

## **GAHP Incorporation Stakeholder Consultation Questionnaire**

### **Background**

Incorporation involves two key documents – the Statutes and the Regulations.

We modelled these two documents closely after the Global Fund's governance documents and also looked at the GAVI Alliance. Both were initially drafted with the input from many GAHP members and observers, starting back in 2014.

- a) **Statutes**, a simple establishment document. The Statutes document is largely driven by the requirements of the Swiss authorities. The Statutes are very difficult to change (only after 3 years and only with the approval of the Swiss Supervisory Authority, which oversees the organization) and should therefore be as broad and flexible as possible.
- b) **Regulations**, a second establishment document that defines the details of GAHP's governance structure. This document can be changed by the GAHP Board. Unless there are time constraints, the GAHP Council will be consulted on any changes to the Regulations.

### **Questions for your Consideration and Input**

Please answer all questions. If you disagree or proposed language in either incorporation document is unacceptable, please state why and list the agreeable solution(s).

#### **Purpose (Statutes and Regulations, Article 2) and Dissolution (Statutes, Article 14)**

1. The purpose statement of the Statutes is deliberately short. The 2<sup>nd</sup> and 3<sup>rd</sup> paragraph of the purpose statement in Article 2 and the dissolution provisions in Article 14 of the Statutes are drafted with the US tax exemption in mind. It would be very difficult to amend this language in any way as the IRS has standard suggested language to ensure non-profit organizations qualify for the tax exemption).

The Purpose description in the Regulations is more detailed. The Regulations are somewhat easier to amend, so more detail can be provided. The general focus and activities of GAHP are not under discussion at this time.

*Question 1: Please confirm your agreement with the Purpose Statement in the Statutes and Regulations.*

### **Governance and Representation**

#### **Board (Statutes, Articles 5-8; Regulations, Articles 1-12)**

2. According to Swiss law, a Foundation's Board is by law the supreme body of the organization, but certain matters can be delegated to other bodies, committees and the GAHP Council, and stakeholders can be closely involved in those. The GAHP Council can *and is expected to* provide recommendations to the Board, but it cannot bind the Board. Similarly, no decision taken by the Board is binding on any entity that provides a Board member or participates on the GAHP Council.

The current structure contemplates that not every country will be a Board member, but that four representatives from donor governments and four representatives from lower- and middle-income countries will be admitted, alongside Board members from other constituencies. All Board members may have alternates, except that the Vice Chair is the alternate for the Chair in that function.

*Question 2. Please confirm if the size and composition of the Board is acceptable (see Regulations Article 1). In particular, please confirm if the proposed structure of a set number of permanent Board members for each constituency is acceptable.*

*Question 3. Are two representatives from intergovernmental organizations sufficient? (i.e. for the World Bank, UNDP, WHO, OECD, UNICEF and UNIDO? (see Regulations, Article 1)*

*Question 4. Should there be Board seats reserved for the unaffiliated individuals that are large donors/ philanthropists or other influential individuals? If so, what should the nomination process for these persons look like? For example, whether the Board should simply appoint these according to the voting procedures set forth in the Regulations, or if the GAHP Council would collectively (i.e. no separate constituency) nominate them. (see Regulations, Article 1 & 2)*

3. The Board may in the Regulations determine a process for selecting Board representation among the various constituencies of the GAHP Council or it can defer to the GAHP Council to set a nomination process. For example, constituencies of the GAHP Council could choose a constituency representative, or elect to be represented in rotation using a pre-determined schedule.

*Question 5. Please confirm your agreement that the matter of constituency representation and Council voting procedures should be considered by the GAHP Council post-incorporation.*

4. In addition to the external finance or in-kind support for GAHP projects, research and advocacy, which is expected to come from the donor governments, private foundations and the private sector, GAHP will need to cover the running costs of its

small Secretariat and of its meetings. Currently there is no language in the Regulations that governs Board representation related to financial support other than reference to the initial endowment by the Founder. The initial endowment by the Founder is required under Swiss law and is not intended to meet these operating expenses. We are fortunate that a potential donor is interested in meeting at least part of the running costs in the first three years, but a sustainable income stream will be needed after that and it is envisaged that all GAHP members should share this cost. A tiered subscription structure, based on ability to pay, is one option among others that should be considered by the GAHP Council and Board post-incorporation to ensure GAHP's long-term sustainability.

