UICC Governance Framework

Our Purpose: "We unite and support the cancer community to reduce the global cancer burden, to promote greater equity, and to ensure that cancer control continues to be in the world health and development agendas."

Approved 2nd September 2019

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Section 1: Corporate governance – An overview

1.1 Corporate governance is the set of principles and practices adopted by a Board – whether in the private or social sector – that assure its key stakeholders that the organisation is being managed effectively and with appropriate probity. It provides the structure through which:

- The broad objectives of the organisation are set (long and medium term) and
- The means to achieving those objectives and monitoring performance are determined.
- There is appropriate stewardship of the Non-Government Organisation's (NGO) financial resources and balancing competing demands on the NGO.

2.1 There is no single model of corporate governance. Each NGO is unique, and the particular arrangements it puts into place for good corporate governance will be influenced by that uniqueness. However, there is a widely held understanding about the sort of practices that support good governance. Typically, the corporate governance framework should ensure the strategic guidance of the NGO, the effective monitoring of the NGO's management by the Board, and the Board's accountability to its stakeholders – its members, its partners and its funders, the regulator and the communities in which it operates.

2.2 In order for Boards to fulfill effectively their responsibilities, they must have a high level of independence from the NGO's management.

Key roles for Boards in corporate governance

2.3 Research shows common tasks that make up the corporate governance role of a Board – this applies equally to a volunteer Board member of an NGO as it does to a remunerated director of a publicly listed company. These common tasks include:

(a) Establishing and implementing the Governance Framework for the organization;

(b) Establishing the framework through which the organisation develops and implements a long-term strategy, contributing to, evaluating, approving and monitoring core business strategies developed by the NGO's management;

(c) Monitoring agreed performance measures linked to NGO strategies and comparing this with those of other relevant organisations;

(d) Ensuring that monitoring and control processes are in place. This includes establishing policies on risk management, financial controls, human resource management, internal controls, compliance and public reporting;

(e) Accepting accountability and responsibility to stakeholders of the NGO and ensuring that their relationship with the NGO is to steward it effectively;

(f) Recruiting, supporting, evaluating, rewarding and, if necessary, terminating the Chief Executive Officer (CEO). This also involves the Board in succession planning;

(g) Being transparent, including communicating to members, stakeholders, regulators and the public, and making information available upon request;

(h) Developing appropriate governance structures and ensuring that the Board understands its role, operates efficiently and effectively, and avoids/manages any conflicts of interest that may arise;

(i) Ensures that the Board itself develops and improves its own operational capabilities and that of the organisation.

Section 2: UICC Governance Overview

The role of the UICC Board and its CEO

2.1 To fulfill the obligations set out in Section 1 effectively, the Board of UICC distributes roles between the Board and CEO as follows:

Governance	Board	CEO
Sets out the Governance Framework (this document)	yes	
Ensures organisational adherence to the agreed Governance Framework		yes
Regularly reviews the Framework and Adherence to it	yes	
Establishes new sub committees of the Board and policies when appropriate (see Appendix A)	yes	
Ensures all sub committees of the Board have Terms of Reference	yes	
Strategy and Planning	**Board**	**CEO**
Agrees the process to be deployed in conducting a strategy review	joint	joint
Leads the strategy review	yes (President)	
Implements the strategy review process		yes
Provides input to long range goals and strategy		yes
Approves long range goals and strategy	yes	
Prepares Business Plan		yes
Approves Business Plan	yes	
Formulates annual objectives/plans		yes
Approves annual objectives/plans	yes	
Prepares performance reports on achievement of goals and strategy		yes
Monitors the achievement (or not) of goals and strategy	joint	joint
Monitoring and Control	**Board**	**CEO**
Prepares preliminary budgets (annual and long term)		yes
Finalises and approves budget (annual and long term)	yes	

Monitors that expenditure is within agreed budgets through the year		yes
Approves expenditures outside authorised budget if required and in accordance with agreed delegations of authority	yes	
Prepares financial statements		yes
Approves financial statements	yes	
Drafts financial management policies and procedures		yes
Approves financial management policies and procedures (including delegation of authorities)	yes	
Signs-off on funding commitments with partners and assesses potential conflicts of interest in line with delegated authority		yes
Arranges and manages annual Audit		yes
Produces and publishes a UICC Annual Report		yes
Ensures annual audit of UICC accounts and the production of an Annual Report	yes	
Sets out the parameters of a risk management framework for the organisation including conflict of interest management.	yes	
Ensures that the organisation has adequate internal controls to execute its business effectively, ethically and legally	yes	
Ensures that the information requirements of the Board and stakeholders are adequately satisfied (eg production of Annual Report and Financial Reports)	yes	
Implements risk management, conflict of interest policies and other internal control processes		yes
Regularly reviews risk and internal procedures (and outputs)	yes	
Establishes/regularly reviews the issues of Conflict of Interest across the organisation including Board member/partner/member/staff conflicts of interest	yes	
Recommends changes to membership fees, segmentation approach and new classes of membership		yes
Approves changes to membership fees, segmentation approach and new classes of membership	yes	
Recommends partnership strategies		yes

