



COVAX

March 2023

COVAX AMC ENGAGEMENT GROUP OPERATING PROCEDURES

Purpose

These Operating Procedures apply to the COVAX Facility Advance Market Commitment (“AMC”) Engagement Group (“the AMC Group”) and should be read with the AMC Group’s Terms of Reference which define its membership, authority and responsibilities.

AMC Group

1 Appointment Process

- 1.1 All appointments should be made by the AMC Economies and Donors, and notified to the AMC Group.
- 1.2 All appointments are made for a minimum of one year, renewable, terms.
- 1.3 Members of the AMC Group are appointed in their personal capacity, and cannot be replaced or delegate their attendance to a substitute if they are unable to attend a meeting.

2 The AMC Group Co-Chairs

- 2.1 Appointments should be agreed by the AMC Group.
- 2.2 Appointments are made for a minimum of one year, renewable, terms.
- 2.3 The process for the selection and appointment of the AMC Group Co-Chairs is agreed by the AMC Group.

3 Resignation, replacement and vacancies

- 3.1 Any AMC Group member may change their appointed representative at any time by delivery of written or electronic notice to the Co-Chairs or the Secretary. New appointments or changes in membership will be notified to members prior to each meeting of the AMC Group.
- 3.2 A vacancy of an AMC Group member shall be filled in the same manner in which the original individual was appointed.

AMC Group Meetings

4 Meetings of the AMC Group

- 4.1 The AMC Group shall meet as often as necessary, and at least two times in 2023, with a frequency to be determined by the AMC Group Co-Chairs thereafter. The AMC Group members are expected to participate fully in all meetings of the AMC Group unless extraordinary circumstances prevent attendance.
- 4.2 A meeting of the AMC Group can be called by any of the Co-Chairs, or by the Secretary at the direction of any one of the Co-Chairs, or at the request of at least ten AMC Group Members. Notice of any meeting shall be given in accordance with Section 5.
- 4.3 In case of inability to attend a meeting, Co-Chairs may exceptionally delegate their co-chairing role to a representative holding a minimum level of Deputy Minister or equivalent level senior representative. This option to delegate should be strictly limited and not be used for consecutive meetings.

5 Notices

- 5.1 Notice of each meeting confirming the date, time and agenda shall be forwarded to each member of the AMC Group not less than five business days prior to the dates of such meeting and sent by email.
- 5.2 The notice will normally include relevant supporting papers for the agenda items to be discussed.
- 5.3 Any one of the Co-Chairs may call a meeting on less than five business days' notice if in their reasonable opinion there exist exceptional circumstances requiring an AMC Group meeting to be held on short notice; provided that the minimum notice that must be provided to the AMC Group Members is two business days.

6 Quorum

- 6.1 A quorum shall be a majority of AMC Group Members or their designated alternates (See Section 11).
- 6.2 The AMC Group may only carry out its business while the quorum requirement is met. In the event that a meeting of the AMC Group ceases to be quorate, at the option of the Co-Chairs, discussions may continue, but no decisions may be made. The Co-Chairs may choose to end the meeting upon it becoming inquorate.

7 Agenda and papers

- 7.1 The Secretary, in collaboration with the Co-Chairs, shall prepare the agenda for the meetings of the AMC Group.
- 7.2 Background documentation for each agenda item should be circulated to the AMC Group at least five business days in advance of meetings of the AMC Group, with certain exceptions permitted by the Co-Chairs.

8 Minutes

- 8.1 The AMC Group shall keep minutes of its meetings.

- 8.2 The AMC Group may approve the minutes of its meetings on a no-objection basis. The minutes shall be deemed approved if the following conditions are met: (i) draft minutes are circulated to the AMC Group for review and comment; (ii) a period of no less than five business days is given for the AMC Group Members to provide comments to the initial draft minutes (“Review Period”); (iii) notice of a request to approve the minutes is made after the conclusion of the Review Period; (iv) a period of no less than five business days is given for the AMC Group members to signal an objection in writing (“Objection Period”); (v) no objections to the motion are received by the Secretary by the conclusion of the Objection Period.

9 Decisions

- 9.1 The Co-Chairs should aim for consensus on all decisions. If consensus cannot be reached, decisions shall be taken by vote and considered approved if a majority of those present in the meeting, and entitled to vote, vote in favour of the decision.

10 Closed sessions

- 10.1 From time to time, at the discretion of the Co-Chairs, the AMC Group may hold closed sessions with such parties as it deems appropriate, together or separately without members of the Office of the COVAX Facility present.
- 10.2 An official record of closed sessions shall be maintained by the Co-Chairs with the support of the Secretary.

11 Observers, guests and presenters

- 11.1 Except for closed sessions, the AMC Group Members may at any meeting of the AMC Group be accompanied by their delegations comprising no more than three persons.
- 11.2 One alternate representative may be designated in addition to the appointed representative, for a minimum of one year, who would be able to take the floor in the absence of the appointed representative and take the function of Head of Delegation, but who would otherwise be part of the delegation.
- 11.3 To enrich discussions and increase engagement, the Chat or Question & Answer function will be extended beyond the AMC Group Member to observers so that questions can be collected and/or addressed during meetings and so that observers will be able to make a request to the Co-Chairs to take the floor.
- 11.4 For meetings without decision items, the Co-Chairs may also elect to adopt a Town Hall meeting format where all delegation members will automatically be granted the right to take the floor.
- 11.5 The Co-Chairs may invite guests and presenters to Board meetings at such time and for such purposes, as they deem appropriate.

12 Conflicts of interest declarations

- 12.1 As defined in Section 6 of the AMC Group Terms of Reference, all AMC Group members shall adhere to Gavi’s Conflicts of Interest Policy for Governance Bodies and shall annually complete an Annual Declaration Form, which shall be updated when required.

13 Amendments

13.1 Any amendments to these Operating Procedures must be agreed with the AMC Group.

14 Entry into force

14.1 These Operating Procedures shall enter into force upon their approval by the AMC Group.