

OCTOBER 2019

## BOARD CHARTER AND CODE OF CONDUCT

### 1. INTRODUCTION

This Charter references IFFIm’s memorandum and articles of association (**Statutes**) and the treasury manager agreement<sup>1</sup>, the finance framework agreement<sup>2</sup> (including the procedures memorandum<sup>3</sup>), the monitoring policy (and its related framework)<sup>4</sup> and the administrative support agreements<sup>5</sup> (**Key Transaction Documents**).

It is intended to guide directors in their decision making and sets out in summary form selected obligations and responsibilities, referencing underlying documents where applicable, with which it should be read in conjunction. In the event there is a conflict between this Charter and the Statutes or the Key Transaction Documents, the latter will prevail.

Unless otherwise specified, the term **articles** shall refer to the articles of association throughout.

### 2. IFFIM’S PURPOSE AND OBJECTS

IFFIm was created in 2006 as a development financing tool to accelerate the availability of predictable long-term funds for health and immunisation programmes through Gavi, the Vaccine Alliance (**Gavi Alliance**).<sup>6</sup>

IFFIm’s objects (**Objects**) set out in clause 3 of its memorandum of association are to promote the effective use of the resources of **Gavi Organisations**<sup>7</sup> for **Charitable Purposes**<sup>8</sup> for the benefit of the public by providing services and facilities which will assist Gavi Organisations to raise funds. Such provision of services and facilities may include, but will not be limited to, IFFIm borrowing money by any means on the

<sup>1</sup> 5 October 2016

<sup>2</sup> 8 February 2013

<sup>3</sup> 4 June 2018

<sup>4</sup> 4 June 2018

<sup>5</sup> 4 June 2018

<sup>6</sup> Taken from IFFIm’s annual financial statements 2017, page 9

<sup>7</sup> Gavi Organisations means Voluntary Organisations and other charities supported by or associated with the Gavi Alliance and includes the Gavi Alliance.

<sup>8</sup> Meaning the relief of sickness and the promotion, protection and preservation of good health among people in developing countries.

security of covenants or other agreements whereby governments promise funds to Gavi Organisations for Charitable Purposes and, in connection with such borrowing, obtaining any other kind of financial accommodation or entering into any hedging arrangement.

### **3. PURPOSE OF THIS CHARTER**

This Charter sets out the main principles relevant to IFFIm and its board of directors (**Board**) in order to develop, implement and maintain a culture and standard of good corporate governance.

The matters set out in this Charter are subject to the UK Companies Act 2006, Charities legislation and regulations (**Acts**) and IFFIm's Statutes.

The purpose of preparing and detailing the matters set out in this Charter is to:

- formalise procedures to help ensure that IFFIm and the Board act in a transparent and dutiful manner in their internal and external dealings;
- ensure that appropriate checks and balances are in place to monitor the operations of IFFIm; and
- provide transparent criteria against which stakeholders could assess the performance of IFFIm from a corporate governance perspective.

### **4. LEGAL CONSIDERATIONS**

Directors are required to act in accordance with the general duties of directors in sections 171 to 177 of the Companies Act 2006, as amended or updated from time to time.

Under English Law, the key duties of directors include:

- only exercising powers within the authority given and acting in accordance with the Statutes;
- at all times acting not only in good faith and honesty, but also in IFFIm's best interests;
- exercising independent judgement in carrying out their duties;
- exercising reasonable care, skill and diligence in carrying out their duties commensurate with their knowledge and experience;
- avoiding a situation in which they have or can have a direct or indirect interest that conflicts with or may conflict with IFFIm's interests (although a conflict or potential conflict may be authorised by the directors in accordance with the Statutes) including not accepting a benefit from a third party and declaring an interest, direct or indirect, in a proposed transaction or arrangement with IFFIm;
- ensuring that IFFIm does everything that is required of it by law and regulation; and
- acting in a way that they consider, in good faith, would promote the success of IFFIm for the benefit of the members as a whole and in doing so, have regard (amongst other matters) to:
  - *the likely consequences of any decision in the long-term;*

- *the need to foster IFFIm's relationships with investors, stakeholders, donors and others;*
- *the impact of IFFIm's operations on the environment; and*
- *the desirability of IFFIm maintaining a reputation for high standards of business conduct.*

These duties are owed by each director personally. Directors should note that section 170 (2) of the Companies Act confirms expressly that the duty to avoid conflicts (as regards the exploitation of any property, information or opportunity of which s/he became aware at a time the s/he was a director) and the duty not to accept benefits from a third party (as regards things done or omitted by him or her before s/he ceased to be a director) continues to apply after a person ceases to be a director.

Under UK charity law, IFFIm's directors, as effectively trustees of the charity, owe various duties to IFFIm which can be summarised as follows:

- *duty of compliance:* (i) to ensure that IFFIm complies with applicable law, regulatory requirements and the provisions of its Statutes, (ii) to act with integrity, (iii) to avoid personal conflicts of interest, and (iv) to avoid misuse of IFFIm's funds;
- *duty of prudence:* (i) to ensure that IFFIm will remain solvent, (ii) to use IFFIm's assets reasonably and in furtherance of its objects, (iii) to avoid exposing IFFIm's assets to undue risk, and (iv) to take special care when investing IFFIm's funds or borrowing; and
- *duty of care:* (i) to use such skill and care in their role as IFFIm's directors as is reasonable in the circumstances (taking into account any particular knowledge or skill of the particular director) and (ii) to consider obtaining external advice where there could be material risk to IFFIm.

Charity law requires that IFFIm's directors (i) identify the principal risks facing IFFIm and (ii) develop relevant and proportionate risk management strategies to mitigate such risks in a manner which ensures that IFFIm's directors discharge their charity law duties

## **5. ROLE AND FUNCTION OF THE BOARD**

The Board is primarily responsible for:

- determining IFFIm's strategic plans;
- overseeing the implementation of such plans;
- disbursing funds to Gavi Alliance and monitoring their application and the efficiency and impact of their application;
- monitoring functions outsourced to Gavi Alliance and the International Bank for Reconstruction and Development (**World Bank**); and
- ensuring that IFFIm's activities are aligned with IFFIm's Objects.

Matters reserved to the Board are outlined in Annex A to this Charter.

The principle of collective responsibility shall apply to all Board decisions such that all directors will support consensus decisions, unless to do so would be illegal, or a breach of their duties as a director.

In order to further the Objects, but not for any other purposes, IFFIm has the powers set out in clause 4 of IFFIm's memorandum of association. Restrictions on benefits for members and directors are set out in clause 5 of IFFIm's memorandum of association.

## **6. BOARD COMPOSITION AND REMUNERATION**

The minimum number of directors is three and the directors may fix a maximum (article 49) but there is currently no maximum.

Directors are appointed for an initial three-year term, with eligibility for a second term that will normally be three years, but can exceptionally be up to five years as determined by the directors either at the time of reappointment for the second term or subsequently. Directors are not eligible for reappointment for two years after the end of their term (article 63).

