

CONFIDENTIAL

Strengthening GAVI's Governance Processes and Structures in the Context of Convergence



Final report - Exhibits
December, 2004

Exhibit 1

GOVERNANCE REVIEW CONDUCTED AROUND HISTORICAL AND FUTURE CHALLENGES

Context and expectations of review

Existing challenges with current governance processes and structure	<ul style="list-style-type: none"> • Review performance of EC after one year operation • Tackle other concerns related to GAVI's governance <ul style="list-style-type: none"> – Effectiveness of overall governance bodies and mechanisms – Effectiveness of Board structure, agenda, meeting processes and outcomes – Roles, responsibilities, accountability of other governance elements
New governance needs and requirements given convergence with Vaccine Fund and IFF mechanism	<ul style="list-style-type: none"> • Consider effects on GAVI governance from <ul style="list-style-type: none"> – Unification of the GAVI secretariat and Vaccine Fund management – Introduction of the International Financing Facility

Proposed objectives of the review

<ol style="list-style-type: none"> ① Evaluate the current governance model of GAVI including changes introduced over the last few years <ul style="list-style-type: none"> • Roles and rationale of existing governance mechanisms • Assessment of relationship between Board, EC and WG for governance and decision making purposes • Effectiveness and gaps in current governance process ② Propose alternative governance models for GAVI, incorporating options for the converged entity <ul style="list-style-type: none"> • Overall architecture design (e.g., purpose, core elements) • Specific purposes and roles of different bodies (e.g., mandate, authority, decision making) • Composition of Board/other bodies (e.g., role of industry, tenure and rotation of members) • Core processes (e.g., agenda setting, meeting management, communication) • Supporting systems (e.g., meeting preparation, stakeholder consultation) ③ Establish consensus among stakeholders around governance challenges and recommendations <ul style="list-style-type: none"> • Permanent work with governance subgroup • Consultation with key stakeholders (interviews, surveys, etc.)
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Exhibit 2

GAVI GOVERNANCE REVIEW PROCESS

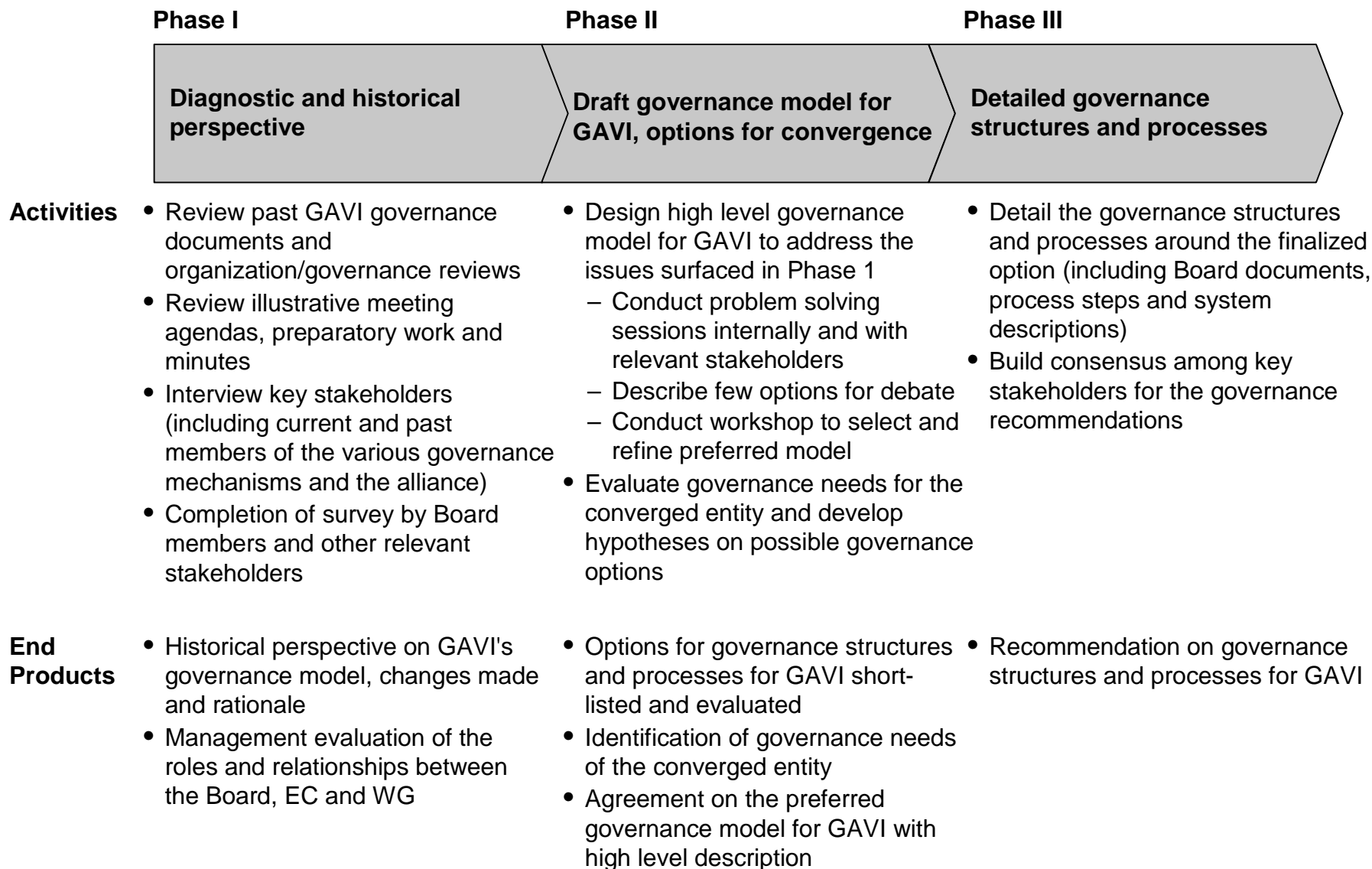


Exhibit 3

SCOPE OF GOVERNANCE SURVEY AND INTERVIEWS

In-depth interviews

- Aimed at collecting opinions and views on GAVI governance and reform opportunities

People Interviewed

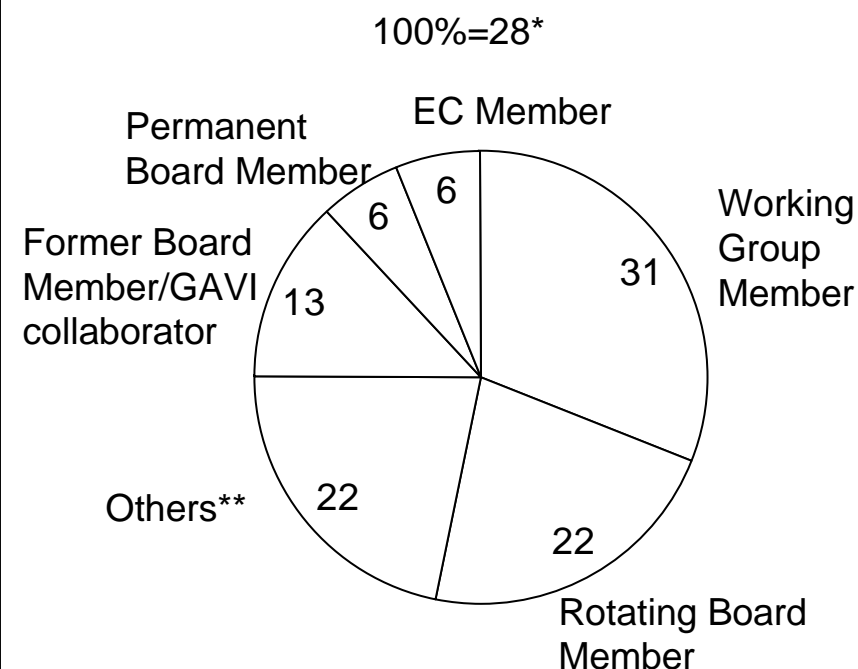
- | | |
|---------------------|-----------------------|
| • Kul C. Gautam | UNICEF |
| • Pascal Villeneuve | UNICEF |
| • Joy Phumaphi | WHO |
| • Michel Zafran | WHO |
| • Jean-Louis Sarbib | World Bank |
| • Montasser Kamal | Canada |
| • Bruno Flourey | France |
| • Sigrun Mogedal | NORAD |
| • Richard Klausner | Gates Foundation |
| • John Lambert | Chiron |
| • Suresh Jadhav | Serum institute India |
| • Jean Stephenne | Gskbio |
| • Dave Williams | Aventis Pasteur |
| • Tore Godal | GAVI secretariat |
| • Lisa Jacobs | GAVI secretariat |
| • Julian Lob-Levyt | GAVI secretariat |

Governance survey

- Aimed at assessing governance performance and identifying opportunities
- Administered to Board, EC and Working Group members of GAVI, as well as to a selected group of current and former GAVI collaborators

Details of respondents

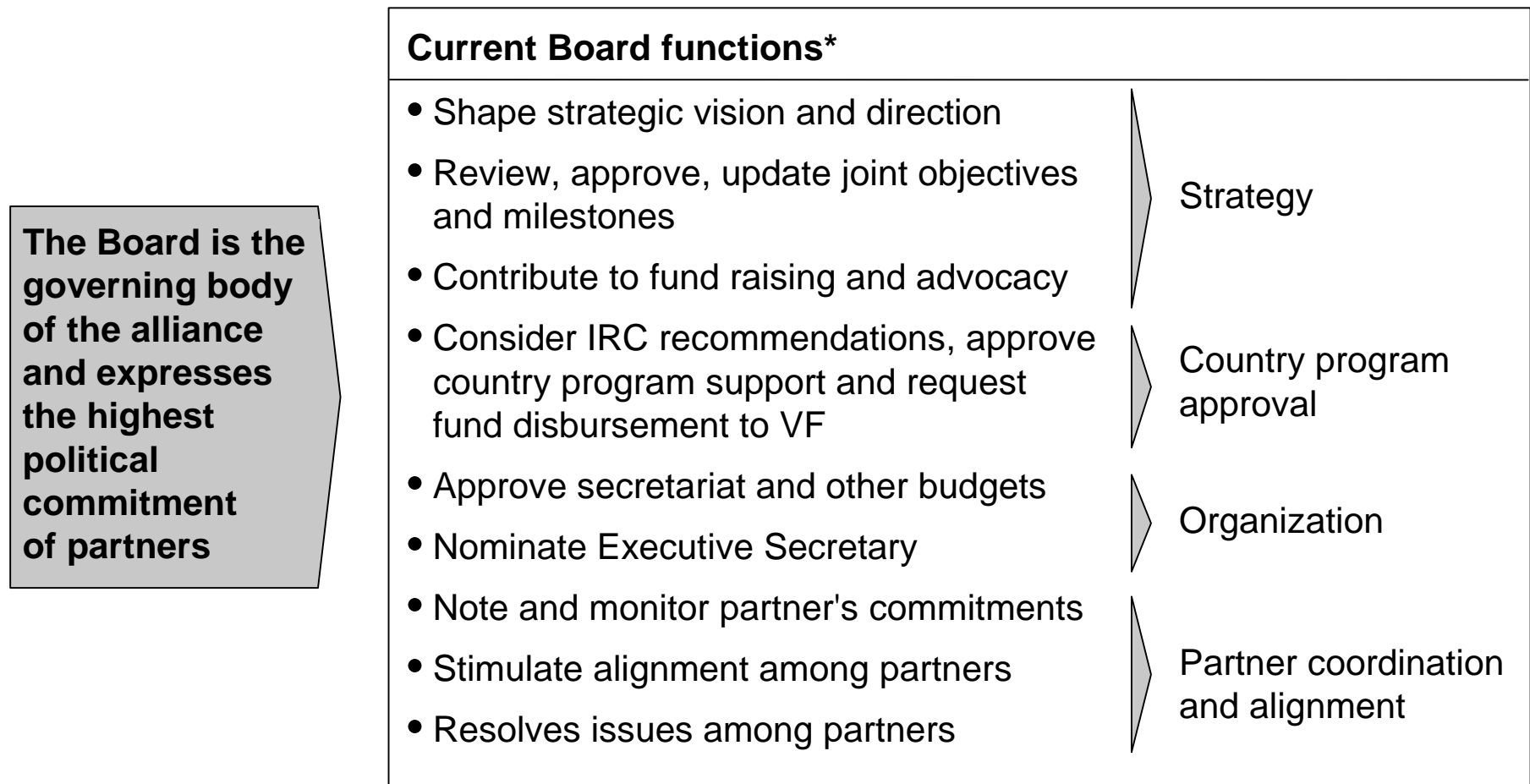
Percent



* Some respondents have multiple roles, which are accounted for in the distribution. Not all questions answered by all participants

** Others include IRC members, Former WG members, others

CURRENT DEFINITION OF GAVI'S BOARD FUNCTIONS



* Summarized from current Board function, as approved in the November 2001 GAVI Board

