

HCWH Europe Board of Directors: Roles, responsibilities, and the opportunity to transform healthcare in Europe

The Health Care Without Harm (HCWH) Europe Board of Directors (“the Board”) will support the organisation by providing mission-based leadership and strategic governance. While day-to-day operations are managed by the organisation’s Leadership Team, the Board plays an integral role in advancing the organisation’s mission, and the appropriate involvement of the Board is both critical and expected.

Board member responsibilities

Leadership, governance, and oversight

- Serve as a trusted advisor to the organisation’s Leadership Team
- Support the Leadership Team to shape and define the organisation’s long-term strategic goals and direction
- Ensure oversight of the delivery of the organisation’s annual workplan
- Oversee the annual budget, audit reports, and material business decisions, being informed of, and meeting all, legal and fiduciary responsibilities
- Present the annual accounts, workplan and operating budget to the Annual General Meeting of members (AGM) for approval
- Assist the Leadership Team in recruiting other Board members
- Work with the Leadership Team and other board members to ensure Board resolutions are carried out
- Serve on programme advisory groups, committees, or task forces and take on special assignments per individual Board member’s individual talents
- As the organisation’s ambassador, represent the organisation to external stakeholders
- Ensure the organisation’s commitment to a diverse Board of Directors and staff that reflects the constituency served by the organisation
- Follow the organisation’s bylaws, policies, and Board resolutions
- Review agendas and supporting materials prior to Board and committee meetings, and conscientiously participate in Board meetings
- Disclose any potential conflicts before meetings and actual conflicts during meetings
- Maintain confidentiality about all internal matters of the organisation

Fundraising

Board members will consider the organisation a philanthropic priority. So that the organisation can credibly solicit contributions from foundations, government ministries, organisations, and individuals, all Board members are expected to make an annual contribution commensurate with their capacity.

In addition, Board members will, with the support and direction of the Executive Director and Associate Director of Development, participate in fundraising activities as appropriate. This may include pursuing fundraising opportunities, making introductions to relevant contacts, and acting as an ambassador for the organisation and its mission.

Board terms and participation

Board members will serve a two-year term, eligible for re-appointment for a further two-year term. Board meetings will be held quarterly, either virtually or in person.

Qualifications

This is an extraordinary opportunity for individuals that are passionate about the organisation's mission and who have the leadership experience to support the goals, strategy and operations of the organisation.

Basic qualifications for Board appointment:

- Significant leadership (usually at executive level) accomplishments in healthcare, business, government, philanthropy, or the non-profit sector
- A commitment to and understanding of the organisation's beneficiaries
- Well-developed diplomatic skills and a natural affinity for cultivating relationships as well as persuading, convening, facilitating, and building consensus among diverse groups of individuals
- Integrity, credibility, and a passion for improving the lives of the organisation's beneficiaries

Legal responsibilities and liabilities

HCWH Europe is an international non-profit association (AISBL), established under the laws of Belgium and governed by the Belgian Code of Companies and Associations dated 23rd March 2019.

The European anti-money laundering directive requires Member States to collect data on the "Ultimate Beneficial Owners" of companies and legal entities in a centralised UBO register set up for this purpose. All appointed Board members will be registered with the Belgian UBO as Directors of HCWH Europe AISBL.

Legal obligations of Board members as Directors of HCWH Europe AISBL include:

- Managing the accounts in accordance with the applicable accounting principles
- Preparing the annual accounts and budgets
- Convening and holding the AGM
- The timely filing of the annual accounts
- Compliance with statutory formalities
- Deliberating upon measures aimed at ensuring the continuity of the association's economic activity when it appears that serious and concurring circumstances are likely to endanger the organisation's continuity
- Complying with the procedure pertaining to conflict of interests

Board members are not employees of HCWH Europe; consequently, they do not enjoy the same benefits as staff directly employed by HCWH Europe (for example employee pension and insurance schemes). Board members are not remunerated or compensated.

Composition

The Board is appointed by the AGM. Only the General Meeting has the authority to appoint or dismiss members of the Board. The Board must be composed of a minimum of four directors.

Specific roles within the Board are as follows:

Chairperson

- Oversees Board meetings
- Works with the Executive Director and other staff to organise the GMs
- Works in partnership with the Executive Director to ensure Board resolutions are carried out
- Prepares agendas for Board meetings
- Conducts new Board member orientation
- Coordinates the Executive Director's annual performance evaluation in collaboration with the International Managing Director
- Acts as an alternate spokesperson for the Organisation
- Periodically consults with other Board members on their roles and helps assess their performance
- Calls special/ extraordinary meetings if necessary

Vice-chairperson

- Assumes responsibilities of the chair in the absence of the Chairperson

Secretary

- Attends all Board meetings
- Ensures the safety and accuracy of all Board records
- Reviews Board meeting minutes
- Keeps a register of the address and contact information of all Board members
- Provides notice of Board meetings and GMs

Treasurer

- Attends all Board meetings
- Understands financial accounting for non-profit organisations
- Responsible for overseeing the Organisation's financial affairs
- Acts as the financial liaison to the Board, translating financial concepts and information for Board members
- Manages the Board's review of and action related to the Board's financial responsibilities
- Maintains knowledge of the Organisation and personal commitment to its goals and objectives