

Joint Teleconference of the GAVI and Vaccine Fund Executive Committees

12 January 2005

Summary

1 Principles to resolve outstanding issues related to convergence

- The two Executive Committees congratulated the team¹ on the great progress that has been achieved in identifying a path forward in resolving the outstanding issues related to convergence as described in the document circulated to the two ECs (revised version attached, incorporating feedback received at the teleconference).
- The Vaccine Fund EC raised a number of points that it felt need to be clarified.
 - i) Regarding fundraising:
 - the Vaccine Fund has historically been responsible for raising funds on behalf of the Alliance globally;
 - fundraising is everyone's responsibility to assure sufficient funding to GAVI's critical mission;
 - location of fundraising staffing, a tactical matter, should be left to the discretion of the CEO subject to the direction of GAVI and the Vaccine Fund boards in his role as executive secretary and CEO, respectively.
 - ii) The Vaccine fund role in adding value in the "public/private" nature of the Alliance needs to be preserved.
 - iii) The final terms of reference (TORs) describing the responsibilities of the CEO of the Vaccine Fund must include description of all activities required to maintain the Vaccine Fund's status as a public charity exempt from U.S. taxation under sections 501(c)(3) and 509(a) of the U.S. federal tax law, and must not limit the Vaccine Fund's ability to carry out its corporate purposes.

DECISIONS

The GAVI and Vaccine Fund Executive Committees:

- 1.1 Endorsed the principles outlined in the recommendations, and requested the document to be revised to reflect the discussions [attached].
- 1.2 Agreed that while the Executive Secretary/CEO will have a UNICEF contract he will be directly accountable to the GAVI and Vaccine Fund Boards.
- 1.3 Agreed that having a Swiss association would be desirable to meet requirements for flexibility in contracting.
- 1.4 Agreed that fundraising is a responsibility of the whole Alliance, including the GAVI and Vaccine Fund Boards, but that it is a primary responsibility of the Vaccine Fund.

¹ The team is led by **Julian Lob-Levyt** and is comprised of the following: **Steve Allen** and **Peter Mason** from UNICEF; **Fabian McKinnon** from The Vaccine Fund; **Lance Behnke**, counsel to The Vaccine Fund; and **Tom Topping** and **Denis Aitken** from WHO.

- 1.5 Welcomed UNICEF's commitment to explore administrative accommodations for the GAVI Secretariat, such as raising the threshold above which contracts need to go to tender (currently USD 10,000).
- 1.6 Requested UNICEF to provide a list of the 'core UN functions' that would be provided by UNICEF as host organization. These would be included in the memorandum of understanding (MOU).
- 1.7 Agreed that the next step is to develop a memorandum of understanding (MOU), that would include terms of reference (TORs) for the Executive Secretary/CEO, to be signed by the GAVI Board Chair, the Vaccine Fund EC Chair, and UNICEF. The process would be as follows:
 - 1.7.1 The Vaccine Fund lawyer (Lance Behnke) will produce a first draft of MOU by morning of Wednesday, 19 January
 - 1.7.2 Julian Lob-Levyt will produce first draft of Executive Secretary/CEO TORs by morning of Wednesday, 19 January.
 - 1.7.3 MOU and TORs to be negotiated/revised by 21 January.
 - 1.7.4 MOU and TORs to be submitted to GAVI Board and Vaccine Fund EC by 24 January.
 - 1.7.5 A joint GAVI Board/Vaccine Fund EC teleconference 31 January for final decision.