

For no-objection consent

Gavi Alliance Governance Committee Meeting

8 September 2020

Teleconference

1. Chair's report

- 1.1 Finding a quorum of members present, the meeting commenced at 14.06 Geneva time on 8 September 2020. Ms Sarah Goulding, Board Vice Chair and Governance Committee Chair, chaired the meeting.
- 1.2 The Chair welcomed participants and in particular Roger Connor, who had recently taken up his appointment as Board member and Governance Committee member, as well as Beth Arthy who was observing the meeting in her capacity as Board member and Governance Committee member elect.
- 1.3 Standing declarations of interest were tabled to the Committee (Doc 01a in the Committee pack).
- 1.4 The Committee noted the minutes of its meeting of 18 June 2020 (Doc 01b) which had been approved by no objection on 5 August 2020.

2. Board and Committee nominations

Board and Committee nominations

- 2.1 Joanne Goetz, Head, Governance, presented this item to the Committee (Doc 02) referring to nominations received from the UK/Qatar, United States/Australia/Japan/Republic of Korea, EMRO, AFRO Francophone and DCVMN (Developing Country Vaccine Manufacturers Network) constituencies.
- 2.2 She also presented an overview of what the gender balance would be on the Board and Board Committees should the proposed nominations be recommended to the Board for appointment and subsequently approved.

Discussion

- Committee members noted that while the gender balance is in compliance with the guiding principles as an aggregate, there are three Board Committees which are non-compliant.
- In response to a proposal that this might perhaps be addressed in the upcoming round of recruitment of Unaffiliated Board members, it was noted that in many

cases the gender imbalance on the Board Committees relates to representation from the eligible organisations and constituencies, and not the independent members.

Decision One

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

a) **Appoint** the following Board Members:

- **Ahmad Jawad Osmani** of Afghanistan as Board Member representing the implementing country constituency in the seat currently held by Ferozuddin Feroz of Afghanistan, effective immediately and until 31 December 2020.
- **Abdoulaye Sabre Fadoul** of Chad as Board Member representing the implementing country constituency in the seat currently held by Mahamoud Youssouf Khayal of Chad, effective immediately and until 31 December 2021.
- **Beth Arthy** as Board Member representing the United Kingdom in the donor cluster anchored by the United Kingdom in the seat currently held by Daniel Graymore of the United Kingdom, effective immediately and until 31 August 2023.

b) **Appoint** the following Alternate Board Members:

- **Keiichi Ono** as Alternate Board Member representing Japan in the donor cluster anchored by the United States in the seat currently held by Tamaki Tsukada of Japan, effective immediately and until 31 December 2021.
- **Xiang Shu** as Alternate Board Member to Mahima Datla representing the vaccine industry developing countries in the seat which is current vacant, effective immediately and until 31 August 2023.

c) **Appoint** the following to the Market-Sensitive Decisions Committee:

- **Beth Arthy** (Board Member), effective immediately and until 31 December 2021.

d) **Appoint** the following to the Governance Committee:

- **Beth Arthy** (Board Member), effective immediately and until 31 December 2021.

Board Chair nomination

2.3 The Chair introduced this item, firstly thanking the Search Committee for their work, under the leadership of Bill Roedy. She noted the confidential nature of the information which was to be shared with the Governance Committee at this meeting and highlighted the importance of maintaining confidentiality until such time as the nomination is presented to the Board for consideration and approval.

2.4 Bill Roedy, Board Chair Recruitment Search Committee Chair, recalled the robust process which had started almost a year ago and which had served to reaffirm that there is immense respect for Gavi externally, which is a testimony to Gavi's mission, model and impact as well as to the Board and the Secretariat.

- 2.5 He informed Governance Committee members that the Search Committee had unanimously agreed to recommend the appointment of José Manuel Barroso to succeed Ngozi Okonjo-Iweala as Gavi Board Chair from 1 January 2021.
- 2.6 Mr Roedy presented detailed information to the Governance Committee in relation to Mr Barroso's profile, highlighting that in light of his numerous qualities there is a strong belief that would be an outstanding Gavi Board Chair.
- 2.7 Omar Abdi and David Sidwell, both members of the Search Committee, confirmed that they were confident that Mr Barroso had all of the qualities required to lead Gavi as it moves into its new strategic period in the context of the global COVID-19 pandemic.
- 2.8 Finally, Mr Roedy referred to the two other candidates who had been shortlisted for the role and indicated that Gavi could benefit greatly from their experience and competencies should they wish to engage with Gavi in another role, such as an Envoy, going forward.