A director will be disqualified if any of the events described in article 57 occur.

The directors may from time to time appoint an executive officer of IFFIm for such period and on such terms as they think fit in accordance with article 48, but there is currently no such officer.

The Statutes simply specify that the directors may elect a chairperson of their meetings and determine the period for which they hold office (**Chairperson**) and if there is no Chairperson, the provisions of article 71 apply. The Board of IFFIm ordinarily selects a **Chair** of the Board and their role and appointment is described further in Section 7 of this Charter.

A Secretary, assistant or deputy Secretary may be appointed or removed by the directors in accordance with article 77. The current Secretary is Trusec Limited, which is supported by Gavi Alliance.

The Secretary, supported by Gavi Alliance, works in conjunction with the Chair to manage the smooth functioning of the Board by managing Board processes and ensuring Board meetings are properly held and called and appropriate records are maintained.

In particular, the Secretary is responsible for maintaining appropriate records, registers, minute books and a register of conflicts of interest (updated annually and when there are changes).

The Secretary, through a representative of Gavi Alliance, attends the meetings of the Board, but is not entitled to vote.

The directors do not receive any fees or remuneration but are entitled to claim all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings of IFFIm or in connection with the business of IFFIm.

## **7. CHAIR**

The role of the Chair is to provide leadership of the Board and manage the business of the Board through setting its agenda and taking full account of the issues and the concerns of directors.

The Board will ideally select from their number a new Chair in advance of the retirement of the existing Chair.

Any new Chair so appointed will normally have at least two to three years' tenure on the Board remaining and may only be appointed for a period that does not exceed their term of appointment as a director.

Exceptionally, the Board may wish to recruit a new Chair externally.

Typically, the outgoing Chair will lead the process to agree who is to be nominated as new Chair with all currently serving directors, save for any directors who put themselves forward as a candidate.

When appointing a new Chair, if the candidate is an existing director, that director will recuse themselves from the meeting of the Board to consider and/or approve the appointment.

## **8. BOARD EXPECTATIONS**

Annex B to this Charter sets out expectations of the directors of the Board including the Chair.

## **9. MEETINGS OF THE BOARD**

### **A. Workplan**

The Chair is expected to determine the workplan and frequency of Board meetings together with the Secretary. The Secretary maintains the workplan which is available upon request by a director.

The Board is expected to meet a minimum of four times a year.

### **B. Board papers**

The Board meeting agenda and all available information concerning the business to be conducted at each Board meeting shall, to the extent practicable, be delivered to the directors sufficiently in advance of each meeting to permit meaningful review, ordinarily at least one week ahead of the date scheduled for the Board meeting.

Any director may request items be added to the agenda for upcoming meetings. Such requests should be made in writing to the Chair at least ten working days before the Board meeting.

All business to be discussed at a Board meeting is expected to be included in the agenda. Additional items can only be tabled and discussed at a Board meeting at the discretion of the Chair.

### **C. Proceedings**

The provisions of articles 65 to 76 apply to the proceedings of the Board and in particular:

- Questions arising at any meeting shall preferably be decided by consensus, but article 65 allows questions to be decided by a majority of votes.
- In the case of an equality of votes, the Chairperson has the power to exercise a second or casting vote (article 65) but typically the Chair would choose not to exercise such power.
- A director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the directors (article 65).
- The quorum necessary for the transaction of the business of the directors shall be two or such greater number as the directors shall from time to time determine (article 66).

### **D. Conflicts**

A director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with IFFIm or in any transaction or arrangement entered into by IFFIm which has not been previously declared (article 68).

A director must absent themselves from any discussions of the directors in which it is possible that a conflict will arise between their duty to act solely in the interests of IFFIm and any personal interest (article 68).

Unconflicted directors may authorise conflicts pursuant to article 69 unless there is no quorum because a conflicted director is prevented from being counted in the quorum (article 69.2).

### **E. No quorum**

Article 70 specifies the powers of directors in the event there is no quorum.

### **F. Delegation**

The directors are permitted to delegate, under article 72, their directors' powers to committees consisting of such directors and on such terms as the directors they think fit. This article allows non-directors to be appointed for up to half of the membership of the committee and requires the proceedings to be governed as for meetings of the Board, unless otherwise specified.

The directors may delegate, for remuneration or otherwise, on terms they agree, to any person other than a director:

- the power to carry out any decision taken by the directors; and
- powers relating to the investment of the assets of the IFFIm.

The Board shall have the power to delegate on an exceptional basis its authority and duties to individual directors, as it deems appropriate. If the Board uses this power, it will usually, but not necessarily, delegate to any two directors.

## **G. Advice**

The Board may engage, through the Chair, consultants and other professionals, at its discretion, to assist the Board in fulfilling its duties under this Charter. Any such engagement shall be at the cost of IFFIm.

## **H. Electronic and other decision making**

Decisions may be taken by written resolution or exchange of documents or electronic messages (article 76). Any decisions taken in this manner shall be unanimous.

Participation electronically/telephonically is equivalent to attendance at a physical meeting.

## **10. PERFORMANCE EVALUATIONS**

The Board may undertake regular evaluations of the performance of the Board, Audit Committee and individual directors (including Chair) as appropriate.

It is expected that the Board will engage an independent expert to facilitate the process at least every third year.

It is expected that the Board and Audit Committee will consider the outcome of the performance review in a dedicated meeting and may develop a series of actions and goals to guide improvement.

It is expected that the Chair will provide each director with confidential feedback on his or her performance. The directors will nominate one of them, usually the chair of the Audit Committee, to deliver feedback to the Chair on his or her performance.

It is expected that the Chair and the chair of the Audit Committee will ensure appropriate action plans are put in place and implemented as a result of the relevant performance reviews.

## **11. INSURANCE**

Gavi Alliance has in place appropriate directors' and officers' (D&O) insurance cover for the Board.

## **12. CODE OF CONDUCT**

12.1 IFFIm Board and each individual Director ascribes to the principles set out in the Charity Governance Code for large charities issued by the UK Charity Commission.<sup>9</sup>

12.2 IFFIm Board and each individual Director ascribes to the principles set out in the accompanying Charity Ethical Principles issued by the UK Charity Commission.<sup>10</sup>

<sup>9</sup> Charity Governance Code, Charity Governance Code for large charities, available at <<https://www.charitygovernancecode.org/en/pdf>> accessed 15 August 2019.

<sup>10</sup> Charity Ethical Principles, available at <<https://www.ncvo.org.uk/policy-and-research/ethics/ethical-principles>> accessed 15 August 2019.

12.3 In the absence of IFFIm specific Board-approved policies (see Annex D), as IFFIm has no employees, the IFFIm Board and each individual Director follows the guidance provided by the code of conduct framework adopted by the Gavi Alliance.