Approves partnership strategies	yes	
Prepares new internal policies and recommends changes to existing policies		yes
Approves new internal policies and proposed changes to existing policies	yes	
Operational programming	**Board**	**CEO**
Assesses all stakeholders' needs		yes
Oversees the evaluation of all activities undertaken by UICC alone and with partners	yes	
Prepares and maintains business and programme reports		yes
Organises fundraising campaigns		yes
Manages the delivery of all UICC activities as detailed in the agreed business plan.		yes
Oversees the implementation of the UICC business plan.	yes	
Staffing	**Board**	**CEO**
Employs the CEO	yes	
Ensures that there is a current succession plan for the CEO	yes	
Sets out organisational design and the HR policies and requirements		yes
Hires and discharges staff		yes
Directs the work of staff ensuring their personal and organisational development		yes
Manages discord among staff and between staff and Management		yes
Board management	**Board**	**CEO**
Promotes attendance at Board/committee meetings	yes	
Plans annual agenda for Board meetings	yes	
Determines who can and cannot attend Board Meetings	yes	
Takes minutes at Board meetings		yes
Determine committee structure	yes	
Follow-up to ensure implementation of Board and committee meeting decisions/actions are done		yes
Appoints committee members	yes	

Settles conflicts between Board members	yes	
Establishes Board development plan	yes	

UICC Board Effectiveness

2.2 To ensure that the UICC Board operates in a way in which it can deliver its obligations to the UICC stakeholders, it adopts the practices outlined below. The Board:

- Ensures that there is a clear statement of the role and required duties of Board members – including attendance requirements. Board members should know what is expected of them before they take up a position on the Board.
- Promotes participation by Board members – participating actively in Board meetings and sub-committees, planning and other Board strategy, training and briefing sessions etc.
- Provides high-level guidance to the UICC management team – focusing on strategy, planning, performance and reporting.
- The Board does not micro-manage through involvement in day-to-day programme management activities unless there is a major issue that warrants the Board's intervention.
- Runs effective meetings – ensuring the agenda and papers are prepared and forwarded to members in time for their familiarisation, sticking to agendas, encouraging full participation and debate.
- Keeps clear records of meetings and Board's decisions and making the results of the Board's deliberations available to any stakeholders with an interest in the Board's decisions.
- Builds the Board's effectiveness through appropriate structures – including delegation of responsibilities to special committees. For example: the finance committee, membership committee, governance committee etc. A current list of Board Committees is shown in Appendix A.
- Assesses its own performance – having a process for evaluating effectiveness of the Board (joint and individual) and the governance structure. This takes place through the Governance Committee which meets at least twice each year.
- Maintains independence – ensuring a majority of Board members are truly independent of the UICCs' management team. Independence is particularly required for any committee a Board might establish to handle matters relating to audit, board nomination and staff remuneration etc.
- Ensures the Board understands its role and avoids or declares conflicts of interest. This includes regularly reviewing the UICC Conflict of Interest Policy to help Board members and staff understand them, and ensure they agree to the obligations which they are undertaking;
- Provides role descriptions for Board members (including the President and President Elect) that outline general duties and how the Board's work will be evaluated;
- Invests in Board members with orientation and ongoing information sessions – briefing new Board members, regular sessions for all members that keep them up-to-date with important issues that affect their governance roles.

Section 3: Strategy and Planning

Overview

3.1 All NGOs are founded for the public good and operate to achieve a clear purpose through a specific portfolio of activities and programmes. UICC has in place a clear vision and mission, backed up by strategic planning and programme evaluation processes to ensure that work and programmatic activities are delivered to meet the fundamental purpose of the UICC.

3.2 Setting the vision, mission and strategy of an NGO is the most important role the Board undertakes. It provides the framework through which the management of UICC operates under the Board's broad strategic direction

The strategic framework

3.3 It is the role of the UICC Board to work with the UICC management to develop long term strategies for UICC.

3.4 The Board reviews the long-term strategy of the UICC every 4 years (2010, 2014, 2018 ...). The long-term strategy is documented and published to all UICC members and partners.

3.5 The Board endeavors to define the best approach with the CEO to achieve the UICC strategic ambitions. The key Board functions relating to strategic foresight include:

(a) Setting out strategic objectives over a ten (plus) year horizon with the UICC team to inspire stakeholders to engage with UICC in the longer term.
(b) Assessing the strategic risks and opportunities which could impact the organization.
(c) Agreeing with the CEO the preferred strategy to achieve the long-term strategic objectives.
(d) Monitoring agreed performance measures and comparing this with those of other relevant organisations;

3.6 Ensuring that the CEO defines and delivers annual (or bi-annual) business plans which the Board validates, reviewing budgets/forecasts, ensuring resources are sufficient, and reviewing regularly whether the UICC activities are in line with its Purpose and long-term strategy.

3.7 The Board ensures that the UICC CEO produces a robust Business Plan which sets out the UICC programme of activity over a two-year period. Such Business Plans are produced mid Board cycle (ie 2013, 2015, 2017...)

3.8 It is the Board's responsibility to present back to the bi-annual UICC General Assembly the UICC strategy and plans.

3.9 A table showing the timeline for Strategy Reviews, Business Plan production and Board Elections is shown below.

	2016	2017	2018	2019	2020	2021	2022	2023
BOD Elections	x		x		x		x	
Strategy Reviews			x				x	
Business Plan Review		x		x		x		x
Annual Plans	x	x	x	x	x	x	x	x

Fulfilling the Board's strategic role

3.10 The UICC Board endeavours to fulfill its strategy mandate in the following ways:

- It formally agrees, states and publishes the purpose (mission) of UICC;
- It periodically reviews this mission to determine its relevance and whether the strategies chosen to support it and the actions to deliver it are still required;
- It oversees the management's preparation of operations (annual) and strategic (2 years +) plans, and ensures that the strategies and business plan actions chosen are consistent with the stated mission;
- It establishes a schedule of organisational evaluation – all the services, events and actions undertaken by UICC are reviewed for effectiveness periodically;

- It evaluates all activities undertaken, qualitatively and quantitatively, against the mission. The evaluation determines whether appropriate outcomes are being achieved the mission is being fulfilled;
- It evaluates UICC's performance against its organisational peers seeking to ensure that it is as innovative and effective as it can be against "best in class".

