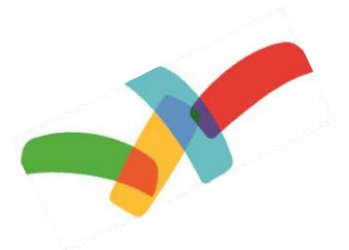


MINUTES OF THE NINTH MEETING OF THE GOVERNING BOARD OF THE PANDEMIC FUND

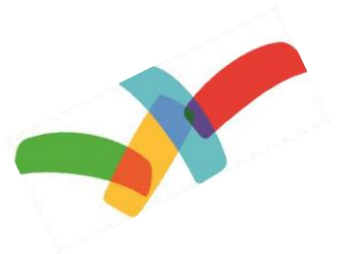
REVISED DRAFT – December 16, 2023

1. The Ninth Meeting of the Governing Board of the Pandemic Fund was held virtually on November 20, 2023. The meeting was chaired jointly by the Pandemic Fund Board Co-Chairs, M. Chatib Basri and Sabin Nsanzimana.
2. Co-Chair Basri opened the meeting by welcoming John Nkengasong, Ambassador-at-Large, Global AIDS Coordinator and Senior Bureau Official for Global Health Security and Diplomacy at the United States Department of State, as the new Principal U.S. Board member on the Pandemic Fund’s Board.
3. The following two additions to the meeting Agenda, based on suggestions from Board members, were proposed: first, updates on recent discussion of the Inter-governmental Negotiating Body (INB) on the Pandemic Agreement; and second, a discussion on enhancing Board governance practices and procedures. The Meeting Agenda was approved with these two additional items.
4. **Update on Pandemic Agreement discussions.** Anne-Claire Amprou (Principal Board member for the France-Spain-Netherlands constituency) and Kristen Chenier (Principal Board member for the Canada-UK-Norway constituency) provided brief updates on the ongoing discussions of the INB on the Pandemic Agreement, due for adoption in May 2024. They noted that Article 20 of the current draft refers to the creation of a new financing mechanism for pandemic Prevention, Preparedness and Response (PPR) without any explicit mention of the Pandemic Fund. Ms. Amprou noted that the Netherlands, which is co-chairing the INB, has offered to facilitate a link between the Pandemic Fund Secretariat and the ongoing INB discussions to bridge any disconnects. Ms. Chenier noted that no substantive negotiations on financing issues have taken place yet within the INB process and that there isn’t always a clear understanding of existing financing mechanisms, including the Pandemic Fund. She informed the Board that an INB sub-group, co-facilitated by Canada, has been formed on Articles 19 and 20 of the Agreement that are related to financing, and that the sub-group will have its first meeting on November 22, 2023. She recommended that Pandemic Fund Board members and Secretariat engage with the sub-group to help connect the dots. *Both suggestions were welcomed by Board members and the Secretariat agreed to follow up.*



Updates from the Secretariat and Trustee (for information)

5. The Executive Head of the Pandemic Fund Secretariat, Priya Basu, presented an update on recent progress with respect to key areas. Specifically, she noted that: i) over the past month, detailed feedback had been sent to all applicants whose proposals were not recommended for funding under the first Call for Proposals (CfP), and that feedback to applicants whose proposals had been highly recommended/recommended but not awarded grants under the first CfP would be going out soon after this meeting; ii) the Secretariat had initiated discussions with project teams and Implementing Entities (IEs) for the 19 awarded projects; iii) the Board Committee for the second CfP had been established immediately following the Marrakech meeting and the Committee had prepared detailed recommendations for the Board's consideration; iv) the IE Accreditation Panel had been established and was in the process of finalizing application templates, with the application process expected to be formally launched in mid-December; v) the Conflicts of Interest (COI) Committee had been meeting regularly and would be issuing a call for up to two additional members to join the Committee; vi) recruitment of Secretariat staff was proceeding as planned and that efforts were also under way to bring on board two seconded staff from the WHO, given that one secondee was unable to continue and the other previously identified secondee was unable to take up the position at the Secretariat; vii) results monitoring and evaluation indicators were being developed in consultation with the IEs; viii) as part of outreach/advocacy activities, the Pandemic Fund Secretariat had participated in selected external events, including the World Health Summit, Paris Peace Forum and the inaugural event of the Bureau for Global Health Security and Diplomacy of the United States Department of State; and ix) the Pandemic Fund website was due to be launched shortly.
6. On collaboration with the Global Fund, the Pandemic Fund Secretariat noted in its update that it was in regular discussions with the Global Fund Secretariat to explore opportunities for the Global Fund to provide complementary financing for projects selected for Pandemic Fund grants under the first CfP as well as to co-finance projects in the future. Hannah Grant, representing the Global Fund Secretariat, noted that four of the single-country proposals that had been awarded grants by the Pandemic Fund under the first CfP had subsequently been selected for complementary financing from the Global Fund C19RM. She indicated that through the Global Fund's Country Coordinating Mechanism (CCM) at country level, there was ongoing operational planning to avoid overlap in funding from the Global Fund and the Pandemic Fund. She also informed the Board that the Global Fund had fully committed its C19RM funds and was almost fully through its grantmaking under Grant Cycle 7, so that no new funding would be available for the Global Fund to co-finance projects under the Pandemic Fund's second CfP. In this context, she asked if recently awarded funding could be considered as "co-financing", where appropriate.
7. In presenting the Trustee's update on the financial status of the Pandemic Fund, Darius Stangu from the World Bank's Development Finance Vice Presidency noted that as of November 20, 2023, signed contributions to the Pandemic Fund amounted to US\$1.67 billion, with an additional US\$265.6 million in pledges, bringing total contributions and pledges to US\$1.936 billion. Further, he noted that out of