## **ANNEXES**

**Annex A:** Matters reserved to the Board

**Annex B:** Expectations of Directors

**Annex C:** Audit Committee Charter

**Annex D:** Board Policies

**D.1** Board Independence Statement

**D.2** Board Diversity Statement

**D.3** Gifts and Hospitality Policy

**D.4** Monitoring Policy

**D.5** Procurement Policy

**D.6** Travel Policy

## **ANNEX A: MATTERS RESERVED TO THE BOARD**

Without limitation to the requirements of the Acts and the Statutes, the Board is responsible for the following:

### **A. Governance and strategy**

- Ensuring a system of corporate governance which is compliant with the Acts, the Statutes and good practice;
- approving IFFIm's strategy including its financial strategy;
- monitoring IFFIm's:
  - performance and implementation of strategy including donor relations updates;
  - financial performance;
  - compliance with key policies, laws and regulations.

### **B. Financials, accounting policies and auditors**

- Approving and monitoring the annual budget, including the budget proposals for outsourced services (including those of the World Bank and Gavi Alliance);
- reviewing and approving IFFIm's annual and interim financial statements;
- appointing and removing external auditors and approving their annual audit fees and non-audit services;
- appointing and removing tax services providers;
- approving any significant changes to accounting policies, judgements or practices recommended by the Audit Committee.

### **C. Reporting**

- Receiving reports from the Chief Executive Officer of Gavi Alliance;
- receiving reports from the Treasury Manager, namely, the quarterly update, the risk management report, etc.;
- receiving the Gavi Alliance Audit and Investigations report;
- reporting to members and stakeholders on IFFIm's performance;
- reviewing and approving all circulars, prospectuses and other documents sent to stakeholders unless delegated to a Prospectus Committee appointed by the Board.

### **D. Risk and internal control**

- Reviewing IFFIm's systems of risk management and internal control;
- reviewing IFFIm's significant financial and operational risk exposures and the actions to mitigate and control them as notified by the Audit Committee;
- considering IFFIm's compliance and other risks not reviewed by the Audit Committee and considering IFFIm's principal risks as a whole.

### **E. Key Transaction Documents**

- Approving (where agreed) Notices of Gavi Alliance Programme approval and Requests for Funding and Confirmations;
- evaluating the efficiency and impact of application of funds and any misuse of such funds as reported by Gavi Alliance;

- reviewing the discharge of IFFIm's obligations under the Key Transaction Documents;
- approving material changes to the Key Transaction Documents and to IFFIm's policies and strategies as required.

**F. Funding transactions**

- Mandating the Treasury Manager to engage lead banks for transactions;
- approving final transaction details including cost, tenor, amount and other details deemed necessary by the Treasury Manager.

**G. Board composition and Committees**

- Creating, overseeing and appointing directors to the Audit Committee and other Committees where appropriate to assist in the Board's functions and powers and approving their charters and any changes to their charters;<sup>11</sup>
- keeping succession planning for the Board under review;
- appointing and removing directors;
- appointing and removing the Secretary.

**H. Other**

- Reviewing and approving any litigation/arbitration matters;
- reviewing the directors' & officers' insurance annually;
- reviewing the application of the Seal to documents in accordance with the Statutes;
- approving changes to the legal status of IFFIm and its name;
- approving this Charter and any changes to it.

<sup>11</sup> Audit Committee Charter is attached as Annex C to this Charter.

## **ANNEX B: EXPECTATIONS OF DIRECTORS**

### **A. The Chair is expected to**

- Ensure that:
  - Board agendas are primarily focused on strategy, performance and monitoring;
  - sufficient time is dedicated at Board meetings for discussion of all major issues considered by Committees;
  - directors receive accurate, timely and high-quality supporting information in each case to enable the Board to take sound decisions, monitor effectively and provide advice to promote the success of IFFIm.
- Manage Board processes to ensure that sufficient time is allowed for discussion of complex or contentious issues, where appropriate arranging for informal meetings beforehand to enable thorough preparation for the Board's discussion.
- Facilitate and encourage active engagement and appropriate challenge by members of the Board, by drawing on directors' skill, diverse experience, knowledge and, where appropriate, independence.
- Build an effective and complementary Board, regularly considering succession planning and Board composition including diversity.
- Maintain effective communication with stakeholders and ensure that members of the Board develop and maintain an understanding of the views of key stakeholders, and report on the nature and extent of the communication with them.

### **B. All directors**

- Are expected to demonstrate ethical leadership and uphold the highest standards of integrity and probity in conducting themselves on behalf of IFFIm.
- Are expected to make sufficient time available to discharge their responsibilities. The expected time commitment may be agreed on an individual basis with each director, with the average time commitment for the directors as a whole being around 10 days per year. The Chair and chair of the Audit Committee may be expected to commit additional time in order to fulfil these extra responsibilities.
- Are expected to attend all Board meetings and Board dinners and all members of Committees are expected to attend all Committee meetings unless exceptional circumstances prevail.
- Should be well prepared for all Board and Committee meetings.
- Are expected to maintain their own independence.
- Are expected to take all reasonable actions to avoid potential conflicts of interest and promptly disclose any that may arise in accordance with this Charter and the articles of association.
- Are expected to ensure they have the knowledge and understanding of IFFIm's business to enable them to contribute effectively. On appointment, a director should devote a sufficient amount of time to participate in a comprehensive formal and tailored induction programme to acquire an understanding of the main areas of business activity, in particular those that involve significant risk.

- Are expected to review their development annually with the Chair and agree any development needs.
- Directors who are appointed to the Audit Committee should have the required financial competence.



**March 2018**

## **AUDIT COMMITTEE CHARTER**

### **1. PURPOSE**

The Audit Committee (the “Committee”) is established by the Board of Directors (the “Board”) of the International Finance Facility for Immunisation Company (the “Company” or “IFFIm”) to assist the Board of Directors in fulfilling its responsibilities in respect to the corporate accounting and financial practices of IFFIm. In so doing, it shall be the responsibility of the Committee to maintain regular and open communication among Committee members and with the Board.

### **2. COMPOSITION**

The Committee shall be a standing committee of the Board consisting of at least two members.

All Committee members shall be independent non-executive directors of the Company and shall be appointed by the Board for an initial period of up to three years with the option of serving further terms at the discretion of the Board.

The Chair of the Committee shall be appointed by the Board, upon the recommendation of the Board Chair.

Members of the Committee shall be qualified in at least one of the following areas:

- **Financial/Accounting Knowledge:** working knowledge of finance and accounting practices; and/or
- **Financial Expert:** significant, recent, and relevant expertise in finance and accounting at a level appropriate to the complexity of IFFIm’s operations, including an understanding of financial statements, internal controls, capital markets, procedures for financial reporting, and audit committee functions.

At least one member of the Committee shall be a financial expert.

### 3. OPERATIONS

Meetings. The Chair of the Committee, in consultation with the other Committee members, shall determine the schedule and frequency of the Committee meetings. Meetings shall be held at least two times per year and, where appropriate, shall coincide with key dates in the Company's financial reporting cycle.

A quorum shall be two members present throughout the meeting.

