DCVMN Executive Committee DRAFT minutes for comments
Wednesday 21 October, 2020
By Webex

Participants: Patrick Tippoo (PT), Sai Prasad (SDP), Tiago Rocca (TR), Weidan Huang (WH), Sevan Antreasyan (SA) Sonia Pagliusi (SP), Sonia Villaseñor (SV). Excused: Lingjiang Yang, Tiago Rocca, Adriansjah

Meeting started at 12h00 and finished at 13h30.

The meeting was led by the legal adviser: SA commented on the deadline for documents to be shared for the General Assembly, including the proposed new statutes and bylaws, had to be submitted 14 days in advance before the meeting. As it is not the case now, there are 2 ways in which still at General Assembly can make a decision for statutes. One is that all members attend the GA meeting and agree to review and approve statutes. The second one is, if not all members are present, still it can be discussed and a vote can be made, but to confirm that the new statutes and bylaws are adopted we would need the vote of those not attending, by circular resolution (in written) with minutes of the meeting, with the approval of the statutes sharing all the documents and providing a reasonable deadline for the members to respond; as it is allowed by the Swiss laws if the statutes do not prevent it to happen that way. The total votes obtained will be those counted by members present, adding those voting by circular resolution.

SA started reviewing the written comments provided by EC members on the statutes, including all the proposed changes (document annexed?):

4.2 c) Deletion of “developing countries” it makes sense since it is already included above. Accepted.
4.2 f) replace affordable by sustainable, and not limit it to developing countries. Accepted.
4.2 r) PT questioned Bharat’s addition of this point and suggested deleting it, mainly the part of “to their governments”, since it is not our responsibility to work with specific governments. SDP and PT proposed “Highlight the progress and contribution of DCVMN member companies to our stakeholders.” Agreed.
4.2 s) No comments were made on this addition.

5.1 b) Addition from Bharat. SDP explained the main regulatory agencies are local NRAs but we also supply to UNICEF, PAHO, and other global agencies. SA suggested to keep it more general as DCVMN stakeholders.
5.1 e) just a little broader, not only limited to production, but also development and distribution. Agreed.
5.1 f) SDP explained that as a network, one of the issues we are having is that while we are not intended to talk on pricing of products, we need to give ideas of sustainability of the companies part of this network, on one side there are high quality standards and cost of doing business, but there is also a pressure on lowering prices. We want to have some advocacy to talk about having healthy companies or healthy markets. SA asked if advocacy include political lobbying SDP said it is more of information, not lobbying, not political entities. SA may change the wording to make sure it is not understood as lobbying.

Article 6. SA said we had previously included 4 categories, some form of passive members, which now has been deleted; which is simpler. WH commented the language says that “at least one manufacturing step”. But some CMO/CDMO are active in at least one or more manufacturing steps. The definition does not exclude the possibility of CMO/CDMO to apply for membership. Do we want to consider this possibility? PT and SDP said we want to welcome entities that are actively developing and manufacturing vaccines and own the licenses of their own vaccines in local or foreign markets. This would exclude CMO/CDMO. All the EC members present agreed to exclude CMOs. SDP requested SA to write it not excluding entities, as opposed to defining who can be part of the network. SP has a checklist in case any member applies, including drug product facilities and their own licenses and products.

PT said the other issue in this point is to define what would qualify an entity as a vaccine manufacturer, which could be a company that at least fill/finish, and if that is so, then put that wording in it. PT said fill and finish would be a condition, when the company is also responsible for the product, not as a service. SP said this discussion was held in 24 April 2017 and was included in the list that SDP mentioned. That would exclude manufacturers that provide only drug substances to another entity, if they do not hold the license. This was agreed by all the EC members present.

