

# BOARD MEMBER REFERENCE MANUAL

As of 12 November 2019



## About this manual

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This Board member reference manual is addressed to Gavi Board members, Alternate Board members and Committee delegates. The goal is to guide you in your role and responsibilities as a champion for Gavi's mission and it should be read alongside Gavi's **'How we work together'** booklet.

This key tool introduces the Board members and Alternate Board members and describes how the Board and its Committees function. It also includes important documents such as Gavi's Statutes, By-Laws, Committee Charters and Terms of Reference as well as several Board-approved policies.

This manual is updated at least twice a year. Links to the website direct you to the latest facts available. The Governance team will conduct your induction programme to familiarise you with Gavi's work. Support will be provided for planning and organisation of the meetings.

Should you have any questions, please contact:

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# Message from the Board Chair and CEO

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Welcome to the Gavi Board!

Our mission is to save children's lives and protect people's health by increasing the equitable use of vaccines in lower-income countries. Today, one in five children in Gavi-supported countries still lacks access to a full schedule of even the most basic vaccines that could save and improve their lives. Your role as a Board member, Alternate Board member or Committee delegate is central to protecting more children from illness, death and disability.

Our Alliance brings together public and private sector representatives to achieve our goals. We believe in the value of wide-ranging dialogue and a broad array of viewpoints and competencies to find solutions to challenges and make the best decisions. We look forward to learning from your expertise and drawing on your creativity.

Gavi is a complex Alliance with many moving parts. This manual, along with the orientation briefings and pre-Board technical sessions, is intended to provide you with the information you will need to fulfil your role as a Board member. The Governance team seeks to help you through this process and to make this experience as rewarding as possible.

We have much to be proud of at Gavi. We are at an historic milestone, when more children than ever are being immunised. Our focus is now on ensuring that all children are reached, regardless of where they live.

Thank you for joining us, and for helping us to change the world.



Dr Ngozi Okonjo-Iweala  
*Board Chair*

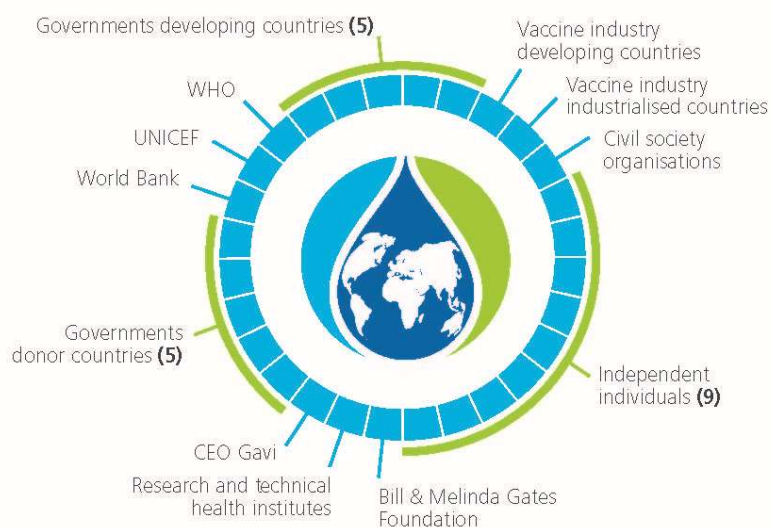


Dr Seth Berkley  
*CEO*



# Board structure and operation

Figure 1: Board structure



## COMPOSITION

The Board is comprised of **18 representative seats** and **9 seats** for **independent** or “unaffiliated” individuals.

- The Board’s **representative** seats ensure that institutions and constituencies provide formal input into the development of all Gavi policies and the management of its operations. Constituency representatives serve on a time- limited basis.
- **Independent** Board members are private individuals, including experienced business leaders. Acting as a check and balance, they bring independent scrutiny to all the Board’s deliberations, drawing on their expertise in such areas as investment management, auditing and public health.
- Each eligible organisation or constituency is entitled to designate one person per Board member as an **Alternate** Board member. He or she has the right to act as a Board member in the absence of the representative Board member. Both Board members and Alternates are invited to attend the Board meetings. At least one of

them should attend to ensure representation of their constituency.

- **Observers** may attend a Board or a Committee meeting with the permission of the relevant Chair of the Board or Committee. Observers may not participate in the discussions, unless invited by the Chair. Such invitations are usually only granted on an exceptional basis.

## KEY OPERATING ELEMENTS

- The Board operates according to a complex combination of the United Nations’ parliamentary procedures and private-sector principles of governance.
- All Board members are fiduciaries and must declare any and all personal and institutional conflicts, whether these are existing or perceived conflicts.

## VOTING

- Board members follow a consensus approach to decision-making.
- If required, decisions are reached with a two-thirds majority vote.

## NOMINATION PROCESS

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### Unaffiliated Board members

- The Governance Committee Recruitment Subcommittee advises on potential candidates following a rigorous recruitment process.

### Affiliated Board members

- The respective organisation or constituency leads the process, with support from the Secretariat if required. The Governance Committee formally considers the nominations, after confirming the constituency has followed its selection process, and then submits these to the Board for its approval. Many constituency nominations processes are well developed and vary between them.
- Nominations are submitted to the Chair of the Gavi Board and copied to the Board Secretary.

### Nominations must comply with the Gavi Gender Policy

- The Board-approved “Guidelines on the Gavi Alliance Board Gender Balance” include a framework through which the Governance Committee can fully implement Gavi’s Gender Policy for the Board. In line with these guidelines, eligible organisations and constituencies “shall propose two designated representatives or proposed candidates, each of different genders” when nominating candidates to be a Board member or an Alternate.
- The Governance Committee “will give preference to nominating a designated representative or proposed candidate of the under-represented gender for appointment as Board member or Alternate Board member until such time as the gender balance of the Board members or Alternate Board members has been brought within the acceptable range.” Board seats and Alternate Board seats

should not have more than 60 % of any gender.

## MINIMUM CRITERIA FOR BOARD MEMBERS

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- **Commitment** to Gavi’s mission.
- **Time** — members need to ensure that they have sufficient time for preparation and to attend Board and Committee meetings and teleconferences.
- **Participation** — Board members and Alternate Board members are encouraged to be a member of at least one Board Committee.
- **Seniority** — Board members representing constituencies need to be sufficiently senior to be able to speak for and represent their organisations or constituencies.
- **English language** — Board members and Alternate Board members must be fluent in English, the working language of the Board and its Committees

## EXPECTED ENGAGEMENT

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Board members are expected to attend two in-person Board meetings and one Board retreat per year, usually held as follows:

- Board retreat in March/April
- Board meeting in June
- Board meeting in November/December

Similarly, Board members are required to attend all Board Committee meetings of which they are a member.

In line with the Board Committee Charters, Board members and Alternate Board members may attend Committee meetings as observers. This does not apply to the Market-Sensitive Decisions Committee.

## DUTIES AND RESPONSIBILITIES

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Certain functions are reserved for the Board. This includes setting policies and strategies for the Alliance, and amending its statutes and by-laws and other internal guidelines and procedures necessary for its administration and management.

In the form of a headquarters agreement with the Swiss Federal Council, Gavi has been accorded privileges and immunities. Under that agreement Gavi Board members, Alternates and Committee delegates enjoy certain privileges and immunities in Switzerland. As a result, Swiss courts will not consider claims against Board members, Alternates and Committee delegates for acts carried out in the performance of their duties.

Given the headquarters agreement, Gavi's governance is governed by its statutes and by-laws. These address the functions of the Board as a whole but do not impose explicit obligations on individual Board members. Under the general principles of good governance, boards are entrusted to ensure the prudent use of all assets, including facility, people, and good will, and provide oversight for all activities that advance the non-profit's effectiveness and sustainability. Board members of not-for-profit organisations like Gavi are expected, in principle, to have a duty of care and loyalty to the organisation they serve. To understand these duties, Board members should familiarise themselves with what these duties mean.

- **Duty of diligence or care:**

The duty of diligence or care generally requires that Board members ensure the prudent use of all assets, including facility, people, and good will; and provide oversight for all activities that advance the

organisation's effectiveness and sustainability. Hence, Board members should be reasonably informed before taking decisions and exercising oversight. This includes reviewing Gavi's financial and programmatic activities and annual financial reports.

- **Duty of loyalty:**

Requires Board members to act in the best interests of the organisation and not in their own interests. Board members should act to further the organisation's mission, except when a conflict of loyalty would require a Board member not to be involved in a decision. Under the Gavi statutes, Board members "are not required to take decisions that conflict with the constitution, regulations, rules and policies of the organisation providing that member to the Board" (Article 15). This means that if a proposed Gavi decision poses a conflict of loyalty for representative Board members, they would not participate in that decision. An example of this situation would be where a decision before the Gavi Board is inconsistent with the obligation a representative Board member owes to the organisation/constituency he or she represents on the Board.

In addition, the Gavi Ethics and Conflict of Interest Policies include several specific responsibilities of Board members. For example, Gavi Board members are expected to take appropriate action to ensure disclosure of any actual, perceived or potential conflict of interest and abstain from personally benefitting from any and all of Gavi's assets and activities. This is an obligation throughout each annual cycle.

## TERMS, RESIGNATION AND REMOVAL

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### Board terms

- The term can be up to three years.
- Unaffiliated Board members can be appointed for a maximum of two terms. After at least one year off the Board, they are eligible for re-appointment.
- Affiliated Board members have no term limit.

### Resignation

- A Board member may resign at any time.
- The seat remains vacant until the process of nominating and appointing a new Board member has been completed.

### Removal

- Board members may be removed by a three fourths vote of the remaining Board members.

More information on:

[The Gavi Board](#)



# Board membership

BOARD CHAIR : NGOZI OKONJO-IWEALA  
BOARD VICE CHAIR : WILLIAM ROEDY

18 Representative seats								
Independent / Unaffiliated members (9)	Eligible organisations (4)	Developing countries (5)	Donor countries (5)	Vaccine industry - Developing countries (1)	Vaccine industry - Industrialised countries (1)	Civil society organisations (1)	Research and technical health institutes (1)	Gavi CEO (1)
	Bill & Melinda Gates Foundation	Constituency 1	United States / Australia / Japan / Korea (Rep. of)					
Ngozi Okonjo-Iweala William Roedy Margaret Hamburg Helen Rees Teresa Ressel David Sidwell Yibing Wu Stephen Zinser Vacant	Board member: <b>Orin Levine</b> Alternate: <b>Violaine Mitchell</b>	Board member: <b>Ferozuddin Feroz</b> (Afghanistan) Alternate: <b>Assad Hafeez</b> (Pakistan)	Board member: <b>Irene Koek</b> (United States) Alternate: <b>Sarah Goulding</b> (Australia)	Board member: <b>Sai Prasad</b> (Bharat Biotech International Ltd) Alternate: <b>Mahima Datla</b> (Biological E Limited, India)	Board member: <b>Susan Silbermann</b> (Pfizer Vaccines, USA) Alternate: <b>Julie Hamra</b> (Pfizer Vaccines, USA)	Board member: <b>Craig Burgess</b> (JSI, Inc., USA) Alternate: <b>Maty Dia</b> (Global Financing Facility Civil Society Hub, Switzerland)	Board member: <b>Marta Nunes</b> (RMPRU) Alternate: <b>William Schluter</b> (CDC)	Board member: <b>Seth Berkley</b> (non-voting)
	World Bank	Constituency 2	United Kingdom / Qatar					
	Board member: <b>Muhammad Pate</b> Alternate: <b>Michael Kent Ranson</b>	Board member: <b>Myint Htwe</b> (Myanmar) Alternate: <b>Bounkong Syhavong</b> (Lao PDR)	Board member: <b>Daniel Graymore</b> (United Kingdom) Alternate: <b>Susan Elden</b> (United Kingdom)					
	UNICEF	Constituency 3	Canada / Italy / Spain					
	Board member: <b>Omar Abdi</b> Alternate: <b>Etleva Kadilli</b>	Board member: <b>Arsen Torosyan</b> (Armenia) Alternate: <b>Edna Yolani Batres</b> (Honduras)	Board member: <b>Francesca Manno</b> (Italy) Alternate: <b>Megan Cain</b> (Canada)					
	WHO	Constituency 4	Germany / France / Luxembourg / European Commission / Ireland					
	Board member: <b>Peter Salama</b> Alternate: <b>Princess Nothemba (Nono) Simelela</b>	Board member: <b>Mahamoud Youssouf Khayal</b> (Chad) Alternate: <b>Jacqueline Lydia Mikolo</b> (Republic of Congo)	Board member: <b>Harriet Ludwig</b> (Germany) Alternate: <b>Jan Paehler</b> (European Commission)					
		Constituency 5	Norway / Netherlands / Sweden					
		Board member: <b>Amir Aman Hagos</b> (Ethiopia) Alternate: <b>Kwaku Agyeman-Manu</b> (Ghana)	Board member: <b>Harriet Pedersen</b> (Sweden) Alternate: <b>Lene Lothe</b> (Norway)					

### Developing Country Governments

- Initial self-financing:**  
Afghanistan, Benin, Burkina Faso, Burundi, CAR, Chad, Comoros, Congo DR, Eritrea, Ethiopia, Gambia, Guinea, Guinea-Bissau, Haiti, Korea DPR, Liberia, Madagascar, Malawi, Mali, Mozambique, Nepal, Niger, Rwanda, Senegal, Sierra Leone, Somalia, South Sudan, Syria, Tanzania, Tajikistan, Togo, Uganda, Yemen, Zimbabwe
- Preparatory transition phase:**  
Bangladesh, Cambodia, Cameroon, Congo Rep., Cote d'Ivoire, Djibouti, Ghana, Kenya, Kyrgyz Rep., Lesotho, Mauritania, Myanmar, Pakistan, Sudan (Republic of), Zambia
- Accelerated transition phase:**  
Papa New Guinea (PNG), Nicaragua, Lao PDR, Solomon Islands, Nigeria, India, Sao Tomé and Principe, Vietnam, Uzbekistan
- "Self-financing phase" countries:**  
Angola, Armenia, Azerbaijan, Bhutan, Bolivia, Cuba, Georgia, Guyana, Honduras, Indonesia, Kiribati, Moldova, Mongolia, Sri Lanka, Timor-Leste

**More information on:**  
[Board terms](#)

# Board membership

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## Research and technical health institutes

- Africa Centres for Disease Control and Prevention (CDC), Ethiopia
- Aga Khan University, Pakistan
- Agence de Medecine Preventive (AMP), France
- Bristol University, United Kingdom
- Centres for Disease Control and Prevention, USA
- Child Health Research Foundation, Bangladesh
- Christian Medical College Vellore, India
- Centre for Vaccine Development and Global Health (CVD), Mali
- CVD University of Maryland, USA
- Emory University, USA
- Harvard School of Public Health, USA
- Indian Council of Medical Research
- International Center for Diarrheal Disease Research (ICDDR), Bangladesh
- London School of Hygiene and Tropical Medicine, United Kingdom
- Manhica Research Center, Mozambique
- MM Global Health, Switzerland
- Medical Research Council, Gambia
- National Institute for Communicable Diseases (NICD), South Africa
- Oxford University, United Kingdom
- PATH, USA
- University College London, United Kingdom
- University of Melbourne, Australia
- University of Witwatersrand, South Africa
- Wake Forest School of Medicine, USA

## International Federation of Pharmaceutical Manufacturers & Associations (IFPMA)

- Janssen (Johnson & Johnson)
- GSK Biologicals
- Merck Vaccine Division
- Novartis
- Pfizer
- Sanofi Pasteur

**More information on:**

**[Developing Countries Vaccine Manufacturers Network](#)**

**[Civil society organisations](#)**

# Board biographies

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## Independent individuals

### Dr Ngozi Okonjo-Iweala

**Gavi Board Chair**  
**Former Finance Minister of Nigeria**



A development economist and former finance minister, Ngozi Okonjo-Iweala assumed the role of Gavi Board Chair on 1 January 2016. She brings more than 30 years of experience in development and finance; valuable assets as Gavi strives to ensure that its immunisation programmes are financially sustainable.

Dr Okonjo-Iweala has twice served as Nigeria's Finance Minister, most recently between 2011 and 2015, and prior to that she was the Minister for Foreign Affairs. She has held several key positions at the World Bank, including that of Managing Director. Dr Okonjo-Iweala serves on the boards of Twitter and Standard Chartered Bank PLC, is the chair of African Risk Capacity and is a senior adviser at Lazard.

In 2015, Dr Okonjo-Iweala was named by Fortune magazine as one of the 50 greatest world leaders. She has also been recognised as one of the world's 100 most influential people (Time magazine, 2014) and as one of the 100 most powerful women in the world (Forbes, five consecutive years).

Dr Okonjo-Iweala graduated with an A.B. magna cum laude in Economics from Harvard University (USA), and holds a PhD in Regional Economics and Development from the Massachusetts Institute of Technology (USA). She has received awards and honorary doctorates from Yale University, Brown University and the University of Pennsylvania, among others.

### Mr William Roedy

**Gavi Board Vice Chair**  
**Former Chairman and Chief Executive Officer of MTV Networks International**



William (Bill) Roedy is the former Chairman and Chief Executive Officer of MTV networks International (MTVNI). Prior to joining MTVNI, he was a Vice President at HBO for 10 years. A decorated combat veteran in the Vietnam War, Mr Roedy switched to a career in broadcasting, and became increasingly active in corporate social responsibility issues, in particular those involving the health of young people.

Mr Roedy has been instrumental in MTV's award-winning efforts to promote HIV/AIDS education, and in 1998, was named Ambassador for UNAIDS. In 2005, the then UN Secretary-General Kofi Annan appointed him founding chair of the Global Media AIDS Initiative Leadership Committee.

From 1999 to 2002, he served as chair of the Global Business Coalition on HIV/AIDS, of which he was a founder member and he currently serves as chairman of the Staying Alive Foundation. He continues to work with UN organisations as well as the American Foundation for AIDS Research (amfAR), Global Business Coalition (GBC), Global Health Corps (GHC), Fitzmi, Zumba, Ping4, Lionsgate, Hawn Foundation and Clearvue (Shanghai).

Mr Roedy has an MBA from Harvard (USA). His numerous awards include: the international Emmy Founder Award; two honorary doctorate degrees; amfAR's Award of Courage; Doctors of the World Leadership Award; and the UN Correspondents Association Global Citizen of the Year Award.

## Dr Margaret (Peggy) Hamburg

**Foreign Secretary of the National Academy of Medicine, USA**



Margaret (Peggy) Hamburg is the Foreign Secretary of the National Academy of Medicine (NAM), formerly the Institute of Medicine (IOM). In this part-time position, she serves as a senior adviser on international matters to the NAM President and Council, and as liaison officer to foreign academies of medicine and science. As NAM engagement in matters of global public health expands, so does the importance of the Foreign Secretary's role.

Immediately prior to her current appointment, Dr Hamburg held the post of Commissioner of the United States Food and Drug Administration (USFDA). Other past roles have included Senior Scientist at the Nuclear Threat Initiative; Assistant Secretary for Policy and Evaluation in the United States Department of Health and Human Services; and Commissioner of the New York City Department of Health and Mental Hygiene.

Since her election to the IOM membership in 1994, Dr Hamburg has actively contributed to the mission of the IOM as chair of the Board on Global Health (2005–2009) and as a member of the IOM Council (2005–2009) and through participation in various consensus and convening activities. Established in 1970 under the charter of the National Academy of Sciences, the IOM provides independent, objective, evidence-based advice to policy-makers, health professionals, the private sector and the public.

## Dr Helen Rees

**Founder and Executive Director of the Wits Reproductive Health and HIV Institute (WRHI) of the University of Witwatersrand**



Helen Rees is the Founder and Executive Director of the Wits Reproductive Health and HIV Institute (WRHI) at the University of Witwatersrand in Johannesburg (South Africa), where she is also an Ad Hominem Professor in the Department of Obstetrics and Gynecology. Dr Rees is internationally renowned for her work in vaccines, HIV prevention and reproductive health.

Dr Rees has chaired numerous WHO advisory groups and committees including the Strategic Advisory Group of Experts on Immunization (SAGE), the Expert Committee on HPV vaccines, the HIV Vaccine Expert Committee and the Global Advisory Committee on Vaccine Safety.

Dr Rees currently serves on WHO's Polio Research Committee, on the SAGE Decade of Vaccines Working Group and on the SAGE Measles and Rubella Working Group. In addition, she is on the board of the International AIDS Vaccine Initiative and the AVAC, a global organisation which advocates for HIV prevention research. She is a member of several scientific committees, including the Center for HIV/AIDS Vaccine Immunology Immunogen Discovery, the Scientific Advisory Board of the United States National Institutes for Health (NIH) Microbicide Advisory Committee, the Population Council's Microbicide Advisory Committee, and the WHO/UNAIDS Steering Committee on Pre-exposure prophylaxis.

She is a member of the Wellcome Trust's Population and Public Health Expert Review Group and an Honorary Professor at the London School of Hygiene and Tropical Medicine (UK) and serves on their Visiting Committee. She is an alumnus of Cambridge University (UK) and Harvard Business School (USA).

## Ms Teresa M. Ressel

### Former CEO, UBS Securities LLC



Teresa Ressel has over 25 years of business experience covering finance, defence, electronics, and healthcare alongside her government service. She has served on various public, private and non-profit boards. Previously, Ms Ressel worked in international banking and finance as CEO of UBS Securities LLC (US division of UBS Investment Bank).

Prior to her CEO tenure, she led UBS's Americas region as Chief Operating Officer across the United States, Canada, and Latin America. These leadership roles included market and operational risk, compliance and technology oversight. From 2001 to 2004, she served at the United States Treasury. Confirmed by the US Senate as Assistant Secretary for Management and Chief Financial Officer, her duties included financial management, strategy around revenue collection for the Internal Revenue Service (IRS) and the US Customs Bureau, leading the government's audit across the Department, reporting and cash flow duties, and an array of regulatory oversight matters for financial markets.

For her service leading the divestiture of multiple Treasury divisions via the creation of the Department of Homeland Security, she was awarded the Treasury Medal. Similarly, she was recognised by the IRS with the Commissioner's Award for her service representing the Secretary of the Treasury's interests at the IRS Oversight Board, customer interfaces, and her Treasury leadership with IRS colleagues. Ms Ressel completed cyber security training at Carnegie Mellon University; she holds an MBA from Rensselaer Polytechnic Institute and two engineering degrees (BS and MS) from the University of Delaware. Ms Ressel is a member of the Council on Foreign Relations, a non-partisan organisation exploring public policy across the globe.

## Mr David Sidwell

### Senior Independent Director and Chair of the Risk Committee of UBS Group AG



David Sidwell is the Senior Independent Director and the Chair of the Risk Committee of UBS Group AG, where he is also a member of the Governance and Nominating Committee. He currently holds a number of other posts, including that of Director and Chairperson of the Risk Policy and Capital Committee of Fannie Mae, and Senior Adviser at Oliver Wyman. Mr Sidwell is a member of the board at Chubb Limited and serves on their Audit Committee. He is also both Chairman of the Board of Village Care in New York and a Director of the National Council on Aging in Washington, DC.

Mr Sidwell has previously served as Executive Vice President and Chief Financial Officer (CFO) of Morgan Stanley. Before joining Morgan Stanley, he worked for JPMorgan Chase & Co., where, in his 20 years of service, he held several positions, including controller and, from 2000 to 2004, CFO of the Investment Bank. Prior to this he was with PricewaterhouseCoopers LLP.

Mr Sidwell graduated from Cambridge University (UK) and qualified as a chartered accountant with the Institute of Chartered Accountants in England and Wales.



## Dr Yibing Wu

**Joint Head of the Enterprise Development Group and Head of the China office, Temasek**



Yibing Wu joined Temasek in October 2013 as Head of China, also serving as the Joint Head of the Enterprise development Group, and Joint Head of the Portfolio

Strategy and Risk Group.

His professional background is a mix of management consultancy, mostly focused on IPOs mergers & acquisitions, and private equity. He received his Ph.D. in Biochemistry and Molecular Biology from Harvard in 1996, and went straight to McKinsey, joining their Beijing office in the same year then their Shanghai office in 2000. He rose to become Senior Partner (Director) and Managing Partner of the Asia-Pacific M&A practice in 2004. During this time, he was working on several Chinese IPOs, including the China Construction Bank and the People's Insurance Company of China (PICC). In 2005 he was seconded to Legend Holdings and led the acquisition and integration of the IBM PC business, rising to Executive Vice-President and Managing Director of the organisation in 2008.

He left in 2009 in order to co-found CITIC Private Equity Funds Management, a China-focused domestic private equity firm with more than US\$ 13 billion in total assets under management. Whilst remaining at CITIC, in 2012, Mr Wu joined Goldstone Investment Company as Chairman and CEO for 18 months before moving to Temasek.

## Mr Stephen Zinser

**Co-Founder and Chief Executive Officer of Roxbury Asset Management**



Stephen Zinser is a Co-Founder and CEO of Roxbury Asset Management, a London-based asset management company which deals primarily in the European liquid alternatives market. Its first fund, the Roxbury Credit Events Fund, was launched as a Dublin Undertakings for Collective Investment in Transferable Securities (UCITS) in 2015.

Prior to establishing Roxbury, Mr Zinser was CEO and Co-Chief Investment Officer at ECM Asset Management, a company which he co-founded in February 1999. Established as an independent asset management company focused on the European fixed-income credit markets, ECM grew rapidly to the point where it held €21 billion in assets. In January 2007, Wachovia Bank acquired a majority stake in ECM. ECM is now fully owned by Wells Fargo. During the early part of his career, Mr Zinser worked for Merrill Lynch International in London (1993–1999). He moved to Merrill Lynch after 13 years at The Chase Manhattan, which he joined after graduating from Cornell University (USA) in 1979.

Mr Zinser is a Member of Gonville and Caius College Development Campaign Board (Cambridge University, UK), where he advises on fundraising and other matters.

## The Bill & Melinda Gates Foundation

### Board member: Dr Orin Levine

**Director, Vaccine Delivery, Global Development Program, Bill & Melinda Gates Foundation**



As a director of its Global Development Program for Vaccine Delivery, Orin Levine leads the Bill & Melinda Gates Foundation's efforts to accelerate the introduction of new vaccines and related technologies and to improve routine immunisation systems. He is the Foundation's focal point for engagement with Gavi.

Prior to joining the Foundation in 2012, Dr Levine was a Professor of International Health and Executive Director of the International Vaccine Access Center at the Johns Hopkins University's Bloomberg School of Public Health. He has also served as a member of the Steering Committee of the Decade of Vaccines Collaboration and as Co-Chair of its Global Access Working Group. Dr Levine has also held the post of President, Committee on Global Health, American Society of Tropical Medicine and Hygiene.

Dr Levine graduated from Gettysburg College (USA) and has a PhD in Epidemiology from the Johns Hopkins University's Bloomberg School of Public Health (USA).

### Alternate: Ms Violaine Mitchell

**Deputy Director, Vaccine Delivery, Global Development Program, Bill & Melinda Gates Foundation**



Violaine Mitchell is the Deputy Director for Vaccine Delivery at the Bill & Melinda Gates Foundation where she leads the Country Immunization Programmes and Partnerships team. Ms Mitchell has a long history of association with Gavi, having been involved in its early work on national financial sustainability planning and global innovative financing through her role as Coordinator of the Gavi Alliance Financing Task Force (2000–2006).