Any Board member may attend the Committee meetings as an observer but may only participate in the deliberations at the invitation of the Committee Chair. Any other persons who are non-Board members may attend Committee meetings only at the invitation of the Committee Chair and with the consent of Committee members.

The external auditor shall, from time to time, be invited to attend Committee meetings as appropriate.

Agenda. The Chair of the Committee shall develop and set the Committee's agenda in consultation with the Gavi Alliance and the Treasury Manager. The agenda and all available information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be delivered to the Committee members sufficiently in advance of each meeting to permit meaningful review.

Reports to the Board. Minutes shall be taken of all Committee meetings. The Committee shall regularly report on its meetings and other activities to the Board.

Access to Consultants. The Committee may engage consultants and other professionals, at its discretion, to assist the Committee in fulfilling its duties under this Charter and which shall be at the cost of IFFIm.

Delegation of Authority. The Committee shall have the power to delegate on an exceptional basis its authority and duties to individual Committee members as it deems appropriate.

### 4. DUTIES AND RESPONSIBILITIES

In carrying out its responsibilities, the Committee shall:

- Review and recommend the approval of the terms of the external auditor's engagement, and scope of the annual audit, and recommend to the Board pre-approval of any audit-related and non-audit services to be provided by the external auditor.
- Review with the external auditor the Company's annual financial statements and interim financial statements (if any) and the external auditor's management letter.
- Review any significant disagreement among Gavi, the Treasury Manager, and the external auditor in connection with the preparation of the annual financial statements and interim financial statements (if any).

- Conduct a separate post-audit review with Gavi, the Treasury Manager, and the external auditor to discuss the audit and any restrictions on the scope of work or access to required information. (The Chair may represent the Committee for this purpose but must report findings to the Committee).
- Review and recommend for approval IFFIm’s annual budget, including the budget proposals for any outsourced services.
- Review the Company’s significant financial and operational risk exposures and the steps taken to monitor and control such exposures. The Committee shall also report significant exposures to the Board.
- Review and discuss with Gavi, the Treasury Manager, and the external auditor the adequacy of the Company’s financial reporting processes and internal controls.
- Review critical financial reporting and accounting policies, practices and judgements used by the Company.
- Recommend approval of any significant changes required to the Company’s financial reporting and accounting policies, practices and judgements.
- Review with Gavi, the Treasury Manager, and the external auditor any material financial or non-financial arrangements that do not appear on the financial statements of the Company.
- Review any legal matter that could have a significant impact on the Company’s financial statements.
- Review the Company’s tax filings with the independent tax advisors.
- Review the Company’s procedures for handling allegations from whistleblowers.
- Review from time to time the Committee's own performance and report the results of such reviews to the Board.
- Review from time to time and reassess the adequacy of this Charter and recommend any proposed changes to the Board.
- Perform such other duties required by law or otherwise as are necessary or appropriate to further the Committee's purposes, or as the Board may from time to time assign to it.

## **5. GAVI ALLIANCE**

- Given that IFFIm shares a common mission with the Gavi Alliance (“Gavi”) and for so long as the IFFIm annual financial statements are consolidated with those of Gavi, the Committee shall cooperate with Gavi’s Audit and Finance Committee (“AFC”) in providing such information as Gavi’s AFC may request from time to time in the course of discharging its obligations to the Gavi Board of Directors in respect of reviewing and recommending for approval by the Gavi Board the consolidated annual financial statements of Gavi.

- Reciprocally, the Committee shall review any statements to be published in the Gavi consolidated annual financial statements that relate to IFFIm.



## Board Independence Statement

Under English law, directors are required to exercise independent judgement in carrying out their duties. All directors appointed to the Board of IFFIm are required to be independent, unless the Board in its discretion considers exceptional circumstances to apply.

Independence for purposes of appointment to the IFFIm Board requires that the director should be independent of management of the Secretariat of the Gavi Alliance, IFFIm's sole member, and free of any business or other relationship that could materially interfere with or could be perceived to materially interfere with the exercise of their unfettered and independent judgment.

The Board will identify and manage conflicts of interest and ensure that the influence of third parties does not compromise or override the exercise of objective, unfettered or independent judgment or the director's ability to act in the best interests of IFFIm.

Directors should provide the Board with sufficient information to allow the Board to evaluate their independence and notify the Board of any change in circumstances that may affect this. Independence should be considered throughout their tenure.

The Board shall, annually, affirmatively determine that a director is independent.

Circumstances which are likely to impair, or could appear to impair, a director's independence include, but are not limited to, whether a director:

- is or has been an employee of Gavi Alliance within the last three years;
- has, or has had within the last three years, a material business relationship with IFFIm or Gavi Alliance, either directly or as a partner, shareholder, director or senior employee of a body that has such a relationship with IFFIm or Gavi Alliance in the opinion of the IFFIm Board;
- has received or receives remuneration (other than compensation for expenses) from IFFIm or Gavi Alliance;
- has close family ties<sup>12</sup> with any of IFFIm's or Gavi Alliance's advisers, auditors, directors or senior employees;

<sup>12</sup> This should be construed to mean any spouse, domestic partner, parents, siblings, children, and any other relative who resides in the same household as the director and any other familial relationship that could create the appearance of a conflict.

- holds cross-directorships with other directors through involvement in other companies or bodies;
- has served on the Board for more than eight years from the date of their first appointment<sup>13</sup>.

Where any of these or other relevant circumstances apply, and the Board nonetheless considers that the director is independent, an explanation should be provided in the annual financial statements.

<sup>13</sup> Article 63 of the Articles of Association permit a director to be appointed for an initial term of three years and second term of three years that may be extended to five years, making a total term of eight years. This provision contemplates circumstances where a director having served a maximum of eight years initially, after a period of two years, can be reappointed to the Board for further terms contemplated under Article 63.



## Board Diversity Statement

The Board of Directors of International Finance Facility for Immunisation (IFFIm) Company is committed to ensuring a diversity of mix of skills, experience and demographics among its directors that contributes to a balanced and effective Board.

It recognises the value-addition provided to the Board deliberations and decision-making by having a sufficient mix of directors with relevant knowledge, independence, industry experience and diversity of perspectives and background.

The Board:

- understands diversity as including, but not limited to, gender, ethnicity and geography;
- seeks to identify candidates through its nominations process that will continue to be selected on the basis of individual competence and expertise to generate effective challenge, discussion and objective decision-making but with appropriate regard to the benefits of diversity of perspectives and inclusion;
- appreciates that the collective skill mix of the directors should be appropriate for providing the strategic oversight to IFFIm Company in the pursuit of its long term objectives.

This diversity statement is inspired by the robust gender and diversity policies that are in place with our operational partners, Gavi Alliance and the World Bank.



**International Finance Facility  
for Immunisation (IFFIm)  
Gifts and Hospitality Policy**  
Version 1.0

## DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Approved by: IFFIm Board	16 October 2018
	Next review:	As and when required

## 1. Purpose

- 1.1. The Board of Directors of International Finance Facility for Immunisation (IFFIm) Company is committed to the highest principles of probity and integrity. It is essential that in all of our dealings and behaviour we are seen to be above reproach.
- 1.2. This Policy applies to all IFFIm Board members (Directors).
- 1.3. It is the duty of Directors to ensure that they are familiar with this Policy and comply with its requirements accordingly. In the event of any doubt, they should refer to the IFFIm Board Chair or Gavi Alliance Director of Governance for guidance.