Exhibit 5 HISTORICALLY, BOARD HAS FOCUSED ON FIVE ISSUES DURING ITS MEETINGS*

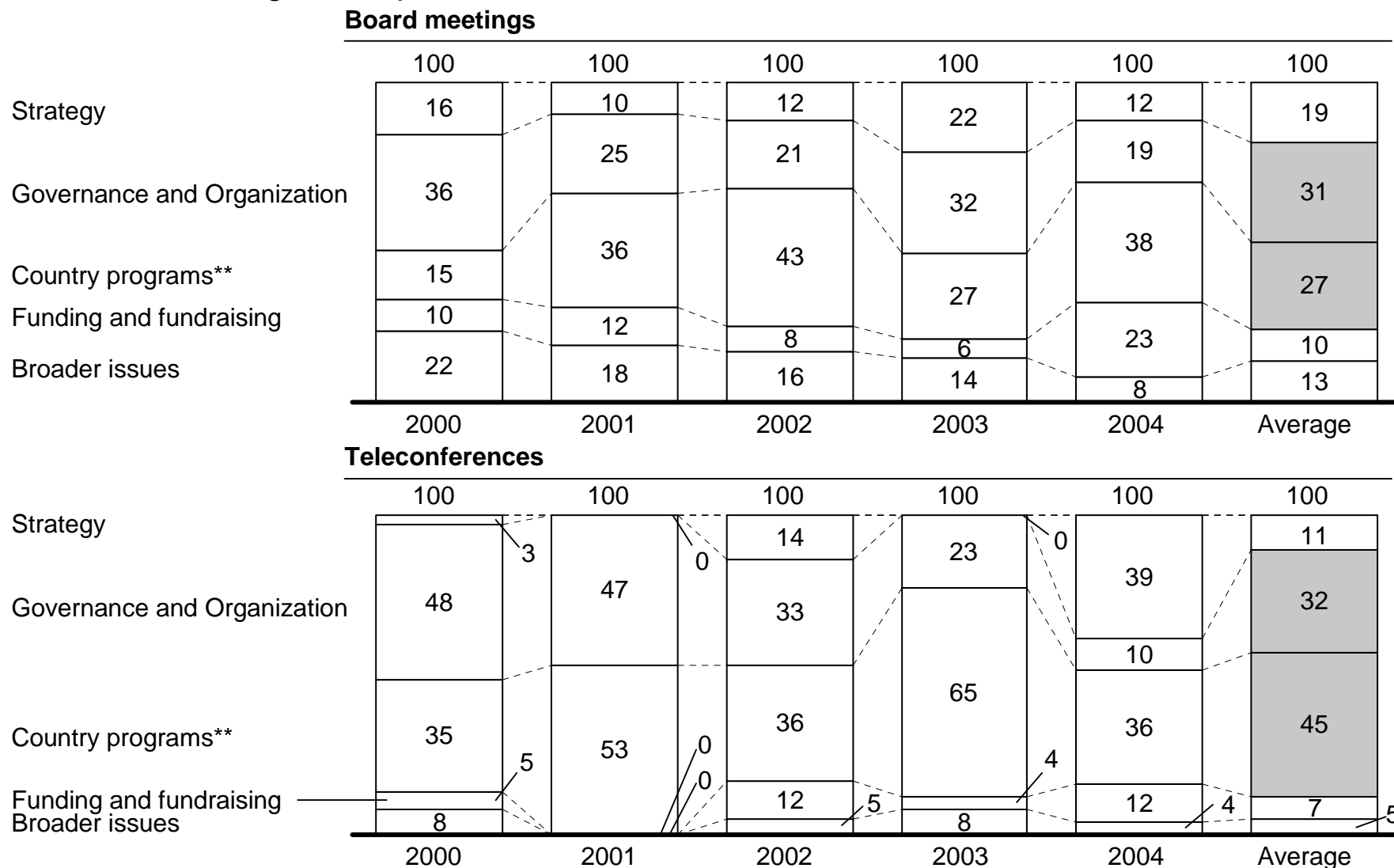
Issues	Description
1 Strategy and planning	<ul style="list-style-type: none"> • Definition of vision and setting of broad targets for the alliance • Definition of Workplan for GAVI
2 Governance and Organization	<ul style="list-style-type: none"> • Definition of roles and interactions among GAVI bodies • Other governance issues (Board seats and turnover, Executive Secretary selection, secretariat staffing)
3 Country programs <div style="margin-left: 100px;"> Approval Monitoring Other support issues </div>	<ul style="list-style-type: none"> • Endorsement of IRC recommendations • Funding requests to the Vaccine Fund • IRC program updates • Endorsement of IRC recommendations regarding follow-up programs • Related funding requests to the Vaccine fund • Country selection procedures • Vaccine procurement • Capacity building, fund channeling
4 Funding and fundraising	<ul style="list-style-type: none"> • Alliance funding strategy and funding needs • Specific funding issues (financial sustainability, GAVI budget, IFF)
5 Broader issues	<ul style="list-style-type: none"> • Interaction with other health sector institutions • Overview of country-specific health situation • Overview of vaccine R&D status

* Including teleconferences

Source: Board meetings and teleconferences minutes since 1999, team analysis

Exhibit 6 COUNTRY PROGRAMS AND GOVERNANCE ISSUES HAVE BEEN MOST FREQUENT POINTS OF BOARD AGENDAS

Percent of total agenda topics*



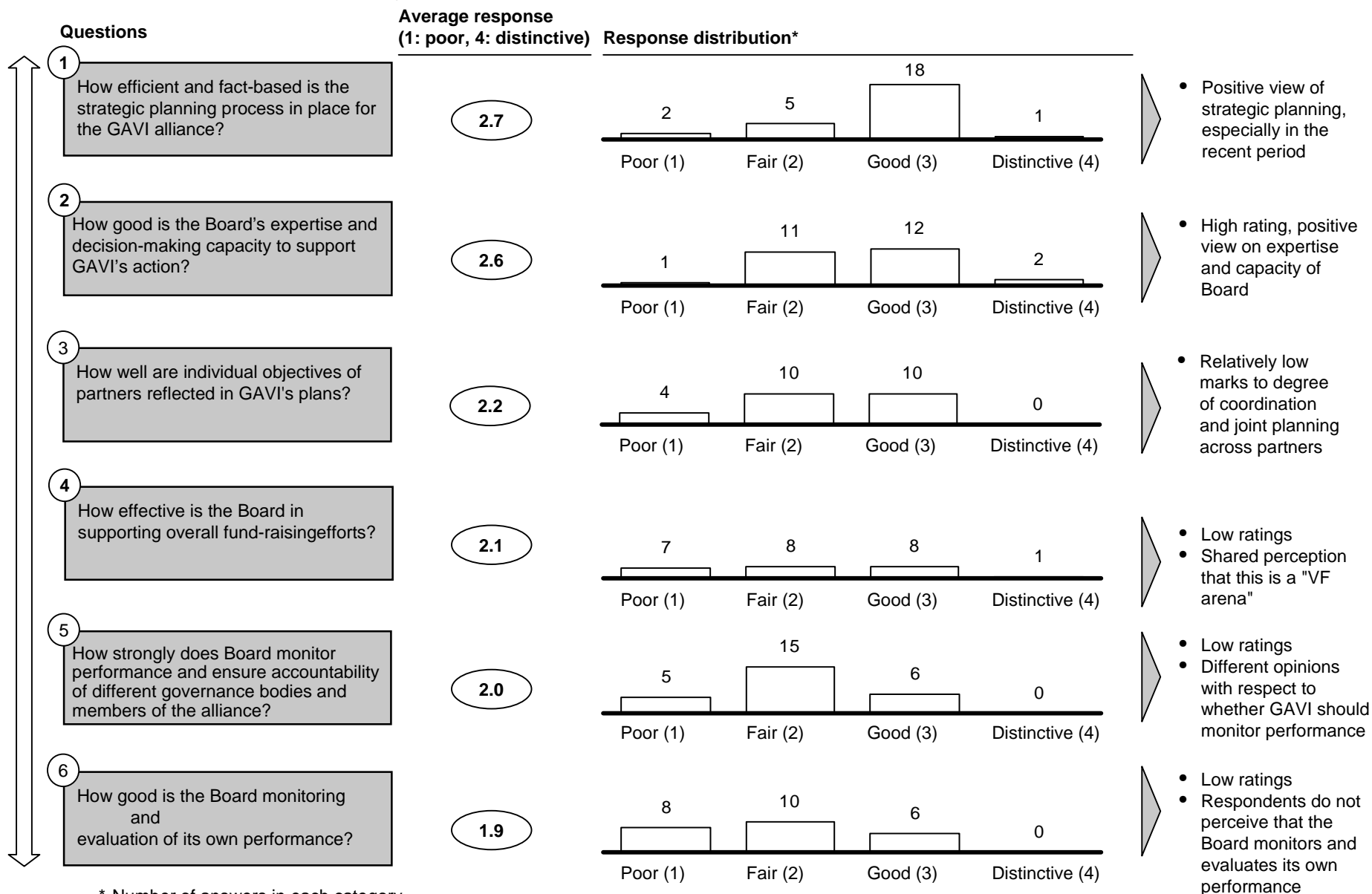
* Does not consider time distribution among agenda topics

** Includes approval, monitoring, and other country program issues

Source: Board and teleconference minutes, team analysis

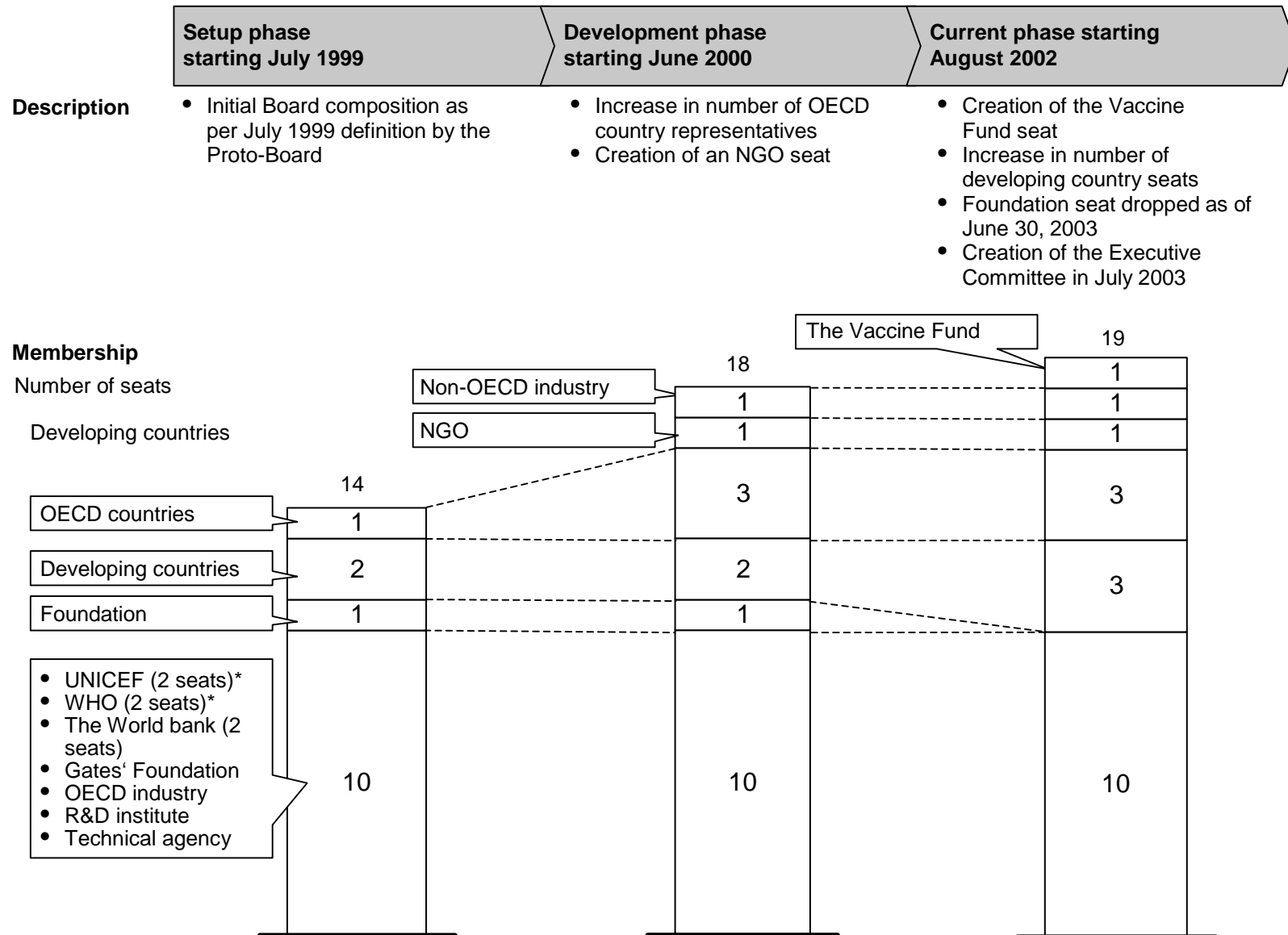
Exhibit 7 PERFORMANCE ASSESSMENT OF GAVI BOARD

