

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 competences, 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 consists of seven members, including a Chair and a Vice-Chair.

The BoD will be composed as indicated below:

- Chair of BoD (Troels Krarup Hansen, CEO, Steno Diabetes Center Aarhus)
- 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) (Martin Blomberg Jensen, Head of Research, Herlev Hospital) (*replacing Kurt Højlund, Head of Research, Steno Diabetes Center Odense, as per 1 January 2025*)
- Senior representative from the field of other endocrinology (clinic and research) (Jakob Dal, Associate Professor, Aalborg University, and Senior Registrar, Aalborg University Hospital)
- Early-career researcher from the diabetes and/or the field of other endocrinology (Julie Abildgaard, Resident, Capital Region of Denmark, and Postdoc, Rigshospitalet) (appointed for 2.5 years)
- Representative from the life science industry (Anders Hoff, Political Chief Research and Innovation, Danish Association of the Pharmaceutical Industry)
- Representative from the Novo Nordisk Foundation (NNF) (Marie-Louise Hartoft-Nielsen, Clinical Director, NNF)

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

NNF will appoint the Chair of the BoD and the representative from NNF. Further, the composition of the BoD is conditional on the NNF's approval.

The Vice-Chair is appointed by the BoD among its members.

The BoD will appoint ordinary BoD members according to the profile described above.

All BoD members, including the Chair and the Vice-Chair, are appointed for a period of up to five years (2023-2027), except for the two previous members of the DDA BoD (Kurt Højlund and Lise Wogensen Bach) 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.

When the two previous members of the DDA BoD step down from the BoD, 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).

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).

If the Chair of the BoD resigns before the end of his term, NNF will appoint a new chair. Until a new Chair is appointed, the Vice-Chair will serve as the acting Chair. Likewise, in the event of the Chair's absence or inability to perform their duties, the Vice-Chair shall also serve as the acting Chair until the Chair's return.

If the Vice-Chair or an ordinary BoD member resigns before the end of their term and when a BoD member's term ends, a new Vice-Chair or a new member will be appointed in accordance with the above-mentioned profile and process.

Tasks and responsibilities

The primary responsibility of the BoD Chair is to provide leadership to the BoD, ensuring its effective functioning, and overseeing the BoD's role in governance and strategy. The BoD Chair's principal tasks include meeting management in coordination with the DDEA Secretariat, chair BoD meetings, ensure BoD governance and compliance, liaise with the Managing Director of the DDEA Secretariat, BoD development, external representation, potential conflict resolution, and crisis leadership.

The primary role of the Vice-Chair is to act as a substitute for the BoD Chair, as described above. In such circumstances, the Vice-Chair assumes all responsibilities, decision-making authority, and leadership tasks typically carried out by the Chair, ensuring continuity in the BoD's governance and operations.

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 or from *ad hoc* Board Committees to help determine the strategy and specific activities.

Meetings

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

The BoD, or the BoD Chair on behalf of 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 once a year with NNF.

The Chair of BoD 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.

All members of the BoD, including the Chair and the Vice-Chair, are required to maintain strict confidentiality of all sensitive information acquired during their tenure, and this obligation continues even after they have stepped down from the BoD.

The Terms of Reference have been updated in October 2024 by the BoD and are valid as per 20 November 2024.