

DNDi Board Treasurer Terms of Reference

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 and may take decisions on all matters. It 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 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
 - are chosen 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

- Board members:
 - regularly attend, and actively participate in, Board meetings and related meetings;
 - consider volunteering for and willingly accepting assignments, such as committee work, and complete them thoroughly and on time;
 - stay informed about the evolution in the field of public 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 MEMBERS

- 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.
- As an ambassador of DNDi, Board members:
 - Share a collective responsibility to support DNDi’s fundraising efforts, actively participating in efforts to secure resources. This can 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;
 - collaborate on advocacy and policy efforts by leveraging their networks, directly participating in initiatives, and raising public awareness. This includes sharing and co-creating media and social media content. This aims to expand DNDi’s network of support and deepen its influence by advocating for DNDi at appropriate fora. The Executive Director supports this role by proactively engaging Board members, and providing them with regular updates and tailored talking points on DNDi’s key initiatives, achievements, and needs;
 - represent DNDi and strengthen its mission through strategic external engagement and resource mobilization. This includes attending and representing DNDi at key events, whether through formal speaking roles, informal networking, or media engagements, such as interviews; and
 - contribute to staff motivation and knowledge by leading sessions, such as “brown bag” talks, to share insights about their expertise or sector trends.

4 ROLE OF BOARD TREASURER

- The Board Treasurer performs all duties incident to the office of Treasurer, and other duties as assigned by the Board.
- The Board Treasurer oversees the following responsibilities handled by DNDi’s finance team:
 - keeping custody of all funds, property and securities of DNDi;
 - keeping complete and accurate accounts of receipts and disbursements of DNDi;
 - depositing all monies and other valuable effects of DNDi in its name and credit in such banks or depositories as the Board may designate;
 - whenever required by the Board, rendering a statement of DNDi’s accounts; and
 - exhibiting, at all reasonable times, DNDi’s books and accounts to any Board member.
- The Board Treasurer regularly reports to the Board, including on financial performance, sustainability, audit matters, internal controls, and significant risk or compliance issues requiring the Board’s attention.
- The Board Treasurer is registered in the Registry of Commerce of the Canton of Geneva (along with the Chair and Secretary) as a joint signatory by two for DNDi.

Board Committees

- The Board Treasurer is the chair of the Audit Committee.
- The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of DNDi and its compliance with the legal requirements.
- The Audit Committee's purpose is to oversee the accounting and financial reporting process of the Foundation, the audits of DNDi's financial statements, the appointment, independence, performance and remuneration of the external auditor appointed by the Foundation.
- Detailed duties of the Audit Committee are set out in the Audit Committee terms of reference.
- The Board Treasurer is a member of the Executive Committee. The Executive Committee assists the Board by making propositions on every matter pertaining to science, communication, public representation and general management.

Term

- The Board Treasurer is elected by the Board members from the Board members.
- The Board Treasurer's term is two-years. The Treasurer can be re-elected for a maximum of five additional consecutive terms. The Treasurer's term cannot extend beyond his term as a Board member.