Selected results from survey



* Number of answers in each category
Source: Governance survey, October 2004

Exhibit 8 EVOLUTION OF GAVI BOARD COMPOSITION



* One act as Board chair, rotating between UNICEF and WHO. Includes ex officio seats of UNICEF and the World Bank

Source: GAVI Board minutes, team analysis

Exhibit 9

GAVI BOARD CURRENT COMPOSITION

Renewable members

- | | |
|-------------------------------------|---------------------------------|
| • Bill and Melinda Gates Foundation | ① Richard Klausner |
| • UNICEF | ② Carol Bellamy (ex officio) |
| | ③ Pascal Villeneuve |
| • The Vaccine Fund | ④ Jacques-François Martin |
| • The World Bank Group | ⑤ James Wolfensohn (ex officio) |
| | ⑥ Jean-Louis Sarbib |
| • WHO | ⑦ Lee Jong-Wook (Board chair) |
| | ⑧ Joy Phumaphi |

Rotating member

- | | |
|--|---|
| • Governments of developing countries | ⑨ Pagrajav Nymadawa (Mongolia) |
| | ⑩ Francisco F. Songane (Mozambique) |
| | ⑪ Khandaker M. Hossain (Bangladesh) |
| • Governments of industrialized countries | ⑫ Aileen Carroll (Canada) |
| | ⑬ Renaud Muselier (France) |
| | ⑭ Annika Bjurner Söder (Sweden) |
| • Technical health institute | ⑮ Arlene King (Health Canada) |
| • Vaccine industry in developing countries | ⑯ Suresh Sakharam Jadhav (Serum Institute of India) |
| • Vaccine industry in industrialized countries | ⑰ John Lambert (Chiron) |
| • Non-governmental organization | ⑱ Vacant |
| • Research institutes | ⑲ Jan Roland Holmgren (Sweden) |
| ----- | |
| • GAVI Secretariat | • Tore Godal (Board secretary) |

DEFINITION OF GAVI'S BOARD FUNCTIONS

The Board is the governing body of the alliance and expresses the highest political commitment of partners

Suggested Board functions*

- ① Shape strategic vision and direction
- ② Review, approve, update joint objectives and milestones
- ③ Consider IRC recommendations, approve country program support and request fund disbursement to VF
- ④ **Approve and control workplan and secretariat budgets**
- ⑤ Nominate Executive Secretary
- ⑥ **Monitoring commitment, stimulating alignment, and resolving issues among partners**
- ⑦ Contribute to fund raising and advocacy

* Most are summarized from Board functions, as approved in the November 2001 GAVI Board. Reworded functions appear in bold letters

Exhibit 11

IMPROVING BOARD'S ADVOCACY AND FUND RAISING ROLE

Area	Key concerns and suggestions*	Selected comments
Awareness enhancement, advocacy	<ul style="list-style-type: none"> Historically not a priority Conflict of interests and tensions among partners 	<ul style="list-style-type: none"> <i>"GAVI is amazingly well known in the national and international health communities"</i> <i>"Too much tension and lack of trust [makes difficult to have] a coherent and collegial PR policy"</i> <i>"More could be done ... has been managed by the secretariat and the vaccine fund"</i> <i>"Members promote their own targets, not those of the alliance"</i>
Fund raising	<ul style="list-style-type: none"> Low involvement in fund raising Some rivalry and conflict of interest among partners highlighted 	<ul style="list-style-type: none"> <i>"Unaware that the GAVI Board is involved at all in fundraising. Isn't that the job of the Vaccine Fund to date?"</i> <i>"In the early days of the Alliance, Board members were keen to wear a "GAVI" hat and support overall advocacy/fundraising efforts; over the last few years, there has been much more institutional jockeying and competition for resources"</i>

* From survey and interviews

PARTIAL OR TOTAL DELEGATION OF DECISION MAKING

	Area	Description	Recipient
<p>Objective</p> <p>Guarantee focus of the Board on core issues through the delegation of certain topics to other instances</p>	<p>Country programs</p>	<ul style="list-style-type: none"> • Analysis of country proposals and program progress, and development of reports* 	<ul style="list-style-type: none"> • IRC
	<p>Operation</p>	<ul style="list-style-type: none"> • Authority to request financial support renewal for ongoing VF-funded country level activities • Secretariat staff and hiring approval • Day-to-day management of alliance, including operational decisions at alliance or program level* • Development of technical and policy papers with guidelines provided by the Board* 	<ul style="list-style-type: none"> • EC • Secretariat
	<p>Budget preparation implementation</p>	<ul style="list-style-type: none"> • Preparation and implementation of secretariat and other task forces budget (in line with workplan) 	<ul style="list-style-type: none"> • WG • Ad-hoc Groups • EC

* As done today

Exhibit 13

CURRENT DEFINITION OF ROLE OF EXECUTIVE COMMITTEE

Rationale* to create and Executive Committee

- "Included in the [2002] GAVI review ... was a recommendation to create a number of standing sub groups, ... with the growing complexity of GAVI the Board may wish to ... consider new options to improve efficiency ..."

An Executive Committee

- "... could smooth the ongoing planning, managing and monitoring of GAVI activities ..."
- "... would facilitate a closer supervision and implementation of GAVI's activities, including secretariat functions ..."
- "... [would remove] day-to-day management responsibilities, allowing the Board to focus solely on big issues and decisions"
- "... would inform and facilitate decision-making by the Board, who will retain all GAVI decision-making responsibilities"

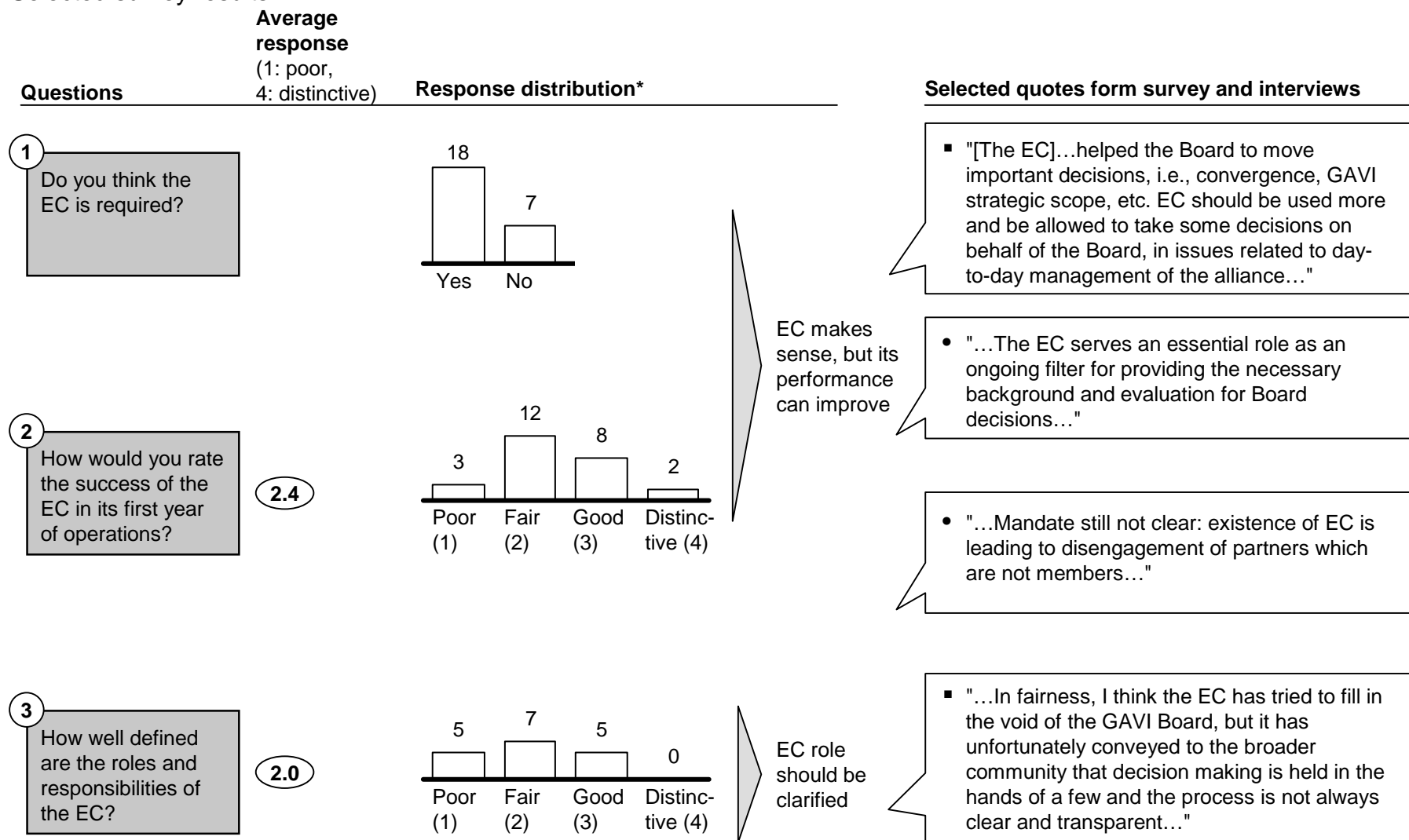
GAVI EC functions

- Report on proposed strategic priorities to the full Board and make recommendations regarding their adoption
- Based on approved priorities, guide and oversee the process of strategic planning and the development of the GAVI work plan
- Report to the full Board on key ongoing strategic and operational issues facing the Alliance
- Report to the full Board on progress and outcomes, ensuring alignment with strategic objectives and values in a transparent manner
- Review and act on recommendations of the IRC on country proposals, and request payments from The Vaccine Fund between full Board meetings
- 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
- Be responsible for any other functions delegated to it by the full Board

* As included in the proposal presented and approved by the Board

Exhibit 14 FUNCTIONS PERFORMED BY EC ARE NECESSARY, BUT THERE ARE IMPROVEMENT OPPORTUNITIES

Selected survey results



* Number of answers in each category
Source: Governance survey, October 2004

Exhibit 15

EVALUATION OF DISCUSSION TOPICS AT EC MEETINGS

Executive committee meeting

Topic	Oct 2003	Nov 2003	Jan 2004	Feb 2004	Mar 2004	Jun 2004	Jul 2004	Aug 2004
Strategy	<ul style="list-style-type: none"> • 2004–05 workplan • Long-term strategic issues 	<ul style="list-style-type: none"> • 2004–05 workplan 	<ul style="list-style-type: none"> • Convergence study • Long-term investment strategy 	<ul style="list-style-type: none"> • Convergence study • Investment case framework • IFF 		<ul style="list-style-type: none"> • Long-term priorities and the role of GAVI and alliance partners 		
Country programs			<ul style="list-style-type: none"> • Vaccine procurement 	<ul style="list-style-type: none"> • Approval of certain IRC recommendations 	<ul style="list-style-type: none"> • Vaccine provision • Funding for Sierra Leone 	<ul style="list-style-type: none"> • Long-term (vaccine) procurement strategy 	<ul style="list-style-type: none"> • Approval of IRC recommendations 	
Governance and organization	<ul style="list-style-type: none"> • EC TORs • Partner's meeting • Next EC meeting 		<ul style="list-style-type: none"> • Meeting management suggestions 		<ul style="list-style-type: none"> • Topic for EC retreat • Meeting management suggestions 	<ul style="list-style-type: none"> • Optimal structures and processes for GAVI and the VF moving forward 		
Funding and fundraising						<ul style="list-style-type: none"> • Resource requirements for immunization in general; GAVI/VF 		<ul style="list-style-type: none"> • IFF immunization pilot update
Others		<ul style="list-style-type: none"> • Minutes of previous meeting • Other procedural issues 						

Some items discussed originally, not part of EC mandate

Source: EC meeting minutes, team analysis

Exhibit 16 GAVI EC CURRENT COMPOSITION

Renewable members

- Bill and Melinda Gates Foundation ① Richard Klausner
- UNICEF ② Carol Bellamy/Kul C. Gautam
- The Vaccine Fund ③ Jacques-François Martin
- The World Bank Group ④ James Wolfensohn /Jean-Louis Sarbib
- WHO ⑤ Lee Jong-Wook (Chair)

Rotating members

- Government of developing country ⑥ Francisco F Songane (Mozambique)
 - Government of industrialized country ⑦ Montasser Kamal (Canada)
-
- GAVI Secretariat • Tore Godal

Exhibit 17

EXECUTIVE COMMITTEE – ALTERNATIVE 1: MORE DETAILED MANDATE

Composition	
• Bill and Melinda Gates Foundation	① Richard Klausner
• UNICEF	② Carol Bellamy/ Kul C. Gautam
• The World Bank Group	③ James Wolfensohn / Jean-Louis Sarbib
• WHO	④ Lee Jong-Wook (Chair)
• Government of developing countries	⑤ Francisco F Songane (Mozambique)
• Government of industrialized countries	⑥ Montasser Kamal (Canada)

• GAVI Secretariat	• Tore Godal

Only VF seat eliminated due to convergence

Functions
<ul style="list-style-type: none"> • Support the Board in setting strategic vision and direction through its own discussions and the generation of recommendations to the Board; • Guide and oversee the strategic planning process through the definition of objectives and milestones and the development of the GAVI workplan together with the GAVI secretariat; • Support the Board in alliance coordination and conflict resolution • Monitor and report to the Board on key ongoing strategic and operational issues in the Alliance and on the progress and outcomes of the alliance workplan; • Review and act on recommendations of the IRC on country proposals, and request payments to the Vaccine Fund between full Board meetings • Execute other tasks related to the functions listed above delegated to it by the full Board.

