Our Purpose

We unite the cancer community to reduce the global cancer burden, to promote greater equity, and to integrate cancer control into the world health and development agenda.
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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:

a) The broad objectives of the organisation are set (long and medium term) and
b) The means to obtaining those objectives and monitoring performance are determined.
c) There is appropriate stewardship of the NGO’s financial resources, and balancing competing demands on the NGO.

1.2 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 non government organisations (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 community in which it operates.

1.3 In order for Boards to fulfil effectively their responsibilities, they must have a high level of independence from the NGO’s management.

Key roles for Boards in corporate governance

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

a) Establishing and implementing the Governance Framework for the organisation;
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 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, 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 steward effectively;
f) Recruiting, supporting, evaluating, rewarding and, if necessary, terminating the Chief Executive Officer/Executive Director (CEO). This also involves the Board in succession planning (a copy of the CEO Succession Plan is held in the CEO Personnel file at the UICC offices);
g) Being transparent, including communicating to members, stakeholders and the public, and making information available upon request;
h) Developing appropriate structures and ensuring the Board understands its role, operates efficiently and effectively, and avoids conflict of interest;
i) Ensures that the Board itself develops and improves its own operational capabilities.

1.5 To fulfil these obligations effectively, the Board of UICC distributes these roles between the Board and CEO as follows:
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<thead>
<tr>
<th>Governance</th>
<th>Board</th>
<th>CEO</th>
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<tbody>
<tr>
<td>Sets out the Governance Framework</td>
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<td>Yes</td>
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<tr>
<td>Ensures adherence to the framework</td>
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<td>Yes</td>
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<tr>
<td>Regularly reviews the Framework</td>
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<td>Yes</td>
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<table>
<thead>
<tr>
<th>Strategy and Planning</th>
<th>Board</th>
<th>CEO</th>
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<tbody>
<tr>
<td>Directs the process of planning</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Provides input to long range goals and strategy</td>
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<td>Yes</td>
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<tr>
<td>Approves long range goals and strategy</td>
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<td>Yes</td>
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<tr>
<td>Formulates annual objectives/plans</td>
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<td>Yes</td>
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<tr>
<td>Approves annual objectives/plans</td>
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<td>Yes</td>
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<tr>
<td>Prepares performance reports on achievement of goals and strategy</td>
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<td>Yes</td>
</tr>
<tr>
<td>Monitors the achievement (or not) of goals and strategy</td>
<td>Joint</td>
<td>Joint</td>
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<tr>
<th>Monitoring and Control</th>
<th>Board</th>
<th>CEO</th>
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<tbody>
<tr>
<td>Prepares preliminary budget</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Finalises and approves budget</td>
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<td>Yes</td>
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<tr>
<td>Monitors that expenditure is within agreed budgets through the year</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Approves expenditures outside authorised budget if required</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Prepares financial statements</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Approves financial statements</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Drafts financial management policies and procedures</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Approves financial management policies and procedures</td>
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<td>Yes</td>
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<tr>
<td>Signs-off on funding commitments with partners</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Arranges and manages annual Audit</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Ensures annual audit of NGO accounts</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Sets out the parameters of a risk management framework for the organisation</td>
<td>yes</td>
<td></td>
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<tr>
<td>Ensures that the organisation has adequate internal controls to execute its business effectively</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Ensures that the information requirements of the Board and stakeholders are adequately satisfied (eg production of Annual Report and Financial Reports)</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Implements risk management and other internal control processes</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Regularly reviews risk and internal procedures (and outputs)</td>
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<td>Yes</td>
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<tr>
<td>Establishes regularly reviews the issues of Conflict of Interest</td>
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<tr>
<th>Operational programming</th>
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<tbody>
<tr>
<td>Assesses all stakeholders’ needs</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Oversees the evaluation of products, services and programmes</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Prepares and maintains programme reports</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Organises fund raising campaigns</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Manages the delivery of programmes/services</td>
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<td>Yes</td>
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<tr>
<td>Oversees the implementation of programmes/services</td>
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<thead>
<tr>
<th>Staffing</th>
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<tbody>
<tr>
<td>Employs the CEO</td>
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<td>Yes</td>
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<tr>
<td>Ensures that there is a current succession plan for the CEO</td>
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<td>Yes</td>
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<tr>
<td>Sets out organisational design and the HR policies and requirements</td>
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<td>Yes</td>
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<tr>
<td>Hires and discharges staff</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Directs the work of staff</td>
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<td>Yes</td>
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<tr>
<td>Manages discord among staff and between staff and Management</td>
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<td>Yes</td>
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<table>
<thead>
<tr>
<th>Board management</th>
<th>Board</th>
<th>CEO</th>
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<tbody>
<tr>
<td>Promotes attendance at Board/committee meetings</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Plans annual agenda for Board meetings</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Determines who can and cannot attend Board Meetings</td>
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<td>Yes</td>
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<tr>
<td>Takes minutes at Board meetings</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Determine committee structure</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Follow-up to ensure implementation of Board and committee meeting decisions/actions are done</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Appoints committee members</td>
<td></td>
<td>Yes</td>
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<tr>
<td>Settles conflicts between members</td>
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<td>Yes</td>
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<tr>
<td>Establishes Board development plan</td>
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Section 2: Governance