## 2. The guiding principles of the Policy

- 2.1 The guiding principles of the Board Policy are:
  - 2.1.1. The conduct of Directors should not create suspicion of any conflict between their duty to the Board and their personal interest(s);
  - 2.1.2. The actions of Directors acting in an official capacity should not give the impression to any member of the public, to any organisation with whom they deal or to their colleagues that they have been (or may have been) influenced by a benefit to show favour or disfavour to any person or organisation;
  - 2.1.3. Directors must use their own best judgement in order to conduct themselves in accordance with these guiding principles; and
  - 2.1.4. Directors must comply with their obligations under bribery and corruption laws.
- 2.2 IFFIm's general guidance regarding gifts and hospitality is as follows:
  - 2.2.1.1. Directors must not promise, give, or accept any gift, reward or benefit from any member of the public or organisation with whom they have been brought into contact through their duties; they must not canvass gifts or hospitality.

## 3. Bribery and corruption

- 3.1 What are Bribery and corruption?
  - 3.1.1 **Corruption** refers to behaviour lacking in honesty and integrity and particularly relates to the giving of bribes to those in power in return for corporate or personal gain.
  - 3.1.2 **Bribery** occurs when you offer, pay, seek or accept a payment, gift or favour to influence a business outcome inappropriately.

- 3.2 Bribery and corruption can be direct or indirect through third parties, vendors or joint venture partners.
- 3.3 Your obligations: Bribery and corruption laws apply to everyday situations you may encounter, for example expediting an application process or inviting a government employee to a hospitality event.

Accordingly, you must not (either directly or indirectly):

- 3.3.1 in any way be involved in the giving or receiving of a bribe, regardless of any local custom or practice and regardless of the size of the bribe;
- 3.3.2 bribe another person intending to obtain or retain an advantage for IFFIm;
- 3.3.3 offer, promise or give a financial or other advantage to anybody intending that he/she does something improperly for the benefit of IFFIm; or
- 3.3.4 request or accept benefits from anyone on a scale that might be seen to create an unreasonable obligation to that party or create a conflict of interest for IFFIm.
- 3.4 IFFIm policy does not permit so-called facilitation payments to be made to governmental officials to speed up legal or administrative processes, even if such payments are nominal in amount.
- 3.5 If you have any doubt about the propriety of a benefit under this policy or applicable law, please speak with the Gavi Alliance Director of Governance for guidance.

#### **4. Gifts**

- 4.1 A gift is something that is given to an individual. Directors should be aware that the general rule is that Directors should not give or receive gifts or hospitality from any party whom they have been brought into contact through their duties as a Director. This applies particularly to personal gifts offered to Directors or members of their families.
- 4.2 For gifts, the procedure is as follows:
- 4.2.1 gifts must be isolated: “isolated” refers to timing (occasional or infrequent) and volume (one or two items rather than 100);
- 4.2.2 cash and cash equivalent gifts should not be promised, given, or accepted.
- 4.2.3 an exception to the general rule about not accepting gifts is that Board members may accept gifts of a minor nature without disclosure from organisations with whom IFFIm does business. For the purpose of this policy, examples of gifts of a minor nature are considered to be:
- small promotional items that are routinely given to a wide range of people (e.g. calendars, stationery, commemorative

books etc). These will usually incorporate the logo of the gift donor's organisation;

- a low value bottle of alcohol which is seen as merely a token of appreciation and is reasonable in the circumstances;
- courtesy official transport which is necessary for duties of Directors and is of a value which is not inappropriate to accept and could not be seen as creating a sense of obligation to a person.

## **5. Hospitality**

5.1 Particular caution should be given to any offer of hospitality where there is a possibility that a host is hoping to obtain an advantage from IFFIm as any suggestion of improper influence must be avoided.

5.2 Regarding hospitality, the procedure is as follows:

5.2.1 Directors may be offered hospitality as part of normal business practices that is directly linked to their role at IFFIm (for example a working lunch or dinner at the end of an official engagement). This kind of conventional hospitality may be accepted as long as it is neither expensive nor lavish and it should be recorded and reported to the Director of Governance at the Gavi Alliance if over the value of £100;

5.2.2 Refreshments provided during the course of a business meeting (coffee, tea, juice, soda, etc.) need not be disclosed;

5.2.3 Directors may be offered other forms of hospitality by an individual or organisation with whom they have been brought into contact through their IFFIm duties, but which are not related to their role and which are not linked to IFFIm's business. This might include, for example, substantial offers of social functions, travel, accommodation, offers of tickets and invitations to sporting, cultural, or social events or similar. These forms of hospitality should be declined without reservation, particularly if they are or might be suspected to influence the conduct or behaviour of IFFIm.

## **6. Board member responsibility**

6.1 This Board Policy entails the following responsibilities for Board members:

6.1.1 being aware of this policy and acting in accordance with it – in letter and spirit;

6.1.2 thinking carefully when offered any gift or hospitality and exercising their own best judgement before accepting;

6.1.3 reporting any gifts or hospitality to the Director of Governance at the Gavi Alliance as required under this Statement; and

6.1.4 if there is any doubt, Directors should decline gifts or hospitality.

- 6.2 Only the Board Chair has the discretion, in his judgement, to agree to any exceptional dispensation of the requirements of this Policy. Where any dispensation is requested by the Board Chair, this shall be considered by a Committee of any two other directors on the Board of IFFIm. Any such dispensation permitting the exceptional departure from the requirements of this Policy shall be recorded and retained by the Gavi Alliance Director of Governance.

## **7. Raising concerns**

- 7.1 All Directors have a duty to avoid corrupt behaviour and to behave ethically. However, in addition to being accountable for personal actions, Directors must also take responsibility for reporting the inappropriate behaviour of others.
- 7.2 Any such report made will be treated entirely confidentially. Knowing about possible corrupt conduct and failing to notify the relevant person will be regarded as a serious matter. Any Director who has any concerns that corrupt conduct is going on within IFFIm or in respect of any other dealings between IFFIm and a third party, he/she must immediately raise their concerns through notifying the Gavi Alliance Director of Governance for guidance.

## **8. Consequences of breach**

- 8.1 Each Director's commitment to compliance with this Policy is essential to IFFIm's efforts to conduct its business with honesty and integrity. Directors and those acting on the IFFIm's behalf may suffer consequences under applicable laws, including fines and imprisonment.

## **9. Monitoring and review**

- 9.1 IFFIm will review and update this Policy on an ongoing basis to ensure that the reputation and integrity of IFFIm is not compromised and to ensure IFFIm's continued compliance with anti-bribery and anti-corruption laws. IFFIm reserves the right to make changes to this policy. Compliance with the policy will be monitored by IFFIm.