Prior to joining the Foundation in 2010, Ms Mitchell worked as an independent consultant, having spent several years at the Institute of Medicine (IOM), National Academy of Sciences, where she served as Study Director for the Institute's work on the Children's Vaccine Initiative and as Assistant Study Director for a study on malaria prevention and control. She has also spent several years working on integrated community development projects in the Middle East and North Africa.

Ms Mitchell has a BA in Development Studies from Brown University (USA) and an MSc in Tropical Public Health from the Harvard School of Public Health (USA).

## The World Bank

### Board member: Dr Muhammad Pate

**Global Director for Health, Nutrition & Population Global Practice, World Bank**



Muhammad Pate is the Global Director, Health, Nutrition and Population (HNP) and the Global Financing Facility (GFF), based in Washington DC.

Dr Pate, a U.S. and Nigerian national, was until recently the Chief Executive Officer, Big Win Philanthropy, based in the UK, and prior to that held several senior positions, including that of Minister of State for Health in the Federal Republic of Nigeria.

He was previously in the World Bank Group where he joined as a Young Professional in 2000 and worked on health issues in several regions including Africa and the East Asia and Pacific. He holds degrees in medicine and surgery from Ahmadu Bello University, Nigeria, as well as an MBA, Degree and Certificate in Health Sector Management from Duke University, Durham, NC, and an MSc in Health Systems Management from the London School of Hygiene and Tropical Medicine.

### Alternate: Dr Michael Kent Ranson

**Senior Economist (Health), World Bank**



Michael Kent Ranson has served as a Senior Economist (Health), based in the World Bank office in Geneva, since 2014. He leads several activities

within the Health Financing Global Solutions Group of the World Bank. He supports activities to better coordinate activities across multi-lateral health financiers. He is the health financing focal point for the Tajikistan country team.

Prior to joining the World Bank, he researched, wrote and taught on health financing and system issues, first as a lecturer at the London School of Hygiene and Tropical Medicine (LSHTM) and later at the World Health Organization.

He holds a MD from McMaster University (Canada), a MPH from the Harvard School of Public Health (USA), and a DPhil in health economics and financing from LSHTM (London School of Hygiene & Tropical Medicine) (UK).

## The United Nations Children’s Fund (UNICEF)

### Board member: Dr Omar Abdi

**Deputy Executive Director for Programmes, UNICEF**



Omar Abdi oversees UNICEF’s global humanitarian and development programmes. Mr. Abdi has over 30 years of experience in international development and had held several leadership positions in

UNICEF including as Country Representative in Pakistan, Ghana and Liberia, Regional Director in the Middle East and North Africa, Comptroller and CFO, and Deputy Executive Director for Management, and Field Results. Mr Abdi has a Ph.D. in development economics.

### Alternate: Ms Etleva Kadilli

**Director of Supply Division, UNICEF**



Etleva Kadilli, is Director of UNICEF’s Supply Division, based in Copenhagen, Denmark, and oversees UNICEF’s global supply chain functions with an annual expenditure exceeding US\$ 3.4 billion.

In this capacity, she is responsible for the effective, efficient and ethical provision of essential and emergency supplies to children, through direct UNICEF programmes, and in cooperation with Governments and partners. She also represents UNICEF in interagency engagements on UN procurement reform.

Ms Kadilli has worked in supply operations for more 20 years, including at the headquarters and field level, as well as in development and emergency contexts. She has managed UNICEF programme operations in Albania, Democratic Republic of the Congo (DRC), the Gambia and Somalia, and has been with UNICEF’s Supply Division since 2011.

Ms. Kadilli previously held the position of Deputy Director, Supply Chain; Contract Manager and Medical Unit Team Leader for health technology supplies in support of MNCH and HIV/AIDS programmes; and Chief of Contracting. Ms Kadilli holds a Master’s degree in Science with a specialty in Finance. She is an Albanian national.

## The World Health Organization (WHO)

**Board member: Dr Peter Salama**

**Executive Director of the Division of Universal Health Coverage, WHO**



Peter Salama, a medical epidemiologist from Australia, is WHO's Executive Director of the Division of Universal Health Coverage since March 2019. From 2016 to 2019, Dr Salama was the Executive

Director for Emergency Preparedness and Response at the World Health Organization. Before joining WHO, Dr Salama was UNICEF's Regional Director for the Middle East and North Africa. Prior to these recent assignments, Dr Salama led UNICEF's global response to Ebola, served as UNICEF Representative in Ethiopia and Zimbabwe (2009–2015), UNICEF's Chief of Global Health and Principal Advisor on HIV/AIDS in New York (2004–2009), and UNICEF's Chief of Health and Nutrition in Afghanistan (2002–2004). Prior to joining UNICEF in 2002, Dr Salama was visiting scientist at the International Emergency and Refugee Health Branch at the US Centers for Disease Control (CDC), and a visiting professor in nutrition at Tufts University. He has also worked with Médecins Sans Frontières and Concern Worldwide in several countries in Asia and sub-Saharan Africa.

Dr Salama has led research and published extensively on maternal and newborn child health, vaccine-preventable diseases, HIV, nutrition, war-related mortality and violence, refugee and emergency health, and programming in fragile states. He completed his medical and public health degrees at Melbourne and Harvard Universities, where he was also a Fulbright and Harkness fellow in public policy.

**Alternate: Dr Princess Nothemba (Nono) Simelela**

**Assistant Director-General for Family, Women, Children and Adolescents, WHO**



Princess Nothemba (Nono) Simelela, from South Africa, has been appointed Assistant Director-General for Family, Women, Children and Adolescents.

Dr Simelela has more than 30 years of experience as an obstetrician, academic, advocate and government official. Most recently, she served as Special Advisor to the Vice President of the Republic of South Africa where her work spanned supporting the implementation of the country's National Strategic Plan for HIV, TB and Sexually Transmitted Infections to reviewing the country's Expanded Public Works Program.

Her other senior leadership roles in South Africa have included serving as Chief Executive Officer of the South African National AIDS Council, Director of Technical Knowledge and Support for the International Planned Parenthood Federation (IPPF) and Cluster Manager for HIV, TB and Sexually Transmitted Infections for the South African Department of Health. She has also sat on several committees and boards, including the Executive Board of the WHO, representing IPPF from 2004 to 2009 and the WHO technical committee for the development of guidelines for the prevention of mother-to-child transmission of HIV.



## Governments Developing Countries

### Board member: Dr Amir Aman Hagos

**Minister of Health  
Federal Democratic Republic of Ethiopia**



Amir Aman Hagos was appointed as Minister of Health for Ethiopia in May 2018. A physician by training, he is a dedicated public health professional known for championing Ethiopia's highly regarded Health Extension Program and inspiring a new generation of health professionals. Minister Hagos has successfully ensured the effective implementation of Ethiopia's five-year health development plan and is now spearheading the health sector transformation plan.

Prior to his ministerial appointment, Minister Hagos served as Director General of the Policy and Planning Directorate and Director of the Human Resources Directorate within the Ministry of Health before serving as State Minister of Health.

Minister Hagos has served as Chair of the African Centers for Disease Control and is currently Co-Chair of the World Health Organization's Transforming IHP+ International Health Partnership for UHC 2030, which is dedicated to building a partnership for strengthening health systems.

Minister Hagos has a Master's degree in public health ("outstanding alumni") from the University of the Western Cape, Cape Town, South Africa. His Master's degree is dedicated to investigating and developing strategies for the effective selection and training, and means of increasing the retention of, Health Extension Workers.

### Alternate: Mr Kwaku Agyeman-Manu

**Minister of Health  
Republic of Ghana**



Kwaku Agyeman-Manu is a Member of Parliament for the Dormaa Central Constituency since 2008 and was appointed as Minister of Health for Ghana in 2017. He is currently the Chair of the Programme Coordinating Board of UNAIDS.

Prior to this, Minister Agyeman-Manu served in Ghana as the Chairman of the Public Accounts Committee from 2012 to 2016 and was the acting CEO of the National Health Authority in 2006. He also served as the deputy Minister of Finance and Economic Planning under former President John Agyekum Kufuor's administration. Under the government of President Kufuor, he served as a Deputy Minister of State in the following Ministries: Trade and Industry, Interior, Finance, Communications, and Roads and Transport. He has served on the Boards of institutions such as the Small Arms Commission of Ghana, the Ghana Revenue Authority (GRA), Bank of Ghana, and the Divestiture Implementation Committee.

Minister Agyeman-Manu holds a BA in Economics and Statistics from the University of Ghana, Legon (Ghana). He graduated from the London School of Accountancy (UK) as an Associate Chartered Management Accountant.

### **Board member: Dr Myint Htwe**

#### **Union Minister of Health and Sports Myanmar**



Myint Htwe was appointed as Union Minister of Health and Sports by the new Government of the Republic of the Union of Myanmar in April 2016. Minister Htwe is a public health professional with a long history of service in the health sector.

Minister Htwe has spent over 16 years with WHO, serving in a variety of roles in the South East Asia Regional Office, including Regional Advisor for Research and Policy Cooperation and Director for Programme Management. Before he joined WHO's Regional Office, he was at the Ministry of Health, where he served as Chief of the Health Systems Research Unit and Chief of the International Health Division of the Minister's Office.

Minister Htwe is a former member of the Executive Committee of the Myanmar Academy for Medical Sciences. He has held a number of key positions including Chair of the Preventive and Social Medicine Society of the Myanmar Medical Association, and Chair of the Ethics Review Committee of the Department of Medical Research at the Ministry of Health.

Minister Htwe has a medical degree and a Diploma in Preventive and Tropical Medicine from the Institute of Medicine (Myanmar), a Master's in Public Health from the University of the Philippines and a Doctorate in Public Health from the Johns Hopkins University (USA).

### **Alternate: Dr Bounkong Syhavong**

#### **Minister of Health Lao People's Democratic Republic**



Bounkong Syhavong was appointed as Minister for Health, Lao PDR in April 2016. He previously held the position of Vice Minister of Health.

A medical doctor by training, Minister Syhavong spent the early part of his career at Mahosot Hospital. He has held numerous teaching positions at the Faculty of Medicine of the National University of Laos. Between 2009 and 2011, he was Dean of the Faculty of Medicine at the University of Health Sciences in Vientiane.

Minister Syhavong has a medical degree from the School of Medicine in Vientiane (Lao PDR) and has been President of the Lao Internal Medicine Association since 2006.

## **Board member: Dr Ferozuddin Feroz**

**Health Minister  
Islamic Republic of Afghanistan**



Ferozuddin Feroz is currently serving as the Health Minister of the Islamic Republic of Afghanistan. He received the Best Minister Award at the World Government Summit, held in Dubai in February 2019. He has also served as the Deputy Minister, Health Policy and Planning, Islamic Republic of Afghanistan (2002-2005).

He has more than 30 years of experience working in the public health area in Afghanistan and other developing countries. He had taken up many national and international assignments in between two ministerial appointments.

Minister Feroz has been highly regarded as one of the founder members in laying foundation stones of the public health system in Afghanistan in a post-conflict situation. His contribution in developing key policies, strategies and strengthening of health systems in Afghanistan has been significant. Development and designing of the incumbent flagship programmes such as Basic Package of Health Services (BPHS), Essential Package of Hospital Services (EPHS), which has really helped in improving key health indicators can be attributed to Feroz's leadership and direction.

Minister Feroz is a surgeon by training and also holds additional degrees in public health; PGD in Health System Management, London School of Hygiene and Tropical Medicine; MBA in Health Management Research, Indian Institute of Health Management Research, Jaipur, Rajasthan; MSc, in Health System Management, London School of Hygiene and Tropical Medicine.

## **Alternate: Dr Assad Hafeez**

**Director-General of Health in the Federal  
Ministry of Health  
Islamic Republic of Pakistan**



Dr Assad Hafeez is currently the Director-General of Health in the Federal Ministry of Health, head of the Health Services Academy and the Dean of Faculty of Medicine in Quaid-i-Azam University, Islamabad.

He is a leading public health specialist and Paediatrician with over 30 years of extensive clinical and management experience. He has been a member and then chair of the Executive Board of WHO and is an adjunct professor in the global health department at the University of Manitoba, Canada.

Dr Hafeez has held several clinical, senior management and academic posts in national and international institutions. He has over 100 publications in peer reviewed journals. He is an expert researcher and has completed a few research grants as Principal Investigator. He has played a significant role as federal DG in turning around the EPI situation at federal level in Pakistan during his tenure by overseeing a revamping of the entire logistics/storage functions of the programme as well as giving strategic guidance in operations at a macro level. His main areas of interest are maternal, newborn and child health, health systems, determinants of health, social protection programmes and evidence-based policy-making.

Dr Hafeez is a medical graduate with post-graduate studies in paediatrics. He holds a Fellowship of the College of Physicians and Surgeons, Pakistan and the Royal College of Paediatrics and Child Health, London. He also has obtained a Masters in Epidemiology from the London School of Hygiene & Tropical Medicine and a PhD in Public Health from the University of Manchester in the United Kingdom.

## **Board member: Dr Arsen Torosyan**

### **Minister of Health Republic of Armenia**



Arsen Torosyan was appointed as the Minister of Health of the Republic of Armenia on 12 May 2018. He has been the Director of the group of social workers at the (non-governmental organisation) NGO Real World, Real People. He has been the Coordinator of family medicine and medical care quality for the Primary Healthcare Reform Programme. He was the Acting Director of the National Center for Tuberculosis Control of the Ministry of Health of the Republic of Armenia and subsequently Director of “MIBS” Medical Diagnostic Center.

Minister Torosyan served in the Armed Forces of the Republic of Armenia, earning the rank of Lieutenant of medical service. He studied medicine at Yerevan State Medical University. He also studied at the National Institute of Health of the Ministry of Healthcare of the Republic of Armenia, specialising in social hygiene and health administration, as well as completing a postgraduate course specialising in public health and healthcare management.

## **Alternate: Dr Edna Yolani Batres**

### **Presidential Adviser on Health Republic of Honduras**



Edna Yolani Batres currently serves as the Presidential Adviser on Health and was previously the Secretary of State at the Bureau of Health in Honduras from January 2014 to December 2016, giving high priority to the control and eradication of vaccine-preventable diseases through WHO’s Expanded Programme on Immunization (EPI).

Before her appointment as Secretary of State, Dr Batres served as the Deputy Secretary of Health for Service Networks; Head of the Unit for Coverage Expansion for the Health Region of Gracias, Lempira; and Chief of the Emergency Services at the Departmental Hospital Juan Manuel Gálvez. Early career roles have included consultant at the Inter-American Development Bank, working on technical capacity building to support the expansion and sustainability of health services delivery within the Unit of Decentralised Management at the Secretariat of Health.

Dr Batres trained as a medical doctor and has a Master’s degree in Public Health.

**Board member: Dr Mahamoud  
Youssef Khayal**

**Minister of Public Health  
Republic of Chad**



Mahamoud Youssef Khayal was appointed Minister of Public Health, Chad on 11 August 2019. After completing his primary and secondary education, he continued his higher education at the University of Belarus where he graduated with a Master of Science degree in engineering, followed by a Ph.D. in Technical Sciences, both with honours. Upon his return to Chad, he first worked as a lecturer, then as an assistant professor and finally as professor at the Faculty of Physical Sciences of the University of Chad. He was Rector of the University Institute of Applied Technical Sciences from 1997 to 2013, and Rector of the Virtual University of N'Djamena after having been Director General of the National Center for Research Support from 2012 to 2018.

In 2016, Minister Khayal joined the African Peer Review Mechanism, an instrument established in 2003 by the African Union and whose mandate is to ensure that policies and practices of adhering states are consistent with the agreed political, economic and corporate governance values, including the private sector. In 2017, he was unanimously elected as Chair of the African Peer Review Mechanism after having been a panellist in charge of the Ivory Coast. Minister Khayal is a knight of the National Order of Chad.

**Alternate: Ms Jacqueline Lydia Mikolo**

**Minister of Health and Population  
Republic of Congo**



Jacqueline Mikolo is Minister of Health and Population of the Republic of Congo since May 2016.

She was previously Public Procurement and Regulatory Coordinator at the Department of Major Works (2014-2016).

Prior to this, Minister Mikolo held several consecutive Directors positions at the office of the United Nations High Commissioner for Refugees (UNHCR), from December 1993 to December 2014, in Turkey, Guinea, West Africa, Pakistan and Chad. She holds Bachelor Degrees in Management Sciences (University of N'djamena, Chad) and Accounting and Business Management (Educatel, France).



## Governments – Industrialised countries (donors)

### Board member: Ms Harriet Ludwig

**Senior Policy Officer and Deputy Head of the Global Health and Social Security Division, Federal Ministry for Economic Cooperation and Development (BMZ), Germany**



Harriet Ludwig is a Senior Policy Officer and Deputy Head of the Global Health and Social Security Division of BMZ. Her working areas comprise Gavi as well as the Global Fund to Fight AIDS, Tuberculosis and Malaria, and UNAIDS.

Prior to moving to the health sector, Ms Ludwig was a negotiator for the SDGs and the 2030 agenda on sustainable development on behalf of the German government. She has multiple years of country experience: from postings in Accra as Head of Cooperation (Ghana 2008-2011) and other engagements mainly in the Western and Central African region (2002-2007) as well as through working in Benin (grass root level 1998-2001).

Ms Ludwig is a lawyer by profession, specialised in International and European law.

### Alternate: Dr Jan Paehler

**Head of Global Health Initiatives, Directorate-General for International Co-operation and Development (DEVCO), European Commission**



Jan Paehler leads the team working on Global Health Initiatives at the European Commission's Directorate-General (DG) for International Co-operation and Development. Dr

Paehler has served on several board committees dealing with strategic and financial oversight and has chaired nomination committees for leadership appointments at the Global Fund. Dr Paehler previously held positions as a Board member, Alternate Board member and Governance Committee member at Gavi.

Before moving to the European Commission, Dr Paehler worked for the Advisory Council on Developments in the German Health Care System, a government think-tank which advises Germany's Minister of Health. A medical doctor by training, he spent five years in Ghana, first in clinical service for the Ghana Health Service based in Accra, then overseeing government grants as USAID's Child Health and Infectious Disease Adviser. In this capacity, Dr Paehler also served on the local Interagency Coordination Committee (ICC).

Dr Paehler has a PhD in Cardiology and an MSc in Health Systems Management.

### **Board member: Ms Francesca Manno**

**Director, International Affairs Department,  
Italian Treasury, Ministry of Economy and  
Finance, Italy**



Francesca Manno is currently Director in the International Affairs Department at the Italian Treasury, Ministry of Economy and Finance, in charge of development cooperation and innovative financing (AMC and IFFIm). Ms Manno joined the Ministry in 1988, initially as policy advisor in charge of multilateral development banks.

In her career at the Ministry she has held various other positions, dealing with International Monetary Fund (IMF) and G7-G20. She has a long experience in multilateral development cooperation and international financing institutions, having negotiated several development fund replenishments and having served in some of their Executive Boards, representing different countries. She was appointed as Alternate Executive Director at the Inter-American Development Bank (2007-2010) and Director at the Inter-American Investment Corporation, where she was selected as chair of its Executive Committee in 2008.

Prior to that, Ms Manno served as the Senior Advisor to the Executive Director at the IMF (2001-2004) and as an Advisor to the Executive Director at the World Bank (1994-1996). She has an academic background in political science and international law.

### **Alternate: Ms Megan Cain**

**Deputy for Global Health and Nutrition  
Bureau, Global Affairs, Canada**



Megan Cain is the Director for the Global Health and Nutrition Bureau at Global Affairs Canada. In this role, she is responsible for Canada's international commitments and investments in sexual and reproductive health rights, nutrition, and infectious diseases, as well as in Gavi.

Prior to this, Ms Cain was the Director of Global Citizens Program, in the Partnerships for Development Innovation Branch of Global Affairs Canada, focused on the mobilisation of Canadians as global citizens to participate in international development initiatives. Ms Cain has held various management positions within Global Affairs Canada. She has served as senior policy advisor to the former President of the Canadian International Development Agency (CIDA), the Vice President of CIDA's Americas Branch, and to several Members of Parliament.

Ms Cain has a BA from the University of Ottawa (Canada).

### **Board member: Ms Harriet Pedersen**

**Director and Deputy Head of UN Policy Department, Ministry for Foreign Affairs, Sweden**



Harriet Pedersen has been with the Ministry for Foreign Affairs since 1992. She has served in multiple countries: Zambia, Angola and Botswana. Prior to her current appointment Ms Pedersen was Minister-Counsellor at the EU Delegation in Botswana (2012- 2016). She has also served at the Swedish Mission in Geneva where she had the responsibility for Sweden's engagement with the different health organisations.

In her different capacities in the Ministry for Foreign Affairs for more than 25 years, Ms Pedersen has focused on policy and strategy relating to a broad range of development issues with a focus on health. She chaired the Council working party on Humanitarian Aid and Food Aid (COHAFA) during the Swedish Presidency in 2009 and has also been a member of two different Global Fund Country Coordinating Mechanisms.

Ms Pedersen holds a degree in International Business Administration from the University of Linköping in Sweden and a diploma in the Diplomatic Programme from the Swedish Ministry for Foreign Affairs.

### **Alternate: Ms Lene Lothe**

**Head of the Global Health Section in the Department for Global Health, Education and Research, Norwegian Agency for Development Cooperation (Norad)**



Lene Lothe is Head of Norad's Global Health Section. Norad is a technical directorate under the Norwegian Ministry of Foreign Affairs. The Global Health Section also provides technical advice to the Ministry of Foreign Affairs. Ms Lothe has broad experience with immunisation and primary health care policies and has served several terms in the Gavi Programme and Policy Committee. She is also serving on other boards and committees such as the GFF trust fund committee, the Globavac programme board within the Norwegian research council, and the CEPI investors Council, and oversees staff filling other committees and boards within the global health architecture.

Ms Lothe has worked at Norad for more than 12 years and has experience from programme planning at facility, district and national levels, as well as at international level within multilateral and bilateral agencies. She has also worked on mapping and reducing health inequalities within the municipality of Oslo. Ms Lothe also spent much of her life working with the indigenous population in rural Mexico. Ms Lothe is trained in public health and social anthropology, and holds a Master's degree in Public Health from Yale School of Public Health and a Master's degree in social anthropology from University of Oslo.

### **Board member: Mr Daniel Graymore**

**Head, Global Funds Department for International Development (DFID) United Kingdom**



Daniel Graymore is the Head of Global Funds at the UK's Department for International Development (DFID); he is also DFID's Senior Representative in Geneva. He joined DFID as an economist and private-sector adviser who specialises in the role of business in improving the affordability, accessibility and quality of essential medicines in developing countries.

Prior to his current post at DFID, Mr Graymore was the Head of Office for DFID in Ghana and Uganda and was involved in promoting regional trade and economic growth in Africa. He has played a key role in the establishment of a new unit to support development in countries on Europe's borders. While with DFID, Mr Graymore also worked with other government departments on guidelines to promote good practice in the pharmaceutical industry and led work on transparency and accountability across the sector. He has worked with WHO and other UN agencies, as well as extensively with pharmaceutical, supply and delivery companies.

Before joining DFID, Mr Graymore worked with several development NGOs, including Christian Aid, on business and trade policy and advocacy.

Mr Graymore holds a BSc in Geography from UCL, an MSc in Development Studies from the London South Bank University, and a PGDip in Economics from SOAS University of London (UK).

### **Alternate: Ms Susan Elden**

**Senior Health Adviser, Global Funds Department for International Development (DFID), United Kingdom**



Susan Elden is the Senior Health Adviser in the Global Funds Department of the UK's Department for International Development (DFID), leading on the immunisation and polio portfolio. As a DFID health adviser, Susan has spent the past seven years working in Nigeria, Ghana, Sierra Leone and on the Syria Crisis Response. Her role in DFID research division included product development and vaccine technologies.

Ms Elden is currently a member of SAGE's Decade of Vaccines Working Group which supports the Global Vaccine Action Plan. Prior to joining DFID, Susan trained as a Public Health Registrar in the UK. She managed immunisation agendas in Public Health England for six years prior to joining DFID.

### **Board Member: Ms Irene Koek**

**Senior Deputy Assistant Administrator,  
Global Health Bureau, United States  
Agency for International Development  
(USAID), United States of America**



Irene Koek is the Senior Deputy Assistant Administrator in USAID's Global Health Bureau. Previously she held the positions of Senior Infectious

Disease Advisor and the Global Health Security Agenda lead.

Ms Koek has a long history of service with USAID, which she joined in 1986. Starting in the Office of Population, she moved to the Policy and Program Coordination Bureau in 1995. In 1998, Ms Koek became the Chief of the Infectious Disease Division in the Global Health Bureau where she helped launch the President's Malaria Initiative and served as Chair of the Stop TB Coordinating Board.

More recently, she held the post of Director of the Health Office in USAID Indonesia, where she also served as Health Attaché and PEPFAR Coordinator (2010–2014). After her return to Washington, DC from Indonesia and until April 2015, Ms Koek served as the Deputy Director of the Office of Population and Reproductive Health in the Global Health Bureau.

Ms Koek has an MA from the George Washington University (USA).

### **Alternate: Ms Sarah Goulding**

**Assistant Secretary, Global Development  
Branch, Department of Foreign Affairs and  
Trade (DFAT), Australia**



Sarah Goulding is responsible for Australia's investment in a portfolio of health, education, climate and environment multilateral funds.

Previously she has held the position of Senior Specialist Gender Equality, strengthening Australia's focus on women in leadership, women's economic empowerment and ending violence against women and girls through Australia's aid programmes.

Ms Goulding joined the former AusAID in 2003. She has led a range of policy and programme portfolios, including fragility and conflict and governance engagement. She has overseen country and regional Australian Aid programmes in the Asia-Pacific in a broad range of sectors, including health, education, private sector development and economic reform. She served in Suva as the head of Australia's aid program to Fiji and Tuvalu, and on the board of Tuvalu's sovereign wealth fund.

Ms Goulding is a graduate from Flinders University of South Australia, and Adelaide University.

## Research & technical health institutes

### Board member: Dr Marta Nunes

**Senior researcher at the Vaccine Preventable Diseases Unit/Respiratory and Meningeal Pathogens Research Unit (RMPRU), South Africa**



Marta Nunes is a mid-career infectious disease and vaccine focused epidemiologist who has spent the past 10 years living and working in South Africa.

Her research at RMPRU has been focused on reducing under-5 childhood morbidity and mortality from leading causes of death. This includes evaluation of pneumococcal conjugate vaccines in a high HIV-burden setting, epidemiology of respiratory viral associated-pneumonia, and the impact of vaccination during pregnancy on the foetus and newborn.

In addition, Dr Nunes also has expertise in influenza vaccine, pertussis vaccine and in quantifying the full public health value of vaccines including implementation issues. From a policy and implementation perspective she has collaborated with the South African Department of Health and the South African National Institute for Communicable Diseases.

She has served as a technical consultant for the WHO and the Bill & Melinda Gates Foundation on maternal immunisation. She serves as a member of the African Leadership in Vaccinology Expertise (ALIVE), an initiative at the University of the Witwatersrand with the objective of building vaccinology expertise in Africa and fostering South-to-South collaborations.

She has been involved in developing vaccinology expertise on the African continent, by way of mentoring post-graduate students at the Masters and Doctorate level, and by being involved in the establishment of the first Advanced Vaccinology Course in Africa (Afro-ADVAC), first held in 2016.