The UICC Board undertakes the following roles to ensure that it properly fulfils its mandate:

2.1 Ensures that there is a clear statement of the role and required duties of Board members – including attendance requirements. Board members should know what are expected of them before they take up a position on the Board.

2.2 Promoting participation by Board members – participating actively in Board meetings and sub-committees, planning and other Board strategy, training and briefing sessions etc.

2.3 Providing high-level guidance to UICC – 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.

2.4 Running 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.

2.5 Keeping 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.

2.6 Building the Board’s effectiveness through appropriate structures – including delegation of responsibilities to special committees. For example: the finance committee, membership committee, governance committee, policies committee etc. A current list of Board Committees is shown in Appendix A.

2.7 Assessing 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.

2.8 Maintaining 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.

2.9 Ensuring the Board understands its role and avoids conflict of interest. This includes:

2.10 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;

2.11 Providing role statements for Board members that outline general duties and how the Board’s work will be evaluated;

2.12 Investing 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

3.1 All NGOs are founded for the public good and operate to achieve a clear purpose through 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 UICC 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 endeavours 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) Agreeing with the CEO the preferred strategy to achieve the long term strategic objectives.

(c) 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.

3.6 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...)

3.7 It is the Board’s responsibility to present back to the UICC General Assembly the UICC strategy and plans.

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

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Fulfilling the Board’s strategic role

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

3.9 It formally agrees, states and publishes the purpose (mission) of UICC;

3.10 It periodically reviews this mission to determine its relevance and whether the strategies chosen to support it and the programmes to deliver it are still required;

3.11 It oversees the management’s preparation of operations (annual) and strategic (2 years +) plans, and ensures that the strategies and programmes chosen are consistent with the stated mission;

3.12 It establishes a schedule of programme evaluation – all the services and programmes operated by UICC are reviewed for effectiveness periodically;

3.13 It evaluates programmes, qualitatively and quantitatively, against the mission. The evaluation determines whether appropriate outcomes are being achieved the mission is being fulfilled;

3.14 It evaluates the NGO’s performance against its organisational peers seeking to ensure that it is as innovative and effective as it can be.

Distinguishing between strategic oversight and management

3.15 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 delegation from the Board.

3.16 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 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 formally endorse these tasks to give them formal status.

Section 4: Monitoring and control

4.1 The UICC Board must practise sound financial oversight and complies with an adverse array of legal and regulatory requirements which apply in Switzerland.

4.2 The Board of UICC views its fiscal responsibility as an important governance responsibility. It appoints a Treasurer (a member of the Board) and appoints a Finance Committee which has delegated responsibility to oversee the financial management of the UICC although the Board remains accountable for fiscal oversight.

4.3 The CEO has responsibility to ensure that UICC meets all standards required and manages the finances in a way which is transparent to the Finance Committee and the Board.

