



REPORT OF THE SECOND BOARD MEETING

Outline: This document presents the draft Report of the Second Board Meeting and includes all decisions made at the meeting. The Report of the Second Board Meeting is subject to ratification by the I-DAIR Board at its next meeting.

Accompanying documentation from the Second Board Meeting is available at <https://www.i-dair.org/board-documentation> or by writing to anne.hassberger@i-dair.org.

Decision Points are clearly indicated.

Participants:

Board members:

- Christoph Benn
- Amb. Cleopa Mailu
- Amb. Muhammadou Kah
- Amb. Päivi Sillanaukee (online Day 1 only)
- Jeanette Vega Morales (online)
- Nnenna Nwankma
- Steve Davis
- Alain Labrique
- Lesley-Anne Long (online)
- Mehdi Snène (ex-officio) (Not present for the interviews with the CEO candidates)

I-DAIR Secretariat and external advisors and experts

- Katja Roll (JLI, Senior Advisor)
- Anne Hassberger (Board Secretary, I-DAIR COO) (Not present for the interviews with the CEO candidates)
- Irene Rey Landeira (I-DAIR administrative assistant) (Not present for the interviews with the CEO candidates)
- Tanya Stevens (CEO Search process) (online on Day 1)

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Agenda Item 1. Welcome and approval of the Agenda

The Board Chair, Christoph Benn, opened the I-DAIR Board meeting by welcoming all participants, with a special mention to the two new Board members joining the I-DAIR Board; Lesley-Anne Long and Alain Labrique.

The Agenda (see Annex 1) was approved.

Decision 1: The Board approves the agenda.

Agenda Item 2. Recap of the CEO Search Process

The Board Chair summarized the CEO search process, recognized the excellent work of Recruitment firm and the search committee members (Paivi Sillanaukee, Nnenna Nwakanma, Muhammadou Kah, Steve Davis, Christoph Benn-Chair of the search committee) and announced that they were confident they had two strong candidates to present to the Board for the CEO open position. He kindly asked the I-DAIR's secretariat to leave the room in order to start the interviews with the 2 shortlisted candidates.

Agenda Item 3. Decision on the CEO Selection

After deliberation, the Board unanimously selected a candidate with an outstanding profile to become I-DAIR's new CEO.

Decision 2: The Board selects unanimously Dr Ricardo Baptista-Leite as the new CEO of I-DAIR.

A dinner was organized with Board members (CB, NN, SD, MK,) and some members of the Senior Management Team (MS, AH, PY).

Agenda Item 4. Welcome

The Chair welcomed board members back for the second part of the Board meeting. Upon request, the Board agreed that the meeting be recorded for the sole purpose of supporting the drafting of the Board meeting's report.

The Board Chair thanked the Board for their support on the CEO Selection process and expressed his satisfaction on reaching a unanimous decision. He shared having received confirmation of the candidate's commitment to taking the position, and having agreed on a public announcement of his name on the 3rd of April 2023. The Board agreed that following its meeting, I-DAIR would issue a holding statement communicating the Board's selection of I-DAIR's new CEO. The name and the official start date on 22nd of May 2023 would be disclosed on 3rd April. The CEO candidate would be available for internal interactions before April, with a request to keep his appointment confidential until then, and for public interactions to start from that date. The Chair noted that the new CEO start date will coincide with the WHA, suggesting I-DAIR could prepare a reception to introduce the new CEO.

The Chair confirmed that a remuneration package had been agreed with the upcoming CEO within the boundaries set during the CEO selection process, and that detailed negotiations would follow. The Board Chair did not anticipate any complications due to the political nature of the candidate and underlined the full commitment of the candidate, who announced that he would resign for all his other executive roles and would present a 100 day plan.

The Board Chair thanked Mehdi Snène for his leadership as the interim CEO. He in turn, welcomed the arrival of a new CEO.

Agenda Item 5. Introduction of new Board Members

The Board Chair welcomed formally Lesley-Anne Long and Alain Labrique to the Board and requested them to introduce themselves and elaborate on their particular focus and contribution to the mission of I-DAIR.

Lesley-Anne introduced herself as President & CEO of GBHealth, based in Washington DC. An internationally networked leader in the fields of global health, technology and international development, she works closely with policy makers, donors, and the private sector. Lesley-Anne has worked with WHO as in the team of Director-General Dr Tedros Ghebreyesus, is a former Barrister and Dean, serves on several boards, and is a Fellow of the Royal Society of Arts.

Lesley-Anne saw her particular contribution to I-DAIR in helping to bring the private sector to its space, connecting with the GBC network, as well as in bringing I-DAIR into a number of events that she is involved in, such as a Summit in London at the end of Summer and the Wilton Park, around Digital Health, AMR and the Pandemic scheme.

