

## CEPI Equitable Access Committee

### Terms of Reference

#### 1 Appointment and membership

The Equitable Access Committee (“EAC”) and the Chair of the EAC are appointed by the Board from the members of the Board. The EAC shall have at least four (4) members. The term of service for EAC members is customarily for the duration of their terms on the Board. The appointment remains in force unless and until the Board decides otherwise.

The Board shall be entitled to appoint additional voting members to provide specialist skills, knowledge and experience, as recommended by the Chair of the EAC. The term of these expert members will customarily be three (3) years and their appointment is subject to renewal and removal by the Board.

A quorum shall be three (3) members of the Board for any meeting at which the EAC’s delegated powers are to be exercised, and otherwise if no decisions need to be taken, two (2) members. Members of the EAC who are non-voting members of the Board may delegate their attendance to a single person to participate on their behalf for a given meeting in the event they cannot attend. The Chair of the EAC or the Chair of the Board may nominate alternative board delegates if one or two of the other appointed members of the Board are unable to attend a meeting.

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 will be expected to have skills and experience relevant to those matters addressed in the CEPI Equitable Access Policy.

Any costs associated with the Board appointing additional members or the EAC, or the EAC extending invitations to experts in an observer or ad hoc capacity, will be borne by CEPI, including reasonable consulting or professional fees and travel costs.

The Secretary to the EAC is the Executive Director of Access and Business Development.

#### 2 Attendance of non-members at meetings

The CEO, Deputy CEO, Executive Director Research and Development, Executive Director Process Development and Manufacturing, Executive Director External and Investor Relations, Executive Director Governance, Strategy, Portfolio and Biosecurity and General Counsel may attend meetings. Other members of CEPI Management may also be invited or required to attend meetings or act as minute taker on the Executive Director of Access and Business Development’s behalf.

Further, the EAC may invite independent experts to participate in its meetings on an ad hoc basis to provide insights and/or guidance on issues it may be referred to them. The Board will be duly informed as appropriate and may, in applicable cases, provide additional guidance or direction on such appointments.

#### 3 Frequency of meetings

Meetings shall be held according to need, with an expectation of 4 – 6 short meetings a year.

Agenda and papers shall be sent to EAC members, ideally 5 but no later than 2 working days before the date of the meeting

#### 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 all members and attendees of the EAC.

A summary of discussions from the EAC will be submitted as a quarterly update to the Board, and EAC minutes will be made available to other Board members. 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.

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 a report to the Board at each meeting, summarising the EAC's work.

## 6 The EAC's responsibilities

The responsibilities of the EAC shall be to:

- Lead the periodic revision of CEPI's Equitable Access Policy to ensure it remains fully aligned with CEPI's mission, vision and strategy, including identifying areas requiring update and recommending revisions to the Board for approval.
- Provide strategic guidance to the Board and CEO on:
  - implementation of CEPI's Equitable Access Policy, including:
    - Partnerships: The approach taken to embed and realise equitable access requirements into CEPI's partnership structures.
    - Reliance on others for end-to-end impact: The management of dependencies and approaches with downstream partners where they are needed to deliver equitable access outcomes.
    - Changing country and regional approaches: The adaptation of access strategies as regional needs, capacities and policy environments evolve.
    - Evolving global health ecosystem: CEPI's positioning and alignment with an evolving set of global and regional actors whose activities influence equitable access.
    - Shifts in national and international policy: how CEPI should respond to policy changes that affect its ability to fulfil the Equitable Access Policy.
    - New technological possibilities: the opportunities to leverage emerging technologies to enhance or enable equitable access.
- Review the effectiveness of internal controls and procedures for Equitable Access Policy.
- Ensure CEPI is meeting its transparency objectives relating to equitable access externally.
- 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.

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