



City Cancer Challenge Foundation

Code of Conduct Policy for Board Members and Advisors

January 2019

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► Purpose

City Cancer Challenge is committed to ensuring that all Board Members and Advisors perform their duties with integrity, honesty and in the comfort of knowing that they will be treated with respect and fairly in the course of their interactions.

This code has been developed to provide a clear statement of City Cancer Challenge's expectations of its Board members and advisors in respect of their professional and personal conduct.

This policy complements the City Cancer Challenge Constructive Engagement Framework, which sets out the rules of engagement by which all City Cancer Challenge "Key Stakeholders" will collaborate in an ethical and legally compliant way to build City Cancer Challenge activities.

► Authority Statement

The Code of Conduct for Board Members and Advisors will be reviewed by the Chair of the Board, pending the convening of a Board governance committee, with any changes to policy statements to be recommended to the Board of Directors who will have final approval. Procedures and related appendices can only be changed by the Board Chair, pending the establishment of a Board Governance Committee.

02

Overarching Duties

Board members have three overarching duties:

- › Duty of Care – Board members must care for the interests of the Foundation in terms of its management, operation and the initiatives it runs. It means making decisions that a prudent person would make, no matter what the circumstances. Board members should stay aware of the Foundation’s business and operations, attending all board meetings fully prepared and ready to engage in discussion and maintaining an understanding of the legal and regulatory requirements that govern foundations in Switzerland and those laws affecting the operation of the Foundation in cities around the world.
- › Duty of Loyalty – Board members serve the best interests of the Foundation above any personal interest of their own. Board members will avoid conflicts of interest (such as when he or she has a personal or professional interest in a proposed transaction) and abstain from voting or attempting to influence the outcome if a conflict is present.
- › Duty of Obedience – Board members will follow the Foundation’s rules: both the internal rules of the Foundation, such as in by-laws or policies, and the external laws and regulations that govern Foundations in Switzerland, so as not to jeopardise the Foundation’s tax-exempt status or its reputation for professionalism.

03

► Personal Integrity whilst acting as a Board Member

In the performance of their duties, Board Members and Advisors are expected to adopt the highest standards of personal and professional behaviour. These duties are summarised as follows:

- › to act with reasonable care and diligence;
- › to act honestly and fairly in the best interests of the City Cancer Challenge mission;
- › not to misuse their position or information they gain as a responsible person;
- › to disclose conflicts of interest as stated in the Conflict of Interest policy;
- › to ensure that the financial affairs of City Cancer Challenge are managed responsibly;
- › to avoid participation in any activity that might be harmful to the good operation or reputation of the organisation; and
- › to treat others with respect and to avoid behaviour that may be interpreted as harassment or bullying of any kind.

The purpose of the standard is to give the staff, partners and all stakeholders confidence that Board Members and Advisors are managing City Cancer Challenge in the best interests of the organisation and in a way that does not discredit its reputation.

Directors must put the interests of City Cancer Challenge above their own personal interests and avoid situations in which there is a real or possible conflict between their personal interests and City Cancer Challenge's interests, or between the duties they may owe to others and the duties they owe to City Cancer Challenge. They must be careful and conscientious in their roles and act with common-sense and integrity. Directors must also use all endeavours to be aware of perceived conflicts of interests.

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▣ Confidential Information

Any information received by a Board Member or Advisor in the course of performing their responsibilities as a Board Member or Advisors of City Cancer Challenge is to be considered confidential.

Confidential information includes:

- › City insight and/or intelligence and Foundation reports on cities
- › Financial information or performance results
- › Corporate/Business plans and strategies, etc
- › Contract details
- › Donor information/statistics
- › Personal information about any current (or former) City Cancer Challenge board, committee, or staff member

Board Members and Advisors have access to a significant amount of confidential information about City Cancer Challenge, its staff, operations, directions and strategies. Directors have a duty to maintain the confidentiality of such information.

During the period of their directorship and at all times thereafter, Board Members and Advisors must not:

- › use any information acquired about City Cancer Challenge or its related organisations, for their personal benefit or in any manner that may injure or cause loss, or is calculated to injure or cause loss, to City Cancer Challenge, its cities or its related organisations;
- › disclose confidential information relating to City Cancer Challenge or its dealings to any other person not authorised by the Board to receive such information, except when required to do so by law.

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Information Ownership

Information used by City Cancer Challenge in the course of its operations includes:

- › Computer software, databases, and hardware
- › Documented internal procedures and policies
- › City Cancer Challenge-based lists, such as donor/sponsor/patient listings
- › Strategic planning documents and operational guidelines
- › Intellectual property
- › Logos
- › Targeted strategies, financial data, and analyses
- › Contact lists.

All such information obtained by a Board Member or Advisor during the period of their directorship is the property of City Cancer Challenge and all rights of ownership and copyright in such information remain with City Cancer Challenge after their role has ceased.

06

Conflict of Interest

All Board Members and Advisors are required to adhere to the City Cancer Challenge Conflict of Interest Policy during the course of their duties.

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Acceptance of Gifts or Benefits

- › It is unethical and unacceptable for a Board Member or Advisor to use or take advantage of their position to solicit a gift or benefit for themselves as individuals or for friends or family. Additionally, a Board Member or Advisor is not to accept a gift or benefit offered to them which might compromise or influence them in the discharge of their duties, or which might be reasonably considered by others as having a real and sensible potential to do so.
- › Specifically, any travel or accommodation paid for by third parties in the execution of the Board member's role as an ambassador of the Foundation should be declared to the CEO.
- › Whilst acting as an ambassador for the Foundation, members of the Board or Advisors should conduct themselves professionally at all times.

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Conduct in meetings

Board Members and Advisors are expected to attend all relevant meetings and to prepare thoroughly beforehand. They are encouraged to think critically, to challenge the work of the Foundation and bring to the meeting opportunities which will help the Foundation fulfill its long term mandate.

Board Members and Advisors are expected to conduct themselves with dignity and professionalism in the meeting focusing on their responsibilities as outlined in the City Cancer Challenge Governance Framework.

Board Members and Advisors will follow up on the commitments they make in meetings and make themselves available to the Foundation staff if and when necessary.

09

▸ Whistleblowing

All Board Members and Advisors are duty bound to raise with the Chair of the Board any behaviour or activity being undertaken by another member of the Board or an Advisor which they consider to be in conflict with their role, or they feel does undermines or has the potential to undermine the reputation of the Foundation.

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▸ Communications with staff

In accordance with good governance principles, the CEO reports to the Board of Directors and City Cancer Challenge staff report to the CEO. Directors should approach staff through the CEO, or in certain circumstances, with the knowledge and approval of the CEO around specific areas of work.

It is the CEO's responsibility to give directions to and to assess the work of City Cancer Challenge staff.

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▸ Directors and Officers Liability Insurance

Directors are covered by a Policy of Directors and Officers Liability insurance and are required to comply with directors' responsibilities as outlined in that Policy.

A copy of the applicable Policy of insurance may be perused upon request.



<https://citycancerchallenge.org/>

