

**ORGANIZATIONAL REGULATIONS**  
**OF THE**  
**FOUNDATION SWISS SCHOOL OF PUBLIC HEALTH**

**Preamble:** The Swiss School of Public Health (SSPH+) was established in 2005. Since 2008, SSPH+ has been a foundation with the purpose of supporting and promoting research, teaching and continuing education in all areas of public health at the partner universities or other institutions determined by the Foundation Board, primarily in Switzerland but also abroad. The communication of public health knowledge to the public is a further goal of the foundation.

**Chapter 1 – Foundation Board**

**Art. 1 - Composition**

Each partner university is represented by two members on the Foundation Board. The Foundation Board constitutes and completes itself (co-optation).

**Art. 2 - Duration**

The term of office of a member of the Foundation Board is four years (renewable).

**Art. 3 - Competencies**

The Foundation Board decides in accordance with the statutes on all matters concerning the Foundation.

The Foundation Board may elect commissions from among its members or appoint working groups on a case-by-case basis for the preparation of individual transactions, the ongoing support of the administrative office or for other tasks.

**Art. 4 - Signature authority**

The Foundation Board represents the Foundation externally. The President and the Vice-President of the Foundation Board have the legally binding signature of the Foundation with two signatures among themselves or with a member of the Directorate. The designation of further persons authorized to sign is incumbent upon the Foundation Board, with simultaneous regulation of the type of signature authority.

**Art. 5 - Meetings**

The Foundation Board meets at the invitation of the President. As a rule, at least two meetings are held annually. Any member of the Foundation Board may request that a meeting be convened, stating the reasons. Circular resolutions are permissible (cf. Art. 11). The Directorate participates in the meetings with a consultative vote upon invitation. Members of the Foundation Board who are prevented from attending may be represented by the other member of the Foundation Board.

**Art. 6 - Presidency**

The meetings of the Foundation Board shall be chaired by its President or, in his/her absence, by a member of the Board delegated by him/her.

#### **Art. 7 - Quorum**

The Foundation Board constitutes a quorum when the majority of its members are present or represented. It passes its resolutions by a simple majority of the members present or represented, unless a qualified majority is required in accordance with Art. 9 of these Regulations. In the event of a tie, the President shall have the casting vote.

#### **Art. 8 - Obligation to refrain**

In the event of a conflict of interests, the member of the Foundation Board concerned shall step aside. He/she may be present during the deliberation of the business, but not during the corresponding decision. In the case of decisions concerning the allocation of funds to the institutes of the participating universities, the representatives of these institutes shall stand aside.

#### **Art. 9 - Resolution**

The following resolutions require the approval of two-thirds of the members of the Foundation Board present or represented:

- a) Amendments to the Statutes
- b) Admission of further foundation partners
- c) Dissolution of the foundation and use of the liquidation assets

#### **Art. 10 - Invitation**

No resolutions may be passed on items on the agenda which have not been brought to the attention of the members of the Foundation Board in writing at least 14 days prior to the meeting of the Foundation Board without the consent of all members of the Foundation Board. The same applies to business not included in the agenda.

#### **Art. 11 - Circular resolutions**

Circular resolutions are permissible provided that no member requests oral proceedings and all members of the Foundation Board have the opportunity to cast their votes. A legally valid circular resolution requires the consent of the majority of all members of the Foundation Board. Circular resolutions are not possible for business that requires a qualified majority to be passed.

#### **Art. 12 - Minutes**

Minutes shall be kept of the proceedings and resolutions of the Foundation Board and shall be signed by the chairperson of the meeting and the keeper of the minutes. The minutes and circular resolutions shall be kept.

#### **Art. 13 - Business year**

The business year begins on January 1 and ends on December 31 in each case.

#### **Art. 14 - Reporting**

In order to be able to exercise its statutory control, the “Swiss Federal Supervisory Authority for Foundations” (Eidgenössische Stiftungsaufsicht/Autorité fédérale de surveillance des fondations) requires the following reporting from each foundation on an annual basis:

1. the activity report
2. the annual financial statements
3. the report of the auditors
4. the approval of the statement of accounts by the Foundation Board; the current list of the Foundation Board, if changes have occurred

#### **Art. 15 –Foundation Commission**

The Foundation Commission consists of the President and the Vice-President of the Foundation Board. It is appointed for a period of four years (renewable). This Commission has the task of accompanying and supporting the Directorate. It meets regularly and the members of the Directorate are to be invited to its meetings. If the Foundation Board deems it necessary, the Commission may be extended.

### **Chapter 2 – The Directorate**

#### **Art. 16 - Composition**

The Directorate consists of one or more persons. The members of the Directorate may not be members of the Foundation Board at the same time. They are elected by the Foundation Board for five years and may be re-elected once (see also separate regulation for hiring Directorate members).

#### **Art. 17 - Competencies and tasks**

The Directorate, in consultation with the Foundation Board, is responsible for the strategic development and positioning of SSPH+ and all its activities. It reviews the accounting and the use of the Foundation's funds and reports on this to the Foundation Board. The Directorate also develops a 5-year strategy with actions, which is approved by the Foundation Board.

Directorate tasks are developed for each year based on the strategy in place. For each task, it is determined who the responsible person is, what the actions and criteria of achievements are, and by when the actions shall be completed.

#### **Art. 18 - Financial processing and budget**

The Foundation Board regulates the type of signature authority. For the payment of transactions below CHF 100'000, the authority to sign is delegated to the Directorate (see also SSPH+ Sponsoring Policy).

The annual budget of SSPH+ consists of two parts (see also SSPH+ Financial Concept 2023-2027):

- a) core funding by SSPH+ partner universities
- b) external funding

#### **Art. 19- Risk management**

The following rules and controls are in place to limit the internal risk for errors and fraud:

- Contracts are signed by two authorized signatories (see Article 4)
- Invoices are paid according to the four-eyes rule

In order to be prepared to external risks as well, the Directorate will regularly evaluate potential risks and develop measures to reduce or prevent them.