



# EPHA Terms of Reference

a comprehensive reference for EPHA's activities and interactions

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## Abbreviations

AGA: Annual General Assembly

DG: Director General

EOD: EPHA Official Documents

EPHA: European Public Health Alliance

GA: General Assembly

HR: Human Resources

ToR: Terms of Reference



## Background

These Terms of Reference (ToR) serve as a comprehensive reference for EPHA's activities, such to ensure that everyone within EPHA's ecosystem knows how to interact with each other in an understandable, clear, and transparent manner. It defines modalities of interactions between Board, Management, Staff, Members and Expert Advisors, to secure effective functioning, transparency, and integrity of the relations within EPHA.

The document is based on the existing EPHA official documents (EODs) and the key premises relating to interactions between the actors in the EPHA ecosystem as listed hereunder. The document has been created through an iterative process and joint effort of representatives from each of the EPHA network nodes.

This is a living document which will be updated by the Director General annually in line with the evolution of the organisation. Any changes required will be incorporated in the ToR and referred to the Board for approval. Where required, other related documents will be similarly updated. The Director General will fulfil this responsibility with the assistance of representatives from each of the EPHA network nodes (see list below).

## Objectives

This document therefore aims:

- to consolidate all procedures, rules, and agreements from other EODs in a clear and easily understandable manner in order to promote the effectiveness of interactions within the organisation;
- to thereby provide clarity on the roles and responsibilities, and offer guidance on effective collaboration, to all components of EPHA ecosystem, including the Board, Director General, Management, Staff, Members, and Expert Advisors;
- to allow prompt, transparent, and effective identification, as well as remedial action in case of misconduct, inaction or conflict;
- to address issues that may have not been adequately covered in other EODs.

## Premise

This document builds on the existing governance documents, Statutes and Internal Rules, as approved by EPHA members at the AGAs in 2022 and 2023, as well as on the relevant internal policies developed by EPHA Team and Board. The relevant entries from these documents are listed hereunder in Annex 1.

## Nodes and interactions in EPHA's network

### EPHA General Assembly

The General Assembly (GA) is the governing body of EPHA, which consists of all members, each entitled to a vote at the General Assembly (Art. 9, Statutes). Article 9 further defines the GA's role, including a list of its reserved powers in paragraph 4. Through the GA members discuss and decide on the strategy of EPHA in line with its purpose defined in article 4, paragraph 1 of EPHA's Statutes. In more detail, members vote on key governance, strategic and organisational issues.

The GA elects the Management Board, which governs the organisation (Art 12, Statutes). The EPHA Board President chairs the General Assembly. The Vice-President substitutes in case of absence/incapacity of the President.



All EPHA Nodes listed below make reference to the GA according to the rules set out in the EPHA's Statutes and Internal Rules.

## Management Board

### Role

The General Assembly and the Management Board (previously and hereafter referred to as the Board) are the two governing bodies of EPHA, both chaired by the President.

The Board elected by the General Assembly and representing all the members of EPHA consists of a minimum of three and a maximum of seven members. Members of the Board are elected by the General Assembly according to the procedure outlined in article 7 of the internal rules and according to criteria outlined in the Memorandum of Understanding (Art 12, Statutes).

Without prejudice to the powers of the General Assembly, the Board is vested with the powers of management and administration of EPHA and is authorised to carry out all acts and take all decisions that are necessary or useful for the realisation of the purpose and activities of EPHA. The Board appoints the most senior employee of the Association (whether called Director General or by any other title) to see to the daily management of EPHA, and to enlist the support of members (Art 15, Statutes).

The Board members represent the interest of EPHA and are responsible for overseeing the development of the annual work programme, setting priorities and targets of the organisation, overseeing the financial management, deciding on the admission, suspension and exclusion of EPHA members, and overseeing keeping the work of the Secretariat accountable for carrying out the work as agreed in the workplan.

The Board has an **open-door policy** towards all nodes in EPHA network and commits to share any relevant information with other relevant nodes in the network.

### Relationship with Director General

The Board appoints the most senior employee of the Association (Director General) to see to the daily management of EPHA, and to enlist the support of members (Art 15, Statutes).

To this end, the Board pursues strict collaboration with the Director General (DG).

As part of its responsibilities detailed above, the Board will give special attention towards overseeing activities related to:

- Political sensitivities;
- Ethics and deontology, including conflicts of interest involving all the nodes of the EPHA network;
- Reputation.

All other issues, including technical, organisational, and administrative matters, are managed in synergy with the DG.

Any proposal to change the organisation will be communicated and approved by the Board.

Any initiatives proposed by the Board members will be developed in strict collaboration with the DG.

### Relationship with Management

Any relationships with Management - as defined by any given team structure - will be conducted in close connection and collaboration with the Director General (DG), who will lead the implementation of the action plan in collaboration with the management itself.

Management members are encouraged to communicate with the Board in line with its open-door policy. The Board members will, where necessary, share any information received with the relevant nodes in the EPHA network.



## Relationship with Staff

Any relationships with Staff will be conducted in close connection and agreement with the Director General (DG), who in turn, will lead the implementation of the annual workplan in collaboration with the Management and Staff.

Staff members are encouraged to communicate with the Board members in line with its open-door policy. The Board will share relevant information received with the corresponding nodes in the EPHA network.

## Relationship with Members

Members are encouraged to communicate with the Board members, in line with its open-door policy, on any suggestions they might have or any EPHA related issues which may affect them. The Board members will promptly consider any information received and where required, follow-up with appropriate action.