## International Finance Facility for Immunisation (IFFIm) Monitoring Policy Version 2.0

### DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Approved by: IFFIm Board	25 October 2012
	Next review:	As and when required
2.0	Approved by: IFFIm Board	4 June 2018
	Next review:	As and when required

## **1. Purpose**

- 1.1. The International Finance Facility for Immunisation Company (“**IFFIm**”) provides funding for Approved Programmes, submitted to it by the GAVI Alliance, in accordance with the IFFIm Strategies, IFFIm’s charitable objects and the terms of the Transaction Documents.
- 1.2. IFFIm has adopted this Monitoring Policy to set out how it monitors and evaluates its funding of Approved Programmes in order to ensure compliance by IFFIm with applicable laws and regulations.
- 1.3. The purpose of this Monitoring Policy is to set out IFFIm’s approach and procedures to comply with, in particular, the Charity Commission (UK) and HMRC (UK) requirements, and for mitigating and monitoring potential misuse of IFFIm funds (i.e. the use of IFFIm funds for purposes other than IFFIm’s stated charitable purposes), non-compliance with intended uses of IFFIm funds by recipients, and unmet programme objectives, as well as other risks identified by the IFFIm Board from time to time.
- 1.4. The IFFIm Board has evaluated, and will continue to evaluate, major risks faced by IFFIm in carrying on its activities.
- 1.5. Defined terms used in this Monitoring Policy shall, unless expressed otherwise, have the meanings given to them in the Master Definitions Agreement dated 8 February 2013, adopted by the IFFIm Board and to which IFFIm is a party.

## **2. Monitoring Policy Statement**

- 2.1.1 IFFIm’s policy is to mitigate risks associated with providing IFFIm funds to Approved Programmes by monitoring:
  - 2.1.2 that IFFIm funds are used in a manner consistent with the mission and purpose of the GAVI Alliance, by monitoring that the procedures prescribed in the Transaction Documents whereby Eligible Country Applications and Non-Country Specific Programme applications become Approved Programmes;
  - 2.1.3 adherence to the other procedures prescribed in the Transaction Documents;
  - 2.1.4 the efficient use of resources managed by IFFIm;
  - 2.1.5 the success achieved in Approved Programmes; and
  - 2.1.6 the use of IFFIm funds for Approved Programmes.

## **3. Charity Commission, HMRC requirements and other requirements**

- 3.1 The IFFIm Directors recognise that charity law and guidance issued by the Charity Commission (UK) require that IFFIm funds are applied for their stated charitable purpose, in accordance with IFFIm’s charitable objects. In the context of IFFIm, this requires that:

- 3.1.1 grant arrangements relating to the use of IFFIm funds should provide for regular reports on amounts spent, restrictions on the use of the funds, targets and audit provisions; and
- 3.1.2 IFFIm ensures, when its funding is applied by the GAVI Alliance, that the GAVI Alliance informs IFFIm if IFFIm funds are not properly applied, and that the GAVI Alliance informs IFFIm about issues such as potential control weaknesses in grant arrangements.
- 3.2 The IFFIm Directors recognise that UK tax legislation requires that if a charity provides funding to an organisation situated outside the UK, the provision of such funding may not be a qualifying expenditure (i.e. it may not be exempt from UK tax) unless the charity concerned has taken such steps (and the charity is able to provide evidence that such steps were in fact taken) as are reasonable in the circumstances to ensure that the funding will be applied for charitable purposes.
- 4. IFFIm Monitoring approach and procedures to ensure compliance with the Charity Commission, HMRC and IFFIm Board requirements**
  - 4.1 Procedures to select Approved Programmes, compliant with IFFIm’s charitable purposes**
    - 4.1.1 IFFIm relies on the GAVI Alliance Board, the Independent Review Committee of the GAVI Alliance (“**IRC**”), the High-Level Review Panel (“**HLRP**”), and the GAVI Alliance Secretariat to manage and scrutinise all Eligible Country Applications and Non-Country Specific Programme applications which may, if they become Approved Programmes and if IFFIm grants an IFFIm Indicative Funding Confirmation, receive IFFIm funding. The detailed processes are set out in the Transaction Documents, and in particular in the Procedures Memorandum.
    - 4.1.2 When a Disbursement Request is presented to IFFIm, the GAVI Alliance certifies the completion of the steps set out in the Procedures Memorandum, confirming that the procedures for reviewing and approving such programmes for funding have been followed.
    - 4.1.3 Given IFFIm’s status as a charity and considering the most appropriate and efficient allocation of resources and expertise in order to fulfil IFFIm’s charitable objectives, the IFFIm Directors are of the opinion that it is proper, reasonable and correct to rely on the expertise of the GAVI Alliance in assessing and, if appropriate, approving Eligible Country Applications and Non-Country Specific Programme applications.
    - 4.1.4 IFFIm requests that the GAVI Alliance makes available to IFFIm such of the supporting materials accompanying Eligible Country Applications and Non-Country Specific Applications so that IFFIm can monitor how the GAVI Alliance is addressing the following items:
      - a) to whom IFFIm funds will be made available;
      - b) the particular charitable purpose set forth in each Eligible Country Application and Non-Country Specific Programme application to which IFFIm funds may be made available;

- c) the commitments obtained by the GAVI Alliance from recipients of IFFIm funds (via the application processes through which Eligible Country Applications and Non-Country Specific Programme applications are submitted and, if appropriate, approved) pursuant to which the recipient confirms that the IFFIm funding will be applied for the charitable purpose for which it will be given, and the arrangements in place to ensure IFFIm funding is used to further IFFIm's charitable purposes; and
- d) procedures for receiving regular reports on the application of IFFIm funds.

4.1.5 Additionally, IFFIm requires that the GAVI Alliance confirms that the arrangement between the GAVI Alliance and the recipient of IFFIm funds expressly provides: (a) to whom the funding is to be made available; (b) the charitable purpose for which it is to be made available; and (c) that the arrangement is documented. The IFFIm Directors are therefore able to assess what obligations have been undertaken by recipients of IFFIm funds to ensure that IFFIm funds are intended to be applied for the purpose for which they were made available.

4.1.6 The IFFIm Directors have considered the possibility of entering into legally binding agreements with Health Ministries where grants are made using IFFIm funds for country-specific Approved Programmes. However, the IFFIm Directors recognise that there are long-standing arrangements in place between recipient countries and the GAVI Alliance for applications for, and awards of, country-specific grants and that these arrangements have proven to be an effective manner of confirming with the Health Ministries the basis for the performance of the activities described in the application for grant funding.

#### 4.2 **Procedures to ensure that IFFIm funds are used for IFFIm's charitable purposes**

4.2.1 IFFIm relies on the well-established resources and expertise of the GAVI Alliance to monitor the disbursements made to fund Approved Programmes and the progress of said Approved Programmes. GAVI Alliance reviews and evaluates such disbursements and progress through, for example, the country programme monitoring procedures, financial reporting through GAVI Alliance's website, the Country Performance Monitoring & Measurement and Performance Framework, tailored for each country, the review done by the IRC and HLRP, and Joint Appraisals which are then presented to the Interagency Coordinating Committees ("ICCs") and Health Sector Coordinating Committee ("HSCCs").