Alain Labrique started his career as a molecular biologist, continuing as an infectious disease epidemiologist and then Professor and Associate Chair for Research in the Department of International Health at the Johns Hopkins Bloomberg School of Public Health (informatics, nursing, medicine and biotechnology). He recently joined WHO as the Director of Digital Health and Innovations and shared that he received formal clearance from WHO to sit on this Board.

As a long-term researcher and policy adviser, and given I-DAIR's MoU with WHO, he looked forward to exploring the complementarity between WHO's and I-DAIR's mandates, and help I-DAIR progressively align its operational outputs to match the expectations of a multilateral organisation such as WHO, but also independently of WHO. He further recommended taking a look back at the Global Digital Health Strategy for guidance for refining its strategic direction going forward.

The Board Chair noted the relationship with WHO is critical and essential for I-DAIR.

Decision 3: The Board introduces the new board members proposed and appointed by Electronic Decision on new Board Members (email from the board chair on Thu, Feb 9, 7:49PM).

Agenda Item 6. Approval of the report from the 1st Board Meeting

Decision 4: The Board approves the report from the 1st Board Meeting (Board Document #6).

No comments or concerns were raised.

Agenda Item 7. Review of the Board composition

The Board's bylaws that contain guidance on the Board composition were approved during the last Board meeting. They hold that the Board composition should be reviewed regularly and that Board positions should be filled in a staggered manner. As part of the last review, the need was felt to have a member with a strong link and background in the private sector, which is now accomplished by Lesley-Anne Long joining the Board. In addition, due to the departure of Dr. Soumya Swaminathan from the Board, Prof. Labrique was nominated to join the Board to represent WHO.

The Board Chair proposed to review the current Board's composition against a matrix of the for I-DAIR relevant skills at the next Board Meeting and to present a written nomination procedure for Board Members for approval at the next Board Meeting. For the nomination of the representative of civil society representative, a process shall be proposed whereby civil society nominates their representative in an open and transparent process.

Board members also emphasized the need for gender, geographical (e.g. representation of Asia, esp. from India and China, given their leadership in DH and AI innovations) and age diversity (i.e. young people) in the Board composition.

With regard to dedicated expertise in the areas of finance and audit, Marc Hofstetter was nominated as additional Independent Board Member. Adding dedicated expertise in the areas of finance and audit had been recommended by one of the investors, in the frame of their due diligence process of I-DAIR. The nomination of Marc Hofstetter was based on a search process led by I-DAIR's COO, Anne Hassberger. She met with a number of Finance/ HR directors of Geneva-based global health NGOs, to get a better understanding of key criteria and processes, and asked for recommendations. The Board welcomed and unanimously endorsed the nomination and noted of Marc Hofstetter's ample experience including as Deputy Executive Director and COO of the Humanitarian Dialogue, Deputy Executive Secretary of GAVI. The Board recognized the importance of the new member being based in Geneva and endorsed his nomination.

Decision 5: The Board mandates the Chair to prepare a review of the current Board's composition for discussion at the next Board Meeting.

Decision 6: The Board asks the Chair to present a written nomination procedure for Board Members for approval at the next Board Meeting. For the nomination of the representative of civil society a process shall be proposed whereby civil society nominates their representative in an open and transparent process.

Decision 7: The Board approves the nomination of Marc Hofstetter and welcomes him to join the Board as an Independent Member. The Board looks forward to working with him and thanks him for his willingness to serve on the Board.

Agenda Item 8. Creation of the Board Finance & Audit Committee

In view of I-DAIR's organisational independence and of investors' expectations, the Board chair and Secretariat proposed the establishment of a Board Finance and Audit Committee. This Committee would ideally be set up and chaired by the newly appointed Board member, Marc Hofstetter, in close collaboration with the Secretariat. Marc Hofstetter had indicated in prior exchanges that he would be available for this role. The Board agreed that the Board chair would ask him formally on behalf of the Board and that Marc Hofstetter would contact Board members for volunteers for the committee, as it is expected to have 3 members. The TORs should be submitted to the Board for approval, by the next Board meeting.

The Board raised the question of whether it was legally required to separate the audit committee from the Finance committee. The understanding from the secretariat is that this is not the case at this point for I-DAIR. The issue of adding risk and risk management as a key element of the Committee's title and mandate was raised, given the nature of I-DAIR's work (AI and digital, implementation project, ethical concerns, data management). The Board chair proposed to relay these concerns to the upcoming Committee Chair, for careful consideration as an option, keeping in mind the overall capacity of the (small) organisation and team, its level of maturity and the need to prioritize work.

In order to determine the breadth and scope of the Finance and Audit Committee, Board members requested to have an overview of the foreseen overall governance structure of I-DAIR (including other planned committees).

Decision 8: The Board requests the new Board member, with his finance and audit skills, to lead the development of the TORs for the establishment of the Finance and Audit Committee in close coordination with I-DAIR Secretariat (COO) and the Board Chair, by the next Board meeting.