4.4 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;

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;

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.

Basic requirements for managing financial responsibilities of the Board

4.5 The basic requirements for managing the financial responsibilities of the Board are:

a) UICC operates in accordance with an annual budget that has been approved by the Board.

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.

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, or rejects 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.

4.5 The Finance Committee of UICC has delegated authority from the Board to provide oversight of the UICC financial position.

Responsibilities of the CEO

4.6 The CEO has full responsibility to ensure that the financing of the UICC, its expenditure, budgeting and reporting are in line with local regulations and Board guidelines and agreements.
Section 5: Operational programming

Programme Commissioning and Evaluation

5.1 The UICC Board evaluates on a regular basis, both quantitatively and qualitatively, the UICC events and programmes, and how they are contributing to UICC’s mission. To facilitate this:
   a) Clear targets and indicators are agreed 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 on-going relevance of the activity in relation to the UICC mission is made.

5.2 The purpose of 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 strategies and programmes are achieving the outcomes required.

5.3 Strategies will be modified or dropped as circumstances change or results show that they are not achieving their original objectives.

5.4 The UICC has a Project Management Framework which details the way in which the Board oversees the sanctioning, on-going 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 and programmes. (For example; the NCD Alliance, WHO, IARC, IAEA and the McCabe Law Centre for Cancer with Cancer Council Victoria).

5.6 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.

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

Fundraising campaigns

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

5.9 The CEO will build and execute a fundraising campaign to support the financial ambitions of the organisation.

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

Ethics and conflict of interest

5.11 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
   b) Particular, how it treats its stakeholders with respect, professionalism and dignity.
   c) Protection of reputation – managing the reputation of UICC, public relations and networking, acting as ambassadors for UICC and building an appropriate relationship with stakeholders.
   d) 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.
   e) Providing reporting and feedback – ensuring that UICC reports to its stakeholders honestly and openly, and establishing channels that will enable direct communication, particularly with clients and major funders.
5.12 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;

5.13 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.

5.14 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 inflict issue which could compromise the respected position UICC holds in the global health community.

Conflict of interest and individual Board Members

5.15 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.

5.16 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.

5.17 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 the NGO. 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 the other group.

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.

5.18 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.

5.19 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 on-going 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 (and their financial contributions) is included in the UICC Annual Report.
Section 6: Staffing

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. Minimum 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) Succession planning for the CEO.

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

6.4 The Remuneration Committee reviews and recommends to the Board the annual rating of the CEO performance and any adjustments to his/her compensation. The Board considers an annual performance appraisal of the CEO against agreed criteria from the Remuneration 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 (The UICC Staff Manual) that are regularly reviewed and updated – these cover recruitment, remuneration, performance appraisal and standard work rules for all staff.
   b) Ensuring that all staff have access to these policies and procedures, and are fully briefed on them when joining UICC.
   c) All staff have an up-to-date job descriptions, including required qualifications, duties, reporting relationships and performance measures.
   d) Ensuring that all staff have performance appraisals which identify areas for performance improvement or training and development – this is conducted annually and documented at for each staff member.
   e) 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.
   f) All recruitment includes full checks on the suitability of the preferred candidate – including verification of qualifications and any relevant past experience.
   g) 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.
h) Appropriate training policy and plan exist to ensure UICC benefits from up-to-date skills and the staff are appropriately professionally developed.

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

j) 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. The time requirements of the UICC President tend to be greater than any other member of the Board, albeit both the Immediate Past President and the President Elect will carry out functions for the President as agreed.

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

Board Member appointment

7.3 It is the Nominating Committee of UICC which manages the process of Board appointment ensuring that UICC Full Members are provided a list of suitably qualified delegates for them to consider at each bi-annual UICC General Assembly.

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

7.5 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 needed to fulfil its role of strategic guidance and oversight.

7.6 As part of the nominations process for potential Board members, it is necessary for the Board and the UICC staff to clarify what will be expected of them.

7.7 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.

7.8 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.

7.9 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 6 continuous years.

