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Board of Directors

The Code of Good Governance

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Principle 1

Understanding its function in delivering the organizational purpose

The Directors are equally responsible in law for governance. They are individually and collectively responsible for ensuring that the organization remains faithful to its purpose. The Board of Directors will lead by:

- Ensuring organizational purposes and rules set out in the articles of association remain relevant and valid.
- Setting and upholding the mission, values and reputation of the organization.
- Understanding and fulfilling its legal duties.
- Ensuring the stewardship of assets.
- Ensuring an appropriate organizational structure is in place.
- Understanding the organization's operational environment and its evolution.
- Developing and agreeing a medium to long-term strategy.
- Reviewing and overseeing the work of the organization in the interest of its members and beneficiaries.

Principle 2

Working as an effective team

The Board of Directors will ensure that it has an effective balance of knowledge, skills, attitudes and behaviour to deliver organizational purpose. The Board will lead by:

- Structuring meetings effectively including preparation, frequency, recording and communication.
- Ensuring that all board members and contractors of the Operations office understand and fulfil their respective role.
- Periodically reviewing their individual contribution and performance as a team.
- Accessing external advice when necessary.
- Finding, recruiting and retiring board members to meet the organization's changing needs in line with the articles of association, taking into account skills, experience and diversity.
- Providing suitable induction of new Directors.
- Developing and maintaining a positive working relationship within the board and with the Operations office and volunteers.
- Ensuring that all board members are able to participate fully at meetings and carry out their function in an open and constructive way.

Principle 3

Maintaining control, making effective decisions and managing risk

The Board of Directors has ultimate responsibility for setting the vision and strategy and overseeing the activities of the organization. While the Board may delegate some of its functions to paid staff/contractors, the Board must regularly review internal controls, risk, performance, policies, and procedures by:

- Developing and monitoring organizational plans and budgets.
- Evaluating results and assessing impact.
- Ensuring proper arrangements/ agreements are in place for partnership working and service delivery.
- Understanding and complying with all legal, contractual and regulatory requirements that apply to it.
- Implementing appropriate up to date internal financial and management controls.
- Regularly identifying and reviewing the major risks to which the organization is exposed including systems to manage those risks.
- Ensuring that delegation to staff/contractors, and volunteers (as applicable) works effectively, and the use of delegated authority is properly documented and supervised.
- Making proper arrangements for the recruitment, remuneration, supervision, support and appraisal of staff/contractors.
- Making proper arrangements for managing and supporting volunteers.

Principle 4

Acting with integrity

The Board of Directors should act at all times with honesty and probity in the interests of the organization and its members and beneficiaries. The Board ensures that the organization's performance and interaction with its stakeholders are guided by the values, ethics and culture put in place by the board. The Board should:

- Act according to high ethical standards.
- Identify, understand and manage conflicts of interest and loyalty both within the Board and across the organization.
- Maintain independence of decision making.
- Adopt a suitable code of conduct.
- Have a clear and effective approach to promoting equality, diversity, inclusion and good relations within the board and throughout the organization.
- Encourage inclusive and accessible participation of members.
- Understand and comply with its safeguarding responsibilities.
- Develop and provide a safe and respectful culture for all.

Principle 5

Being open and accountable

The Board of Directors leads the organization by being open and transparent, accountable and responsive. The Board should:

- Ensure open and effective communication and engagement with members, beneficiaries and stakeholders about the organization and its work.
- Consider organizational responsibilities to the wider community, society and the environment.
- Put in place arrangements to deal with complaints constructively, impartially and efficiently.
- Ensure proper arrangements for the management of membership as set out in the articles of association.
- Demonstrate public benefit/impact in line with its organizational purposes.

Glossary of Terms

Accountability is the duty to explain the ways in which an individual or group has carried out, or caused to be carried out, the obligations placed upon them by law, a governing body or constitutional document. While the discharge of these activities/obligations may be delegated to others, the obligation to account for the actions cannot be delegated.

Appraisal is a formal assessment of performance over a set time frame.

