



Draft 13 March 2024, for endorsement

Terms of Reference for the Health Data Collaborative (HDC) Board

1 Introduction

- 1.1 The Health Data Collaborative (HDC) Board is a volunteer body responsible for providing leadership, strategic guidance, making decisions and overseeing the HDC.
- 1.2 The HDC Board ensures that the HDC operates effectively and achieves its mission to improve health outcomes through collaborative data and digital initiatives.
- 1.3 The HDC Board is constituted based on the external HDC evaluation recommendations in 2023.

2 Composition

- 2.1 The Board shall consist of **eight Board members**.
- 2.2 There shall also be eight alternate members, one alternate member per each respective Board member.
- 2.3 Alternate members shall not have voting rights and will take the place of a Board member in their absence. In such instances, the alternate member shall receive the voting right of the Board member being replaced.
- 2.4 Board members and alternate members shall be appointed through a process of voluntary nominations from HDC members and consensus among nominees or through a vote.
- 2.5 The Board may decide on co-opting members or advisers, depending on the agenda and specific tasks undertaken by the Board.



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The Board representation shall be as follows:

Representation level	Definition	Number of members	Duration of membership	Criteria
Host	Host is the organization that provides secretarial support to the HDC	1	NA	<ul style="list-style-type: none"> Member from a Division/Department responsible for data/ statistics/ Health Information Systems (HIS) within the host organization
Global Representatives	Global representatives are those working at the global level in multilateral organizations, global health initiatives, research and academic institutes, donor agencies, civil society organizations or private sector	2	3 years	<ul style="list-style-type: none"> Members from institutions or individuals with a demonstrated commitment to supporting the vision of the HDC
Regional Representatives	Regional representatives are those working at the regional level who may be affiliated to a multilateral agency, regional research institution, donor agency, civil society, or private sector	2	2 years	<ul style="list-style-type: none"> Ensure diverse regional representation with a rotational system for regional members following the completion of their tenure
Country Representatives	Country representatives are those appointed from the Ministries of Health or National Statistics Offices of countries	2	2 years-	<ul style="list-style-type: none"> Include representatives that have or are currently engaging with the HDC Members should hail from at least two distinct geographical regions
Working Group	Representative from one of HDC's Working Groups	1	1	<ul style="list-style-type: none"> Only co-chairs of the working groups are eligible for board membership
Co-opted members or advisers	Non-Board members invited to attend the meeting by the Board depending on the agenda or specific tasks	NA	NA	<ul style="list-style-type: none"> Can be HDC members and those that are not members as well

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3 Roles and Responsibilities

3.1 Each Board member shall represent HDC membership at the level (e.g. global, regional, country or working groups) designated through their appointment and shall consider the interests and needs of the HDC membership during Board meetings.

Board members roles and responsibilities include, but are not limited to:

- **Providing strategic guidance** on matters relating to:
 - Strategic direction and priorities
 - Resource allocation and fundraising
 - Partnerships and collaborations
 - Program development and evaluation
 - Risk management and sustainability
- **Overseeing the governance** and HDC operations in accordance with best practices related to:
 - Data and digital governance
 - Ethical considerations
 - Conflict of interest
 - Financial accountability
 - Partnerships and country engagement
- **Providing leadership** and promoting HDC mission and objectives by:
 - Being an ambassador for the HDC by representing the HDC when required
 - Supporting country engagement
 - Supporting working groups align with country priorities
- **Reviewing, deciding and approving key decisions** related to the HDC's operations, including:
 - Annual work plan and budget
 - Major partnerships and collaborations
 - Staffing and personnel matters
 - Evaluation or assessment recommendations

4 Membership and Commitment

4.1 In case of the working group representative, the Working Group co-chairs shall determine board representation after completing one year term by the respective member.

4.2 The term of alternate member shall be the same as per the respective Board member.

4.3 A board member may be re-appointed for another term, after the nomination process mentioned in 2.4. A member may not serve for more than two terms.

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- 4.4 A board member who has completed their term may be reappointed by the Board as an Advisory Member for a further term with consensus among the Board members and with consent from the Board member completing the term.
- 4.5 In the absence of board members completing their respective terms, the HDC Board may opt to nominate and appoint a maximum of two advisory members for a period of one year.

5 Commitment

Board members shall commit to following during their tenure:

- 5.1 Attend quarterly Board meetings, out of which one would be an in-person meeting.
- 5.2 Providing leadership in working groups, country work or willing to be an ambassador for the HDC purpose and objectives.
- 5.3 Dedicate a minimum of two (2) to four (4) hours per quarter to Board activities, including:
- Reviewing meeting materials and agenda;
 - Participating in Board discussions and decision-making; and
 - Participating in other Board-assigned tasks, if necessary.

6 Support and Resources

- 6.1 The HDC Secretariat will provide administrative and logistical support to the Board, including:
- Preparing meeting materials, agendas and notes for the record;
 - Organizing meetings and travel arrangements where necessary;
 - Disseminating information and updates;
 - Facilitating communication with stakeholders; and
 - Management of the HDC website.

7 Meetings

- 7.1 The HDC Board will convene quarterly via teleconference or video conference, with one annual meeting held in person.
- 7.2 The meetings shall be presided over by the Chairperson. During the absence of the Chairperson from all or part of a meeting of the HLC, the Vice-Chairperson will serve as the Chairperson.



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- 7.3 The HDC Board may hold extraordinary meetings if the need arises.
- 7.4 Meeting agendas shall be circulated 2 weeks in advance for review and comment and background documents will be made available one week in advance.
- 7.5 The deliberations of the HDC Board meetings shall be recorded with minutes that will be publicly disseminated via HDC's website.
- 7.6 The Board meetings shall be open to all HDC members to attend, contribute and observe.
- 7.7 Non HDC members may attend Board meetings by invitation through the Secretariat.
- 7.8 A simple majority of board members shall constitute a quorum.

8 Compensation and Expenses

- 8.1 Board members are volunteers and will not receive compensation for their services.
- 8.2 Reasonable travel and accommodation expenses incurred for attending in-person HDC meetings may be reimbursed by the HDC where applicable.

9 Review and Amendment

- 9.1 These Terms of Reference may be reviewed and amended by the Board as needed.
- 9.2 Board functioning will be assessed annually through a survey to all board members and alternates, that can provide inputs into good practices and improved functioning.

