

ITEM #3: BOARD LEADERSHIP

Introduction

On 30 June 2022 the Governance Advisory Task Force of I-DAIR, under the chairmanship of Dr Steve Davis, approved the composition of I-DAIR's inaugural board and appointed Dr Christoph Benn as inaugural board chair to lead the process for establishing the international governance board of I-DAIR, the I-DAIR board.

At its first meeting on 1 September 2022, the I-DAIR board approved the Terms of Reference of the inaugural chair. The tenure was defined from the date of the selection by the I-DAIR Governance Advisory Task Force (i.e. 30 June 2022) until 31 August 2023 with the possibility of the board to propose an extension of the term.

This possibility for an extension by two more years is in line with the [I-DAIR Foundation bylaws](#) and its provisions for board members and leadership. The chair of the board is a board member. She/he is selected by the board members from among their own voting members. The term of office of a board member is three years, renewable maximum once in a row [I-DAIR Foundation bylaws, articles 9 and 6].

The bylaws foresee the following duties and powers of the chair:

- Convene board meetings and set the agenda;
- Conduct board meetings;
- Be responsible, subject to the specific powers of the CEO, for the external communication of the Foundation;
- Sign, with the secretary of the meeting, the minutes of the meetings.

The bylaws further provide the board with the possibility to select a vice chair from among their own voting members who will in case of impediment of the chair assume the duties of the chair.

Proposal

Based on first guidance by board members including the I-DAIR's CEO, the board is invited to consider and decide upon an extension of the tenure of Dr Christoph Benn as I-DAIR board chair by 24 months, until 31 August 2025.

The Board is further invited to discuss the possibility of and the parameters for a vice-chair role. The proposal to the board is to mandate the chair to start a process to select a vice chair at the next board meeting. At the current board meeting the board is invited to provide the chair with guidance on the vice chair position.

The following questions may be considered in the board's discussion:

- What is the board's general feedback on the introduction of a vice chair?
- What duration would be appropriate for the vice chair role?
- How to ensure continuity and smooth transition in the board leadership over time?
- What other criteria would the board propose for the selection of a vice chair?

Decisions

- (1) The board thanks Dr Christoph Benn for his willingness to extend his term as chair of the I-DAIR board until 31 August 2025 and approves the extension.
- (2) The board asks the chair to start a process to select a vice chair at the next board meeting based on the guidance provided by the board.