

# C/Can Board of Directors

## Terms of reference

### Purpose

The City Cancer Challenge Foundation Board of Directors is the supreme governing body of City Cancer Challenge Foundation (“the Foundation”). The Board possesses the most extensive authority concerning decision-making and administration of the Foundation.

### Understanding

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- 1 Board members understand the governance responsibilities and the principles of the Foundation’s Governance Framework, and agree to act in accordance with the Foundation’s Statutes and By-laws.
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- 2 Board Members are not remunerated.
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- 3 Board Members are required to comply with the Foundation’s Constructive Engagement Framework.
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- 4 Board Members are expected to represent the Foundation to the global health community in order to support the achievement of its strategic objectives.
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## Responsibilities

### THE BOARD

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- ▶ Provides leadership and overall direction to the Foundation

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  - ▶ Sets strategic priorities.

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  - ▶ Periodically reviews existing policies and monitors their implementation. If deemed necessary, requests additional policies to be formulated.

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  - ▶ Approves new policies and changes to existing ones.

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  - ▶ Sits on and helps the Chair determine what Board Committees are required to successfully execute their role.

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  - ▶ Receives and adopts legal advice to ensure that the activities comply with appropriate Swiss and international law.

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  - ▶ Appoints the Foundation Chief Executive Officer and ensures that he / she has sufficient accountability and delegated authority to execute their mandate.
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## Monitoring and control

### THE BOARD

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- ▶ Must practice sound financial oversight.

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  - ▶ Is responsible for ensuring that adequate financial and human resources are available to carry out the activities of the Foundation.

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  - ▶ Is responsible to fully understand the financial position of the Foundation.

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  - ▶ Approves annual budgets that reflect the priorities of the Foundation and is based on realistic assumptions of funding, costs and other factors.

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  - ▶ Appoints external auditors and adopts their annual reports.

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  - ▶ Oversees the stewardship of the assets and liabilities of the Foundation.
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## Individual Board Member Obligations

### A BOARD MEMBER

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- ▶ Is elected and operates in an individual capacity and not as a representative of their own organisation(s).
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Is expected to participate in some or all of the following:

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- ▶ To actively work on at least one Board Committee and/ or Advisory Body.
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- ▶ To introduce Foundation staff to individuals or organisations who may assist in the delivery of the organisation's strategic plan or annual objectives.
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- ▶ To represent the Foundation at national, regional or international meetings and events in a way that is consistent with the organisation's stated aims and objectives.
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- ▶ To seek and explore ways to increase the supporter base and financial resources of the Foundation and to extend its influence.
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- ▶ To seek out best practice and share this information with the Foundation.
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- ▶ To adhere to the organisation's Constructive Engagement Framework. This includes an annual disclosure of their professional funding sources.
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- ▶ To be aware of, and adhere to the legal and regulatory requirements afforded a Foundation under Swiss law.
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## Members and terms of service

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- ▶ The term of office of members of the Board shall be three (3) years.
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- ▶ Each Board member may be reappointed up to an additional term of three (3) years. By way of exception a Board member who is appointed Chair of the Board can serve up to a maximum of nine (9) years.
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## Meetings

### THE BOARD

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1 Board members are expected to attend all meetings.

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2 The Board shall meet as often as necessary, and at least once per year.

Board Members are expected to participate fully in all meetings of the Board unless extraordinary circumstances prevent attendance. If unable to attend, the Board member must inform the Chair and Chief Executive Officer in writing by email at least 14 days prior to such meeting.

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