Distinguishing between strategic oversight and management

3.11 The Board provides strategic oversight to UICC, but it does not exist to manage UICC on a day to day basis. Managing UICC is the CEO's role which he or she takes up under delegated authority from the Board.

3.12 The Board appoints the CEO and provides him or her with sufficient delegated authority to manage UICC on behalf of the Board. The CEO reports to the Board and is primarily responsible for delivering the purpose statement, carrying out the strategic plans and policies established by the Board. The management of UICC undertakes the work underpinning planning, strategy and policy development, and budget formulation on the Board's behalf, but it is the Board that must delegate these tasks to give them formal status.

Section 4: Monitoring and control

Responsibilities of the Board

4.1 The UICC Board must practice sound financial oversight and comply with all legal and regulatory requirements which apply in Switzerland and Geneva, the place where UICC is registered as an NGO.

4.2 The Board must ensure that UICC operates appropriately and in compliance with local rules and regulations in countries in which it holds events, employs staff or undertakes initiatives alone or with partners.

4.3 The Board of UICC must take its fiscal oversight as an important governance responsibility. It must:

- Appoint a Treasurer (a member of the Board) who has primary responsibility for ensuring that UICC adheres to sound financial practices and complies with legal and regulatory requirements
- Appoint a Finance, Risk and Audit Committee which is chaired by the Treasurer
- Remain accountable for UICC fiscal oversight
- Review and approve budgets
- Appoint independent auditors.
- Understand and set the organisation's risk appetite and policies
- Ensure that there are financial policies in place and that they are regularly reviewed for adherence.

4.4 The CEO has responsibility to ensure that UICC meets all standards required and that the organization operates in line with the agreed policies and procedures and that this is reported to the Treasurer, Finance, Risk and Audit Committee and the Board.

4.5 It is the responsibility of the Board to understand fully the financial position of the UICC. The Board:

(a) Approves an annual budget that reflects UICC's priorities and is based on realistic assumptions of funding, costs, and other factors noting any inherent risks in the budget forecasts;
(b) Monitors income and expenditures on the basis of appropriate accounting procedures – expects and receives up-to-date financial statements at each Board meeting and allow adequate time for their full consideration;
(c) Oversees the stewardship of UICC's assets and liabilities;
(d) Approves annual reports, including financial statements and any significant investments;

(e) Approves the appointment of Auditors and receives and approves their annual reports, noting any issues raised and the mitigating actions being taken by the CEO under the guidance of the Treasurer.

Financial Management Processes

4.6 The finances of UICC are managed as follows:

(a) UICC operates in accordance with an annual budget (January to December) that has been approved by the Board in the previous year.
(b) Financial reports are created and maintained on a timely basis that accurately reflect the financial activity of UICC and allow the Board to monitor financial performance effectively. The reports cover operational and programmatic budgets.
(c) The accuracy of financial reports is subject to external audit by an approved organisation. The choice of auditor is reviewed at least every 4 years.
(d) Internal financial statements are prepared six-monthly, and are provided to the Board, identifying and explaining any material variation between actual and budgeted revenues and expenses. The Board formally ratifies any financial statements, seeks further clarification or can reject them if they are not appropriate.
(e) The Board has written policies governing:

* Investment of the assets of the NGO;
* Internal control procedures;
* Purchasing practices; and
* Reserve funds.

4.7 The Finance Committee of UICC has delegated authority from the Board to provide oversight of the UICC financial position. The Treasurer chairs the Finance, Risk and Audit Committee and sets out the annual oversight agenda in liaison with the CEO and the COO, agreeing the reporting timelines and the content of each Finance Committee meeting.

Responsibilities of the CEO

4.8 The CEO has full responsibility to ensure that the financing of the UICC, its expenditure, budgeting and reporting are in line with local rules and regulations (in which UICC operates) and in line with Board guidelines and agreements.

4.9 The CEO is responsible for preparing forecasting reports and financial projections to assist the Board in their long-term planning.

4.10 The CEO is responsible for the relationship with the auditor and the local regulators.

Section 5: Operational programming

Programme Commissioning and Evaluation

5.1 The UICC Board evaluates on a regular basis, both quantitatively and qualitatively, the UICC programmatic activities and how they are contributing to UICC's purpose statement. To facilitate this:

(a) Clear targets and indicators are agreed for all aspects of UICC's operation and regular reporting takes place at Board meetings; and
(b) Formal review processes where progress is mapped, outcomes are detailed and an assessment of the ongoing relevance of the activity in relation to the UICC mission is made.

5.2 The purpose of an event, activity, programme and strategy evaluation is not to check that the strategy is being merely followed, it is to enable the Board to assure itself that the events, activities and programmes are achieving the outcomes required.

5.3 Activities detailed in the UICC Business Plan can be modified or stopped as circumstances change or results show that they are not achieving or can achieve more than their original scope. This is

done through formal change control – Board approval is required to deviate away from agreed Business Plan activities.

5.4 The UICC has a Project Management Framework which details the way in which the Board oversees the sanctioning, ongoing monitoring and post implementation evaluation of all UICC project and programmatic activity.