Any interaction with Members will be conducted in close connection and collaboration with the Director General (DG).

## Relationship with Expert Advisors/Advisory Committees

It falls to the Board to assess the need to involve expert advisors or establish advisory committees.

Expert advisors and advisory committees, in any event, have a purely advisory role to the Board. At most, they can formulate recommendations to the Board. Expert advisors and advisory committees are not entrusted to take any decisions.

The Board determines the role, mandate and term of office of both the expert advisors and the advisory committees.

Expert advisors are in principle not to be invited to Board meetings, however, they may be asked to attend those Board meetings (or parts of Board meetings), where topics relating to their area of expertise are discussed. The involvement of these expert advisors should be limited to the term of office of the Board.

## Evaluation

The evaluation will be carried out by the Annual General Assembly (AGA), which according to Statutory requirements, is held once a year.

## Director General<sup>1</sup>

### Role

The Director General (DG) is the most senior employee responsible for the daily management of EPHA. The DG ensures the delivery of EPHA's strategic and operational objectives, including overseeing staff, managing relationships with the Board, members, and external stakeholders, and implementing EPHA's policies. The DG also acts as the primary interface between the Secretariat and the Board, ensuring alignment with EPHA's mission and goals.

### Relationship with the Board

The DG is appointed by the Board, reports directly to the President, and works in close collaboration with the Board. The DG is responsible for implementing the decisions and strategies set by the Board and ensuring the smooth operation of EPHA's daily activities.

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<sup>1</sup> Interactions for each node were developed by the node itself, lead by a representative, Team Leader. The section Management Board was used as an example



- The DG regularly reports to the Board on operational and strategic matters, including progress on EPHA's work program, financial management, and any significant organisational developments.
- The DG provides recommendations to the Board on matters related to strategy and organisational development and seeks the Board's approval for major decisions.
- The DG and the Board collaborate particularly on politically sensitive issues, ethical concerns, reputational risks, and overall organisational direction. The DG may consult with the Board when these arise and ensure that any Board decisions are implemented promptly and effectively.

### Relationship with Management

The DG leads and manages the EPHA Management team, ensuring the effective implementation of the work program and alignment with EPHA's strategic objectives.

- The DG works closely with Management on policy, administrative, operational, and financial matters, ensuring that the organisation operates efficiently and sustainably.
- The DG plays a key role in performance management, providing direction, support, and guidance to ensure that Management members meet their objectives and contribute to EPHA's overall success.
- The DG fosters open communication and collaboration within Management and encourages input from Management members in areas that affect their work and EPHA's overall functioning.

### Relationship with Staff

The DG is responsible for leading and overseeing EPHA's staff, ensuring that the team is aligned with the organisation's values and objectives.

- The DG promotes a collaborative and inclusive environment where staff feel supported and empowered to contribute to EPHA's mission.
- The DG, in coordination with Management, ensures that staff have the necessary resources, guidance, and professional development opportunities to perform their roles effectively.
- Any issues related to staff performance, conflicts, or organisational matters are addressed by the DG in collaboration with relevant Management, the Value Task Force if the situation requires (see the Staff section below), and feedback is communicated transparently.

### Relationship with Members

The DG maintains close relationships with EPHA members, fostering open communication and collaboration.

- The DG may serve as a point of contact for members, addressing their concerns and suggestions and ensuring their active involvement in EPHA's activities.
- The DG ensures that members are informed of key developments within EPHA and that their feedback is incorporated into organisational decision-making where appropriate.
- The DG encourages member participation in EPHA's strategic planning and ensures that their contributions are valued.





## Relationship with Expert Advisors

The DG is responsible for managing the involvement of expert advisors in EPHA's work.

- The DG ensures that expert advisors are recruited and engaged based on EPHA's strategic needs, ensuring they contribute to EPHA's mission without assuming decision-making responsibilities.
- Expert advisors collaborate with the DG and staff as per their request on specific projects or areas of expertise. The DG ensures that their contributions align with EPHA's objectives and are effectively integrated into ongoing work.
- The DG ensures transparency and manages any potential conflicts of interest that may arise from the involvement of expert advisors, working closely with the Board to mitigate risks.

## Evaluation

The DG undergoes an annual appraisal process that considers the DG's contributions to achieving EPHA's strategic goals, leadership in managing the team, and effectiveness in external relations. This process ensures transparency and aligns the DG's performance with EPHA's broader mission and objectives.

This evaluation includes:

- **Self-Assessment:** The DG completes a self-assessment, reflecting on achievements, challenges, and areas for growth.
- **360-Degree Feedback:** A 360-degree feedback process is conducted, gathering input from staff, peers, and members. The results are shared with the DG (and the EPHA President).
- **Appraisal Meeting:** The DG participates in an appraisal meeting, followed by a meeting with the EPHA President (and other Board members, if necessary) to review performance and discuss feedback.

## Management

### Role

The Management of EPHA on the one hand supports the DG with delivering EPHA's strategic objectives and managing the day-to-day operations that include staff and project management and internal policies, and on the other hand supports and guides Staff members through fostering an environment of collaboration and empowerment and ensuring their well-being. The Management also has an external role ensuring strategic visibility of the organisation.

### Relationship with the Board

In line with its open-door policy, Management members are encouraged to communicate directly with the Board. Such communication and collaboration should as much as possible occur in agreement with the DG, the Board's primary point of contact.

### Relationship with Director General

The DG leads and manages the EPHA Management team, ensuring the effective implementation of the work program and alignment with EPHA's strategic objectives.

