England and Wales);
- the GAVI Fund Affiliate (incorporated in England and Wales); and,
- the GAVI Foundation (incorporated in Switzerland).

Each of these entities plays a specific and unique role within the greater Alliance. An illustration of these governance structures is provided in annex 1. Current membership is provided in annex 2.

I. The GAVI Alliance The Alliance is an unincorporated public-private partnership launched in 2000. It is comprised of partners, including UNICEF, WHO, the Gates Foundation, the World Bank, developing country governments, donor country governments, the vaccine industry, civil society groups, and research and technical health institutes. A secretariat, based in Geneva, coordinates Alliance activities including policy development and support to countries. The Secretariat is hosted by UNICEF.

The GAVI Alliance Board governs policy development and implementation, and monitors and oversees all programme areas. The Board includes four renewable members: UNICEF, WHO, the Bill & Melinda Gates Foundation, and the World Bank. In addition, there are 12 rotating seats: four for developing country governments, four for donor country governments, and one each for research & technical health institutes, industrialised country vaccine industry, developing country vaccine industry, and civil society groups. The Board meets in principle twice per year.

A core group of members on the Alliance Board form its **Executive Committee**, which meets more frequently to ensure that key issues are properly reviewed prior to Board discussion. The Executive Committee has also been given the mandate to make critical, time-sensitive decisions that allow the Alliance to function between Board meetings.

The Alliance relies upon the **GAVI Working Group** for objective policy advice. It is responsible for the development and implementation of Alliance work plans, and ensuring close coordination of partner activities. The Working Group is comprised of technical experts from GAVI partner institutions who serve in their individual, not institutional capacity. The Working Group meets up to six times per year, with bi-weekly teleconferences. The Working Group is chaired by the GAVI Executive Secretary.

GAVI has created several **Independent Review Committee (IRC)** teams of experts to ensure that all programmes are reviewed objectively and transparently. The IRC is sub-divided into standing teams for ongoing country programmes, and time-limited teams recruited for specific project proposals. Currently, the Independent Review Committee is comprised of three standing teams and one time-limited team. The new proposals team reviews applications for new support to eligible countries and provides recommendations to the Board. The monitoring team evaluates country progress and achievements, and provides recommendations on continued support. The HSS team was recently created to review country proposals for the new health systems strengthening window. Finally, a time limited team was recently formed to review investment cases for the introduction of rotavirus and pneumococcal vaccines.

The Alliance relies upon **Regional Working Groups** hosted by WHO, to ensure that GAVI remains engaged. Regional working groups serve as focal points for consensus building and advocacy, as well as a bridge for information flow between country and global levels. They also provide essential technical support for programme planning and implementation. The functions of regional working groups are crucial as GAVI has no staff presence in countries.

The Alliance Board has increasingly relied upon **Time-limited task teams and groups** whose mandates have been linked to specific tasks. Currently there are seven groups:

- the **Roles and Responsibilities Task Team**, established to better define roles and responsibilities of partners in the Alliance, in the context of the five-year strategic plan;
- the **ADIP Management Committee**, created to provide oversight to the management of the PneumoADIP, the Rotavirus Vaccine Program and the Hib Initiative, and to make recommendations to the Alliance Board on their work plans and budgets;
- the **Civil Society Task Team**, formed to develop strategies for the enhanced engagement of civil society groups in the Alliance;
- the **Procurement Reference Group**, established to advise UNICEF on the 2007-09 procurement round monitor procurement outcomes;
- the **Health Systems Strengthening Task Team**, comprised of experts in health systems to lead the development and implementation of the new HSS-window; and,
- the **Fragile States Task Team**, responsible for proposing strategies to better assist fragile states, especially conflict or post-conflict countries.

II. The GAVI Fund

The GAVI Fund is a US-based 501(c)3 not-for-profit organisation which was created to be the financing arm of the Alliance. The Fund is tasked with fiduciary responsibilities including asset management and investment, financial control, auditing and accounting.

The **GAVI Fund Board** shapes the Alliance financial strategy to support implementation of the GAVI Strategic Plan. In this capacity, the Fund Board monitors GAVI income received from multiple sources; validates budgets, certifies availability of funding, and determines funding sources for programmes. In addition, the Board monitors investments and asset liabilities to ensure financing is available as needed. The Fund Board relies on four committees to better support its role as fiduciary.

The **Fund Executive Committee** functions between Board meetings acting with the full powers of the Board, with the exception of duties including appointment of new Board & committee members, the CEO and officers. However, the full Board reserves the right to ratify or nullify decisions of the Executive Committee in order to ensure that all directors have the opportunity to fulfil their Duty of Care. The Executive Committee also acts as the Nominating Committee.

The **Fund Audit / Finance Committee** assists the Board to fulfil its responsibilities in the areas of financing, corporate accounting, reporting practices of the GAVI Fund, and the quality and integrity of the financial reports of the GAVI Fund.

The **Fund Investment Committee** oversees investment management in line with GAVI's operating needs and overall programme goals. The committee develops strategies for asset preservation and growth within the Fund's investment portfolio.

The **Fund Development Committee** is tasked with the development of strategies for both public and private fundraising, in order to support Alliance programmes.

III. International Finance Facility for Immunisation (IFFIm) Company The International Finance Facility for Immunisation Company is a new multilateral development institution established as a charity with the Charity Commission for England and Wales. IFFIm has been designed to accelerate the availability of funds to be used for health and immunisation programmes through the GAVI Alliance by “frontloading” donors’ pledges through the sale of AAA-rated bonds.

The **IFFIm Board** is composed of independent directors with expertise in the areas of finance, investment, international law and global health and development. The IFFIm Board oversees each bond issuance and develops funding, liquidity and other operating strategies to safeguard and maximise the

1 IFFIm Board

IV. The GAVI Fund Affiliate The GAVI Fund Affiliate was established to enter into pledge agreements with IFFIm donors and assign these pledges to the IFFIm Company for eventual programme disbursement. The GAVI Fund Affiliate is registered in England and Wales as a company limited by guarantee.

The **GAVI Fund Affiliate Board** is comprised of experts in global health, investment, auditing and accounting. The Board reviews and approves programme funding requests, and makes subsequent requests for funding to the IFFIm.

V. The GAVI Foundation

The GAVI Foundation is a Swiss organisation created to provide certain contracting and administrative services to the GAVI Secretariat in Geneva. The Foundation is registered in the Geneva Register of Commerce.

The **GAVI Foundation Board** ensures that the Foundation complies with Swiss law and maintains its charitable status.

ANNEX 1: GAVI GOVERNANCE ORGANIGRAMME

GAVI Governance structures

