

Approved by Answering TTP Foundation Board:

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Review: Annual



TERMS OF REFERENCE

BOARD OF DIRECTORS

Answering TTP Foundation
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Answering TTP Foundation
Board of Directors Terms of Reference
Approved – August 27, 2013 | Updated - June 20, 2019

ROLES AND RESPONSIBILITIES

The principal role of the Board of Directors (the “**Board**”) is stewardship of the Answering T.T.P. Foundation (the “**Foundation**”) to facilitate the Foundation’s mandate, including the protection and enhancement of the value of its assets, and the promotion of activities that fund research, support the TTP community, raise awareness, or provide education of TTP. The stewardship responsibility means that the Board oversees the conduct of management, which is responsible for the day-to-day conduct of the Foundation. The Board must assess and ensure systems are in place to manage the risks of the Foundation’s operations with the objective of preserving the Foundation’s assets. The Board, through the Executive Director, sets the attitude and disposition of the Foundation towards compliance with applicable laws, financial practices and reporting. In addition to its primary accountability to members, the Board is also accountable to employees, government authorities, community stakeholders, and the public.

A. Primary Responsibilities

The principal responsibilities of the Board required to ensure the overall stewardship of the Foundation are as follows:

1. The Board must ensure that there are long-term goals and a strategic planning process in place. The Executive Director, with the approval of the Board, must establish long-term goals for the Foundation. The Executive Director formulates the Foundation's strategy, policies and proposed actions and presents them to the Board for approval. The Board brings objectivity and judgment to this process. The Board ultimately approves, on an annual basis, the strategic plan which takes into account, among other things, the opportunities and risks of the Foundation's operations.
2. The Board must identify and have an understanding of the principal risks associated with the Foundation's operations, and must ensure that appropriate systems are in place which effectively monitor and manage those risks.
3. The Board must ensure that processes are in place to enable it to monitor and measure management's, and in particular the Executive Director's, performance in achieving the Foundation's stated objectives. These processes should include appropriate training, development and succession planning of management.
4. The Board shall satisfy itself as to the business and professional integrity of the Executive Director and other executive officers and that the Executive Director and other executive officers create a culture of integrity throughout the Foundation.
5. The Board must ensure that the necessary internal controls and management systems are in place that effectively monitor the Foundation's operations and ensure compliance with applicable laws, regulations and policies.
6. The Board, through its committees must monitor compliance with the Foundation's Finance Policy, Grant Policy, Investment Policy, Communications Policy and other policies.

7. The Board must ensure the Foundation has a communications program in place which effectively communicates with and receives feedback from members. The Board must also ensure that the Foundation has appropriate processes in place to effectively communicate with employees, government authorities, community stakeholders and the public.

B. Non-Delegable Responsibilities

The following items either should not be delegated or may only be delegated in a qualified or partial manner:

1. the submission of items to members for their approval;
2. the filling of a vacancy among the directors or in the office of auditor;
3. the appointment of additional directors
4. the appointment of senior officers;
5. the incurrence of debt;
6. the approval of annual financial statements; and
7. the adoption, amendment or repeal of by-laws.

C. Typical Board Matters

The following is not an exhaustive list but typifies matters generally considered by the Board in fulfilling its responsibility for stewardship of the Foundation. The Board may determine it appropriate to delegate certain of these matters to committees of the Board:

1. appointment of officers, other than executive officers;
2. considering the appropriate size of the Board, with a view to facilitating effective decision-making;
3. adopting a process to consider and assess the competencies and skills of each Board member and the Board as a whole;
4. determining the remuneration of auditors;
5. reviewing and recommending to members, changes to governance structure;
6. approving the Foundation's long term strategy and the annual capital expenditure plan of the Foundation and where appropriate any supplementary capital plan;
7. approving banking, borrowing and investment policies;

8. developing the Foundation's approach to corporate governance including, without limitation, developing a set of corporate governance principles and guidelines;
9. approving the holding, location and date of meetings of members;
10. appointing members to committees of the Board of Directors and approving terms of reference for and the matters to be delegated to such committees;
11. granting any waivers from the Foundation's policies;
12. granting and delegating authority to designated officers and employees including the authority to commit capital, open bank accounts, sign bank requisitions and sign contracts, documents and instruments in writing; and
13. determining the number of directors and recommending nominees for election by the members.