*Question 6. Please confirm your agreement to allow the GAHP Council to recommend to the Board options regarding a sustainable proposal involving all GAHP members for meeting running costs within the first three years of GAHP's operation.*

*Question 7. Does your organization necessarily require representation on the Board if it commits funding of a certain level (measured as a certain amount or a percentage of GAHP's overall budget) to GAHP's activities? If so, are there any key legal or governance requirements affecting your organization's membership on the Board or in the GAHP Council (for example requirements regarding length of time served on the Board)?*

*Question 8. Please confirm if you agree Board members should serve for 4 years each term, be elected to successive terms, and serve up to two successive terms at a time. (Regulations, Article 3)*

*Question 9. Please confirm your agreement with the provisions around removal from the Board (with supermajority and for good cause). (Statutes, Article 6 and Regulations, Article 4)*

*Question 10. Please confirm if the stated roles and functions of the Board are acceptable. (Statutes, Article 7)*

*Question 11. Is the decision-making process acceptable (seeking consensus but requiring majority for most and 75% approval for certain key decisions)? Should a quorum be a majority of all Board Members or a different threshold? (Statutes, Article 8 and Regulations, Article 10 - 11)*

*Question 12. Please confirm your agreement with the fact that the Board shall make decisions by majority vote, including at least one representative of each of the low- and middle-income States and the donors. (Statutes, Article 8)*

*Question 13. Are there other matters that require supermajority approval by the Board other than those listed in the Regulations, Article 12?*

*Question 14. Is the supermajority threshold of 75% acceptable? (Regulations, Article 10 & 12)*

*Question 15. Please confirm if the stated resolutions that are subject to the approval of 75% of Board Members should include at least two representatives of each of the low- and middle-income States and of the donors? (Regulations, Article 12)*

*Question 16. Please confirm if the revoking of the right of governments, organisations, constituencies or other entities to have a Representative Board Member serve on the Board should be subject to the approval of 75% of Board Members and include at least two representatives of each of the low- and middle-income States and of the donors? (Regulations, Article 12)*

#### **GAHP Council (Statutes, Article 9; Regulations, 13 - 15)**

Participation in the Membership Assembly shall be by invitation and approval by a majority of the Board Members present and voting. States and regional economic integration organizations will automatically become members of the GAHP Council.

New members to the GAHP Council must be approved by the Board, as is the existing policy. Currently new members may be invited by the Secretariat or request membership, and a membership subcommittee reviews the applicant and relevant to GAHP's mission, and requests approval from the Board.

It is proposed to request the GAHP Council to recommend to the Board the policy by which new members are accepted to the GAHP Council post-incorporation, as this policy is not required in the incorporation documents. For example, would members of the GAHP Council be required to pledge action, contribute a minimum donation/endowment, participate in GAHP committees, or provide annual reporting on activities that support the GAHP goal and objectives or other qualifying requirements?

*Question 17. Please confirm if your organization wishes to a) join the initial GAHP Council, b) join and be considered by the Founder for one of the initial Board member positions, or c) if you will join the GAHP Council/Board post-incorporation.*

*Question 18. Please confirm if you agree that the GAHP Council should recommend to the Board a "new membership" acceptance policy process post-incorporation.*

*Question 19. Please confirm if you agree that regional economic integration organizations should have a right to be automatically added as members of the GAHP Council? (Regulations, Article 13)*

*Question 20. Please confirm if the scope of the functions of the GAHP Council is acceptable. (Regulations, Article 14)*

**Committees (Statutes, Article 10; Regulations, Articles 16-17)**

The Statutes provide that the Board may constitute permanent or ad hoc committees. Committees may be added or removed as needed simply through operating rules adopted by the Board. After a few years, once these bodies are constituted and tested, the Statutes and the Regulations could be amended as needed.

*Question 21. Please confirm whether you require to see other bodies (e.g., specific committees that would be reflected in the Statutes and/or Regulations) or if they can be set up by Board resolution as needed.*