Assets are everything your organization owns that are of value, including buildings, equipment, money, trademarks and intelligence. Can also include intangible items such as reputation, skills and experience.

Autonomous is a self-governing, independent body which is free from external control and constraint.

Beneficiaries are the people your organization is set up to help, those who benefit from what you do.

Board of Directors is a group of elected or appointed people who are ultimately accountable and collectively responsible for the governance and strategic direction of an organization.

Compliance is the act of taking steps to comply with relevant laws, policies, and regulations.

Conflicts of interest may arise in a situation where a board member may obtain personal benefit from a particular decision in relation to the organization, or when a personal interest may get in the way of making decisions in the best interests of the organization. *Article 9:8 of the Companies & Associations Code* applies to the board members.

Culture is the ideas, customs, and social behaviour of a particular people, society, or organization.

Delegate is to give another person the authority to do work and/or take decisions on your behalf.

Glossary of Terms

Diversity can encompass many characteristics such as: age, gender, race, ethnicity, religion, marital status, sexual orientation, economic, cultural and social background, level of educational attainment and professional background. Recognizing diversity in governance is about respecting and valuing people's differences and enabling them to contribute and realize their full potential within an inclusive culture.

Effectiveness is being able to bring about the intended or expected result.

Equality is about ensuring that every individual has an equal opportunity to make the most of their lives and talents; it also means that we ensure that nobody is treated less favourably than other people or being harassed on any of the prohibited equality grounds.

Ethics are standards of morality and conduct of either an individual or organization.

Good relations is to promote the growth of relations between people that acknowledge the religious, political and racial context in Belgium, and seek to promote respect, equity and trust, and embrace diversity in all its forms.

Governance is about leadership and ensuring that an organization is effectively and properly run. It has been defined as "the systems and processes concerned with ensuring the overall direction, effectiveness, supervision and accountability of an organization."

Integrity is used to describe soundness of moral character; this is demonstrated through adherence to moral and ethical principles.

Independence refers to impartiality in acting, i.e. no conflict of interest and any semblance of such a conflict is avoided.

Monitoring is collecting and recording information in a routine and systematic way to check progress against plans and enable evaluation.

Openness implies transparent actions so that optimal accountability is possible and the supervisory bodies have full insight into the actions of the Board or Directors and their motives.

Public benefit is one of the key components of what makes a purpose benevolent. A benefit must flow from the not-for-profit organization's purpose; be capable of being demonstrated and be beneficial, not harmful to the public, or to a section of the public and it must not provide a private benefit to individuals unless the benefit is incidental.

Glossary of Terms

Probity is the quality of having strong moral principles, honesty and decency.

Prudence is exercising care, caution, and good judgement as well as wisdom in looking ahead.

Purposes is the statement of what your organization has been set up to achieve, set out in the governing document. It should reflect the organization's broad aims, rather than the day-to-day activities. Also known as objects, objectives or aims.

Reliability means being able to count on someone who keeps to agreements. Knowledge and information available to someone by virtue of his/her office is used for the purpose for which it was given.

Risk management is the analysis and management of risk. It involves the identification and assessment of risk, the decision whether to accept, guard against, prevent or insure against the occurrence and the process of implementing such decisions.

Safe culture means that anyone who interacts with the organization should be treated with dignity and fairness and feel that they are in a safe and supportive environment which promotes and respects the rights of all.

Safeguarding means ensuring there are measures in place to prevent harm to staff, volunteers, beneficiaries and anyone who comes into contact with your organization. It also means responding appropriately where harm has occurred to an individual. While safeguarding is everyone's responsibility, trustees need to provide leadership on culture, policy and procedures which promote and respect the rights of children and adults.

Values are the principles and beliefs which the organization seeks to apply, both in setting its mission and aims, and in its day-to-day operations.

Vision is what the world will look like if the organization is successful in achieving its mission.

Volunteering is defined as the commitment of time and energy, for the benefit of society and the community, the environment, or individuals outside (or in addition to) one's immediate family. It is undertaken freely and by choice, without concern for financial gain.



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「Thank you」