Strategic partnerships

5.5 UICC has an extensive network of partners through which it delivers its activities. (For example; the NCD Alliance, WHO, IARC, IAEA and the McCabe Centre for Law and Cancer with Cancer Council Victoria and City Cancer Challenge Foundation).

5.6 All partnerships are periodically assessed using defined frameworks which allow UICC to ensure that it only works with aligned organisations which have been thoroughly assessed against agreed criteria.

5.7 The Board of UICC regularly reviews the operation of these partnerships to ensure that their activities are in alignment with the UICC strategy, mission and purpose. This is done through the Partnership Committee.

5.8 The CEO, on behalf of the Board, ensures that any reputational (or other) risks which UICC may face in being part of a partnership, is referred to the Board and/or the President in a timely manner.

Fundraising Campaigns

5.9 The CEO has responsibility to ensure that the UICC has sufficient funding to operate the UICC well, delivering the agreed activities and plans.

5.10 The CEO builds and executes a fundraising campaign to support the financial ambitions of the organisation.

5.11 The Board has responsibility to constructively assist the CEO in the delivery of the fundraising targets and plans.

Ethics and Conflict of Interest

5.12 The main Board functions linked to management of ethics and communication include:

(a) **Creation of the ethical tone of UICC** – maintaining an ethical culture, setting the tone, establishing and monitoring organisational values, guarding the integrity of UICC. In particular, how it treats its stakeholders with respect, professionalism and dignity.

(b) **Protection of reputation** – managing the reputation of UICC, public relations and networking, acting as ambassadors for UICC and building an appropriate relationship with stakeholders.

(c) **Acceptance of social responsibility** – often called 'corporate citizenship' but relating to how UICC deals with the broader community and demonstrates how it is fulfilling its position of trust.

(d) **Providing reporting and feedback** – ensuring that UICC reports to its stakeholders honestly and openly, and establishing channels that will enable direct communication, particularly with UICC members and partners.

5.13 The UICC Board ensures that:

(a) UICC operates transparently, including communicating to members, stakeholders and the public, and making information available upon request;

(b) UICC provides members with the means to express opinions on the activities of UICC, and in particular, a mechanism for dealing with complaints speedily, fairly and openly;

(c) There are opportunities for discussion about values and communication in Board meetings;

(d) Providing a collective memory for UICC by ensuring that appropriate minutes and documents are kept;

5.14 The UICC takes the issue of Conflict of Interest (COI) very seriously as it has the potential to tarnish, if not undermine, the reputation of the organisation.

5.15 Conflict of Interest relates to:

    (a) Individual Board members undertaking activities or being associated with an individual or organisation where there is, or it can be perceived, that there is a conflict of interest which may compromise the participation of that Board member in their role on the Board or a specific issue being considered by the Board.

    (b) The oversight role of the Board in determining whether a partner relationship which UICC has or intends to secure causes a conflict of interest issue which could compromise the respected position UICC holds in the global health community.

    (c) The oversight role of the Board to ensure that the actions or activities of members of the UICC do not compromise the respected position UICC holds in the global health community.

Conflict of Interest and individual Board Members

5.16 Each Board member has an obligation to declare all known conflicts of interest at each Board meeting by signing the UICC Declaration form, listing organisations they work with or accepted funds from which may cause a real or perceived conflict.

5.17 Each Board member has an obligation to confirm in writing once each year from which companies and organisations they have received financial (or other) support during the previous calendar year.

5.18 Board members and staff are expected to adhere to three simple principles:

    (a) **Full disclosure** – Board members and staff members in decision making roles should make known their connections with groups doing business with UICC. This information will be provided annually.

    (b) **Board member abstention from discussion and voting** – Board members, who have an actual or potential conflict of interest, should not participate in discussions nor vote on matters affecting transactions between UICC and other groups in which they have an interest unless their involvement is accepted by the Board.

    (c) **Staff member abstention from decision making** – Staff members, who have an actual or potential conflict of interest, should not be substantively involved in decision making affecting such transactions.

5.19 It is the responsibility of the UICC President to ensure that Board members are honest and accurate in their COI declarations. Board members (and staff) who become aware of an individual conflict of interest are obliged to raise the issue at the UICC Governance Committee.

5.20 In relation to any conflicts real or perceived with UICC partners:

    (a) The Board regularly reviews the full list of UICC partners to consider the potential COIs which may exist;

    (b) The Board expects the CEO to provide sufficient information and to conduct sufficient due diligence and monitor ongoing COI issues, reporting to the Board in a timely fashion any risks of which the Board should be aware;

    (c) The CEO ensures that all partners regularly (at least annually) complete a declaration of known COI issues relating to their work and activity with UICC;

    (d) UICC publishes its COI Policy document of www.uicc.org;

    (e) A full list of UICC partners is included in the UICC Annual Report.

    (f) The CEO ensures that all contracts with third parties make it explicit that the third party must declare any known COI issues at the time of signing or as and when they may occur.

    (g) The CEO ensures that the Staff Regulations include rules on COI and that appropriate actions are taken if and when a COI circumstance arises.

5.21 UICC Board members will not:

    (a) Make use of their Board member position for personal gain or the benefit of an organisation or entity in which they have a personal interest;

    (b) Operate against the advantage of UICC in self-interest;

    (c) Undermine the staff and/or fellow Board members or the UICC more generally;

(d) Position their own organisation in competition with UICC, without first declaring their intention to do so to the Board and/or the President.