- The Management works closely with the DG on policy, administrative, operational, and financial matters, ensuring that the organisation operates efficiently and sustainably.



- The Management receives direction, support, and guidance from the DG to ensure that Management members meet their objectives and contribute to EPHA's overall success.

### Relationship with Staff

The Management has a key role of supporting and guiding Staff members through fostering an environment of collaboration and empowerment and ensuring their well-being. This includes keeping Staff members updated on relevant development as well as line management providing clarity on roles and responsibilities as well as a formal structure for monitoring performance and carrying out mid-year and annual appraisals.

- The Management ensures that Staff members have clarity on the Vision and Mission of the organisation, keep their focus on the priorities and agreed annual objectives, are updated on important developments.
- The Management holds frequent Team and one-to-one meetings to allow for an efficient diffusion of information and to create a space for regular bi-directional/360 degrees feedback. These meetings allow for the Management to inform the DG of significant developments or issues and relay relevant updates from the Board and DG to the Staff.
- The Management provides guidance to Staff members on their work, sharing any feedback, insights, or concerns that could influence decision-making.
- The Management is reachable for Staff members to respond promptly to any issues and address matters effectively and escalate to the DG if necessary. Management is the first point of contact for Staff, whether related to project challenges, resource needs, policy considerations, or other organisational concerns.

### Relationship with Members

The Management maintains close relationships with EPHA members, fostering open communication and collaboration.

- The Management is available to the Members to address their concerns and suggestions and to ensure their active involvement in EPHA's activities.
- The Management holds strategic and Politics & Advocacy Meetings (PAMs) to provide a platform for strategic exchange ensuring that Members are informed of key developments within EPHA. and that their feedback is incorporated into organisational decision-making where appropriate.

### Relationship with Expert Advisors

The Management supports the DG in managing the involvement of expert advisors in EPHA's work. This includes ensuring that expert advisors are recruited and engaged based on EPHA's strategic needs, ensuring they contribute to EPHA's mission without assuming decision-making responsibilities, and addressing Expert Advisors' questions, suggestions and concerns.

### Evaluation

All Management members undergo an annual appraisal process including a self-assessment, 360-degree feedback and an appraisal meeting. While all Staff members, including Senior Managers, are appraised by the DG and Heads, the DG is appraised by the Heads and the EPHA President.

- **Self-Assessment:** The Management members complete a self-assessment, reflecting on achievements, challenges, and areas for growth.



- **360-Degree Feedback:** A 360-degree feedback process is conducted, gathering input from the DG, Heads, Management and Staff members. The results are shared with the DG and Heads and form the basis for the appraisal meeting.
- **Appraisal Meeting:** In the annual appraisal meeting the employee's performance is reviewed and feedback is discussed, based on the 360-degrees feedback.
  - The appraisal meeting of Staff members, including Senior Managers, are held by the DG and Heads.
  - The appraisal meeting of the Heads is held by the DG and the other Head.
  - The appraisal meeting of the DG is held by the Heads, followed by a meeting with the EPHA President (and other Board members, if necessary).

## Staff

### Role

EPHA Staff contribute actively to the organisation's mission, acting as facilitators, coordinators, and advocates for the organisation's mission to improve public health across Europe. Serving as a bridge between EPHA nodes, external partners, and stakeholders, Staff foster an inclusive and productive environment under the leadership of the Board, DG, and Management Team, bringing diverse perspectives to advance shared public health goals.

In 2023, a Value Task Force was established to help the team live its shared values, take care of team cohesion, and support the team in working together in a well-organised, efficient, creative and productive – and fun – manner. The Value Task Force also takes on the role of the “person of confidence” as required by Belgian law. This role, both in their individual and collective capacity, helps to create a safe space in which colleagues feel comfortable to share their concerns in confidence. It includes holding regular team meetings to reflect on EPHA values, including compliance, space for improvement and the development and implementation of procedures in case of violations; identifying needs and areas to improve the team culture, organising training to promote a comfortable working culture accordingly (e.g. team building, training, difficult conversations, etc.) and providing the organisational structure and space for colleagues to develop and flourish according to the team's values.

### Relationship with the Board

All interactions between the Staff and Board are professional, purposeful, and aligned with the organisation's values. The DG remains the primary point of contact and the conduit for most Board-staff communications.

Different types of interactions can ensure that the Board is well-informed and actively engaged without bypassing established communication channels:

- Upon request, Staff members may support the DG and Management in providing the Board with updates on significant policy developments, projects, and other organisational matters that go beyond the scope of the DG's routine reports.
- Staff and Board members may initiate invitations for participation in external engagements. All invitations should be communicated to the DG and Management to ensure alignment with the organisation's strategic priorities and ethical standards, and to facilitate coordination and capacity assessments. These invitations will be reviewed to assess their impact on organisational goals.



- While the DG is typically responsible for organisational matters, staff may reach out directly to the Board in exceptional circumstances, in line with their open-door policy. Such communication should involve the DG unless the issue concerns the DG's conduct, in which case staff can approach the Board directly. The Board is committed to addressing these matters confidentially, prioritising fair resolutions, and upholding the integrity of the organisation's structures.

### Relationship with Director General

The relationship between the staff and the DG is structured to ensure effective communication, mutual support, and alignment with the organisation's objectives.