6.4 Regarding the criteria to be a member, SA said this part was included because the definition of members has changed as compared with the previous statutes. Some members may not qualify within the new definition (e.g. Biovac), and it is a provision for them to remain as members. Bharat’s comment was that they are encouraged to leave. However, it was just a comment and they can continue.
6.5 c) one specification for resource members, already stated earlier, that they do not have the right to participate in the GA and 6.5 d) deletion of passive members. SP said this was agreed last year.
6.7 WH asked if there is a flexible mechanism to accept a new member who applies right after the GA so they don’t need to wait a whole year for the next GA. SP said the GA decides upon admission or exclusion of members. The solution from other organizations is that members are admitted in a temporary basis with the approval of the EC and then they are endorsed by the GA or not. This allows them to be pre-admitted until they get the formal admission. SA said we have the mechanism in these statutes.
6.9 addition made by Patrick “or delegate” meant to someone within the secretariat. SA said generally we don’t talk about delegation in statutes, and we have the power of the board of directors to delegate tasks to the secretariat or somebody else. The addition was deleted.
7.4 Longer deadline to pay membership fees from 60 to 120 days. SP said that when a member pays by the end of the year, their membership is inactivated so that they are not eligible to voting. PT proposed that to incentivize members to pay the fees early, maybe include “if by the end of 120 period they have not paid, they are not eligible to participate in any of the events”. SA said we have a mechanism like that if a member has not paid, he has not the right to vote or participate in the GA. It was agreed to 120 days.
8.5 deletion of the possibility for the Association to borrow funds from members or third parties. SP said that DCVMN is already very stretched and in case we need to borrow funds it will be more complicated. It is advised to eliminate any temptation to borrow funds. SA said that if it is deleted, in case the association is hit by any extraordinary event like Covid and needs to borrow funds, it will need to call for an extraordinary GA to approve that. WH suggested to change to allow to call for members to fund certain activities, like meetings. PT said it is already done in a yearly basis with the AGM; but maybe we can add that “If unusual circumstances arise (like the example provided above) it would be necessary for us to call for a special meeting”, so it is more difficult than just for the board of directions to decide it. It was agreed to delete it.
8.6 Deletion of possibility to reimburse member contributions. It was agreed to delete it. No comments.
9. SA the financial year is from Jan 1 to Dec 31, no changes. The second part of the paragraph was deleted.
10. Added title 32 and kept article 957 (2) (2) limited accounting that applies to DCVMN.
12.2. this clause is about the GA at the AGM and in the way it is drafted does not allow virtual meetings. It is not the case now because laws allow them due to the pandemic. SA suggested to change statutes to include the possibility of virtual meetings once the pandemic elapses. The board can decide to hold the meeting either virtual or in presence, to have some flexibility in case of difficulty to travel. It would have to be worded appropriately. It was agreed by the EC member present. It can also be extended for the board meetings, because in the bylaws it is stated that at least one or two meetings have to be in person.
13.2 SA had added the second part of this point. SP said, it would be very difficult to verify the power of attorney given from one member to another. Members are responsible of their own vote and are not representing anyone else. It was clarified that point 9.6 of the bylaws has a provision that says that the members can vote by proxy: this means that members not present in the assembly can vote by correspondence, but they are still voting for themselves. SA to delete the whole point and have a clear provision for voting and virtual meetings, so that decisions can be made in writing. PT asked if we agree that the head of board directors will be known as the Chair. And the vice-president will become deputy chair. Deputy would mean that in the absence of the chair the deputy would assume some of his responsibilities. SA said deputy chair is a person who steps in in case the Chair is not available. Cochair could give a wrong signal. Deputy Chair was agreed. Board of Directors will be changed by only Board.
14.1) WH suggested an addition. In case there is something the board feels it is worth to discuss in the GA, they can prepare and propose it. SA said it makes sense to clarify even if it is in the Swiss law by default.
15.6 a and b. are decisions subject to 2/3 majority. SP asked to define “major policy issue”. SA said it was stated in current bylaws, and it is a term subject to interpretation. There is not a way to define it. SA concluded that most of the statutes until article 15 were covered and suggest a clean version and reconnect later. The comments gave an idea on how to lead the following steps.