

2023-2025 NCDA Board of Directors

Terms of Reference

Updated January 2023

1. Purpose

The NCDA Board of Directors provides governance, leadership and strategic direction for all NCDA activities as per its constitutional mandate (NCDA constitution Article 11.1- 15).

2. Understanding

- Board Members are not remunerated.
- Board Members are required to comply with Board approved Conflict of Interest Guidelines and will disclose annually their professional funding sources and the funding sources of the third parties with which they are affiliated.
- Board discussions aim to lead to decisions by consensus, occasionally by (majority) voting.

3. Responsibilities

Under the guidance of the President:

3.1 In general

The Board

- provides leadership and overall direction;
- sets strategic priorities;
- monitors and adapts as necessary NCDA's mission, vision and strategic plan in accordance with the Constitution;
- reviews existing policies and monitors their implementation;
- if deemed necessary, requests additional policies to be formulated;
- approves new policies and changes to existing ones;
- established Board Committees;
- receives and adopts legal advice to ensure that NCDA's activities comply with appropriate Swiss and international law;
- appoints the NCDA Chief Executive Officer.

3.2 Finance and Operation

The Board

- ensures that adequate financial and human resources are available to carry out the activities of the NCDA;
- approves annual financial budgets;

- adopts annual auditors' reports;
- appoints external auditors;
- manages the assets, business and records of the NCDA.

3.3. Strategic Work Plan

The Board

- approves the multi-year Strategic Plan;
- receives monitors and adopts programme progress reports;

3.4. Membership

The Board

- is actively involved in the recruitment of new member organisations;
- fosters effective relations with members.

4. Individual Board Member Obligations

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

- to actively work on Board Sub-Committees if appointed and having agreed to serve;
- to seek and explore ways to increase NCDA's supporter base, its financial resources and to generally extend NCDA's influence at a local and global level;
- to assist in servicing NCDA members through personal engagement in their region;
- to volunteer to assist the NCDA team in the development and implementation of strategic work plans;
- to introduce the NCDA team to individuals or organisations who may assist in the delivery of NCDA's strategic plans or annual objectives;
- to represent NCDA externally including participation at national, regional or international meetings and events in a way that is consistent with NCDA's stated aims and objectives;
- to take every opportunity to promote NCDA with their own organisations(s) and with others whom they meet in their normal daily activities;
- to seek out best practice and share this information with NCDA.

5. Functions

- The Board meets at least twice a year with additional meetings as necessary. At least one Board meeting will take place in person while others may be held via conference calls;
- Board members are expected to attend all meetings;
- In exceptional circumstances, if Members are unable to attend, they should advise the President and Chief Executive Officer in writing. Apologies will be presented at the start of each meeting;
- NCDA will reimburse economy travel costs for attendants of Board meetings and other required events, if the Board Member's organisation is not covering these costs.

6. Members and Term of Service

- Board members are appointed as defined by the Constitution for a 2-year term;
- Board members may not be elected for more than two consecutive terms, not including a term as President.