Functions are those currently defined for the EC (some wording modifications)

Exhibit 18 EXECUTIVE COMMITTEE – ALTERNATIVE 2: EXPANDED COMPOSITION AND A MORE DETAILED MANDATE

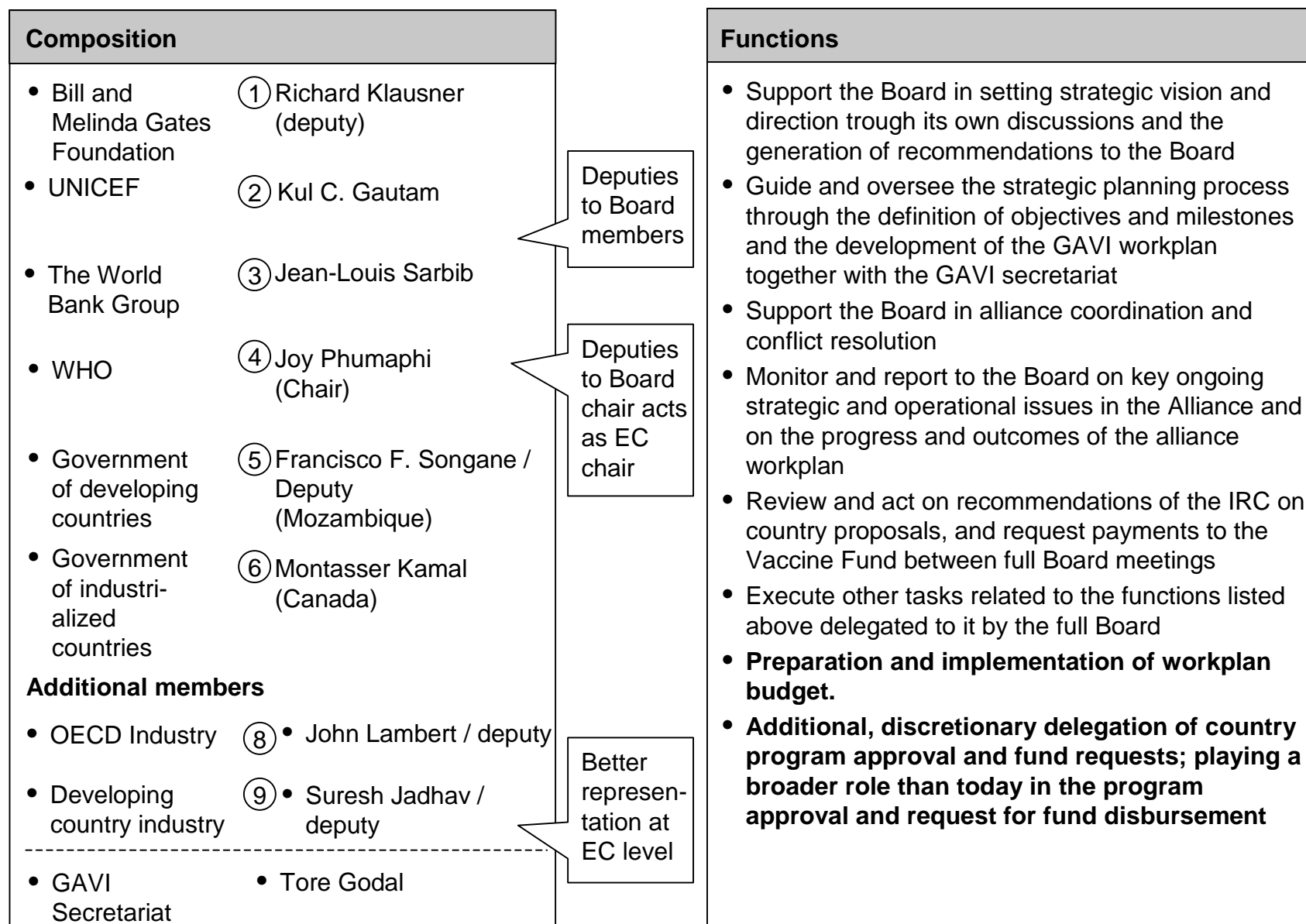
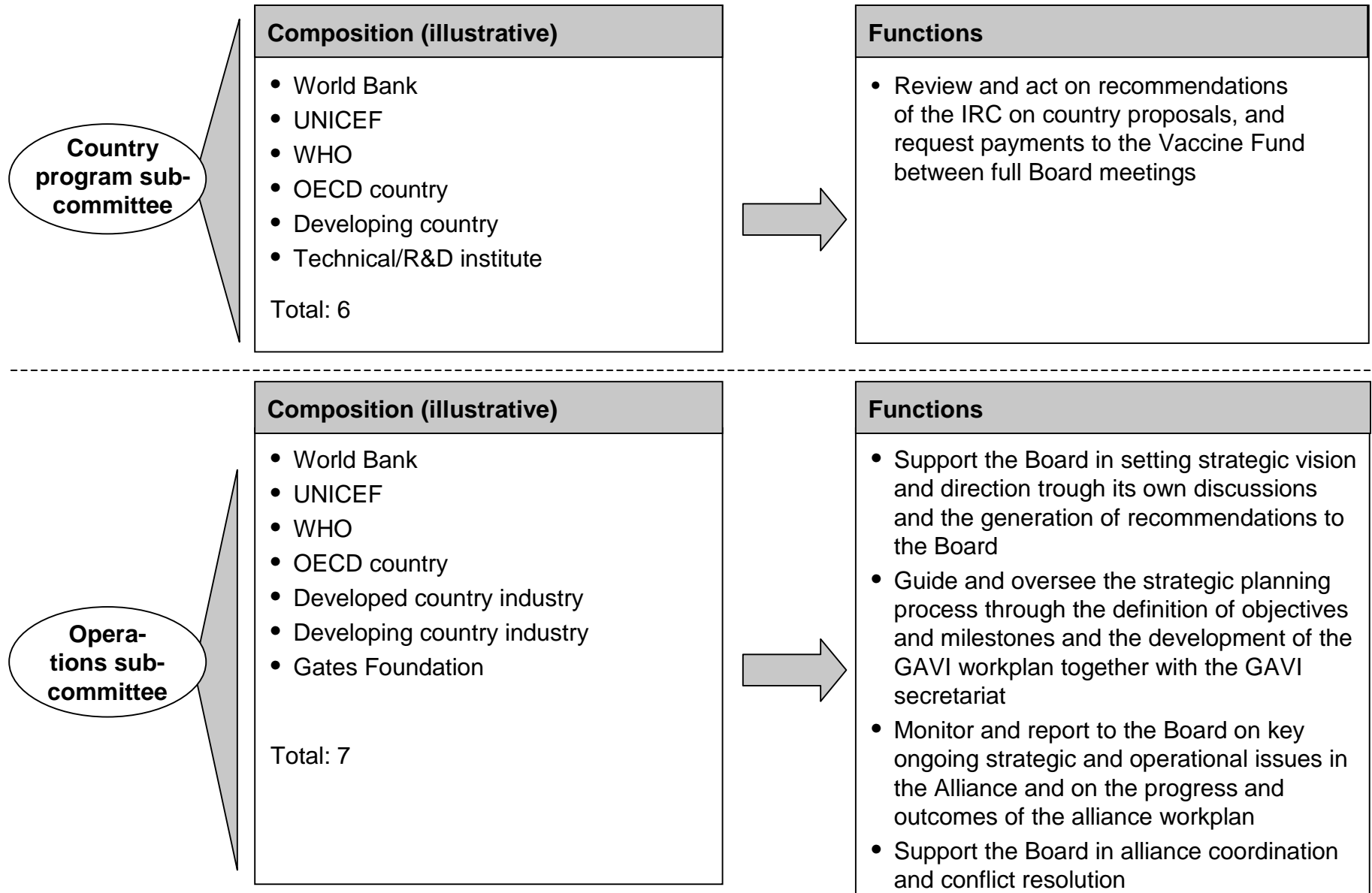


Exhibit 19 EXECUTIVE COMMITTEE – ALTERNATIVE 3: REPLACE EC BY TWO PERMANENT SUB-COMMITTEES



CURRENT WORKING GROUP FUNCTIONS*

- 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
- Coordinates the operations of the task forces and assesses their progress on workplans;
- Performs any other functions entrusted to it by the Board

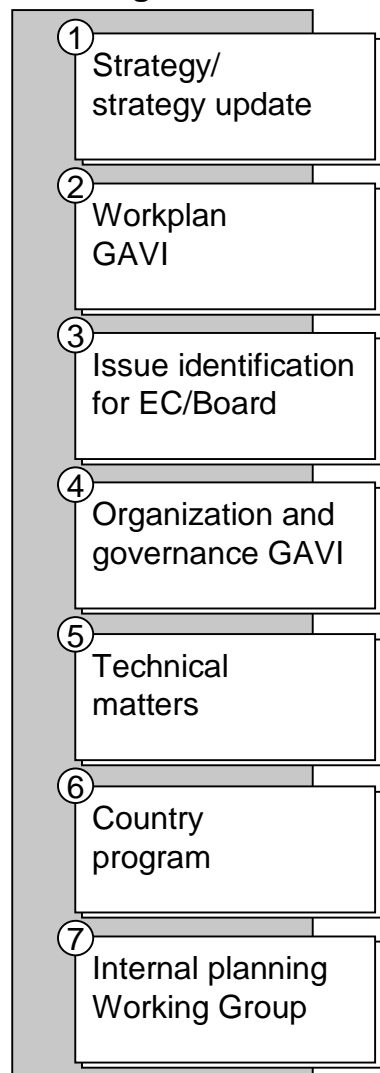
* As stated in Board document and currently on GAVI's site. Note that in the proposal for the creation of the EC (July 2003), it is mentioned that "the establishment of the EC (will) not change the current functions of the Working Group"

CURRENT GAVI SECRETARIAT FUNCTIONS

- Manages the review of country proposals, including: working with the partners to identify Independent Review Committee members; correspondence with members; hosting the 10-day proposal review sessions two to three times per year; preparing documentation for the reviews; preparing documentation for presentation to the Board; drafting and managing correspondence with countries regarding the outcome of reviews.
- Services the Board, including: working with the Board Chair to finalize meeting dates, locations and agendas; preparing all correspondence with Board members; drafting and publishing the reports of the meetings and teleconferences; working with constituencies to nominate new members; providing human resource and financial support to developing country health ministry members.
- Services the Working Group, including: Managing all teleconferences and meetings; drafting meeting and teleconference agendas and reports.
- Coordinates the activities of the task forces
- Prepares and disseminates consistent documentation on GAVI policies and procedures.
- Manages the website and quarterly publication.
- Arranges the Partners' Meeting every two years.
- Coordinates and monitors the progress of activities including progress towards the Alliance milestones.

