



December 2024

INDEPENDENT REVIEW COMMITTEE TERMS OF REFERENCE

1. PURPOSE

The Independent Review Committee ("Committee" or "the IRC") is established by the Board ("Board") of the Gavi Alliance ("Gavi") under Section 19 of the Operating Procedures to serve as an independent, impartial group of experts seeking to guarantee the integrity and consistency of an open and transparent funding process. The IRC is responsible for assessing the strategic focus, technical soundness and impact of new funding requests in accordance with policies adopted by the Gavi Board and Gavi's programme funding guidelines. Through its reviews, the IRC is responsible for advising on how Gavi investments can achieve the greatest impact and contribute to the goals and objectives set out in the Gavi Alliance strategy. The IRC is not deemed to be a committee of the Board in that its primary role is essentially an advisory function as contemplated under Article 19 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 Board and Board Committee Operating Procedures.

2. MEMBERSHIP

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

The selection of IRC members shall be conducted in an open and transparent manner and guided by the following criteria: competence and independence; commitment and availability to participate in meetings; past performance assessment (when available); absence of conflict of interest; and geographical and gender diversity (in line with with Gavi's Guiding Principles on Gender Balance for Board and Committee Nominations).

A. Composition and size

The composition and size of the IRC shall allow it to operate efficiently and effectively in fulfilling its functions and responsibilities. The composition of the IRC 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.

B. Competencies and skills

All IRC 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 IRC membership shall:

- a) embody the values and culture of the Gavi Alliance as per the Gavi Ethics, Risk and Compliance Charter;
- b) be representative of a wide range of expertise relevant to the objectives of the Gavi Strategy and Gavi-supported programmes, including in the following areas: routine immunisation programmes, especially at country level, management of campaigns, delivery of health services including child, adolescent and women's health, health systems strengthening and management, pro-equity programming, epidemiology and disease control, infectious diseases, surveillance and diagnostics, supply chain and logistics including cold chain, financial and budget analysis, sustainability and transition;
- c) consist of leading technical experts knowledgeable of Gavi implementing countries' context and relevant issues, including in a variety of fields related to immunisation and health systems, and who have practical experience working in or with government structures, civil society, and other partners in those contexts;
- d) be geographically diverse, with representation consistent with Gavi's Guiding Principles on Gender Balance for Board and Committee nominations;
- e) include any other future expertise area linked to the Gavi Strategy.

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

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

C. Appointment, term of service and support

All IRC members shall be appointed by the Board on the recommendation of the Governance Committee, for a term of up to 3 years, with a maximum of three consecutive terms. Upon reaching the term limit, IRC members will not be eligible to serve on the IRC for at least 1 year. After such a break in service, former IRC members may be eligible to be part of the IRC pool again.

During their term IRC members may be called upon to participate in an IRC review based on their expertise, availability and past performance assessment (when available). Not all members will participate in every review window. IRC members shall receive an honorarium and reasonable costs for their participation in each IRC review in accordance with Gavi's policies. IRC members will also be compensated for their participation in each IRC review including travel, accommodation and subsistence expenses in accordance with Gavi's Travel Policy.

IRC membership may be terminated upon voluntary resignation submitted by a member. The Gavi Board has the authority to remove an IRC before the end of their term (or extended term) based on the IRC's performance assessment processes, or in case of breach of applicable ethics or Conflict of Interest rules and policies.

3. AUTHORITY

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

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

4. RESPONSIBILITIES

It is the responsibility of the IRC to:

- A. Advise on whether to fund country and partner plans and programmes for new vaccine support, extensions, health systems strengthening and other cash support, technical assistance at global, regional and country-level and other types of support. The aim of the IRC review is to make a recommendation as to whether a country or partner plan will likely achieve (i.e. on a balance of probabilities) the proposed results and contribute to Gavi achieving its mission and strategy, taking into account the justification for the programme, soundness of approach, country readiness, feasibility of plans, system strengthening and sustainability, economic and financial considerations and public health benefit of the investment in line with Gavi's mission.
- B. Share technically-sound and contextually appropriate learnings and strategic recommendations with the Gavi Secretariat, partners, and countries, to achieve Gavi's mission and strategy.
- C. Participate in time-limited Working Groups, if and when needed, to tackle specific technical, policy or programmatic matters.

