



Record of Resolution, Board of Directors meeting January 28, 2022

1. Welcome and approval of agenda

- a) The Board approved the agenda
- b) The Board took note of ICARS' 2021 Preliminary Financial Report and took note of Preliminary summary of 2021 Budget utilization
- c) None of the Board members had conflicts of interest to declare

2. Election of Vice-chair

- a) The Board unanimously elected Dr. Renu Swarup as Vice-chair

3. Director and Officer Liability Insurance

- a) The Board took note of the presentation by AON

4. Strategy

- a) The Board took note of, discussed and provided inputs to the first draft of the strategy

5. Partner and Funding strategy

- a) The Board approved the Partner and Funding Strategy

6. Hiring Executive Director

- a) The Board approved that ICARS enters into a contract with a recruiting company (Perrett Laver)
- b) The Board took note of the presented timeline for the hiring process
- c) The Board appointed a recruitment panel consisting of the Chair, Renu Swarup as well as ICARS Director of Operations and Scientific Director
- d) The Board took note that ICARS prepares a contract for the Executive Director which is in line with the Danish public salary scheme

7. ICARS Code of Ethics and Professional Conduct and ICARS Whistleblowing Policy

- a) The Board approved the Code of Ethics and Professional Conduct
- b) The Board approved ICARS Whistleblowing Policy and appointed Jimmy Smith as the Board's point of reference.

This Record of Resolution was approved by the Board of Directors at the meeting on January 28, 2022