Agenda Item 9. Report by the interim CEO

Dr. Mehdi Snène, I-DAIR CEO a.i. provided an update on recent activities, new partnerships and engagements of I-DAIR since the last Board meeting. He referred specifically to the signature of the Long-Term Agreement (LTA) with WHO on Traditional Medicine, to 7 new MoU's with partners in 2022 and to I-DAIR's participation in the G20 Health Working Group as a knowledge partner. Dr. Snène also provided an update on the current projects. More detailed information is available in the CEO report and presentation.

Board members appreciated the report, progress and momentum. They commented on the need to situate the projects and progress in the wider global ecosystem and the long-term vision of the projects. They recommended to clarify I-DAIR's strategy, value-add and narrative further, and to align projects. Dr. Snène clarified that his personal focus was for I-DAIR to focus on AI for healthcare for researchers, I-DAIR being a research facilitator for AI. It was noted that there was a disconnect between I-DAIR's described current focus (research operations oriented) and the fora where it is active (more high level global policy).

Board members also recommended clarifying priorities, processes and what is the unique niche of I-DAIR going forward. This referred in particular to the Responsible AI project and to the process by which its metrics were developed. The Board warned against doing again what has already been done by others, and recommended being mindful of the legitimacy provided

by the process and community partners.

Board members shared their concerns of I-DAIR's positioning between donor drive and community initiative, strategy and funding opportunities.

The Board Chair reminded the background of I-DAIR projects as based on an analysis of gaps and needs, and research areas named pathfinders. This exercise was carried out on 2019. Then I-DAIR was to explore what was feasible and gain traction and focused on a few projects. It was required to find a balance between strategy and opportunity. Now a review is required, based on what has been done and the needs and gaps, sunset some outliers projects, and find a thread, craft a new strategy and narrative.

Agenda Item 10. Operational Update

Item 10.1 Update on organizational independence

Anne Hassberger, Chief Operating Officer (COO), gave an update on I-DAIR's institutional transition. I-DAIR was officially registered on the 18 October 2022 as a Foundation under Swiss law and then underwent a due diligence process with its three investors, with the following key findings and recommendations. They were satisfied with finance and project manual and procurement policy, but recommended to :

- Further developing HR policies and processes,
- Finalize the IT & data security policy
- Better document budgetary reviews and legal compliance with local laws for international consultants
- Include Board member with operational skills (financial & legal functional skills)

They requested:

- More frequent financial reporting, including
- Forecast expenditure reports (as we move from arrears to advance payments),
- Organisational cashflow forecast
- Separate bank account for one investor
- Potential additional accounts audit

I-DAIR became operational as a new entity as the 1 February 2023, opened bank accounts with BCGE and Postfinance and set up a Financial management system aimed to facilitate financial reporting (actuals vs budget, by analytical axes: investor, project, activity and country), provide direct access to accounts and transactional bookings as well as automated workflow (including approval of invoices).

All staff contracts were transferred and a new Pension Fund and scheme was selected for

Switzerland based staff, as well as other social insurances such as accident and lost income in case of illness, Property insurance, Third-party liability, and a travel insurance (tbc). The outsourced the payroll services (Synergix) and are working with a company on a Salary scale update (Job Evaluation and Grade Structure Design report is available), to be shared with the Board.

The team moved to the new offices, transferred all contracts to the new entity, informed partners and under the leadership of its CTP, migrated to its own google workspace, selected a new IT support and obtained discounted IT licenses.

The Board requested to use the google workspace for board documents and to have @i-dair.org email address for board members.

Item 10.2 Finance Update

I-DAIR's COO presented I-DAIR's financial status. It has received at present 3 grants, totalling CHF 10,4M of which it has spent about 54%. It spent CHF 2.8 M in 2022 and plans a budget of CHF 3.5M in 2023. I-DAIR expects to keep the same level of expenditure this year on the core grants (FB, WT), for which it has informally agreed to 9months resp 1 year extensions, and to increase the level of expenditure on IDRC as well as start a new grant with WHO.. I-DAIR submitted a successful proposal for a new grant with WHO on Traditional Medicine whilst still being hosted by the Graduate Institute for a total amount of CHF 480,000. The Graduate Institute has agreed to subcontract the project, taking a 5% on the overheads.

The forecast shows a positive cash balance CHF 656,182 on 31 December 2023.

The financial situation is thus secure for this year, however requires resource mobilization for 2024. The Board encouraged the team to accelerate the process of applying for grants and mobilize resources.

I-DAIR was previously audited as part of the Graduate Institute so far, with no separate audits. I-DAIR will be audited in 2024 for the 2023 exercise by Berney Associés.

Agenda Item 11. Closing

The Board Chair thanked the Board and specially Dr. Snène for his tenure as CEO a.i.. It was proposed that the next board meeting takes place before the summer break also due to the chair's term expiring on 31st of August.

Upon request of the secretariat the Board agreed to go paperless for its future meetings.

The meeting was closed.