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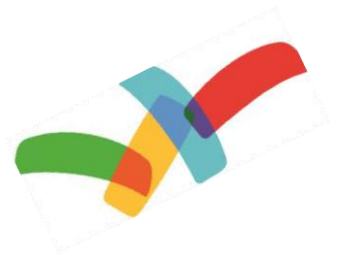
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this amount, US\$1.209 billion had been received in cash, to date. Taking into account investment income, cash receipts to date totaled US\$1.254 billion. Considering the US\$338 million approved for projects under the first CfP and the amount set aside for Trustee and Secretariat administrative budgets for Fiscal Year 2024 (ending June 30, 2024), approximately US\$905 million was currently available for allocation. With the funds expected to come in based on signed agreements, an estimated US\$1 billion should be available by the end of Calendar Year 2024 (this excludes the additional pledge of US\$250 million from the US). Thus, if the second CfP were to result in awards of US\$500 million, there would still be another US\$500 million available for a third round before the end of Calendar Year 2024. Of course, with continued resource mobilization, contributions and pledges are expected to grow further.

Items for decision by Voting Members

Second Call for Proposals

8. Co-Chair Basri introduced the session by thanking the Board Committee and Secretariat for their hard work in developing a set of recommendations for the Board's consideration on the way forward for the second CfP. Fleur Davies (Alternate Board member for the Japan-Australia-Korea-Singapore constituency), who chaired the Committee on the second CfP, presented the Committee's recommendations, underscoring the attention paid by the Committee to balancing the dual imperatives of maintaining momentum while incorporating lessons from the first CfP. She noted that in developing the timeline for the second CfP, more time had been provided at every stage of the process, which was an important lesson from the first CfP. The Committee's recommendation on the timeline for the 2nd CfP was to announce it in mid-December, open the electronic application portal in February 2024, and announce the allocation decision in October 2024. The Committee's specific recommendations on key areas of scope and requirements, namely, priorities, total envelope, eligibility, submission limits, funding caps, IE fees, and co-investment and co-financing requirements, as detailed in the pre-read circulated prior to the meeting, were then presented. The Board's feedback and agreements reached on the Committee's recommendations are summarized below.
9. **Timeline.** Members appreciated the efforts made by the Committee to develop a timeline that balances the goal of maintaining momentum while respecting that one of the key areas of feedback on the first CfP from the Stocktaking Review, the self-assessment by the Technical Advisory Panel (TAP), and the Board's own reflections, was that more time was needed at each step of the process. Some Members noted that a slightly shorter timeline that allowed for an allocation decision by September 2024, for example, would not only help with keeping up the momentum but also, it would facilitate due recognition of this important milestone in the G20 Leaders' declaration. Other Members were in favor of greater flexibility. It was also noted that a key determinant of the timeline would be the number of proposals received and that fewer proposals might allow for a more compressed timeline. The Board agreed to announce the second CfP in December 2023, with the application portal to open in February 2024. Further, the Board agreed to move forward efficiently with an allocation decision by no later than October 2024, while noting that the final allocation date should be determined in June 2024, once the application portal closes and there is full information on the number of applications



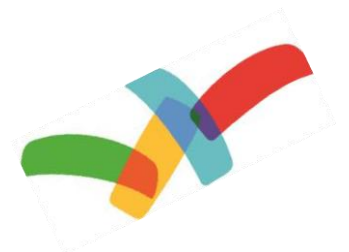


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received. Members also noted that the success of the second CfP should be measured more in terms of the quality of proposals rather than the number of applications received.

