



Break  
Dengue

# BREAK DENGUE GOVERNANCE

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# PREAMBLE

Break Dengue, established in May 2013, is an independent, non-profit organization, managed collaborative leadership by The Synergist.

Given the urgent need for a collective and collaborative approach to fight dengue fever, Break Dengue seeks to connect different initiatives, organizations, and individuals from around the world that are addressing the issue of dengue so that together one can have a greater collective impact. Among its diverse partners, Break Dengue seeks to have balanced representation among all stakeholders to ensure transparency, inclusiveness, and credibility. Stakeholders include scientists, health-care providers, patients and relatives, journalists, industry and anyone concerned about the problem of dengue. Break Dengue invites this diverse representation to ensure broad perspectives, create synergies, and deliver greater impact.

The purpose of this document is to explain Break Dengue's governance structure, how it functions, and how operational and strategic decisions are made.

## KEY PRINCIPLES OF BREAK DENGUE

The following principles are founding principles above any other governing rule or policy.

### 1. Governance for inclusion and agility

We believe that only a partnership across all major stakeholder groups can effectively address the issue of dengue fever. Based on this belief, we have secured the participation of founding partners representing industry, non-profits, academics and experts, healthcare providers, and others. We will continue to seek to add members from a diverse range of backgrounds who have an interest and expertise in the various aspects of this issue.

We believe in a balanced combination of inclusion of all stakeholders and agile operations that delivers results.

### 2. Commitment and expertise

When signing up for membership, organizations are committing to share resources and expertise to develop and further the goals of Break Dengue as well as engage with new and existing stakeholders in the governance of Break Dengue.

## BREAK DENGUE'S PURPOSE

Break Dengue seeks to create a global, neutral and efficient ecosystem to address the challenges of combatting the fastest-growing mosquito-borne viral infection in the world today. Break Dengue does this by connecting different stakeholders and initiatives from around the world that are addressing the issues so that collectively they can have a greater impact.



# EXPECTED OUTCOMES

As of April 2017, it is expected that Break Dengue will deliver on the following priorities:

- 1. Identify global players and influencers in combating dengue and other vector borne disease and recruit them into the Break Dengue global network and community
- 2. Raise awareness of the costs of dengue and educate about integrated approaches to reducing its impact
- 3. Lead in the development of improved surveillance of dengue and other vector borne disease
- 4. Share, Synergize, and Disseminate key learnings and good practices among stakeholders

During the lifecycle of Break Dengue, the Advisory Committee may decide to modify, add to or cancel expected outcomes.

# NATURE OF THE ORGANISATION

The partnership does not constitute nor is deemed to constitute a legal entity between the Members, nor makes a Member the agent or representative of another Member unless expressly stated otherwise.

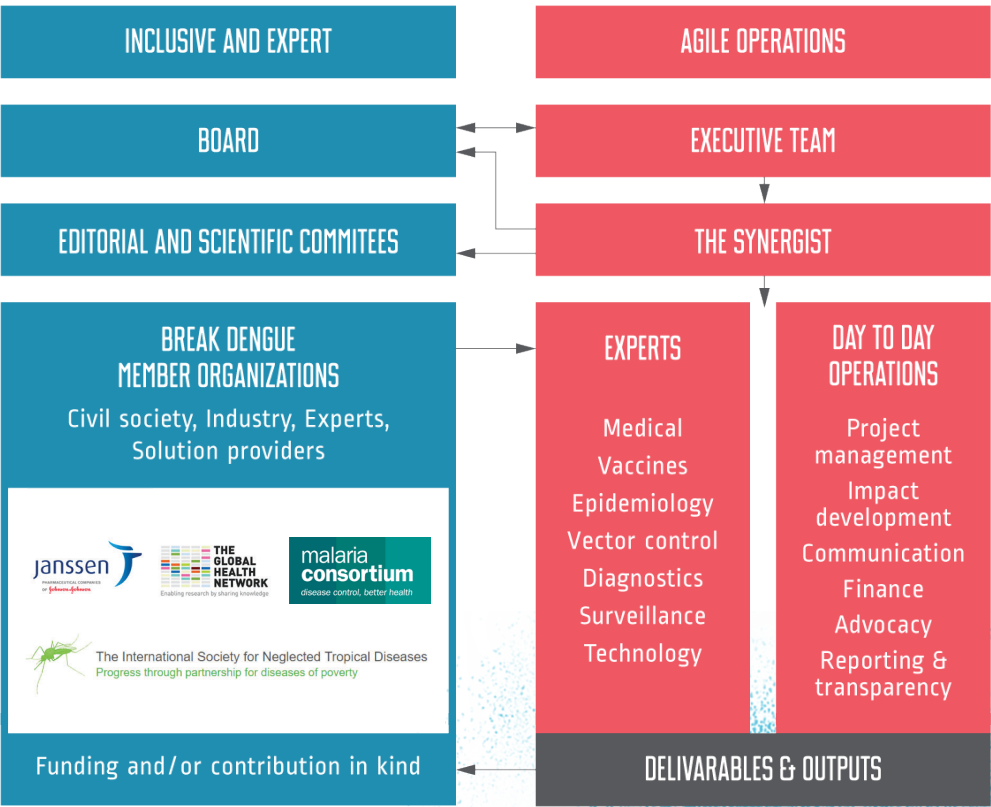
Break Dengue is hosted by The Synergist and formed through bilateral contracts between The Synergist and individual partners.