- Staff share their knowledge and expertise within their specific areas of responsibility, both to inform internal discussions and to support the DG's external engagements, in consistency with the organisation's strategic priorities and messaging.
- The DG promotes a culture where Staff feel encouraged to share ideas and raise concerns. Open communication channels are maintained to foster a collaborative and inclusive environment.
- DG and Staff share a mutual responsibility to communicate significant organisational developments, including updates on emerging opportunities and challenges that could affect the organisation's strategic objectives.
- The DG remains the primary point of contact for escalating issues related to matters requiring intervention. These issues are addressed in collaboration with Management, and the Board when relevant, to ensure transparency and fair resolutions.

### Relationship with Management

The interaction between Staff and Management promotes a collaborative environment where Staff contributions are valued, and Management provides the necessary guidance to achieve the organisation's objectives.

- Staff keep Management updated on the progress of their work, sharing any feedback, insights, or concerns that could influence decision-making. Management informs the DG of significant developments and relay relevant updates from the Board and DG to the staff.
- Staff engage with Management openly, recognising the collaborative nature of the relationship to drive the organisation's success. Management fosters an environment where Staff feel empowered to share opinions, feedback, and strategic insights, ensuring that all voices are heard and considered.
- Staff should approach Management promptly with any issues, trusting them to address matters effectively and escalate to the DG if necessary. Management is the first point of contact for Staff, whether related to project challenges, resource needs, policy considerations, or other organisational concerns.
- Staff share their insights, expertise, and strategic feedback to enhance the organisation's initiatives. Management is key in setting the organisation's strategic goals and collaborating with staff to translate these goals into actionable plans, thereby supporting Staff in their day-to-day work to align with broader objectives.

### Relationship with Members

EPHA Staff and Members collaborate closely and openly to foster knowledge sharing and drive meaningful change in public health policy and practice.



- Staff keep Members informed about EPHA's ongoing work, new opportunities for involvement, and provide guidance and resources to ensure Members can participate effectively and make meaningful contributions to joint initiatives.
- Staff actively support Members by organising meetings and events, encouraging their involvement and contribution to EPHA's initiatives.
- Members regularly engage with Staff on specific projects and policy areas, sharing insights and expertise to advance shared objectives. Members are encouraged to maintain open lines of communication with Staff, seeking advice and providing feedback to ensure that EPHA's work aligns with their interests and priorities.

### Relationship with Expert Advisors

Staff leverages the Expert Advisors' specialised knowledge to ensure that the organisation benefits from high-quality advice and input aligned with its strategic priorities. The interaction between Staff and Expert Advisors is guided by mutual respect, open communication, and a commitment to EPHA's mission.

- Staff engage with Expert Advisors to seek ad-hoc strategic, scientific, and policy advice relevant to ongoing projects and critical areas of work. This is to ensure that EPHA's activities are informed by the latest expertise and best practices, and to identify emerging opportunities for EPHA to explore and expand its engagement.
- When relevant, and in agreement with the DG and/or Management, Staff may invite Expert Advisors to participate in internal discussions, such as policy meetings, the Annual General Assembly, or project-specific deliberations. Staff coordinate the advisors' participation in meetings and events, ensuring alignment with organisational needs and objectives.

### Evaluation

EPHA staff undergo an annual appraisal process to assess their contributions to the organisation's strategic goals, teamwork, and overall performance.

The evaluation process includes:

- **Self-Assessment:** Staff members complete a self-assessment, reflecting on their accomplishments, challenges, and areas for development over the past year.
- **360-Degree Feedback:** A 360-degree feedback process is conducted, collecting input from all colleagues. The results are shared with the staff member, management and the DG.
- **Appraisal Meeting:** Staff participate in an appraisal meeting with management and the DG to review performance, discuss feedback, and set goals for the upcoming year.

### Membership

#### Role

As a members' led network, EPHA members play a critical role in shaping the organisation's direction and ensuring its mission to improve health and reduce health inequalities across Europe. Members provide input on EPHA's policies, strategies, and advocacy efforts, while also actively collaborating with EPHA through engagement in discussions, joint projects, and events. Decision-making in EPHA takes place within the GA as defined on page five, while the participation to the work of EPHA takes place through the Policy Clusters and other meetings and ways of collaboration and exchange (Policy & Advocacy Meetings, Directors' Meetings, All-members Meetings, etc..) is the supreme body of decision-making in EPHA.



## Relationship with the Board

Members engage directly with the EPHA Board during the General Assembly (GA), which is the main forum for discussing EPHA's strategy and activities, but also outside of it, in line with the open-door policy introduced in 2024.

- Members have the right to vote on key decisions, including electing Board members, approving the annual work plan, and reviewing EPHA's financial management.
- Members can bring suggestions or concerns to the Board for consideration. The Board will promptly address these and, where necessary, call for an extraordinary GA to ensure the perspectives of the membership base are reflected in EPHA's governance and strategy.
- The Board is responsible for ensuring that updates to members on EPHA's work and internal procedures are provided regularly, ensuring transparency in decision-making processes.

## Relationship with Director General

The relationship between members and the DG is collaborative in line with the DG's and members' roles and responsibilities. The DG facilitates and encourages active participation of members in EPHA's initiatives, ensures free, respectful and transparent exchanges, and ensures that EPHA's values are observed in the daily work of EPHA and its members. Members provide constructive feedback to the DG on the organisation and its activities.

- The DG ensures that members are kept informed of EPHA's work, including advocacy, research, and projects efforts and outcomes.
- Members are encouraged to communicate directly with the DG to offer suggestions, or express any concerns. The DG is responsible for addressing these in coordination with the relevant staff or Board members.
- The DG seeks input from members on strategic and operational issues where relevant, ensuring that the organisation remains responsive to its membership base.
- The DG promotes a culture of dialogue, trust and empowerment among the members.