Section: 6 Staffing

The Board has responsibility for:

6.1 The UICC Board is the legal employer of all staff within UICC. It also has responsibilities for the actions and well-being of any volunteers or consultants that may be involved in UICC activities. Legal responsibilities are documented in the UICC Staff Manual. This is managed on the Board's behalf by the CEO.

6.2 The main functions relating to people management for which the Board has direct responsibility are:

(a) Selection and dismissal of the CEO;

(b) Evaluation of the performance of the CEO;
(c) Setting remuneration of the CEO;
(d) Agreeing with the CEO the remuneration principles for all staff;
(e) Succession planning for the CEO.

6.3 The Board Compensation Committee provides oversight on HR management practices in UICC.

6.4 The Compensation Committee reviews and recommends to the Board the annual rating of the CEO performance and any adjustments to his/her compensation. The CEO evaluation process is set out in the CEO Compensation Policy document. The Board considers an annual performance appraisal of the CEO against agreed criteria from the Compensation Committee.

6.5 The UICC Board delegates to the CEO the responsibility to:

(a) Ensure UICC complies with relevant employment rules, workplace safety regulations and reviews its employment arrangements periodically to ensure they comply with good practice;
(b) Ensure staff are provided with job descriptions, orientation, management, training and performance appraisals;
(c) Ensure that staff have the skills for the job they occupy and comply with any statutory or professional regulations;
(d) Ensure staff are openly, fairly and systematically recruited;
(e) Review periodically the staff structure and effectiveness of the working relationship between the Board, staff, members and partners;
(f) Regularly review succession plans;
(g) Ensure that staff remuneration is in line with the local markets;
(h) Ensure all staff have annual objectives linked to the UICC Business Plan and that line management conduct regular reviews of progress.

6.6 The CEO has responsibility for:

(a) Personnel policies and procedures (UICC Staff Manual) that are regularly reviewed and updated – these cover recruitment, remuneration, performance appraisal and standard work rules for all staff.
(b) The hiring and firing of all staff.
(c) Ensuring that all staff have access to these policies and procedures and are fully briefed on them when joining UICC.
(d) All staff have an up-to-date job description, including required qualifications, duties, reporting relationships and performance measures.
(e) Ensuring that all staff have performance appraisals which identify areas for performance improvement or training and development – this is conducted annually and documented for each staff member.
(f) Ensuring UICC has an effective and timely process of succession planning and filling vacant positions to ensure that limited disruptions are caused when staff leave.

(g) All recruitment includes full checks on the suitability of the preferred candidate – including verification of qualifications and any relevant past experience.

(h) New staff, whether employees or volunteers, receive an orientation which includes a review of UICC's personnel policies and procedures, their rights and responsibilities as staff, and expectations in respect of performance and appraisal.

(i) Appropriate training policy and plans exist to ensure UICC benefits from up-to-date skills and the staff is appropriately professionally developed.

(j) The Board has a process for reviewing and responding to ideas, suggestions, comments and perceptions from staff.

(k) Up-to-date records are kept of all staff interactions, and individual staff have access to any personnel file that is kept about them.

Section 7: Board management

The role of the President as Chairperson of the UICC Board

7.1 The President plays the most important role on the UICC Board. He or she is responsible for approving the agenda of the Board's business, managing all meetings and providing leadership in the Board's actions to ensure that it complies with the principles of good organisational governance and in line with this document. The time requirements of the UICC President tend to be greater than any other member of the Board, albeit the President-elect will carry out functions for the President as agreed.

7.2 The split in responsibilities between the President and the President Elect is shown in Appendix B.

7.3 The President of UICC is called upon to represent UICC at various meetings around the world. The President must ensure that they represent UICC appropriately making clear that their views are the agreed views of UICC and not that of the organization which employs them, or views held by them alone.

Board Member Appointment

7.4 The President is responsible for the process of nomination of the next President-Elect and members of the Board of Directors, as defined in the UICC Constitution.

7.5 It is the Nominating Committee of UICC which manages the process of Board appointment ensuring that the President will provide the General Assembly with a list of suitably qualified delegates for them to consider at each Assembly.

7.6 The Nominating Committee ensures that a diverse delegate group is offered to the General Assembly to increase the probability that the elected Board has the right mix of skills, gender and geographical mix needed to fulfill its role of strategic guidance and oversight.

7.7 It is the Governance Committee which ensures that the process of Nominations is fully aligned with the UICC Governance principles and practices.

7.8 It is the Full Members of UICC who vote on the delegates to represent them on the Board between General Assemblies.

7.9 All new UICC Board members are inducted onto the Board through the provision of a Board Orientation Pack, which is refreshed every other year and provided to each new Board. The pack lays out the legal constitution of UICC, meeting rules and other policies and procedures to guide Board members and other information sharing arrangements for the Board.

7.10 Board members have a term which spans the period between each UICC General Assembly. This will be approximately 2 years in length, depending on the timing of the World Cancer Congress.

7.11 A Board member may wish to seek re-nomination on two occasions consecutively but must retire from role if they sit on the Board for three consecutive two-year terms. However, should a Board member not perform their role appropriately (for example acting in a way which harms the reputation of UICC or by not attending Board meetings), then the President and the Nominating Committee may remove them from the Board or decide to not include that Board member on the list of proposed candidates at the next General Assembly.

7.12 After a minimum period of two years off the Board, an ex-Board member may seek re-nomination albeit, given UICC's ambition to encourage new individuals to contribute to the future of UICC, a re-nomination is likely to be quite unusual.

Other Board Attendees

7.13 Subject to agreement by the Board, other individuals can attend the Board meetings. The policy for Board attendance is shown in Appendix D.

