

## **Terms of Reference**

### **For an internal review of GAVI governance processes and structures**

#### **1 Purpose**

To examine the current operations of the GAVI Board and Executive Committee, and the support these bodies receive from the Secretariat and the Working Group, to identify options for optimizing the governance structures and processes of GAVI in order to improve its capacity to implement its longer-term strategy.

#### **2 Context**

By many measures, the GAVI alliance has been very successful in meeting its shared objectives over its first five years. Much of the success can be attributed to high-level and active participation from its Board members in guiding strategic development and implementation.

In July 2003 the Board decided to create an Executive Committee to improve efficiency and facilitate decision-making of the full Board, as the topics being presented to the Board become more and more complex. In creating the EC, the Board decided that its performance should be reviewed after one year of operation in relation to its agreed functions (see Attachment 1). The Board will need to consider whether the EC is fulfilling its intended purpose, and indeed whether it should continue, and if it is continued, whether its functions, membership, and responsibilities should be adapted.

With the need for a performance review of the EC comes an opportunity to broaden the effort to include other issues related to governance and decision-making in the GAVI Alliance. A paper developed in preparation for the EC Retreat in June called Issue Paper #2: *"Optimal Structures and Processes for GAVI and the Vaccine Fund"*, highlighted a number concerns that have been expressed, including:

- Lack of clarity of decisions made during Board and EC meetings and teleconferences and inaccuracies in the reporting of those decisions
- Agendas that are too full to allow adequate reflection and consideration of the issues
- The nature, modalities and expected outcome of mutual accountability in GAVI and how they should be effected and evaluated.
- Emergence of factions or sub-blocs within the Alliance and polarization of positions
- Involvement of the vaccine industry in the EC and other GAVI mechanisms, and how to reduce risk of conflict of interest.
- Unequal preparedness among Board members to consult, discuss and decide upon critical issues
- The role of the EC in relation to the Board and the decision-making responsibility of the EC.

After its meeting in June the GAVI EC felt that the GAVI chair should identify a special committee to address the variety of process and structural issues identified in the paper, and comments by GAVI Board members and others in reaction to the paper. The GAVI chair was asked to identify a special sub-group, including members of the Board, to prepare a report for the Board with recommendations addressing these issues.

### **3 Outcomes of the review**

Provide recommendations on the following issues, among others as defined by the team:

- The Board agenda.
- Preparation time for Board members.
- Support for Board members in decision-making and other mechanisms to assure wider engagement of the range of partners in Board processes and decisions.
- Clarity of decision-making at Board meetings.
- The authority of the EC in relation to the Board.
- Management evaluation of Board/EC/Working Group roles and relationships.
- Style of communication between Board/EC/Working Group.

Prepare a report and make a presentation to the Board at its December meeting.

### **4 Review Methods**

In order to increase the likelihood of partner buy-in and ownership of the process it is recommended that a subgroup of the Board conduct this management review. In addition, advice from an external expert on governance issues might help to provide creative solutions and objective problem-solving.

The following are suggested to be members of the management review subgroup:

- One international organization
- One developing country
- One industrialized country
- One industry
- One Working Group member

A suggested list of individuals for the subgroup is attached.

The Chair of this subgroup should be a Board member who is impartial, analytical and results-oriented, and who has varied experience with a number of Boards or alliances.

The review should if at all possible include interviews with all members of the Board, Working Group and Secretariat; past Board members and others integrally involved in the alliance.

### **5 Timing**

The review is expected to start in September with submission of a draft report by end October. The subgroup would report to the December 2004 Board meeting.

TORs: Internal review of GAVI governance processes and structures

## ATTACHMENT 1

### **Proposed composition of team to review GAVI governance process and structures**

CHAIR: Industrialized country industry, represented by John Lambert, Chiron

1. International organization: Joy Phumaphi, WHO
2. Developing country government: Professor Nymadawa, Mongolia (to be confirmed)
3. Industrialized country: Bruno Flourey, France
4. Working Group member: Sigrun Mogedal, Norad

## ATTACHMENT 2

[Excerpt from the Summary Report of the 11th GAVI Board Meeting, Washington, DC, 15-16 July 2003]

### 4. Improving Board Operations

- An Executive Committee of the GAVI Board could help to improve efficiency and facilitate decision-making of the full Board, as the topics being presented to the Board become more and more complex.
- The current two-year term of rotation may be too short for rotating members to fully build their constituencies and contribute to the GAVI Board.