10. **Priorities.** Per the Committee's recommendation, and in recognition of the sizable unmet demand from the first CfP, the Board agreed to focus the second CfP on the same three priority areas as the first CfP (surveillance, laboratory systems, and human resources/health workforce strengthening). Further, regardless of priority areas for this and future calls, the Board agreed with the Committee's recommendation to pay particular attention to community engagement as a cross-cutting theme, and decided that, in addition, civil society engagement, gender equity, and other broader equity considerations should be included as cross-cutting areas of focus in proposal development and implementation, and that these would need to be reflected clearly in the applications and factored into the review and allocation process.
11. **Funding Envelope.** With broad support for the Committee's recommendation, the Board agreed on a funding envelope of US\$500 million for the second CfP. Further, the Board agreed that the Announcement related to the second CfP should include language to signal that the 3rd and 4th rounds of funding would likely be launched in 2024-2025, noting that this would help signal that the Fund was working to mobilize resources to meet demand.
12. **Eligibility:** Members agreed that eligibility for applying to the second CfP would remain the same as in the first CfP (IBRD/IDA – eligible countries, Regional Entities), with a clearer definition of Regional Entities. Further, it was agreed that countries that had received funds through a single-country grant in the first CfP would not be eligible to submit proposals for a single-country grant in the second CfP but could participate in a multi-country or regional proposal. Regional Entities that received funds in the first CfP would not be eligible to submit proposals for a regional/multi-country grant if it was for the same set of countries/sub-region as in the first CfP but they could apply for a different set of countries/sub-region. Further, it was agreed that better definitions were needed for what constitutes multi-country and Regional Entity proposals. It was also agreed that unsuccessful applicants from the first CfP would be encouraged to re-apply.
13. **Submission limits.** There was broad agreement that only one proposal could be submitted per country for single country proposals (as above). Further, it was agreed that there would be no stated limits on the number of multi-country/Regional Entity proposals that any country may be included in. It was also clarified and agreed that Regional Entities may submit only one application for the same set of countries/sub-region.
14. **Maximum funding cap per proposal.** Some Board Members expressed support for the US\$40 million flat cap recommended by the Committee for the second CfP, until more lessons are learned about the differentiated needs of applicants. However, other Members felt that a slightly lower cap for single-country proposals would allow for greater participation from countries. Taking into consideration the various views expressed, the Board decided that the second CfP would include a cap of US\$25 million for single-country proposals and a cap at US\$40 million for multi-country/Regional Entity proposals. It



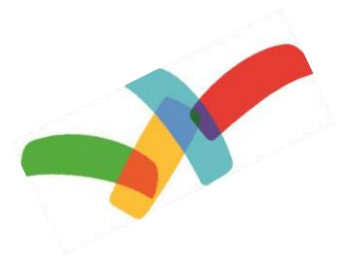


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was also noted that multi-country/Regional Entity proposals should be strongly encouraged under the second CfP and that the Strategic Plan should further explore how the Pandemic Fund can facilitate regional collaboration to strengthen pandemic PPR.