### Alternate: Dr William Schluter

**Director of the Global Immunization Division in the Center for Global Health, Centers for Disease Control and Prevention (CDC) USA**



William Schluter is a family medicine physician, trained in public health through both his Master of Science in Public Health (MSPH) and the Centers for Disease Control and Prevention (CDC)

Epidemic Intelligence Officer programme. He has spent his career working for CDC and the World Health Organization (WHO) in various assignments around the world (Ethiopia, Nepal, and The Philippines) supporting country immunisation programmes. He has extensive experience with introducing new vaccines into the Expanded Program on Immunization (EPI), conducting vaccine campaigns, routine immunisation coverage measurement, disease surveillance, and establishing National Immunization Technical Advisory Groups (NITAGs). He has served in WHO country offices, in WHO Regional Offices and at CDC where he now serves as the Director of the Global Immunization Division in the Center for Global Health.

Dr Schluter has worked on control of vaccine-preventable diseases for more than 20 years in a variety of settings. Most recently, Dr Schluter was on detail from CDC to the WHO Western Pacific Regional Office (2012-2017), serving as the Group Lead for Accelerated Disease Control for the Expanded Program on Immunization Unit providing support to the 37 countries and areas of the Western Pacific. Prior to that position, he was detailed to the WHO Nepal Country Office (2009-2012), as the Team Lead for the Immunization Preventable Diseases Unit and to the WHO Ethiopia Country Office (2004-2007), coordinating programmatic and surveillance activities for vaccine preventable diseases.



## Vaccine industry – Industrialised countries

### Board member: Ms Susan Silbermann

**Global President, Emerging Markets, Pfizer Vaccines, USA**



Susan Silbermann is the Global President for the Emerging Markets in Pfizer's Biopharmaceuticals Group. In this role she manages Pfizer's broad

pharmaceuticals portfolio and leads almost 10,000 colleagues across China, Latin America, emerging Asia, Africa and the Middle East. Under her leadership, the Emerging Markets business is innovating to partner with governments, non-governmental organisations, patients and others to increase appropriate access to Pfizer's portfolio in core therapeutic areas including vaccines, medicine for oncology, inflammation and immunology, internal medicine and rare disease.

Prior to this role, Susan was the Global President of Pfizer Vaccines responsible for the operational management and commercial development of vaccines that protect people across all stages of life and address unmet needs for serious and life-threatening conditions. Susan also worked as an advocate to promote the value of vaccination around the world.

Ms Silbermann holds a seat on the International Federation of Pharmaceutical Manufacturers & Associations Vaccine CEO Steering Committee. In addition, she serves on the Board of Advisors for Catalyst Inc., a nonprofit organisation that promotes inclusive workplaces for women, and on the Corporate Advisory Board for the Johns Hopkins University Carey Business School (USA).

Ms Silbermann has a BSc in Biology and French from Tufts University (USA), and a joint MBA/MA degree in International Business and French studies from the Stern Graduate School of Business (USA) and the Institute of French Studies at New York University (USA).

### Alternate: Ms Julie Hamra

**Senior Director, Emerging Markets Public Affairs, Pfizer Vaccines, USA**



Julie Hamra is Senior Director of Emerging Markets Public Affairs at Pfizer, where she engages governments and partners to help support access to vaccines for people

of all ages. During more than a decade in the pharmaceutical industry, she has focused on improving access to healthcare for everyone, everywhere through partnership and innovative collaborations. During Julie's career she has worked in multiple disciplines of healthcare and scientific research.

At the University of North Carolina-Chapel Hill School of Medicine she was part of an interdisciplinary research teams developing novel research techniques and therapies in fields including autoimmune disease and gene therapy. She has held various leadership and management roles in organizations seeking to ensure underserved populations are able to access basic healthcare as well as enrol in research and clinical trials.

In addition, Julie is a member of the International Federation of Pharmaceutical Manufacturers Association (IFPMA) Vaccines Committee. Julie holds a Master of Science in Health Policy & Management from the University of North Carolina's (UNC) Gillings School of Global Public Health, as well as a Bachelor of Arts in Spanish and minor in Chemistry from UNC. She also serves as a Board Member for the Latino Commission on AIDS, a New York based non-profit organization dedicated to fighting the spread of HIV/AIDS in the Latino community).

## Vaccine industry – Developing countries

### Board member: Mr Sai Prasad

**President, Quality Operations, Bharat Biotech International Ltd, India**



Sai Prasad is the President of Quality Operations at Bharat Biotech International Ltd. In his current role, he oversees all aspects of quality management including quality assurance, control, and management systems and is responsible for product development and commercialisation of vaccines and biologics. He has 25 years of experience in management, biotechnology, good manufacturing practice, operations and quality management. Previously, Mr Prasad was the Director of Molecular Otolaryngology Research Laboratories at the University of Iowa (USA). In his previous role, as the Vice President for Business Development and Corporate Strategy at Bharat Biotech International Ltd, he handled operational and strategic activities ranging from product development, innovation to corporate expansion.

He holds a degree in Biochemistry from the University of Wisconsin (USA) and an MBA in Finance and Marketing from the University of Iowa (USA). He has written more than a dozen publications related to human genetics, cell biology, molecular biology and vaccines.

### Alternate: Ms Mahima Datla

**Managing Director, Biological E Limited, India**



Mahima Datla is Managing Director of Biological E Limited. She directly oversees strategic operations within the organisation and leads the work related to public policy. She has been working with Biological E for the past 17 years and has served in various capacities across a diverse range of functions, including Biotechnology & Projects, Operations and Strategic Business Development. Under Ms Datla's leadership, Biological E has demonstrated growth, given the successful WHO pre-qualification and launch of the Pentavalent and JE vaccines.

Apart from Biological E, Ms Datla has served on the steering committee of DCVMN (Developing Countries Vaccine Manufacturers Network) and is currently the President of the network. She is a member of FICCI (Federation of Indian Chambers of Commerce and Industry) and CII (Confederation of Indian Industry) National Biotech committees in India. She is currently a board member of the Global Health Innovative Technology fund – a Japanese government innovation healthcare fund for improving global access to healthcare. She is a member of the Board of Directors of the Sadhikaratha Foundation. She is also a member of the Life Sciences Advisory Committee formed by the Government of Telangana, India. Ms Datla was previously on the Board of Gavi from 2011 to 2014.

She holds a graduate degree in Business Administration Management from Webster University, London (UK).

## Civil society organisations (CSOs)

Board member: *Vacant*

**Alternate: Ms Maty Dia**

**Partnership Manager, Global Financing Facility Civil Society Hub, Switzerland**



Maty Dia is a Partnership Manager for the Global Financing Facility Civil Society Hub, hosted at PAI. Ms Dia is responsible for identifying capacity-building needs and resources in GFF countries, managing partnerships with CSOs and providing technical support. She is instrumental in building and linking up civil society platforms across the continuum of care and helping them develop strategies to contribute to country investment cases.

Before joining PAI, Ms Dia was the Africa NGO Focal Point for The Partnership for Maternal, Newborn, and Child Health (PMNCH), leading on advocacy and communications around RMNCAH Global initiatives. Her previous experience also includes working on health and nutrition issues as the West African Programme Officer for Terre des Hommes Foundation. She also led funding and business development for Oxfam in the region.

Ms Dia holds a Bachelor's Degree in Computer Information Systems and a Master of Science in International Health from Humboldt University. She is an international health specialist with a background in reproductive, maternal and child health and nutrition in Africa. Over the last years, she has focused on strengthening civil society capacity to engage in the GFF process.

## Gavi CEO

### Non-voting Board member: Dr Seth Berkley

CEO, Gavi



Seth Berkley is Gavi's CEO. A medical doctor specialising in infectious disease epidemiology, Dr Berkley founded the International AIDS Vaccine Initiative (IAVI) in 1996, where he served as President and CEO.

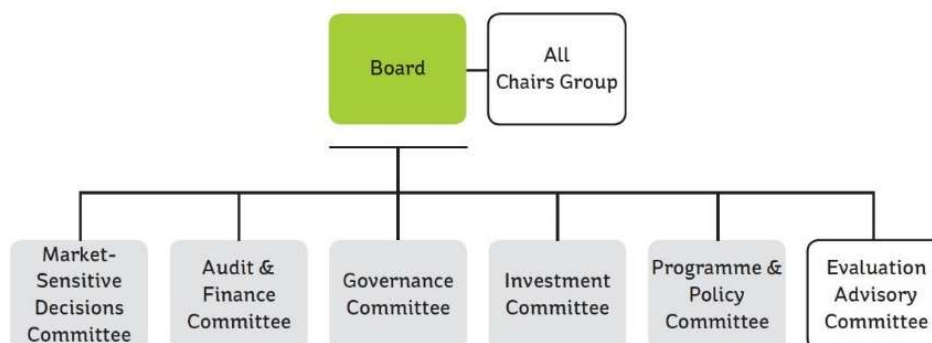
Prior to founding IAVI, he worked for the Health Sciences Division at The Rockefeller Foundation. He has also held posts at the Center for Infectious Diseases, the US Centers for Disease Control; the Massachusetts Department of Public Health; and the Carter Center, where he was assigned as an epidemiologist to the Ministry of Health in Uganda. Dr Berkley played a key role in Uganda's national HIV sero-survey and helped develop its National AIDS Control programmes. He has consulted or worked in more than 25 countries in Asia, Africa and Latin America.

Dr Berkley has been featured on the cover of Newsweek and recognised by Time magazine as one of the "100 Most Influential People in the World". He was also included in "The Wired 25", Wired's "salute to dreamers, inventors, mavericks and leaders".

Dr Berkley received his undergraduate and medical degrees from Brown University and trained in internal medicine at Harvard University (USA).

# Board Committees

Figure 2: Board committees



The Board delegates some of its activities and areas of work to five standing Committees consisting of Board members, Alternates and, in some cases, independent experts or delegates of Alliance stakeholders. The Board has also established an All Chairs Group, which supports the Board Chair in the efficient and effective fulfilment of their duties and responsibilities, and an Evaluation Advisory Committee, which is tasked to oversee specific matters relating to programmatic evaluation.

## Board committee with decision-making authority

- The **Market-Sensitive Decisions Committee** is chaired by the Board Chair and is responsible for making market and/or commercially sensitive decisions.

## Board committees with no decision-making authority

- The **Audit and Finance Committee** is chaired by a Board member and provides guidance in the areas of corporate accounting, reporting practices, and the quality and integrity of Gavi's financial reports. Its primary function is to assist the Board in fulfilling its oversight responsibilities. It does this by reviewing financial information to be reported to Gavi's donors and other relevant stakeholders, evaluating Gavi's systems of internal controls as well as its risk-management processes, and overseeing the annual audit process.
- The **Governance Committee** is chaired by the Board Vice Chair and is responsible

for ensuring the smooth operation of Gavi's governance structures. It also serves as a nominating body for new Board and Committee members, evaluates and oversees the functions of other Committees, and develops key governance policies.

- The **Investment Committee** is chaired by a Board member and oversees the development of investment policies and objectives, asset allocations and portfolio construction. The Committee also guides performance monitoring and risk-management reporting and the safekeeping of assets for the Alliance.
- The **Programme and Policy Committee** is chaired by a Board member and serves as the principal advisory body to the Board on all Gavi programme areas and leads the development of new policies. It comprises high-level technical experts from partner organisations and constituencies with knowledge in areas such as epidemiology, public health, research, health systems and financing.

## ADVISORY COMMITTEES

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### The All Chairs Group (ACG)

The All Chairs Group supports the Board Chair in the efficient and effective fulfilment of their duties and responsibilities as Board Chair.

It is structured to provide a visible and transparent mechanism to enable discussion on cross-cutting issues that do not belong exclusively to any one committee and to co-ordinate work between the Board's Committees including, among other things, to provide a sounding board for the Board Chair and CEO.

The ACG meets at regular intervals and is composed of the Gavi Alliance Board Chair, Vice Chair, CEO and Chairs of the Programme and Policy Committee, Audit and Finance Committee and Investment Committee.

### The Evaluation Advisory Committee (EAC)

Comprising a majority of independent evaluation experts and a minority of Gavi Board members, the Evaluation Advisory Committee provides oversight of Gavi's organisational and programmatic evaluations.

In carrying out its responsibilities, the Committee:

- reviews and approves Gavi's multi-year and annual evaluation work plans;
- reviews the quality and usefulness of evaluation reports from the independent consultant;
- reviews and approves terms of reference and selection of final contractor for evaluations costing more than US\$ 500,000;
- reports on its work to the Board as requested; and
- reviews and reassesses the Gavi Alliance Evaluation Policy periodically and recommends any proposed changes to the Board.

## INDEPENDENT COMMITTEE

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### The Independent Review Committee (IRC)

To support an independent and systematic process of reviewing new proposals, Gavi has established an Independent Review Committee (IRC).

The structure and composition of the IRC has three key characteristics:

- relies upon a wide range of experts in public health, epidemiology, development, finance and economics;
- based on a system of peer review; and
- independent.

The IRC is directly accountable to and communicates its recommendations to the Gavi Board. The Board makes the ultimate decision on whether to approve the funding of new country grants and communicates its decision to countries via the Gavi Secretariat.

#### More information on:

[All Chairs Group](#)

[Market-Sensitive Decisions Committee](#)

[Audit and Finance Committee](#)

[Governance Committee](#)

[Investment Committee](#)

[Programme and Policy Committee](#)

[Evaluation and Advisory Committee](#)

[Independent Review Committee](#)



# Board Committee membership

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## 1. Board committee with decision-making authority

### Market-Sensitive Decisions Committee

	Representation	Committee member	Position	Term ending
1	Chair	Ngozi Okonjo-Iweala	Board member	31 December 2019
2	Vice Chair	William Roedy	Board member	31 December 2019
3	UNICEF	Etleva Kadilli	Board alternate	31 December 2019
4	World Bank	Muhammad Pate	Board member	31 December 2019
5	Bill & Melinda Gates Foundation	Violaine Mitchell	Board alternate	31 December 2019
6	Governments – Developing (Ethiopia)	Amir Aman Hagos	Board member	31 December 2019
7	Governments – Developing (Pakistan)	Assad Hafeez	Board alternate	31 December 2019
8	Governments – Industrialised (UK)	Daniel Graymore	Board member	31 December 2019
9	Governments – Industrialised (EC)	Jan Paehler	Board alternate	31 December 2019
10	Governments – Industrialised (US)	Irene Koek	Board member	31 December 2019
11	Civil Society Organisations	<i>Vacant</i>	-	-
12	AFC Chair	David Sidwell	Board member	31 December 2019
13	PPC Chair	Helen Rees	Board member	31 December 2019
14	Gavi CEO (non-voting)	Seth Berkley	Board member	Until successor appointed

## 2. Board committees with no decision-making authority

### Governance Committee

	Representation	Committee member	Position	Term ending
1	Independent Individual	William Roedy (Chair)	Board member	31 December 2019
2	Independent Individual	Stephen Zinser	Board member	31 December 2019
3	UNICEF	Omar Abdi	Board member	31 December 2019
4	Bill & Melinda Gates Foundation	Orin Levine	Board member	31 December 2019
5	Governments – Developing (Ethiopia)	Amir Aman Hagos	Board member	31 December 2019
6	Governments – Developing	<i>Vacant</i>	-	-
7	Governments – Industrialised (CA)	Megan Cain	Board alternate	31 December 2019
8	Governments – Industrialised (UK)	Daniel Graymore	Board member	31 December 2019
9	Governments – Industrialised (DE)	Harriet Ludwig	Board member	31 December 2019
10	Vaccine industry – Industrialised	Susan Silbermann	Board member	31 December 2019
11	Civil Society Organisations	<i>Vacant</i>	-	-
12	Gavi CEO (non-voting)	Seth Berkley	Board member	Until successor appointed

### Investment Committee

	Representation	Committee member	Position	Term ending
1	Independent Individual	Stephen Zinser (Chair)	Board member	31 December 2019
2	Independent Individual	William Roedy	Board member	31 December 2019
3	Independent Individual	David Sidwell	Board member	31 December 2019
4	Independent Individual	Margaret (Peggy) Hamburg	Board member	31 December 2019
5	Governments – Industrialised (EC)	Matthias Reinicke	Committee delegate	31 December 2019

## Programme and Policy Committee

	Representation	Committee member	Position	Term ending
1	Independent Individual	Helen Rees (Chair)	Board member	31 December 2019
2	Independent Individual	<i>Vacant</i>	-	-
3	Bill & Melinda Gates Foundation	Violaine Mitchell	Board alternate	31 December 2019
4	World Bank	Michael Kent Ranson	Board alternate	31 December 2019
5	UNICEF	Robin Nandy	Committee delegate	31 December 2019
6	WHO	Kate O'Brien	Committee delegate	31 December 2019
7	Governments – Developing (Comoros)	Ahmed Abdallah	Committee delegate	31 December 2019
8	Governments – Developing (India)	Vandana Gurnani	Committee delegate	31 December 2019
9	Governments – Developing (Afghanistan)	Abdul Wali Ghayur	Committee delegate	31 December 2019
10	Governments – Developing (Honduras)	Edna Yolani Batres	Board alternate	31 December 2019
11	Governments – Industrialised (FR)	Joan Valadou	Committee delegate	31 December 2019
12	Governments – Industrialised (NO)	Lene Lothe	Board alternate	31 December 2019
13	Governments – Industrialised (UK)	Susan Elden	Board alternate	31 December 2019
14	Governments – Industrialised (AUS)	Naomi Dumbrell	Committee delegate	31 December 2019
15	Vaccine industry – Industrialised	An Vermeersch	Committee delegate	31 December 2019
16	Vaccine industry – Developing	Adar Poonawalla	Committee delegate	31 December 2019
17	Civil Society Organisations	Dure Samin Akram	Committee delegate	31 December 2019
18	Research & Technical health institutes	William Schluter	Board alternate	31 December 2019
19	Gavi CEO (non-voting)	Seth Berkley	Board member	Until successor appointed
20	n/a	Alejandro Cravioto	Independent expert	31 December 2019

## Audit and Finance Committee

	Representation	Committee member	Position	Term ending
1	Independent Individual	David Sidwell (Chair)	Board member	31 December 2019
2	Independent Individual	Teresa Ressel	Board member	31 December 2019
3	World Bank	Beniamin Carcani	Committee delegate	31 December 2019
4	UNICEF	Etleva Kadilli	Board alternate	31 December 2019
5	Governments – Developing (Ghana)	Kwaku Agyeman-Manu	Board alternate	31 December 2019
6	Governments – Developing (Cameroon)	Emmanuel Maina Djoulde	Committee delegate	31 December 2019
7	Governments – Industrialised (NO)	Andreas Karlberg Pettersen	Committee delegate	31 December 2019
8	Governments – Industrialised (US)	Irene Koek	Board member	31 December 2019
9	Governments – Industrialised (IT)	Gisella Berardi	Committee delegate	31 December 2019
10	Governments – Industrialised (UK)	Tom Morrow	Committee delegate	31 December 2019
11	Civil Society organisations	Maty Dia	Board alternate	31 December 2019

## 3. Advisory committees

### All Chairs Group

	Representation	Committee member	Position	Term ending
1	Board Chair	Ngozi Okonjo-Iweala (Chair)	Board member	31 December 2020
2	Vice Chair	William Roedy	Board member	31 December 2019
3	AFC Chair	David Sidwell	Board member	31 December 2019
4	IC Chair	Stephen Zinser	Board member	31 December 2019
13	PPC Chair	Helen Rees	Board member	31 December 2019
14	Gavi CEO	Seth Berkley	Board member	Until successor appointed

## Evaluation Advisory Committee

	Representation	Committee member	Position	Term ending
1	n/a	Nina Schwalbe (Chair)	Independent expert	30 June 2021
2	Research & Technical Health institutes	Marta Nunes	Board member	31 December 2019
3	Civil Society Organisations	Maty Dia	Board alternate	31 December 2019
4	n/a	Zulfiqar A. Butha	Independent expert	31 December 2019
5	n/a	Jeanine Condo	Independent expert	31 December 2019
6	n/a	Juan Pablo Gutiérrez	Independent expert	31 December 2019
7	n/a	Mira Johri	Independent expert	31 December 2019
8	n/a	Ezzedine Mohsni	Independent expert	31 December 2019
9	n/a	Viroj Tangcharoensathien	Independent expert	31 December 2019
10	n/a	Wieneke Vullings	Independent expert	31 December 2019

# Gavi Alliance Statutes

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Approved: 29-30 October 2008

Last modified: 6-7 June 2018

## I - General provisions

### Article 1: Name

An independent non-profit foundation within the meaning of Articles 80 et seq. of the Swiss Civil Code is referred to as “the **Gavi Alliance**”.

The Gavi Alliance shall be registered at the Registry of Commerce of the Canton of Geneva and placed under the supervision of the Swiss Supervisory Board for Foundations (hereafter referred to as the “**Supervisory Authority**”).

### Article 2: Purpose

The purpose of the Gavi Alliance is to promote health by: (i) providing vaccines and the means to deliver such vaccines to people in the poorest countries; (ii) facilitating the research and development of vaccines of primary interest to the developing world; and (iii) to provide support in connection with achieving the foregoing purposes by helping to strengthen health care systems and civil societies supporting such purposes in the developing world.

Within this broad purpose, the Gavi Alliance will focus its work in support of improvement of vaccination and immunisation in the poorest countries. To this effect, the Gavi Alliance works as an innovative international public-private partnership, which brings together various organisations and constituencies actively engaged in supporting immunisation in developing countries – such as Governments, United Nations organisations, vaccine manufacturers, foundations, nongovernmental organisations and research institutes, as well as individuals with private sector and other experience, which together provide legitimacy, credibility and technical expertise. Recognising and drawing on the mandates and responsibilities of all constituencies represented on the Gavi Alliance Board, the Gavi Alliance provides public and private finance and a broad diversity of perspectives, experience and skills.

### Article 3: Limitations

All of the purposes and powers of the Gavi Alliance shall be exercised exclusively for charitable, scientific or educational purposes.

No substantial part of the activities of the Gavi Alliance shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Gavi Alliance shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

The Gavi Alliance has no profit motive. No part of the net earnings of the Gavi Alliance shall inure to the benefit of, or be distributable to, its Board members and other bodies or the constituencies that they represent, if any, or any director, officer, or other private person, except that the Gavi Alliance is authorised or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.



#### Article 4: Seat

The seat of the Gavi Alliance is in the Canton of Geneva, Switzerland. The Gavi Alliance Board can at any time relocate the seat of the Gavi Alliance, provided that the corresponding agreement of the Supervisory Authority has been given.

#### Article 5: Duration

The Gavi Alliance is created for an unlimited period of time.

## II - Financial means of the Gavi Alliance

#### Article 6: Capital

The founder has allocated to the Gavi Alliance initial funds of CHF 50'000 in cash (fifty thousand Swiss francs).

#### Article 7: Funding Sources

The Gavi Alliance shall be further funded by donations, contributions and commitments from certain constituencies represented on the Board of the Gavi Alliance and third parties, including without limitation nations, governmental and non-governmental organisations, private foundations and the private sector, and such other sources as the Gavi Alliance Board determines are consistent with the purpose of the Gavi Alliance.

## III - Organisation

#### Article 8: The Governing, Administrative and Advisory Bodies

The governing, administrative and advisory bodies of the Gavi Alliance are:

- The Gavi Alliance Board (the “Board”);
- The Secretariat;
- The Auditors;
- The Standing Board Committees;
- The Advisory Committees.

#### Article 9: Composition of the Board

The Board shall consist of up to 30 members and will be inclusive of the alliance perspective described in Article 2. Two-thirds of the voting members of the Board shall be representatives from key Gavi Alliance partner institutions and stakeholders (each such representative a “**Representative Board Member**”) and one-third of its voting members shall be unaffiliated individuals who are appointed in their personal capacity on the basis of their skills and networks (each such member an “**Unaffiliated Board Member**”), all as defined and described herein and in the By-laws.

The initial composition of the Representative Board Members shall be 18 members according to the following break-down:

- one seat for a representative of the World Health Organization;
- one seat for a representative of UNICEF;
- one seat for a representative of the International Bank for Reconstruction and Development (the “World Bank”);
- one seat for a representative of the Bill & Melinda Gates Foundation;

- five seats for representatives of developing country governments;
- five seats for representatives of donor country governments;
- one seat for a representative of the vaccine industry industrialised countries;
- one seat for a representative of the vaccine industry developing countries;
- one seat for a representative of civil society; and
- one seat for a representative of technical health/research institutes.

The Head of the Secretariat (Chief Executive Officer, hereafter the “**CEO**”) shall be an ex-officio non-voting Board member.

### **Article 10: Appointment of Board members**

Board members shall be appointed by the existing Board members subject to and in accordance with these Statutes.

Board members serve for the term or terms established in the Statutes and By-laws.

Each organisation or constituency that is entitled pursuant to Article 9 to have one or more Representative Board Members will determine a process for selecting its Board member(s), provided that such Board Member(s) shall possess skills relevant to the Gavi Alliance, and provided that the process with respect to any constituency shall be set forth in the By-laws or shall be otherwise acceptable to the Board. Each person so selected shall be appointed by the Board and shall hold the seat allocated to such organisation or constituency until such time as such organisation or constituency shall designate a successor person. Each organisation or constituency shall be entitled to replace any of its representatives, and any such replacement shall be appointed by the Board.

The appointment and role of alternate members shall be set forth in the By-laws.

### **Article 11: Resignation of Board members**

Board members can resign at any time. Modalities and effect of a resignation shall be set forth in the By-laws.

### **Article 12: Organisation of the Board**

Board members will select the Chair and a Vice Chair of the Board from among their own voting members, it being understood that the Vice Chair shall be chosen from among the voting members of the Board (not Alternate Board Members). The Chair and the Vice Chair shall be selected for a two-year period or such other term that the Board may determine. The Chair and the Vice Chair may be reselected for a single term. The Chair and the Vice Chair positions shall not be occupied by the same person.

Any other matters relating to the internal organisation of the Board shall be determined in the By-laws.

### **Article 13: Functions of the Board**

The Board shall be the supreme governing body of the Gavi Alliance. It shall possess all powers that are not expressly delegated to other bodies in the scope of the present Statutes or the By-laws of the Gavi Alliance.

The Board shall possess the highest and most extensive authority concerning decision-making and administration of the Gavi Alliance. The Board shall provide the By-laws and other internal guidelines and procedures necessary for the administration and management of the Gavi Alliance. In particular, the Board shall:

- Appoint Representative Board Members and Unaffiliated Board Members in accordance with Article 10;
- Set policies and strategies for the Gavi Alliance and adopt and amend its By-laws and other internal guidelines and procedures necessary for the administration and management of the Gavi Alliance;
- Set operational guidelines, work plans as well as financial and business planning;
- Determine the employment terms, appoint and, if necessary, replace the CEO;
- Make major funding decisions, as specified in the By-laws;
- Establish a framework for monitoring and periodic independent evaluation of performance and financial accountability of activities supported by the Gavi Alliance;
- Coordinate with outside agencies;
- Advocate for the Gavi Alliance, and mobilise resources;
- Approve the annual accounts;
- Appoint the Auditors;
- Create Standing Board Committees;
- Create Advisory Committees;
- Appoint outside legal counsel;
- Execute or authorise the execution of agreements as required to carry out the purposes of the Gavi Alliance.

The Board shall exercise all other lawful powers required to carry out the purposes of the Gavi Alliance.