All grants shall be unrestricted grants.

# ORGANIZATION STRUCTURE

Break Dengue is governed by a Board, which sets in place policies, procedures, values and long-term planning to meet the mission of Break Dengue. The Board represents members and informs the major strategic decisions for the organization.

Day-to-day operational decision-making is delegated to the Executive Team, who, under the supervision of the Board, runs the organization. The Executive Team manages the technical, administrative and financial functions, as well as programs to support members in their adoption of the framework.





## Members

New members apply to the Executive Team to join Break Dengue. The Executive Team submits a recommendation to the Advisory Committee for a vote. The vote can happen digitally.

Members:

1. Follow the principle of partnership, the key commitments and the governance principles of Break Dengue
2. Have the right to access and use Break Dengue data & assets
3. Act as Break Dengue Ambassadors

For-profit members fund Break Dengue by paying a membership fee. Non-profit members provide contribution in-kind. Members are also required to sign a specific bilateral convention with The Synergist.

## The Board

The Board consists of 6 members elected for a 1-year mandate and the members of the Executive Team. Members of the Board shall be individuals from member organisations. As a principle, the members of the Board are elected to act as trustees ahead of their role as representatives of their respective organizations.

**The Board's role is:**

1. To define the long and medium term goals of Break Dengue.
2. To agree on a clear mandate for the Program Manager to act on a day-to-day basis
3. To oversee the Program Manager's, granting them discharge based on the approval of the annual report and budget
4. To represent the interests of members

### Member eligibility to the Board

Members can qualify to become eligible to the Board upon fulfilment of the following criteria:

1. A founding member or having held membership in Break Dengue for a minimum of 1 year
2. Having proven commitment and value to Break Dengue, based on their support and participation in Break Dengue activities
3. Formal validation by the Board based on a recommendation of the Executive Team
4. Commit to Break Dengue membership for a minimum of 3 years from the time of joining the Board

Members are represented in the Board according to the following principles:

1. minimum 30% of non-profit members
2. maximum 50% of industry members

### Election and rotation

Members apply to the Board through the Executive Team who assess eligibility to the Board based on criterions above. The Board organizes and monitors the election process.

There will be at least 1 new member to the Board each year, on a volunteer basis or based on recommendation from the Executive Team if there are no volunteers.

A simple rotation and staging system will be put in place with the possibility for the Executive Team to extend the mandate of existing members of the Board based on specific added value and expertise criterions.

### Decision making process

The Board reviews Break Dengue's achievements, work in process and reporting on a regular 6-month basis and monitors compliance with the project's objectives.

Upon receiving the Executive Team's proposal, the Board will validate the project's scope and/or organization and rules.

The Board makes decisions through a voting processes with a quorum of 4 members, by a simple majority. In case there is no simple majority (50/50), the Executive Team will take the final decision.

### Meetings and milestones

The Board meets at least twice a year, with a minimum of one face-to-face meeting per year.

## Executive Team

The Executive Team consist of 3 members. The Program Director, Executive Director of The Synergist, and The Scientific Advisor.

### Role/mandate

The Executive Team is responsible for the day to day management of Break Dengue.

### Meetings and milestones

The Executive Team will meet as necessary to maintain agile and efficient operation of Break Dengue.

### Decision making process

Decisions are made by a simple majority of the Executive Team's members.

If any situations arise that have not been foreseen in this document, the Executive Team will take the most appropriate decision and notify the Board.

## External/Observing Advisory Group

An External Observing Advisory Group may be created. The goal will include, but will not be limited to, offering a collaborative environment to organizations that cannot join Break Dengue's official membership for structural and/or governance reasons.

## The Synergist

### Break Dengue has been incubated by and is managed in collaborative leadership by The Synergist

- The Synergist is a worldwide incubator and operator of collective impact and shared value partnerships that combat societal challenges.
- Given the urgent need for a collective approach to advance in the combat against dengue fever, the Synergist incubated the PFMD project bringing together various partners representing NGO's, scientists and industry in shared decision making
- Break Dengue is a single issue coalition with a medium term common goal. Therefore there is no need to constitute a legal entity between Members. Break Dengue is hosted by The Synergist and formed by bilateral conventions between The Synergist and individual partners. This simplifies structures and puts focus on agility and results.

