

March 2021 - Terms of Reference for Board of Directors, Danish Cardiovascular Academy.

Terms of Reference for Board of Directors

Danish Cardiovascular Academy

Role of the Board

The role of the Board is to oversee the strategy, activities and leadership of the Danish Cardiovascular Academy providing clear sighted counsel on the strategic direction of and alignment to its Vision, Values and Purpose.

The principal tasks of Board of Directors are to provide constructive guidance to the Chair and the Executive Management Team on Danish Cardiovascular Academy's (DCA) overall strategy and provide feedback and recommendations to the academy's past, present and future activities. The Board examines issues and solutions through different lenses to confirm that decisions made are in the long-term interests of DCA.

The Board must:

- Review and adopt the strategic plans for the Danish Cardiovascular Academy
- Provide feedback and recommendations on past, present and future activities
- Approve annual financial and activity reports to the Novo Nordisk Foundation
- Approve the Grant Committee's strategic Calls for grants
- Allocate DCA-grants based on recommendation from the DCA's Grant Committee
- Oversee the conduct of the Academy's management team, training- and grant committees

Members

The DCA Board of Directors consists of 6 members. The diversity of the Board members must ensure a broad representation on international aspects and a local knowledge of and compliance to the Danish cardiovascular environments, including academia, hospitals, daily life of patients and biotech and life science industry.

Appointed Board members:

- Hans Erik Bøtker (Chairman), prof., Vice-Dean at Faculty of Health, Aarhus University
- International member – TBA (Vice-chairman)
- Karin Conde-Knape, PhD, SVP Global Drug Discovery - Novo Nordisk A/S
- Anne Kaltoft, CEO, The Danish Heart Foundation
- Alicia Lundby, Prof., Molecular Cardiology and Membrane Proteins, Copenhagen University
- Claus Graff, Ass. Prof., Dep. of Health Science and Technology, Aalborg University
- Christian Aalkjær, prof., Executive Managing Director DCA (non-voting member)

The Chair of the Training Committee (Professor Thomas Jespersen) will annually report on the academy's training and educational activities, as well as participate, when requested, in discussions concerning training and educational activities, at the board meeting. The Executive Management Assistant will act as secretary for the Board. In case of sensitive matter concerning the Executive Management Team the Executive Managing Director may be requested to leave the board meeting.

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Appointment:

The Board is appointed for a period of six years. If a Board member resigns before the end of his or her term, a new member will be appointed in accordance with the above-mentioned principles.

Furthermore, the Board must appoint two advisory bodies:

- An International Reviewing Committee with three international experts
- A Young Advisory Committee consisting of three Ph.D.-students and 2 Post Doctoral student.

The International Reviewing Committee will participate once a year in the board meeting to provide input on the governance and activities in DCA. Likewise, the Young Advisory Committee will be invited annually to present ideas to new activities, to comment on suggested and planned activities and to evaluate past events.

Matters delegated by the Board to the Executive Management Team

Subject to the matters reserved for the Board set out above the Board delegates, while maintaining oversight, the following to the Executive Committee:

- Development and implementation of the strategy approved by the Board
- Development, preparation and execution of educational, network and grant activities
- Monitoring and maintaining operating and financial performance against budget
- Prioritization and allocation of resources

Meetings

The DCA Board of Directors will have a minimum of two meetings per year. The Chairman of the Board can mandate additional meetings if needed. The Chairman of the Board will meet on a regular basis with the Executive Management Team and the various bodies of the DCA.

Decision of the Board is made based on simple majority. In the event of a tied vote, the Chairman cast the decisive vote.

The minimum number of voting members who must be present at a properly called meeting in order to conduct business in the name of the group (quorum) is four.

Notice of meetings

Board meeting are announced with a minimum of 4 weeks' notice. The Board meeting agenda and papers in relation to the Board meeting shall be circulated at least five working days prior to the Board meeting.

Minutes of the Board is to be kept and filed by the Board Secretary and Board members will receive a copy of the minutes of the Board.

Salary

The national members of the Board of Directors receive no remuneration, but members' travel expenses are reimbursed.