The Gavi Board members shall not be entitled to receive compensation for their services. Reasonable expenses for attendance at Board Meetings and for participating in other Gavi Alliance activities may be paid or reimbursed by the Gavi Alliance.

#### **Article 14: Delegation of Board Authority**

The Board may delegate its powers, except where governing law or these Statutes or the By-laws may otherwise prohibit delegation, and except that no committee or person shall be delegated the power to (a) amend, alter or repeal these Statutes or the By-laws; (b) amend or alter the mission or purpose; (c) appoint or remove any member of the Board; (d) adopt a plan of merger or consolidation with another organisation; (e) authorise the sale, lease or exchange of all or substantially all of the property and assets of the Gavi Alliance; (f) authorise the voluntary dissolution of the Gavi Alliance or revoke proceedings therefore; (g) adopt a plan for the distribution of the assets of the Gavi Alliance; (h) make revisions to the list of eligible countries; (i) approve the long-term strategy; (j) approve any major new funding or programme initiative; (k) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee or person; or (l) approve the annual accounts.

Powers delegated by the Board will be exercised under the authority and direction of the Board and any such delegation may be rescinded by the Board at any time.

#### **Article 15: Board Decision-making**

A quorum shall be a majority of all voting Board members (or their permitted alternates). The Board will use all reasonable efforts to make decisions by consensus. If no consensus can be reached, any

decision of the Board shall require a two-thirds majority of members present and voting. The Board may also act by means of teleconference, e-mail or other method of communication, subject to procedures determined by the Board from time to time.

No decision taken by the Board is binding on any organisation providing members to serve on the Board. When discharging their duties, Board members are not required to take decisions that conflict with the constitution, regulations, rules and policies of the organisation providing that member to the Board.

#### **Article 16: The Executive Committee [Deleted: 14-15 June 2017]**

#### **Article 17: The Secretariat**

The Secretariat consists of a professional staff responsible for carrying out the day-to-day operations of the Gavi Alliance. The powers, duties and processes for the Secretariat shall be defined in the By-laws and such other directions as shall be provided by the Board from time to time.

The CEO shall manage the Secretariat and shall report on the activities of the Secretariat to the Board as and when required by the Board, but at a minimum twice per year, as determined by the By-laws and such other directions as shall be provided by the Board from time to time.

The CEO and other officers appointed by the Board shall have the authority and responsibilities granted from time to time by the Board.

#### **Article 18: Auditing Body**

The Board shall appoint a reputable firm of independent auditors (“Auditors”) to conduct an annual audit of the accounts of the Gavi Alliance. The Auditors shall deliver a written report of the audit findings to the Board in accordance with statutory requirements.

The commercial year runs from January 1 to December 31. The first commercial year ends on December 31, 2007. The Gavi Alliance’s statutory accounts may be held in Swiss francs or in US dollars.

#### **Article 19: Creation of Standing Board Committees**

The Board may establish one or more Standing Board Committees, each of them composed of three voting Board members (or their permitted alternates) at least. Each of the Standing Board Committees shall have a chair person. The members of these Standing Board Committees shall be appointed by the Board. The Board shall determine the duration of the charge of the members of the Standing Board Committees.

The Standing Board Committees shall report to the Board, as determined in the By-laws and by the Board from time to time.

The functions the Standing Board Committees and any requirements for members shall be specified in the By-laws and such other directions as may be provided by the Board from time to time.

#### **Article 20: Creation of Advisory Committees**

The Board may decide to create Advisory Committees, which shall essentially have a consultative and advisory function to the Gavi Alliance and shall not have any decision-making power.

### **IV - Representation, signature, liability and indemnification**

#### **Article 21: Representation**

The Chair and the Vice Chair of the Board and such other officers or representatives as shall be authorised by the Board from time to time, whether for limited or general purposes, are entitled to represent the Gavi Alliance in dealings with third parties.

## **Article 22: Signatures**

All instruments committing the Gavi Alliance shall be signed by the Chair and/or Vice Chair of the Board and/or such other officers or representatives as shall be authorised by the Board from time to time.

## **Article 23: Liability**

The Gavi Alliance is responsible for its liabilities from all its assets. Neither the members of the Board or any other body of the Gavi Alliance, nor their alternates, nor any organisation or constituency represented by a member of the Board or any other body of the Gavi Alliance or its alternates (each an “Indemnified Person”), shall incur any personal liability arising out of the activities or commitments of the Gavi Alliance.

To the fullest extent permitted by law, except cases of willful or criminal misconduct, gross negligence or reckless misconduct, the Gavi Alliance will indemnify any Indemnified Person (and that Indemnified Person’s heirs, executors, administrators, assigns and any other legal representative of that Indemnified Person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending, or completed action, suit, proceeding or inquiry, whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that the Indemnified Person is or was a member of the Board or any other body of the Gavi Alliance, or an alternate, or an organisation or constituency represented by a member of the Board or any other body of the Gavi Alliance or its alternates, for and against all expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that Indemnified Person or that Indemnified Person’s heirs, executors, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals.

Nothing contained in the present Statutes or By-laws or internal regulations shall constitute or may be construed as a waiver of, or limitation upon, the privileges and immunities granted to any member of the Board or any other body of the Gavi Alliance or his/her alternates, nor as a waiver of, or limitation upon, the privileges and immunities granted to a multilateral organisation or country providing a representative and alternates to serve on the Board or any other body of the Gavi Alliance.

## **Article 24: Indemnification**

To the fullest extent permitted by law, the Gavi Alliance will pay expenses as incurred by any Indemnified Person in connection with any action, suit, proceeding or inquiry described in Article 23; provided, that, if these expenses are to be paid in advance of the final disposition (including appeals) of an action, suit, proceeding or inquiry, then the payment of expenses will be made only upon delivery to the Gavi Alliance of an undertaking, by or on behalf of the Indemnified Person, to repay all amounts so advanced if it is ultimately determined that the Indemnified Person is not entitled to be indemnified under this Article or otherwise.

The Gavi Alliance may purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against that Indemnified Person, whether or not the Gavi Alliance would have the power to indemnify the Indemnified Person against that liability under the provisions of this Article or otherwise.

The provisions of this Article will be applicable to all actions, suits, proceedings or inquiries made or commenced after the adoption of this Article, whether arising from acts or omissions occurring before or after its adoption.

If any provision of this Article is found to be invalid or limited in application by reason of any law or regulation, that finding will not affect the validity of the remaining provisions of this Article. The rights

of indemnification provided in this Article 24 and in Article 23 will neither be exclusive of, nor be deemed in limitation of, any rights to which any Indemnified Person may otherwise be entitled or permitted by contract, the Statutes, vote of the Board, or otherwise, or as a matter of law, both as to actions in the Indemnified Person's official capacity and actions in any other capacity while holding such office, it being the policy of the Gavi Alliance that indemnification of any Indemnified Person will be made to the fullest extent permitted by law.

## **V - Amendment of the statutes, by-laws and dissolution**

### **Article 25: Amendment of the Statutes**

The present Statutes can be amended by the Board, provided that the amendments have been submitted to the supervision of the Supervisory Authority in accordance with Articles 85 and 86 of the Swiss Civil Code.

Any such amendment shall be by consensus or, if consensus cannot be obtained, shall require a two-thirds majority of all Board members.

### **Article 26: By-laws**

The Board may adopt By-laws and other internal guidelines which shall be subject to the prior approval of the Supervisory Authority.

### **Article 27: Dissolution**

If the Gavi Alliance is unable to continue its activities, the Board shall notify the Supervisory Authority of the situation of the Gavi Alliance.

The Gavi Alliance may be dissolved in accordance with Articles 88 and 89 of the Swiss Civil Code. The Board shall carry out the liquidation unless it designates another party to act as a liquidator.

In the event of liquidation of the Gavi Alliance, its remaining assets shall be entirely assignable to another public utility and tax exempt entity pursuing similar objectives to those of the Gavi Alliance. In no cases shall the assets of the Gavi Alliance be returned to the founder or members or be used for their profit in whole or in part and in whatever manner.

The dissolution of the Gavi Alliance, to any degree, and particularly to the point of liquidation, shall only be carried out with the consent of the Supervisory Authority, the decision of which must be based on a written report justifying any such action.

## **VI - Final provisions**

### **Article 28: Conflicts of Interest Policy**

To preserve transparency in financial arrangements, the Board shall adopt a conflicts of interest policy for all organs of the Gavi Alliance, with the exception of the Secretariat conflicts of interest policy which will be approved by the Governance Committee.

### **Article 29: Applicable Law**

Subject to applicable privileges and immunities granted to the Gavi Alliance, in particular under the Swiss Host State Law, these Statutes, the By-laws and regulations promulgated hereunder shall be governed by and construed in accordance with the laws of Switzerland.



# Gavi Alliance By-Laws

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Approved: 29-30 October 2008

Last modified: 29-30 November 2017

## Article 1 – The governing, administrative and advisory bodies

1. The governing, administrative and advisory bodies are those listed in Article 8 of the Gavi Alliance Statutes (the “**Statutes**”).

## Article 2 – The Board

### 2.1 Functions of the Board

1. The functions of the Board are those listed in Article 13 of the Statutes.

### 2.2 Composition of the Board – Definitions

1. “**Representative Board Member**” means representatives from Gavi Alliance partner institutions and stakeholders. Representative Board Members are further separated into two categories: those which represent an “Eligible Organisation” and those which represent an “**Eligible Constituency**”, both defined below.
2. “**Eligible Organisation**” means each of the World Health Organization, UNICEF, the International Bank for Reconstruction and Development and the Bill & Melinda Gates Foundation, unless and until any of them provide a Termination Notice in accordance with Section 2.2.2. “**Eligible Constituency**” means each of (i) developing country governments; (ii) donor country governments; (iii) the vaccine industry industrialised countries; (iv) the vaccine industry developing countries; (v) civil society and (vi) technical health/research institutes, each as it may be further described in its Selection Procedures (as defined in Section 2.4.2), unless and until any of them provide a Termination Notice in accordance with Section 2.2.2.
3. “**Unaffiliated Board Member**” means individuals appointed in their personal capacity on the basis of their skills and qualifications and who do not sit on the Board as representatives of any Eligible Organisation or Eligible Constituency.

### 2.2.2 Composition of the Board

1. The Board shall be initially comprised of 27 members, consisting of 18 Representative Board Members and 9 Unaffiliated Board Members, with the Representative Board Members allocated as set forth in Article 9 of the Statutes, unless and until modified by amendment to the Statutes and By-laws. In addition, the CEO (as defined in the Statutes) shall be an ex-officio non-voting Board Member.
2. If any Eligible Organisation or Eligible Constituency that is entitled to have one or more Representative Board Members pursuant to Article 9 of the Statutes provides written notice (“Termination Notice”) to the Chair that it no longer wishes to have a Representative Board Member, then concurrently with the delivery of such notice, (i) its Representative Board Members shall resign or, in the event such resignation shall not be delivered, shall be deemed removed from the Board, (ii) such organisation or constituency shall no longer be entitled to a Representative Board Member and (iii) the size of the Board shall be reduced unless and

until such time as the Board shall amend the Statutes and these By-laws to reallocate such seat(s).

3. No Board Member (other than the CEO as ex-officio Board Member) shall be an employee of Gavi Alliance (or any subsidiary of it) or a member of the immediate family or partner of any such employee.

### 2.3 Board Member Terms

1. Board Members shall serve a term that the Board determines at the time of election, normally three years, or such other term that the Board may determine taking into account specific agreements taken within Eligible Constituencies. All Board Members may be re-elected for one consecutive term. Upon serving two consecutive terms, Board Members may be eligible for re-election to the Board, normally after at least one (1) year off the Board. Each Board Member shall hold office until the completion of his or her term or, if earlier, death, resignation or removal by the Board. The Board should strive to ensure staggering of Board Members' terms so as to limit turnover of the Board membership.
2. An Eligible Organisation or Eligible Constituency shall be entitled, in accordance with Article 10 of the Statutes, to have the same person serve as its Representative Board Member for such additional time as it shall desire.

#### 2.4.1 General Nomination Procedures and Qualifications of Board Members

1. The Board may form a “**Nominating Committee**” responsible for nominating qualified candidates to become members of the Board in accordance with the Statutes, By-laws, and, if applicable, its Committee Charter. The Nominating Committee may be a committee constituted specifically for this purpose or its responsibilities may be delegated by the Board to another Board committee. The Nominating Committee duties, whether or not delegated to another Board committee, shall be subject to the provisions of Article 4 of the By-laws. The Nominating Committee shall nominate candidates for Board Membership in accordance with the procedures herein. The Nominating Committee may establish, subject to Board approval, additional procedures with respect to the designation and nomination of Board members as are reasonably necessary to carry out these provisions.
2. The Nominating Committee may establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board Members, provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board member(s). The criteria for Board membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be ensured, including throughout the governance structures, to the extent possible.

#### 2.4.2 Nomination and Appointment Procedures for Representative Board Members

1. Each Eligible Constituency shall have its own process for selecting its Representative Board Member(s) (“**Selection Process**”). It shall be the responsibility of the Eligible Constituency to implement its Selection Process.
2. With respect to any Representative Board Member, the Nominating Committee shall promptly nominate each person designated in writing by an applicable Eligible Organisation or Eligible Constituency as its Representative Board Member, unless (i) the person so designated does not meet the minimal criteria established pursuant to Article 2.4.1 or (ii) in the case of any Eligible Constituency, the Nominating Committee shall have concluded, after reasonable investigation, that the person so designated was not chosen in compliance in all material respects with the Eligible Constituency's Selection Process. In either case, the Eligible

Organisation or Eligible Constituency may request the full Board to appoint the person so selected by such Organisation or Constituency, in which case the recommendation of the Nominating Committee shall be sustained only if the Board approves it in accordance with Article 2.7.1. If a candidate selected by an Eligible Organisation or Eligible Constituency is not so nominated by the Nominating Committee, and the Board decides not to appoint the person so selected by such Organisation or Constituency, the Eligible Organisation or Eligible Constituency shall select another Candidate.

3. If an Eligible Organisation or Eligible Constituency fails to designate a Candidate for nomination, the seat shall remain vacant until a Candidate is designated and elected. If an Eligible Organisation or Eligible Constituency fails to designate a Candidate for nomination for more than one year, such Eligible Organisation or Eligible Constituency shall be deemed to have delivered a Termination Notice and the provisions of the second paragraph of Article 2.2 shall apply. The Board may choose to waive the requirements of this paragraph from time to time.
4. Each Eligible Organisation and Eligible Constituency shall have the right to replace its Representative Board Member at any time, in which case it shall promptly notify the Nominating Committee and the Chair. It shall then select a new Candidate. Unless the applicable Eligible Organisation or Eligible Constituency requests otherwise, its Representative Board Member shall continue to serve until a replacement is appointed by the Board.
5. Each candidate for Representative Board Membership nominated by the Nominating Committee (or as to whom a Nomination Committee objection is not sustained) shall be appointed by the Board.

#### **2.4.3 Nomination and Appointment Procedures for Unaffiliated Board Members**

1. The Nominating Committee may establish, subject to the approval of the Board, such additional criteria with respect to the selection of Unaffiliated Board Members so as to ensure that the Board includes persons having skills, experience and networks beneficial to carry out the work of Gavi Alliance.
2. Unaffiliated Board Members shall possess the experience and skills in the following areas as deemed appropriate in any given case by the Nominating Committee: accounting and audit; investments and financial markets; humanitarian advocacy; private fund-raising; legal, transactional and commercial affairs; marketing and communications; health care, and other skills deemed necessary by the Board from time to time.
3. In addition, the Nominating Committee shall define the specific skills and responsibilities needed for vacancies as they arise and shall design and implement a process to identify suitable nominees.
4. Each candidate for Unaffiliated Board Membership nominated by the Nominating Committee shall be appointed by the Board.

#### **2.4.4 Resignation, Removal and Vacancies**

1. Any Board Member may resign at any time by delivering written or electronic notice to the Chair, CEO or the Secretary, or by giving oral notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery receipt by the Chair, CEO or Secretary.
2. If a Board Member has three consecutive absences from Board meetings, the Chair will discuss with that Board Member the viability of his or her continued involvement on the Board.

In the case of a Representative Board Member, the Chair will also notify the appropriate Eligible Organisation or Eligible Constituency.

3. Other reasons for removal may include, without limitation, fraud, breach of fiduciary duties, or criminal activity. A Board Member may be removed by a three-fourths vote of the remaining Board Members. In the case of a Representative Board Member who is removed, the Eligible Organisation or Eligible Constituency shall be entitled to select a new Candidate for the Board.
4. A vacancy of a Board Member, Board Committee member, Chair or other officer of the Board or a Board Committee for any reason shall be filled in the same manner in which the original individual was appointed. Individuals appointed to fill vacant positions shall hold such positions for the unexpired terms of their predecessors.

## 2.5 Alternate Board Members

1. Each Eligible Organisation and Eligible Constituency shall be entitled to designate one person per Board Member as an “**Alternate Board Member**”. Each such Alternate Board Member shall be entitled to act as a Board Member in lieu of the Representative Board Member in accordance with the provisions hereof. All references herein to Representative Board Member shall include Alternate Board Member unless otherwise specified or the context otherwise requires. Alternate Board Members shall be selected through the same procedures outlined in Article 2.4.2. and shall have the same rights, privileges and responsibilities and be subject to the same duties and obligations, and be provided the same information, as Board Members when acting in that capacity. Each Alternate Board Member shall also be subject to the provisions of Article 2.4.4.

## 2.6 Chair and Vice Chair

1. The Chair and Vice Chair will be selected according to Article 12 of the Statutes from among voting Board Members (not Alternate Board Members). The Nominating Committee shall nominate candidates for Chair and Vice Chair but any other voting Board Member may be so nominated at the meeting at which the Chair and Vice Chair are elected.
2. The Chair and the Vice Chair will serve for a term of 2 years and may each be re-elected in accordance with Article 12 of the Gavi Alliance Statutes, subject to the expiration of that Board member’s term of service established pursuant to Section 2.3.
3. The Chair shall preside at all meetings of the Board and shall act as Chair of and preside at meetings of the Market-Sensitive Decisions Committee. Further, the Chair shall perform such other duties as may be assigned by the Board.
4. The Vice Chair shall preside at meetings of the Board in which the Chair is absent and shall act as Chair of and preside at meetings of the Governance Committee. Further, the Vice Chair shall perform such other duties as may be assigned by the Board.
5. If a Representative Board Member is appointed Chair or Vice Chair of the Board pursuant to Article 2.6, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Board meeting. The Alternate Board Member for that individual shall be entitled to participate in Board meetings to express the applicable organisation’s or constituency’s viewpoint in deliberations and to vote.

### 2.7.1 Board Procedures – Decision-making

1. The Board will make decisions in accordance with Article 15 of the Statutes.
2. Furthermore, any Amendment to the Purpose Statement in Article 2 of the Statutes shall require a consensus of all Board members.

### 2.7.2 Meetings of the Board

1. The Board shall meet as often as necessary, and at least twice per year. Board Members are expected to participate fully in all meetings of the Board unless extraordinary circumstances prevent attendance.
2. There shall be an Annual Meeting for the appointment of Board Members, Board Committee members, Chairs and other officers of the Board and Board Committees, and for the transaction of other business as necessary. In the event of an unexpected vacancy, the Board shall however proceed to fill the vacancy at the earliest possible opportunity, subject to the applicable procedure for selection, nomination and appointment.
3. A meeting of the Board may be called by the Chair or the Vice Chair of the Board, or by the CEO at the direction of the Chair or the Vice Chair, or at the request of at least four Board Members. Notice of any meeting so called shall be given in accordance with Section 2.7.4.
4. The Secretariat, in collaboration with the Chair and Vice Chair of the Board, shall prepare the agenda of the Board's meetings, pursuant to any procedures set by the Board, provided that any Board Member may request the Board to take up any matter not on the agenda.
5. Any or all of the Board Members may participate in a meeting by means of teleconference, videoconference or such other method of communication by which all Board Members participating may simultaneously hear one another. A Board Member participating in such fashion shall be deemed present for purposes of quorum.
6. Except for executive sessions, Board Members may at any meetings of the Board be accompanied by their personal advisers, provided that such persons shall not be entitled to address the meeting unless invited by the Chair.
7. All decisions of the Board will be recorded in the minutes of the Board meetings, approved by the Board and provided to all Board Members, and retained in the permanent records of the Gavi Alliance.

### 2.7.3 Decision-making by the Board without a Meeting

1. Unless otherwise restricted by the Statutes or By-laws, the Board may take a decision without a meeting to an action circulated in writing, electronically or by fax if all of the voting Board Members (or their named Alternates) consent thereto in writing, electronically or by fax, and written evidence of such consent is filed with the minutes of the proceedings of the Board. A motion to approve decisions in this manner shall be deemed approved if the following conditions are met: (i) notice of a request to approve a decision is made in writing and sent by mail to the last recorded address of each Board member, or by email, (ii) a period of no less than 8 business days is given for Board Members to signal an approval in writing or by email ("**Approval Period**"), and (iii) approval to the motion by all voting Board Members (or their named Alternates) is received by the Chair, CEO, or Secretary by the conclusion of the Approval Period.
2. The Board may approve the annual accounts on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the annual accounts shall be deemed approved if the following conditions are met: (i) the Audit and Finance Committee recommended to the Board that it approve the annual accounts, (ii) notice of a request to

approve the annual accounts is made in writing and sent by mail to the last recorded address of each Board Member, or by email, (iii) a period of no less than 8 business days is given for Board Members to signal an objection in writing or by email ("**Objection Period**"), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.

3. The Board may approve the minutes of its meetings on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the minutes shall be deemed approved if the following conditions are met: (i) draft minutes are circulated to the Board at least once for review and comment, (ii) a period of no less than 8 business days is given for Board Members to provide comments to the initial draft minutes ("**Review Period**"), (iii) notice of a request to approve the minutes is made after the conclusion of the Review Period in writing and sent by mail to the last recorded address of each Board Member, or by email, (iv) a period of no less than 8 business days is given for Board Members to signal an objection in writing or by email ("**Objection Period**"), and (v) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period.
4. The Board may approve Board and Committee appointments on a no-objection basis. On such basis, and subject to further procedures set by the Board, a motion to approve the appointment of Board and Committee members shall be deemed approved if the following conditions are met: (i) the Governance Committee (assuming the functions set out in Articles 2.4.1 through 2.4.3) recommended to the Board that it approve the appointment of Board and Committee members, (ii) notice of a request to approve the appointment of Board and Committee members is made in writing and sent by mail to the last recorded address of each Board Member, or by email, (iii) a period of no less than 8 business days is given for Board Members to signal an objection in writing or by email ("**Objection Period**"), and (iv) no objections to the motion are received by the Chair, CEO, or Secretary by the conclusion of the Objection Period. This provision does not apply to the appointment of the Board Chair, Board Vice Chair, Board Committee Chairs or Chairs of Advisory Bodies.

#### 2.7.4 Notice of Meetings

1. Notice of a meeting of the Board shall be given to each Board Member at least 14 days prior to such meeting. Except as otherwise required by statute, all such notices shall be given in writing and sent by mail to the last recorded address of the Board Member or by email if the Board Member has consented to receipt of notice by email. Notice of any such meeting need not be given to any Board Member who submits a signed waiver of notice for filing with the minutes or corporate records of such meeting, or who participates in a meeting without protesting, prior thereto or at its commencement, the lack of notice to him/her.

#### 2.7.5 Quorum

1. At the Annual Meeting and at all meetings of the Board the presence of a majority of the voting Board Members (or Alternate Board Members) shall constitute a quorum for the transaction of business.

### Article 3 – Executive Committee [deleted as per statutes]

### Article 4 – Board Committees

1. The Standing Committees of the Board ("**Board Committees**") shall consist of a Market-Sensitive Decisions Committee, a Governance Committee (which may also act as the Nominating Committee), an Audit and Finance Committee, a Programme and Policy



Committee and an Investment Committee. The Board may establish such other Board Committees or abolish Board Committees as it shall determine.

2. Each Board Committee shall be composed of three or more Board Members/Alternates. Each of the Board Committees shall have a presiding Chair who shall be one of the Board Members and shall be appointed once every two years by the Board unless otherwise provided in the Statutes, By-laws or Charter of the relevant Committee. If a Representative Board Member is appointed Chair pursuant to this Section 4.2, that individual will not express his/her applicable Eligible Organisation or Eligible Constituency viewpoint in deliberations nor participate in voting at any Committee meeting. The Alternate Board Member for that individual shall be entitled to participate in the Committee meetings to express the applicable organisation's or constituency's viewpoint in deliberations and to vote. Each Board Member (taken together with his or her Alternate or any Committee Delegate, as defined below, if applicable) shall normally be a member of at least one but no more than three Board Committees. This limit of three Committee memberships shall not include membership of the market-Sensitive Decisions Committee. The criteria for Committee membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be ensured, including throughout the governance structures, to the extent possible.
3. Board Committee Members and Board Committee Chairs shall be appointed by the Board upon the recommendation of the Nominating Committee. In addition to Board Members and Alternates, Board Committee membership may include members selected by Eligible Organisations or Eligible Constituencies as "**Committee Delegates**". Committee Delegates shall be nominated and appointed in the same manner as Board Members and subject to the same procedures for resignation and removal as stated in Article 2.4.4. Committee Delegates shall have the same status as other Board Committee members.
4. In nominating Committee Chairs, the Nominating Committee shall consult the Board Chair and Board Vice Chair.
5. Non-voting expert advisers may be appointed to Committees as needed at the discretion of the relevant Board Committee Chair according to provisions in the Committee Charters.
6. The powers, duties, functions, composition, quorum and other rules of procedure of each Board Committee shall be set forth in their respective Charters which shall be approved by the Board. Apart from the Market-Sensitive Decisions Committee with delegated authority, other Board Committees serve in an advisory capacity to the Board, and shall in all cases report to the Board. Each Board Committee may perform such duties, and shall be subject to such other directions (in each case not inconsistent with its Charter) as the Board may determine from time to time, excluding however powers reserved specifically to the Board as stated in Article 13 of the Statutes.
7. The Board shall determine the duration of the term of the Members of the Board Committees.
8. The rules and procedures set forth herein for the Board (including the last three paragraphs of Article 2.7.2 and Articles 2.7.3 through 2.7.5) shall apply to Board Committees unless the Board decides otherwise.
9. The Chair or the Board may also create temporary committees from time to time to carry out the goals, objectives and functions of Gavi Alliance as may be deemed desirable. Each such temporary committee shall consist of at least two Board Members (or Alternate Board Members), each of whom shall be appointed to each such committee by the Board Chair. The Board Chair shall appoint one of the members of each temporary committee as its chair. Each temporary committee of the Board shall serve at the pleasure of the Board, with defined

terms of reference. The rules and procedures set forth herein for Board Committees shall apply to temporary committees unless the Board decides otherwise.

## **Article 5 – Advisory bodies**

1. The Board or a Board Committee may establish, or request the Secretariat to establish, advisory bodies, including advisory committees described in Article 20 of the Statutes.
2. The internal regulations of the advisory bodies shall be specified in terms of reference adopted by the Board or Board Committee, as the case may be.
3. Advisory bodies shall be supported by the Secretariat and report to the Board or Board Committee that established them.
4. Advisory bodies shall have no authority to bind the Board or the Gavi Alliance to any commitment or funding obligation.