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### DECISIONS – Improving Board Operations

#### The Board:

- 4.1 Approved the creation of a GAVI Board Executive Committee, to include all five renewable members (WHO, UNICEF, the World Bank, the Vaccine Fund and the Gates Foundation) and one rotating member each from developing and industrialized country governments. Based on consultations with Board members subsequent to the meeting, USAID (Anne Peterson) and Mozambique (Francisco Songane) have been elected as the first two rotating members of the Executive Committee.
  - 4.2 Decided that the performance of the EC should be reviewed after one year of operation in relation to its agreed functions, as outlined in terms of reference developed during the meeting which can be found in the revised *Proposal for improved GAVI Board operations*.
  - 4.3 Endorsed the proposal that other Board members should be consulted and participate in Executive Committee deliberations on specific topics as necessary.
  - 4.4 Decided that involvement of Board members – and not alternates – will be essential for the Executive Committee to be effective.
  - 4.5 Approved the extension of rotating Board member terms from two to three years.
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## ATTACHMENT 3

### **GAVI Board functions<sup>1</sup>**

The Board is the governing body of the Alliance and expresses the highest political commitment of partners. The Board:

- reviews, approves and updates joint objectives and milestones;
- considers the recommendations of the Independent Review Committee and approves support for country immunization programs, requests funds to be disbursed by The Vaccine Fund;
- notes and monitors the commitments of Partners to undertake certain strategies and activities;
- approves budgets of the Secretariat and any task force that might be established by the Board;
- contributes, through its members, to fundraising and advocacy activities;
- nominates the Executive Secretary and submits its name to the host organization for appointment;
- shape strategic vision and direction for the Alliance (ultimate decision-maker);
- provides highest level policy decisions stimulating GAVI partners to adopt new approaches and behaviors (e.g. alignment);
- resolves issues among partners.

### **GAVI EC functions<sup>2</sup>**

Report on proposed strategic priorities to the full Board and make recommendations regarding their adoption.

- a) Based on approved priorities, guide and oversee the process of strategic planning and the development of the GAVI work plan.
- b) Report to the full Board on key ongoing strategic and operational issues facing the Alliance.
- c) Report to the full Board on progress and outcomes, ensuring alignment with strategic objectives and values in a transparent manner
- d) Review and act on recommendations of the IRC on country proposals, and request payments from The Vaccine Fund between full Board meetings.
- e) Report to the full Board on any major issues or conflicts arising from a systematic review of Alliance strategies and plans vis à vis the strategies and plans of The Vaccine Fund.
- f) Be responsible for any other functions delegated to it by the full Board.

### **GAVI Working Group functions<sup>1</sup>**

The Working Group will facilitate the implementation of the decisions and policies of the Board through;

- Communicating major Board decisions – such as new Fund policies and country proposal decisions – to partner constituencies at the regional and national levels.
  - Acting as a bridge between the Alliance and operations of individual organizations ensuring operations are consistent with GAVI and Partner objectives
  - Monitor progress to identify issues arising from Partners (including task forces, regional working groups, countries) that require Board decisions
  - Prepare background documentation for Board to make decisions – preferred practice is to provide more than one recommendation
  - Oversee operations of GAVI structures, including involvement in the appropriate task forces, and identify important structural issues for Board decision
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<sup>1</sup> From “GAVI and The Vaccine Fund – Roles and Responsibilities”, prepared the GAVI Working Group and adopted by the GAVI Board, November 2001.

<sup>2</sup> From Proposal for improved GAVI Board operations, 11<sup>th</sup> GAVI Board meeting, Washington, DC.