

## SIOp Governance Committee Terms of Reference (TOR)

### Background

At SIOp, we want our governance to be based on international best practice: this means systems and processes that assure the overall direction, integrity, effectiveness, efficiency, supervision, transparency and accountability of the society. To achieve this, the SIOp Board of Directors has established a standing Governance Committee.

SIOp has six continental regions each with a president elected by its continental membership. Their geographies overlap with other continental societies with whom they have relationships of varying degrees of closeness. Hence, each SIOp continental branch has a distinct level of infrastructure and autonomy.

SIOp has multiple committees, task forces, working groups and networks that conduct business and activities in line with the SIOp mission, vision and strategy. The adoption of the new SIOp Strategy 2021-2025 requires a review of the governance structure and function of these various entities to determine relevancy and establish appropriate written agreements such as TORs, or MOUs, or letters of agreement.

SIOp serves its members in multiple ways: through building a sense of community, convening diverse stakeholders and partners, knowledge management, advocating, facilitating and learning, and by providing members with the resources, linkages and information that they need to carry out their work on paediatric oncology. The Membership is a key source of revenue and (volunteer) leadership for the Society. The achievements of the society are the collective achievements of its members.

### Purpose

The SIOp Governance Committee is a standing committee of the Board of Directors and provides strategic direction to the society on governance issues and oversees the implementation of targeted governance activities together with the SIOp Board of Directors.

### Overall Goal

The overall goal of the Governance Committee is to develop policies, procedures and standards that govern the operations of the Society. In addition, the Committee aims to assist the Board of Directors in developing principles and procedures related to committees/task forces/working groups/networks and Continental branches of the Society, and monitor, on behalf of the Board of Directors, their status and relevancy.

### Tasks and Responsibilities

The Governance Committee has the following tasks and responsibilities:

1. Identify, review and document all existing governance policies, procedures and standards. Prioritize and update select policies, procedures and standards (e.g. bylaws).
2. Review identified governance gaps, e.g. identified in the Governance Hallmarks Survey or through other means, and take appropriate remedial action.
3. Conduct an annual review of the Society's Constitution, bylaws and update as needed.
4. Identify, review and document all currently officially recognized SIOp Committees, Task Forces, Working Groups and Networks.

- a. Identify all TORs, letters of agreement, and MOUs and review current status (expired or in force) and relevance/appropriateness to SIOF mission and Strategy 2021-2025.
  - b. Determine if any groups exist that are not officially recognized (no TOR, no letter of agreement, no MOU) and need to be addressed for relevance/appropriateness to SIOF mission and Strategy 2021-2025.
  - c. Make recommendations to the Board of Directors for structure and process for groups seeking to become an officially recognized SIOF Committee, Task Force, Working Group and Network.
5. Review interrelationships among SIOF Continental branches and SIOF as the parent society.
  - a. Identify geographic overlap or gaps
  - b. In consultation and collaboration with Continental Presidents, make recommendations for re-structuring Continental branches as necessary
6. Monitor and immediately evaluate declared or potential Conflicts of Interest (COI) by any Board of Director on behalf of the Board of Directors.
  - a. Conduct investigation of COI and make determination for action as needed
7. Be responsible for annual evaluation of the Board function
  - a. Self-evaluation of the Board configuration and function
    - i. Including diversity, workplace environment, effective functioning and appropriate achievements
  - b. Self-evaluate of the Society's policies and procedures against "best practices" in the field
8. Support new Board members onboarding
  - a. Develop and review annually, a new Board member handbook
    - i. Include Board member role, responsibilities, code of conduct, confidentiality, COI forms, and other relevant materials.
  - b. New Board members to receive the handbook within 2 weeks of being elected and have at least one scheduled meeting with SIOF Secretariat to review and clarify content as needed.
  - c. All forms requiring signature from Board handbook to be submitted to the SIOF Secretariat at least one month before term of service begins.
9. Develop principles to evaluate the role of the Executive Director, and the relationship between the Board of Directors and the Society's management and staff.

### **Immediate focus areas**

The three focus areas of the immediate action are summarised below.

