



## IADPO Board of Directors *Terms of Reference*

### **Purpose:**

The Board of Directors will provide guidance, expertise and leadership to IADPO within a framework of prudent and effective controls which enables risks to be assessed and managed. The Board is collectively responsible for the long-term success of the organization.

### **Board Duties\*:**

The Board will lead and/or undertake the performance of the following:

1. Formulation of the organization's mission, vision and strategic objectives
2. Provide guidance on financial strategy and risk for the organization
3. Approve the annual budget and operational plan
4. Approve annual financial statements
5. Appoint and evaluate the CEO's performance
6. Ensure IADPO is complying with all legal and regulatory requirements
7. Procuring/selection of external audit services
8. Appoint the Executive Committee of the Board
9. Evaluate the work of the Board of Directors, ensuring continuous renewal of the Board, and plan for the succession and diversity of the Board
10. Approval of Board's Terms of Reference
11. Drafting of Terms of Reference for Board Committees

*\*Staff support will be provided where and when the committee deems appropriate.*

### **Board Authority:**

The Board of Directors has the full authority to make decisions in the best interest of the organization.

### **Board Composition:**

The Board of the International Alliance of Dermatology Patient Organizations shall mean the persons appointed to the Board in-line with the Constitution and Bylaws of the organization, in accordance with the Canada Not-for-Profit Act.

Members shall be appointed following a formal and transparent election set out by the Nominating Committee for the election of new Directors to the Board. In order to foster diversity on the IADPO Board, ***at no time will there be more than two Board Members from any region or from any disease area.***

### **Board Terms:**

The Board Directors are elected by members for a three-year term and may serve up to a maximum of five consecutive terms (assuming they are re-elected following the conclusion of each term).

**Meetings:**

The Board will meet no less than four times per year via video conference and provide input and feedback via email as needed. Minutes of their meetings shall be recorded.