

## DNDi Board Member Terms of Reference: Private Sector Board member

### 1 ORGANISATION AND PROCEDURES

- The Drugs for Neglected Diseases initiative (DNDi) is an independent, not for profit foundation registered under the Swiss Civil Code, administered by a Board of Directors (the Board).
- The Board exercises ultimate authority over DNDi. It may take decisions on all matters, and is endowed with all the powers, that are not expressly allocated by DNDi's Charter and/or By-laws.
- The Board has a minimum of seven and maximum of fifteen members.
- New Board members are elected by the Board. Board membership terms are four years, with a maximum of three consecutive terms (twelve years total).
- Board members are selected:
  - to represent DNDi's Founding Partners;
  - as experts in their field (including, but not limited to, pharma/biotech research and development and related science, business development, clinical development, public health, fundraising, finance, legal, communications and advocacy); and
  - for their commitment to the public interest; their technical competence, and/or as a renowned/key opinion leadership in their field; and their support for DNDi's purposes.

### 2 DUTIES AND RESPONSIBILITIES OF BOARD MEMBER

- Board members:
  - regularly attend, and actively participate in, Board meetings and related meetings;
  - consider volunteering for and willingly accepting assignments, such as Board sub-committee work, and complete them thoroughly and on time;
  - stay informed about the evolution in the field of global health, prepare themselves well for meetings, and review and comment on minutes and reports.
- Board members perform their duties with due diligence, and safeguard the interests of DNDi in good faith.
- Board members comply with DNDi's policies applicable to their function and activities, including the Conflict of Interest policy, the Fraud and Corruption Prevention policy, etc.
- Board members have a duty of confidentiality.
- Board members serve in an honorary capacity and are reimbursed for reasonable expenses related to their work with DNDi, including travel expenses.

### **3 AMBASSADOR ROLE OF BOARD MEMBER**

- Board members act as ambassadors of DNDi, to strengthen and support DNDi's ability to deliver its mission. Through these activities Board members help amplify DNDi's impact, and enhance the organisation's visibility and reputation, on a global scale.
- Each Board members interprets this ambassador role according to their own capacity. Examples include:
  - sharing a collective responsibility to support DNDi's fundraising efforts, and actively participating in efforts to secure resources. This could include hosting events to introduce potential supporters, participating in donor and partner discussions to enhance credibility and influence, connecting DNDi with pro bono services, and contributing to initiatives that ensure the organisation's sustainability and growth;
  - collaborating in communications and advocacy efforts by leveraging their networks, directly participating in initiatives, and raising public awareness. This could include sharing and co-creating media and social media content, advocating for DNDi at appropriate fora, attending and representing DNDi at key events, whether through formal speaking roles, informal networking, or media engagements, such as interviews; and
  - contributing to staff motivation and knowledge by leading sessions, such as "lecture session" talks, to share insights about their expertise or sector trends.
- The Executive Director supports the Board members' ambassador role by proactively engaging Board members, and providing them with regular updates and tailored talking points on DNDi's key initiatives, achievements, and needs.

### **4 PRIVATE SECTOR BOARD MEMBER**

- The Private Sector Board member integrates their expertise in global business into DNDi's governance processes, particularly in the pharmaceutical sector, to ensure DNDi's board decisions are informed by relevant global market pharmaceutical and scientific ecosystem dynamics, industry best practices, and sustainable business strategies.
- The Private Sector Board member enriches Board discussions with a nuanced understanding of trends, challenges, and opportunities in global business, particularly the pharmaceutical sector, and the evolving economic and geo-political landscapes in the regions where DNDi works. Their expertise informs the Board with their thorough understanding of the technical and regulatory complexities of the pharmaceutical industry, market trends, stakeholder engagement and business development.