### **5.1 Independent Review Committee**

1. The Independent Review Committee (IRC) is an independent, impartial group of national health programme experts appointed by the Board from a pool nominated by the Secretariat in consultation with partners and others as required by the Board. In emergency situations, the CEO in concurrence with the Chair of the PPC may appoint IRC members with subsequent ratification by the Board. IRC members shall be selected on the basis of their skills, expertise and independence. The IRC serves to guarantee the integrity and consistency of an open and transparent programme funding process.
2. The Board may create separate teams of the IRC to perform different functions, for example for new country proposals, country progress reports and other specific functions that require independent expert review.
3. Each of the IRC teams shall have one presiding chair.

### **5.2 Time-limited Task Teams**

1. Time-limited Task Teams may be established by the Secretariat at the request of the Board, a Board Committee or by the Secretariat itself, to tackle specific technical, policy or strategy matters.
2. Each of the Time-limited Task Teams shall have one presiding chair.

## **Article 6 – Officers**

1. The Board shall appoint the officers of the Gavi Alliance. The officers shall include the Chief Executive Officer (CEO), a Secretary, and a Treasurer and shall perform the functions listed in these By-laws and other responsibilities that may be assigned to them by the Board from time to time. Each officer shall at all times be subject to the control of the Board, and any power or duty assigned to an officer by these By-laws or the Board shall be subject to control, withdrawal or limitation by the Board. The Board may adopt a Delegation of Authority Policy to further outline delegations to the officers.

### **6.1 Functions of the CEO**

1. The CEO shall be selected by the Board based on merit, in a non-political, open and competitive manner. The CEO shall be appointed to renewable terms of four years. The performance of the CEO shall be reviewed by the Board annually. The CEO shall have the responsibility for the general supervision of the Secretariat (see Article 7) which shall be recruited and appointed by the CEO, under policies and procedures approved by the Board.

The Board may authorise the CEO to appoint one or more deputies to perform the functions and duties of the CEO in his or her absence.

## **6.2 Functions of the Secretary**

1. The Secretary shall ensure proper notice, and keep the minutes of Board and Board Committee meetings; be custodian of the organisation's seal and Board records; and maintain a register of addresses of the Board members. The Board may appoint one or more Assistant Secretaries to perform the functions and duties of the Secretary in his or her absence.

## **6.3 Functions of the Treasurer**

1. The Treasurer shall have charge of, and be responsible for, all funds and securities of the Gavi Alliance. In addition, the Treasurer shall prepare an annual statement of financial condition of the Gavi Alliance. The Board may appoint one or more Assistant Treasurers to perform the functions and duties of the Treasurer in his or her absence.

## **Article 7 – Secretariat**

1. The Secretariat, headed by the CEO, shall be responsible for managing the Gavi Alliance business, including facilitation of the participation and contribution of all Gavi Alliance stakeholders and sustaining its unique public-private character.

### **7.1 Functions of the Secretariat**

1. In carrying out the responsibility set out in the preceding sentence, the main functions of the Secretariat are to:
  - coordinate with Alliance stakeholders and individuals;
  - execute the decisions of the Board – functioning where appropriate through the stakeholders of the Gavi Alliance – and communicate Board decisions to stakeholders;
  - prepare the strategic plan for review and approval by the Board;
  - to implement the strategic plan, prepare draft business plans and budgets in consultation with Alliance partners in accordance with these By-laws, the Committee Charters, and any additional instructions from the Board.
  - supervise the expenses in relation to the budget and keep the accounts of the Gavi Alliance and submit them to the Auditors for the annual audit;
  - provide a substantive annual report on the Gavi Alliance work plan, including financial accounts, and revenue and expenditure projections, describing in particular the tasks achieved, the tasks not achieved and any appropriate explanations;
  - provide the Board with all necessary and appropriate information to carry out its responsibilities, including by preparing issue papers and operational strategies for Board and Committee meetings, and present these to the relevant Board Committee for inputs, actions and recommendations, in line with the functions as described in the Committee Charters;
  - support the work of advisory bodies and Time-Limited Task Teams, and other support structures;
  - commission and supervise contracted work;
  - support the Board in advocacy and fund raising;

- accomplish all other tasks and functions as lawfully assigned to it by the Board from time to time.

## **Article 8 – Administrative provisions**

### **8.1 Books and Records**

1. The Gavi Alliance shall keep at its principal or registered office copies of its current Statutes and By-laws; correct and adequate records of accounts and finances; minutes of the proceedings of its Board, and any minutes which may be maintained by committees of the Board; records of the name and address of each Board Member, Alternate Board Member and Committee Delegates, and of the name and postal address of each officer; and such other records as may be necessary or advisable. Without waiving any privileges and immunities that may exist, all books and records of the Gavi Alliance shall be open at any reasonable time to inspection by any Board Member at the Gavi Alliance offices.

### **8.2 Accounting Year**

1. The accounting year of the Gavi Alliance shall be the 12 months ending 31 December.

## **Article 9 – Amendment**

1. The present By-laws can be amended by the Board, after submission to the supervision of the Supervisory Authority in accordance with Articles 85 and 86 of the Swiss Civil Code. Any such amendment shall be by consensus or, if consensus cannot be obtained, shall require a two-thirds majority of all Board Members.

## **Article 10 – Entry into force**

1. These By-laws shall enter into force after their approval by the Board and the Federal Supervisory Board for Foundations.

# All Chairs Group Terms of Reference

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Approved: 14-15 June 2017

Effective: 15 June 2017

## 1. Purpose and function

The All Chairs Group (“ACG”) has been established under Article 5 of the By-laws to support the Board Chair in the efficient and effective fulfilment of his/her duties and responsibilities as Board Chair.

It is structured to provide a visible and transparent mechanism to enable discussions on cross-cutting issues that do not belong exclusively to any one committee and to co-ordinate work between the Board’s Committees including, among other things, to provide a sounding board for the Board Chair and Chief Executive Officer (CEO) and a forum where emerging strategic and operational issues can be considered that are not yet sufficiently well formed to be presented to the Board and to shape issues ahead of Board closed sessions and/or Board meetings and prepare for the discussion of such issues by the Board.

It shall also be tasked with considering the CEO’s performance, annual appraisal and any succession planning issues ahead of presentation to the Board for its review and/or approval. On such matters, the CEO shall be asked to recuse himself or herself from the discussion.

The ACG shall not be deemed to be a committee of the Board in that its primary role is essentially a consultative and advisory function as contemplated under Article 20 of the Statutes and therefore shall be strictly advisory in nature with no powers of decision-making or execution.

Words and expressions used in this terms of reference shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

## 2. Composition and term of office

The composition of the ACG shall comprise at least the following:

- Board Chair;
- Board Vice Chair;
- Chairs of each of the Programme and Policy Committee, Audit and Finance Committee and Investment Committee; and
- The CEO.

The Chair of the Gavi Alliance Board shall chair the ACG.

The terms of the members on the ACG is linked to the term of their office which gave rise to their membership of the ACG.

## 3. Authority

The ACG has no executive powers and is not a decision-making body having been established under Article 20 of the Statutes as read with Article 5 of the By-laws.

The Board Chair shall regularly report on the ACG’s activities to the Board either in the form of a written update if circumstances warrant or at every meeting of the Board (whether in

open or closed session, depending on the matters to be reported, in the ACG Chair's discretion).

The mandate of the ACG is defined by these terms of reference which may be amended and/or modified by the Board as appropriate.

#### **4. Mode of operation**

##### **A. Meeting attendance**

Only Board members appointed to the ACG by virtue of their office defined in 2. above shall be entitled to attend meetings of the ACF.

The ACG Chair, in her/his discretion, may request any member of the Board and/or Secretariat to make themselves available to attend a ACG meeting.

Observers may attend meetings under exceptional circumstances and contingent upon ACG Chair approval.

##### **B. Frequency and notice of meetings**

The ACG shall meet as often and regularly as the ACG Chair deems necessary.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the ACG and other invitees preferably not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed, where appropriate.

##### **C. Quorum**

The quorum for meetings of the ACG shall comprise at least a majority of the ACG.

##### **D. Minutes**

The ACG shall keep a record of its meetings.



# Market-Sensitive Decisions Committee Charter

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Approved: 14-15 June 2017

Effective: 1 September 2017

## 1. Purpose

The Market-Sensitive Decisions Committee (“Committee” or “the MSDC”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) to support the Board in fulfilling its oversight responsibilities.

The Committee will make decisions which are market and/or commercially sensitive, subject to powers reserved specifically to the Board in Article 13 of the Statutes.

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. Membership

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

### A. Composition and size

The composition of the MSDC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities.

The MSDC shall comprise up to 14 members according to the following representational composition and shall be chaired by the Board Chair:

- One seat for the Board Chair;
- One seat for the Board Vice Chair;
- Two seats for representatives of the multilaterals (World Health Organization, UNICEF, World Bank);
- One seat for a representative of the Bill & Melinda Gates Foundation;
- Two seats for representatives of developing country governments;
- Three seats for representatives of donor country governments;
- One seat for a representative of the civil society organisations;
- One seat for the Chair of the Audit and Finance Committee;
- One seat for the Chair of the Programme and Policy Committee; and
- The CEO, who shall serve as a non-voting member of the MSDC.

Only Board Members and Alternate Board members may be members of the Committee.

## B. Competencies and Skills

All MSDC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for MSDC membership shall be consistent with Gavi's gender policy.

The Chair of the MSDC shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of MSDC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the meeting shall be chaired by the Board Vice Chair and in the event of his/her simultaneous absence, the Chair will, after consultation with other MSDC members, nominate a suitable substitute from the membership of the MSDC.

## C. Appointment and term of office

All MSDC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the MSDC. MSDC members shall be appointed once every two years, with renewable terms.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the MSDC, the Board and the Secretariat;
- Assist the MSDC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the MSDC are provided in a timely manner.

## 3. Authority

The MSDC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The MSDC will operate under Gavi's Statutes and By-laws.

The MSDC is a decision-making body as set out in 4 below. It shall regularly report on MSDC activities to the Board and shall maintain open communications between MSDC members and the Board.

The MSDC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate.

The mandate of the MSDC is established in this Charter.

## 4. Responsibilities

The MSDC is authorised by the Board to:

- A. Approve market and/or commercially sensitive decisions as part of the implementation of the supply and procurement strategy; and

- B. Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the MSDC.

## 5. Mode of operation

### A. Meeting attendance

Only Board members and Alternate Board members appointed to the MSDC shall be entitled to attend meetings of the Committee.

Members of the Secretariat shall make themselves available to attend all MSDC meetings as appropriate.

MSDC members shall prepare for and actively participate in Committee meetings.

### B. Frequency of meetings

The Committee shall meet as required to discharge the responsibilities outlined in 4. above and at the request of the CEO, in consultation with the MSDC Chair.

### C. Notice of meetings

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

### D. Agenda

The MSDC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat.

### E. Quorum

The quorum for the MSDC shall be a majority of voting MSDC members.

### F. Conflict(s) of interest and declarations of interests

All MSDC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by MSDC members when required.

At the commencement of each meeting, each MSDC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

### G. 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 as appropriate.

### H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

## I. **Executive sessions**

From time to time, at the discretion of the MSDC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

## 6. **Access to information and expertise**

The MSDC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

## 7. **Performance and review**

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The MSDC shall report to the Board the results of its review and development actions arising.

The Board shall review the MSDC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.

# Governance Committee Charter

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Approved: 29 October 2017

Last modified: 28-29 November 2018

## 1. Purpose

The Governance Committee (“**Committee**” or “the **GC**”) is established by the Board (“**Board**”) of the Gavi Alliance (“**Gavi**”) to support the Board in fulfilling its oversight 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 will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

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. Membership

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

### A. Composition and size

The composition of the GC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the GC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The GC shall comprise up to 12 members according to the following representational composition and shall be chaired by the Board Vice Chair in accordance with Article 2.6.4 of the By-laws:

- Two seats for Unaffiliated Board Members;
- One seat for multilaterals (WHO, UNICEF, World Bank);
- One seat for a representative of the Bill & Melinda Gates Foundation;
- Two seats for representatives of developing country governments;
- Three seats for representatives of donor country governments;
- One seat for a representative of the civil society organisations;
- One seat for the vaccine industry – industrialised and developing countries; and
- The CEO, who shall serve as a non-voting member of the GC.

If for any reason the Board Vice Chair is not from among any of the constituencies designated above, the Committee shall be exceptionally expanded to 13.

Only Board Members and Alternate Board members may be members of the Committee, except for the members representing the developing country governments, where Committee

delegates, as defined in the By-laws, shall be eligible for membership on the GC on an exceptional basis.

Non-voting expert advisers may be invited to participate in GC meetings at the discretion of the GC Chair from time to time. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

## B. Competencies and Skills

GC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Governance practices of a variety of institutions (private sector, international organisations, not-for-profits and/or state-owned enterprises);
- Nominations processes for Board and committee members, needs analysis, and the development of position descriptions for boards and committees;
- Board and committee performance evaluations and assessments;
- Ethics and conflict of interest codes and/or policies and methods of ensuring compliance with such codes and/or policies; and
- Other attributes that will support and inform the work of the GC as set out in its Charter.

All GC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for GC membership shall be consistent with Gavi's gender policy.

Each member of the GC will be required to participate in a programme of induction, training and familiarisation with the work of the GC to enable Committee members to keep abreast of current developments in the work of the GC and leading practices. The Chair of the GC shall be selected from among the Board and Alternate Board members appointed to the Committee preferably with in-depth knowledge, skills and experience of governance issues and nominations but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of GC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other GC members, nominate a suitable substitute from the membership of the GC.

## C. Appointment and term of office

All GC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the GC. GC members shall be appointed once every two years with renewable terms. All nominees to the GC should be evaluated by the Governance Committee to ensure each individual meets the membership requirements set out in 2.B above and knowledge of Gavi's business prior to appointment and ensure the individual's competencies fit with the required competencies of the GC.



The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the GC, the Board and the Secretariat;
- Assist the GC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the GC are provided in a timely manner.

### 3. Authority

The GC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The GC will operate under Gavi's Statutes and By-laws.

The GC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering: (i) the governance practices and governance structures of Gavi; (ii) the appropriateness of candidates that are nominated to the Board and its committees; (iii) Board and committee member performance; (iv) the implementation of Gavi's ethics and conflict of interest policies; and (v) other matters as necessary.

The GC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on GC activities to the Board and shall maintain open communications between GC members and the Board.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the GC Chair or individual Committee members as it deems appropriate.

The GC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the GC Chair.

The mandate of the GC is established in this Charter.

### 4. Responsibilities

It is the responsibility of the GC, on behalf of the Board, to:

#### A. Evaluate the governance practices and governance structures of Gavi with the objective of ensuring that Gavi's governance supports the effective and efficient achievement of Gavi's mission:

- Review the composition of the Board and its committees to ensure that they reflect the appropriate balance of independence, sound judgment, specialisation, technical skills, diversity, fundraising and development ability, geographic representation, and other desired qualities.
- Review Gavi's Statutes, By-laws, committee charters (including the GC Charter), and other governing documents from time to time and recommend any revisions to the Board for its approval.
- Oversee orientation programmes for Board and committee members.

#### B. Ensure that the most qualified candidates are nominated to the Board and its committees and that Board and committee members have the knowledge, skills and relevant competencies that are necessary to help Gavi achieve its mission:

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

- Define the specific skills and responsibilities needed for vacancies as they arise on the Board and its committees and design and implement a process to identify suitable nominees including the review of succession planning requirements and processes for the Board Chair, Board Vice Chair, Unaffiliated Board members and Board committees.
  - Nominate candidates for Board and committee membership in accordance with the procedures under the By-laws.
  - Establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board and committee members; provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board members in accordance with Article 2.4.1.2 of the By-laws.
- C. Evaluate the performance of the Board, its committees and their members:
- Develop and oversee a performance assessment process for the Board and each committee of the Board (including the performance of the GC) and provide a report of the results to the Board.
  - Monitor the attendance of Board and committee members and use its findings when considering Board and committee member reappointments.
- D. Ensure the effective implementation of Gavi's ethics and conflict of interest policies and the development and maintenance of a culture of ethics:
- Oversee the systems, controls and rules that help ensure that Gavi operates in an ethical and responsible manner.
  - Develop, and periodically update, a Code of Ethics for approval by the Board and monitor compliance with the Code.
  - Develop, and periodically update, a Conflicts of Interest Policy for Governance Bodies 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, periodically update, and approve a Conflicts of Interest Policy for the Gavi Secretariat. The CEO shall monitor compliance with the Policy and interpret the Policy as needed. He/she shall bring any conflict issue it may consider necessary to the Governance Committee for discussion and determination.
- E. Other matters
- Monitor and review of such policies as may be referred to the GC by the Board and to make recommendations to the Board for their approval.
  - Receive and review an annual report on matters relating to human resources with subsequent reporting to the Board and to make, if required, appropriate recommendations to the Board or CEO.
  - Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the GC including the monitoring of compliance with the requirements of the Swiss Federal Supervisory Authority on Foundations.

## 5. Mode of operation

### A. Meeting attendance

All Board members and their Alternates, who are not serving on the GC, have the right to attend meetings of the GC as observers but may not speak or participate in the proceedings except at the invitation of the GC Chair.

Members of the Secretariat shall make themselves available to attend all GC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon GC Chair approval.

GC members shall prepare for and actively participate in Committee meetings.

### B. Frequency of meetings

The Committee shall meet at least four times annually or more frequently as the GC Chair deems necessary. It is intended that two of these meetings shall be face-to-face meetings.

Meetings shall be co-ordinated to occur prior to Board meetings.

### C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

### D. Agenda

The GC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The GC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

### E. Quorum

The quorum for the GC shall be a majority of voting GC members.

### F. Conflict(s) of interest and declarations of interests

All GC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by GC members when required.

At the commencement of each meeting, each GC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

### G. 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 as appropriate.

### H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

## I. **Executive sessions**

From time to time, at the discretion of the GC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

## 6. **Access to information and expertise**

The GC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

## 7. **Performance and review**

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The GC shall report to the Board the results of its review and development actions arising.

The Board shall review the GC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.

# Audit and Finance Committee Charter

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Approved: 29 October 2008

Last modified: 28-29 November 2018

## 1. Purpose

The Audit and Finance Committee (“**Committee**” or “the **AFC**”) is established by the Board (“**Board**”) of the Gavi Alliance (“**Gavi**”) to support the Board in fulfilling its oversight responsibilities in a timely manner in respect of the organisation’s financial management, risk and control framework, including internal and external audit, and adherence to appropriate standards of good practices and ethics.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

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. Membership

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

### A. Composition and size

The composition of the AFC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the AFC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The AFC shall comprise not less than three members. A majority of the AFC members shall comprise Board members and Alternate Board members. This provision shall exclude Committee members representing the developing country governments. Committee delegates, as defined in the By-laws, shall be eligible for membership on the AFC.

Non-voting expert advisers may be invited to participate in AFC meetings at the discretion of the AFC Chair on a permanent or ad hoc basis. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

### B. Competencies and skills

AFC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Financial management, including accounting and finance, and development finance;
- Risk management and systems of internal control;
- Assurance processes, including internal and external audit; and
- General principles of law, regulations, compliance matters and ethics (as appropriate).

Essential features of the AFC as a whole are that it is independent from the Secretariat and that it is comprised of individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with independent advice on matters outlined in the Charter. All AFC members therefore shall be able to act independently, ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for AFC membership shall be consistent with Gavi's gender policy.

Each member of the AFC will be required to participate in a programme of induction, training and familiarisation with the work of the AFC to enable Committee members to keep abreast of current developments in the work of the AFC and leading practices. The Chair of the AFC shall be an unaffiliated Board member with in-depth accounting and audit knowledge skills and experience but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of AFC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other AFC members, nominate a suitable substitute from the membership of the AFC.

### C. Appointment and term of office

All AFC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the AFC. AFC members shall be appointed once every two years with renewable terms. All nominees to the AFC should be evaluated by the Governance Committee to ensure each individual meets the membership requirements set out in 2.B above and knowledge of Gavi's business prior to appointment and ensure the individual's competencies fit with the required competencies of the AFC.

The Secretary to the Board or a designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the AFC, the Board and the Secretariat;
- Assist the AFC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the AFC are provided in a timely manner.

### 3. Authority

The AFC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The AFC will operate under Gavi's Statutes and By-laws.

The AFC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering: (i) budget for the Secretariat and partners; (ii) programme funding requests; (iii) long-term financial forecasts; (iv) risk policy and risk appetite statement; (v) annual risk and assurance report; (vi) internal and programme audits; (vii) Audit and Investigations' terms of reference; (viii) external auditor; and (ix) annual financial statements and report.



The AFC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on AFC activities to the Board and shall maintain open communications between AFC members and the Board.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the AFC Chair or individual Committee members as it deems appropriate.

The AFC shall have unrestricted access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the AFC Chair.

The mandate of the AFC is established in this Charter.

#### **4. Responsibilities**

It is the responsibility of the AFC, on behalf of the Board, to:

##### **A. Oversee, review and monitor Gavi's financial management and corporate reporting:**

- Review annually the appropriateness of accounting policies and practices of Gavi and recommend approval by the Board of any material changes proposed to Gavi's accounting interpretations. This review will also include any significant management judgments, estimates and unusual transactions contained therein.
- Review and recommend to the Board for approval the consolidated annual financial statements report (AFR) and any related information material to the AFR.
- Review interim financial information of Gavi, including review of any formal announcement of a financial nature from Gavi and other periodic filings.
- Review and recommend to the Board the annual or bi-annual budget for the Secretariat and Partners and budgets associated with PEF (Partners' Engagement Framework).
- Review and approve a budget amount for an activity that has not been completed within the year for which the budgeted activity had been approved to be carried forward to a subsequent year in which the activity will be undertaken.
- Review and recommend to the Board the programme funding policy and that programme funding requests are within available and anticipated funding.
- Review Gavi's long-term financial forecasts and recommend to the Board that it appropriately reflects Gavi's expenditure needs and available resources.
- Review funding and liquidity needs of Gavi with the Secretariat and report to the Board accordingly and to guide the Secretariat, through the Board, on Gavi's funding and liquidity needs.
- Review and monitor the currency hedging policy, plan and its effectiveness.
- Review the competence and adequacy of the finance function, its leadership, personnel, resources and systems, including technology and operations.

##### **B. Oversee, review and monitor the enterprise risk management system:**

- Oversee, through review, the operation of an appropriate and effective system of internal control covering organisation, systems, processes, and other mechanisms employed by the Secretariat.
- Review and recommend to the Board for approval risk policies and the risk appetite statement.

- Review and monitor the effectiveness of risk management systems and processes (including the risk register) in identifying, assessing, and managing the Alliance-wide risks which are most significant, and in maintaining an appropriate risk culture.
- Review and monitor the development and maintenance of risk management capabilities and an appropriate risk culture.
- Review and monitor the risk register.
- Review and monitor key risks, their assessment, mitigation and related assurance mechanisms to ensure that Gavi's significant risks are within the Gavi Board-approved risk appetite.
- Review Gavi's arrangements for the management of business continuity, and the operation of information systems.
- Identify specific risks for further specialist discussion in other Committees, as applicable.
- Select key risks to be brought to the Board for review and discussion of whether the aggregate level of risk is acceptable or mitigated appropriately.
- Review the annual risk and assurance report for recommendation to the Board.

C. **Oversee, review and monitor the operation of the Audit and Investigations function comprising Internal Audit, Programme Audit, Investigation and Counter-Fraud activities:**

- Recommend to the Board the appointment and/or termination of the Managing Director: Audit and Investigations following review for appropriate skills, background and authority for leadership of the function.
- The Managing Director: Audit and Investigations shall have a direct reporting line to the Board, which is generally effectuated through routine reporting to the AFC. The Managing Director: Audit and Investigations shall have free and unrestricted access to the AFC Chair as well as the Board Chair and Board Vice Chair (if necessary on a confidential basis).
- Review and recommend for Board approval the Audit and Investigations terms of reference.
- Review and approve the Annual Audit and Investigations Plan.
- Review and monitor the effectiveness of the audit and investigations function, including its organisation, and the adequacy of resourcing (both financial budget and personnel) given the desired level and quality of audit coverage and investigatory capability expected by AFC. Review summary of all audit reports with particular attention to be given to any audit reports with significant findings, including the appropriateness of issue remediation and management's responsiveness.
- Request audits, investigations or other reviews as considered appropriate by AFC to assist it in the execution of its responsibilities.
- Review reports relating to the operation of the investigations and counter-fraud activities, and the appropriateness of management follow-up.
- Evaluate annually the performance of the Managing Director: Audit and Investigations and of the Audit and Investigations function.
- Review the periodic External Quality Assessment to be undertaken as set out in the Audit and Investigations terms of reference.

#### D. **Oversee the external auditor and the external audit:**

- Review the expertise, experience of the external auditor and make recommendations to the Board on auditor appointment/reappointment, as appropriate and should be read with the Independent Auditor Selection and Evaluation Policy.
- Approve the terms of engagement, scope of work and fees for the external audit.
- Annually review the external auditor's independence, objectivity and competence and review and approve the use and fees of the external auditor for any non-audit services.
- Meet with the external auditor to obtain their opinion on the finance function and its processes in preparing the financial statements.
- Review with the external auditor the audit management letter and management's response.
- Review with external auditor the AFR and discuss the audit opinion, key audit matters arising, recommendations for improvement and the AFC's assessment of the external auditor's performance and audit quality.
- Recommend to the Board the approval of the AFR.

#### E. **Review and monitor effectiveness of integrity, ethics, and fraud and whistleblowing activities:**

- Review and monitor any matters arising in relation to the operation of the Whistleblowing Policy, the Ethics Policy and the Conflicts of Interests Policy.
- Make any recommendations to management regarding the enhancement and/or practical application of these policies throughout Gavi and its operations.
- Ensure the effective investigation and resolution of issues arising in connection with these policies.

#### F. **Review and monitor effectiveness of compliance procedures**

- Review of tax matters, primarily the United States IRS 990.
- Review significant legal matters and discuss their financial impact on Gavi.
- Review and monitor compliance with any applicable laws, regulations and Gavi policies and ensure proper document retention practices.

#### G. **Other matters**

- Oversee that appropriate insurance coverage for Gavi's business and its personnel is in place including undertaking an annual review of Gavi's insurance policies and reports from insurance advisers.
- Perform such other duties required by Gavi By-laws or otherwise as necessary or appropriate to further the Committee's purposes, or as the Board may assign to the AFC.

### 5. **Mode of operation**

#### A. **Meeting attendance**

All Board members and their Alternates, who are not serving on the AFC, have the right to attend meetings of the AFC as observers but may not speak or participate in the proceedings except at the invitation of the AFC Chair.

Members of the Secretariat shall make themselves available to attend all AFC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon AFC Chair approval.

The external auditor shall be required to attend AFC meetings to discuss audit matters as may be requested by the AFC Chair.

AFC members shall prepare for and actively participate in Committee meetings.

#### B. Frequency of meetings

The Committee shall meet at least four times annually or more frequently as the AFC Chair deems necessary. It is intended that two of these meetings shall be face-to-face meetings.

Meetings shall be coordinated to occur prior to Board meetings and shall be cognisant of coordination with the Programme and Policy Committee as appropriate at least once a year and the need for expeditious approval by the Board of time sensitive matters.

#### C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

#### D. Agenda

The AFC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The AFC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

#### E. Quorum

The quorum for the AFC shall be a majority of AFC members.