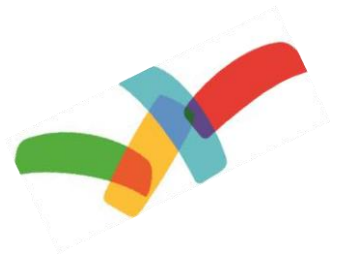
15. **Maximum IE admin fees allowed.** The Board agreed to the Committee's recommendation on capping IE fees at 7% except for projects operating in challenging environments, conflict and fragile situations, or small island developing states, in which case, the cap could be 10% of the grant amount requested by the IE, provided that the proposal includes a clear justification for this. Further, it was agreed that this should be part of the Secretariat's initial screening as well as the TAP's evaluation and the Board's final review of proposals for the allocation decision.
16. **Minimum requirements for co-financing and co-investment.** There was broad support for the Committee's recommendation to clarify the definitions of co-financing and co-investment applicable to the second CfP. Several Board Members noted that co-investment can be challenging in certain country contexts, and that this must be considered carefully during the proposal review process.
17. **Other comments.** Some Members indicated the need to expand the number of IEs, and some called for an expedited accreditation process for new IEs. One constituency expressed disappointment that the Expression of Interest step had been dropped in the application process for the second CfP as they felt it had been useful in the first CfP. Another constituency requested that options to handle unfunded quality demand from the first Call for Proposals be examined. In this context, they suggested that highly recommended but unfunded proposals from the first Call, if resubmitted for the second Call, could be given additional weight during the scoring/evaluation process, or prioritized by the Board in its funding allocation for the second Call and that if allocation scenarios are prepared for the Board's consideration, highly recommended but unfunded proposals from the first Call could be given preference. The same constituency asked that the Secretariat examine how other Financial Intermediary Funds handle unfunded quality demand and share its findings with the Board at a future Board meeting. There was some discussion on whether the TAP should have the option to recommend partial funding of proposals, but no conclusion was reached on this matter.
18. Overall, on the timeline for the second CfP, and recognizing the need for some flexibility depending on the number of applications received, the Board agreed to work towards a timeline with an allocation decision by no later than October 2024, and noting that that the final allocation date would be determined in June 2024, once the application portal has closed. On the scope and requirements for the second CfP, the Board agreed to modify the Committee's recommendations in several areas, including on funding caps; an emphasis on CSO engagement, gender and broader equity considerations in the proposals, in addition to community engagement; improved definitions for multi-country and Regional Entity proposals; a clarification that Regional Entities could apply, even if they had received an award in the first CfP, provided that the proposal covered a different set of countries or sub-region. ***Specific language on the associated Board decisions is presented in the Annex.***





Strategic Plan

19. Co-Chair Nsanzimana introduced this session, noting that the Strategic Plan is critical to guiding the Pandemic Fund's direction and spending priorities over the medium term. The Secretariat presented the proposed approach to developing the Strategic Plan, based on the pre-read (Approach Paper) that had been circulated to the Board prior to the meeting and considering the written comments on that document that had been received from Members. The Secretariat asked for feedback on the proposed approach and timeline and requested that the Board consider establishing a Strategy Committee to oversee the preparation of the Strategic Plan.
20. In providing feedback on the purpose and objectives of the Strategic Plan, Members underscored its importance in guiding the Pandemic Fund's work over the medium-term for maximum impact; allowing the Pandemic Fund's investments to align with the investments of other existing funding mechanisms in the pandemic PPR space, providing value added and helping to drive collaboration and coherence; and serving as a tool for the Fund's resource mobilization effort, with an emphasis on innovation and how to engage the private sector. There was broad agreement that the Strategic Plan should be a document that helps the Pandemic Fund decide on what to prioritize and how to allocate its funds, aspects that are closely tied with how the Fund will raise the needed resources and keeping in mind the Pandemic Fund's key principles of country leadership and ownership, impact, accountability, and equity. One Member cautioned against placing too many expectations on the Strategic Plan document, noting that it should draw on the Pandemic Fund's governing documents and seek to help provide a common narrative that the Board can use.
21. Members were in broad agreement that the Approach Paper prepared by the Secretariat, and the interconnected building blocks as outlined in the paper, were a good basis to develop the Strategic Plan and that the Strategic Plan should not overlap with or duplicate the Pandemic Fund's existing governance documents. Members provided some additional suggestions and advice on issues to be examined closely by the Strategic Plan. Members generally agreed that positioning the Pandemic Fund in the wider pandemic PPR ecosystem was an important building block of the Strategic Plan. In this context, it was noted that the Strategic Plan could helpfully explore the relationship between the Pandemic Fund and the future Pandemic Agreement. On the proposed landscaping analysis to help position the Pandemic Fund, some Members felt that this work should draw as far as possible on the existing work carried out by the G20 joint finance and health task force (JFHTF). Several Members noted that in determining the Pandemic Fund's medium-term value proposition and impact ambition related to catalyzing additional resources through co-financing and co-investment, consideration must be given to how best to balance this ambition with providing support to low-income, high-risk settings, including settings that are fragile and have special needs. One Member noted that knowledge creation and sharing are part of the Pandemic Fund's value proposition as stated in its governing documents and should be considered in the Strategic Plan. Another suggestion made related to the need to examine more closely the right approach to supporting cross-country collaboration, and the need to provide greater clarity on what is meant by support to regional entities vs. multi-country approaches. It was also suggested that the Plan examine and clearly articulate how impact will be measured and demonstrated.