Discussion

- Governance Committee members expressed their appreciation to the Search Committee for their work and for leading a sound and rigorous process.
- The Committee unanimously confirmed their agreement to submit the Search Committee recommendation to the Board for approval.
- It was agreed that it was essential to ensure that the confidentiality of the process is maintained until the Board has had time to consider the recommendation. At the request of the Committee the Secretariat confirmed that it would therefore look into the possibility of organising a Board meeting the following week to consider the nomination.

Decision Two

The Gavi Alliance Governance Committee **recommended** to the Gavi Alliance Board that it:

- a) **Appoint** José Manuel Barroso as an Unaffiliated Board Member in the seat currently held by Ngozi Okonjo-Iweala effective 1 January 2021 and until 31 December 2022; and
- b) **Appoint** José Manuel Barroso as Chair of the Board with individual signatory authority effective 1 January 2021 and until 31 December 2022.

3. Update on COVAX facility governance discussions

- 3.1 The Chair introduced this session, and expressed some concerns about the additional pressures likely to be placed on Gavi, due to its role as the legal entity hosting the COVAX Facility.
- 3.2 She outlined some areas on which she would like to hear the views of the Committee during this discussion namely in relation to (i) their views on where the tension points might be for the Board and the Shareholders Council in relation to decision-making and authority; (ii) what might need to be done to strengthen and maintain the focus on Gavi's core mission; (iii) thinking differently around governance for the AMC as compared to how things have been done previously; and (iv) what the success criteria might be from a governance perspective for the Board.

Discussion

- Governance Committee members agreed that it will be important to ensure that decisions can be taken both quickly and transparently.
- Concerns were raised around what the reputational risks might be for Gavi if things go wrong and it was noted that the Audit and Finance Committee will be looking closely at all potential risks and that it will also be important to have a discussion on risk with the Board to understand their risk appetite going forward.
- There was general agreement that one of the tension points will relate to the allocation of vaccines, not only between self-financing and AMC economies but also perhaps between self-financing economies themselves and that there will need to be a trusted dispute resolution mechanism to look at these and other potential issues that might arise.
- It was noted that for countries who are already Gavi donors, the Shareholders Council is likely to comprise representatives from different ministries or national agencies than those represented on the Gavi Board, some of whom may not be used to working in the international development sphere.
- Governance Committee members agreed that it would be useful to understand how the proposed new governance bodies relate to Gavi governance and to each other.
- It was also agreed that it will be important to ensure that the AMC-eligible economies are fully engaged in the processes. It will also be important to ensure civil society engagement.
- Committee members noted that it is at this stage unclear as to who the Facility is accountable to and how stakeholders will be involved in decisions.
- Committee members noted that the UK supports separate executive leadership for COVAX and if there is consensus on this it will be necessary to understand what the recruitment process might be.

- It was agreed that it will be important to ensure that the Secretariat is adequately resourced to boost their capacity.
- The Secretariat noted that it is planned that all of these issues will be addressed at the 29-30 September 2020 Board meeting. It will be important to get the right balance and the right voices involved to ensure that everyone is served as best as they can be by the process.

4. Review of Decisions

- 4.1 Joanne Goetz, Head, Governance, reviewed and agreed the decisions with the Governance Committee.

5. Any other business

- 5.1 After determining there was no further business, the meeting was brought to a close.

Ms Brenda Killen
Secretary to the Board



Attachment A: Participants

Committee Members

- Sarah Goulding, Chair
- Omar Abdi
- Megan Cain
- Maty Dia
- Roger Connor
- Tamar Gabunia
- Orin Levine
- Jan Paehler
- Bill Roedy
- Seth Berkley (non-voting)

Secretariat

- Philip Armstrong
- Joanne Goetz
- Brenda Killen

Other Board Members observing

- David Sidwell (Item 2)

Guests

- Amir Aman Hagos¹ (Item 2)
- Beth Arthy, Board Member and Governance Committee Member elect

Regrets

- Ferozuddin Feroz
- Daniel Graymore
- Yibing Wu

¹ Former Board Member, Member of the Board Chair Search Committee