## Role/mandate:

The Synergist has multiple mandates encompassing the following items:

### Secretariat

The Synergist takes care of all administrative duties linked to Break Dengue management and membership, including organizing and facilitating the meetings, preparing summary reports, etc.

### Host and collaborative leadership building

The Synergist hosts Break Dengue. Break Dengue will not be incorporated at any stage, therefore The Synergist will host the project and will act as a proxy holder on behalf of Break Dengue upon the Executive Team's control.

### Operations & Project Management

The Synergist organizes and makes its teams available to perform the necessary duties to achieve Break Dengue's goals as set by the Advisory Committee and the Management Group.

# FUNDING

Break Dengue funding shall come from several complementary sources described hereafter.

## Core funding

Core funding of the project shall be provided for by Industry and For-Profit members.

Contributions in-kind will be provided by Non-Profit members.

Funding raised from Industry and For-Profit members shall be unrestricted grants.

Membership fees shall be charged as follows for industry and for-profit members:

### 3-year commitment

- EUR 100 000.- commitment per year – which may be adjusted as per the Board's voted strategy and related budget

### 2-year commitment

- EUR 150 000.- commitment per year – which may be adjusted as per the Board's voted strategy and related budget

### 1-year and project specific commitment

- TBD per the Board's voted strategy and related budget

## Membership contribution for Non-Profit members:

### 3-year commitment

Tangible assets contributing to the infrastructure of Break Dengue and/or expenditures incurred directly by the member and regarded as necessary to carry out the tasks and achieve the goals agreed to by the Board. This may include goods, use of services and facilities, professional services or expertise in the form of staff time, provision of or access to equipment, special materials, travel expenses, accommodations. This policy may be adjusted as per the Board's voted strategy and related budget

## Alternate funding

### Break Dengue reserves the right to raise alternate funding including (but not restricted to):

- Foundations
- Public Institutions
- Private donors
- For-profit funding for specific projects

Any exception to the above funding principles has to be approved by the Executive Team and the Board must be informed.

# DEADLOCKS

The governance has been designed to avoid deadlocks. However would a deadlock still happen, the Executive Team will take the appropriate decision and inform the Board.

# LIABILITY OF MEMBERS

Break Dengue is not being incorporated, the project can therefore not be considered liable for anything. All members will be liable for their actions and decisions.

Necessary contractual links are enforced by bilateral binding contracts for both contracting parties.

It is therefore not expected that any member would increase or modify its usual liability because of its commitment to Break Dengue

## INTELLECTUAL PROPERTY

Members agree that such Intellectual Property (IP) generated through the activities of Break Dengue will belong to the Synergist as proxy and host for Break Dengue. In compliance with the philosophy of the project and the rights of all members defined by the Term Sheet, the Synergist will make the IP available to all eligible members as the Board and the Executive Team requests.

As described below, should the Executive Team decide to end Break Dengue, the Synergist would receive full ownership of the project's IP.

## WITHDRAWAL OR EXCLUSION OF MEMBERS

Members can decide to withdraw from Break Dengue. Their specific obligations in such a situation shall be provided for by the bilateral contracts to be signed.

Break Dengue's strategy approved by the Board may provide for a full completion of each member's contribution commitment prior to any withdrawal.

The Executive Team may decide to exclude members for serious breaches to Break Dengue's philosophy or to the governance. The Board will validate any member exclusion.

## CLOSURE – END OF BREAK DENGUE

The Executive Team and Board may decide to end Break Dengue either because all expected outcomes of the project have been delivered or the project has evolved beyond its original scope. This decision shall be endorsed by a qualified majority vote from the Members.

If a decision to stop the project is made by the Executive Team and Board, the project IP and assets can be used by The Synergist to pursue other missions.

## ANNEX – ABOUT THE SYNERGIST

The Synergist is a non-for-profit that offers a symbolic and material neutral platform where all stakeholders can collaborate in a non-competitive environment, understanding they join forces on an issue which is beyond a single organisation agenda and deliver shared and collective value.

The Synergist believes that creating shared value and collective impact and addressing the common causes that link key concerns is what leads to greater results. The Synergist partners with corporations, influencers, experts, academics, individuals, medical professionals, patients, and NGOs, among others, who share the same philosophy.

The Synergist acts as an incubator and lead various projects including implementation of strategy, management, communication, technical development and fundraising. To learn more about our activities, please refer to [www.TheSynergist.org](http://www.TheSynergist.org)