Participants: Sai D. Prasad (SDP), Adriansjah Azhari (AA), Patrick Tippoo (PT), Fernando Lobos (FL), Lingjiang Yang (LY), Tiago Rocca (TR), Rajinder Suri (RS), Sonata Paglusi (SP), Sonata Villaseñor (SV), Benoit Hayman (BH), Prerna Kumar (PK)

Meeting started at 12h40CET and adjourned at 01h57CET.

The Chair (SDP) extended a warm welcome to the Members.

Agenda Point 1. AGM 2021: a) Progress Update on AGM, Invitation Letters, Platform, Promo material etc.

RS shared the progress update on AGM. (i) Invitation letters have been sent; positive responses are being received by invited speakers/guests. Only one speaker so far has requested for change in topic. (ii) Post signing of the contract with vFairs, a dedicated Project Manager has been assigned for DCVMN AGM. Weekly meetings of the Secretariat Team with the Project Manager of vFairs have been scheduled. The purpose is for the Secretariat Team is to understand the platform and its functionality to get it customized for the AGM 2021. Secretariat Team members are working together managing clearly charted responsibilities for AGM. (iii) As per our requirement we are asking vFairs to provide separate chat box for ease of communication and confidentiality to Board Members, Secretariat Team and Organizing Committee-AGM.

b) Social Media (LI) usage for promoting AGM: (i) A promotional strategy for promoting the AGM on LinkedIn is being put in place. The promotions shall be done via posts. The schedule of posting is likely to be August – every 15 days and September – every 7 days. (ii) Speaker book for the AGM is being worked upon with profile and picture. (iii) For promotional material the Internal communication team is working with vFairs to understand the requirement and the work is in progress. (iv) Final review will be done with Board well before the event.

AA suggested for a walk through the moderator’s role to review and rehearse so as to overcome and troubleshoot during the event. RS confirmed that a session shall be planned with vFairs for the Board Members along with the Secretariat Team and Organizing Committee of AGM to ensure that the AGM has a smooth flow e.g. As per the agenda items, WH has to run the mind-stimulating game and she would also appreciate a run-through beforehand.

Agenda Point 2. Governance and Platform: (a) Governance: RS shared a draft Governance statement (attached document A1 - Draft Governance Statement) with the board. SP suggested that DCVMN to have a platform/cloud medium to upload the Governance of key documents related to DCVMN’s activities, polices and governance which can be assessed by members in confidence. LY wanted to understand the usage of the word ‘strategic’ in the statement. RS suggested that as per the by-laws - policy matters are decided by board. Board has the authority to delegate the responsibilities to either any of the board member or the Secretariat, qualified here as CEO. e.g. HIF is a strategic orientation, associating with a particular agency, direction/strategy to follow for a particular task etc. are some of the strategic decisions which shall happen with the alignment of the board and executed by the Secretariat lead by the CEO.

SDP suggested in the interest of time, board members can put their thoughts on the draft Governance statement being shared by RS and respond via email.

(b) Platform: SV & SP had evaluated various platforms to identify and shortlist a platform/cloud medium. SV shared the shortlisted platform companies and comparison was presented to the Board (attached document A2– Shared drive platform). The purpose to move to a platform is to ensure protection of DCVMN data, team members being able to assign tasks, see the progress and follow-up, to have facilities like e-signature, video conferences, online voting, licensed versions of software, tech support, messenger, e-mail addresses etc. and is cost effective. SV suggested that the additional functionality that Office 365 offers is not charging any fee for observers to view the uploaded documents and the option of adding even one new member. This makes this extremely cost effective. SP suggested as the newly approved, current by-laws proxy voting i.e. voting via online medium/digital tool is acceptable and for purpose for the AGM 2021 we are going ahead with vFairs for the Online Voting functionality. Going forward Office365 can be used for the purpose.
Suggestions were well taken as Office 365 has ease of functionality and is reasonably cost effective.

The Board Members unanimously decided to go ahead with Office 365, provided it functions well in China. LY and WH to check with their IT team and confirm the functionality and ease of usage of Office 365 in China, via email, after which the decision shall be made.

Agenda Point 3. General Assembly (a) Proposed Agenda: RS shared the proposed Agenda for GA, AGM 2021, which has already been shared on email with the Board (attached document A3 – Invitation to the 22nd Annual General Assembly - DRAFT agenda). The proposed Agenda was approved by the Board unanimously.

(b) Advice from legal advisors
RS shared copy of the Legal advice from L&S dated 26.07.2021 (Attached document A4 – Advice from Legal Advisors) wherein they have opined that there is no justification for being stricter with an association that is not in the Register of Commerce, such as DCVMN. RS conferred that DCVMN is being governed and working operations are all legal, we should be little bold in taking decisions rather than getting oppressed/suppressed by the very thought of legal implications. RS also shared the “Approval of the By-laws” which resolved that the voting can be done “...either in person or by proxy (emphasis added)...” RS clarified that “Proxy” here does not mean digital voting; proxy means it can be done by an authorized person of the member. This year, vFairs has been hired and they have assured that the whole functionality exists to ensure that voting can be done online as proposed.