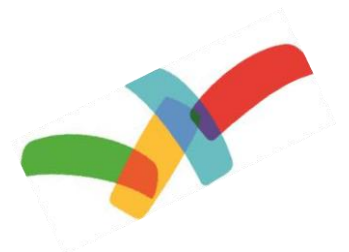


22. On the format of the desired end-product, Members were broadly comfortable with the Secretariat's proposal of a short document (20 to 25 pages), with some Members suggesting that it be even shorter. Further, there was agreement that the Strategic Plan should be a "living", "dynamic" document that can be refreshed from time to time.
23. Several Members emphasized that the preparation of the Strategic Plan should follow an inclusive process that allows the views and voices of co-investors to be fully reflected. Members welcomed the Secretariat's proposal to establish a Board Committee to oversee the preparation of the Strategic Plan and that setting it up for success would require the Committee to have a balanced composition, with strong engagement of co-investor constituencies. Further, Members supported the Secretariat's proposal to hire a professional firm to assist with the task.
24. Noting the importance of getting the Strategic Plan right, and the need for an inclusive process, several Members cautioned against rushing with its finalization. The Board asked the Secretariat to present a draft of the Strategic Plan for discussion at the February Governing Board Meeting and work towards its finalization for Board decision at the in-person meeting in March 2024.
25. Overall, the Board agreed that the Secretariat should proceed with the preparation of the Strategic Plan, as laid out in the Approach Paper and considering the comments received; that the draft Strategic Plan should be circulated for a Board decision at the in-person meeting in March 2024; that a Board Strategic Committee, with balanced representation from across Board constituencies and strong engagement of co-investors, should be formed immediately to oversee the preparation of the Strategic Plan; and that an external professional firm should be hired to support the task. ***Specific language on the Board's decision related to the Strategic Plan is presented in the Annex.***

Any Other Business

Governance issues and Board calendar

26. *The Board approved the Minutes of the 8th Board meeting that had been previously circulated.*
27. To provide predictability for Board members to prepare for and participate in meetings, the Secretariat presented a 12-month working calendar for the Board, noting that a best effort had been made to deconflict the calendar with other global health and finance related meetings and that adjustments might need to be made, once the schedules for G20 and G7 meetings had been published. Members were appreciative of this effort. Some potential conflicts with other relevant meetings during 2024 were noted; *the Secretariat agreed to examine these and get back to the Board with a revised working calendar for the next 12 months for adoption by the Board.*
28. *Noting the written comments received from some Members on the topic of proposed enhancements to Board governance practices and procedures, the Board agreed that, in future, Minutes of Board*





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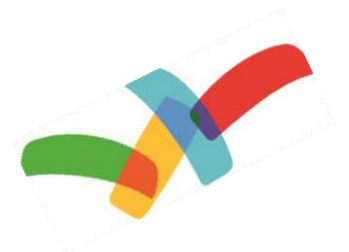
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meetings would be circulated within two weeks of every Board meeting and approved by the Board in a timely fashion after every Board meeting. Further, the Board agreed to follow good governance procedures, including ensuring agreement on clear decision points, summaries of discussions during Board meetings, and adherence to agenda topics and timing.

29. One Member noted that the Stocktaking Review had identified a set of issues, including on governance, that would not be addressed by the Strategic Plan, and requested that a clear pathway be developed to address those issues.

Technical Advisory Panel

30. On the Technical Advisory Panel (TAP), the Secretariat informed the Board that one TAP member (from North America) had withdrawn, and another member (from Latin America) was in the end unable to join the panel. Therefore, the TAP comprised 19 members instead of the 21, as initially approved. The Board agreed that the Secretariat would initiate the process to replace the one expert from North America who had to withdraw and to bring on board one expert to replace the expert from Latin America who could not join. The starting point for the nominations would be the existing reserve list. However, if candidates from that list were no longer available, alternative candidates would be identified by the Secretariat, in consultation with the TAP Chair and Vice-Chair, based on the original candidate rankings. *The Board requested the Secretariat to prepare a decision note for the nomination of the two new TAP members and submit it to the Board for approval through the no-objection procedure.*
31. In closing the meeting, the Co-Chairs thanked the Board and Secretariat for their hard work in ensuring a successful meeting.





