



COVAX

May 2022

COVAX FACILITY SHAREHOLDERS COUNCIL OPERATING PROCEDURES

Purpose

These Operating Procedures apply to the COVAX Facility Shareholders Council (“the Council”) and should be ready with the Council’s Terms of Reference which define Council membership, authority and responsibilities.

Council

1 Appointment Process – Council and Executive Committee

- 1.1 All appointments should be agreed by the Shareholders Council.
- 1.2 All appointments are made for a minimum of one year, renewable, terms.
- 1.3 Members of the Shareholders Council, Executive Committee and MSDC are appointed in their personal capacity. For the Shareholders Council, 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 and/or vote in the absence of the appointed representative but who would otherwise be part of the delegation. For the Executive Committee and MSDC, the appointed representative cannot be replaced or delegate their attendance to a substitute if they are unable to attend a meeting.
- 1.4 The process for the selection and appointment of Executive Committee (ExCom) members is agreed by the Shareholders Council and coordinated by the Shareholders Council Co-Chairs.

2 Shareholders Council Co-Chairs

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

3 Resignation, replacement and vacancies

- 3.1 Any Shareholders Council member, ExCom member and/or MSDC member may resign at any time by delivery of written or electronic notice to the Co-Chairs or the Secretary or by giving oral notice at any meeting of the Shareholders Council. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery receipt by the Co-Chairs or Secretary.
- 3.2 A vacancy of a Shareholders Council member, ExCom member and/or MSDC member shall be filled in the same manner in which the original individual was appointed. Individuals appointed to fill vacant positions shall hold such positions for the unexpired terms of their predecessors.

Council Meetings

4 Meetings of the Council

- 4.1 The Council shall meet as often as necessary, and at least four times per year. Council Members are expected to participate fully in all meetings of the Council unless extraordinary circumstances prevent attendance.
- 4.2 A meeting of the Council can be called by either of the Co-Chairs, or by the Secretary¹ at the direction of either of the Co-Chairs, or at the request of at least ten Council Members. Notice of any meeting shall be given in accordance with Section 5.

5 Notices

- 5.1 Notice of each meeting confirming the date, time and agenda shall be forwarded to each member of the Council 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 Either 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 a Council meeting to be held on short notice; provided that the minimum notice that must be provided to Council Members is two business days.

6 Quorum

- 6.1 A quorum shall be a majority of Council Members or their designated alternates (See Section 1.3)].
- 6.2 The Council may only carry out its business while the quorum requirement is met. In the event that a meeting of the Council 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.

¹ From the Office of the COVAX Facility

7 Agenda and papers

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

8 Minutes

- 8.1 The Council shall keep minutes of its meetings.
- 8.2 The Council 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 Council for review and comment; (ii) a period of no less than five business days is given for Council 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 Council 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 Council 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, Council Members may at any meetings of the Council be accompanied by their delegations comprising no more than three persons, including the Council Member.
- 11.2 The Chat or Question & Answer function will be extended beyond the Council members to observers so that questions can be collected and/or addressed during meetings.
- 11.3 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 Council’s Terms of Reference, all Council 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 These Operating Procedures may only be amended by the Council on the recommendation of the COVAX Facility Executive Committee.

14 Entry into force

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