

CEPI Equitable Access Committee

Terms of Reference

1 Appointment and membership

The members of the Equitable Access Committee (“EAC”) and the Chair of the EAC is appointed by the Board from the members of the Board (both voting and non-voting).

The EAC shall have 5 members. A quorum shall be three members for any meeting at which the EAC’s delegated powers are to be exercised and otherwise two members. Members of the EAC who represent institutions or investors may delegate their attendance to a single person to participate in their behalf for a given meeting in the event they cannot attend. Independent Board members cannot delegate participation. All appointments shall be made with due regard to the need to understand CEPI’s objectives, structure and culture, and other legislative and accountability contexts within which it operates. EAC members (and their alternate if applicable) will be expected to have skills and experience relevant to those matters addressed in the CEPI Equitable Access Policy.

The term of service for EAC members will be for 2 years, or the remaining term an individual board member has to serve. This will customarily be extendable for up to 2 further years at the discretion of the board. The Secretary to the EAC is the CEO of CEPI.

2 Attendance of non-members at meetings

The CEPI CEO may invite other members of the Secretariat to participate in meetings or calls of the EAC or to act as minute taker on his/her behalf. Further, the Chair of the EAC may invite independent experts to participate in its meetings on an ad hoc basis or to provide it analysis or guidance on issues it may refer to them. Any costs associated with the EAC extending an invitation to such experts for such purposes will be borne by the Secretariat – including reasonable consulting or professional fees and travel costs.

3 Frequency of meetings

Meetings shall be held according to need, with an expectation of 4 – 6 short meetings a year. Unless otherwise agreed, notice of each meeting confirming the venue (physical or virtual), time and date together with an agenda of the items to be discussed and any relevant papers shall be sent to EAC members and all other persons required to attend, no later than 3 working days before the date of the meeting (longer for physical meetings).

4 Delegated authority

The EAC is authorised by the Board to investigate any activity within these terms of reference and, within its scope of responsibilities, to seek any information it requires and to ensure the attendance of management representatives at meetings as appropriate.

5 Reporting procedures

Draft minutes of the meetings shall be circulated within 10 working days of the meeting taking place to the chair of the EAC and then to all members and attendees of the EAC.

The approved minutes of meetings of the EAC shall be circulated to all members of the Board. Where minutes are required to remain confidential the Board will be able to request further details from the Chair of the EAC as appropriate to conducting the business of the Board. A public summary of meetings of the EAC shall be published on the CEPI website as soon as practicable following each meeting.

The EAC shall, from time to time, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and may recommend any changes it considers necessary to the Board for approval.

The chair will provide an annual report to the board, summarising its conclusions from the work it has done during the year.

6 The EAC's responsibilities

The responsibilities of the EAC shall be to:

- Provide strategic guidance to the Board and CEO on the implementation of CEPI's Equitable Access Policy, including:
 - The approach being taken by the Secretariat through the funding agreements to implement the objectives and requirements and CEPI's Equitable Access Policy
 - What steps the Secretariat should be taking as CEPI's projects and portfolio evolve (as to the technology), as needs in affected territories evolve, and as the ecosystem in which CEPI operates (including how CEPI works with other organizations) evolves in order to fully carry forward the objectives and requirements of CEPI's Equitable Access Policy; and
 - Any other guidance to the CEO the EAC deems necessary to ensure appropriate alignment of CEPI with its Equitable Access Policy
- Act on behalf of the Board, within delegations of authority from the Board, in responding to arising matters pertaining to the implementation of CEPI's Equitable Access Policy.