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**MEETING MINUTES**

**INCLen Board of Trustees Meeting  
School of Public Health  
University of Witwatersrand  
Johannesburg, South Africa  
February 21, 2015**

**Board Members**

**Present:** Jonathan Lee Simon (JS), Acting Chair, Presiding Officer; Nirmal Kumar Ganguly (NKG); C N Raghupathi (CNR); KS Reddy (KSR); Virandar Singh Chauhan (VSC); Carlos Gomez (CG); Jiao Wang (JW) and Bishan Swarup Garg (BSG) in place of Rajamohanan Pillai (RP)

**Regrets:** Marcel Tanner (MT), Gita Sen (GS)

**Secretariat:** Narendra K Arora (NKA), Manoj Kumar Das (MKD) and Rajat Mendiratta (RM)

Meeting was called to order at 13:30Hrs on February 21, 2015 by Chair. The Board was informed that meeting is for about four hours and the agenda is to be accomplished within the time frame.

**1. Nomination of Acting Chair**

In view of regret from Chair, Board of Trustees, Marcel Tanner, Board members unanimously nominated Jonathon Simon as the acting Chair.

**2. Chair's Welcome**

- The Chair (JS) welcomed all the new Board Members and Secretariat members to the INCLen Board Meeting.
- Apologies were received from MT, and GS, who were unable to attend this year's meeting. In place of RP, BSG represented the IndiaCLEN. JS conveyed the apology message from MT, who was unable to attend due to ill health.
- JS emphasized the historical continuity of INCLen set up by the giants of Kerr White, Tom Halstead like to the new and re-invented INCLen. He quoted Isaac Newton to emphasize the point *"If I have seen further it is by standing on the shoulders of Giants."*
- Meeting agenda was reviewed and adopted.

**3. Introduction to staff at INCLen Executive Office**

- NKA introduced the IEO staff to the Board.

**4. Last Board meeting minutes**

- Motion to approve the minutes of the last BOT meeting held during July 12-13, 2014 was moved by KSR and CNR and unanimously approved.

## 5. Action taken report

- MKD presented the actions taken on decisions made during last Board meeting.

### 5.1 INCLen Strategic Plan & Ratification of the Board Resolution of 12-13 July 2014 for Change in Governance

The Governing Body ratified the above mentioned resolution by an overwhelming majority (74 out of 80 responses; 5 responses mentioned that their units are closed/non-functional and 1 response was to abstain; no one opposed the resolution). BOT Resolution was circulated to the Board of Governors (Directors of CEUs/CEERTCs) on September 9, 2014 and IEO pursued with the Directors of CEUs/CERTCs for the response. It took about 4 months and about 4500 phone calls apart from the emails and communication by the CLEN presidents to get the responses.

The summary of response and ratification process is given below in the table.

| CLEN          | Total units | Units closed | Existing units | Responded | Ratified  | Opposed  | Abstained | No response |
|---------------|-------------|--------------|----------------|-----------|-----------|----------|-----------|-------------|
| CanUSACLEN    | 8           | 1            | 7              | 8         | 7         | 0        | 0         | 0           |
| INCLen Asia   | 20          | 0            | 20             | 13        | 13        | 0        | 0         | 7           |
| EuroMedCLEN   | 12          | 1            | 11             | 12        | 11        | 0        | 0         | 0           |
| IndiaCLEN     | 16          | 1            | 15             | 15        | 14        | 0        | 0         | 1           |
| ChinaCLEN     | 11          | 0            | 11             | 11        | 11        | 0        | 0         | 0           |
| LatinCLEN     | 17          | 1            | 16             | 15        | 13        | 0        | 1         | 2           |
| INCLen Africa | 9           | 1            | 8              | 6         | 5         | 0        | 0         | 3           |
| <b>Total</b>  | <b>93</b>   | <b>5</b>     | <b>88</b>      | <b>80</b> | <b>74</b> | <b>0</b> | <b>1</b>  | <b>13</b>   |

- Board noted the following for ratification process.
  - o INCLen Strategic Plan 2012-21 with modified governance was ratified by Governing Body;
  - o Ratified change in Governance: Reorganization of INCLen Board as per decision during last BOT was ratified by Governing Body and new Board constituted; the Board of Trustees assumed the roles and responsibilities of the Board of Governors (as laid out in the article 4 of the Trust Deed) and shall henceforth be the highest policy and decision making body.
  - o Ratified constitution of Regional Advisory Board: Seven-member Regional Advisory Board with representation from all CLENs constituted to advise the Board on Network issues.
  - o Ratified the establishment of the INCLen Institute of Global Health (IIGH) in Delhi NCR (India) as part of ISP
  - o The Trust Deed will be modified to incorporate the changes mentioned in the Resolution and duly approved by the Board of Governors
- Hosting of Global-lite INCLen Meeting: Global INCLen Meeting (GIM 2015) is being hosted with focus on five thematic areas with representation from CLENs at Johannesburg, South Africa. The meeting is being attended by total of 53 participants including 18 members from Africa, 7 members from India, 5 members from Latin