Exhibit 22 ANALYSIS OF WORKING GROUP AGENDAS SHOW MULTIPLICITY OF TOPICS TACKLED BY WG

Categories of topics in WG agenda

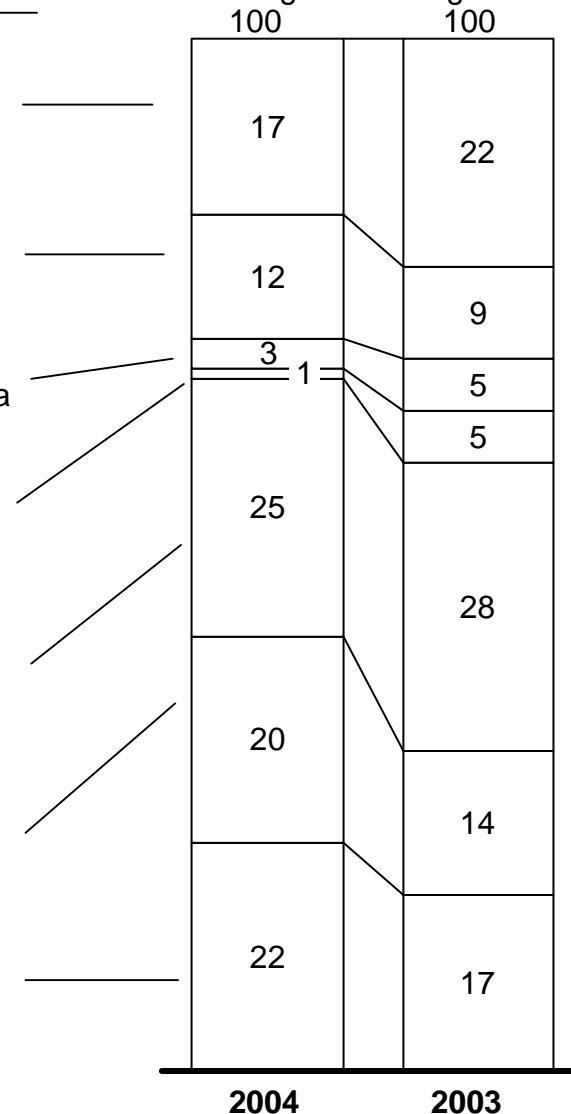


Example of topics

- Challenges and opportunities for 2004
- 2003 GAVI/VF progress report
- IFF progress
- Centralization of decision making at EVs
- Workplan implementation
- Workplan reporting and financing
- Workplan update to Board
- Agenda discussion for EC meeting
- Discussion of Board teleconference agenda
- EC performance review
- Phasing-in of injection safety
- ISS study
- VF sponsored research projects
- Master investment case
- GAVI secretariat country visits
- Investment case framework
- IRC review team recommendations
- Next WG meeting agenda
- Functioning of the WG
- WG meeting report

Analysis of Board agenda

Percentage of total agenda topics*



* Including teleconference, does not consider time or priority of agenda points

Source: Minutes of Working Group meetings and teleconferences

GAVI WORKING GROUP CURRENT COMPOSITION

Working group

- | | |
|--------------------------------------|------------------------------------|
| ① Oleg Benes (Moldova) | ⑦ Sigrun Mogedal (NORAD) |
| ② A. Mushtaque R. Choudhury (BRAC) | ⑧ Steve Landry (Gates Foundation) |
| ③ Tore Godal (Chair) | ⑨ Elaine C. Esber (Merck) |
| ④ Patrick Zuber (WHO) | ⑩ Susan McKinney (USAID) |
| ⑤ Fabian McKinnon (The Vaccine Fund) | ⑪ Anthony Measham (The World Bank) |
| ⑥ Ahmed Magan (UNICEF) | |

Exhibit 24

ALTERNATIVES FOR WORKING GROUP (SGG) ROLE AND COMPOSITION

	Continue with Hybrid model	Make WG purely skill-based	Make WG Representation-based
Composition	<ul style="list-style-type: none"> • Selection criteria primarily based on capacity to contribute given technical skill and knowledge • Selection of members ensuring appropriate participation from GAVI partners 	<ul style="list-style-type: none"> • Set pre-allocation to GAVI partners is dropped • GAVI secretary names WG members, requesting Board approval • Selection criteria should be based on capacity to contribute given technical skill and knowledge 	<ul style="list-style-type: none"> • Enforce today's allocation of seats • Add two more seats: <ul style="list-style-type: none"> – Additional developing country – Developing country industry
Functions	<ul style="list-style-type: none"> • Primary focus on <ul style="list-style-type: none"> – GAVI workplan – Issue identification and preparation of EC and Board agendas – Technical matters – Country programs 		

SUGGESTED WORKING GROUP (SGG) FUNCTIONS*

- 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 the secretariat, to be submitted to the Board for decisions – preferred practice is to provide more than one recommendation**
- **Provide technical assistance on topic relevant for the alliance**
- Oversee operations of GAVI structures, including involvement in the appropriate task forces, and identify important structural issues for Board decision
- **Performs any other functions entrusted to it by the secretariat**

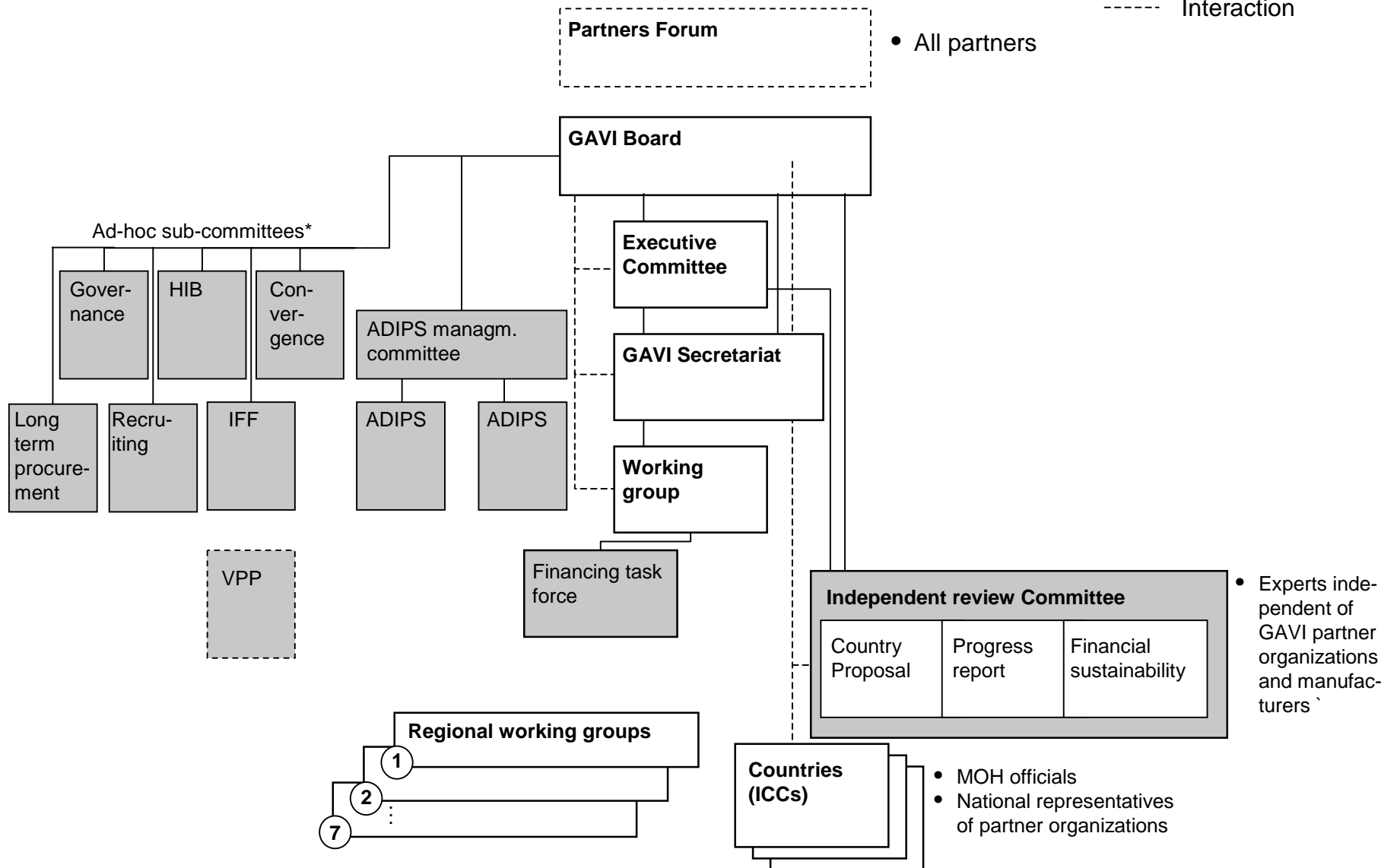
* minor adjustments and modifications, in bold

Source: GAVI and the VF: roles and responsibilities. Adopted by the GAVI Board, November 26, 2001. Interviews and survey

Exhibit 26 GAVI GOVERNANCE STRUCTURE TODAY

GAVI_Governance_report exhibits

- Other GAVI bodies
- Reporting line
- Interaction

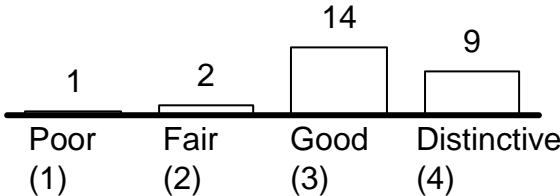



* Dissolved when task is completed. Differing composition of around 5–10 members

Source: GAVI website, interviews, team analysis

Exhibit 27 PERFORMANCE OF IRC AND SECRETARIAT

Selected survey results

Questions	Average response (1:poor, 4:distinctive)	Response distribution*	Selected quotes from survey and interviews										
<p>How would you assess the performance of the IRC in the provision of independent expertise for evaluation country proposals?</p>	<p>3.2</p>	 <table border="1"> <tr> <th>Category</th> <th>Count</th> </tr> <tr> <td>Poor (1)</td> <td>1</td> </tr> <tr> <td>Fair (2)</td> <td>2</td> </tr> <tr> <td>Good (3)</td> <td>14</td> </tr> <tr> <td>Distinctive (4)</td> <td>9</td> </tr> </table>	Category	Count	Poor (1)	1	Fair (2)	2	Good (3)	14	Distinctive (4)	9	<ul style="list-style-type: none"> • "The IRC mechanism has worked extremely well" • "It has been the biggest positive surprise of the Alliance. Outstanding job in any respect" • "... should try to perform clearer documents for the Board to decide on"
Category	Count												
Poor (1)	1												
Fair (2)	2												
Good (3)	14												
Distinctive (4)	9												
<p>How would you assess the current role of the secretariat in supporting GAVI's operations?</p>	<p>3.0</p>	 <table border="1"> <tr> <th>Category</th> <th>Count</th> </tr> <tr> <td>Poor (1)</td> <td>1</td> </tr> <tr> <td>Fair (2)</td> <td>4</td> </tr> <tr> <td>Good (3)</td> <td>17</td> </tr> <tr> <td>Distinctive (4)</td> <td>5</td> </tr> </table>	Category	Count	Poor (1)	1	Fair (2)	4	Good (3)	17	Distinctive (4)	5	<ul style="list-style-type: none"> • "The Secretariat does an admirable job of supporting GAVI operations" • "The Secretariat is efficient and forthcoming. Needs to continue working on the image of the Alliance as an Alliance, not competitor" • "The GAVI Secretariat, initially intended to remain "lean and mean" has grown considerably. It has become an organization on its own"
Category	Count												
Poor (1)	1												
Fair (2)	4												
Good (3)	17												
Distinctive (4)	5												

* Number of answers in each category
Source: Governance survey, October 2004

Exhibit 28

OPPORTUNITIES ON AGENDA SETTING AND MEETING PREPARATION

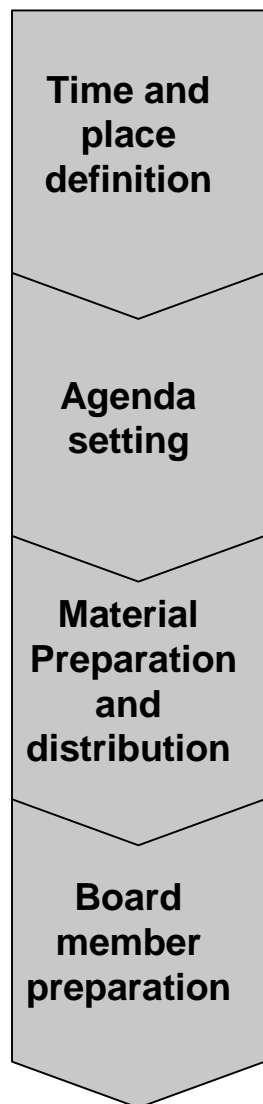
Selected survey results

Questions	Average response (1: poor, 4: distinctive)	Response distribution*	Selected quotes from survey and interviews												
<p>Are the Board meetings and calls prepared appropriately?</p>	2.8	<table border="1"> <tr> <th>Category</th> <th>Number of Responses</th> </tr> <tr> <td>Poor (1)</td> <td>1</td> </tr> <tr> <td>Fair (2)</td> <td>6</td> </tr> <tr> <td>Good (3)</td> <td>13</td> </tr> <tr> <td>Distinctive (4)</td> <td>4</td> </tr> </table>	Category	Number of Responses	Poor (1)	1	Fair (2)	6	Good (3)	13	Distinctive (4)	4	<ul style="list-style-type: none"> • "...Documents are regularly late and sometimes not adequate..." • "...Issues and nuances of the issues should be more clearly shared with Board meetings..." • "The date of the Board meeting has changed, the date is too close for that, we have other commitments..." 		
Category	Number of Responses														
Poor (1)	1														
Fair (2)	6														
Good (3)	13														
Distinctive (4)	4														
<p>How much in advance should materials be sent to you for Board meetings?</p>	6.4	<table border="1"> <tr> <th>Days</th> <th>Number of Responses</th> </tr> <tr> <td>2</td> <td>0</td> </tr> <tr> <td>5</td> <td>1</td> </tr> <tr> <td>7</td> <td>7</td> </tr> <tr> <td>10</td> <td>9</td> </tr> <tr> <td>15</td> <td>7</td> </tr> </table>	Days	Number of Responses	2	0	5	1	7	7	10	9	15	7	<ul style="list-style-type: none"> • "...Actually more than 15 days, if Board members shall have a chance to consult with other constituencies..." • "...The materials...are seldom received with sufficient time...I am not sure this is the fault of the secretariat..."
Days	Number of Responses														
2	0														
5	1														
7	7														
10	9														
15	7														
<p>Is the agenda-setting process transparent and appropriate, leading to right number and mix of issues to be addressed?</p>	2.6	<table border="1"> <tr> <th>Category</th> <th>Number of Responses</th> </tr> <tr> <td>Poor (1)</td> <td>1</td> </tr> <tr> <td>Fair (2)</td> <td>9</td> </tr> <tr> <td>Good (3)</td> <td>13</td> </tr> <tr> <td>Distinctive (4)</td> <td>1</td> </tr> </table>	Category	Number of Responses	Poor (1)	1	Fair (2)	9	Good (3)	13	Distinctive (4)	1	<ul style="list-style-type: none"> • "...Too many agenda items at Board meetings" • "...Agendas is too tight and diverse..." • "...Agendas setting is not as transparent as it could be..." 		
Category	Number of Responses														
Poor (1)	1														
Fair (2)	9														
Good (3)	13														
Distinctive (4)	1														

