

## ITEM #7: BOARD COMPOSITION

### Provisions by the I-DAIR bylaws

1. I-DAIR's bylaws foresee that the Board shall be composed of at least 3 and maximum 15 voting members<sup>1</sup>. Members of the Board shall be i) representatives from key partner institutions and stakeholders ("Representative Board Members") and ii) individuals who are appointed in their personal capacity on the basis of their skills and networks ("Independent Board Members"). In all but exceptional circumstances there should be more Independent Board Members than Representative Board Members.
2. The bylaws further define that new Board members shall be appointed in a staggered manner by the existing Board members subject to and in accordance with these Statutes (the bylaws) and the Nomination Procedures adopted by the Board from time to time ("Nomination Procedures"). Further, a skills matrix shall guide the configuration of the Board, taking into account relevant areas of expertise such as health systems and economics, public and private sector healthcare, research, digital technology, international diplomacy, regulatory & legal and finance.

### Current status and recommendations

3. Board composition: The Board currently has 9 voting members. At the time of the establishment of the Board in 2022, the I-DAIR Governance Advisory Task Force<sup>2</sup> reviewed and confirmed an inaugural configuration of potential Board Members in the two categories Independent Board Members or Representative Board Members. As some time has passed and first changes have already taken place, the Chair of the Board proposes a **review of the board composition**. This review shall consider the types of membership and the current skills of the Board as a group while aiming to maintain a geographical diversity and gender balance. Special consideration shall be given to the representation by and the expertise from research institutions.
4. Nomination procedure: The current Board Members have been nominated by the I-DAIR Governance Advisory Task Force. Since then, one replacement and one amendment have been proposed to the Board by the Chair of the Board. The Chair proposes to present a **written nomination procedure** for approval at the next Board Meeting. Special consideration shall be given to the representation and nomination of civil society. To follow established good governance practice, a process shall be proposed whereby civil society nominates their representative in an open and transparent process.
5. Finance and audit expert: The Board, as a group, meets many of the skills that are proposed in the bylaws. To add dedicated expertise in the areas of finance and

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<sup>1</sup> The term of office of a Board member is of three years, renewable maximum once in a row.

<sup>2</sup> Meeting of the I-DAIR Governance Advisory Task Force on 30 June 2022

audit, as recommended by one of the investors, in the frame of their due diligence process of I-DAIR, the COO has led a search for an individual with this expertise to join the **I-DAIR Board**. The new board member will serve as an Independent Member with voting rights. The Chair invites the board to discuss and approve the invitation to Marc Hofstetter to join the I-DAIR Board. The CV of Mr. Hofstetter is enclosed as an attachment.

## Decisions

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- I. The Board mandates the Chair to prepare a review of the current Board's composition for discussion at the next Board Meeting.
- II. 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.
- III. 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.