7.10 After a period of two further years, an ex Board member may seek re-nomination.

7.11 UICC Board members will not:
   a) Make use of their Board member position for personal gain;
   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.

Other Board attendees

7.12 Subject to agreement by the Board, other individuals can attend the Board meetings. The policy for Board attendance is shown in Appendix C.
Meetings and record keeping

7.13 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 2 or 3 Board meetings.

7.14 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) A set of conference calls with the CEO prior to the Board meetings to cover the agenda and any other items not covered in the Agenda;
   d) Minutes recording decisions made are kept and endorsed by the Board at its subsequent meeting.

7.15 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.

7.16 All committees established by the Board have a Board defined and endorsed role, clear membership, rules of procedure and, where relevant, formally delegated authority from the Board.

Urgent operational issues between Board meetings

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

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

7.19 On occasion, it may be necessary for the President to canvass the views of 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 team’s support to the Board

7.20 The UICC team supports the Board in its corporate governance. This includes:
   a) Ensuring concise, well written papers are provided to Board members well in advance of meetings;
   b) Verbal briefings before and during meetings are concise, precise and include all relevant facts to aid Board’s deliberations and decisions;
   c) Critical issues are given sufficient priority and are drawn to the attention of the Board and/or the President in a timely manner;
   d) Financial and other accountability information, such as performance reporting, is provided to the Board regularly and in a comprehensible form.
   e) An annual risk analysis is performed by the UICC team and provided to the Board for noting.

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;
   • Prepared to make the commitment of time and effort required to properly fulfil 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
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 permitted to 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 more than just adherence to the UICC’s mission. As part of the management of the Board and meeting the tests of good governance, Board members also commit themselves to:

- Adequate time to attend meetings, review Board papers and participate in Board sponsored events;
- Understand and commit to the Purpose and mission of the UICC;
- Work collectively with fellow Board members to provide effective leadership to UICC management and staff, and ensure accountability to its stakeholders;
- Accept their responsibilities and act in the best interests of the Board, UICC and its members.

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 in-camera at Board meetings) facilitated by the President. The ambition is to define improvements.

9.2 Every other year, and at the end of a Presidential term, the Board will arrange an independent process to evaluate the way in which it has operated in the previous two years.

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 If members of the Board consider that the President is not operating in accordance with the mandate set out in the Presidents’ Responsibility Matrix and/or he or she is acting in a way which undermines the effectiveness or reputation of the UICC, then a extraordinary meeting of the Board can be called and will be co-chaired by the Immediate Past President and the President elect to seek a way forward which resolves the issues raised.

9.5 Should the President at any point be unable to fulfil their role (eg through illness), then the Immediate Past President and President Elect will agree how the role of the President will be fulfilled in the immediate future.

9.6 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 Members’ performance

9.7 The President of the Board is responsible to ensure that individual Board members 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.
9.8 If a Board member fails to fulfil the obligations of the role of member of the Board (e.g. 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.

9.9 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.
Appendix A: UICC Board Committees

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

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

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 (taking advice from his/her colleagues) on what the Committee:

d) Can approve by itself without noting to the Board
e) Refer to the Board for noting
f) Refer to the Board for approval.

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 should be established. The same principles of clarity of purpose, the appointment of a chair and the requirement to report back to the Board apply.

The current Board committees are shown below:

<table>
<thead>
<tr>
<th>Committee</th>
<th>Purpose (taken from the Terms of Reference)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Membership Committee</td>
<td>Advises on member’s recruitment, retention and relationships.</td>
</tr>
<tr>
<td>Governance Committee</td>
<td>Reviews and defines ongoing improvements in UICC’s governance.</td>
</tr>
<tr>
<td>Finance Committee</td>
<td>Ensures financial governance of UICC.</td>
</tr>
<tr>
<td>Remuneration Committee</td>
<td>Reviews CEO’s performance/compensation and general staff issues.</td>
</tr>
<tr>
<td>Policies Committee</td>
<td>Establishes key policies/procedures for UICC’s operations and activities.</td>
</tr>
<tr>
<td>Position Statements Committee</td>
<td>Reviews and develops publically presented position statements.</td>
</tr>
<tr>
<td>Nomination Committee</td>
<td>Responsible for selection of candidates for election to the Board as per a defined nomination process.</td>
</tr>
<tr>
<td>Congress and Summit Task Force</td>
<td>Defines format and content of WCC and WCLS.</td>
</tr>
</tbody>
</table>
### Appendix B: Responsibility Matrix for President, President Elect and Immediate Past President