#### F. Conflict(s) of interest and declarations of interests

All AFC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by AFC members when required.

At the commencement of each meeting, each AFC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

#### G. 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 as appropriate.

#### H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

## I. **Executive sessions**

From time to time, at the discretion of the AFC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

## 6. **Access to information and expertise**

The AFC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

## 7. **Performance and review**

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The AFC shall report to the Board the results of its review and development actions arising.

The Board shall review the AFC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.

# Programme and Policy Committee Charter

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Approved: 29 October 2008

Last modified: 28-29 November 2018

## 1. Purpose

The Programme and Policy Committee (“**Committee**” or “the **PPC**”) is established by the Board (“**Board**”) of the Gavi Alliance (“**Gavi**”) to assist the Board in fulfilling its responsibilities in a timely manner in respect to the programmatic and policy oversight of the Gavi Alliance.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

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. Membership

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-Laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

### A. Composition and size

The composition of the PPC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the PPC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The PPC shall comprise not less than three and up to 20 persons. A majority of the PPC members shall comprise Board members and Alternate Board members. This provision shall exclude Committee members representing the developing country governments. Committee delegates, as defined in the By-laws, shall be eligible for membership on the PPC.

Non-voting expert advisers may be invited to participate in PPC meetings at the discretion of the PPC Chair from time to time. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

Additional non-voting expert advisers may be appointed to the Committee as needed by the Committee Chair on a time-limited basis.

The PPC may request the establishment of time-limited Task Teams/Working Groups to tackle specific technical, policy or programmatic matters. Each of the time-limited Task Teams/Working Groups shall report to the PPC and have one presiding chair. The Terms of Reference of each of the time-limited Task Teams/Working Groups shall be agreed by the PPC Chair, who will appoint, when appropriate, a member of the PPC who would act as PPC representative (focal point) to the team/group.

## B. Competencies and skills

PPC members should collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- Epidemiology, vaccinology and/or immunology.
- **Public health:** a strong knowledge of global public health, including familiarity with Gavi partner mandates and the strategies and global health initiatives impacting Gavi's work (such as the Sustainable Development Goals (SDGs), Global Immunization Vision and Strategy (GIVS), Reaching Every District (RED), etc.).
- **Immunisation services and delivery:** familiarity with systems that impact the delivery of immunisation including but not limited to: the cold chain, healthcare waste management, logistics systems, and health worker training.
- **Vaccine research and development:** a strong knowledge of issues related to vaccine research and development, including the vaccine pipeline, market demand and supply, and procurement.
- **Health systems:** general knowledge of health systems capacities and constraints in implementing countries.
- **Monitoring and evaluation:** a strong knowledge of health information management systems and evaluation platforms for global health programmes.
- **Strategic planning:** familiar with Gavi and other global health partnership strategic planning processes, including partner contributions.
- **Development financing:** expertise in financial issues particular to the international development context, as well as familiarity with health financing, budgeting and financial management (including implementing country budgetary processes).

All PPC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for PPC membership shall be consistent with Gavi's gender policy.

Each member of the PPC will be required to participate in a programme of induction, training and familiarisation with the work of the PPC to enable Committee members to keep abreast of current developments in the work of the PPC and leading practices. The Chair of the PPC shall be selected from among the Board and Alternate Board members appointed to the Committee but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of PPC members in conjunction with the Board and the Governance Committee.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other PPC members, nominate a suitable substitute from the membership of the PPC.



### C. Appointment and term of office

All PPC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the PPC. PPC members shall be appointed once every two years with renewable terms. All nominees to the PPC should be evaluated by the Governance Committee in consultation with the PPC Chair to ensure each individual meets the membership requirements set out in 2.B above and ensure the individual's competencies fit with the required competencies of the PPC.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the PPC, the Board and the Secretariat;
- Assist the PPC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the PPC are provided in a timely manner.

### 3. Authority

The PPC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The PPC will operate under Gavi's By-Laws.

The PPC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering (i) Gavi policy and programmatic policies; (ii) programmatic aspects of the Partners' Engagement Framework; (iii) Independent Review Committee (IRC) policy and programmatic recommendations; and (iv) country support processes.

The PPC has no executive powers and is not a decision-making body unless it has powers directly delegated to it by the Board. It shall regularly report on PPC activities to the Board and shall maintain open communications between PPC members and the Board.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the PPC Chair or individual Committee members as it deems appropriate.

The PPC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the PPC Chair.

The mandate of the PPC is established in this Charter.

### 4. Responsibilities

It is the responsibility of the PPC, on behalf of the Board, to:

- A. Review and oversee the implementation of all Gavi policy and programmatic proposals that require decisions by the governing bodies.
- B. Review the programmatic aspects of the Partners' Engagement Framework (PEF) as well as oversee performance management of the PEF, and make recommendations to the Board.
- C. Serve as the lead committee to respond to Independent Review Committee (IRC) policy and programmatic recommendations and pass them on to the Board as appropriate, and provide advice to the Governance Committee on criteria for, and recruitment of, IRC members.

- D. Receive regular country support updates from the Secretariat, including progress with country programme funding expenditures, and review performance, potential risk and risk mitigation approaches in particular in fragile countries.
- E. Review all country support processes, including harmonisation of the Gavi procedures and processes with other support for country led efforts.
- F. Other matters
  - Perform such other duties required by Gavi under its Statutes or By-laws or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may assign to the PPC.

## **5. Mode of operation**

### **A. Meeting attendance**

All Board members and their Alternates, who are not serving on the PPC, have the right to attend meetings of the PPC as observers but may not speak or participate in the proceedings except at the invitation of the PPC Chair.

Members of the Secretariat shall make themselves available to attend all PPC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon PPC Chair approval.

PPC members shall prepare for and actively participate in Committee meetings.

### **B. Frequency of meetings**

The Committee shall meet at least twice annually or more frequently as the PPC Chair deems necessary. It is intended that the two annual meetings shall be face-to-face meetings.

Meetings shall be coordinated to occur prior to Board meetings and shall be cognisant of coordination with the Audit and Finance Committee as well as with the Evaluation Advisory Committee as appropriate at least once a year and the need for expeditious approval by the Board of time sensitive matters.

### **C. Notice of meetings**

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than two weeks prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

### **D. Agenda**

The PPC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The PPC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

### **E. Quorum**

The quorum for the PPC shall be a majority of voting PPC members.

#### F. Conflict(s) of interest and declarations of interests

All PPC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by PPC members when required.

At the commencement of each meeting, each PPC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

#### G. 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 as appropriate.

#### H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

#### I. Executive sessions

From time to time, at the discretion of the PPC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

### 6. Access to information and expertise

The PPC is authorised by the Board to request the Secretariat to obtain independent professional advice as may be appropriate, at the expense of Gavi.

### 7. Performance and review

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The PPC shall report to the Board the results of its review and development actions arising.

The Board shall review the PPC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.

# Investment Committee Charter

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Approved: 29 October 2008

Last modified: 28-29 November 2018

## 1. Purpose

The Investment Committee (“**Committee**” or “the **IC**”) is established by the Board (“**Board**”) of the Gavi Alliance (“**Gavi**”) to support the Board in fulfilling its oversight responsibilities in a timely manner in respect of the management of Gavi’s investments. This is done in a manner consistent with Gavi’s operating needs and overall programme goals, asset preservation and growth within Gavi’s investment portfolio, and prudent maximisation of risk-adjusted returns on investment consistent with objectives stated in the Investment Policy.

The Committee is to provide assurance to the Board on the effectiveness of the investment portfolio of the Gavi Alliance.

The Committee will review, monitor and make recommendations to the Board on the areas within its scope of responsibilities and on any other matters which the Board may request.

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. Membership

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in this Charter, which may be amended by the Board as and when required or deemed necessary and is specifically governed by Gavi’s By-laws, Article 4 which governs Committee member appointment, including relevant Alternates, and Article 2.4.4 which governs Committee member removal and resignation, including relevant Alternates.

### A. Composition and size

The composition of the IC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the IC is intended to comprise individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this Charter.

The IC shall comprise not less than three persons. A majority of the IC members shall comprise Board members and Alternate Board members. This provision shall exclude Committee members representing the developing country governments. Committee delegates, as defined in the By-laws, shall be eligible for membership on the IC.

Non-voting expert advisers may be appointed to the Committee or invited to participate in IC meetings at the discretion of the IC Chair on a permanent or ad hoc basis. The role of expert advisers is to support the Committee on highly technical or specialised issues that come before the Committee for its consideration and to provide guidance and/or advice that the Committee may consider in its deliberations.

### B. Competencies and skills

IC members should collectively have a balance of recent and relevant expertise, experience, skills and knowledge of the following:

- Capital markets development and transactions;
- Portfolio management, asset allocation, and manager selection;

- Risk management, compliance and data quality governance;
- Financial regulations, including trends and impacts on the investment management industry;
- Socially responsible investing (“SRI”);
- Knowledge of donors and governmental funding cycles; and
- Accounting and financial reporting.

Essential features of the IC as a whole are that it is independent from the Secretariat and that it is comprised of individuals suitably competent in the affairs and issues falling within the Charter so as to be able to provide the Board and the Secretariat with independent advice on matters outlined in the Charter. All IC members therefore shall be able to act independently, ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi and its Board.

The criteria for IC membership shall be consistent with Gavi’s gender policy.

Each member of the IC will be required to participate in a programme of induction, training and familiarisation with the work of the IC to enable Committee members to keep abreast of current developments in the work of the IC and leading practices.

The Chair of the IC shall be an unaffiliated Board member with in-depth knowledge, skills and experience of investments and capital markets but shall not be the Board Chair. The Chair shall:

- Plan and oversee the conduct of meetings;
- Report to the Board on relevant and material matters as appropriate; and
- Participate in and advise on the selection of IC members in conjunction with the Board and the Governance Committee.

### C. Appointment and term of office

All IC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the IC. IC members shall be appointed once every two years with renewable terms. All nominees to the IC should be evaluated by the Governance Committee to ensure each individual’s investment literacy and knowledge of Gavi’s business prior to appointment and ensure the individual’s competencies fit with the required competencies of the IC.

The Secretary to the Board or a designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the IC, the Board and the Secretariat;
- Assist the IC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the IC are provided in a timely manner.

### 3. Authority

The IC is established by the Board under Article 19 of the Gavi Statutes and is a Standing Committee of the Board. It is empowered by the Board to undertake the responsibilities outlined in this Charter. The IC will operate under Gavi’s Statutes and By-laws.

The two documents that govern Gavi's investments are the Gavi Alliance Investment Policy and the Gavi Alliance SRI Guidance paper. The IC will have oversight, review and advisory functions to, and for, the Gavi Board. It will make recommendations for Board decision/approval primarily covering: (i) investment management structure; (ii) Investment Policy which includes (a) investment objectives for the short-term portfolio and the long-term portfolio, (b) counterparty limitations and (c) credit quality limitations; (iii) asset allocation statement; and (iv) approval of supplemental investment policies and guidance as needed.

The IC is primarily advisory in nature but has certain decision-making authorities delegated to it by the Board. It shall regularly report on IC activities to the Board and shall maintain open communications between IC members and the Board as appropriate.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the IC Chair, individual Committee members or the Chief Investment Officer as it deems appropriate.

The IC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate but directed through the IC Chair.

The mandate of the IC is established in this Charter.

#### **4. Responsibilities**

It is the responsibility of the IC, on behalf of the Board, to:

- A. **Monitor overall performance of the investment portfolio and update the Board regularly on the performance and any material deviations from return objectives:**
  - Review market conditions and impact on the investment portfolios.
  - Review portfolio objectives and performance.
  - Review the portfolio's composition.
- B. **Oversee, review and monitor Gavi's investment policy, asset allocation, investment goals and objectives:**
  - Review and set Gavi's Investment Policy and report to the Board on any changes prior to implementation of the Policy.
  - Review annually the appropriateness of Gavi's asset allocation.
  - Monitor Gavi's overall compliance with the Investment Policy, as well as the performance and diversification of its invested assets and its achievement of its investment goals and objectives.
  - Monitor concentration of the investment portfolio and any tactical deviation from policy target(s) and approve any recommended adjustments.
  - Review and monitor individual investment manager performance.
  - Review applicable laws and regulations that may impact the investment portfolios, and approve any recommended adjustments.
- C. **Oversee, review and monitor Gavi's SRI guidance and implementation:**
  - Review SRI approach and principles and approve any recommended adjustments.
  - Monitor compliance and review the Secretariat's SRI semi-annual findings.
  - Review and approve recommended changes to the portfolios stemming from SRI concerns.

- D. **Oversee, review and monitor the investment portfolio risk and Gavi's risk tolerance:**
- Review and monitor key risks, their assessment and mitigation. Ensure that portfolio risk is consistent with Gavi Board's risk appetite.
  - Review the annual risk rating of investment managers and determine necessary risk mitigation actions.
  - Review effectiveness and adequacy of monthly performance reporting.
  - Review consistency of investment portfolio liquidity terms with Gavi's expenditure needs.
  - Review and monitor investment manager due diligence activities.
  - Review and monitor the development and maintenance of risk management capabilities and measurements.
- E. **Appoint and terminate investment managers, consultants, custodians and any other relevant service providers:**
- Review and approve Secretariat recommendations for appointment and termination, identify any issues for further consideration.
  - Review the frequency and depth of the manager due diligence process conducted by the Secretariat.
  - Review the performance of Gavi's investment consultant and custodian annually.
  - Review reasonableness of fees and approve service provider appointments.
  - Monitor the onboarding and dismissal process.
- F. **Oversee, review and monitor the operation of the Investments team:**
- The Chief Investment Officer shall have a direct reporting line to the Managing Director: Finance and Operations, and shall have unrestricted access to the Investment Committee Chair as necessary.
  - Review and monitor the effectiveness of the Investments function, including its organisation, and the adequacy of resourcing (both financial budget and personnel) given the desired level of asset allocation and monitoring by IC.
  - Provide input to the performance evaluation of the Chief Investment Officer and the efficacy of the Investments function.
- G. **Other matters**
- Review of Gavi's Internal Audit reports of investment activities and Gavi's annual external auditors report in relation to the investment function.
  - Report to the Board regularly on the activities of the Committee and when appropriate and prudent to do so on any of the matters as set out in this Charter.
  - The Committee in fulfilling its duties under the Investment Policy and this Charter, will draw on expertise from Alliance partners, the Secretariat, external consultants, individuals and institutions as appropriate.
  - Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to it.



## 5. Mode of operation

### A. Meeting attendance

All Board members and their Alternates, who are not serving on the IC, have the right to attend meetings of the IC as observers but may not speak or participate in the proceedings except at the invitation of the IC Chair.

Members of the Secretariat shall make themselves available to attend all IC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon IC Chair approval.

IC members shall prepare for and actively participate in Committee meetings.

### B. Frequency of meetings

The Committee shall meet at least four times annually or more frequently as the IC Chair deems necessary.

Meetings shall be coordinated to occur prior to Board meetings.

### C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees is not less than a week prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

### D. Agenda

The IC Chair shall establish Committee meeting agendas with the Secretary of the Committee and in consultation with Committee members and relevant members of the Secretariat. The IC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

### E. Quorum

The quorum for the IC shall be a majority of IC members.

### F. Conflict(s) of interest and declarations of interests

All IC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by IC members when required.

At the commencement of each meeting, each IC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflict of Interest Policy shall regulate participation.

### G. 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 as appropriate.

## H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws.

## I. Executive sessions

From time to time, at the discretion of the IC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

## 6. Access to information and expertise

The IC is authorised by the Board to obtain independent professional advice as it considers necessary, at the expense of Gavi.

## 7. Performance and review

The Committee will evaluate its performance at least once every two years in conjunction with the Board Evaluation having regard to the principles and requirements of its mandate as set out in this Charter and any additional activities undertaken during the year at the request of the Board.

The IC shall report to the Board the results of its review and development actions arising.

The Board shall review the IC Charter every two years, normally in conjunction with the biennial performance evaluation, to ensure its adequacy and that it remains relevant to its programme of work and in accordance with developments in best practice.

# Evaluation Advisory Committee Terms of Reference

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Approved: 30 July 2009

Last modified: 26-27 June 2019

## 1. Purpose

The Evaluation Advisory Committee (“**Committee**” or “the **EAC**”) is established by the Board (“**Board**”) of the Gavi Alliance (“**Gavi**”) under Article 5 of the By-laws to support the Board in fulfilling its oversight responsibilities in respect to the management of Gavi’s evaluation activities (as defined in the Gavi Alliance Evaluation Policy).

The EAC is not deemed to be a committee of the Board in that its primary role is essentially an advisory function as contemplated under Article 20 of the Statutes. It is empowered by the Board to undertake the responsibilities outlined in these terms of reference. It does have limited decision-making powers as outlined in these terms of reference.

Words and expressions used in this terms of reference shall, unless the context requires otherwise, have the meaning attributed to them in the Gavi By-laws.

## 2. Membership

The membership, resources, responsibilities and authorities of the Committee to perform its role effectively is stipulated in these terms of reference, which may be amended by the Board as and when required or deemed necessary.

### A. Composition and size

The composition of the EAC shall allow it to function efficiently and effectively in fulfilling its functions and responsibilities. The composition of the EAC is intended to comprise individuals suitably competent in the affairs and issues falling within the terms of reference so as to be able to provide the Board and the Secretariat with sound advice on matters set out in this terms of reference.

The EAC shall comprise not less than five persons. A majority of the EAC members shall comprise independent evaluation experts and a minority of Board members or Alternate Board members. Independent experts should be institutionally independent of the Secretariat, Board and Board Committees. EAC members will serve in their personal capacities and will not represent their employers, government or Gavi partner organisations.

The selection of EAC members shall be guided by the following criteria: credibility and independence; commitment and availability to participate in meetings; geographical and gender diversity; absence of conflict of interest.

Independence should be determined by taking into account the following questions, the answers to which will assist in ascertaining independence:

- Is the candidate institutionally independent of the Secretariat, Board and Board Committees?
- Is/has the candidate been an employee of the Gavi Secretariat within the last three years?

- Is/has the candidate had, within the last three years, a material business relationship with Gavi Alliance, whether directly as a partner, shareholder, contractor, grantee, director or senior employee of a body that has such a relationship with Gavi Alliance?
- Has the candidate received remuneration from the Gavi Secretariat within the last three years?
- Does the candidate have any close family ties with any of Gavi's advisers, Board or Board Committee members, or senior employees?
- Does the candidates have any conflict of interest, as defined in Gavi's *Conflicts of Interest Policy for Governance Bodies*, and if so, can they be managed appropriately?

## B. Competencies and skills

Each member of the EAC should have expertise, experience and knowledge of monitoring and evaluation methodology including design and quality assurance, EAC members should also collectively have a balance of skills, recent and relevant expertise, experience, and knowledge of the following:

- International development systems and functions;
- Experience with health systems in low and middle income countries;
- Public health and policy;
- Understanding of the Gavi mission and strategy and how evaluations can help to achieve Gavi's deliverables;
- Ability to work in a team and reach compromise to support EAC decisions/recommendations.

All EAC members shall be able to act independently, to ask relevant questions and evaluate answers, act professionally and maintain the highest ethical standards and loyalty to the interests of Gavi.

The overall balance of skills on the Committee shall be periodically evaluated to respond to the needs of Gavi.

The criteria for the EAC membership shall be consistent with Gavi's Gender Policy and Gavi's Conflicts of Interest Policy for Governance Bodies.

Each member of the EAC will be required to participate in a programme of induction, training and familiarisation with the work of the EAC to enable Committee members to keep abreast of current developments in the work of the EAC and leading practices.

The Chair of the EAC shall:

- Plan, lead and facilitate the conduct of Committee meetings;
- Facilitate and summarise discussions objectively and with clarity seeking to gain consensus and exert authority when necessary;
- Ensure all Committee members appropriately contribute to deliberations and regularly participate in meetings;
- Collaborate with Board Committee Chairs as appropriate;
- Collaborate closely with the Chief Executive Officer (CEO) and the Gavi Secretariat on all matters relating to the oversight of Gavi's evaluation activities;
- Report to the Board on relevant and material matters as appropriate; and

- Participate in and advise on the selection of EAC members in conjunction with the Governance Committee and the Board, including providing guidance on matters relating to the independence of candidates.

In the event that the Chair is unable to attend a scheduled meeting, the Chair will, after consultation with other EAC members, nominate a suitable substitute from the membership of the EAC.

In the event that an EAC member is unable to attend a schedule meeting, s/he cannot designate a replacement. If an EAC member has two consecutive absences from EAC meetings, the Chair will discuss with that EAC member the viability of his or her continued involvement on the Committee.

### C. Appointment, term of office and support

All EAC members shall be appointed by the Board on the recommendation of the Governance Committee, in consultation with the Chair of the EAC. EAC members shall be appointed once every two years, with a maximum of three consecutive terms. The Board shall select the Committee Chair (“Chair”) once every two years, with a maximum of three consecutive terms. EAC Committee member and Chair terms shall be concomitant. All nominees to the EAC should be evaluated by the Governance Committee in consultation with the EAC Chair to ensure each individual meets the membership requirements set out in 2.B above including an independence test and ensure the individual’s competencies fit with the required competencies of the EAC.

The Secretary to the Board or his/her designated appointee shall be the Secretary of the Committee. The Secretary shall:

- Provide the link between the EAC, the Board and the Secretariat;
- Assist the EAC in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the EAC are provided in a timely manner.

In addition to travel, accommodation and subsistence expenses which will be provided in accordance with Gavi’s Travel Policy, independent expert members may also be granted an honorarium. The amount of this honorarium and its detailed modalities shall be determined in accordance with a framework recommended by the Governance Committee and adopted by the Board.

### 3. Authority

The EAC shall regularly report on EAC activities to the Board and shall maintain open communications between EAC members and the Board as appropriate.

The Committee shall have the power to delegate on an exceptional basis its authority and duties to the EAC Chair or individual Committee members as it deems appropriate.

The EAC shall have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise as appropriate.

The mandate of the EAC is established in this terms of reference.

### 4. Responsibilities

It is the responsibility of the EAC, on behalf of the Board to:

- A. Review, provide guidance on and approve Gavi's multi-year and annual centralised evaluation work<sup>1</sup> plans and take note of the decentralised evaluation<sup>2</sup> workplans.
- B. Identify, for each centralised evaluation of high strategic value to the Board, the level of EAC involvement as part of the review of multi-year annual centralised evaluation workplans. The appropriate level of EAC involvement will consider the strategic importance of evaluations while balancing the workload of the EAC.
- C. For each centralised evaluation of high strategic value to the Board, unless deemed otherwise by the EAC, provide guidance on the scope and questions to inform RFP development.
- D. Review the quality and usefulness of draft centralised evaluation reports of high strategic value to the Board from the independent service provider(s), as determined by the EAC.
- E. Assess final centralised evaluation reports of high strategic value to the Board.<sup>3</sup>
- F. Facilitate and promote, where possible, the use of evaluations across the Gavi Alliance and more widely as appropriate.
- G. Collaborate with the Programme and Policy Committee (PPC) to identify evidence needs with regards to the design, implementation and results of Gavi's policies and programmes and ensure timely communication of evaluation findings and recommendations to inform the decision-making processes of the Board.
- H. Report on the work of the Committee to the Board as requested.
- I. Review and reassess the Gavi Alliance Evaluation Policy from time to time and recommend any proposed changes to the Board.
- J. Review and regularly assess the independence, quality and capacity of the Gavi Secretariat Evaluation Unit and make recommendations.

It is the responsibility of the Board representatives on the EAC to:

- K. Support the EAC Chair in delivering reports and key messages to the Board;
- L. Act as a link between the EAC and the Board to ensure that the Board applies an evaluation lens to all relevant programmatic and policy decisions to enable relevant actions to be included in the evaluation workplan as appropriate.

## 5. Mode of operation

### A. Meeting attendance

All Board members and their Alternates, who are not serving on the EAC, have the right to attend meetings of the EAC as observers but may not speak or participate in the proceedings except at the invitation of the EAC Chair.

Members of the Secretariat shall make themselves available to attend all EAC meetings as appropriate. Other observers may attend meetings under exceptional circumstances and contingent upon EAC Chair approval.

EAC members shall prepare for and actively participate in Committee meetings.

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<sup>1</sup> As defined in the Gavi Alliance Evaluation Policy

<sup>2</sup> As defined in the Gavi Alliance Evaluation Policy

<sup>3</sup> EAC members reviewing a draft final report may deem it approved if they feel that the quality of the report is of a sufficiently high quality to enable them to do so

## B. Frequency of meetings

Committee meetings will be scheduled based on the business needs driven by the evaluation workplan. It is foreseen that the Committee shall normally meet no more than twice annually. This could exceptionally be more frequently, if deemed necessary by the EAC Chair. It is intended that the two annual meetings shall normally be face-to-face meetings.

Meetings shall be cognisant of coordination with the PPC at least once a year.

## C. Notice of meetings

The Committee shall establish an annual calendar of activities so that meetings are known well in advance.

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee and other invitees not less than two weeks prior to the date of such meeting and sent by email.

The notice will include relevant supporting papers for the agenda items to be discussed.

## D. Agenda

The EAC Chair shall establish meeting agendas with the Secretary of the Committee and in consultation with EAC members and relevant members of the Secretariat. The EAC agenda and annual calendar of activities shall include matters for current consideration and emerging issues within its area of responsibility.

## E. Quorum

The quorum for the EAC shall be a simple majority of EAC members.

## F. Conflict(s) of interest and declarations of interests

All EAC members shall adhere to Gavi's Conflict of Interest and Ethics Policies and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by EAC members when required.

At the commencement of each meeting, each EAC member shall declare any actual or perceived conflict of interest arising in the matters before the Committee and the relevant provisions in the Statutes, By-laws and the Conflicts of Interest Policy for Governance Bodies shall regulate participation.

## G. Voting/Decision-making

All decisions at EAC meetings should be by consensus. If no consensus can be reached, any decision of the EAC shall require a simple majority of members present and voting.

The review of the quality and usefulness of draft centralised evaluation reports (as per Section 4) should be delegated to a subset of at least three EAC members, to be agreed on by the EAC at an EAC meeting and recorded appropriately in the meeting minutes.

The approval of final centralised evaluation reports (as per Section 4) should be delegated to a subset of at least three EAC members, to be agreed on by the EAC at an EAC meeting and recorded appropriately in the meeting minutes.

## H. Minutes

The Committee shall keep minutes of its meetings in accordance with Gavi's Statutes and By-laws and regularly report on its meetings and other activities to the Board.



## **I. Executive sessions**

From time to time, at the discretion of the EAC Chair, the Committee may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Secretariat present (including the CEO).

## **6. Access to information and expertise**

The EAC is authorised by the Board to request the Secretariat to obtain independent professional advice as may be appropriate, at the expense of Gavi.

## **7. Performance and review**

The Committee will evaluate its performance at least once every two years having regard to the principles and requirements of its mandate as set out in these terms of reference and any additional activities undertaken during the year at the request of the Board.

The EAC shall report to the Board the results of its review and development actions arising.

The Board shall review these terms of reference as it deems necessary, normally in conjunction with the performance evaluation, to ensure their adequacy and that these remain relevant to the Committee's programme of work and in accordance with developments in best practice.