* Number of answers in each category
Source: Governance survey, October 2004

SUGGESTED PROCESS FOR MEETING PREPARATION

Recommendations



- Set time and date well in advance (yearly planning; scheduling during/immediately after Board meetings)
- Stick to original times and locations
- Limit agenda points according to key Board responsibilities and current workplan
- Set standard process for the reception of suggestions for agenda points, including timeline for reception of suggestion and delimitation of topic scope
- Definitions of agenda points by Board chair and GAVI secretary
- Allow at least 10 days for material distribution, and ensure reception by Board members
- Based on final distribution dates, set appropriate deadline for final materials to be submitted to the secretariat for timely distribution (late material can be sent independently with clear indication of who was responsible)
- Board members should prepare before hand
- Provide selected staff support to members that could use it
- Provide introductory "Board book" to new Board members

Exhibit 30 TIMELINE FOR BOARD MEETING PREPARATION

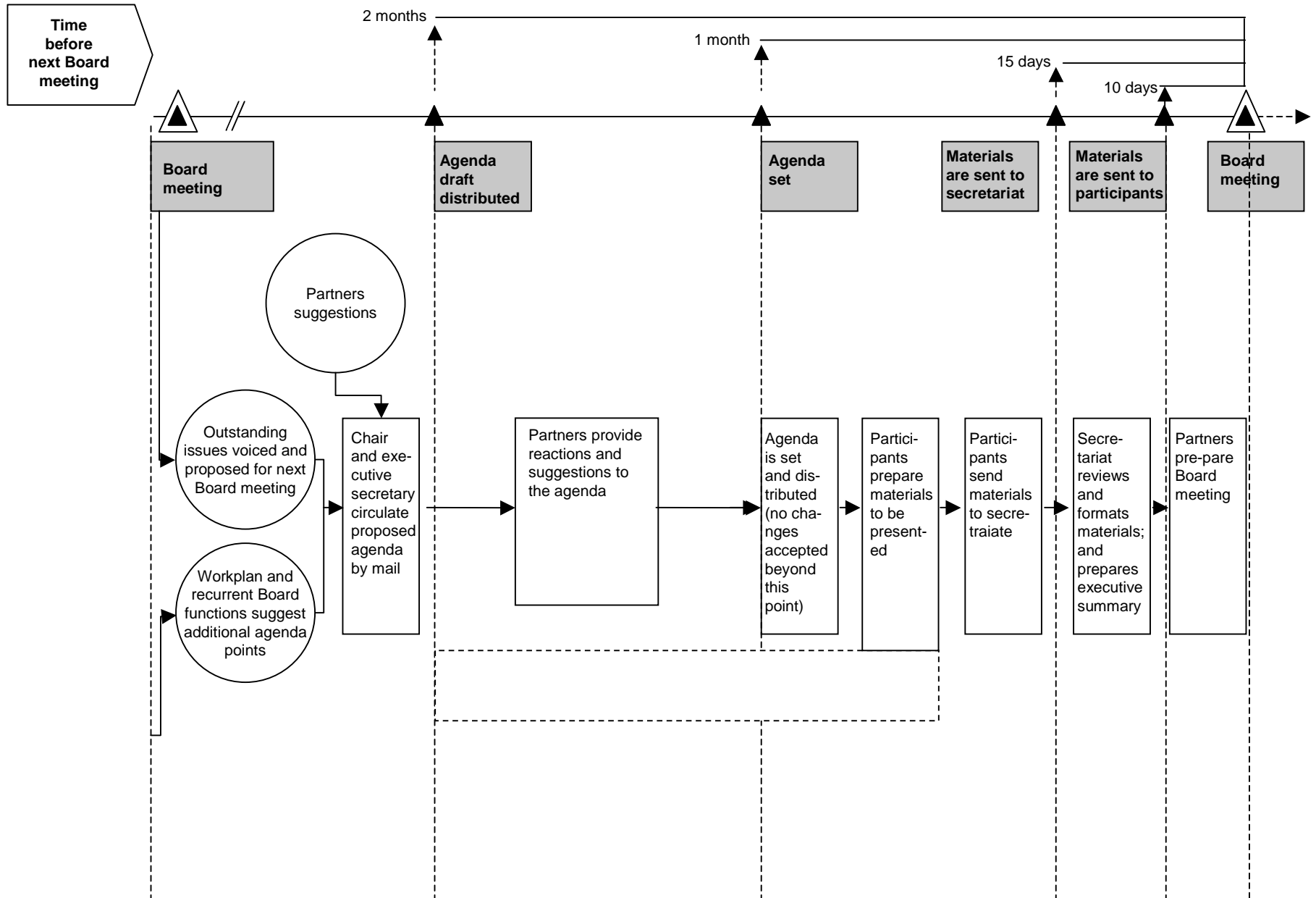


Exhibit 31 A 'BOARD BOOK' IS ESSENTIAL

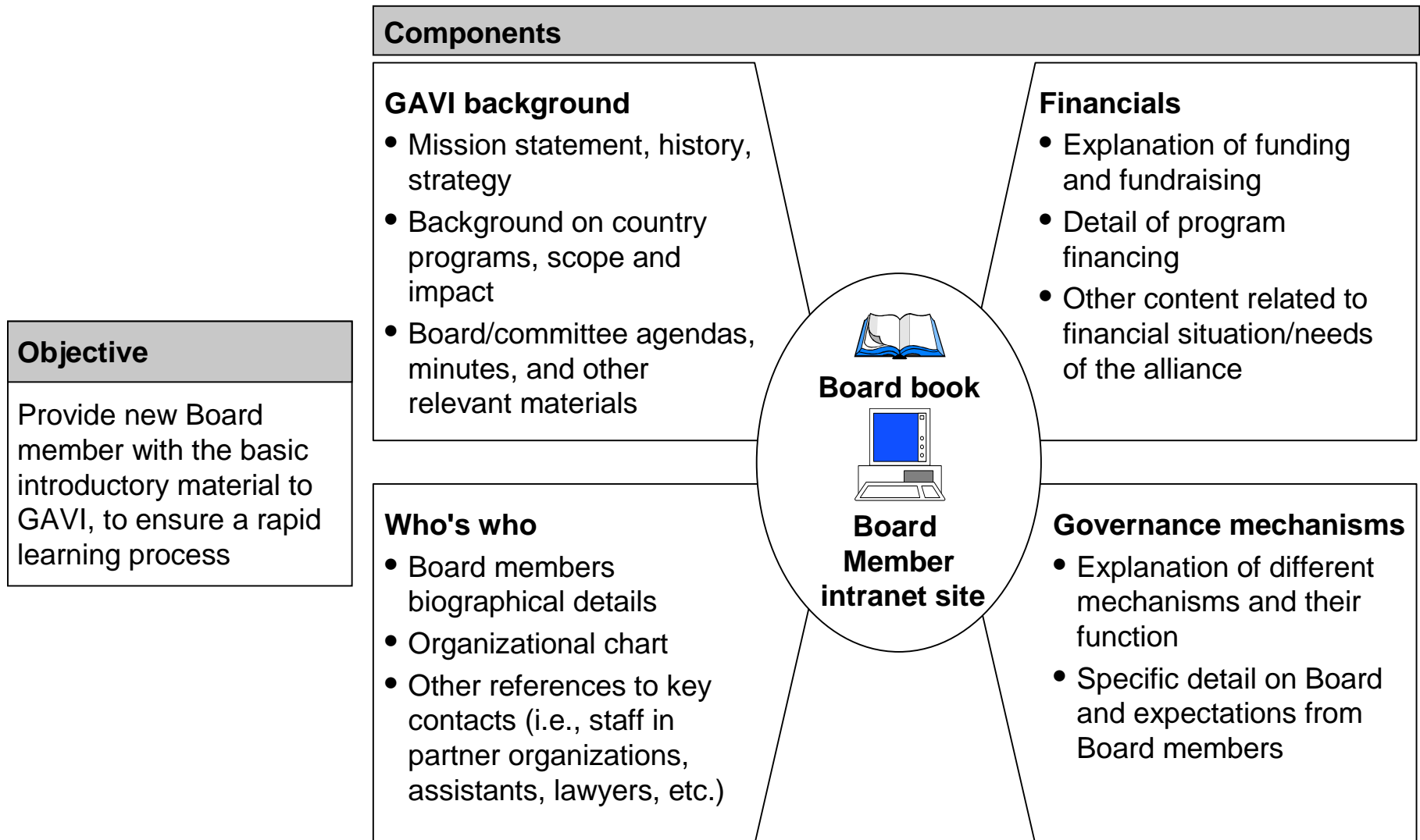


Exhibit 32 IMPROVEMENT OPPORTUNITIES ON MEETING PROCEEDINGS AND DECISION – MAKING

Selected survey results

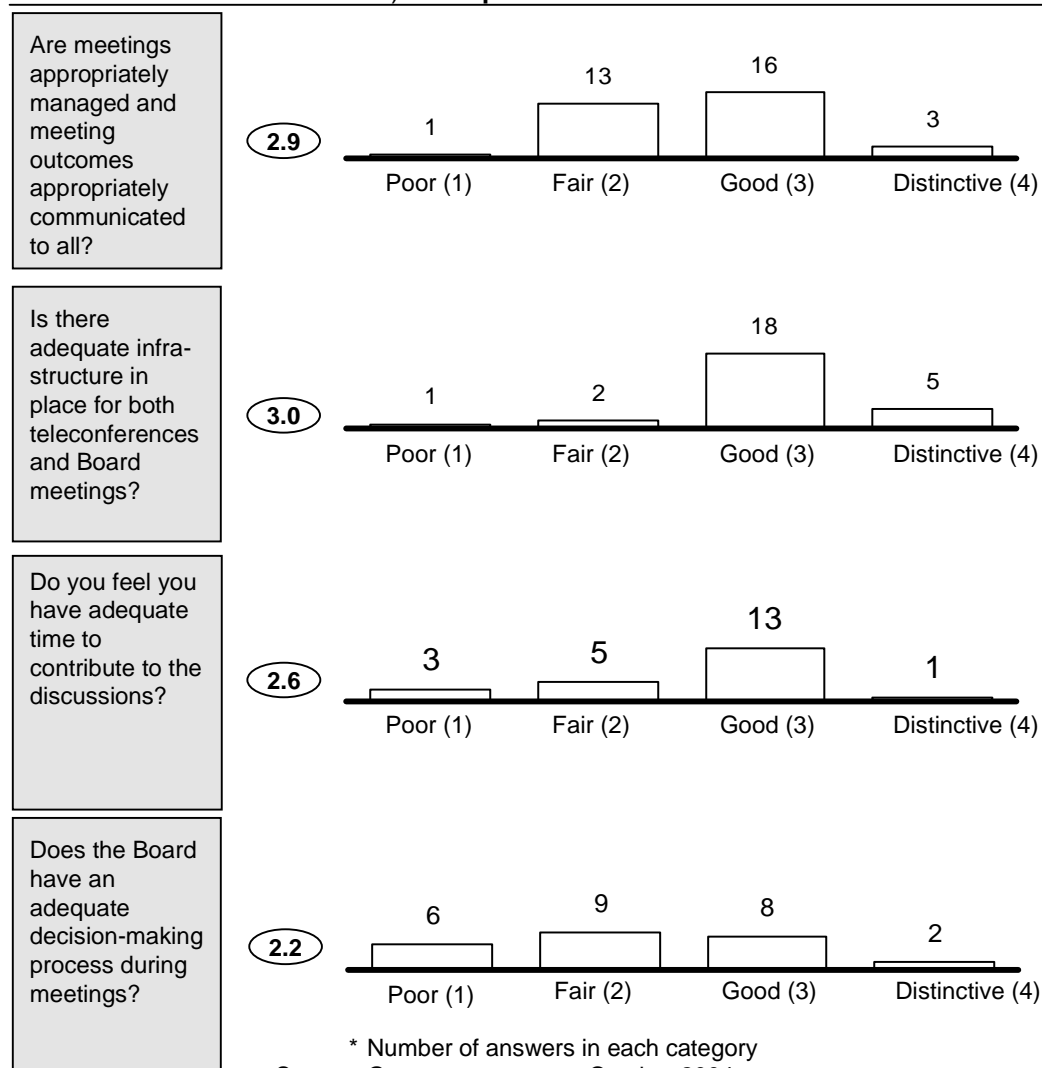
**Average
response**

(1: poor,

4: distinctive)