America, 1 member from Europe, 2 members from USA, 9 members from China, 8 members of Board of Trustees, and 5 secretariat members. These thematic areas are: child health; maternal health; injuries; mental health; and diabetes and metabolic syndrome. Thirty nine Network members are attending the meeting. They shall finalize the outline of the proposals for each Thematic Group and thereafter follow up with complete proposal development for submission to funding/donor agencies. (IEO did not receive any representation from INCLen Asia and Euro-Med-CLEN for Thematic Groups)

- Academic course: As part of the MOU with Jamia Hamdard University, New Delhi, one PhD student registered and academic collaboration initiated.

### **5.2 INCLen attributable publications**

- Annual listing of INCLen publication for IEO and regional CLENs done by bibliographic search and presented on website. Board suggested that RAB to discuss and advise the network for improving INCLen and CEU/CERTCs visibility in publications.

### **5.3 INCLen newsletter**

- INCLen Newsletter 2014 was assembled and published by Suez Canal CEU (Hesham El-Sayed (INCLen Africa) and circulated in the network. Hesham will continue to edit and publish the Newsletter in 2015 & 2016.

### **5.4 Websites**

- Updating of INCLen website: INCLen website is renewed with new look
- Hosting CLEN websites: IEO communicated to CLENs for sharing the contents and transfer of the domains for managing the CLEN websites. Response from CLENs is awaited. Board suggested to constitute a Content Review Committee comprised of JW, CG and ED [NKA] to ensure consistency of format and content of the CLEN websites. The present language of the websites is to be maintained but key information and issues which are of network wide interest will be uploaded on respective websites in English. RAB shall take primary responsibility for this with support from IEO. Board will review progress after one year

### **5.5 Disengagement of CDC funded projects at Delhi**

- Disengagement process concluded and equipments and biological materials transferred back to AIIMS, New Delhi as per the instruction from Dean (Research), AIIMS. He also updated that statement of expenditure for the projects have been submitted to University of Colorado (VE project) and AIIMS (ARI projects) and final reimbursement is awaited.

Board thanked Prof RR Chaudhry (former Board Member) and NKG for their role and facilitation in the disengagement process.

### **Discussion and decisions**

The key discussion point was to maintain the international character of INCLen. Transformation of governance took place after extensive discussions. The new governance

structure has been created to make the organization compliant to Indian laws but INCLEN will maintain its international outlook. RAB shall share the key responsibility to maintain an active Network and keep it engaged in collaborative research and capacity building activities.

## 6. Update on Program Activities

### 6.1 Research activities

NKA presented the update on the program activities at INCLEN led by IEO. NKA thanked the Board for continued support and encouragement in last 10 years to sustain the activities and expand the research portfolio. He also appreciated Board's support and guidance during the moments of lows and highs. The summary of projects operated through IEO is represented below.

| Research Area                                | Completed projects | Ongoing projects | New projects developed |
|--|--------------------|------------------|------------------------|
| 1. Child Health                              | 5                  | 6                | 4                      |
| 2. Maternal Health                           |                    |                  | 1                      |
| 3. Chronic Diseases                          |                    | 3                | 1                      |
| 4. Mental Health                             | 1                  |                  | 1                      |
| 5. Injury & Violence                         |                    |                  |                        |
| 6. Nutrition                                 | 0                  | 1                | 2                      |
| 7. Environmental Health                      |                    | 1                | 1                      |
| 8. Health Technology Assessment              |                    | 3                | 1                      |
| 9. Geospatial Epidemiology                   |                    |                  | 1                      |
| 10. Research Priority Setting                |                    | 1                |                        |
| 11. Health Systems & Implementation Research |                    |                  | 2                      |
| 12. Science Management                       | 1                  | 1                |                        |
| 13. Capacity building                        |                    | 1                | 1                      |
| 14. Program Support to Government            |                    |                  | 2*                     |
| <b>Total</b>                                 | <b>7</b>           | <b>17</b>        | <b>17</b>              |

He also added that the current effort of constituting the five Thematic Groups under INCLEN strategic plan and developing proposals is exciting and new hope for the network to initiate inter-CLEN and intra-CLEN collaborative research.

### Discussion and decisions

- Board appreciated the effort of the secretariat for pursuing niche areas and generating new projects and maintaining constant research resource flow with diversified donor and funding base.
- Board discussed about the Geospatial epidemiology, niche area being pursued by IEO. NKG informed that there are some groups working on creating maps based on the heavy metal and environmental data. CNR added that Infosys is also working in Karnataka.

