

Duties and responsibilities of the Board and Members of the Board of the European Heart Network (EHN)

General rules:

- EHN is administered by a Board comprising, at least three (3) with a maximum of eight (8) members. Board members must be Executive Directors or equivalent of the EHN member organisations they represent.
- The Board has the most extended powers of policy, management and administration of the EHN. The Board appoints and advises the Director, it agrees a scheme of delegation of authority from the Board to the Director.
- The Board has three special positions: President, Vice President and Treasurer.
- The President of the Board is elected directly by the General Assembly.
- The Board appoints a Vice President and a Treasurer who shall be Board members. The Vice President and the Treasurer are appointed for a period of two (2) years. This period may be extended once for a period of two (2) years.
- The Board must establish expert groups to assist the EHN in developing evidence-based position papers, and working groups. There must be at least one working group, whose remit is to plan the programme for the Annual Workshop.
- Board members are elected for a period of three (3) years renewable without limitation. They can be removed from office by the General Assembly at any time.
- Board members can substitute themselves at meetings of the Board by an individual from their organisations. The names of the substitutes must be communicated to the Board by the time the members take office. Substitution should be exceptional.
- Board members are free to resign at any time and must resign if leaving the EHN member organisation that they represent.
- The Board can replace a Board seat that falls vacant in the course of a financial year by co-optation. The Board shall seek to co-opt an individual from the

member organisation represented by the outgoing Board member. The co-opted member will serve until the next General Assembly.

Board Meeting Procedures:

- The Board meets at least three (3) times a year.
- The Board meets on special convocation of the President or the Director. Such convocations are sent by e-mail, letter or fax. All Board members must be convened in the same way. The draft agenda is circulated at least three (3) weeks in advance of meetings to all members. A final agenda is forwarded one (1) week before the meeting.
- Each member has one vote. Decisions of the Board are taken by a simple majority of the Board members, present or represented. The President shall have a second and casting vote on any issue put to the vote by the Board and which is not decided on the first vote.
- The Board cannot take any legally binding decisions unless at least half of its members are present or represented. If after calling a second meeting, to be held not earlier than two weeks and not later than four weeks after the first meeting, which is again attended by less than the required number of members, then those members present or represented can make legally binding decisions. When calling the new meeting, it must be stated that a decision can be taken irrespective of the number of members present at the meeting and why this is so. Absent members are immediately informed about any decisions taken under these circumstances.
- The President can invite other people to attend a meeting of the Board. If one or more members of the Board object to the presence of these people, the Board takes precedence.
- The Director will prepare the Minutes which will be circulated to the Board members within three (3) weeks. After agreement, the Minutes will be circulated to all members of the EHN.
- If necessary, the Board may also hold virtual meetings and reach decisions using telecommunication technologies, e.g. telephone and e-mails. Telephone or email/internet conferences can be called with short notice by the President or the Director by e-mail. The Director will prepare the Minutes which will be circulated as fast as possible as and no later than two (2) weeks after the meeting. In case of virtual meetings, no decision can be implemented prior to adoption of the Minutes of the decisions by at least half of all Board members present or represented.

Duties of Board Members include:

- Act in the general interest of the EHN, taking into account the interests of all parties involved with the association, including observing the principles for composition of the Board. Members of the Board adhere to the Code of Conduct annexed to this document.
- Participate actively in strategic planning of the EHN and review any matters brought to his/her attention, including policy developments and financial matters, as well as specific actions necessary to implement the EHN strategic plan.
- Attend the EHN Board meetings, held minimum three but often four times per year (at least one is always held at the EHN Brussels office and one is in connection with the Annual Workshop). A Board member must cover his/her own travel and accommodation costs when attending EHN Board meetings. This does not apply to Board members from EHN member organisations which are category III minimum membership contributors who can be reimbursed for cost upon request.
- Prepare for the Board meetings. Supporting documentation is sent out approximately a week before the EHN Board meetings.
- Ensure that the recording of the proceeding of the EHN Board meetings are correct (minutes are sent out no later than three weeks after Board meetings)
- Contribute to the preparation of the EHN Annual Workshop and Annual General Assembly.
- Represent EHN at meetings upon request.
- If a member of the Board is frequently absent, he/she is approached by the President for an explanation.

Assessment of Board performance

- The Board will periodically review its performance against its responsibilities and objectives to assess its efficacy and identify areas for improvement

Conflict of interests:

- The Board avoids any form and appearance of conflict of interests with EHN.
- A member of the Board immediately reports any conflict of interests (or potential one) that has material significance for the EHN and/or for the member of the Board to the President.

- A member of the Board will not become involved in decision-making in relation to matters where a potential conflict of interest exists, even if it has been reported.
- If the President has any conflict of interests (or potential one), he/she reports this immediately to the Vice President of the Board. The President provides the Vice President with all relevant information. The Board decides in the absence of that member whether a conflict of interest is involved.

Privacy, confidentiality and intellectual property

- Board members will keep confidential all confidential and proprietary information disclosed in connection with the work of the Board and maintain this confidentiality even after the association with the Board ceases.
- To the extent that confidential information belonging to the EHN is provided in written or electronic form, Board members will keep and store that material securely and destroy it when no longer required for the purposes of the work of the EHN or otherwise for legal reasons.
- Board members will respect the intellectual property of the EHN and not use or attempt to use it other than when permitted by the EHN.

Review

- The Board will review and assess this document periodically

Annex - Code of Conduct

This Code of Conduct outlines some key principles which will help guide the actions of the members of the Board and assist in decision-making and good governance.

Each Board member must adhere to this code in respect of all activities undertaken on behalf of the EHN.

The Code is not a comprehensive rule book addressing every legal or ethical issue that might arise. Similarly, it does not replace the need for the Board members to demonstrate good judgment in their dealings and to conduct themselves in such a manner which upholds the values and reputation of the EHN.

Board members:

- must act honestly, in good faith and in the best interests of the EHN as a whole.
- have a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- must use the powers of office for a proper purpose, in the best interests of the EHN as a whole.
- must not take improper advantage of the position of being a Board member.
- have an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board.
- should not engage in conduct likely to bring discredit upon the EHN.
- have an obligation, at all times, to comply with the spirit, as well as the letter, of the law, the Statutes and with the principles of this Code.
- must see himself or herself as a moral advocate of the EHN, enhancing the dignity and public image of the Network.
- must maintain a high standard of integrity in the conduct of his or her personal business and professional affairs.
- must not engage in any conduct or activities that are inconsistent with the EHN's best interests or that disrupt or impair EHN's relationships with any person, member or entity with which the Network has or proposes to enter into a business or other relationship.