

REPORT OF THE FIRST BOARD MEETING

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

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

Decision Points are clearly indicated.

Participants:

Board members:

- Christoph Benn
- Amb. Cleopa Mailu
- Amb. Muhammadou Kah
- Amb. Päivi Sillanaukee
- Jeanette Vega Morales
- Nnenna Nwankma
- Steve Davis
- Soumya Swaminathan
- Tariq Khokhar
- Mehdi Snène (ex-officio)

I-DAIR Secretariat and external advisors and experts

- Loic Pfister (lawyer)
- Katja Roll (JLI, Senior Advisor)
- Anne Hassberger (Board Secretary, I-DAIR COO)
- Irene Rey Landeira (I-DAIR administrative assistant)

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Agenda item 1. Welcome

The Board Chair, Dr Christoph Benn, opened the inaugural I-DAIR Board meeting by welcoming all participants, highlighting the diverse and unique set of experts gathered. He thanked Amandeep Gill for his vision, passion and charisma in bringing I-DAIR on the map for the past 2 years, until his nomination as United Nations Secretary General Tech Envoy and departure from I-DAIR in July. He also highlighted the current phase as a turning point, with the establishment of this Board and the upcoming registration of I-DAIR as a new legal entity. The recent signing of a Memorandum of Understanding with WHO was also mentioned as central to its mission.

The Chair announced that he will roughly follow the Roberts rules for Board meetings, and proposed that all non-confidential decision points and Board documents be made public. He also thanked the team for organizing this Board meeting in only 6 weeks and introduced non-board members participants in the meeting: Loïc Pfister, I-DAIR lawyer; Katja Roll, Senior Advisor, Joep Lange Institute; Anne Hassberger, I-DAIR COO, responsible for Board relations and Secretary of the Board meeting; Irene Rey, administrative assistant and secretarial support.

Upon request, the Board agreed that the meeting be recorded for the sole purpose of supporting the drafting of the Board meeting's report.

Agenda item 2. Approval of the Agenda

The Agenda (see Annex 1) was approved.

Decision 1: The Board approves the agenda.

Agenda item 3. Introduction Board members

Upon request by the Chair, Board members shared their expectations for the Board and I-DAIR, highlighting first and foremost the importance of ensuring impact in enabling better and affordable access to health through leveraging of digital technology and infrastructure, leaving no one behind, in particular but not only in the Global South. Special attention should be given to the ethical issues, such as equity, the challenges of sharing data as much as possible while maintaining data privacy, and that of relating to the particular challenges faced by research institutions from the Global South when sharing their data. Board members also warned against the current general random walk of interesting technologies and good intentions, with its associated impact discount, and encouraged reflections on the place of I-DAIR in international architecture and its role in supporting the orchestration and governance of the Digital Health (DH) and Artificial Intelligence (AI) ecosystem. Other issues were also mentioned such as the need for international collaboration including with the private sector, community building, tapping into country's innovation potential, communication and culture.

Agenda item 4. Update from the CEO

Dr Mehdi Snène, I-DAIR CEO a.i. started his presentation by recalling past achievements that can be summarized through the following numbers: 7 hubs, 47 MoUs, 12 projects, 64 partners and 3 grants.

He then explained that I-DAIR aims to “be the neutral and trusted platform for enabling global research collaborations on digital health and Artificial Intelligence for health”. Its fields of exploration cut across the following domain: digital and AI, health-care systems (clinical and medical science), governance and policy making, the implementation of its projects focused on support for research activities, implementation and coordination of multi-stakeholder projects, benchmarking and standardization, and convening and community building.

The CEO a.i. highlighted his strategic vision for the next year as needing to focus on fewer projects and to accentuate its digital and machine learning components. These should concentrate on three strategic objectives, focused on 1. Trusted research infrastructure 2. Data and AI public goods and 3. Community and governance. These will be implemented by first identifying 7-10 medical schools/ research institutes interested in AI research, defining common projects and consortiums, and identifying needs and areas of support. More detailed information is available in the CEO report and presentation.