PT wanted to know the stage we are at today to share the finalized by-laws with the members. RS confirmed that SDP has signed and sent the by-laws and Statutes back to the Secretariat. SP endorsed that a courier has been received in her office which she assumes is the signed copy by the Board Chair (SDP) which shall be scanned and circulated to the members today and also uploaded on the website for ease of access and reference.

Agenda Point 4. Pending items from previous Board Meeting: As was proposed in the last Board Meeting, RS shared the comparison of the proposed changes and current status in by-laws and statues. Only a few points require attention and were shared by RS

(a) Criteria of Board membership- a comparison between past and proposed (attached document A5 – Comparison of Criteria for Board membership)

(i) Position and function for the nomination of candidates for Board Membership current by-laws – RS proposed to define terminology for nomination of board members. Keeping in mind, the interest of future board to have relevant authority to take decisions and commit company resources. PT, elaborating on the point for better understanding said that if this proposal is to communicate to member companies when calling for nomination of candidates to the Board, he is agreeable but is reluctant to amend the by-laws to accommodate this definition. SDP advised, that it is for the present board to decide the rules/criteria of nomination without changing the by-laws and present in GA. This is in accordance of deciding on any operational rules and regulations for the functioning of DCVMN, likewise this can be documented and institutionalized. PT said even changing a rule will need to go through by-laws. RS enquired how it should be captured in the minutes. Board Members agreed not to bring any change in the by-laws but while communicating to members when calling for nomination the proposed criteria should be included.

(ii) Attendance of Board Members in Board Meetings: The proposal is for Board Members to attend 90% of the meetings, given the current situation on one meeting per month on an average against the earlier average of 4 meetings a year in which 75% attendance was mandatory. PT commented that given the position and responsibilities that each board member carries, he would like to go in with 75% mandatory attendance only. This was agreed by all.

(b) DCVMN membership criteria: RS shared a comparison (attached document A6 – DCVMN Membership Criteria) showcasing Q&A from EC meeting of April 2017 and decisions taken including the amendment in by-laws to enhance size and growth of DCVMN. The proposal is to review the same questions along with
provisions in the by-laws and share with the Board. PT commented that for the sake of stability we will stick with the by-laws and if this has to be proposed, it should be proposed in the GA. SDP suggested that the earlier exercise was a comprehensive one and the only curve we have now is the pandemic. As a lot of manufactures are manufacturing COVID vaccines, some of them are traditional and some are new manufacturers who are not fully licensed and may have an EUA or equivalent. If we include all those, then the potential DCVMN member companies will be very high and tomorrow they may not get permanent license leading to challenging situation. Post the discussion, it was decided to minute that Board has advised to stick around with the criteria of membership for the member companies to either have a drug substance or fill finish facility and at least one licensed vaccine.

(c) Observer status: No existing criteria in the by-laws for Observers. In the July 06th Board meeting it was decided not to encourage observer status for membership however they can join AGM as observers after paying registration fee. This was unanimously agreed by the present Board members.

Agenda Point 5. Update on 1st DCVMN Regional Workshop with CEPI: Due to paucity of time, this agenda point was not taken up for discussion.

Agenda Point 6. AOB: (a) Un-utilized Funds/grants: RS informed the Board that in the recent past at two instances DCVMN was not able to utilize funds effectively and efficiently and in time and the funds may be required to be returned by end of this year. This was brought to the notice of CEO last week. RS has thus advised SP to involve RS in all the communication related to grants, funding and its utilization on monthly basis. This is to ensure that a timely action can be initiated and no funds go unutilized. This will also ensure that the donors have confidence in DCVMN that the funds/grants given by them is being optimally utilized for the benefits of the members. As far as this fund of US$200,000 – 250,000 is concerned, BH, can dig out the information for a project requirement by 10-11 members on Shipping Validation Study under Supply Chain and to share with LJ to be integrated along with the fresh proposals sought by her from WG for the working group meeting schedule on the 17th of August. LJ appreciated this initiative.

The meeting concluded by SDP thanking all the EC members and Secretariat for the contribution for taking time out for the meeting.

End of minutes
03 August, 2021

Notes taken by PK

Sai D. Prasad
Chair

Enclosures:

i) A1 – Draft Governance Statement
ii) A2 – Shared drive platform
iii) A3 – Invitation to the 22nd Annual General Assembly - DRAFT agenda
iv) A4 – Advice from Legal Advisors
v) A5 – Comparison of Criteria for Board membership
vi) A6 – DCVMN Membership Criteria