ANNEX

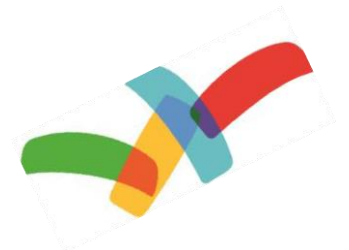
Decision #1: Timeline for the second Call for Proposals

Balancing the importance of maintaining momentum with the need to incorporate lessons learned from the first Call for Proposals (CFP), the Board agrees to announce a second Call for Proposals in December 2023 with the application portal to open in February 2024, and to move forward efficiently with an allocation decision by no later than October 2024, with the final allocation date to be determined in June 2024.

Decision #2: Scope and requirements for second Call for Proposals

The Board agrees to the priorities, envelope, eligibility, submission limits, funding caps, IE fees, co-investment, and co-financing requirements for the second Call for Proposals as per the below, which will form the basis of the December 2023 second CFP Announcement:

- **Priorities:** *The Board agrees to focus the second CfP on the same three priority areas as the first CfP, namely, surveillance, laboratory systems, and human resources/health workforce strengthening, with particular attention to community engagement, civil society engagement, gender equity and other broader equity considerations as cross-cutting areas of focus in proposal development and implementation, which would need to be reflected clearly in the applications.*
- **Envelope:** *The Board agrees to a **funding envelope of US\$500 million** for the second CfP. Further, the Board agrees that the Announcement related to the second CfP should include language to signal that the 3rd and 4th rounds of funding are likely to be launched in 2024-2025.*
- **Eligibility:** *The Board agrees that eligibility for applying to the second CfP would remain the same as first CfP (IBRD/IDA – eligible countries, Regional Entities). Further, countries that received funds through a single-country grant in the first CfP are not eligible to submit proposals for a single-country grant in the second CfP. Regional Entities that received funds in the first CfP are not eligible to submit proposals for a regional/multi-country grant if it covers the same countries/sub-region as in the first CFP. The Announcement will include better definitions of what constitutes multi-country and Regional Entity proposals as well as the role of IEs. Unsuccessful applicants from the first CFP will be encouraged to re-apply.*
- **Submission Limits:** *The Board agrees that for single country proposals, only one proposal can be submitted from any one country (as above). No stated limits on the number of multi-country/Regional Entity proposals that any country may be included in. Regional Entities may only submit one application for the same set of countries/sub-region.*





- **Funding caps:** *The Board agrees to a maximum cap of US\$25 million for single-country proposals and \$40 million for multi-country/Regional proposals.*
- **IE fees:** *The Board agrees on a maximum IE administrative fee band (as a % of amount requested) of 7% to 10%, with any amounts over 7% and up to 10% only for Challenging Operating Environments (COE), Fragile and Conflict-Affected Situations (FCS), Small Island Developing States (SIDS) or other exceptional circumstances and requiring justification within the proposal. Board agrees that what constitutes an IE administrative fee will be more clearly defined in the documentation of the second CFP.*
- **Co-investment:** *The Board agrees against adding a minimum requirement for financial co-investment, but that co-investment should be included in the evaluation criteria, as before, and considered carefully in the TAP's review. Further, the Board agrees that the definition of what should be considered as co-investment be more clearly articulated in the documentation of the second CFP, including in the cover note, evaluation criteria and scoring methodology. The Board also agrees that ways to incentivize and increase co-investment be explored within the context of the Strategic Plan.*
- **Co-financing:** *The Board agrees against adding a minimum requirement for financial co-financing, but that co-financing should be included in the evaluation criteria, as before, and considered carefully in the TAP's review. The Board also agrees that the definition of what should be considered as co-financing be more clearly articulated in the documentation of the second CFP, including the cover note, evaluation criteria and scoring methodology. Further, the Board agrees that ways to facilitate IEs to provide increased co-financing and catalyze co-financing from other sources be explored within the context of the Strategic Plan.*

Decision #3: Strategic Plan

The Board asks the Secretariat to proceed with the preparation of the Strategic Plan, as per the approach paper circulated on November 6, 2023, and considering the comments received from Board Members, and to circulate the draft Strategic Plan document for a Board decision at the March 2024 Board Meeting. Further, the Board agrees to stand up a Strategy Committee, with balanced representation from across constituencies and strong engagement of co-investors, to oversee the preparation of the Strategic Plan.