Response distribution*

Questions



* Number of answers in each category

Source: Governance survey, October 2004

Selected quotes from survey and interviews

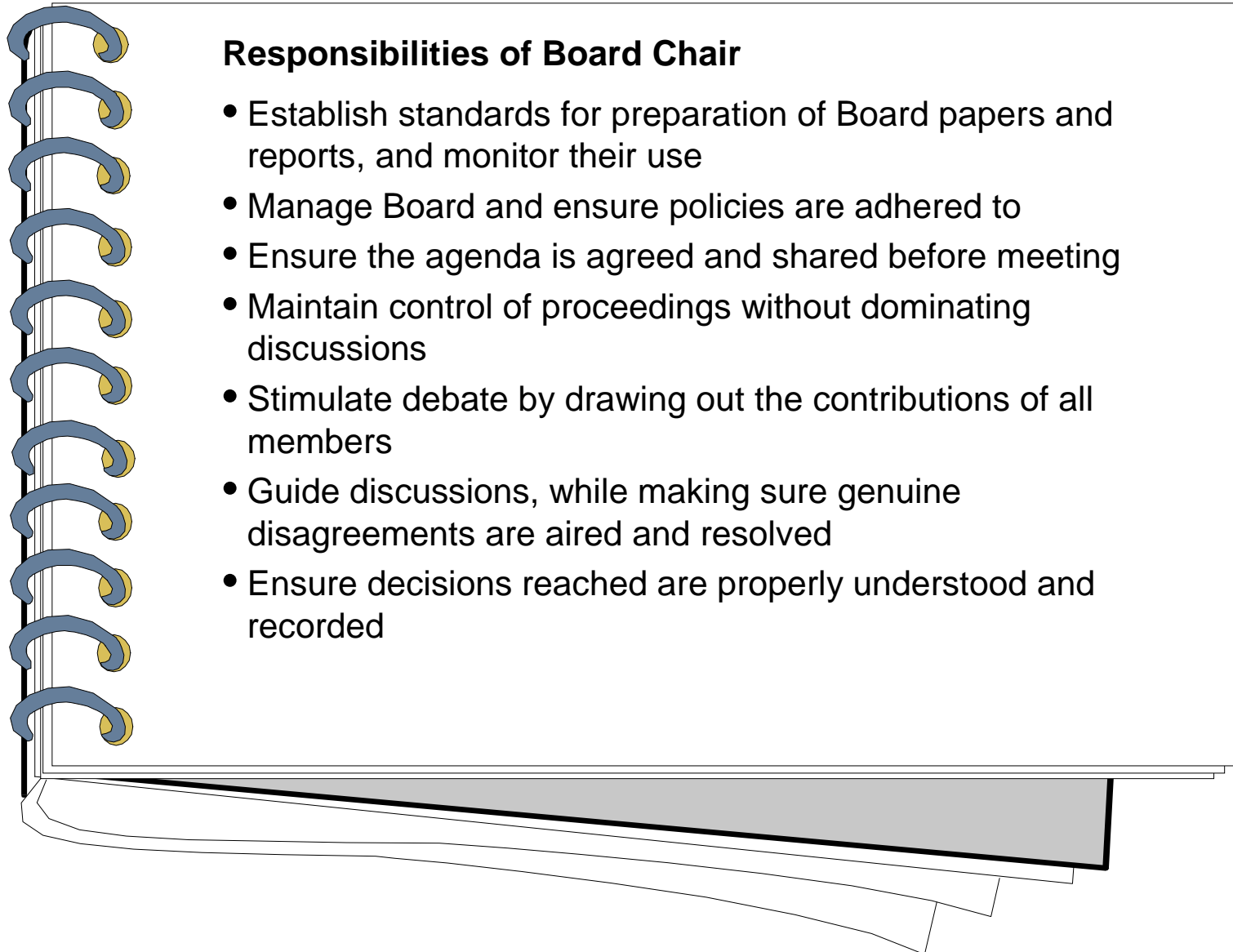
- "...Discussion never focuses on the requested questions..."
- "...Meetings are very poorly managed: Lack of focus, excessive time allowed to some speakers when others are not promoted, very unclear outcome of decisions ..."
- "...This is often determined by the chair..."

- "...Teleconference are often overused and should be restricted..."
- "...Infrastructure works well..."

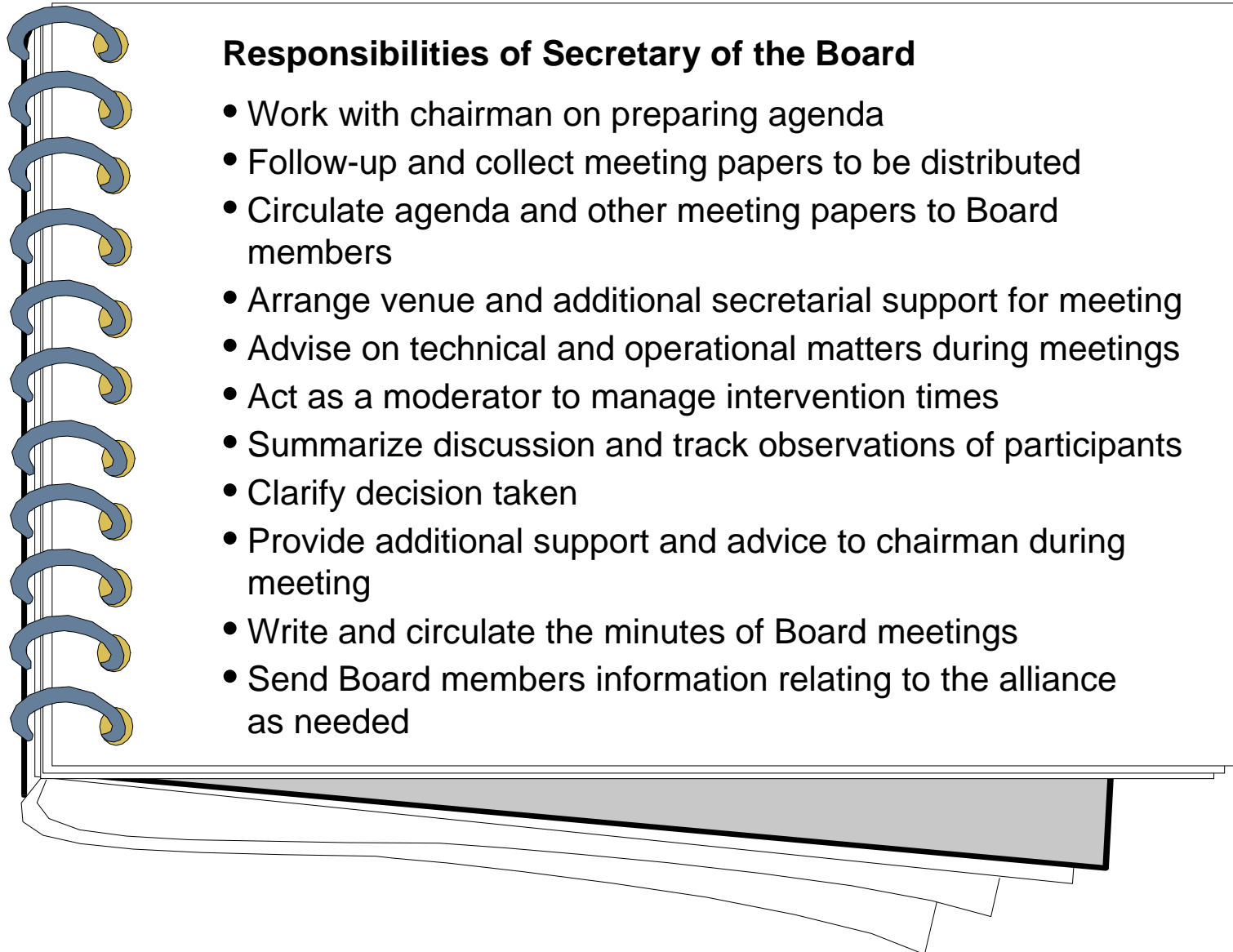
- "...It would be important to have a time annotated agenda..."
- "...Agenda is too full, times away time for discussion..."

- "...Decision making is often non-transparent ..."
- "...sometimes decisions were never taken and it was left to the note-taker to develop a Board position..."

