

# Board Profile HealthNet TPO



**HEALTHNET TPO**

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## Introduction and rationale:

From time-to-time questions (have) come up about expectations from board, board members and director, responsibilities, ways of engaging with each other, ways-of-working, board committees and others.

This is the “Board Profile” with general subjects and descriptions of capabilities for the members of the HNTPO board. This document is for the objective of achieving increased clarity and common understanding within the board and management.

This board profile is guided by the HealthNet TPO Memorandum of Articles of Association (“Statutes”), By-laws (“Bestuur- directive reglement”), the relevant laws and regulations and general principles of good governance.

### 1. General

1.1. The board is guided in the coming years by the 2019-2023 Strategy Plan:

- The key focus is on the implementation of health & well-being programmes in fragile countries, which include mental health and psycho-social services.
- The organization is positioned as having unique and specialist expertise in the domain of Mental Health in fragile countries by way of an extensive track-record, ongoing research in Mental Health as well as continuous improvement of the efficacy of programmes through monitoring, evaluation and learning activities, advocacy, lobbying, speaking engagements. The visibility of the organization and its programmes & activities needs to be improved.
- A re-activation of networking with all key stakeholders and the establishment of collaborative alliances.
- Strengthening of the organization: financial viability and operational efficiency.

1.2. The board ensures governance at a high standard, compliance with the statutes, relevant laws and regulations, i.e. CBF-Erkenning Goededoelen organisaties, de SBF-Code Goed Bestuur en de Partos Gedragscode.

1.3. The legal structure is a “Stichting” as per Dutch law. The “Stichting” has branch organizations in AF, SS, BU, which are each certified to operate in these countries.

1.4. The organization has a board and director, supported by a management team. The board is assisted by the Audit & Risk Committee, Remuneration Committee and Ethics Committee.

1.5. The board will decide on ad hoc committees as and when needed for the following matters:

- Succession planning and selection Director
- Selection and on-boarding of new board members
- Performance evaluation of board and board members

1.6. The director reports to the board regarding the mandated responsibilities. Management of the organization is based on the prevailing strategic plan, multi-annual and annual plans, budgets, agreed processes, procurement agreements, incidental board instructions, all in compliance with the relevant laws and regulations. The board evaluates management performance based on quarterly management accounts, annual reports and statements and auditor reports. The director informs the board of any relevant information in a timely manner.

1.7. In October 2016, after a presentation on governance models by Kennedy van der Laan, the board decided to retain the existing governance model. The statutes and "Bestuur- directie reglement" were updated on the 18<sup>th</sup> of October 2019.

## 2. Responsibilities

2.1. As per article 4 of the "Bestuurs-directie reglement", the board is responsible for governing the "Stichting". Therefore, the board's key responsibilities are:

- the recruitment, supervision, retention, evaluation and compensation of the director;
- ensuring compliance with relevant laws and regulations;
- safe-guarding the mission and identity of the organization;
- determine the strategy, multi-annual, annual plans and annual budgets;
- monitoring risk management and control systems;
- appointment auditor;
- make decisions regarding significant changes in the organization, legal structure, terms of employment, volunteer policies and housing; decisions on loans and providing of collaterals and acquisitions & divestments of registered assets.
- The board needs to be visible and accessible to the organization.

2.2. In order to have and retain a good understanding and insight, the board ensures that it is kept adequately informed of internal and external developments.

2.3. The board manages its own affairs. Thus, it ensures that it acquits itself from all responsibilities in a satisfactory manner, responds adequately to unplanned developments and also ensures its own good performance. Therefore, the board is capable of providing external and internal insight in its own functioning and the functioning of its individual members, through a performance evaluation.

2.4. The expectation is that all board members, individually and as a team, allocate sufficient time and attention to acquit themselves of their responsibilities, as outlined in the statutes, "bestuurs-directie reglement" and this document to the expected standard and principles of good governance.

## 3. Required competencies

3.1. General

<sup>311</sup> The profile and character of the "Stichting", the role of governing and corresponding responsibilities mean that the "Stichting" places high demands on its individual board members. All board members are expected to subscribe to the mission and identity of the "Stichting" and have the necessary affinity with the purpose of the "Stichting" in general.

<sup>312</sup> The members of the board are required, together and individually, to fulfil the aforementioned tasks. In addition, it is expected from all board members, together and individually, that they possess relevant general competencies, adhere to the rules of engagement, meet the required profile as set out for the specific board position, continue

to keep abreast with developments in the sector (global aid, fragile countries, health & well-being).

313 The board functions, internally and externally, as a collegiate body. The members of the board are required to collaborate, with their colleagues in the board and with the director and shall complement each other. This means that personal characteristics (for instance age, gender, social and cultural background), functional characteristics and social networks are as diverse as possible within the context of purpose and identity of the organization. The composition of the board shall be as such that a variety of expertise is represented.