- Board also discussed about the Research Priority Setting activities and informed that some management and market research groups are developing evidence gap maps for identifying research priorities.
- There was suggestion to develop processes of cross learning from the on-going research activities in the network. NKG cited the example of ICDDR,B and suggested to learn from that for IIGH. A Knowledge database for the network research may be established for the purpose. Board also suggested for considering holding periodic best practices meeting, and similar platforms for shared learning as part of the IIGH.
- Board suggested keeping training and capacity building as a key focus of proposals developed under thematic groups.
- For fund generation and taking the new thematic group proposals forward, Board suggested that BOT Chair and Executive Director should visit major funders and present the case for potential funding.
- Board suggested inviting the donors and having post-BOT donors meeting with them to present the strategies and activities to showcase and seek support from them.

## **7. Regional Advisory Board (RAB) Report & Network Affairs**

Chair of Regional Advisory Board (RAB), CG briefed Board about the RAB proceedings and discussions during the meeting held earlier in the day on February 21, 2015.

In the RAB meeting, CLEN representatives presented their network reports. It was clear that the sickness is there across all the CLENs. The CLEN reports indicated, that members in the CEUs and CETCs across CLENs are working as individuals but not as INCLEN unit or collaborating between units. There were suggestions to take up evaluation of health programs and policies and conduct of implementation research besides research areas included under thematic groups. Other areas suggested during the meeting included ethics, ageing, rare diseases, health technology assessment, cancer, and bio-informatics.

### **Discussion and decisions**

- Board observed the wide variation in activities at CEU and CERTC level and status of the network. Most INCLEN units as part of the Network are in hibernation or have demised. Although China-CLEN was considered to be functioning and active but JW informed that it was an individual driven effort and has been able to hold annual meeting of Chinese Clinical Epidemiology Association with some government support; this may not be a sustainable mechanism.
- Board felt that an important factor for inactivity as Network may be attributable to attrition of the initial and older members who have moved up the professional ladder or moved out of the institutions without infusion of new and younger membership into the network.
- Board discussed the incentives for individuals and units remaining in the network and working for it. They felt that the Global INCLEN meeting and activity emanating among the thematic groups may provide impetus for the network to revive and working together. This would critically entail induction of younger members. Technology driven solutions may be one of the strategies for regular holding of the global meetings. The Network should strategically identify and develop proposals that address issues of

global relevance to succeed in obtaining funds. Thematic groups can also leverage projects and funds generated by the individuals to expand in to multi-site and country studies. INCLLEN needs to be projected as precious global asset that can address key health issues through collaborative research and should also approach donor agencies with the strategic plan to get core funds. The capacity building niche of INCLLEN needs to be exploited and taken up further. CEUs and CLEN have vast knowledge and unique skill sets and can be leveraged to create war in the research and capacity building marketplace.

- For future global INCLLEN meetings, the Board suggested to move towards partial and or complete self financing
- Board suggested RAB to do all that is required to get the thematic groups going, wide announcement about its objectives, help develop high quality fundable proposals, induct new, young and bright investigators and ensure attribution/acknowledgement to INCLLEN in the publications.
- Board suggested RAB to encourage the CLENs and units to develop collaborative proposals of local and regional relevance beyond the thematic groups and IEO is ready to assist and facilitate taking them forward.

## **8. Specific Activities under INCLLEN Strategic Plan 2012-2021**

### **8.1 INCLLEN Institute of Global Health (IGH)**

NKA clarified the structure and relationship of IGH with Trust and network. IGH currently operates from the IEO. He informed that IGH shall be based in India at Delhi NCR and shall have both faculty and research cadres. The SOPs for faculty recruitment and career progression has been drafted and shared with Board earlier. IGH envisages having both International and Indian scientists as faculty (regular and guest/visiting), fellows, and chairs. It shall also have students, fellows and interns from across the globe providing opportunity to work on the existing projects and developing new activities. A part of core funds shall support the faculty to develop new disciplines and projects. Scientists and investigators with secured funding are welcome to join IGH on short or long term to accomplish their project/program activities. NKA also submitted the vision of IGH with public health laboratory to conduct population relevant investigations and research.

#### **Discussion and decision**

- Board directed Executive Director to explore options of obtaining institutional land from government and creating a campus.
- Suitable funders may be approached for one-time endowment for the IGH.
- Board suggested considering on-line and e-mode courses for niche area capacity building.
- Board recognized the need of a laboratory, but cautioned about the challenges of maintaining without regular resources. Board requested VSC and NKG to work with NKA to plan for rejuvenating the laboratory.

## 8.2 Amendments in the Trust Deed

NKA tabled the suggested amendments in the Trust Deed based on the ratification of resolution of change in Governance and INCLen Strategic Plan 2012-21 and initial feedback from the legal experts. He apprised Board point by point changes in reference to the original Trust Deed.

