

WORLD HEART FEDERATION BOARD CHARTER

1. THE BOARD

The Board of the World Heart Federation shall be responsible for governance, the development and implementation of the Policies and Procedures of the Federation and shall have oversight over the funds and property of the Federation.

The Board shall designate the person(s) binding the Federation as to third parties and giving authority to sign individually or jointly on behalf of the Federation.

2. BOARD MEETINGS

The Board shall meet at least once each year.

3. COMPOSITION OF THE BOARD

- 3.1 The Board is comprised of the President, Vice-President, President Elect, Vice-President Elect, Past President, Past Vice-President, Secretary, Treasurer, (note Secretary and Treasurer role to be merged in 2014) Chairperson of the Scientific and Policy Initiatives Committee, Chief Executive Officer (with no voting rights but advisory capacity only), plus four Members, each representing one of the four Continental Societies, and four Members, each representing Foundations in each of the four Continental regions.

In case of a vacancy or extended absence in the Board, the Board may appoint a new member to fill the vacancy for the remaining term of the post vacated. Regarding the appointment of one of the four Continental representatives, the Continental Society or Foundation shall appoint the new member directly.

The Board shall have the power to appoint up to three additional members as it sees fit where it considers they will bring needed expertise. Such appointed members' terms may not exceed four years. The President and Vice-President will serve a total term of office of six years including the "elect" and "past" periods. (Note: this will change to a four-year term for the Vice-President elected in 2012). All other members of the Board except the Chief Executive Officer shall serve a maximum term of four years in any one Board position. Any exception to these limitations of terms of office can only be enacted by the General Assembly.

4. A quorum of the Board shall consist of a majority of members. An absolute majority of the vote of the members shall decide any question unless a different vote is required by law or by the Federation's Statutes.*
5. The Board shall have the power to take binding action in the absence of a meeting provided that a quorum of the members of the Board shall have concurred in writing with such action and provided that notice of the proposed action has been given to all members of the Board at least thirty days in advance.

The Board has the power and authority to delegate issues to sub-committees of the Board and to empower those sub-committees to act on its behalf. At the point a committee is appointed, the framework of that committee's authority should be defined.

For the purposes of this Board Charter the contemporaneous linking together by simultaneous audio or audio and visual means of a number of the members of the Board or any other committee of the Federation, no less than the quorum, shall be deemed to constitute a meeting of the Board or that committee and all the provisions in this constitution as to meetings of the Board and committees shall apply to such meetings by audio or audio visual link so long as the following conditions are met:

- a) All the Board or Committee Members for the time being entitled to receive notice of a meeting shall be entitled to notice of such a meeting and to be linked by such means for the purpose of such meeting. Notice of any such meeting may be given by audio or radio and visual means;
- b) Each of the Board or Committee Members taking part in such a meeting must be able to hear each of the other Board or Committee members taking part at the commencement of the meeting;
- c) At the commencement of the meeting each Board or Committee member must acknowledge his or her presence to all the other Board members taking part;
- d) A Board or Committee Member may not leave the meeting by disconnecting unless he or she has previously obtained the express consent of the Chairperson of the meeting and a Board or Committee member shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting unless he or she has previously obtained the express consent of the Chairperson to leave the meeting as foresaid.

A minute of the proceedings at such a meeting by audio or audio and visual link shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified at a subsequent meeting as a correct minute by those present at the meeting.

(Please note that Sections 1-5 of this Board Charter are from the Federation Statutes).

6. ROLE AND PURPOSE OF THE BOARD

6.1 The Board is the final authority on the operations of the Federation and has complete responsibility for the control and overall management of the affairs, funds and property of the Federation. It oversees corporate strategy, policy and performance, thus helping protect the rights and interests of the Federation, its Members, employees, and other stakeholders.

6.2 Key responsibilities and functions of the Board are as follows:

- (1) In respect of the Federation:
 - (a) Determine the Federation's vision and mission in consultation with Members and ensure that global programs and services are implemented in harmony with that mission;
 - (b) Safeguard the values on which the Federation has been built and ensure the Federation's ethical integrity is maintained;
 - (c) Oversee the Federation's strategic planning process and review, approve and monitor performance against financial and business strategies and objectives, including setting and monitoring performance indicators for the Federation;
 - (d) Govern the operation of the Federation in accordance with the Statutes;
 - (e) Ensure corporate governance policies and procedures are in place to address key business issues;
 - (f) Make and enact informed decisions regarding policies, guidelines and business practices to ensure the efficient operation of the Federation;
 - (g) Ensure that there is an ongoing risk management programme which identifies and assesses the Federation's business risks and ensures systems are in place to mitigate those risks;
 - (h) Ensure policies and processes are in place which protect the integrity of the Federation's internal controls and management information systems and its financial reporting complies with international accounting principles and standards.
- (2) Ensure regular and succinct reporting of management information about the functioning of the WHF office through the Chief Executive Officer.
- (3) The Board sets the annual objectives of the CEO and review his/her performance on a regular basis.