1. Identify, review and document all currently officially recognized SIOF Committees, Task Forces, Working Groups, Networks etc.
  - a. Create a definition of a Committee/Task Force/Working Group/Network
  - b. Make recommendations to the Board for the current optimal structure of SIOF vis-à-vis Committees, Task Forces, Working Groups, and Networks.
2. Review interrelationships among SIOF Continental branches and SIOF as the parent society.
  - a. Review the purpose of the Continental branches, and clarify how the branches support the overall mission and goals of SIOF.
  - b. Review the authority of the branches to function as independent agents under the auspices of being an official SIOF Continental branch.
  - c. Review existing agreements with SIOF Continental branches and revise and update as needed.
3. Establish clear language in the society's bylaws about:

- a. How a new entity (Committee, Task Force, Working Group or Network) is proposed and approved and established
  - b. How and when each existing entity is reviewed
  - c. When an existing entity is disbanded / closes down
  - d. Outline minimum expected outcomes and commitments for each entity and maintain a written documentation thereof at the SIOB Secretariat.
  - e. Annually review the progress of each entity
4. Create new Board member handbook for onboarding

### **Composition**

The Governance Committee is composed of SIOB Board members with a track record of impactful engagement in SIOB governance. The Committee membership reflects the global multi-disciplinary nature of the broader SIOB community. The Committee has at least 4 members, one of whom serves as the Chair of the Committee. The number of members enables the Committee to operate efficiently in its dynamic environment.

Committee members are expected to participate regularly in Governance Committee conference calls (at least quarterly) and meet face-to-face at least once a year (i.e., during SIOB Annual Congress) to ensure SIOB's governance practices and policies reflect best practices.

### **Nomination & Appointment**

The process to constitute the Governance Committee is organised through a call for volunteers from the SIOB Board of Directors. Board members can self-nominate and express their interest in participating in the Governance Committee to the President and the President selects the Committee members. Committee Members are formally appointed by a communication from the SIOB President. The President and Past President can independently elect to be *ex officio* members of the Governance Committee. Membership to the Governance Committee is not open to regular SIOB members. Only SIOB Board members can be members of the Governance Committee.

### **Duration of Appointments**

Committee members serve for three (3) years on the Governance Committee.<sup>1</sup> If their remaining years of service on the SIOB Board of Directors are less than 3, then they will serve on the Governance Committee only until their service on the Board ends. Should a Committee member choose to step down from the Governance Committee before their 3-year service ends, the President may nominate a new member to the Committee from the Board of Directors.

### **Chair**

The Chair ensures that the Committee contributes effectively to the governance of the organization. Currently, the Committee will focus on the agenda laid out in SIOB's Strategy 2021-2025 vis-à-vis governance issues and the governance weaknesses as identified in the Governance Hallmarks Survey findings. The Chair ensures that the Governance Committee makes progress towards achieving the goals and objectives that the Committee has been tasked with, as laid out in this TOR. The Chair continuously reviews the governance needs, strengths and weaknesses of the Society and can propose to the Governance Committee specific governance area, projects or tasks that should be addressed.

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<sup>1</sup> At the time of constitution of the original Governance Committee, some Board members may not have 3 years of Board service left. Therefore, as a result, the duration of service of the first members of the Board to the Governance Committee may be shorter than 3 years.

The Chair reports on activities to the SIOP Board of Directors on a quarterly basis.

The Committee Chair is the SIOP Secretary-General who is appointed by the President in consultation with the Board of Directors. The term of the Chair's mandate is set to 3 years. If the Chair's remaining years of service on the SIOP Board of Directors are less than 3, then they will serve on the Governance Committee only until their service on the Board ends. To ensure continuity of work, the President will identify the next Chair of the Governance Committee from within the current members of the Committee at least six months before the end of the mandate (i.e. identify a Chair-Designate).

#### **Decision-making**

Decisions are taken by majority (50% of the Committee + 1). If there is an equal number of votes, the Chair will make the final decision.

#### **Conflict of interest**

Committee members will declare, in written form, any personal or relative's conflict of interest (or potential conflict of interest) with relevance to the governance mandate (e.g. affiliations with [or investments in] the pharmaceutical industry, official positions in for-profit organizations engaged in business with SIOP or non-profit organizations in formal partnership with SIOP).

#### **SIOP Office Support**

The tasks of the Governance Committee will be supported by the SIOP Secretariat, within the available resources.