Meetings and record keeping

7.14 All the Board's business is conducted through formally and appropriately constituted meetings – full Board meetings and Board Committees which are established to advise the Board on aspects of the UICC's business. In a normal calendar year, there will be 3-4 Board meetings.

7.15 All Board and Committee meetings are fully documented. This includes:
  (a) An agenda;
  (b) Necessary papers to aid decision making by the Board, which are circulated to members sufficiently in advance for their full consideration;
  (c) Minutes recording decisions made are kept and endorsed by the Board at its subsequent meeting.

7.16 Procedures and rules for the Board's decision-making activities are documented and made clear to all members, including attendance requirements, quorum and voting, and management of conflict of interest. At each Board meeting, each Board member completes and signs a Conflict of Interest Declaration form.

7.17 All committees established by the Board have a defined and endorsed role which is documented through a Terms of Reference, clear membership, rules of procedure and, where relevant, formally delegated authority from the Board. Each Committee has a Chairperson appointed by the Board. A list of Board Committees is shown in Appendix A.

Urgent Operational Issues between Board meetings

7.18 The CEO and the President must engage regularly during the period between Board meetings on a number of issues relating to the operation of the organisation.

7.19 For most parts, the CEO and President make decisions jointly on substantive issues, reporting such decisions to the next Board in their own reports to Board.

7.20 On occasion, it may be necessary for the President to canvass the views of the President-elect or other Board members individually or through a conference call, to ensure that he/she carries the support of the Board on the issue being considered.

UICC's team support to the Board

8. The UICC team supports the Board in fulfilling its role and obligations by:
  (a) Managing the logistics for all meetings to ensure that the Board travel to and from and participation in each Meeting is smooth and efficient.
  (b) Ensuring concise, well written papers are provided to Board members well in advance of meetings;
  (c) Verbal briefings before and during meetings are concise, precise and include all relevant facts to aid the Board's deliberations and decisions;
  (d) Critical issues are given sufficient priority and are drawn to the attention of the Board and/or the President in a timely manner;
  (e) Financial and other accountability information, such as performance reporting, is provided to the Board regularly and in a comprehensible form.
  (f) An annual risk analysis is performed by the UICC team and provided to the Board for noting.
  (g) Responding professionally and in a timely manner to information requests from the Board.

(h) Minuting all Board meetings and acting on actions which are tasked at Board or Committee meetings.

Section 8: Board member duties

8.1 Each Board is made up of a group of individuals who, as Board members, operate collectively in the interests of UICC.

8.2 There are four characteristics of an "ideal" Board member:

- A team player, but able to maintain independence of thought in critically analysing business options whilst being respectful of the views of others;
- Prepared to make the commitment of time and effort required to properly fulfill his or her duties and responsibilities as a Board member;
- Inspires ethical behaviour in others, and whose presence on the Board enhances the reputation of the UICC; and
- Takes a strategic but flexible approach to key issues.

8.3 Board members should keep themselves fully informed of the legal responsibilities and types of liability they may face. There are three broad principles of conduct that are applicable to all Board members. These are:

- Duty of care – Board members must attend meetings, be prepared to make informed decisions by reading the information provided and requesting additional information if required and carry out duties in a reasonable and responsible manner.
- Duty of loyalty – Board members must make decisions in the best interests of UICC solely, not any group he/she represents, and never for personal gain.
- Duty of commitment – Board members must be faithful to UICC's mission and not act in ways that are inconsistent with the central goals of UICC.

8.4 It is well recognised that members of the UICC Board will be deeply committed to the Purpose and Mission of the UICC. However, Board membership carries with it a broader set of commitments than just commitment to the UICC's mission. Board members represent all UICC members as well as the team in Geneva. They are voted in by the membership to represent the membership. It is therefore incumbent on Board members to reach out to and work with UICC members in their country, region and more globally so that they can properly represent their interests as a Board member.

Section 9: Evaluating performance

Collective Performance

9.1 Evaluation of the performance of the Board is a collective responsibility which the Board will undertake on a regular basis (often closed meetings) facilitated by the President. The ambition is to identify ways in which the Board and its Committees can improve in their role.

9.2 Every other year, and at the end of a Presidential term, the Board might decide to arrange to evaluate the way in which it has operated in the previous two years. The feedback from this will help inform the next Board and President.

9.3 The UICC Board will continually reflect on whether it is fulfilling the obligations outlined in this Governance Framework

The Performance of the President

9.4 The President of UICC is appointed by the General Assembly and is accountable to the UICC Full Members.

9.5 If members of the Board consider that the President is not operating in accordance with the mandate set out in the President's Terms of Reference or the Responsibility Matrix and/or he or she is acting in a way which undermines the effectiveness or reputation of the UICC, then an extraordinary meeting of the Board can be called by a quorum of at least half the Board members which will be chaired by the President-elect to seek a way forward which resolves the issues raised.

9.6 Should the President at any point be unable to fulfill their role (eg through illness), then the President-elect will agree with the President how the role of the President will be fulfilled in the immediate future.

9.7 Should a President decide to resign from their post, then the Governance Committee will determine the best way forward taking into consideration all relevant factors.

Board Member's performance

9.8 The President of the Board is responsible to ensure that individual Board members (including the President-elect) operate in accordance with the expectations of the Terms of Reference of a Board Member. Any issues arising will be, in the first instance, addressed by the President, and if necessary, referred to the Board for guidance.