## Relationship with Management

Management works closely with members to facilitate and encourage their engagement in EPHA's activities, ensuring their interests are reflected in the organisation's work, seeing their diversity as a richness and helping them identifying their common ground.

- Management is responsible for coordinating member involvement in EPHA's clusters, policy discussions, and advocacy activities and campaigns, setting up through inclusive processes that will allow for and encourage the engagement of members into EPHA's activities.
- Management, under the leadership of the DG, ensures that members have access to relevant resources, updates, and opportunities for collaboration, fostering a mutually beneficial relationship.

## Relationship with Staff

Members interact regularly with EPHA's staff, particularly in the context of specific projects, policy areas, or events.



- Members are encouraged to communicate with staff on areas of mutual interest. This includes seeking advice, sharing insights and expertise, and participating in discussions that advance shared objectives.
- Members are encouraged to keep EPHA staff timely informed of any changes regarding their areas of interest, priorities, or contact points within their organisation, to ensure continuity and effective collaboration.
- Staff are responsible for facilitating members' participation in EPHA's activities, whether through organising workshops, policy meetings, or coordinating member contributions to EPHA's research and advocacy efforts.
- Staff will actively engage with members to provide support or guidance, helping members to engage more effectively with EPHA's work and make meaningful contributions to joint initiatives.
- Staff also ensure that members are well-informed of EPHA's ongoing work, new opportunities for involvement, and relevant outcomes from EPHA's advocacy efforts.

### Relationship with Expert Advisors

Members may collaborate with Expert Advisors in areas where their expertise aligns with EPHA's strategic priorities.

- Members can suggest areas where expert advice may be beneficial for EPHA's work and recommend experts to be considered.
- While Expert Advisors primarily offer advice to the Board, DG, and staff, members can benefit from their expertise through participation in discussions or consultations where appropriate.
- The DG and staff ensure that members are kept informed of key insights and recommendations provided by Expert Advisors that may impact EPHA's work.

### Evaluation

Members' interactions with EPHA can be evaluated through regular formal and informal feedback mechanisms, which may include interviews, surveys, consultations, and structured reviews, including during the General Assembly. This process ensures that:

- Members have the opportunity to provide feedback on EPHA's activities, performance, and governance.
- The effectiveness of EPHA's engagement with its membership base is assessed, ensuring that members feel valued, respected and involved in EPHA's work.
- Adjustments are made where necessary to improve communication and collaboration between members and the other nodes in EPHA's network.
- Possible critical issues are identified and tackled at an early stage.

### Expert Advisors

#### Role

EPHA Expert Advisors are recruited to provide expert advice on critical areas of EPHA's work, supporting the organisation's policy, strategy, and advocacy priorities. Their voluntary role is to offer strategic, scientific, and policy guidance based on their expertise, helping EPHA navigate novel issues, complex policy landscapes,



and emerging opportunities. While their function is advisory, their contributions are key to shaping EPHA's direction and enhancing its impact.

### Relationship with the Board

Expert Advisors support the EPHA Board by providing informed guidance on areas requiring specialised knowledge, policy expertise, or strategic insight.

- The Board can call upon Expert Advisors to help navigate sensitive or complex issues, particularly where external expertise is crucial for making informed decisions.
- Advisors may be invited to attend Board meetings on an ad-hoc basis when their specific expertise is required for discussions or decisions related to their areas of knowledge.
- The Board determines the mandate and scope of work for each Expert Advisor, ensuring that their contributions align with EPHA's strategic priorities. Advisors may offer recommendations to the Board but do not have decision-making authority.

### Relationship with Director General

The Director General (DG) works closely with Expert Advisors to ensure that their input is integrated into EPHA's operational and strategic processes.

- The DG is responsible for overseeing the recruitment of Expert Advisors, either through nominations from the EPHA team or Board, or via open calls. The DG ensures that the expertise of Advisors aligns with EPHA's needs and strategic objectives.
- Expert Advisors may work directly with the DG on specific projects or provide input into EPHA's policy development and advocacy efforts. The DG facilitates the collaboration between Expert Advisors and other nodes in the EPHA network.
- The DG ensures that the feedback and advice from Expert Advisors are appropriately communicated to relevant staff, Management, and the Board, ensuring their insights contribute to EPHA's mission.

### Relationship with Management

Expert Advisors collaborate with EPHA Management on key projects, ensuring that the organisation benefits from their external expertise.

- Management members work with Expert Advisors to integrate their guidance into EPHA's workstreams, particularly in areas where specialised knowledge is needed for project implementation, policy development, or advocacy strategies.
- Expert Advisors may be consulted on an ad-hoc basis by Management to provide input on specific issues or challenges faced by EPHA. They may also suggest new areas of exploration or engagement, helping Management expand EPHA's reach and impact.
- Management, under the supervision of the DG, ensures that Expert Advisors are involved in relevant projects and are provided with the necessary context and information to offer meaningful input.





## Relationship with Staff

Expert Advisors often collaborate directly with EPHA's staff, offering guidance on specific policy areas, research initiatives, or strategic projects.

- Staff members work closely with Expert Advisors to leverage their expertise in developing EPHA's policy positions, research outputs, and advocacy efforts. Advisors help translate academic or technical knowledge into practical, policy-relevant guidance.
- Advisors are expected to engage with staff on an as-needed basis, contributing to the development of projects in their areas of expertise. This may include providing feedback on draft reports, participating in consultations, or advising on policy strategies.
- Staff members are responsible for coordinating with Expert Advisors to ensure their contributions are aligned with EPHA's ongoing work and that their advice is fully utilised.

