



## **GOVERNANCE & NOMINATING COMMITTEE TERMS OF REFERENCE**

### **PURPOSE**

The Governance and Nominations Committee (GNC) shall be a standing committee of the Board. The Committee will help ensure that the Board provides outstanding leadership and operates according to the most effective governance practices available. The Committee is responsible for ongoing review and recommendations concerning the governance of the Institute to enhance the leadership quality, effectiveness and strategic impact of the Board and all elements of the governance structure and to refresh and renew the Board through a thoughtful nominations and development process. The role of the Committee is not to transcend the authority of the Board, but to help ensure that the Board and the Institute will be governed and led as effectively as possible.

### **MEMBERSHIP**

Members of the Governance and Nominating Committee (GNC) shall comprise the following:

- Up to seven Board members appointed by the Board
- Board Chairperson as a non-voting ex-officio member

The members of the Committee shall be nominated by the GNC and appointed by the Board. It is preferred that the Vice Chairperson shall be the Chair of the Governance and Nominating Committee (GNC). In the event that the Vice Chairperson is not able to serve as the GNC Chair, at the Board's discretion, a Board member with suitable experience will be selected. The members shall be appointed for a term of three years and renewed for once, provided that the duration of the Board membership has not completed.

### **ROLE OF THE DIRECTOR GENERAL**

The DG has an important role in the Committee's activities and success. It is appropriate for the Committee to work closely with the DG, but he or she should not control or unduly influence the Committee's recommendations or proceedings. The DG will assist the Committee by helping to:

- Providing training, information and other assistance to support and encourage the success of the GNC and its members.
- Identify the Committee's current and future needs.
- Ensure the best composition of the Board by working to identify, suggest and retain effective Board members.
- Orient, educate and develop Committee members and leaders.
- Advise the key issues, changes or trends affecting or relating to the Institute.

## RESPONSIBILITIES

The GNC assists the Board by:

- Identifying and recommending nomination of new members at-large;
- Recommending to the Board nominations of Board Officers, the Chairperson, Vice Chairperson, Treasurer, and Secretary;
- Recommending nomination of Board committee members and their Chairs;
- Succession plan for Board membership to maintain a balanced Board requiring diversity in scientific and professional experience, gender balance and geographical location, and other considerations noted in the Guidelines on Prospective Board and Committee Members noted below;
- Maintain a data bank of potential candidates for future Board membership with the Institute's Secretariat;
- Making recommendations to the Board with support to governance structures;
- Acting as the Conflicts Committee under the Institute's Conflict of Interest policy;
- Facilitating an annual evaluation of the Board and the Committees performance
- Leading the Board in regularly reviewing and recommending the approval of the governance documents to guide the running of the BOT (e.g., the BOT Handbook) including the drafting and updating of all committee charters;
- Reviewing/analyzing governance issues identified by the BOT; Facilitating the Board's activities with respect to Board member education, including review of orientation program for new members; and
- Conducting other functions delegated by the Board.

## PROCEDURES

- The Committee shall meet as necessary to fulfill its responsibilities, but at least twice each year. The location of the meetings shall be decided by the Committee Chair in consultation with the Director General, taking into account the financial and environmental (reducing unnecessary travel/ green initiative) implications.
- The GNC may request that any directors, officers or employees of the Institute, or other persons whose advice and counsel are sought by the Committee, attend any of its meeting to provide such pertinent information as the GNC requests.
- The GNC will rely on Exhibit A (attached as Annex 1) to assess characteristics and experiences required to maintain a balanced board membership. The Committee will also, from time-to-time, revise Exhibit A as required to reflect changes in the Institute's charter, mission and programs.
- The Secretary of the Board shall serve as Secretary of the GNC. The Committee secretary shall circulate advance draft of the agenda to committee members.
- The agenda of each meeting may include an executive session attended only by Board members.
- The Committee shall keep minutes of its meetings and regularly report on its meetings and

other activities to the Board.

- The presence of a majority of the members of the Committee shall constitute a quorum.
- Decisions shall normally be reached by consensus. However, in the absence of consensus, decisions shall be taken by a majority of Committee members present and voting. Actions may also be taken by mail, email, teleconference or videoconference consultation at the discretion of the Chair.
- A Board member representing a government or an organization other than the Director General may delegate his or her authority to a single subordinate, who shall be permitted to vote in any matter before Committee on behalf of the delegating member; provided that the delegating member shall inform the Committee Chair and Secretary of the delegation in writing prior to the meeting and that the Chair approves the delegation of authority. Such notice shall clearly state the duration of the delegation of authority.
- At the discretion of the Committee Chair, observers may be invited to participate in discussions in all open sessions or part of the meeting.

## GUIDELINES ON PROSPECTIVE BOARD AND COMMITTEE MEMBERS

The at-large members of the Board shall serve in a personal capacity and are not considered, nor do they act, as official representatives of governments or organizations. Nonetheless, in identifying candidates to fill vacancies, the Governance and Nominating Committee should be cognizant of the need to balance Board membership in a variety of ways. Specifically:

### **Field of expertise**

Most Board members should possess strong professional expertise in the disciplines associated with IVI's Research programs and should represent, among themselves, the spread of relevant disciplines. These should include, in addition to epidemiologists, vaccine science, economics, financial management, laboratory sciences, and Board expertise in significant organizations. In-so-far as possible several of the members should have had extensive hands-on experience in finance and administration.