<table>
<thead>
<tr>
<th></th>
<th>President Elect</th>
<th>President</th>
<th>Past President</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Constitutional Roles and Responsibilities</strong></td>
<td>Leads organisation at the highest level.</td>
<td>Leads organisation at the highest level.</td>
<td>Leads organisation at the highest level.</td>
</tr>
<tr>
<td></td>
<td>Leads Board and organisational governance.</td>
<td>Leads Board and organisational governance.</td>
<td>Leads Board and organisational governance.</td>
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<tr>
<td></td>
<td>Leads Presidential Team.</td>
<td>Leads Presidential Team.</td>
<td>Leads Presidential Team.</td>
</tr>
<tr>
<td></td>
<td>Responsible for the smooth running of the Board of Directors.</td>
<td>Responsible for the smooth running of the Board of Directors.</td>
<td>Responsible for the smooth running of the Board of Directors.</td>
</tr>
<tr>
<td></td>
<td>Responsible for the Nominating Committee Processes.</td>
<td>Responsible for the Nominating Committee Processes.</td>
<td>Responsible for the Nominating Committee Processes.</td>
</tr>
<tr>
<td></td>
<td>Chairs General Assembly.</td>
<td>Chairs General Assembly.</td>
<td>Chairs General Assembly.</td>
</tr>
<tr>
<td><strong>Governance Framework Roles and Responsibilities</strong></td>
<td>Uses role term to become very familiar will all key organisational functions.</td>
<td>Uses role term to become very familiar will all key organisational functions.</td>
<td>Uses role term to become very familiar will all key organisational functions.</td>
</tr>
<tr>
<td></td>
<td>Contributes to the critical assessment of current Board processes.</td>
<td>Contributes to the critical assessment of current Board processes.</td>
<td>Contributes to the critical assessment of current Board processes.</td>
</tr>
<tr>
<td></td>
<td>During second year of Board term assumes roles of President in case of absence or when President has conflict of interest.</td>
<td>During second year of Board term assumes roles of President in case of absence or when President has conflict of interest.</td>
<td>During second year of Board term assumes roles of President in case of absence or when President has conflict of interest.</td>
</tr>
<tr>
<td></td>
<td>Sets dates, business schedule and agenda for Board meetings.</td>
<td>Sets dates, business schedule and agenda for Board meetings.</td>
<td>Sets dates, business schedule and agenda for Board meetings.</td>
</tr>
<tr>
<td></td>
<td>Proposes membership of committees and ensures their effective functioning.</td>
<td>Proposes membership of committees and ensures their effective functioning.</td>
<td>Proposes membership of committees and ensures their effective functioning.</td>
</tr>
<tr>
<td></td>
<td>Ensures delivery of Board agreed organisational strategy in cooperation with CEO.</td>
<td>Ensures delivery of Board agreed organisational strategy in cooperation with CEO.</td>
<td>Ensures delivery of Board agreed organisational strategy in cooperation with CEO.</td>
</tr>
<tr>
<td></td>
<td>Ensures Board fulfils its obligations to oversight the organisation.</td>
<td>Ensures Board fulfils its obligations to oversight the organisation.</td>
<td>Ensures Board fulfils its obligations to oversight the organisation.</td>
</tr>
<tr>
<td></td>
<td>Principal Board interface, with support of Presidential Team as appropriate, with CEO on all organisational aspects.</td>
<td>Principal Board interface, with support of Presidential Team as appropriate, with CEO on all organisational aspects.</td>
<td>Principal Board interface, with support of Presidential Team as appropriate, with CEO on all organisational aspects.</td>
</tr>
<tr>
<td><strong>Formal Committee Roles</strong></td>
<td>Member of Board.</td>
<td>Member of Board.</td>
<td>Member of Board.</td>
</tr>
<tr>
<td></td>
<td>Member of Finance Committee.</td>
<td>Member of Finance Committee.</td>
<td>Member of Finance Committee.</td>
</tr>
<tr>
<td></td>