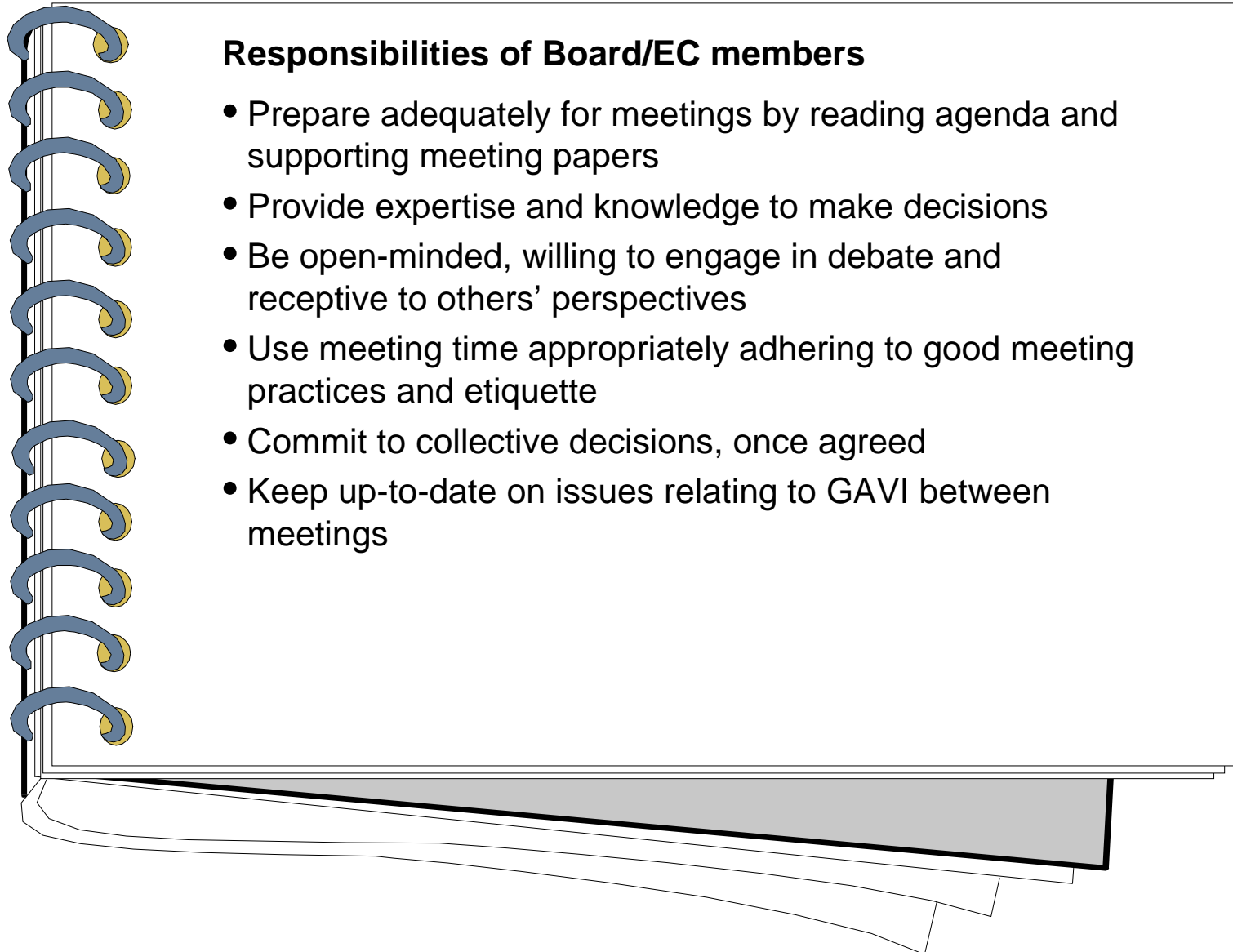
RESPONSIBILITIES OF BOARD CHAIR



RESPONSIBILITIES OF SECRETARY OF THE BOARD



RESPONSIBILITIES OF BOARD / EC MEMBERS

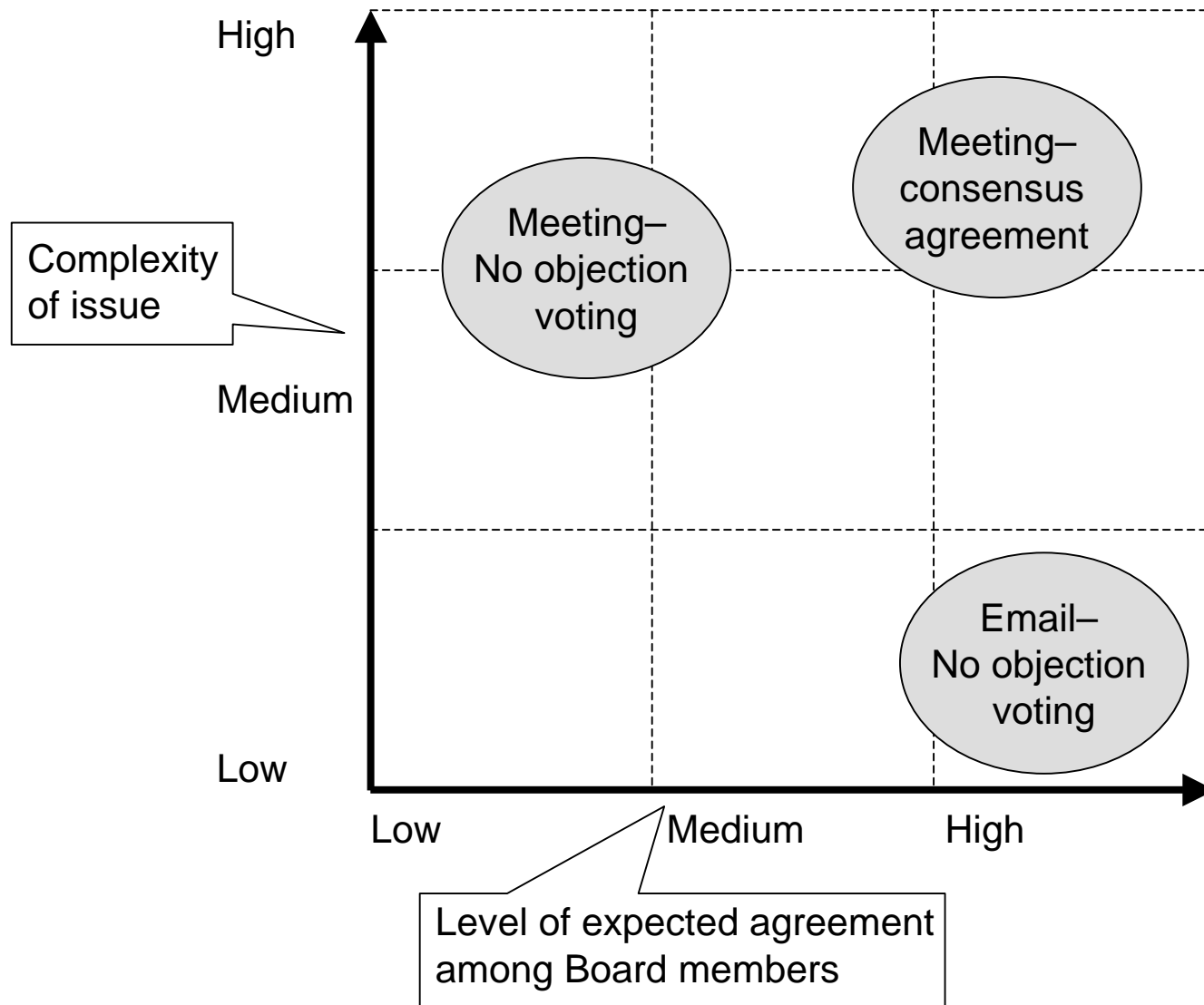


Responsibilities of Board/EC members

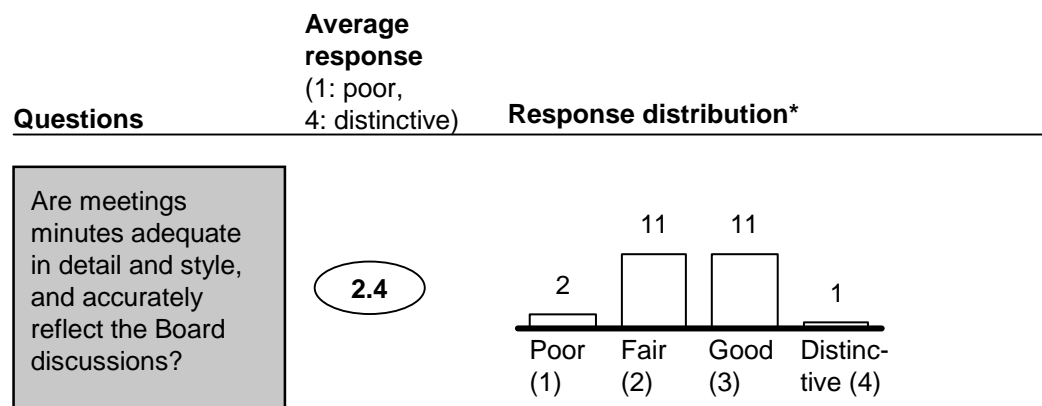
- Prepare adequately for meetings by reading agenda and supporting meeting papers
- Provide expertise and knowledge to make decisions
- Be open-minded, willing to engage in debate and receptive to others' perspectives
- Use meeting time appropriately adhering to good meeting practices and etiquette
- Commit to collective decisions, once agreed
- Keep up-to-date on issues relating to GAVI between meetings

Exhibit 36

RULES AND PROCEDURES FOR DECISION MAKING



OPPORTUNITIES TO IMPROVE MEETING REPORTING



Selected quotes form survey and interviews

▪ "...Generally they are good, however minutes sometimes take a certain slant and don't necessary reflect the tone of discussion..."

▪ "...At times they have reflected the direction in which certain agencies wanted the outcome to be..."

▪ "...end to be minimalist. Sometimes reflecting too much the Secretariat's views, through this has improved..."

▪ "...Have to confess to being amazed sometimes at how the minutes seem to portray a clear discussion when nothing of the sort took place!..."

▪ "...Disagreements are poorly reflected..."

▪ "...The GAVI Secretariat produces reports that are reviewed by partners but comments are too often disregarded..."

▪ "...They don't reflect discussions, but decisions; understand it will be very difficult to report all the discussions (and to get the clearance of all Board members)..."

* Number of answers in each category
Source: Governance survey, October 2004

Exhibit 38

VACCINE FUND GOVERNANCE STRUCTURE TODAY

GAVI_Governance_report exhibits

■ Core Governance bodies

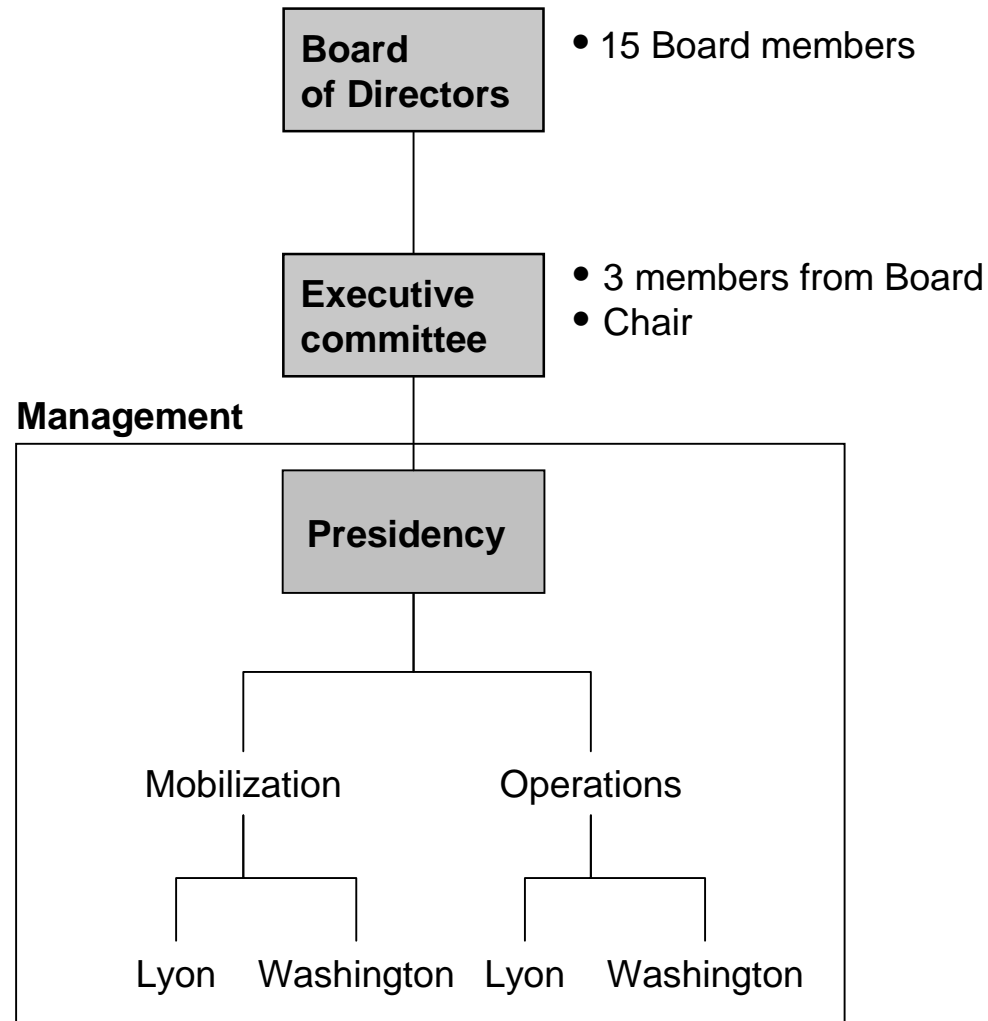
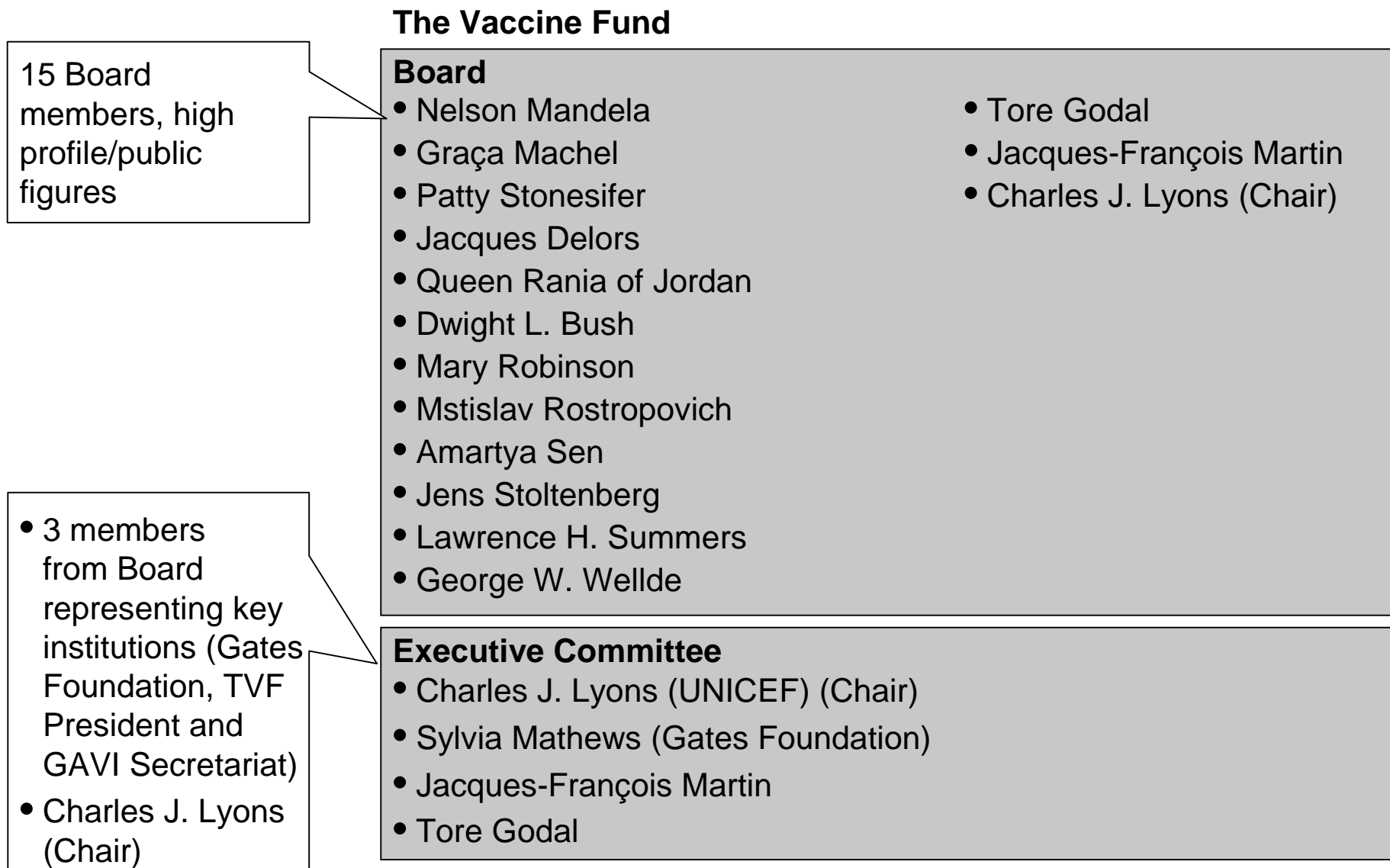


Exhibit 39

COMPOSITION OF VACCINE FUND GOVERNANCE BODIES*

* Current composition. Planned changes not reflected