The Board demonstrated a vivid interest in the very rich presentation and progress so far. Board members were impressed by the level of ambition, encouraging I-DAIR to prioritize further based on its current organizational structure and expressed their readiness to support implementation, including through an existing collaboration between specific high income small states.

Board members asked questions relating to the development and application of ontologies, process innovations, potential future quantum computing facilities and access of hubs to infrastructure. They enquired about mechanisms and potential partners to make data valuable for machine learning and AI application, as well as for more information on the citizen science projects. They finally encouraged I-DAIR to clarify their plans with regards to the I-DAIR Science Conference, look at similar spaces and take advantage of less resource-intensive opportunities.

Agenda item 5. Governance matters

The Chair introduced the item by reminding the Board of I-DAIR's current institutional transition into an independent legal entity that necessitates bylaws as well as a Board. Therefore he requested that Bylaws and the TORs of the Board chair be approved during the meeting, and proposed that Board internal procedures be developed over the next six months, based on the approved Bylaws, including the nomination processes for Board members and the establishment of Board committees.

Item 5.1 Bylaws

As background information, the Board chair explained that the Bylaws had been drafted in close cooperation with a Swiss Lawyer, Loïc Pfister, present, in accordance with Swiss law and practice. They had been submitted to the Swiss surveillance authorities in 2021 and received approval in February 2022. Minor changes had been introduced since, that were presented by Mr. Pfister. The Board enquired about the individual legal responsibilities of Board members, which are limited to willful misconduct and gross negligence.

The Board approved the bylaws, with the provisions that the signatories act in their individual capacity and that a memo will be shared on Board members duties and responsibilities.

Decision 2: The Board approves the Bylaws of the I-DAIR Foundation (Fondation I-DAIR) (Board Document #5.1).

Item 5.2 - TORs of Board Chair

The Terms of Reference of the Board Chair were approved.

Decision 3: The Board approves the Terms of Reference of the Board Chair (Board Document #5.2).

Decision 4: The Board takes note of the forthcoming regulations and decisions for Board approval.

Item 6 Operational Update

Item 6.1 Legal status update and next steps

Anne Hassberger, Chief Operating Officer (COO), gave an update on the legal status of I-DAIR's institutional transition. For the moment, I-DAIR is a project hosted by the Graduate Institute of international and development studies. It is in the process of becoming an independent legal entity, namely a Foundation under Swiss law, with its registration expected on 13 September. In order to become operational as a new entity, planned for 1 February 2023, it requires its investors consent to transfer their assets to the new entity, which in turn necessitates due diligence processes that shall take place in October-November.

I-DAIR's long term vision is to become an international organization. It consulted legal experts on the process towards a host state agreement with Switzerland. In their memo, the lawyers explained that I-DAIR could in the future apply for privileges and immunities under a host state agreement, as an 'other international body'. They however recommended starting the process once I-DAIR could demonstrate significant governmental contribution.

Item 6.2 Financial update

I-DAIR's COO presented I-DAIR's financial status. It has received at present 3 grants, from Fondation Botnar (CHF 7M, 50% spent), Wellcome Trust (CHF 2.5, 20% spent) and IDRC (CHF 0.9, 0% spent). Its spending rates are respectively of 50%, 20% and 0%, with low spending rates for its research/ project budget lines, which after a first exploratory phase, it plans to accelerate with a greater focus on implementation of its strategy. In summary, while the immediate incubation phase budget needs are secured with a remaining budget of CHF 6.5M, it will require much greater investments in the future to achieve its objectives.

I-DAIR has been audited as part and parcel of the Graduate Institute so far, with no separate audits. The 2021 Graduate Institute Audit was clean, with no particular mention of I-DAIR. I-DAIR has identified its auditor for when it will be independent (Berney Associés).