### **Geographical representation**

Board members should represent among themselves a broad range of nationalities and regions, including both donor and collaborating countries.

### **Age**

Age per se should not be a consideration, with the caveat that Board members must be mature and experienced persons, while still possessing the stamina required to attend long meetings and undertake extensive travel.

### **Availability**

Persons selected for Board membership, while in most cases professionally employed in demanding positions, should still be available to attend regular meetings of the Board and of the Committees to which they are appointed, to give adequate attention to the advance documentation, and to perform representational duties with donors and collaborating countries as needed.

### **Gender**

An effort should be made to achieve a gender balance.

### **Language**

Board members should preferably have sufficient knowledge of English to participate comfortably in Committee and Board meetings.

### **Suitability for committee assignments**

The need to fill vacancies on the several Board Standing Committees should be a further consideration in identifying candidates.

### **Suitability for Board leadership positions**

It is essential to plan several years ahead to ensure that strong candidates for the positions of Board Chairperson, Vice-Chairperson, and other committee chairs are available as those positions become vacant. Beyond skill sets, Board Members need to bring willingness and capacity to step into critical leadership roles, ensuring organizational sustainability and effectiveness.

### **Qualifications for Chairperson of the Board**

In view of the special responsibilities of the Chairperson, as outlined in the terms of reference for the position, the person nominated should generally possess:

- recognized standing in a field relevant to the programs of the Institute;
- personal qualities of outstanding leadership, including skill at chairing meetings and building consensus;
- experience in working with persons from varied cultural backgrounds;
- experience in industry, academia, and Boards
- ability to represent the IVI effectively in international meetings; and
- familiarity with the IVI donor community and collaborator institutions.

In addition, the Chairperson must have the time and the scheduling flexibility to be able to devote, to the service of the IVI.

### **Start Day for New Members**

Board members, elected at the Board meeting, shall start their terms on the following Board

meeting. The Governance and Nominating Committee should specify appropriate dates for each candidate, which, when approved, should be indicated in the letter of appointment signed by the Chairperson of the Board.

## GUIDELINES ON NOMINATING PROCEDURES

### **Nomination of a Board of Trustees Member**

The Committee:

- shall receive recommendations for Board candidates from members of the Board, Emeritus Board, Scientific Advisory Group (SAG), and other reliable sources. The GNC may also request permission from the Board to retain the services of professional Board recruitment firms to assist in the identification and recruitment of potential Board Members if necessary;
- review the qualifications of the candidates in light of the Guidelines on Prospective Board and Committee Members above;
- identify candidates and approach them to confirm their willingness to be interviewed as potential IVI Board members;
- interview appropriate candidates who best meet the established needs of IVI;
- share the interview results within the Committee and finalize the selection of a nominee;
- present the final nominee(s) to the Board for election.

### **Nomination of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer**

The Board shall elect one member except the Director General as Chairperson. The Board shall also elect a Vice-Chairperson, a Secretary and a Treasurer. Terms for each office are found in the respective Responsibilities for each position in the BOT Handbook.

- GNC members send recommendations confidentially to the Secretary, and the results are reported to the GNC.
- GNC contacts the respective candidate to determine if he/she has the time and is willing to go through the election procedure.
- GNC reviews the candidate(s) based on the qualifications for the respective office as stated in the Responsibilities for each position and reaches a consensus on a nominee. (If the candidate is a member of GNC, the candidate shall not be included in the discussion)
- GNC recommends the nominee to the Board for election.

\* The Board may waive this procedure for electing the Secretary and Treasurer offices. In such event, the GNC shall nominate their candidates for these offices for election by the Board.

## Annex 1. EXHIBIT A

Characteristics and experiences which should be represented on the International Vaccine Institute Board	Trustee 1	Trustee 2	Trustee 3	Trustee 4	Trustee 5	Trustee 6
<b>I. Vaccine development</b>						
1. Clinical trials						
2. Regulatory expertise						
3. Process development						
4. Manufacturing						
5. Others (specify)						
<b>II. Industry experience</b>						
1. Large pharmaceutical companies						
2. Biotech companies						
3. Others (specify)						
<b>III. Basic science</b>						
1. Vaccinology						
2. Epidemiology						
3. Immunology						
4. Animal models and research						
5. Others (specify)						
<b>IV. Representative of high disease-burden countries (specify)</b>						
<b>V. Global health delivery agency (specify)</b>						
<b>VI. Management</b>						
1. Not-for-profit foundation						
2. For Profit organizations						
3. Audit committee / Working with auditors						
4. Finance						
5. Others (specify)						
<b>VII. Fund raising, Resource Development, Communications</b>						
1. Corporate fund raising						
2. Private philanthropy						
3. Government relations (NIH, CDC, FDA, WHO, Regulatory agencies)						
4. Resource development						
5. Public Awareness/ Media						
6. Others (specify)						
<b>VIII. Board representation</b>						
1. Non-profit organizations (specify)						
2. Non-profit international organizations (specify)						
3. Profit organization (specify)						
4. Others (specify)						
<b>IX. Current affiliation / employment (specify)</b>						
<b>X. Government agency/ affiliation (specify)</b>						
<b>XI. Other agency/ organization affiliation (specify)</b>						
<b>XII. Other special skills / qualifications (specify)</b>						