4.2.2 The IRC and HLRP have the central function of reviewing and monitoring progress in all recipient countries (on an annual basis) and in all Non Country Specific Approved Programmes (on a basis which is appropriate to such Approved Programmes). The IRC recommends, or declines to recommend, new funding support to these countries. The HLRP recommends, or declines to recommend, the approval of the renewal of cash or vaccine support and whether to impose any conditions on the disbursements of funds.

4.2.3 IFFIm requests the GAVI Alliance to produce a summary of reports to the IFFIm Directors reflecting:

- a) Joint Appraisals from recipient countries – these are endorsed by the ICCs in each country, or by the HSCC for health system strengthening (“HSS”) funds;
- b) IRC, HLRP or Secretariat reviews and their recommendations for each country; and
- c) any ad hoc evaluations or specific audits that have been undertaken during the past year together with any problems regarding IFFIm-funded programmes.

4.2.4 IFFIm relies on the reports referred to at 4.2.3a) above, as they may be produced by committees chaired by the Ministry of Health and membership may include agencies such as the WHO, UNICEF, NGOs, bilateral donors and the private sector. Such reports enable IFFIm to independently assess the success of programmes for which IFFIm funding has been provided, especially as the satisfactory performance under every indicator and monitoring programme by Eligible Countries, is a condition for any continued funding, as set out in the arrangements between the GAVI Alliance and each recipient country. A recipient government is responsible for cooperating and submitting the relevant information to produce the Joint Appraisal, to be endorsed by the applicable ICCs or HSCCs.

4.2.5 In practice, IFFIm relies on the GAVI Alliance to report on any use of funds which could be outside IFFIm’s charitable objects or beyond the scope of an Approved Programme. However, in order for the IFFIm Directors to be able to satisfy themselves that such systems are operating satisfactorily and that funds have been properly expended under the Approved Programmes for charitable purposes, IFFIm requires, in accordance with the GAVI Alliance undertakings set out in the Procedures Memorandum:

- a) the GAVI Alliance to provide to IFFIm (in summary form if the material would otherwise be too voluminous) periodic reporting received under Approved Programmes;
- b) the GAVI Alliance to provide IFFIm with such assistance as IFFIm may reasonably request from time to time to assist IFFIm with the implementation of this Monitoring Policy;
- c) the GAVI Alliance to promptly notify IFFIm should it become aware of any such potential and actual misuse of IFFIm funds;
- d) the Procedures Memorandum sets out criteria for membership of the IRC which are intended to ensure its independence from the GAVI Alliance.

IFFIm also has the contractual right pursuant to the Procedures Memorandum to request to meet representatives of the IRC, HLRP, the SR and the GAVI Alliance Secretariat periodically so that the IFFIm Directors may fully understand the monitoring processes and ask any questions which they may have, and report back on any findings to the rest of the IFFIm Board.

#### **4.3 Efficient use of IFFIm funds**

- 4.3.1 IFFIm relies on financial management services provided by the World Bank under the Treasury Management Agreement to manage bond proceeds and other funds held at the World Bank. In addition, under the same agreement, IFFIm relies on the World Bank to monitor and direct the efficient use of funds to ensure that IFFIm funds move quickly to finance Approved Programmes.
- 4.3.2 IFFIm requires periodic reporting from both the World Bank and the GAVI Alliance to assess and monitor use of funds for financial and time-sensitive efficiencies. Under the Treasury Management Agreement, the World Bank produces quarterly Treasury Manager Reports to the IFFIm Directors.
- 4.3.3 IFFIm requests that the GAVI Alliance produces for the IFFIm Board, on a regular basis, a list setting out the amounts of IFFIm funds received by named recipients in respect of Approved Programmes over the relevant period. Through this, IFFIm Directors monitor to whom payments are made and to ensure that no funds have been transferred to countries restricted under the Finance Framework Agreement or subject to restrictions under OFAC or equivalent UK rules as indicated, for example, on the UK Treasury website. The GAVI Alliance monitors this operational risk on behalf of IFFIm.

#### **4.4 Mitigating the risk of misuse of IFFIm funds**

- 4.4.1 The risk of misuse of funds prior to their disbursement in support of Approved Programmes is mitigated by financial and management controls put in place at the GAVI Alliance and the World Bank, which control the funds management and disbursement processes pursuant to the Transaction Documents. IFFIm's policy is for representatives of the GAVI Alliance and the World Bank to be available at IFFIm Board meetings so that the IFFIm Directors can enquire as to the processes used.
- 4.4.2 Cash grants are provided to countries under country-specific Approved Programmes with the ability under existing GAVI Alliance procedures for an external audit to be requested where there are concerns over how funds are used. All applications to the GAVI Alliance for country support require acknowledgement by the country of the GAVI Alliance's right to audit any funded programme and IFFIm's policy is to make use of such facility if that need should ever arise.
- 4.4.3 The GAVI Alliance has in place the "GAVI's Risk Governance Model: Three Lines of Defence" model which ensures clear and distinct roles and objective checks and balances. The first line of defence owns and manages risk and is made up of Country Programmes working with GAVI Alliance partners and implementing countries. To complement the first line's responsibility to manage risks, a second line of defence exists, consisting of specialised functions with separate reporting lines. The second line is principally made up of the Risk function, the Programme Capacity Assessment (PCA) team, the Monitoring & Evaluation team, the Legal, Operations and Finance teams. The third line of defence provides objective assurance on the effectiveness of risk management by both the first and second lines and is made up of the Audit and Investigations team. There is also a cross-Secretariat Risk Committee chaired by the CEO that systematically reviews key risks and mitigation activities. Furthermore, all recipient countries must comply with GAVI Alliance's Transparency and

Accountability Policy which aims to ensure that all GAVI Alliance support provided in cash, vaccines and vaccine devices, is used according to the programme objectives as outlined in the individual country agreements and with the best practice for financial management.

- 4.4.4 Moreover, the GAVI Alliance Transparency and Accountability Policy ( “**TAP**”) effective 1 January 2009, includes strengthened procedures for mitigating against the risk of misuse of funds. Such measures include conducting financial management assessments to regulate how funds flow into the country prior to disbursing cash funding; and procedures to handle allegations of misuse of funds, including suspending and, if necessary, terminating the disbursement of funds.
- 4.4.5 The GAVI Alliance provides IFFIm with the findings of any internal audit or reviews relating to Approved Programmes which have received IFFIm funds.
- 4.4.6 The GAVI Alliance informs IFFIm of any causes for concern as to the proper application of IFFIm funds as a matter of course.
- 4.5 All of the provisions indicated above enable the IFFIm Directors to rely on the scrutiny and expertise of the GAVI Alliance, and of the World Bank in 4.3 and 4.4, at all stages of the process of approving, disbursing IFFIm funds to and monitoring Approved Programmes in order to ensure the application of IFFIm funds in accordance with IFFIm’s charitable objects.