## Relationship with Members

Expert Advisors may engage with EPHA members to share insights, offer expertise, or contribute to policy discussions.

- Members can benefit from the involvement of Expert Advisors in areas where specialised knowledge or expertise is needed. Advisors may contribute to discussions or consultations that involve EPHA members, particularly in areas of shared interest.
- While Expert Advisors primarily provide advice to the EPHA team, Board, and Management, their insights can be shared with members during EPHA's General Assembly or through other events, where appropriate. Members may also suggest areas where expert input would be beneficial for EPHA's work.

## Evaluation

The performance of Expert Advisors is evaluated based on their contribution to EPHA's strategic objectives and the value they bring to the organisation's policy and advocacy efforts. The evaluation process includes:

- **Self-Assessment:** Expert Advisors are encouraged to reflect on their contributions to EPHA, including their involvement in key projects, policy development, and strategic initiatives.
- **Feedback from Staff and Management:** EPHA staff and Management, under the leadership of the DG, provide feedback on the effectiveness of Expert Advisors' contributions. This includes their responsiveness, the relevance of their advice, and the impact of their contributions on EPHA's work.
- **Board Review:** The Board may review the overall performance of Expert Advisors, particularly in cases where their input has influenced significant organisational decisions. The Board ensures that the role of Expert Advisors remains aligned with EPHA's strategic goals and evaluates whether their continued involvement is beneficial to the organisation.
- **Renewal and Termination:** Expert Advisors are appointed for a three-year term, renewable once. Their continued involvement is contingent upon the value they provide and their alignment with EPHA's evolving needs. Termination can be initiated by either party with six weeks' notice.



## Annex 1: Premises

### EPHA Statutes (2023)

#### Article 4

- EPHA shall also assure the defence of the interest of EPHA's members and their members as appropriate (page 3)

#### Article 7

- The representative of a member organisation has the obligation to respect a duty of confidentiality. With consent from the EPHA President or Director General, the nominated representative of a member organisation can represent EPHA in external meetings. The representative of a member organisation can name members of their organisation to take part in EPHA working groups according to their expertise. More detailed information can be found in article 5 of the internal rules. (page 5)
- Conflicts of interest arise when members, or their representatives, regardless of their status, have the ability to influence EPHA practices or decisions in such a way as to benefit them personally, or benefit their organisations. Such advantage may have a financial, political, reputational or other impact, and may be acquired directly or indirectly. (page 6)
- Any actual, possible or apparent conflict of interest, will be immediately disclosed. The EPHA Director General and/or the Board will consider all declarations of conflicts of interest, and in case the conflict is deemed by the Board such as to potentially bring harm to EPHA, the member will refrain from taking part in the relevant deliberation, decision or activity. (page 6)
- Members cannot be held responsible for EPHA's undertakings. (page 6)

#### Article 9 (page 7 & 8)

- The General Assembly is the governing body through which members discuss and decide on the strategy of EPHA in line with its purpose defined in paragraph 4.1.
- The General Assembly consists of all members, each entitled to a vote at the General Assembly.
- The bureau of the General Assembly consists of the person chairing the meeting.
- The General Assembly has the following reserved powers:
  - elect and dismiss the Board members, determine their remuneration, if any, and grant discharge from liability;
  - appoint and revoke the statutory auditor, company auditor or external accountant, determine their remuneration, and, in relation to the statutory auditor, grant discharge from liability;
  - approve the amount of annual membership fees upon proposal of the Board;
  - in case of appeals, take the ultimate decision regarding approval, suspension and exclusion of members, with a simple majority of the votes cast and no attendance requirement; modify the statutes;
  - decide on the voluntary dissolution of the Association, appoint one or more liquidators and determine the beneficiary or beneficiaries of the liquidation surplus;
  - approve the Strategic Priorities (once every 5 years) and the annual Business Plan, upon proposal of the Board;
  - approve the annual accounts and the budget;
  - the powers attributed to the General Assembly by virtue of the statutes or mandatory provisions of the Code of Companies and Associations.

#### Article 10



- The minutes of the General Assembly meetings shall be signed by the President. The minutes are kept in a register, held at the registered office, where they are available to the members. (page 9)

#### **Article 15**

- The Board, in particular, is responsible for overseeing the work of the Secretariat; deciding on the admission, suspension and exclusion of EPHA members; It appoints the most senior employee of the Association (whether called Director General or by any other title) to see to the daily management of EPHA, and to enlist the support of members. (page 11)

### **Internal Rules (2023)**

#### **Article 5 – Obligations of members (Page 3)**

- Representatives of member organisations shall disclose any actual possible or apparent conflict of interest as set out in Article 7 of the statutes. EPHA Board and/or Director General will consider all declarations of conflict of interest and in case the conflict is deemed by the EPHA Board such as to potentially harm EPHA the member will refrain from taking part in the relevant deliberation decision or activity.

#### **Article 6 – Organisational structure (Page es 3-4)**

- The General Assembly is established as EPHA's highest body (articles 9 - 11 of the statutes) with management responsibility entrusted to a Board comprising a minimum of three and a maximum of seven members (articles 12-18 of the statutes) with a commitment to ensuring regular renewal and diversity.
- The Board is responsible for appointing its own office-holders in accordance with article 13 of the statutes. It has the power to set up subcommittees and to authorise the establishment of ad hoc working groups of members of the Association.
- The work of the Secretariat is supervised by the Board in accordance with article 15 of the statutes. The most senior employee of the Association (whether called Director General or by any other title) shall be accountable for the work of the Secretariat to the President or to any other member of the Board, as the Board shall decide. In line with article 17 of the statutes, the powers delegated to this individual include financial and contracts signature as well as day-to-day management and staff management including recruitment and dismissal of employees.

