

REPORT OF THE THIRD BOARD MEETING

Outline: This document presents the draft Report of the Third Board Meeting and includes all decisions made at the meeting. The Report of the Third 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 (excused for the extension of the Chair's tenure)
- Amb. Cleopa Mailu
- Amb. Muhammadou Kah
- Amb. Päivi Sillanaukee
- Jeanette Vega Morales
- Nnenna Nwankma
- Steve Davis
- Alain Labrique
- Lesley-Anne Long
- Marc Hofstetter
- Tariq Khokhar (Observer)
- Ricardo Baptista Leite (Ex officio, non-voting member)

I-DAIR Secretariat and external advisors and experts

- Katja Roll (JLI, Senior Advisor) (excused for the extension of the Chair's tenure)
- Anne Hassberger (Board Secretary, I-DAIR COO)
- Irene Rey Landeira (I-DAIR project coordinator)

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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. Upon request, the Board agreed that the meeting be recorded for the sole purpose of supporting the drafting of the Board meeting's report. He then proceeded with the first point of the agenda, its approval. The Agenda (see Board document #1) was approved.

Decision 1: The Board approves the agenda.

Agenda Item 2. Approval of the report of the last Board Meeting

No comments or concerns were raised.

Decision 2: The board approves the report from the 2nd Board Meeting (Board Document #2).

Agenda Item 3. Board Leadership – Extension of the tenure of the chair and introduction of vice chair

Amb. Mailu introduced and chaired the discussion on the proposed extension of the term of Dr. Christoph Benn as the Board Chair by 24 months until 31st August 2025, C. Benn and K. Roll having excused themselves for this point. The Board thanked Dr. Benn for leading the Board for this past year and offering to continue his tenure for a further 2 years, and unanimously agreed to the proposal.

The Board was further invited to discuss the possibility of and the parameters for a vice-chair role, and to mandate the chair to start a process to select a vice chair at the next board meeting. The Board supported the proposal, and included diversity, experience and availability as parameters. The intention was further clarified for the vice-chair to have specific duties (not only replacing the Chair in a potential absence) and to be selected from among the Board members. The Chair requested members to send him nominations for consideration and proposed to develop TORs for the next Board meeting.

Decision 3: 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.

Decision 4: 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.

Agenda Item 4. Terms of Reference and Membership of the Finance & Audit Committee

At its last Board meeting in February 2023, the Board decided to request its new Board member, Marc Hofstetter, to lead the development of terms of references for the Finance and Audit Committee in close coordination with I-DAIR Secretariat (COO) and the Board Chair, by the next Board meeting.

Marc Hofstetter introduced the terms of reference, and its role in supporting the Board in its responsibilities for ensuring the adequacy of risk management, internal control and governance arrangements, and that funds are used efficiently and effectively. He proposed that the FAC hold a first meeting before the next Board to approve a number of policies (already ready) necessary for I-DAIR for potential due diligence processes, including the procurement policy, the delegation of authority, the information and security policy, the fraud policy, the conflict of interest prevention policy. The FAC will further make recommendations to the Board concerning its calendar of Board meetings to be in line with its most important legal requirements of reviewing I-DAIR's annual report, including its financial report, approving its budget for the forthcoming year and approving its audited accounts. On this last point, the Secretariat also confirmed that the next audit will take place in 2024 and that the auditor has already been selected.

The Board also approved Ambassador Mailu and Lesley-Anne Long as the new committee members and thanked them for their willingness to serve.

Decision 5: The Board approves the Terms of reference and proposed membership and establishes the Finance and Audit Committee.

Decision 6: The FAC will deliver a first calendar of items to review and a first set of recommendations to the Board for the next Board meeting.

Agenda Item 5. Amendments to the Commercial registry

The Board agreed to include the Switzerland-based leadership team in the commercial registry in order to ensure continuity of business during annual leave, medical or other absences, namely:

- Ricardo Baptista Leite as 'directeur général'
- Anne Hassberger as 'vice-directrice'
- Mehdi Snène as 'vice-directeur'
- Peiling Bratschi Yap as 'vice-directrice'
- Oliver Deak as 'vice-directeur'

Signature rights would remain as per I-DAIR's delegation of authority (which includes double signature requirements), however they could be delegated in case of absence.

Decision 7: The Board approves the registry amendments proposed.

Agenda Item 6. Salary scale and benchmarking

At its first Board meeting in September 2022, the Board requested I-DAIR Secretariat to seek the services of a company to develop a salary scale, for Board approval, and benchmark its salaries against it.

The CEO presented the three scenarios proposed for the salary scale: below market, market average and above market. Upon his recommendation, the Board approved the market average scale, given that I-DAIR is a young and small organisation, that needs to strike the right balance between being financially conservative and attracting and maintaining talent. It also requested that I-DAIR closely monitor gender equality in implementing its salary scale.

The Board further agreed that the CEO take measures to adjust salaries, to ensure better internal consistency and fairness, gender equity and market competitiveness, while keeping within this year's salary budget and its overall financial capacities.

Decision 8: The Board approves the salary scale at the 50th percentile of the Labour Market Sample.

Agenda Item 7. After 50 days: CEO impressions and a glance at the I-DAIR strategy process

Dr. Ricardo Baptista Leite, I-DAIR newly appointed CEO, provided an update after his first 53 days onboard and a glance at the direction of the upcoming strategy.

Since taking this new role, the CEO had assessed the situation (capacity and projects) internally and with external partners and started to address issues. He shared that important changes were needed, given the financial situation (main grants ending in Q2 2024) and the feedback from stakeholders.

Immediate measures included a reorganization of roles and project management procedures, more regular financial updates and scenario planning, scientific validation of tools and a review of contractual obligations and project outcomes. He ended or minimized all non-contractually binding project obligations, submitted a new proposal, secured the extension of existing grants (Wellcome Trust and Fondation Botnar), reassessed partnerships and hubs, requested the elaboration of a code of conduct, and supported the development of information security management standards.

With regards to the new strategy, the CEO led a 3 days internal strategy design workshop, promoted the brand through events, meetings and the recruitment of a new communication

manager; analysed new trends and ensured alignment with the evaluation from Fondation Botnar.

Dr Leite introduced key elements of the new strategy. He proposed that the main pillar of the organization build upon and aim to build trust in AI and digital technologies to be applied to health (Stamp of Trust). I-DAIR would support countries and develop their capacity in auditing and certifying AI tools in health and in developing policies and regulation on them. I-DAIR's role as an implementing partner would be for example to ensure that the open source auditing tools developed by WHO/ITU through the 'Global Initiative on AI for Health' be used globally at all levels from governments to regulatory agencies, health systems and international organizations. He also shared his proposal that I-DAIR become a legal host for the 'Global Initiative' and secure all operational tasks on behalf of its secretariat led by WHO-ITU-WIPO.

The Board thanked him for his presentation and sought clarifications around the exact role foreseen for I-DAIR, emphasizing the importance of being ambitious but still realistic, of focusing on implementation rather than regulation or development of AI tools, of adopting a decolonized approach (supportive and adaptive to individual country situations), of being relevant to the public and private sector and of being scientifically sound.

The Board further encouraged the CEO to seek new sources of funding and the Board chair requested board members to share contacts and relevant information on events of potential interest.

Agenda Item 8. AOB

None

Agenda Item 9. Closing

The Board Chair thanked the Board and proposed that the next board meeting take place on the 14th and 15th of September 2023.

The meeting was closed.