IRC leadership

In concurrence with the PPC Chair, the CEO shall designate an IRC Chair for a three-year term, with the possibility of an extension for another three-year term.

In concurrence with the PPC Chair, the CEO shall also designate two IRC Vice Chairs for a three-year term, with the possibility of an extension for another three-year term. The IRC leadership is responsible to help manage the Committee including identifying and managing talent. The IRC leadership also leads the review process and represents the Committee across different fora with various stakeholders. Details on the roles and responsibilities of the IRC leadership are available in the IRC Operating Procedures.

5. MODE OF OPERATION

A. Meetings, attendance, review and reporting

IRC members may be called upon for various types of reviews, including in-person or virtual reviews, in-country reviews, ad-hoc reviews, or other reviews as determined by the Secretariat.

Preparation for reviews

IRC members shall diligently prepare for and actively participate in Committee meetings.

In making its recommendations, the IRC review shall review country and partner requests for support including national plans and supporting documentation, available reports on past performance, and any other published reports from credible sources in the public space.

Review process

The review process should be structured to ensure the independence of the IRC while also facilitating exchanges with the Gavi Secretariat, Alliance partners, and, when appropriate, country representatives. These interactions will provide valuable context and programming insights for IRC deliberations.

The IRC review process will be dependent on the number and type of applications under consideration, for which multiple pathways exist. Details on the types of review processes are available in the IRC Operating Procedures.

Review outputs

At the end of each review session, the IRC will prepare the following:

- a) A report for each country whose application was submitted and reviewed by the IRC. The report will specifically make one of two possible recommendations:
 - I. Recommended for Approval – plus comments on areas the IRC deems deserving of special attention by the country, the Secretariat or partners.
 - II. Recommended for Re-review¹ – plus the key reasons why the IRC did not consider the country's application ready to be recommended for approval at this sitting.

¹ In exceptional cases, the IRC may recommend a partial approval of a funding request. This could be for example the need to re-review a component of an application or a major objective of the grant.

- b) Consolidated findings and recommendations that are presented in an open session² to the Secretariat and partners.

Twice a year, the IRC will submit a report to the PPC, summarizing its observations and findings from the reviews conducted.

Other meetings

As part of IRCs role as a thought partner, members may be called upon to represent the IRC in various fora e.g. Alliance Partnership and Performance Team (APPT) meeting.

B. Frequency of meetings

IRC meetings will be scheduled based on business needs. It is foreseen that the IRC shall meet at least three times a year based on a schedule to be determined by the Secretariat.

C. Notice and agenda of meetings

Notice of each meeting confirming the date, time, venue and agenda shall be forwarded to each member of the Committee with sufficient notice prior to the date of such meeting and sent by email.

D. Voting/Decision-making

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

E. Conflict(s) of interest and declarations of interests

IRC members are responsible for upholding the integrity and independence of the IRC. IRC members are required to disclose any affiliations, current consultancy contracts, connections or links that may affect their independence in assessing country plans or proposals. While in-depth knowledge of a country is considered an asset there are circumstances where it may be perceived to affect a member's independence.

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

Specifically, IRC members will:

- a) not be employees of Gavi and partner agencies;
- b) not review country plans from Gavi eligible countries of which they are a national, have significant links with (e.g. residency for a considerable period) or where they have recently done or are engaged to do significant work that relates to the type of programmes Gavi supports; not have taken part in any preparation processes.

² Excludes remote reviews

- c) not accept any gifts (monetary or equivalent, hospitality, or other), that may be perceived as influencing their impartiality in the decision-making process. The exception to this is for nominal value, ceremonial gifts that cannot be refused without offending the giver. These gifts should be disclosed immediately to IRC leadership and the Gavi Secretariat.

At the commencement of each meeting, the Chair of the IRC will request each IRC member to declare any additional actual or perceived conflicts of interests in addition to their standing declarations of interest in the matters brought before the Committee and the relevant provisions in the Statutes, Operating Procedures and the Conflicts of Interest Policy for Governance Bodies shall regulate participation.

The Secretariat shall determine, in consultation with the IRC leadership and the affected member, whether, and if so, to what extent, a member with a conflict of interest shall be able to attend or participate in the specific sessions discussing the relevant countries.

6. PERFORMANCE AND REVIEW

The Committee will normally evaluate its performance at least once every three 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.

The IRC shall report to Gavi's Programme and Policy Committee 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.