<td>Member of Membership Committee.</td>
<td>Member of Membership Committee.</td>
<td>Member of Membership Committee.</td>
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<tr>
<td></td>
<td>Member of Governance Committee.</td>
<td>Member of Governance Committee.</td>
<td>Member of Governance Committee.</td>
</tr>
<tr>
<td></td>
<td>Member of Nominating Committee.</td>
<td>Member of Nominating Committee.</td>
<td>Member of Nominating Committee.</td>
</tr>
<tr>
<td></td>
<td>Chair of Remuneration Committee.</td>
<td>Chair of Remuneration Committee.</td>
<td>Chair of Remuneration Committee.</td>
</tr>
<tr>
<td></td>
<td>Chairs Board meetings.</td>
<td>Chairs Board meetings.</td>
<td>Chairs Board meetings.</td>
</tr>
<tr>
<td></td>
<td>Officio member of all Board committees.</td>
<td>Officio member of all Board committees.</td>
<td>Officio member of all Board committees.</td>
</tr>
<tr>
<td></td>
<td>Chairs Governance Committee</td>
<td>Chairs Governance Committee</td>
<td>Chairs Governance Committee</td>
</tr>
<tr>
<td></td>
<td>Leads World Cancer Congress and Summit task Force with the goal of ensuring consistency across Presidential terms.</td>
<td>Leads World Cancer Congress and Summit task Force with the goal of ensuring consistency across Presidential terms.</td>
<td>Leads World Cancer Congress and Summit task Force with the goal of ensuring consistency across Presidential terms.</td>
</tr>
<tr>
<td><strong>Other Organisational Roles (as agreed with the President)</strong></td>
<td>Member of Board.</td>
<td>By delegation from the President: leads Board nomination process</td>
<td>Member of Board.</td>
</tr>
<tr>
<td></td>
<td>By delegation from the President: leads Board nomination process</td>
<td>By delegation from the President: leads Board nomination process</td>
<td>By delegation from the President: leads Board nomination process</td>
</tr>
<tr>
<td></td>
<td>Chairs the Nominating Committee</td>
<td>Chairs the Nominating Committee</td>
<td>Chairs the Nominating Committee</td>
</tr>
<tr>
<td></td>
<td>Member of the Task Force on Congresses and Summits</td>
<td>Member of the Task Force on Congresses and Summits</td>
<td>Member of the Task Force on Congresses and Summits</td>
</tr>
<tr>
<td>Leads resource generation efforts of Board working with the UICC team. Represents UICC at key events and congresses globally.</td>
<td>Represents organisation at the highest level with key members, strategic partners, and political leadership. Represents UICC at key events and Congresses globally. Represents UICC at the highest level within the NCD Alliance. Develops and delivers 1-2 Presidents Portfolio Projects within the Presidential term.</td>
<td>Orients and supports the President Elect. Ensures induction of new Board, including review of previously agreed Board decisions. Promotes organisational continuity through mentoring of Board members. Leads the Board self-evaluation process. Assists in conflict resolution at the highest organisational level. Represents UICC at key events and congresses globally. Levers personal and organisational connections for the benefit of UICC.</td>
<td></td>
</tr>
</tbody>
</table>
Appendix C: 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.
- A President stays as a member of the Board for a further period between two GAs as the Immediate Past President.
- The full BOD including the President Elect, President and Immediate Past President numbers 17.
- The BOD will meet 3 or 4 times 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 3 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:
  - Business reporting and oversight.
  - Sub-committee reports.
  - Items of a strategic nature requiring BOD consideration.
  - One-off items demanding BOD approval and/or steer.
  - Board education and development sessions.
  - 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.
  - 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, Deputy 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.
  o 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.