#### **Article 8 – Conflicts of interest (Page e 5)**

- "All members of EPHA 'ecosystem' including EPHA Staff, Board, EPHA members (including members' representatives) and Expert Advisors regardless of their status shall declare any actual possible or apparent conflict of interest as defined in Article 7 of the Statutes regardless of its nature including but not limited to financial political reputational personal institutional."
- "If a conflict of interest is deemed by the Board such as to potentially harm EPHA, the member of EPHA Staff, member of the Board, Member organisation (including their representatives), or Expert Advisor concerned shall abstain from taking part in the relevant deliberation decision or activity."



- "If the Board has reasonable cause to believe that a member of EPHA's ecosystem has failed to disclose a conflict of interest it shall follow the appropriate disciplinary procedure."
- "After hearing the member's response the Board will make any further investigation warranted by the circumstances. If the Board determines that the member has failed to disclose an actual or possible conflict of interest or that a potential conflict of interest with a member and EPHA exists and if this is not addressed satisfactorily it shall take the corresponding disciplinary measures."

### EPHA's Code of Conduct on Conflicts of Interest (2022)

- Conflicts of interest arise when members of EPHA Staff, EPHA Board, EPHA membership (including their representatives) and Expert Advisors, regardless of their status, have the ability to influence EPHA practices or decisions in such a way as to benefit them personally, or benefit their own organisations. Such advantage may have a financial, political, reputational or other impact, and may be acquired directly or indirectly. (page 2)
- Any actual, possible or apparent conflict of interest or conflict of engagement in the context of EPHA's expertise, skillset and influence must be immediately disclosed by the concerned member of EPHA's ecosystem. This also includes facts that arise after the initial conflict of interest has been declared, and that either create a new conflict of interest or aggravate pre-existing conflicts. (page 3)
- In case of a deliberate failure to report the conflict or interest, or in case of a misconduct related to a conflict of interest, the leadership of EPHA can take disciplinary measures. as provided for in the regulations applicable to the relevant EPHA ecosystem member (i.e. EPHA statutes, EPHA internal rules, and EPHA working rules). The foregoing is without prejudice to any other civil law and/or other sanctions. As regards Member organisations (including their representatives) only the disciplinary measures as stated in the statutes can be taken. (page 3)

### Board MoU (2021)

#### Representation

- Board members are elected to represent the interests of EPHA as a whole and not to represent or promote the interests of their nominating organisation or sector especially if this impacts detrimentally on other EPHA members.
- Members are not permitted to represent EPHA externally (as spokesperson) without the express prior agreement of the President and/or Director General.

#### Reputation

- Members should conduct themselves in a manner which does not damage or undermine the reputation of EPHA or contradict its stated policy positions.
- Members should display a sense of loyalty to EPHA in public settings at all times. Criticism of EPHA activities should be reserved for Board meetings.

#### Conflicts of Interest

- Members should identify and seek to avoid any conflict of interest. Should a conflict arise this must be declared immediately so that appropriate action can be taken such as abstaining from discussions or votes on the matters concerned.



### **Confidentiality:**

- All information and materials provided or discussed at Board meetings shall be deemed confidential unless publicly available on the EPHA website or with the express consent of President and/or Director General.

### **Attendance:**

- Members should strive to attend all Board meetings. As a minimum, Members are expected to achieve 75% Board attendance to enable a quorum to be reached and effective discussion to take place.

### **Support to Wider EPHA Events:**

- Members shall be expected to attend and support some of the other – non-Board - EPHA meetings throughout their terms in office such as Policy Co-ordination Meetings Working Groups Workshops and the Annual Conference. Attendance at such meetings will form part of the [...] review provided to the President and available to the EPHA membership.

## **Board Roles & Responsibilities (2023)**

### **President's Role**

- **Governance and Leadership:** "Ensures there is an operational Board; provides leadership and guidance to the Board[...] The President chairs the General Assemblies[...] and ensures that Board members are well informed of the association's operations and delivering on their mandate."
- **Representation:** "Primary spokesperson of the association at public meetings and to the media if no proxy has been provided to an EPHA staff member; prime representative internally: to members, auditors, and partners in full cooperation with the Director General."
- **Interactions with the Director General:** "The President is the primary liaison between the Board and the Director General[...] meets periodically with the Director General; ensures that periodic performance reviews of the Director General are conducted."

### **Vice-President's Role:**

- **Substitution for President:** "Substitute in case of absence/incapacity of the President[...] Represents EPHA at public events in case of the President's unavailability."
- **Support Role:** "May hold signature for legal papers in addition to another Board member; support the staff if and when needed."

### **Treasurer's Role:**

- **Financial Oversight:** "Overseeing, monitoring, and helping to develop the annual budget[...] Financial transaction oversight[...] Advising the board on financial strategy together with the Director General." Not sure what financial oversight and financial transaction oversight are meant to refer to?
- **Legal and Compliance:** "Ensuring that the organisation complies with government laws and tax regulations as well as protecting the organisation against theft and fraud."



### **Specific Role of Board Members:**

- **Participation:** "Actively takes part in Board discussions and decisions; signals issues and potential solutions if/and when needed; takes part in Working Groups/Committees if and when possible."
- **Representation:** "May be a spokesperson of the association at public meetings and to the media if no proxy has been provided to an EPHA staff member."

