

Global health partnerships: progress on developing draft policy guidelines for WHO's involvement

The GAVI Alliance

Report by the Secretariat

1. In 2000, WHO was one of the founders of the Global Alliance for Vaccine and Immunization, whose main purpose is to improve access to immunization for children in low-income developing countries through the mobilization of substantial new funding from both public and private sources. Later renamed the GAVI Alliance, it is an unincorporated public-private partnership hosted by UNICEF; its steering body is a Board comprising a broad range of partners, from developed and developing countries to WHO, UNICEF and the World Bank, civil society, the vaccine industry, and research institutes. With a view to expanding and diversifying funding for immunization programmes, some of the GAVI Alliance's partners established a not-for-profit organization in the United States of America called the GAVI Fund, in order to attract tax-deductible corporate donations under the United States federal tax code. The GAVI Fund has, in the course of time, become the financing arm of the GAVI Alliance and exercises fiduciary responsibilities, including asset management and investment as well as financial control. The GAVI Fund has a Board, composed of prominent individuals who contribute their advocacy and fund-raising skills. As a result of a partial convergence between the Alliance and the Fund, their respective boards (as well as their respective executive committees that were established to work between sessions of the Boards) often hold joint meetings.

2. The GAVI Alliance has been, and continues to be, a very successful initiative, contributing to growing rates of immunization of children and the introduction of new vaccines in childhood vaccination programmes in many developing countries. Its funding of immunization programmes proposed by eligible governments has significantly reduced premature deaths of children from vaccine-preventable diseases. The GAVI Alliance has also recently started financing programmes to strengthen health systems, thus adding an important component to its operational approach. WHO, which has until now shared the chairmanship of the Alliance's Board with UNICEF, has been actively engaged both in the design and approval of the Alliance's activities and in providing support to recipient countries for implementing immunization programmes. WHO's programmes on vaccine and immunization and on health systems strengthening have benefited from direct funding from the GAVI Fund.

3. From a governance perspective, proposals by eligible countries are reviewed by the Alliance's Board, which makes recommendations on their funding to the Board of the GAVI Fund. The latter, if it endorses the Alliance's recommendations, releases the funds. The monitoring and evaluation of the approved programmes falls under the Alliance's authority, while vaccines are procured by UNICEF at

the request of the recipient countries. The joint Boards decided, starting in November 2006, to review the dual governance structure with a view to consolidating into a single legal entity the programmatic and financial functions split between the Alliance and the Fund. It was felt that the parallel existence and interaction of two very different entities created confusion about responsibility and decision-making authority, raised significant issues about the accountability of each entity, and risked hindering activities because of the growing complexity of the dual governance arrangement.

4. WHO, UNICEF and the World Bank have followed the revision process closely and contributed decisively to the difficult exercise of entirely redesigning a complex multipartner initiative. The three agencies ensured that their unique role within the GAVI Alliance and their specific requirements as intergovernmental institutions would be fully appreciated and respected. The revision process culminated in a decision, taken by the joint Boards in November 2007, to merge the programmatic and financial functions into a single legal entity in the form of a Swiss foundation. After further analysis of different options and governance arrangements, the joint Boards approved in February 2008 the statute of an independent non-profit foundation that will be based in Geneva and maintain the name “the GAVI Alliance”. Although the Boards agreed on most aspects of the foundation’s governance, a few important issues require further study and consultation among stakeholders with a view to submission for approval by the joint Boards at their next meeting in June 2008. It is expected that the transition from the current dual governance to the new foundation will be completed by January 2009. It is also expected that the foundation, in view of its purpose, structure and membership, may qualify under the newly enacted Swiss Host State Act to receive from the Swiss Government a legal status as well as privileges and immunities corresponding to those of an international organization. This status would provide crucial protection of the GAVI Alliance’s governance, stakeholders, secretariat and assets for the independent exercise of its functions.

5. The purpose of the new foundation largely corresponds to that of the current Alliance; the GAVI Fund will transfer its assets to the new foundation and then either completely merge into it or continue a separate existence with reduced functions as a corporate fund-raising entity. The governance of the GAVI Alliance will consist mainly of a 28-member Board as its supreme body enjoying full programmatic and oversight powers. The Board will be composed in part of representatives of the institutions currently sitting on the present GAVI Alliance’s Board and in part of unaffiliated individuals such as those who currently comprise the Board of the GAVI Fund. This innovative structure will enable the Board to draw from the different but complementary skills and contributions of members of the current dual governance system. WHO, UNICEF and the World Bank will be members of the Board with full rights of participation. The structure of the GAVI Alliance will also include a number of committees with different functions and authority, whose final features and composition are still under discussion, as well as a secretariat led by a Chief Executive Officer appointed by the Board. The new foundation will incorporate into a single structure functions now exercised by two different entities, thus ensuring coherence, increased efficiency and accountability of its programmes.

6. Through her chairmanship of the Board of the GAVI Alliance and personal involvement, the Director-General has contributed to steering the process and considers that WHO’s participation in the new foundation will provide essential normative and technical support as well as increased legitimacy to the new institution. WHO’s continuing involvement in the GAVI Alliance will ultimately benefit immunization programmes that have led to the vaccination of millions of children and prevented an estimated 2.8 million premature deaths by the end of 2007. A strong GAVI Alliance supporting immunization and child health bringing together donors, private-sector financial skills, technical agencies such as WHO and the implementing Member States enhances the global ability to save lives, to reduce disease burden and to contribute to reaching the health-related Millennium Development Goals.

7. The Secretariat has carefully analysed the legal implications of becoming member of an institution established under national law in order to assess possible risks for WHO. The three main legal issues that had to be assessed were protection from liability, in particular in view of the management and disbursement by the GAVI Alliance of substantial amounts of funding; ensuring that the privileges and immunities enjoyed by WHO were not compromised by its participation in a private foundation; and reconciling the fiduciary duties of the member of a foundation vis-à-vis the latter with the exclusive international character of the functions of the WHO Secretariat.

8. It is the view of the Secretariat that the statute adequately addresses the foregoing three issues and that WHO's participation in the GAVI Alliance will not raise significant legal risks. The statute, in this connection, contains clear provisions excluding the liability of members of the Alliance's Board and their respective organizations and entities, and ensuring their indemnification in case of legal actions brought against them. When discharging their functions, Board members are not required to take decisions that conflict with the constitution, rules and policies of their respective organizations, thus reconciling the fiduciary duties of the member of a foundation with the exclusively international function of WHO officials. The statute also clarifies that nothing in it or in other rules of the GAVI Alliance will imply a waiver or limitation of the privileges and immunities enjoyed by any member of the Board. Furthermore, the expected granting by the Swiss Government to the new foundation of an international legal status will offer additional legal protection to the institution and its members, including immunity from legal process and exemption from taxation.

ACTION BY THE EXECUTIVE BOARD

9. The Executive Board is invited to note the continued participation of WHO in the GAVI Alliance as outlined in this report and to provide its comments. The Director-General will revert to the Board once all the aspects of the revision of the Alliance's governance have been agreed upon and finalized.

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