9.9 If a Board member fails to fulfill the obligations of the role of member of the Board (eg not attending meetings), then the President, in consultation with the Governance Committee, can relieve the individual from their duties. A suitable note will be issued to all UICC Full Members accordingly.

9.10 The Nominations Committee under guidance from the President, and with independent review results at hand, will consider the performance of each Board member in their deliberations on which individuals should be presented to the General Assembly for consideration. Board members who are deemed to have not adequately fulfilled their role may not be included in the slate presented to the General Assembly, even if they wish to be re-considered as a Board nominee.

CEO's performance

9.11 The President of the Board agrees the annual objectives for the CEO and assesses his or her performance against these. A formal review takes place each 6 months.

9.12 The performance of the CEO is considered formally by the Compensation Committee at the end of each calendar year.

9.13 In circumstances when Board members consider that the CEO's performance is not meeting expectations, then the President will conduct a review with the CEO to address any issues.

9.14 If the CEO's performance does not meet Board expectations then the President will consider verbal and then written warnings, prior to dismissal (if this is considered to be the appropriate way forward).

Appendix A: UICC Board committees

The UICC Board can at any time create Committees of the Board to address specific UICC business issues which require greater oversight than the Board itself can accommodate in its normal business schedule. Committees can meet as often as required by teleconference or face to face.

Each Board Committee is chaired by a Board Member and includes in its membership:

- (a) Other Board Members
- (b) UICC staff (including the CEO if appropriate)
- (c) External experts including ex UICC Board members (if appropriate and agreed by the Board)

Each Board Committee has a clearly delegated responsibility which is defined through a Board approved Terms of Reference. Some Committees are "standing" whilst others may be transitory in nature. The degree of delegated responsibility to each Committee will vary by Committee and even by subject matter discussed at each Committee meeting. It is the role of the Committee Chair on what the Committee:

- (a) Can approve by itself without noting to the Board
- (b) Refer to the Board for noting: (The full Board receives the background papers and decision of the Committee and notes that decision, having had the opportunity to comment on it at the Board meeting or before). Table A 2 shows examples for noting versus approval
- (c) Refer to the Board for approval: (The full Board receives the relevant background papers and notes the recommendation of the Committee and formally approves the recommendation)

However, it is worth noting that, in accordance with the UICC Constitution* and the Governance Framework**, some items cannot be agreed by a sub-committee of the Board and the Chair is obliged to bring such items to the full Board of Directors for approval. Table A1 below shows these items.

Committee	Items which must be tabled at the full Board of Directors for approval.
Finance Risk and Audit Committee	• Audit reports * • Annual budgets * • Previous year financial results * • Appointment of auditors * • Financial Policies and delegated authorities ** • Parameters for Risk Management Framework ** • Regular Risk Review ** • Conflict of Interest **
Membership Committee	• Annual membership fees *
Governance Committee	• Amendments to Governance Framework ** • New sub committees of the Board ** • Terms of Reference of Board sub Committees **

Table A1

Table A 2 Examples of Authority of the Committee

Within the Authority of a Committee	What should be referred to Board to be "noted"	What should be referred to Board to be "approved"
Membership Committee • Supports the membership marketing materials • Design of the membership survey • Agrees the approach to cancelling memberships	**Membership Committee** • Membership engagement plan for High Income Countries • Membership growth plan • Performance against agreed targets • Results of membership surveys	**Membership Committee** • Changes in membership fees * • Changes in membership segmentation approach • New classes of membership (eg Global Network member)
Partnership Committee • Supports the pipeline organisations being approached by the team • Reviews the UICC overview presentations	**Partnership Committee** • Partnership growth plan • Performance against agreed targets	**Partnership Committee** • Plans to expand partnership into new segments
Finance Committee • Reviews in detail the proposals received for new auditors • Supports the risk analysis and mitigating actions analysis done by the team	**Finance Committee** • Financial results to date at each Board meeting • Progress in outstanding audit issues	**Finance Committee** • Audit reports * • Annual budgets * • Previous year financial results * • Appointment of auditors * • All changes to finance and risk policies

* Constitution dictates as a Board responsibility under Article 11

On occasion when it is unclear how much authority a Board Committee has at its disposal, reference can be made by the Chair to the UICC President for guidance.

In any event, the Chairs of all Board Committees are obliged to report back to the Board at every Board meeting.

On occasion, the Board may determine that an ad-hoc committee or Task Force should be established. The same principles of clarity of purpose (articulated in a TOR), the appointment of a chair and the requirement to report back to the Board apply.

As of July 2019, the Board committees are shown below:

Committee	Purpose (taken from the Terms of Reference)
Membership Committee	*oversees overall membership policies on member recruitment, engagement, retention and relationships.*
Partnership Committee	*oversees overall on partnership arrangements and agreements UICC has or wishes to develop with other organisations on partner recruitment, engagement, retention and relationships.*
Governance Committee	*Reviews and defines ongoing improvements in UICC's governance.*
Finance, Risk and Audit Committee	*Ensures and oversees financial governance of UICC (including risk management and audit)*
Compensation Committee	*Reviews CEO's performance/compensation and general staff issues.*
Nomination Committee	*Responsible for selection of candidates for election to the Board as per defined nomination process.*
Congress and Summit Committee	*Defines format, content and strategy of WCC and WCLS.*
Capacity Building Committee	*Oversees and Advises on the portfolio of capacity building activities undertaken by UICC.*
Advocacy Committee (being established in 2020)	*Oversees and Advises on the advocacy activities undertaken by UICC alone and in partnership with others.*

An examples of an ad-hoc Task Force is shown below:

Task Force	Purpose (taken from the Terms of Reference)
Strategy Review Task Force	*Review the UICC strategy every fourth year.*

President- elect	President
Constitutional Roles and Responsibilities	
	Leads organisation at the highest level. Leads Board and organisational governance. Leads Presidential Team. Responsible for the smooth running of the Board of Directors. Responsible for the Nominating Committee Processes. Chairs General Assembly.
Governance Framework Roles and Responsibilities	
Uses role term to become very familiar with all key organisational functions. Contributes to the critical assessment of current Board processes. During the Board term assumes roles of President in case of absence or unavailability or when President has conflict of interest. Leads ad-hoc Task Forces as agreed with the President.	Sets dates, business schedule and agenda for Board meetings. Proposes membership of committees and ensures their effective functioning. Ensures delivery of Board agreed organisational strategy in cooperation with CEO. Ensures Board fulfills its obligations to oversight the organisation. Principal Board interface, with support of Presidential Team as appropriate, with CEO on all organisational aspects.
Formal Committee Roles	
Member of Board. Member of Finance Committee. Member of Membership Committee. Member of Governance Committee. Member of Nominating Committee.	Chairs Board meetings. Ex-officio member of all Board committees. Chairs Governance Committee and Nominating Committee Leads World Cancer Congress and Summit Task Force with the goal of ensuring consistency across Presidential terms.
Other Organisational Roles (as agreed with the President)	

Leads resource generation efforts of Board working with the UICC team.	Represents organisation at the highest level with key members, strategic partners, and political leadership.
Represents UICC at the highest level in agreement with the President.	Represents UICC at key events and Congresses globally.
Provides leadership to specific UICC activities as agreed with the President.	Represents UICC at the highest level within the NCD Alliance.
Engages actively with UICC members and partners in readiness for their term as President.	Ensures induction of new Board, including review of previously agreed Board decisions.
Mobilises member interest in the General Assembly and the voting process.	Leads the Board self-evaluation process.

Appendix C: UICC Constitution

See Constitution in Board files

Appendix D: Board attendance/participation policy

Background:

- The full members of the UICC elect a Board of Directors (BOD) at the General Assembly (GA) which takes place every other year.
- They also elect a President Elect who serves for the time between two GAs on the Board before assuming the role of President for the period between the following two GAs.
- The full BOD including the President Elect and the President numbers 16.
- The BOD will meet 3/4times each calendar year.
- The location of BOD meetings will often be in Geneva (the location of the UICC Offices) or at a location decided upon by the BOD (more often than not in line with one of UICC's convening activities - World Cancer Leaders' Summit or World Cancer Congress)
- Additionally, the BOD may meet on strategy retreats or for extraordinary meetings, as required.
- Between BOD meetings, the President may convene conference call meetings, if required.
- Generally, BOD meetings last 2 days (to allow for the various committee meetings and the main Board meeting), although this may be extended if specific items on the agenda demand more time to consider.
- Typically, BOD meetings include a number of sub-committee meetings as well as the main BOD meeting although some BOD meetings will focus entirely on strategic planning.
- The President defines the agenda for each BOD meeting, working in consultation with the Presidential team, the CEO and their team and taking views and ideas from other BOD members.
- Generally, the agenda will include:
    1. Business reporting and oversight
    2. Sub-committee reports.
    3. Items of a strategic nature requiring BOD consideration.
    4. One-off items demanding BOD approval and/or steer.
    5. Board education and development sessions.
    6. An in-camera session allowing the BOD to consider items in the absence of the CEO or their staff.
- The President chairs the BOD meeting.
- The dates of BOD meetings are agreed well in advance to allow BOD members to plan their diaries accordingly.
- BOD members whose organisation cannot cover their travel costs will be reimbursed for economy travel costs incurred in attending BOD meetings.

BOD meeting attendees:

At any BOD meeting there are four categories of attendee: elected BOD individuals, UICC staff, expert guests, strategic partners.

- Elected BOD individuals must attend every BOD meeting personally.
    - o Note: In some circumstances, and with prior agreement from the President, a BOD member may dial into the meeting (or parts of the meeting) if they are unable to attend the meeting in person.
- The CEO and COO of UICC will attend the BOD meetings as active participants. The Management team of the UICC will attend BOD meetings as observers, although they may be invited to participate actively in specific items on the Agenda as and when required.
    - o Note: minutes of the BOD meetings are taken by the UICC team on behalf of the President.
    - o Note: The CEO will allocate specific individuals from the UICC team to each BOD sub-committee.

- Expert guests may be asked to attend BOD meetings in full, or for specific agenda items. The President will determine when it is appropriate to invite such guests on a meeting by meeting basis.
  - o Note: expert guests will only be invited if they have specific knowledge, experience or perspectives on an agenda item which will enhance the ability of the BOD to understand the item under consideration.
- Strategic partners may be invited to attend BOD meetings in full, or for specific agenda items depending on the relevance of the agenda to the strategic relationship. The President will determine when it is appropriate to invite such Strategic partners.
  - Note: a strategic partner, which is usually not a member organisation, is agreed as such by the BOD and they will be subject to an appropriate memorandum of understanding being in place which affords UICC presence on their own governing body. Strategic partners are expected to cover their own costs in attending BOD meetings. The incoming President reviews and agrees the list of strategic partners with members of the Board for the upcoming period of their Presidency.
  - Examples of strategic partners are: WHO, IARC, IAEA, City Cancer Challenge Foundation, McCabe Centre for Law and Cancer, NCD Alliance.