314 General competencies of every board member are:

- Experience with governance processes, a supervisory role, management and/or leading in a complex and/or political environment;
- Possess such a level of thinking and operating and/or experience, that strategic-content input can be provided;
- Ability to work results and solution oriented;
- Affinity with the issue of health & well-being of people in fragile countries;
- Ability to take into account the interest of staff and other stakeholders;
- Willingness and ability to allocate sufficient time to the purpose of the organization;
- Willingness to achieve, together, the best results & value for the organization and its purpose;
- Willingness and ability to function in such way as to achieve a good balance in the board.

315 The board, as an entity, strives to ensure that knowledge in the functional areas of: financial-economic, governance, legal, public-health programs & research, marketing & communication, HRM, (field) operations, quality assurance of programmes in the context of an international aid organization.

316 Preferably, the areas mentioned in clause 3.1.5. are spread over various internal portfolios. The board can allocate the various portfolios amongst the members, depending on knowledge and experience. Members of the board can have a number of portfolios.

## 3.2. Chair

3.2.1. **The chair of the board** is required:

- To have solid knowledge of the organization of the “Stichting”;
- To have the ability to fulfil the role of chair of the board with (natural) authority;
- To have the personality and background to fulfil a leading role in the decision-making of the board;
- To have insight and oversight regarding to the role & responsibilities of the board and director;

- To have the ability to formulate, implement, execute and guard the goals and expectations of the board;
- To lead the provision of information, decision-making and board meetings;
- To possess communication abilities, whereby she/he is able to stimulate, to be decisive and correctional;
- To be able to represent the board internally and externally in an appropriate way, in which context she/he is required to have such characteristics and appearance to allow her/him to represent the organization externally;
- To ensure the implementation of all decisions, the performance of all board members in line with their role & responsibilities and the performance of the board as a whole;
- To be able to create a functional relationship with all board members;
- To have an innate sense of board relationships;
- To have an innate sense of identifying opportunities and risk management.

#### 3.2.2. Specific tasks for the chair of the board:

- To represent the “Stichting” on behalf of the board and in case of a conflict of interest;
- To guard and promote the functioning of the board;
- Lead the board meetings;
- Be the first point of contact of the board for the statutory director and other relevant parties;
- To manage board processes and safeguard the corresponding provision of information;
- To facilitate good decision-making, ensure execution of decisions and ensure these are in compliance with prevailing statutes and regulations;
- To safe-guard the rules of governance: every 2 years she/he will check the accuracy & relevance of the statutes, “bestuur-directie reglement”, Audit & Risk Committee, Remuneration Committee and Ethics Committee charters and, if needed, proposes improvements or changes;
- To check whether the board exercises its statutory responsibilities properly and necessary;
- To guard the tasks of the board, to retain oversight of these tasks and ensures that these are provided for, planned, executed and evaluated;
- To watch over the accountability of the board and to ensure that this is organized.

#### 3.3. Other board positions

- 3.3.1. **Portfolio Financial & Secretarial.** The board member with the portfolio of Financial-Secretarial is expected to have knowledge, insight and interest in the financial organization and continuity, as well as secretarial matters. She/he chairs the Audit & Risk Committee.
- 3.3.2. **Portfolio Programme Management & Field.** The board member with the portfolio of Programme Management in the Field is expected to have solid knowledge, insight and interest in the international aid sector and the quality & implementation of programmes in the field as well as Security & Safety matters related to the mission of the organization. She/he is member of the Audit & Risk Committee and is an active member of the international aid sector network, representing the board and organization in these networks.
- 3.3.3. **Portfolio Public Health & Research.** The board member with the portfolio of Public Health & Research is expected to have knowledge, insight and interest in the physical and mental health aid sector, research and programmes in the field. He/she is an active member of the international aid sector network in the domain of public health and represents the board and organization if and when needed in relevant forums. He/she provides input related to content, priorities and (quality) performance of the Mental Health Research function.
- 3.3.4. **Portfolio Human Resource Management.** The board member with the portfolio of HRM is expected to have knowledge, insight, and interest in HRM related matters and senior leadership/management/board/governance matters. He/she leads the Board selection & recruitment, performance evaluation and development and director selection & recruitment, performance evaluation and development. He/she chairs the Remuneration Committee and Ethics Committee.
- 3.3.5. The other areas listed in clause 3.1.5. are allocated to various board members and ad hoc committees, to ensure that as a whole, the board has sufficient capabilities to cover all key functions of the organization.

**4. This board profile is public information.**

**5. This board profile is approved by the board on the 11 of February 2020.**

**References:**

- Audit & Risk Committee charter, 8 February 2017 version
- Remuneration Committee charter, 17 December 2019 version
- ToR Ethics Committee, December 2019 version