# Board Travel Policy

Version 4.0

## DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Prepared by: Legal and Governance	
	Reviewed by: Gavi Governance Committee	20 March 2013
	Reviewed by: Gavi Alliance Board and referred to the Governance Committee for further consideration	11-12 June 2013
	Policy options reviewed by: Gavi Governance Committee	26 September 2013
	Reviewed and recommended by: Gavi Governance Committee	4 November 2013
	Approved by: Gavi Alliance Board	21-22 November 2013 Effective from: 1 January 2014
2.0	Reviewed and recommended by: Gavi Governance Committee	16 February 2016
	Approved by: Gavi Alliance Board	22 June 2016 Effective from: 1 July 2016
3.0	Reviewed and recommended by: Gavi Governance Committee	5 December 2016
	Approved by: Gavi Alliance Board	7 December 2016 Effective from: 1 January 2017
4.0	Reviewed and recommended by: Gavi Governance Committee	26 November 2018
	Approved by: Gavi Alliance Board	28 November 2018 Effective from: 1 January 2019
	Next review:	As and when requested

## 1. Purpose

- 1.1 The purpose of this policy is to set out the criteria for Gavi Alliance Board related travel reimbursement and support.

## 2. Scope

2.1 This policy covers Board members, Alternate Board members and Committee delegates attending Gavi Board, Committee meetings, EAC meetings, and other Gavi related travel.

## 3. Eligibility to receive support for Gavi related travel

3.1 The following Board members, Alternate Board members and Committee delegates are eligible to receive support for Gavi related travel:

- Developing Country Governments
- CSOs
- Research and Technical Health Institutes
- Unaffiliated Board members

### 3.2 Transport costs

- Air Travel

Gavi will either arrange and pay for the most direct and economic route for business class for travel of six hours or more (including necessary stop overs) or economy or flexible economy for air travel of less than six hours. Unless it is at Gavi's request, if after confirming the travel dates and times, the traveller wishes to make changes to the travel arrangements for personal reasons which will involve additional costs, the traveller will be responsible for payment of these additional costs. Should the changes be requested due to legitimate business reasons, which will be considered and validated by the Secretary, Gavi will be responsible for payment of these additional costs.

- Rail

Gavi will pay for or reimburse the cost of economy class for intercity rail travel for the purpose of attending Board events.

- Travel to and from the airport or railway stations to meetings

Gavi will either reimburse the cost of the taxi or public transport to or from meetings or include a sum to cover these costs if a per diem is requested by the traveller.

### 3.3 Reimbursement of expenses or per diem

The traveller may elect to receive either reimbursements of expenses or a per diem payment. If no preference is expressed the default will be reimbursement of expenses. Gavi provides the traveller with a per diem allowance for each meal for which the traveller has actually incurred expenditure. No further substantiation of the expense is required. Any expenses that Gavi directly funds (including meals provided for by Gavi) are deducted from the per diem payment. The applicable per diem rates are as follows:

MEAL	BAND 1	BAND 2	BAND 3
	Switzerland; Denmark; Sweden; Norway; Finland, Singapore; Japan	Rest of Europe; USA; Canada; South Korea; Taiwan; Hong Kong	Rest of the world
<b>Breakfast</b>	US\$25	US\$15	US\$15
<b>Lunch</b>	US\$35	US\$30	US\$25
<b>Dinner</b>	US\$60	US\$50	US\$45

Reimbursement will only be made on submission of receipts. Per diems will be paid to the traveller's bank account or, in exceptional circumstances, to a cash card provided by Gavi.

#### 3.4 Hotel costs

Gavi will either arrange and pay for the costs of the hotel selected by Gavi or will reimburse the traveller upon submission of receipts.

If the traveller does not wish to stay at the hotel selected by Gavi, they will be responsible for making their own arrangements and will be reimbursed the actual costs of the hotel up to a maximum amount equivalent to the rate of the hotel Gavi used for the event. The traveller will be responsible for the payment of any amount over this rate.

#### 3.5 Meals and incidentals

Gavi will either reimburse reasonable out-of-pocket expenses incurred for meals not provided by Gavi or provide a per diem payment to cover the cost of incidentals which would include meals not otherwise provided for by Gavi.

#### 3.6 Visas

Gavi will either support and pay for all reasonable costs of procuring a visa or reimburse the reasonable costs of procuring a visa.

#### 3.7 Travel agency costs

If the traveller is making their own travel arrangements, Gavi will reimburse the traveller the travel agency fees up to the amount that would have been paid to the travel agency Gavi uses.

### **4. Non eligibility to receive reimbursement for Gavi related travel**

4.1 Board members, Alternate Board members and Committee delegates representing the following organisations and constituencies are not eligible for reimbursement for travel from Gavi:

- UNICEF
- WHO
- World Bank
- Bill & Melinda Gates Foundation
- Donor Country governments
- Industrialised vaccine industry; and
- Emerging vaccine industry

### **5. Reimbursement to Gavi**

5.1 If Gavi has paid for a non-reimbursable expense as part of a larger expense (for example, as part of a master hotel bill), the Secretary will inform the Board member, Alternate Board member, Committee member or Evaluation Advisory Committee member and either deduct the amount from a subsequent reimbursement or, seek reimbursement from the traveller.

### **6. Exceptions**

6.1 The Board Chair, Vice Chair, or Secretary may grant exceptions to this policy in exceptional circumstances.

## **7. Effective date and review of policy**

7.1 This policy comes into effect as of 1 January 2019.

7.2 This policy will be reviewed by the Governance Committee on an annual basis. Any amendments to this policy are subject to Gavi Alliance Board approval.

# Conflicts of Interest Policy for Governance Bodies

Version 2.0

## DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
2.0	Prepared by: Governance Team	
	Reviewed by: Governance Committee	1.0 – 13 March 2018 2.0 – 28 May 2018
	Approved by: Gavi Alliance Board	2.0 – 7 June 2018 Effective from: 1 January 2019
	Next review:	As and when requested

### 1. Purpose

- 1.1 The Gavi Alliance (“**Gavi**”) is committed to ensuring the transparency and integrity of its decision-making process, particularly in regard to the allocation and disbursement of resources.
- 1.2 This Policy explains the relevant principles and rules for preventing or managing Interests and Conflicts of Interest on the Board, its Standing Committees, Advisory Bodies and the Independent Review Committee (IRC).
- 1.3 The Guidance and Procedures which accompany and should be read together with this Policy provide how the principles and rules set out in the Policy shall be implemented and how to identify, evaluate and address Interests and Conflicts of Interest.
- 1.4 Gavi recognises that its alliance nature may result in Interests and Conflicts of Interest, particularly when Members are required to consider matters that have a direct impact on the interests of governments, organisations or institutions they represent. Gavi recognises that these institutional Interests and Conflicts of Interest must be managed with the highest degree of integrity to safeguard against any perception that participation of any Member confers undue advantage for their constituency, organisation or institution in Gavi decisions.
- 1.5 Without prejudice to 1.4 above, Members must be able to act in the best interests of Gavi when taking decisions on its behalf.

### 2. Scope

- 2.1 This Policy applies to all Members.
- 2.2 This Policy applies to all Gavi decision-making processes, whichever form they may take, as well as to the performance of any other acts performed on behalf of Gavi under Board approved governance documents, subject to section 5.2 below. All such duties are understood to be included where the Policy refers to “decision-making”.

### 3. What does Gavi understand as Conflict of Interest?

- 3.1 **Conflict of Interest** means a situation where a Member has Interests (as defined in 3.2 below) that may affect the Member's (perceived) conduct in the decision-making process at Gavi.
- 3.1.1 Gavi defines conflicts of interest to be Actual, Potential or Perceived, broadly:
- 3.1.1.1 **Actual** conflicts of interest occur when a Member faces a *real and existing* conflict.
  - 3.1.1.2 **Potential** conflicts of interest occur when a Member is or could be in a situation that *may result* in a conflict.
  - 3.1.1.3 **Perceived** conflicts of interest occur when a Member is or could be in a situation that *may appear* to be a conflict, even if it is not an Actual or Potential conflict.
- 3.2 **Interest(s)** can be organisational, personal and/or financial:
- 3.2.1 **Organisational** interest arises when a Member or Family Member is an officer, director, trustee, partner, employee of, or is directly linked in any manner to<sup>4</sup>, an entity that may obtain an advantage, profit, right, share or may benefit in any manner from a decision the Member should vote on.
  - 3.2.2 **Personal** interest arises when a Member or Family member may benefit from a transaction or other financial arrangement between Gavi and another entity.
  - 3.2.3 **Financial** interest arises when a Member or Family Member may benefit financially from a transaction or from any other financial arrangement between Gavi and any other entity, including any situation in which a Member or Family Member has an ownership interest in an institution and which is not managed by an independent non-discretionary (to that Member or Family Member) account manager.

### 4. Definitions

- 4.1 Unless otherwise defined herein, capitalised terms shall have the meaning assigned to them in the Statutes and By-Laws.
- 4.2 **Advisory Bodies** has the meaning given to such term in Article 5 of the By-Laws.
- 4.3 **Board** means the board of Gavi.
- 4.4 **Board Chair** means the chair of the Board.
- 4.5 **Board Secretary** means the secretary of the Board.
- 4.6 **Board Vice Chair** means the vice chair of the Board.
- 4.7 **By-Laws** means the By-laws of Gavi as amended from time to time.
- 4.8 **Declaration Form** means the form contained in the Guidance and Procedures which is to be used for declaring Conflicts of Interest.
- 4.9 **Family Member** means any spouse, domestic partner, parents, siblings, children, and any other relative who resides in the same household as a Member and any other familial relationship that could create the appearance of a conflict.
- 4.10 **Governance Bodies** means the Board, Standing Board Committees and any Advisory Body.

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<sup>4</sup> "Directly linked in any manner" means any type of agreement by which the Member or Family Member has a relationship with an entity, whether such relationship is formalised through an employment, participation, joint venture, agency, secondment or any other type of contract.



- 4.11 **Guidance and Procedures** means the guidance and procedures relating to this Policy, as amended and approved from time to time by the Governance Committee.
- 4.12 **Meeting** means each of the Board, Standing Board Committee, Advisory Bodies, and IRC meetings.
- 4.13 **Member** means the Board Chair, the Board Vice Chair, any member (or their alternates) of the Board and any member of any Standing Board Committee (including Committee Delegates) or the IRC or any Advisory Body (and their chairs).
- 4.14 **Policy** means this Conflicts of Interest Policy for Governance Bodies, as amended from time to time by the Board.
- 4.15 **Representative Member** means a member of the Board (or any Standing Board Committee or Advisory Body) who represents Gavi partner institutions and stakeholders.
- 4.16 **Statutes** means the statutes of Gavi, as they be amended from time to time.

## 5. General rules

- 5.1 This Policy and the Guidance of Procedures provide direction on how Interests and Conflicts of Interest should be managed. It is each Member's responsibility to disclose all Interests, as set out in 6.2 and 6.3 below, including cases or situations not described in the Policy and Guidance Procedures.
- 5.2 Members are expected to bring their experience, and for the Representative Members their affiliations, to bear for the benefit of Gavi. This is without prejudice to Article 15 of the Statutes, which indicates that "[w]hen discharging their duties, Board members are not required to take decisions that conflict with the constitution, regulations, rules and policies of the organisations providing that member of the Board."
- 5.3 Members must ensure that in participating in Gavi's Governance decision-making processes, their activities and other duties do not conflict with their responsibilities to Gavi to the extent practicable, and use good judgement to avoid Conflicts of Interest or even the appearance of a Conflict of Interest.
- 5.4 Members must not allow themselves to obtain any advantage through their position or role with Gavi.
- 5.5 Members involved in decision-making processes on behalf of Gavi must take appropriate action to ensure disclosure of Interests and Conflicts of Interest, and take the necessary action in respect thereof.
- 5.6 A Board Member who previously had an Organisational Interest relationship with an organisation also represented at the Board (different to their current affiliation), that would create a perceived Conflict of Interest, will be considered to have an Organisational Interest in the original organisation for 12 months counted since the cessation of the relationship with that organisation, in any matters that might create any kind of Conflict of Interest.
- 5.7 Board members and Alternate Board members representing developing country governments are subject to this Policy, except that they shall be entitled to participate fully in discussions and to vote on decisions, unless the Board is considering a decision specifically on programmes in the country of the Representative Board Member. In such cases, the constituency may be represented by the Alternate Board member.

## **6. Duty to disclose**

- 6.1 Members must disclose all Interests and/or Conflict of Interests, as defined in 3.2 and 3.1 above, including this of Family Members, in entities that do business with, and/or receive from funding from Gavi.
- 6.2 The duty to disclose on 6.1 above is a continuing obligation. This means that Members are obliged to disclose any Interest and/or Conflict of Interest, whenever the Member comes to know the relevant matter.
- 6.3 Disclosure must take place upon the Member joining Gavi, and shall be submitted annually at the beginning of every calendar year, and whenever the Member comes to know the relevant matter.
- 6.4 IRC members are exempted only from annual disclosure, but they are required to complete a Declaration Form prior to any IRC meeting and are subject to all other provisions set out in this Policy.
- 6.5 The procedure for determining and disclosing Interests and/or Conflict of Interest is set out in the Guidance and Procedures.
- 6.6 Members, with the exception of the IRC Members, may consult with the Board Secretary in case of doubt as to whether Interest and/or Conflict of Interest arises in a particular situation.
- 6.7 IRC Members may consult with their Gavi focal point, in case of doubt as to whether Interests and Conflicts of Interest arises in a particular situation and where appropriate with the Director, Legal.

## **7. Management of Conflict of Interest and/or Interests**

- 7.1 The Guidance and Procedures provide how a Conflict of Interest and/or Interests will be managed.

## **8. Register of Conflict of Interest and/or Interests**

- 8.1 A register of Interests and Conflicts of Interest will be maintained by the Secretariat.
- 8.2 A schedule of applicable declarations of Interests will be tabled at each meeting of the Board, Standing Board Committee, any Advisory Body and IRC.

## **9. Failure to disclose**

- 9.1 Members who have not made a disclosure when required, are expected to explain their reasons for not doing so to the Board Secretary, and if the Board Secretary requires it, to the Board Chair.
- 9.2 Members who breach this Policy could subject to, depending on the severity of the breach, the removal process enshrined in Article 2.4.4. of the By-Laws.
- 9.3 Failure to disclose Interests and/or Conflicts of Interest by a Representative Member could be addressed in consultation with the organisation providing that Member.

## **10. Special Advisers**

- 10.1 From time to time, Gavi provides the Board Chair and Board Vice Chair, and certain other Members with special adviser support to aid them in their roles as Members of Gavi.
- 10.2 Members receiving this support must acknowledge annually in their Declaration Form that special advisers only support activities in furtherance of the Member's service on the Board.

## **11. Effective date and review of policy**

- 11.1 This policy comes into effect as of 1 January 2019.
- 11.2 This policy will be reviewed by the Governance Committee on an annual basis. Any amendments to this Policy are subject to Gavi Board approval.
- 11.3 Any amendments to the Guidance and Procedures are subject to the review and approval of the Governance Committee.

Note: The *Guidance and Procedures* document relating to this policy is available on request.

# Ethics Policy

Version 1.0

## DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Prepared by: Legal and Governance	
	Reviewed by: Gavi Governance Committee	14 May 2012
	Approved by: Gavi Alliance Board	12 June 2012 Effective from: 12 June 2012
	Next review:	At the request of the Board

### 1. Purpose

- 1.1 The strength of the Gavi Alliance (“**Gavi**”) lies in the involvement and participation of the main stakeholders to immunisation and the diversity of interests present is an asset to achieving Gavi’s mission. Because of the diversity of interests and perspectives of these stakeholders, it is essential to the continued successful operation and development of the alliance structure that Gavi operates in an ethical, transparent and open manner.
- 1.2 The purpose of this Ethics Policy (this or the “**Policy**”) is to ensure a clear, achievable and relevant standard of ethical conduct for the activities and decision-making of any member of the Secretariat (including employees and consultants), Board (including alternate Board members and Committee delegates) and Advisory Bodies (as defined in Article 5 of the By-laws) (“**Gavi Person(s)**”), to protect Gavi’s reputation and integrity, and to ensure broad public trust and confidence in Gavi’s operations.
- 1.3 Gavi Persons are therefore expected to conduct themselves according to both the language and spirit of this Policy, and seek to avoid even the appearance of unethical behaviour.
- 1.4 This Policy should be interpreted to be consistent with other Gavi policies and applicable laws and regulations.

### 2. Scope

- 2.1 This Policy is not designed to be an all-inclusive rubric for ethical behaviour, but instead provides a framework of policies that serves to structure the understanding and increase the awareness of all Gavi Persons regarding the potential ethical dilemmas with which they might be confronted while working at or in the service of Gavi.
- 2.2 Ethical behaviour requires making determinations as to the correct course of action, often without clearly established rules or laws. Ethics is thus not about following a strict set of guidelines, but rather about doing more generally the right thing. In this respect, a successful ethics policy facilitates behaviour that by example leads to the development of an ethics-focused organisational culture and environment. The responsibility to behave ethically and in a manner that enhances Gavi’s reputation and supports the achievement of its mission and goals is therefore shared by all Gavi Persons.

### 3. Definitions

3.1 Terms found in this Policy have the same meaning as they do within the Gavi Statutes and By-Laws. Further, the following definitions apply:

3.1.1 “**Family Member(s)**” – A Gavi Person’s grandparents, parents/guardians, spouse/domestic partner, siblings, children or dependents and grandchildren.

3.1.2 “**Conflict of Interest**” – A situation where a Gavi person has an actual, perceived, or potential Organisational or Financial/Personal interest, as defined below, that may:

- affect the conduct of his/her duties and responsibilities with respect to Gavi;
- create the perception that the person is using his/her position in Gavi for organisational or personal financial gain at the expense of Gavi.

3.1.3 “**Organisational Interest**” – An organisational interest arises when a Gavi Person is an officer, director, trustee, partner or (negotiating to become) an employee of an entity that may benefit financially from a decision he or she would vote on.

3.1.4 “**Financial/Personal Interest**” - A Gavi Person has a financial/personal interest when (s)he or any Family Member may benefit financially or in any other significant way from a transaction or other financial arrangement between Gavi and an entity with which the person has:

- an ownership or investment interest;
- a senior leadership or board member position (whether paid or unpaid);
- a direct or indirect compensation arrangement, including through a business, investment or Family Member, or in the form of substantial gifts or favours; or
- a potential of securing any of the above.

A person who possesses investments in independent non-discretionary managed accounts that may hold securities in entities that have a transaction or arrangement with Gavi will not be deemed to have a Financial/Personal Interest under this Policy.

### 4. Conflict of interest

4.1 This section of the Policy should be read in conjunction with Gavi’s Conflict of Interest Policy.

4.2 The reputational risks inherent in a conflict of interest are of particular importance to Gavi given its reliance on the cooperation and support of its stakeholders and donors.

4.3 A conflict of interest in and of itself is not wrong and may not be unethical, but Gavi Persons must take appropriate action to ensure disclosure of any actual, perceived or potential conflict of interest in order to comply with this Policy.

### 5. Outside activities and employment

5.1 A Gavi Person who is an employee of the Secretariat may engage in outside activities that do not conflict with Gavi’s interests or the Gavi Person’s responsibilities to Gavi and he or she will consult with the Managing Director Law and Governance and/or CEO, as appropriate, in case of doubt as to whether an activity would constitute a conflict with Gavi’s interests or his or her responsibilities to Gavi. However, a Gavi Person who is an employee of the Secretariat may not serve as a director, trustee, consultant, adviser or similar position without the prior approval of the CEO.

5.2 A Gavi Person invited to speak at conferences or meetings on behalf of Gavi is encouraged to do so to the extent such conferences or meetings relate to or further the mission of Gavi.

Participation should as appropriate be pre-approved by the CEO or Chair of the Board. Honorarium received for such speaking engagements on behalf of Gavi should be donated to Gavi.

- 5.3 When negotiating for or entering into an arrangement concerning employment outside of Gavi for themselves, a Family Member or another person they have a close relationship with, Gavi Persons should not allow such circumstances to affect the performance of their duties and be mindful of any perceived conflicts of interests that may arise. Further, Gavi Persons should not act in such a manner as to take improper advantage of their functions and positions with Gavi, including privileged information obtained from such functions and positions, when seeking employment or appointment after leaving Gavi.
- 5.4 Any individual who has served as a Board member, Alternate, or a member of a Board Committee will not be eligible for employment with the Secretariat until one year following their last date of service in such a position. The Chair of the Board in consultation with the CEO and/or Managing Director, Law and Governance, may waive this on a case by case basis.

### **Secretariat**

- 5.5 This section of the Policy should be read in conjunction with Gavi's Conflict of Interest Policy, Human Resources Policy Manual and Secondment Policy.

## **6. Donations and Contributions**

- 6.1 This section of the Policy should be read in conjunction with Gavi's Vaccine Donation Policy.
- 6.2 Gavi may accept donations (in-kind gifts) or contributions (cash gifts) only for programmes, services and purposes consistent with its charitable mission, purposes and priorities. Gavi will not accept donations or contributions having restrictions that prevent it from effectively using the donation or income derived from the donation in furtherance of its charitable mission unless with prior approval by the CEO or the Board.
- 6.3 Gavi will not accept donations or contributions that inhibit it from seeking donations or contributions from other donors or donations if they involve unlawful discrimination.
- 6.4 Gavi will not accept donations or contributions from companies or organisations that exploit child labour or are involved in or connected to the manufacture of tobacco, weapons of any kind, including land mines, or drugs (excluding pharmaceutical companies).
- 6.5 Donations or contributions shall not be accepted from companies that represent a direct conflict of interest for the Gavi Alliance (including vaccine manufacturers), unless made in accordance with the Vaccine Donation Policy.
- 6.6 The Gavi Secretariat shall develop and maintain Private Sector Donation Guidelines to implement the principles set out in this Section.

## **7. Gifts**

- 7.1 Gavi Persons or any Family Member may not solicit or accept, directly or indirectly, any cash or monetary equivalents (i.e., stock or other marketable securities), object of value or preferential treatment or seek or accept loans (other than conventional loans at market rates from lending institutions) from any person or entity that has done business with, or is seeking to do business with, Gavi.
- 7.2 Unsolicited gifts may be accepted on behalf of Gavi when refusal to do so would not be in the best interest of Gavi. Business-related meals, entertainment, token gifts or favours may

be accepted only when the value involved is low and will not place the recipient under any obligation, either real or perceived, to the donor.

- 7.3 Gavi Persons or any Family Member may not offer gifts or entertainment to persons or entities whose support or business Gavi may be seeking.
- 7.4 Many countries in which Gavi conducts operations have laws that forbid the making, offering or promising of any payment or anything of value (directly or indirectly) to private individuals or government official (which may include the employees of public universities and medical centres, and foreign political parties and candidates), particularly when the payment is intended to influence an official act or decision. Gavi strictly prohibits payments of any kind to any person to influence or advance Gavi's interests with private individuals or governmental officials as defined above. Any such payment violates Gavi's policies and procedures.

### **Secretariat**

- 7.5 Members of the Secretariat may accept gifts in accordance with the following guidelines:
- Common courtesies usually associated with customary business practices, such as refreshments and meals provided during a business meeting, may be accepted.
  - The gift or common courtesy must not be excessive or disproportionate in value and cannot be construed as a bribe or payoff.
  - The gift must not be in contravention of applicable laws or result in a real or perceived conflict of interest or reputational risk to Gavi.
  - Gifts of a value greater than US\$ 25 must be declared to the Director of Operations.
  - Gifts of a value greater than US\$ 25 accepted on behalf of Gavi must be handed in to the Executive Office.
- 7.6 Employees involved with procurement on behalf of Gavi or with the preparation, approval, monitoring and evaluation of in-country programme activities should take particular care, and when involved in any active tender, or after the awarding of a contract, should not accept any gifts or hospitality from relevant third parties.
- 7.7 Questions regarding the acceptability of a gift should be directed to the Director of Operations, Managing Director, Law and Governance, or CEO as appropriate.
- 7.8 This section of the Policy should be read in conjunction with Gavi's Hospitality Policy.

## **8. Equal opportunity, non-discrimination, and harassment**

- 8.1 Gavi values a work environment where diversity is embraced, and where employees are treated, and treat each other, fairly and with respect and dignity. Gavi prohibits discrimination on the basis of any criteria protected by law, including, but not limited to, race, colour, religion, sex, gender, marital status, national origin, age, disability or sexual orientation, whether committed by or against an employee, vendor, visitor or otherwise in the workplace. Conduct involving discrimination or harassment by Gavi Persons will not be tolerated and where the Gavi Person is a member of the Secretariat will be responded to in accordance with the relevant Human Resources Policies.
- 8.2 This section of the Policy should be read in conjunction with Gavi's Gender Policy and Guidelines on the Gavi Alliance Board Gender Balance and for Gavi Persons that are members of the Secretariat, Gavi's Human Resources Policy Manual, HIV/AIDS in the Workplace Policy and Respectful Workplace Policy.



## 9. Confidentiality

- 9.1 All Gavi Persons have the responsibility to protect the confidentiality of information reasonably understood to be confidential obtained or created in connection with their activities at Gavi. Proprietary information about Gavi or its employees, or confidential information about a company, organisation or any individual having a relationship with Gavi, must not be disclosed unless disclosure is authorized or legally mandated. In addition, confidential information provided by a partner organisation under a confidentiality agreement must also be protected from disclosure and must not be used except for its intended purpose. This would not preclude a Gavi Person from reporting back to his or her organisation or constituency unless explicitly requested not to do so by the Chair or Vice Chair of the Board, the Chair of a Committee or the CEO, in cases of commercially sensitive information, information on personal data or information related to investigations into allegations of misuse in Gavi supported programmes.
- 9.2 Paperwork and documents related to Gavi operations should be produced, copied, faxed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to proprietary or confidential information. Access to work areas and computers must also be properly controlled. Additionally, discussion of sensitive matters or confidential information in public places where others might overhear should be avoided.
- 9.3 Any unauthorised use or disclosure of proprietary information violates Gavi policy. The obligation to safeguard confidential information continues after employment or service with Gavi ends.

### **Secretariat**

- 9.4 This section of the Policy should be read in conjunction with Gavi's Access to Information, Document Retention, and Publications Policies.

## 10. Media and public enquiries and statements

- 10.1 Communication with the media and general public must be accurate, responsible and in keeping with Gavi's policies. Gavi Persons authorised to speak for Gavi should make clear whether they are speaking on behalf of the Gavi Secretariat or Board or in their own name. Media enquiries should be referred to or coordinated with the Media & Communications department.

### **Secretariat**

- 10.2 This section of the Policy should be read in conjunction with Gavi's Access to Information and Publications Policies.

## 11. Government requests for information

- 11.1 In addition to any legal obligations it may have, Gavi cooperates with all government departments or agencies in any reasonable requests for information or facility visits in connection with government investigations. Gavi Persons contacted by a government agency or requested to provide any information to a government agency should consult with the Chair of the Board, CEO and/or Managing Director, Law and Governance, to determine the appropriate response.

## **12. Use of Gavi resources and facilities**

- 12.1 Gavi Persons should not utilise Gavi equipment, resources or services for personal benefit or that of another person or entity. However, reasonable personal use of Gavi equipment, resources or services may be acceptable. All Gavi Persons should also seek to protect Gavi's property from loss, theft or other misuse. Questions regarding use of Gavi resources and facilities should be directed to the relevant line manager or the Managing Director, Law and Governance, as appropriate.
- 12.2 The use of Gavi electronic communication systems, including Internet access and email, for incidental personal matters is not prohibited. However, Gavi makes no guarantee regarding personal privacy in communications sent to, from, or stored in Gavi systems, and such communications may be subject to monitoring and storage.