The presentation of the financial status was limited due to the Graduate Institute's current financial management system. I-DAIR plans to present a more complete financial picture with a financial forecast in the future, as also requested by Board members.

Item 6.3 Authorized signatories

In order for I-DAIR to be operational, once it is legally established, the Board needs to allow I-DAIR's management to have authorized signatures, collective by two.

Decision 5: In view of the registration of I-DAIR as an independent entity, the Board approves giving authorized signatures, collective by two, to the members of I-DAIR's management team, namely Mehdi Snène, Anne Hassberger, Peiling Yap, Alice Liu and Oliver Deak.

A dinner was organized with Board members (CB, NM, CM), the Senior Management Team (MS, AH, PY, AL, OD) and external advisors (KR).

Item 7 Welcome and recapitulation from Day 1

The Chair welcomed board members back for the second part of the Board meeting.

Item 8 Resource mobilization

Katja Roll, Joep Lange Institute, introduced I-DAIR's resource mobilization strategy, in her capacity as External Relations advisor to I-DAIR. She explained that the design of a dynamic and innovative funding mechanism targeted at impact around specific AI for health challenges was included as a key idea for I-DAIR in its grant agreement with Fondation Botnar: *"This mechanism shall combine funds from private, public and philanthropic sources. It will be designed in parallel of the governance structure through targeted consultations (...)."*

The Board overall found the strategy good and ambitious, and underlined the need for additional investments to carry out digitally enabled research. It estimated the level of CHF 300 million over 4-5 years as roughly adequate, with possibly a longer time horizon required. Board members also indicated the need to reflect on the ambition to be a Fund (akin to the Global Fund) vs. an organization that raises funding for and implements projects.

It supported the broadening of I-DAIR's investor base, especially from governments, to acquire international organization status and achieve its objectives. While international funding is key in catalyzing multi-country and cross-regional research, Board members underlined the importance of mobilizing domestic sources, such as in the funding of hubs. Päivi Sillanauke shared the positive reception and current consideration by the Government of Finland of I-DAIR's proposal following a visit by Amandeep Gill and Christoph Benn in Spring. A visit to Japan was mentioned as planned for October, in the frame of its upcoming G7 presidency, and further similar visits were encouraged.

The link between the Resource mobilization and governance was also discussed. The Board approved the Global Public Investment Principles (all countries contribute, benefit and decide) as a basis of its strategy, and supported an innovative resource mobilization approach, away from replenishments, that would be inclusive and participatory. This should be reflected in the TORs of an investors council, to be consulted in the future. The Board cautioned in particular in linking too tightly Board membership to financial contributions.

Item 9 Partnership with WHO

Dr Soumya Swaminathan, Chief Scientist of WHO and Board member presented the partnership between I-DAIR and WHO, based on the Memorandum of Understanding signed between the two and the Graduate Institute on 6 July 2022.

She highlighted two areas of collaboration in particular, namely capacity development (digital literacy, DH competency framework, research on future needs) and AI and ethics

(support to the dissemination and implementation of the WHO AI and ethics principles published in 2022). Indeed WHO developed a Digital Health strategy in May 2020 and has received strong demand for guidance, norms and standards, capacity development and training of the health workforce. Equity and participation of LMICs and the needs of small states are also central in the collaboration between WHO and I-DAIR.

The past and possibly continued collaboration on traditional medicine was also mentioned.

The Board appreciated the close collaboration with WHO, requested that WHO documents be shared including the MoU and emphasized the importance of collaborating with different WHO departments beyond the Digital Health Department, including the WHO Berlin Hub and the WHO academy. It also urged I-DAIR to focus on a few areas of big impact and WHO to address issues of fragmentation and interoperability.

Item 10 Launch of CEO search and creation of Search committee

The Chair introduced a proposed process for the CEO search as well as TORs for the CEO.