D. Board Committees

The Board of Directors has the authority to appoint a committee or committees of the Board and may delegate powers to such committees. The matters to be delegated to committees of the Board and the constitution of such committees are assessed annually or more frequently as circumstances require. The following committees are ordinarily constituted:

1. the Executive Committee, to deal with general corporate matters and matters which are incidental to previous Board authorizations;
2. the Finance Committee, to deal with financial reporting and control systems;
3. the Grants Committee, to deal with matters relating to the Foundation's grants; and
4. the Patient Advisory Board.

COMPOSITION AND PROCEDURE

The Board of Directors is elected annually by members and consists of a minimum of three directors and a maximum of 10 directors, as determined from time to time by the Directors. The number of Directors to be elected at members' meetings is currently fixed at six. While the election of directors is ultimately determined by the members, it is the policy of the Board that a majority of the Directors as well as the Chairman of the Board be independent.

The Chairman of the Board presides as Chair at all meetings of the Board and members of the Foundation. The Corporate Secretary or, in the absence of the Corporate Secretary, an Assistant Corporate Secretary attends all meetings of the Board and shareholders and records the proceedings thereof. The Corporate Secretary prepares and keeps minutes and records of all meetings of the Board.

Meetings of the Board of Directors, including telephone conference meetings, are to be held at such time and place as the Chairman of the Board, the President and Executive Director, or any two Directors may determine. Notice of meetings shall be given to each Director not less than seven days before the time of the meeting. Meetings of the Board of Directors may be held without formal notice if all of the Directors are present and do not object to notice not having been given, or if those absent waive notice in any manner before or after the meeting.

Notice of meeting may be delivered personally, given by mail, facsimile or other electronic means of communication.

Any two members of the Board of Directors constitutes a quorum at any meeting.

Each Board member is expected to attend Board meetings and meetings of committees of which he or she is a member and to become familiar with deliberations and decisions as soon as possible after any missed meetings. In that regard, members of the Board are expected to prepare for Board (and committee) meetings by reviewing meeting materials distributed to members of the Board, to the extent feasible, in advance of such meetings. Matters of a confidential or sensitive nature may be discussed at Board (or committee) meetings without advance distribution of meeting materials to members of the Board. It is expected that members of the Board will actively participate in determining and setting the long and short term goals and interests of the Foundation.

In recognition of its independence, the Board shall regularly hold discussions without management present.

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors is as valid as if it had been passed at a meeting of the Directors. A copy of any such resolution in writing is kept with the minutes of the proceedings of the Directors.

At meetings of the Board, any matter requiring a resolution of the Directors is decided by a majority of the votes cast on the question; and in the case of an equality of votes, the Chair of the meeting is entitled to a second or casting vote.

The Board shall ensure that there is a process in place for annually evaluating the effectiveness of the Board, the committees of the Board and individual directors.

COMPENSATION

No Director, unless he or she is an officer of the Foundation, should receive remuneration from the Foundation in his or her capacity as a Director.

SIGN-OFF SHEET

A sign-off of this document indicates a general acceptance of the scope and the approach of the document and the contents herein. Copies of this signed-off document will be distributed as appropriate. The original signed-off document will be filed with the Foundation's board documents.

SIGN OFF

I certify that I have read and understood the contents of this Terms of Reference document and agree that it fully defines and reflects all requirements with respect to the Answering TTP Foundation's Board of Directors.

NAME (PRINT)	
POSITION	
SIGNATURE	
DATE	