## **5. Reporting to the Charity Commission**

- 5.1 As required by the Charity Commission, IFFIm Directors will:
  - 5.1.1 inform the Charity Commission about serious incidents (being those that may cause a significant loss of funds or pose serious risks to a charity’s beneficiaries, resources or reputation), as soon as possible; and
  - 5.1.2 include in IFFIm’s annual return details of serious incidents of misuse of funds, if any.

## **6. Effective date and review of policy**

- 6.1 This Policy was approved and adopted by the IFFIm Board on 4 June 2018.
- 6.2 This policy will be reviewed by the IFFIm Board as and when required.



## International Finance Facility for Immunisation (IFFIm) Procurement Policy

Version 2.0

### DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Approved by: IFFIm Board	2006
2.0	Revised by: IFFIm Board	10 October 2013 Effective from: 24 December 2013
	Next Review:	As and when required

## **1. IFFIm Procurement Policy Statement**

- 1.1 IFFIm's Procurement Policy as may be adopted by the Board of IFFIm from time to time, is intended to promote the prudent use of funds and quality control during procurement of services to support IFFIm's activities under this Agreement. IFFIm intends to accomplish these primary objectives through practices that are consistent with generally accepted international procurement standards and relevant national and international procurement rules and laws.

## **2. Procurement Principles**

IFFIm will be guided by the procurement principles set out below.

### **2.1 Ethics**

All individuals engaged in procurement activities have a duty to act in a manner which maintains and enhances the reputation of IFFIm and preserves the trust in IFFIm by:

- acting and conducting business with honesty and integrity, avoiding even the appearance of impropriety;
- maintaining consistency in all processes and actions; and
- meeting professional ethical standards.

No one will use his/her authority, position or office for personal gain, which will be defined as soliciting, accepting or otherwise benefiting from anything of material value, in any form, either in person or indirectly through close relatives or associates, as a result of procurement financed by IFFIm.

### **2.2 Value for Money**

Procurement will be conducted with the aim of obtaining value for money. Obtaining value for money does not necessarily mean obtaining the lowest price possible, but rather represents the best return on investment. To obtain value for money, all procurement activities will be undertaken through the optimum combination of the following factors:

- goods and services meet the requirements for the task and are not over specified;
- goods and services are contracted on the best possible terms, taking into account their expected life cycle;
- the quality and fitness for purpose of the goods and services to be procured; and
- achieving economies of scale where possible.

### **2.3 Competition**

IFFIm will use competitive tendering for all its procurement except in exceptional circumstances and as established by the Board from time to time.

## 2.4 Transparency

Transparency within procurement relates to having easily accessible and understandable policies and processes essential to demonstrate responsible use of IFFIm funds. A lack of transparency can be perceived as an attempt to withhold information, which in turn may make the fairness and integrity of the procurement process suspect.

IFFIm will distribute or otherwise publish competitive tendering materials in a manner to encourage broad participation of potential bidders, taking into account the nature and type of services sought.

## 2.5 Accountability

Everyone involved in the procurement activities is accountable for his/her actions and decisions with respect to procurement to ensure that the funds are used solely for the purposes for which they were provided.

## 2.6 Impartiality

All decision-making and actions related to procurement will be impartial and unbiased. In ensuring impartiality, IFFIm will be open, fair, impartial and non-discriminatory in all processes:

- treat potential suppliers equitably, without any exclusion of, discrimination, or favouritism towards any potential supplier or contractor;
- use sound professional judgment within established legal frameworks to balance competing interests among stakeholders; and
- evaluate offers based on their ability to meet IFFIm's specified requirements.

## 2.7 Efficiency, Effectiveness and Economy

Procurement will be conducted in a manner that maximises the efficient use of IFFIm's resources and ensures that the goods and services procured effectively meet the requirements of the users.

Procurement must be well organised, carried out correctly with regard to quantity, quality and timeliness, and at the optimum price, in accordance with the appropriate guidelines, principles and regulations.

Processes must be proportionate to the procurement activities, so that the overall cost of conducting the procurement process is minimised and tailored to the size of the budget for the activities being undertaken, while upholding the guiding principles.



## International Finance Facility for Immunisation (IFFIm) Board Travel Policy Version 4.0

### DOCUMENT ADMINISTRATION

VERSION NUMBER	APPROVAL PROCESS	DATE
1.0	Approved by: IFFIm Board	2 February 2007
2.0	Revised by: IFFIm Board	10 March 2009
3.0	Revised by: IFFIm Board	10 June 2013 Effective from: 10 June 2013
4.0	Revised by: IFFIm Board	17 December 2019 Effective from: 1 January 2020
	Next review:	As and when required

## **1. Purpose**

- 1.1. The purpose of this policy is to set up the criteria for IFFIm related travel reimbursement and support.

## **2. Scope**

- 2.1 This policy covers Board members attending IFFIm Board and committee meetings and other IFFIm-related travel.

## **3. Eligibility to receive reimbursement for IFFIm related travel**

- 3.1. Upon the submission of receipt(s), Board members will receive reimbursement for the following expenses for approved IFFIm related travel:

- 3.1.1. the actual costs of the hotel up to a maximum amount equivalent to the rate of the hotel Gavi used for the event. The traveller will be responsible for making their own arrangements and paying any amount over this rate;
- 3.1.2. the cost of the most direct and economic route for business class for air travel of six hours or more (including necessary stop overs) or economy or flexible economy for air travel of less than six hours. Gavi will reimburse the cost of economy class for railway travel, and taxi or public transport for travel to and from airports or stations to meetings. Unless it is at IFFIm or Gavi's request, if after confirming the travel dates and times, the traveller wishes to make changes to the travel arrangements which will involve additional cost to IFFIm, the traveller will be responsible for paying this additional cost;
- 3.1.3. the costs of procuring a visa;
- 3.1.4. reasonable out-of-pocket expenses incurred for meals not provided by Gavi; and
- 3.1.5. the travel agency costs for any booking for IFFIm related travel up to the amount that would have been paid to the travel agency IFFIm or Gavi uses (which is also available for Board members). The traveller will need to pay any amount over the fee of the travel agency IFFIm or Gavi uses.

## **4 Reimbursement to Gavi**

- 4.1. If IFFIm or Gavi has paid for a non-reimbursable expense as part of a larger expense (for example, as part of a master hotel bill) the Gavi governance team will inform the Board member, and either deduct the amount from a subsequent reimbursement or seek reimbursement from the traveller.

## **5 Exceptions**

- 5.1. The Board Chair, or Gavi's Director for Governance may grant exceptions to this policy in limited circumstances.

## **6 Effective date and review of policy**

- 6.1. This policy comes into effect as of 1 January 2020.
- 6.2. This policy will be reviewed and updated as and when required. Any amendments to this policy are subject to IFFIm Board approval.