6.3 The Board recognizes its overriding responsibility to act honestly, fairly, diligently and in accordance with the law at all times.

7. COMMITTEES AND WORKING GROUPS

- 7.1 To assist it in fulfilling its various roles, the Board will create committees to consider issues and make decisions and recommendations to the Board within the scope of their respective terms of reference.
- 7.2 The current Board committees are the Executive Committee, the Scientific Policy and Advocacy Committee, the Finance Committee, the Nominating Committee and the World Congress of Cardiology Organizing Committee (Congress Management Committee).
- 7.3 Each Board committee is chaired by a member of the Board or a nominee of the Board and has Terms of Reference setting out its objectives and functions.
- 7.4 In some cases, these Committees will, with the consent of the Board, establish sub-committees or working groups to address particular aspects in greater detail.
- 7.5 Also, from time to time the Board will establish *ad hoc* working groups to consider particular initiatives in more depth and formulate recommendations to the Board and/or to assist in implementing those initiatives. These working groups may be comprised of Board members, staff and other volunteers with particular skills and experience relevant to the initiative in question, drawn from across the Federation. They may, but will not necessarily, be chaired by a Board member.

8. OPERATION OF THE FEDERATION

- 8.1 The Board delegates responsibility for the day-to-day management of the Federation to the Chief Executive Officer, who is responsible for implementing the strategies and policies determined by the Board.
- 8.2 The Chief Executive Officer is required to attend and report at all Board meetings and must refer to the Board matters that are sensitive, extraordinary, or of a strategic nature.
- 8.3 In addition to matters expressly required by law to be approved by the Board, powers specifically reserved for the Board are:
 - (1) Appointment and, if necessary, the suspension or removal of:
 - (a) the Chief Executive Officer,
and determination of their terms and conditions of service, including remuneration;
 - (2) Approval of:
 - (a) the terms of reference; and
 - (b) the appointment of chairpersons and members, of all Board committees and sub-committees;

- (3) Approval of the annual budget for the Federation
- (4) Approval of the appointment and removal of the external auditors of the Federation

9. DISCHARGING BOARD MEMBERS' DUTIES

- 9.1 The Board will at all times represent the interests of the Federation, demonstrate high ethical standards, honesty and integrity, protect the reputation of the Federation and remain accountable for its decisions.
- 9.2 The Board will ensure it is well equipped with skills and expertise to make it a stable and effective governing body.

10. KEY RESPONSIBILITIES OF INDIVIDUAL BOARD MEMBERS

- 10.1 Board members must possess skills and competencies relevant to the Federation's activities sufficient to enable them to make a positive contribution to the affairs of the Federation.
- 10.2 All Board members are expected to:
 - (1) know and appreciate the Federation's vision and mission;
 - (2) understand the statutory and fiduciary responsibilities of their role;
 - (3) understand the Board's collective accountability and the requirement to stand by decisions made by the Board;
 - (4) commit adequate time and cognitive energy to the affairs of the Federation and the Board;
 - (5) prepare for, attend and participate in the discussions and deliberations of Board meetings;
 - (6) serve on committees of the Board, as and when invited;
 - (7) be an active member in programmes of the Federation by using, wherever possible, networks and personal strengths to enhance the work of the Federation;
 - (8) value the goal and mission of the World Heart Federation and recognize the importance of its reputation in all matters, and have a commitment to a spirit of collegiality.
- 10.3 Board members representing each of the four Continental Societies and representing Foundations in each of the four Continental regions shall provide a written report to the Board for each Board meeting on key strategic programmes and activities underway within their region;

they will actively promote the programmes of work of the Federation as per the Strategic Plan and where possible they will actively engage and provide leadership in their Society or region to assist the Federation in achieving its vision and mission.

10.4 In an instance in which a Board member represents more than one position (i.e. regional or SPAC leadership as well as executive roles on the World Heart Federation Board), the Board must appoint an additional person to fill the second role. It is up to the Board to determine how this should be done but could be the Vice-President of the regional organization or another member of the SPAC.

