



UICC Board of Directors – Terms of reference

Last reviewed May 2020

Purpose

The UICC Board of Directors is elected by the General Assembly to provide leadership and strategic direction for all UICC activities.

The Board of Directors shall govern UICC in accordance with authority and powers vested in it in the constitution and governance framework.

The board of Directors shall govern UICC in accordance with its objectives.

The Board of Directors is empowered notably to:

- Convene the General Assembly and prepare the provisional agenda
- Establish and/or amend Bye-Laws of UICC. In case of inconsistency between a provision of the Constitution and a provision of the Bye- Laws, the Constitution shall prevail.
- Appoint
 - From among its members the UICC Treasurer
 - From among its members two persons to the Nominating Committee
 - appoint or dismiss the Chief Executive Officer
 - appoint independent auditors,
- determine the annual membership fees;
 - delegate any function to any nominated person or authorise any person to represent UICC;
 - appoint any other bodies as may be required and define their terms of reference
- Contractual powers
 - Enter into contracts with third parties;
 - authorise the President and/or Chief Executive Officer to enter into contracts

Membership of the Board

- The Board of Directors shall be composed of 16 voting members, including:
 - The President, who assumes the Chair of the Board of Directors;
 - The President-Elect, who shall serve as an ex officio Board member for two years preceding his or her term as President.
- The Board of Directors shall be able to call a 17th voting member of the Board of Directors if it considers that none of its 16 members has financial skills. Such voting member, who shall have financial skills, shall be elected by the Board of Directors as Treasurer, and shall assume his or her function until the next meeting of the ordinary General Assembly.

- The members of the Board of Directors act in a voluntary capacity and can only be reimbursed for their effective and travelling expenses.
- The Members of the Board of Directors elected by the General Assembly are elected from among nominations received from Member organisations or from third parties.
- Board members shall assume their function immediately following their election by the General Assembly for a two-year term, i.e. until the next meeting of the ordinary General Assembly.
 - appoints the UICC Chief Executive Officer. The Chief Executive Officer shall report to the Board of Directors and be subject to the authority of the Board.

Understanding

- Board members understand the Governance principles of their roles highlighted in the UICC Governance Framework.
- are elected and operate in an individual capacity and not as representatives of their own organisation(s) or of the organisation that nominated them.
- The Board of Directors provides strategic oversight to UICC.
- The Board of Directors appoints the CEO and provides him or her the sufficient delegated authority to manage UICC on behalf of the Board.
- Board Members are required to comply with Board approved Conflict of Interest Policy and will disclose annually their professional funding sources and the funding sources of the third parties with which they are affiliated.
- Individually or as a group, Board Members are expected to make themselves available to serve on UICC Board Committees, as UICC spokesperson(s) to media, to make UICC presentations at conferences and meetings, and generally represent UICC to the cancer control community.
- Board Members are not remunerated.
- UICC will reimburse economy travel costs for attendants of Board meetings, if the Board Member's organisation is not covering these costs.

The above points apply also to members of all UICC Board Committees.

Responsibilities

Under the guidance of the President

General

The Board

- provides leadership and overall direction
- sets strategic priorities
- formally agrees, states and publishes the purpose of UICC
- periodically reviews existing policies and monitors their implementation. If deemed necessary, requests additional policies to be formulated approves new policies and changes to existing ones
- receives and adopts legal advice to ensure that UICC's activities comply with appropriate Swiss and international law

Monitoring and control

The Board

- must practise sound financial oversight. It is responsible for the that adequate financial and human resources are available to carry out the activities of the UICC
- is responsible to fully understand the financial position of UICC.
- review and approve the annual UICC budget subject to its fiscal feasibility based on realistic assumption of funding, costs and other factors as determined by the Treasurer
- appoints external auditors
- review and approve and adopt the annual audited financial statements;
- oversees the stewardship of UICC's assets and liabilities,
- review and approve the annual operating plan submitted by the Chief Executive Officer

Strategy and planning

The Board

- approves the CEO's multi-year Strategic Work Plan
- receives monitors and adopts programme progress reports.

UICC Membership

The Board

- is actively involved in the recruitment of new members
- monitors their satisfaction
- fosters effective relations with members and increase their engagement.

Individual Board Member Obligations

Board members

Board members are expected to participate in some or all of the following:

- to actively work on Board Committees if appointed and having agreed to serve
- to seek and explore ways to increase UICC's supporter base, its financial resources and to extend its influence at intergovernmental and governmental levels
- to assist in servicing UICC members through a number of personal telephone calls to CEOs or equivalents of specific UICC members in their region
- to volunteer to assist the UICC Head Office teams in the development and implementation of strategic work plans
- to introduce UICC staff to individuals or organisations who may assist in the delivery of UICC's strategic plans or annual objectives
- to represent UICC at national, regional or international meetings and events in a way that is consistent with UICC's stated aims and objectives
- to take every opportunity to promote UICC with their own organisations(s) and with others whom they meet in their normal daily activities
- to encourage their own organisation(s) and others to actively promote the World Cancer Declaration through their own documentation and web sites etc
- to seek out best practice and share this information with UICC
- to campaign actively to ensure that annual World Cancer Day activities are as successful as they can possibly be

- to actively promote participation at the UICC General Assembly and the World Cancer Congress.

Meetings and voting

- The Board meets in person at least (three as per changes of governance framework) a year with additional conference calls as necessary
- Board members are expected to attend all meetings
- In exceptional circumstances, if Members are unable to attend, they should advise the President and Chief Executive Officer in writing. Apologies will be presented at the start of each meeting.
- In order for a meeting of the Board of Directors to be validly held, nine (9) voting members participating as per Article 11.9 shall constitute a quorum.
- Each member of the Board of Directors shall have one (1) vote.
- The Board of Directors may meet and vote in person or by teleconference, email, or other electronic means.
- Board discussion leads to decisions by consensus, occasionally by (majority) voting. Decisions shall be adopted by simple majority vote (50% + 1). The President shall have both a deliberative and a casting vote to resolve a tie if necessary.
- If any matter requiring action arises between meetings of the Board of Directors, the President, together with the Chief Executive Officer, shall be authorised on their own to make any decision they consider necessary or appropriate without prior consultation of the aforesaid Board. Such decisions require the subsequent ratification by the Board of Directors.

Members and Term of Service

- Board members are elected by the General Assembly for a 2-year term
- Board members are eligible to be re-elected for a further two 2-year terms (total maximum of 6 years' service).
- A member of the Board, other than the President or President-Elect, may not be elected more than three consecutive times. After observance of a two (2) year resting period, Board members, who have already served the three (3) two (2) year maximum terms are again eligible for nomination and election to the Board of Directors.
- The Board of Directors shall be authorised to suspend the Board member status of a Board member before the end of his or her term if he or she is considered to have inappropriate links to an entity whose aims are contrary to UICC's objectives.