It was agreed that a gender-balanced search committee would be established to lead the recruitment, chaired by the Board Chair and four Board members volunteered for it, namely Päivi Sillanauke, Mohammed Kah, Steve Davis and Nenna Mwakanma. The full Board should be consulted on the final candidates.

The Board however requested that a search firm be hired to support the process, at a reasonable cost, as the search in itself could be seen as a branding and communication exercise for I-DAIR. I-DAIR's Secretariat, including its top leadership, will also provide assistance, as required.

Board members agreed to actively support the search effort, be spokespersons for I-DAIR and distribute the job opening as in this domain, as the candidate would likely be found within I-DAIR and its board's network. They requested speaking points on I-DAIR

to aid them in that regard. They further approved the proposed timeline, cautioning however the 1 May 2023 start date of the new CEO as desirable but ambitious.

The Board also approved the proposed terms of reference for the new CEO, requesting that resource mobilization and experience in leading your organization be added to them.

Decision 6: The Board approves the CEO Terms of Reference.

Decision 7: The Board approves a search committee to lead the search for I-DAIR's new CEO based on the approved TOR and the parameters laid out in document #10.2.

Decision 8: The Board appoints the following members for the search committee:

- Paivi Sillanaukee
- Nnenna Nwakanma
- Muhammadou Kah
- Steve Davis
- Christoph Benn (Chair of the search committee)

Budgetary implications: up to CHF10'000 for travel costs

Decision 9: The Board approves the Job Description for the I-DAIR CEO and asks the search committee to start the recruitment process.

Budgetary implications: None

Item 11 Forthcoming policies

11.1. Salary structure

The COO introduced the item explaining that I-DAIR is about to launch the recruitment of a new CEO and needs to set a salary that is both attractive and internationally competitive, while remaining conservative relative to the size of the budget and of the organization. Furthermore, the salaries of the rest of the staff have been based on the Graduate Institute salary scale, which for this type of position may not be competitive.

Decision 10: The Board decides that I-DAIR will seek the services of a company to benchmark its future salary scale, including that of the CEO, provided that the fees requested for this service are reasonable.

Decision 11: It will request to benchmark the salary scales based on organisations based in Geneva, with a similar global health / global development mission, small to medium in size and if possible with an international institution status (f.ex. FIND, MPP, DnDi, GAIN, etc).

Decision 12: I-DAIR will share with the Board the outcome of the benchmarking with a proposal for a salary scale, to be approved by the Board by email by mid-November.

Budgetary implications: CHF20'000

11.2 Travel policy

Members of the Secretariat and of the Board, as well as key partners are/may in the future be required to travel on behalf of I-DAIR. The current travel policy is that of the Graduate Institute, which currently hosts I-DAIR.

The Board decided that I-DAIR will devise a new travel policy to be submitted by 1 December 2022, differentiated according to the different needs and conditions of the Board, other bodies and the Secretariat. It will consider issues related to safety, sustainable development and climate change, such as CO2 compensation as well as use of trains vs. planes.

Decision 13: The Board decides that I-DAIR will devise a new travel policy for the Board members, other bodies and the Secretariat that will be applicable from the moment it will be independent of the Graduate Institute.

Decision 14: This travel policy will be differentiated, according to the different needs and conditions of the Board, other bodies and the Secretariat.

Decision 15: It will consider issues related to safety, sustainable development and

climate change, such as CO2 compensation as well as use of trains vs. planes.

Decision 16: It will submit such a policy by email before 1 December 2022.

Budget implications: None

Item 12 Planning of the next Board meeting

The Board agreed to have a frequency of two ‘ordinary’ Board meetings per year for this year, noting that there will be additional meetings related to the CEO recruitment. It also approved the Chair’s proposal to organize a Board retreat, to launch first discussions around a next strategy, The strategy discussion should be initiated but not be finalized before the next CEO is in place.

Item 13 AOB

There was no AOB

Item 14 Closing

The meeting was closed.