11. KEY RESPONSIBILITIES OF THE PRESIDENT

11.1 The President is the leader of the Board and is responsible for its efficient operation. In a case in which a President is unable to discharge his or her duties, the President Elect will step in and at the same time the Executive Committee will launch a nominating process with all members.

11.2 The President is expected to:

- (1) lead, manage and provide direction to the Board;
- (2) ensure that the Board understands its responsibilities and that the roles of the Board and management are clearly defined and respected;
- (3) ensure the Board represents and protects the interests of all stakeholders;
- (4) conduct Board meetings efficiently and effectively by establishing procedures to govern the Board's work which will ensure a full discharge of its duties;
- (5) ensure that the composition of the Board is optimum in relation to the skill set to serve the best interests of the Federation;
- (6) foster healthy Board dynamics by encouraging a culture where it is acceptable to debate, disagree and question;
- (7) establish a system for evaluating the Board's performance and effectiveness in meeting its responsibilities;
- (8) Establish a system for evaluating the CEO's performance.

12. MEETINGS

12.1 The Board will meet as often as it deems necessary to fulfil its duties and responsibilities. The Board may delegate any of its responsibilities to one or more committees or working groups, each of which will be composed of Board members and appropriate others.

12.2 The Board had adopted procedures and processes to ensure that its proceedings are conducted as effectively and efficiently as possible. These arrangements are kept under review and are modified as necessary.

13. ASSESSMENT OF BOARD PERFORMANCE

- 13.1 The Board will periodically review its performance against its responsibilities and objectives to assess its efficacy and identify areas for improvement.

14. CODE OF CONDUCT

- 14.1 This Board Charter outlines some key principles relating to a code of conduct which will help guide the actions of Board members of the Federation and assist in decision-making and good governance.

- 14.2 Each Board member must adhere to this code in respect of all activities undertaken on behalf of the Federation.

- 14.3 This is not a comprehensive rule book addressing every legal or ethical issue that might arise. Similarly, it does not replace the need for each Board member to demonstrate good judgment in their dealings and to conduct themselves in such a manner which upholds the values and reputation of the Federation.

- 14.4 Board members must adhere to the following:

- (1) A Board member must act honestly, in good faith and in the best interests of the Federation as a whole.
- (2) A Board member has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- (3) A Board member must use the powers of office for a proper purpose, in the best interests of the Federation as a whole.
- (4) A Board member must not take improper advantage of the position of being a Board member.
- (5) A Board member has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
- (6) A Board member should not engage in conduct likely to bring discredit upon the Federation.
- (7) A Board member has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.
- (8) A Board member must see himself or herself as a moral advocate of the Federation, enhancing the dignity and public image of the Federation.
- (9) A Board member must maintain a high standard of integrity in the conduct of his or her personal, business and professional affairs.
- (10) A Board member must not engage in any conduct or activities that are inconsistent with the Federation's best interests or that disrupt or impair the Federation's relationships with any person, member or entity with

which the Federation has or proposes to enter into a business or other relationship.

- (11) The Board member is expected to use World Heart Federation resources in a manner that is economical and fair. This includes costs of travel associated with WHF business.

15. CONFLICTS OF INTEREST

- 15.1 Board members will avoid any situation where the duties we owe to the Federation conflict with our personal interests or duties we owe to others or would give the appearance of same. Board members must declare any conflicts of interest to the Board.
- 15.2 Board members will not become involved in decision-making in relation to matters where a potential conflict of interest exists, even if it has been declared.

16. PRIVACY, CONFIDENTIALITY AND INTELLECTUAL PROPERTY

- 16.1 Board members will keep confidential all confidential and proprietary information disclosed in connection with the work of the Board and maintain this confidentiality even after the association with the Board ceases.
- 16.2 To the extent that confidential information belonging to the Federation is provided in written or electronic form, Board members will keep and store that material securely and destroy it when no longer required for the purposes of the work of the Federation or otherwise for legal reasons.
- 16.3 Board members will respect the intellectual property of the Federation and not use or attempt to use it other than when permitted by the Federation.

17. REVIEW

The Board will review and reassess the coverage and terms of this Charter periodically.

Draft prepared by: Dr. Lyn Roberts and reviewed by Dr. Hans Stam with input from the World Heart Federation CEO and staff.

* N.B. – According to the Swiss law, a quorum is number of persons who must be present for Board decisions to be valid - in our present case we have 15 members (with CEO, without President Elect, who is on leave of absence) - statutes say "a quorum of the Board shall consist of a majority of its members" means that we have 15 members divided by 2 = 7,5 so 8 board members is the majority. Absolute majority is represented by 50% + 1 of the board members "present" and voting yes. In our case it 4 + 1 = 5.