



**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. Formulate 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 that IADPO is complying with all legal and regulatory requirements
7. Procure/select external audit services
8. Appoint the Executive Committee of the Board
9. Evaluate the work of the Board of Directors, ensure continuous renewal of the Board, and plan for the succession and diversity of the Board
10. Approve the Board's Terms of Reference
11. Draft the Terms of Reference for Board Committees
12. Chair and/or sit on Board Committees (Executive, Finance & Risk, Membership, Nominating and Conference)

*\*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 Corporations 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. Please note that Board Directors do not represent only the region or disease of their patient organization, but in fact represent the interests of all member patient organizations around the world.

**Meetings:**

The Board of Directors meets quarterly via video conference with the support of the CEO, Operations Director and Office Manager. Meetings are usually 1.5 hours in length and will vary in timing to accommodate all time zone regions where Board Directors are located. Minutes of these meetings shall be recorded.

We are committed to using the Board's time as efficiently as possible. Board Directors are therefore provided with a Board package which includes the agenda, financial report and supplementary documents two weeks prior to each meeting. This allows the Directors time to familiarize themselves with the content that will be presented and gives them the opportunity to prepare for the discussions that will take place during the meeting.

It will be assumed that Board Directors have read the materials and are prepared to discuss issues of relevance on the agenda. Should a Director wish to add an agenda item, kindly do so in advance of the meeting with the CEO in order to ensure that time in the meeting is allocated to cover all Board relevant topics.

Calendar invitations to Board meetings for the year will be sent to all directors shortly after the Annual General Meeting.

*Updated June 23, 2022*