



AtM Governance Charter

Established by the board on 15 April 2008

1 MISSION

The Access to Medicine Foundation has been established to enhance worldwide access to essential drugs. In particular, it aims to reach that goal by creating, monitoring, reviewing and publishing an independent Access to Medicine Index. The Index measures the performance of individual pharmaceutical companies with respect to efforts to enhance global access to drugs and seeks to establish and improve benchmark performance over time

Transparent criteria, accurate, impartial and reliable measurements and unbiased publication of results are crucial to the credibility of the Index as well as the Foundation itself.

2 GOVERNANCE

a. The Board

The Board is responsible for all policies and operations of the Access to Medicine Foundation. It maintains and updates the organizational framework, it defines and updates the organization's general policies and rules, including a Code of Ethics and a Conflict of Interest Policy, and oversees their implementation.

The Board mandates the running of the day-to-day operations to the chief executive officer (CEO) and the staff.

The Board has 5 members, among whom are a Chair, a Secretary and a Treasurer.

Members serve 4-year terms, extendable for a maximum of one further term.

Membership of the Board should reflect the different groups of stakeholders sharing its objectives.

The Board operates in accordance with the principles and rules as laid out under Dutch law. It meets at least four times a year.

b. Advisory Committee

The Advisory Committee shall present independent advice to the Foundation's other governing bodies. Membership of the Advisory Committee should reflect the range of stakeholders sharing the objective of enhancing global access to medicines, including governments, investors, NGOs, academia and experts from the pharmaceutical industry.

The Advisory Committee elects its own Chair every three years. The Chair may be reelected. Members are appointed by the Board after consultation with the Committee Chair if present. They do not receive remuneration but are entitled to reimbursement of reasonable expenses.

The Committee meets at least once a year.

c. Index Executive Committee

Index Executive Committee members are appointed by the Board. The Index Executive Committee is charged by the Board to oversee the maintenance of the Access to Medicine Index. As such, the Index Executive Committee is responsible for creating and

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updating the Index methodology as well overseeing measurement, monitoring, review and publications by staff members and outside contractors. Its membership should reflect the range of stakeholders sharing the objective of enhancing global access to medicines. Committee members should have reasonable knowledge of and/or experience in contemporary developments in the area of improving global access to medicines. Representatives from the pharmaceutical industry as a whole may be members of the Committee, but they can vote only on matters concerning Index methodology and not on Index scores or measurements.

The Index Executive Committee elects its own Chair every three years. The Chair may be reelected. The Committee should meet at least four times a year. The CEO acts as Secretary of the Index Committee.

Index Executive Committee decisions on Index methodology require a two-thirds majority at a meeting in which at least three quarters of Committee Members are present; decisions on the implementation of methodology or specific rules require a simple majority at a meeting in which more than half of Committee Members are present; the Committee Chair may cast a tie-breaking vote.

The Index Executive Committee ensures that the Index remains responsive to and consistent with market expectations and global developments. It collects and evaluates comments on the Index from stakeholders and decides on any necessary adjustments. The Committee can delegate some of its work to staff members and/or outside contractors. The Committee should endeavor to give six months notice before implementing changes to the Index criteria.

Tasks of the Index Executive Committee include:

- Monitor, review and publish Index criteria, indicators and metrics;
- Monitor, review and publish rules under which research is carried out;
- Monitor, review and publish rules under which the index is published;
- Review Index outcomes before publication;
- Invite comments from stakeholders and the Advisory Committee on all aspects of the Index;
- Evaluate comments;
- Publish evaluation results and conclusions;
- Oversee outside data suppliers and/or other contractors;
- Rule on appeals by third parties against Index components or their implementation.

d. Staff

The CEO is charged with carrying out the Foundation's policies and operational tasks, and with hiring employees or outside contractors as necessary. The CEO reports to the Board.

e. Contractors

Specific tasks, including Index research, Index production, Index monitoring, Index publication and Index promotion, may be delegated to outside contractors. Access to



Medicine Governing bodies may ask outside experts for their opinion and/or request them to attend meetings *ex officio*.

f. Organogram