### **Expert Advisors ToR (2023)**

#### **Role of EPHA Expert Advisors:**

- Expert Advisors are recruited to support EPHA's policy and strategic priorities based on its multi-annual Strategy.
- Their role is to provide EPHA (the team, senior leadership, and Board) with expert advice in areas relevant to EPHA's objectives and mission in line with its Strategy, including by:
  - Providing ad-hoc strategic, scientific, policy, and other expert advice and input into critical areas of work.
  - Suggesting new opportunities for EPHA to explore, engage, and act, including additional experts to involve.
  - Potentially joining internal discussions in their areas of interest and expertise (e.g., the Annual General Assembly and EPHA's policy discussions) on an as-needed basis.

#### **Recruitment Procedures:**

- Expert advisors can be recruited by the EPHA's Director General:
  - On the nomination and recommendation by members of the EPHA team.
  - On the nomination and recommendation by the Board.
  - Through an open call for expressions of interest.
- In making their nomination, staff and Board shall consider:
  - Relevant and proven scientific, policy, strategic, or other expertise in the specific area needed.
  - The need to maintain gender, ethnic, and geographical balance and equality.
  - The eligibility of the applicant for reimbursement of expenses under EPHA's funding mechanism.
  - Potential conflicts of interest.
  - The nominee's communication skills, ability to present complex arguments and facts to a lay audience, experience in engaging with high-level policymakers, and availability and willingness to support EPHA's activities, its mission, and vision.

#### **Appointment**

- Appointments will be confirmed by the EPHA Director General following a review of applications or nominations/recommendations by the staff members or Board.
- Confirmed nominees will be invited to join as Expert Advisors and asked to sign the Terms of Reference and a conflict of interest form.



## Interaction with EPHA Staff

- Expert Advisors will work directly with the relevant staff members in their areas of expertise. The relevant Senior team member and/or the Director will oversee the framework of collaboration with the Expert Advisor to ensure mutual benefits.
- Expert Advisors can be invited to attend EPHA meetings when needed, as well as the annual conference and annual general assembly.

## Terms and Conditions

- No honorarium will be payable for meetings and events attended or hours spent giving advice, but EPHA will reimburse travel, accommodation, and subsistence allowances according to rates payable to members of the Board.

## EPHA Anti-Favouritism Policy (2024)

- EPHA stipulates that no EPHA Team or Board member may make, participate in, or attempt to influence HR or business decisions based on personal connections or family relationships rather than merit or pressure or cause others to do so. (page 4) If EPHA Team or Board member's friend or relative is employed by EPHA, becomes an intern at EPHA, or engages in professional or commercial activities with EPHA (e.g., as a consultant or service provider), the relationship will be disclosed in the Conflict of Interest Disclosure Form. (page 4)
- If an individual is to be assigned to a position that is under the supervision or control of a friend/relative who has or may have a direct effect on the individual's progress or performance or an individual is to be assigned to a position with the same immediate supervisor as a relative, a plan will be devised to mitigate possible conflicts of interest. (page 4)

## EPHA Anti Bribery Policy (2024)

- The general rule is that EPHA Team and Board, and all those acting for or on the EPHA's behalf, are strictly prohibited from offering, paying, soliciting or accepting bribes or kick-backs, including facilitation payments. Third parties, contractors, agents, representatives and intermediaries who act on behalf of the EPHA must comply with these anti-bribery provisions. (page 2)
- This Anti-Bribery Policy applies to all EPHA staff, including the Director General. (page 2)
- A bribe can take many forms, can be transmitted through third parties, and can be of any size. (page 3)
- It is the responsibility of the Director General to ensure compliance with this policy (page 3)
- EPHA is committed to ensuring that staff members can speak up with confidence if they have any concerns or need to ask for help. For this reason, EPHA developed a Whistleblower Policy (page 3)

## EPHA Whistleblower Policy (2024)

- The purpose of this policy is to encourage staff, board members, consultants and other stakeholders to raise any serious concerns they may have about the way in which the EPHA is run or about the conduct of those involved running it. EPHA wishes to find out if malpractice or unlawful activity exists within EPHA, so that it can be dealt with appropriately. (page 3)
- No Board members, employees, consultants and other stakeholders who in good faith report any action or suspected action taken by or within EPHA that is illegal, fraudulent, or in violation of any other adopted policy of EPHA shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence. (page 3)



- Supervisors are required to report any violation or suspected violation of law, this policy, or any adopted policy of EPHA to the Director General. If the issue is not resolved properly the supervisor will report to EPHA's Board, who has specific and exclusive responsibility to investigate all reported violations. (page 3)
- If someone is not satisfied or uncomfortable with following EPHA's open door policy, EPHA's Board should be contacted directly. (page 3)

### EPHA Risk Management (2023)

- Risk management in an NGO involves identifying, assessing, and prioritising risks that could potentially impact the organisation's operations, assets, reputation, and ability to achieve its mission. It encompasses the development and implementation of strategies to minimize, monitor, and control the probability or impact of adverse events. (page 2)
- EPHA Critical Risks and Risk Management Strategy 2024 (page 3)
  - improvement of the membership strategy with the support of the Board.
  - potential damage caused by breaching the Code of Conduct related to conflicts of interest, negatively impacting on EPHA's reputation, or hindering its prospects for funding or partnerships and thereby hampering its sustainability (art 5 EPHA Statutes).

### EPHA Working Rules (2025)

(being updated, deadline Q1 2025)