



COVAX

December 2022

COVAX AMC ENGAGEMENT GROUP TERMS OF REFERENCE

1. Purpose

The COVAX Facility Advance Market Commitment (“AMC”) Engagement Group (“the AMC Group”) is established by the Board (“Board”) of the Gavi Alliance (“Gavi”) to convene representatives from implementing countries, donors and other parties engaged in the financing and operation of the AMC portion of the Facility, with the aim of providing strategic guidance and advice to the Office of the COVAX Facility (“the Office”) on the operational aspects of the COVAX Facility.

The AMC Group is not deemed to be a committee of the Board in that its primary role is essentially an advisory function as contemplated under Article 20 of the Statutes. It is empowered by the Board to undertake the responsibilities outlined in these terms of reference.

2. Membership

A. Composition and size

Membership of the AMC Group will be open to representatives of implementing countries, donors and other parties engaged in the financing and operation of the AMC portion of the Facility.

Additionally, a representative each from UNICEF, WHO, PAHO, the World Bank, Civil Society, and former members of the COVAX Facility Shareholders Council shall have a permanent observer seat on the Engagement Group.

All members are treated equally in terms of membership, rights and privileges.

B. Competencies and skills

All members are expected to act in a manner consistent with the Facility’s goals.

The criteria for AMC Group membership shall be consistent with Gavi’s guiding principles on gender for Board and Board Committee nominations and Gavi’s Conflicts of Interest Policy for Governance Bodies.

AMC Group Co-Chairs shall be selected from among its members and should be impartial. The Co-Chairs should normally comprise one Co-Chair from an AMC donor and two Co-Chairs from AMC funded participants.

The Co-Chairs of the AMC Group shall:

- Plan, lead and facilitate the conduct of AMC Group meetings;
- Facilitate and summarise discussions objectively and with clarity seeking to gain consensus and exert authority when necessary;
- Ensure all AMC Group members appropriately contribute to deliberations and regularly participate in meetings;
- Collaborate with the Office of the COVAX Facility as appropriate;
- Collaborate with relevant bodies engaged in providing independent technical advice or governance of the ACT-Accelerator
- Report to the Board on relevant matters as appropriate.

C. Appointment and term

Membership in the AMC Group lasts for the duration of an economy or organisation's participation in the AMC.

The work of the AMC Group will be supported by a Secretary from the Office of the COVAX Facility. The Secretary shall:

- Provide the link between the AMC group, the Board and the Office of the COVAX Facility;
- Assist the AMC Group in developing good governance practices; and
- Ensure that the agenda, meeting papers and minutes and other materials to support the AMC group are provided in a timely manner.

3. Authority

The AMC Group represents the interests of AMC Participants in the governance of the COVAX Facility and serves as a platform for engagement with other COVAX governance bodies.

The AMC Group will have reasonable access to information, Gavi personnel and relevant other Gavi parties, and external expertise, particularly relating to parties engaged in/other governance bodies of the ACT-Accelerator as appropriate.

The AMC Group may delegate its power and authority to its Co-Chairs as deemed appropriate.

The mandate of the AMC Group is established in these terms of reference.

4. Responsibilities

The AMC Group will:

- Receive regular updates from the Office of the COVAX Facility, including reports on allocation decisions and overall activities, and receive reports on all decisions or

recommendations made by technical bodies (including the Market-Sensitive Decisions Committee, Independent Product Group, and Independent Allocation Validation Group) and the Board.

- Provide strategic guidance and advice to the Office of the COVAX Facility on:
 - all non-technical elements of COVAX Facility strategy, policy and performance for all AMC funded participants; and
 - issues relevant for management and oversight of activities, including tools necessary for monitoring progress and achievements.
- Share information with the COVAX Facility and other Shareholders.
- Facilitate the operations of the AMC Investors Group and receive regular updates on its work.

5. Mode of Operation

The AMC Engagement Group is a self-organising body and as such will determine its own Operating Procedures.

6. Conflicts of Interest

All AMC Group members shall adhere to Gavi's Conflicts of Interest Policy for Governance Bodies and Ethics Policy and shall annually complete an Annual Declaration Form in accordance with these policies. The Declaration shall be updated by AMC Group members when required.

At the commencement of each meeting, each AMC Group member shall declare any actual or perceived conflict of interest arising in the matters before the AMC Group. The relevant provisions in the Gavi Conflicts of Interest Policy for Governance Bodies shall regulate participation.