### Discussion and decision

- Board discussed the points of amendment and suggested further clarifications on several points and elaboration on the following points in the light of the prevailing regulations.
  - o Quorum of BOT for various decisions processes
  - o Mentioning the roles of RAB in the Trust Deed including the meetings and quorum
  - o The Board suggested that as has been the tradition so far, the Chairperson of the Board should remain an independent member of the Board of Trustees. The Board shall also generally ensure that there is at least one non-Indian member present for quorum to be complete. These steps will help maintain the international character of the organization as was repeatedly emphasized during the meeting. These conditions may not be possible legally to be incorporated in to the deed but shall be followed as convention.
- Board suggested that IEO to take further legal opinion to address the above mentioned issues and accordingly revise the Trust Deed amendments. The revised draft amendment shall be circulated to the Board members, who shall give feedback in 2 weeks. Once approved by the Board members, the revised Trust Deed shall be registered with competent authorities in India.
- Board suggested having one face-to-face meeting and two-three teleconference/ e-meeting for BOT every year.

## 8.3 Regional CLEN and Network governance

Board noticed that only three regional CLEN networks are registered as legal entity. The remaining CLENS may be registered as legal entities in any one of the countries where CLEN deems appropriate though the CLEN headquarter can keep moving to different countries. This will ensure institutionalized status for CLENS, and development of constitution and bylaws.

### Discussion and decision

- Board advised RAB to look into the matter and report.

## 9. Administrative and Financial Matters

### 9.1 Board Matters

- VS Chauhan agreed to join INCLen Inc. Board of Directors. The Board members of the INCLen Inc. now are MT, JS and VSC.

## 9.2 Audit reports

NKA presented the financial statement and audit statement for The INCLEN Trust International & INCLEN Inc. for the year 2013-14.

### Decision and discussion

- Board reviewed the audit report (FY 2013-2014) of The INCLEN Trust International. NKG moved and VSC seconded the resolution for approval of the audit report. The Board approved the audit report unanimously.
- Board reviewed the audit report of INCLEN Inc. and IRS form 990 report (FY 2013-2014). VSC moved and JS seconded the resolution for approval of the audit report and Form 990. The Board approved both the audit and IRS Form unanimously.

## 9.3 Budget 2015-16

NKA presented the budget for the year 2015-16 for board discussion and approval. He also presented the trial balance sheet for 2014-15, projected cash flow for 2015-16. The Board took note of cost of organizing the Global Lite Meeting 2015 at Johannesburg and its significant impact on the core funds of the Trust. A projected IEO budget of USD 560,000 was submitted before Board for approval.

### Decision and discussion

- Board discussed the INCLEN Trust International & INCLEN Inc. Budget and IEO budget and approved.
- Board suggested reviewing the financial status and progress during quarterly BOT meeting.
- Board directed ED to explore the options of obtaining land for campus and report to BOT.

## 9.4 Thematic Groups and Grant Management for the network

Board discussed the modalities of grant management of proposals developed by the Thematic Groups. IEO shall submit these proposals as INCLEN projects and shall enter into grant agreements with the funding agency on one side and with participating CLENs/CEUs/CERTCs. These agreements shall be grant specific and take in to account unique characteristics of the project, institutions involved, funding agency and other requirements for effective and efficient operations of the project. There will be equitable sharing of the overhead with all participating institutions. In all such cases the financial accountability will be observed by all concerned including IEO, CLENs, CEUs/CERTCs and other participating institutions.

It was clarified that IEO shall be happy to facilitate and offer grant management (if specifically asked for) for collaborative proposals developed by the Network members not covered under Thematic Groups.



### **9.5 Constitution of Executive Committee and Finance Committee**

- Board constituted the following Committees
- **Executive Committee** shall include three members: Marcel Tanner (Chair), N K Ganguly and Rajamohanan Pillai
- **Finance Committee** shall include three members: Marcel Tanner (Chair), C N Raghupathi and V S Chauhan

### **9.6 Administrative issues**

Board suggested having Anti-Sexual Harassment Policy and structured orientation/training for the staff along with institutional mechanism for reporting and action.

### **9.7 Resolutions for administrative and financial matters**

The following resolutions for administrative and financial management at IEO were signed: appointment of auditor; bank operations; internal auditor; investment; legal advisor; purchase and hiring of space and assets; and registration of modified trust deed.

### **10. Board Executive Session**

Board had an executive session in absence of ED and IEO team. Subsequently Chair briefed about the summary of discussion during executive session. The summary of discussion points were: Board expressed satisfaction with the progress of implementation of ISP 2012-21 and emphasized the continuity of management team to move forward during this critical period.

Chair thanked the Board members. Chair thanked the secretariat for the smooth logistics arrangement and coordination for the Global INCLLEN Meeting and called the meeting to an end.