

Terms of Reference for DDEA Board of Directors (BoD)

The terms of reference for the DDEA Board of Directors (BoD) describes its profile, composition, tasks and responsibilities, meetings, remuneration, and code of conduct.

Profile

The composition of the BoD must include a well-balanced and broad representation of stakeholders, considering gender, age, national geography and sector, to ensure bridge-building with the key stakeholders of DDEA and to ensure that DDEA realises its vision, mission, and overall objectives.

The BoD will be composed as indicated below:

- Chairman of BoD (Allan Flyvbjerg, CEO, Steno Diabetes Center Copenhagen)
- Senior representative from the Danish universities (Lise Wogensen Bach, Vice-Dean, Aarhus University) (appointed for three years)
- Senior representative from the diabetes field and/or the field of other endocrinology (clinic and research) (Kurt Højlund, Head of Research, Steno Diabetes Center Odense) (appointed for two years)
- Senior representative from the field of other endocrinology (clinic and research) (to be decided)
- Early-career researcher from the diabetes and/or the field of other endocrinology (to be decided) (appointed for 2.5 years)
- Representative from the life science industry (to be decided)
- Representative from the Novo Nordisk Foundation (NNF) (to be decided)

Overall, the BoD must include members with competences and expertise within:

- BoD experiences
- Research within diabetes and other endocrine diseases, including basic and metabolic research, translational research, clinical research, and interdisciplinary research
- Clinical expertise within diabetes and other endocrine diseases
- Education and talent development
- Knowledge about competences required by early-career researchers to perform research
- Innovation and entrepreneurship
- Knowledge about competences required by industry
- Public-private partnerships
- Fundraising
- Impact assessment
- NNF-funded initiatives and strategies

A member may have competences and expertise within more than one of the above. It is not a requirement that all members possess all competences listed above.

Composition and appointment

The BoD consists of seven members, who are appointed for a period of five years, except for the two current members of the DDA BoD and the early-career researcher, who will be appointed for a period of two (Kurt Højlund), three (Lise Wogensen Bach) and 2.5 years (early-career researcher), respectively.

NNF will appoint the representative from NNF, while the early-career researcher from the diabetes and/or the field of other endocrinology and the senior representative from the field of other endocrinology will be appointed by the BoD among two candidates in each category proposed by the BoDs of the Society for Young Endocrinologists and the Danish Endocrine Society, respectively. Likewise, the BoD will appoint the representative from the life science industry among two candidates proposed by the BoD of the Danish Association of the Pharmaceutical Industry (Lif).

The BoD will appoint members according to the profile described above, ensuring balance in gender and national geography.

The chair of the BoD is CEO and Professor Allan Flyvbjerg, Steno Diabetes Center Copenhagen.

To ensure both continuity and renewal in the members of the BoD, the two current members of the DDA BoD will be appointed as one of the senior representatives from the diabetes field and/or other endocrinology field (Professor, Chief Physician, and Head of Research Kurt Højlund, Steno Diabetes Center Odense) and the senior representative from the Danish Universities (Vice-Dean Lise Wogensen Bach, Aarhus University). When these two members step down from the BoD (after two and three years, respectively), the DDEA BoD will appoint new members among two candidates in each category proposed by the BoD of the Danish Endocrine Society (the senior representative from the diabetes and/or other endocrinology field) and by the Danish universities (represented by the heads of the PhD schools of the faculties of health and science) (the representative of the Danish universities).

If the Chair of the BoD resigns before the end of his term, NNF will appoint a new chair. If an ordinary BoD member resigns before the end of her or his term and when a BoD member's term ends, a new member will be appointed by the BoD in accordance with the above-mentioned profile and process to ensure the appropriate representation, competences and balance in gender and national geography.

Tasks and responsibilities

The principal tasks of the BoD are to:

- Set the overall strategy of DDEA and update this, as necessary.
- Determine the framework and the specific activities undertaken within DDEA. This includes approving the annual accounts and budgets, the annual programme for education and talent development activities; networking and collaboration activities; and grant activities.
- Make the final decision on grant allocations.
- Ensure that the strategy is implemented and assess the success criteria, key performance indicators and other evaluation factors annually to decide whether the strategy for future activities needs updating. This assessment will be performed in parallel with the preparation of the annual report, which is drafted by the Secretariat for the BoD's approval.
- Perform an annual self-evaluation of the BoD and DDEA, and further evaluate the cooperation between the BoD and the Secretariat.
- Be responsible for public communications regarding the DDEA's corporate interests, policies, and strategies (Chair on behalf of BoD).
- Be responsible for direct communications with NNF, including requests to make strategic changes to the DDEA strategy, plans, or budget (Chair on behalf of BoD).
- Appoint members of the DDEA governing bodies upon nomination from the entire diabetes and endocrine research community and key stakeholders.
- Hire and fire the Managing Director of the Secretariat.

The BoD will receive feedback and recommendations on the strategy and activities from the DDEA governing bodies to help determine the strategy and specific activities.

Meetings

The BoD will meet four times a year for ordinary BoD meetings.

The BoD will meet annually with the DDEA's governing bodies and/or the chair of the bodies (as outlined in the terms of reference of the individual DDEA governing bodies).

The Chair of BoD will meet twice a year with NNF.

The Chair of BoD chair will meet regularly with the Managing Director.

Remuneration

The BoD members receive no remuneration, but members' travel expenses are reimbursed.

Code of conduct

In the event of a disagreement within the BoD, a decision is made based on simple majority. In the event of a tie, the Chair of the BoD has the deciding vote.

The BoD members cannot receive any kind of funding from DDEA.

The BoD will formulate codes of conduct and rules of procedure on, e.g. conflicts of interest of BoD members or collaboration with industry, as needed.

In general, the rules for conflicts of interest for the BoD members are based on the general rules of the Danish Public Administration Act. The general rule is that, if a BoD member has a conflict of interest in respect of a specific case, that member may not take a decision, participate in the decision, or otherwise contribute to the consideration of the case in question. The person concerned shall leave the meeting premises while the case is under consideration, and must not offer any advice on the case to those who are to take part in the consideration of the case or in part thereof.