### **Secretariat**

- 12.3 This section of the Policy should be read in conjunction with Gavi's Human Resources Policy Manual, Access to Information Policy and relevant terms of use.

## **13. Environment, health, and safety**

- 13.1 Gavi is committed to conducting its business in compliance with all relevant environmental and workplace health and safety laws and regulations. Gavi strives to provide a safe and healthy work environment and to avoid adverse impact and injury to the environment.

## **14. Compliance with laws, rules, and regulations**

- 14.1 Gavi's policy is to comply with applicable laws, rules and regulations in the countries in which Gavi conducts operations, regardless of its privileges and immunities. No Gavi Person shall commit an illegal act, or instruct others to do so, for any reason. Further, utmost care should be exercised in ensuring that all statements, especially those made to governmental authorities that regulate Gavi's activities, are accurate and truthful. Questions regarding compliance with laws, rules and regulations should be directed to the Managing Director, Law and Governance.
- 14.2 Privileges and immunities are granted to Gavi Persons in Switzerland in the interest of Gavi and with respect to acts performed by them in their official capacity. Gavi persons shall not use or attempt to use privileges or immunities for personal benefit that would be inconsistent with this Policy or the Gavi Statutes and By-Laws.

### **Secretariat**

- 14.3 This section of the Policy should be read in conjunction with Gavi's Human Resources Policy Manual.

## **15. Duty to Report**

- 15.1 Gavi Persons who suspect, or may be aware of, violations of this Policy should bring them to the attention of their managing director, the Managing Director, Law and Governance, the CEO or the Chair of the Board as appropriate. The reporting Gavi Person should have reasonable grounds for suspecting a violation and must do so in good faith. Knowingly reporting false or frivolous information is contrary to this Policy.
- 15.2 It is Gavi's policy to protect all Gavi Persons from reprisal, retaliation or other adverse action when reporting alleged violations of this Policy or other acts of fraud or corruption if such reporting is done in good faith and with reasonable grounds for suspicion.

## **Secretariat**

- 15.3 All members of the Gavi Secretariat (including employees and consultants) are expected to comply with these policies in a manner consistent with the highest ethical standards. Failure to observe these policies may result in disciplinary action. Furthermore, violations of this Policy may also be violations of the law and may result in civil or criminal penalties.
- 15.4 This section of the Policy should be read in conjunction with Gavi's Disciplinary Procedures and Whistleblower Policy.

## **16. Effective date and review of policy**

- 16.1 This policy comes into effect as of 12 June 2012.
- 16.2 This policy will be reviewed and updated as and when required, and is subject to Gavi Board approval.

# Gender Policy

Version 2.0

## DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Approved by: Joint Gavi Alliance & Fund Board	26 June 2008 Effective from: 1 July 2008
	Next review:	in 2012, depending on the full evaluation of the policy and its implementation
2.0	Reviewed and recommended by Gavi Programme & Policy Committee	10 October 2013
	Reviewed and approved by: Gavi Board	21 November 2013 Effective from: 1 January 2014
	Next review:	2019

### 1. Goal and scope of the policy

- 1.1 The goal of the Gavi Alliance Gender Policy is to increase immunisation coverage by supporting countries to overcome gender-related barriers to accessing immunisation services and to promote equity of access and utilisation for all girls and boys, women and men to immunisation and related health services that respond to their different health needs.
- 1.2 Reducing gender inequality is both an end in itself and a prerequisite for sustainable and inclusive development. The Gender Policy aims to increase access to immunisation through gender sensitive and gender transformative programmes that also contribute to achieving the international goal of gender equality.
- 1.3 The Gavi Alliance Gender Policy is embedded in Gavi's wider commitment to ensure equity in all areas of engagement. The Gender Policy is grounded in existing international legal and political commitments as well as on the conviction that gender equity and equality are shared responsibilities that warrant special attention and resources. The Gender Policy is aligned with the principles of aid effectiveness and international gender commitments as agreed in Busan in 2011. It also aligns with existing Gavi policies and supports the Global Vaccine Action Plan (GVAP) strategic objective on equity.
- 1.4 The guiding principles of this policy are for the Gavi Alliance to:
  - 1.4.1 Apply a gender perspective to all relevant work. To realise its mission, and in line with internationally agreed-upon legal and political commitments to gender and health, the Alliance will apply a gender perspective to all relevant work.
  - 1.4.2 Complement partners' efforts to promote gender equality and equity in health and health services. As an Alliance and in line with the commitments made by its partners,

Gavi will strive to exercise leadership and raise awareness of, and promote coordinated international efforts towards, the realisation of existing international commitments to gender equality and health equity.

1.4.3 Promote country ownership and alignment recognising that gender issues may differ significantly from one country to another. Efforts to ensure that gender aspects are taken into consideration in immunisation services and support health systems will be rooted in the interest, awareness and capacity at country level. The Gavi Alliance will strive to ensure that countries recognise the potential and importance of addressing gender-related challenges in health and health services.

1.4.4 Exercise strong leadership and demonstrate political will. The Gavi Alliance will play a catalytic role in promoting awareness of effective strategies to address gender inequalities and inequities in health and in the health sector. This will include the identification of existing obstacles related to gender, their underlying causes related to immunisation and related health services and the manner in which Gavi and its partners can address them through promotion and support for best practice.

## 2. Definitions

- 2.1 **Sex** is concerned with physiological and biological characteristics that are used to define and differentiate humans as either female or male.
- 2.2 **Gender** is used to describe those characteristics of women and men which are socially constructed. Gender roles are learned through socialisation and are changeable rather than fixed.
- 2.3 **Gender equality** refers to the absence of discrimination on the basis of one's sex in providing opportunities, allocating resources and benefits or in access to services.
- 2.4 **Gender equity** refers to fairness and justice in the distribution of benefits and responsibilities between women and men. The concept recognises that women and men have different needs and strengths and that these differences should be identified and addressed to rectify the imbalances between the sexes.
- 2.5 **Gender-related barriers** are obstacles to the access and utilisation of health services that are related to social and cultural norms about men and women's roles.
- 2.6 **Gender sensitivity** refers to perceptiveness and responsiveness to differences in gender roles, responsibilities, challenges and opportunities. Gender sensitive programs significantly improve women's and girls' or men and boys' access to protection, treatment or care but by themselves do little to change the larger contextual issues that lie at the root of gender inequities.
- 2.7 **Gender transformative** refers to goals and objectives that attempt to re-define women's and men's gender roles and relations. These programs seek to transform unequal gender relations to promote shared power, control of resources, decision-making, and support for women's empowerment.
- 2.8 **Gender perspective** is a way of analysing and interpreting situations from a viewpoint that takes into consideration gender constructs in society, and searching for solutions to overcome inequities.

### **3. Rationale for a gender policy**

- 3.1 To respect, protect and fulfil the human right to the highest attainable standard of health and to promote child and adult well-being, there is a need to redress gender inequities and their impact on access to and utilisation of essential health services including immunisation, impacting on Gavi's ability to realise its mission:
- 3.1.1 Gender-related barriers to accessing immunisation services exist and hinder children from being immunised. Mothers tend to be the primary caretakers of children and in societies where women have low status, their children (both boys and girls) are less likely to be immunised. When women are empowered, immunisation coverage increases.
  - 3.1.2 Gender is one of the core components of Gavi's commitment to equity in immunisation, and it cuts across all aspects of equity and health. Evidence shows that gender gaps remain with disparities increasing when gender is combined with poverty and other factors of exclusion.
  - 3.1.3 Gender sensitive or transformative approaches are therefore important to improve and sustain immunisation coverage. Strategic and catalytic interventions targeting women, men, families and communities can help countries overcome gender-related barriers to accessing immunisation services, improve coverage and reach the unreached.
  - 3.1.4 Evidence shows that at a global aggregate level there are no significant differences in immunisation coverage between boys and girls but that differences, favouring either boys or girls, do exist in some regions, countries and socio-economic groups. It is important to collect sex-disaggregated data in order to track trends over time and to ensure that sex-discrepancies do not emerge. Furthermore, evidence shows that national aggregate data and/or survey data may hide gender inequities suggesting that it is necessary to encourage countries to monitor coverage at sub-national level

### **4. Strategic directions**

- 4.1 The Alliance will pursue the goals of this Gender Policy by: (1) ensuring gender sensitive funding and programmatic approaches; (2) generating, supporting, reporting and analysing new evidence and data; (3) advocating for gender equality as a means to improve immunisation coverage; and (4) increasing accountability for gender-related results.

#### **4.2 Ensure gender sensitive funding and programmatic approaches**

Policymaking and funding support present central opportunities to highlight the gender dimensions of immunisation and related services. It can also leverage change across and beyond the Gavi Alliance to improve the outcomes of immunisation and development more broadly. The Gavi Alliance can play an important role in reducing gender inequalities in health through new vaccine support to diseases that disproportionately impact one sex. Consequently the Gavi Alliance commits to:

- 4.2.1 Incorporate a gender perspective into all relevant areas of programmes and funding.
- 4.2.2 Ensure that funding guidelines, application materials and review criteria include a gender analysis requirement in needs assessments and that proposed targets and outcome measures incorporate a gender perspective.
- 4.2.3 Ensure that Gavi vaccine investment strategies include gender considerations and take the potential for a disproportionate impact of a disease on one sex (higher prevalence and/or suffering) into account in vaccine investment methodologies.

- 4.2.4 Promote the use of the different funding mechanisms, especially the health system strengthening (HSS) window and the support to civil society, to support activities that demonstrate the effectiveness of gender sensitive and where possible gender transformative approaches.
- 4.2.5 Encourage inter-agency coordination committees (ICCs) and health sector coordination committees (HSCCs) and other relevant national coordination bodies to include a gender perspective and to work with appropriate national institutions and ministries with knowledge in gender to ensure that their approach is informed by national expertise.
- 4.2.6 Incorporate a gender perspective in grant approval, monitoring and evaluation procedures and activities. This includes ensuring gender expertise is present in the review process through the Independent Review Committees (IRCs). It also includes the development of gender sensitive indicators and supporting the strengthening of health information systems in cooperation with partners.

### **4.3 Generate, support, report and analyse new evidence and data**

Improved availability, quality and use of gender related data is a prerequisite for monitoring gender equality in immunisation, reducing gender related barriers to accessing immunisation services, and reaching unreached children. Consequently the Gavi Alliance commits to:

- 4.3.1 Encourage systematic reporting and analysis of sex-disaggregated data in all areas of Gavi support with a view to assist countries, together with and through partners, to gradually strengthen the routine information systems to collect sex-disaggregated data for immunisation, including data at the sub-national level.
- 4.3.2 Continue to contribute to the international evidence base on gender and immunisation with a focus on access and utilisation aspects of immunisation services and gender-related barriers to reaching the unreached.
- 4.3.3 Contribute to and promote evidence supporting the linkages between immunisation, as well as other health services, and improved health outcomes.

### **4.4 Advocate for gender equality as a means to improve immunisation coverage**

The Gavi Alliance can have a catalytic role in advocating for gender equity as a means to improve immunisation coverage and access to health and health services. In doing so, Gavi can demonstrate strong leadership and make a contribution to global efforts for greater gender equality in a broader sense. The message and communication at global, regional and national levels will be key to:

- 4.4.1 Ensure that all Gavi Alliance communications: (1) demonstrate the Gavi Alliance commitment to gender sensitive and where relevant gender transformative approaches; (2) encourage greater understanding of and focus on gender considerations in immunisation; and (3) employ gender appropriate language;
- 4.4.2 Actively disseminate evidence and best practice regarding what effect gender sensitive and where relevant gender transformative approaches can have on immunisation service utilisation, coverage and impact.

### **4.5 Increase accountability for gender related results**

To achieve successful gender-related results, gender-mainstreaming approaches need to include clear lines of accountability and the Gavi Alliance therefore commits to:



- 4.5.1 Measure progress and impact of the Gender Policy through the results framework (see Annex 1) which outlines the theory of change of the policy and ways in which Gavi will monitor policy implementation progress.
- 4.5.2 Increase the focus on accountability and responsibility for the achievement of the Gavi Alliance specific gender targets as outlined in the policy results framework, Gavi Alliance strategies and as agreed in country specific programmes and associated results frameworks. This will be carried out internally within the Gavi structures as well as through the agreements with implementing and other partners, countries and other organisations.
- 4.5.3 Ensure that all Secretariat staff members have the right tools and the relevant knowledge regarding gender and immunisation and are held accountable as relevant for gender-related results.

## **5. Gender sensitive approaches within the Gavi Alliance structures**

### **5.1 Resources**

- 5.1.1 Committing adequate human and financial resources for developing gender sensitive approaches is essential for the effective implementation of the Gender Policy.

### **5.2 Governance**

- 5.2.1 Guidelines on the Gavi Alliance Board Gender Balance were approved at the Board meeting on the 17 June 2010. These guidelines represent the framework through which the Board can ensure a gender balance throughout the Gavi Alliance governance structures (Annex 2).

### **5.3 The Secretariat**

- 5.3.1 The Secretariat aims to ensure that it has an organisational structure and culture that facilitate the implementation of the Gender Policy.
- 5.3.2 The Secretariat shall operate under gender sensitive human resource policies and procedures and gender-related measurements in performance assessments as relevant.

## **6. The role of Partners**

- 6.1 Given the Gavi Alliance's mode of operation (largely through its partners), implementation of the policy will require a clear articulation by each partner of its specific contributions to the realisation of the Gender Policy aims.

## **7. Timeline for implementation and review**

- 7.1 The policy will take effect on 1 January 2014.
- 7.2 The Chief Executive Officer will be responsible for reporting to the Gavi Alliance Board on progress towards delivery of these outcomes on an annual basis.
- 7.3 A full external review of the Gender Policy and its implementation will be conducted in 2019 or earlier if necessary as a result of the adoption of the 2016-2020 Strategy.

### Gender Policy theory of change and M&E framework

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Reviewed and recommended by Gavi Programme & Policy Committee	10 October 2013
	Reviewed and approved by: Gavi Board	21 November 2013 Effective from: 1 January 2014
	Next review:	2019

#### The goal of the revised Gender Policy

The goal of Gavi Alliance’s Gender Policy is to increase immunisation coverage by supporting countries to overcome gender-related barriers to accessing immunisation services and to promote equity of access and utilisation for all girls and boys, women and men to immunisations and related health services that respond to their different health needs.

#### GAVI’s theory of change for its revised Gender Policy

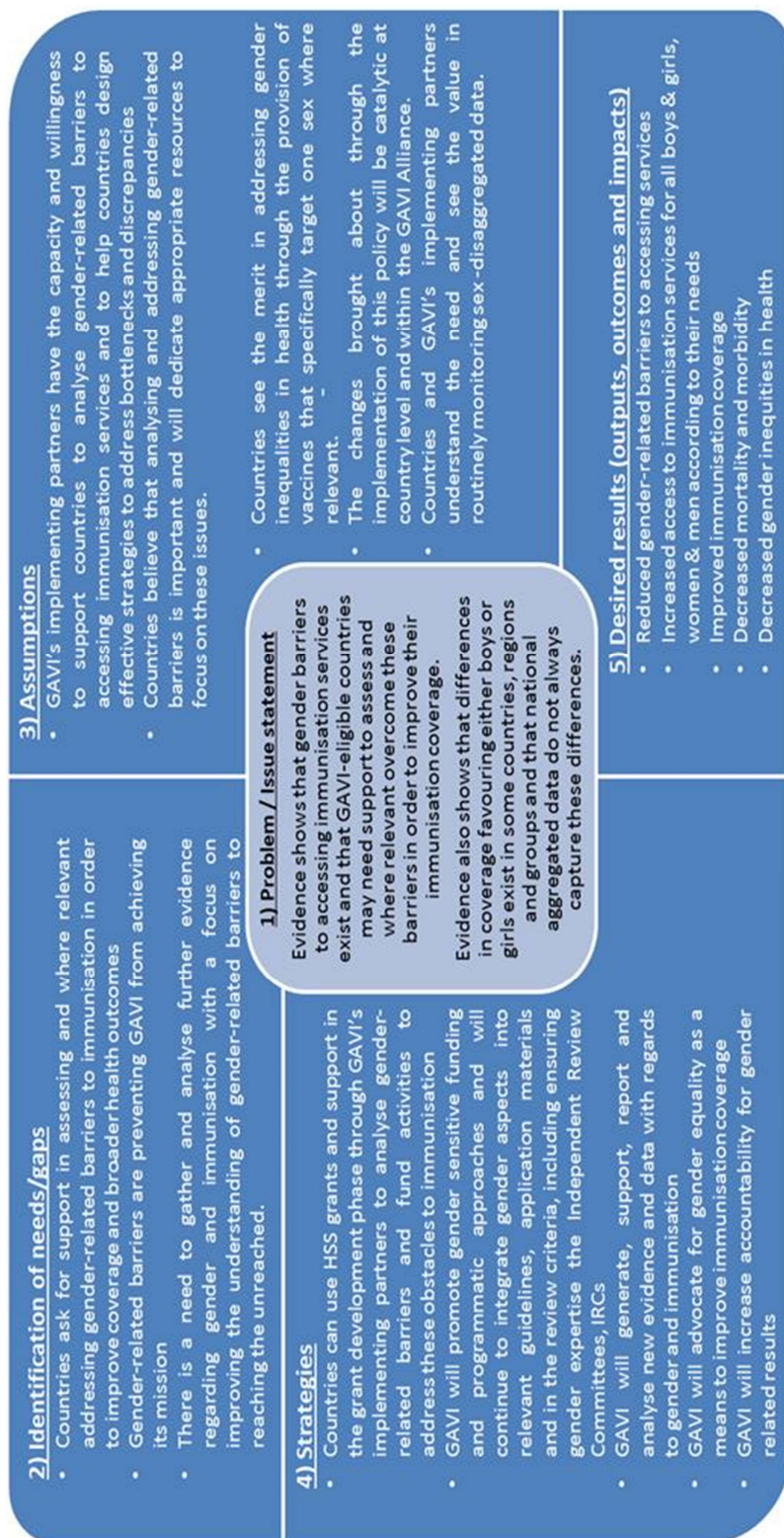
While Gavi has an important role to play and can make a positive contribution to help overcome gender-related barriers to accessing immunisation services and to promote equity in immunisation, it is one of many actors in an area that reaches far beyond immunisation. Gavi therefore recognises that seeking to understand Gavi’s exclusive attribution and impact is not appropriate or useful; what is more appropriate and useful is to understand how Gavi contributes to meeting these objectives alongside other actors, most especially countries themselves.

The theory of change for Gavi’s revised Gender Policy is centralised on the assumption that Gavi can positively reinforce the importance of gender equity for achieving improved immunisation coverage and outcomes. Key elements of the theory of change include:

- That the Gavi Alliance can help improve the evidence-base regarding gender discrepancies in coverage, gender-related barriers to accessing immunisation and effective methods for reducing such barriers through supporting countries to conduct gender specific assessments as part of country analyses regarding barriers to accessing immunisation services;
- That the Gavi Alliance can have a catalytic role in advocating for gender equality as a means to improve immunisation coverage and access to health services through its communications, guidelines/application materials, review criteria, funding and conditions of support;
- That the Gavi Alliance can support countries to address gender-related barriers through aligning Gavi funding and conditions of support with country strategies and plans, following independent review that examines soundness of plans, linkage with immunisation outcomes and extent to which gender and other barriers are convincingly addressed;
- That Gavi Alliance can play an important role in reducing gender inequalities in health through the provision of support for new vaccines that tackle diseases that disproportionately impact one sex;
- That improved availability, quality and use of data regarding gender-related barriers to accessing immunisation services are prerequisites for understanding and addressing such barriers and that

sex-disaggregated data are prerequisites for monitoring and improving gender equality in immunisation at all levels, and that Gavi's policies and procedures can support the generation and reinforce the use of such data at the country and global levels.

# Gender Policy Theory of Change Model



## How will the revised Gender Policy be monitored and evaluated?

### Within the Secretariat

The implementation of the Policy will continue to be monitored by the Secretariat. There are several tools that will facilitate this monitoring, such as grant scorecards and country summary sheets, Health Systems Strengthening (HSS) reviews, assessments of country proposals and annual reports to Gavi.

The Secretariat recognises that there are multiple indicators that could be used to monitor the implementation and measure the contribution of the gender policy and that the Gavi 2016-2020 Strategy may bring additional changes to the indicators to be monitored at the corporate level. It proposes – given the data availability and quality constraints – and consistent with current Strategy indicators, that the following outcome measures should be monitored on a regular basis:

- DTP3 coverage (sub-national where possible) disaggregated by male / female
- Under 5 mortality disaggregated by male / female

Of note, this may be revisited if the corporate level indicators are revisited during the development of the 2016-2020 Gavi Alliance Strategy.

In addition, the following process (to a large extent already existing) indicators will be monitored at the aggregate level across all Gavi supported countries:

- Priority indicator: Number of countries demonstrating that they have analysed and assessed gender-related barriers to accessing immunisation services as part of their wider equity/bottleneck analysis and that this analysis and/or assessment have informed their HSS grant proposals
- Number of countries proposing funding of activities that seek to address gender-related barriers to increasing immunisation coverage in their HSS grant proposals and implementation
- Percentage of countries that have and report sex-disaggregated immunisation coverage estimates (either from routine systems or from a survey conducted within the previous three years)
- A qualitative indicator of the extent to which country applications for new support have adequately addressed gender-related barriers to immunisation, as summarised in the Independent Review Committee report on the basis of its cross-cutting gender analysis
- A qualitative indicator to assess on a regular basis whether gender-specific language has been appropriately included in Gavi guidelines and communication documents

### At country level

As countries will be strongly encouraged to integrate their own indicators to measure their gender-specific activities supported through HSS funds, there will be a considerable emphasis placed on monitoring country-specific implementation of the Gender Policy. Indicators will vary across countries, depending on what gender-related barriers they are addressing and through which interventions.

### Data sources

Data sources will include but not be limited to the following:

- Country administrative reported estimates
- WHO-UNICEF estimates
- Data from independent surveys (DHS, MICS, National coverage surveys etc.)

- Annual health sector review and EPI review reports
- Data reported to Gavi
- in Annual Progress Reports or equivalent (summarised in grant scorecards and other documents)
- As part of their reporting on PBF and HSS grant implementation
- By CROs following country visits / communications with counterparts

### **Evaluation**

The Gender Policy will be re-evaluated (to assess its relevance, implementation, effectiveness and contribution to Gavi's overall mission) subject to the Board's request or if not before, in 2019.

## DOCUMENT ADMINISTRATION – ANNEX 2

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VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Approved by: Gavi Alliance Board	17 June 2010 Effective from: 17 June 2010
	Next review:	At the request of the Board

### 1. Purpose

- 1.1 The purpose of these Guidelines is to establish a framework through which the Gavi Alliance Board Nominating Committee can fully implement the Gavi Gender Policy, in particular the requirement to ensure a gender balance in all areas of Gavi’s work, including throughout the governance structures, to the extent possible.

### 2. Mandate of the Nominating Committee

- 2.1 The Gavi Alliance By-Laws state, at Section 2.4.1 that:
- The Nominating Committee may establish, subject to the approval of the Board, minimum criteria as to the qualifications and competencies of all Board Members, provided such criteria shall not unreasonably restrict or interfere with the right of any Eligible Organisation or Eligible Constituency to select its Board member(s). The criteria for Board membership shall be consistent with the Gavi Alliance gender policy, specifically, that gender balance in all areas of Gavi Alliance work should be ensured, including throughout the governance structures, to the extent possible.
- 2.2 Under Section 2.4.2 of the Gavi Alliance By-Laws, the Nominating Committee may decide not to nominate a person designated by an applicable Eligible Organisation or Eligible Constituency as its Representative Board Member if “the person so designated does not meet the minimal criteria established pursuant to Section 2.4.1”.

### 3. Acceptable gender balance

- 3.1 The Nominating Committee should establish and maintain a ratio of 60/40 male/female Board Members and Alternate Members. For the purposes of this calculation, the Board Members and Alternate Members shall be assessed as separate groups. The gender balance shall be deemed to be within the acceptable range if there is no more than 60% of any one gender.

### 4. Section I attaining gender balance in Gavi Alliance Board governance structures

- 4.1 Eligible Organisations and Eligible Constituencies shall propose two designated representatives or proposed candidates, each of different genders, for consideration by the Nominating Committee for each relevant Board seat or Alternate Board seat to be filled. The Nominating Committee will give preference to nominating a designated representative or proposed candidate of the under-represented gender for appointment as Board Member or Alternate Board Member until such time as the gender balance of the Board Members or Alternate Board Members has been brought within the acceptable range.



## **5. Section II maintaining gender balance in Gavi Alliance Board governance structures**

- 5.1 The Nominating Committee will not nominate designated representatives or proposed candidates for appointment as Board Members or Alternate Board Members where such nominations will create a gender imbalance that is outside the acceptable range.

## **6. Section III exceptions approval procedures for nominations otherwise not in conformity with gender guidelines**

- 6.1 The Nominating Committee may decide to nominate a designated representative or proposed candidate for appointment as a Board Member or Alternate Board Member even if the decision to make such a nomination would otherwise not be in conformity with the first two sections of these guidelines. The reasons for such nominations shall be disclosed in the minutes of the Nominating Committee's meeting.

## **7. Section IV miscellaneous provisions**

### **7.1 Right of recourse to full Board**

7.1.1 In the event that the Nominating Committee decides not to nominate a designated representative of an Eligible Organisation or Eligible Constituency, such Organisation or Constituencies shall retain the right, in accordance with Section 2.4.2, paragraph 2, of the Gavi Alliance By-Laws, to:

- request the full Board to appoint the person so selected by such Organisation or Constituency, in which case the recommendation of the Nominating Committee shall be sustained only if the Board approves it in accordance with Section 2.7.1. If a candidate selected by an Eligible Organisation or Eligible Constituency is not so nominated by the Nominating Committee, and the Board decides not to appoint the person so selected by such Organisation or Constituency, the Eligible Organisation or Eligible Constituency shall select another Candidate.

### **7.2 Secretariat support**

7.2.1 To facilitate the implementation of the Gavi Gender Policy, the Secretariat will, to the extent possible, support Eligible Organisations and Constituencies in their search for designated representatives or candidates of the under-represented gender. The Nominating Committee may make specific recommendations in this regard.

### **7.3 Inadvertent gender imbalance**

7.3.1 Any gender imbalance in the Gavi Board (or amongst Alternate Board members) shall only be deemed to be an imbalance not in conformity with these guidelines and the Gavi Gender Policy if such imbalance arises as a result of a Board decision to make an appointment that does not comply with the gender balance requirements as set out above. It is not a violation of these guidelines if a gender balance arises when a Board member or alternate member resigns or ends their term on the Board and has not yet been replaced, or if one or more Alternate Board members take seats at specific Board meetings and the consequence of such is that the ratio of acting Board members at any one meeting violates the gender balance ratio as set out above.

# Governance team

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## Summary

The team helps to ensure that the Board has the advice and resources it needs to perform its responsibilities, and that the records of its actions reflect that it has done so. The team informs the Board of governance best practices from the public and private sectors, and acts as a key relationship manager between the Board and the Secretariat. The team provides similar functions for Gavi's affiliate organisation, IFFIm.



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Together, we make #vaccines work



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