



Code of Conduct

BOARD OF DIRECTORS

**CYBER SECURITY COALITION VZW/ASBL
STUIVERSSTRAAT 8 RUE DES SOLS
1000 BRUSSELS**

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INTRODUCTION

The Cyber Security Coalition ASBL/vzw (hereinafter referred to as Coalition) subscribes to the principles of good management and endeavours to act in accordance with the highest ethical standards in all its actions. In that context, it has a code of conduct for its Directors (the Director(s)), which serves as a guide for their conduct and actions (the Coalition Code of Conduct for Directors).

SCOPE OF APPLICATION

The Coalition Code of Conduct for Directors applies to all Directors of the Association and was approved unanimously by the Board of Directors on 28 April 2022. This Coalition Code of Conduct for Directors is intended as a guideline for Directors.

In case of doubt, the Association advises the Director to consult with his/her colleagues as to the most appropriate course of action. It is better to act prudently than to commit acts that could harm the Director's own reputation and that of the Association. In most cases, common sense will provide the best solution.

A Director shall be accountable to the Board of Directors for compliance with this Code of Conduct. The Board of Directors is accountable to the General Assembly.

Violation of this Code of Conduct shall be sanctioned by the Board of directors. Depending on the nature of the breach, breach of this Code of Conduct may be cause for removal from office.

This Coalition Code of Conduct for Directors may change in the future. Indeed, although the values on which this Coalition Code of Conduct for Directors is based are of all times, some aspects of the text are time-bound. Directors should set an example in keeping with the values and image of the Association and ensure that this image is not compromised.

Directors receive and put their signature on a copy of the Code of Conduct upon taking office.

The Coalition Code of Conduct for Directors is public and accessible through the website of the Cyber Security Coalition.

CORE COMPETENCIES

The Association has defined the following competences as core competences and also expects the Directors to continuously promote these core competences through their actions:

- Respect and integrity
- Transparency
- Flexibility
- Reliability
- Striving for excellence
- Cooperation



Below are rules of conduct for the Directors that embody these values.

RULES OF CONDUCT

General

The Association distinguishes itself by the member-friendliness, professionalism, enthusiasm and solidarity with which it pursues its objectives. The Director is expected to have a respectful, moral and socially irreproachable attitude. Moreover, he/she must show integrity and dedication. He/she acts in the interest of the Association and is committed to ensuring its continuity and development and to using its resources effectively and efficiently. The Director supports the image of the Association by, among other things, having a professional appearance and communicating in a correct and clear manner.

Respect for the individual

The Director treats the other directors, staff members, members, suppliers and others with the necessary respect. This implies among other things that the Director abstains from everything that could impugn the dignity of others. Racism, discrimination because of philosophical or political considerations, sexual orientation, gender, age, handicap, origin and marital status are completely excluded. Unwanted sexual behaviour and all forms of violence, whether verbal, de facto or behavioural, will not be tolerated.

Training and gathering information

The Chair shall ensure that new Directors receive an appropriate induction so as to be able to contribute promptly to the Board of Directors. This induction process helps the Director in question to gain insight into the fundamental characteristics of the Association, including its governance, strategy, key policies, financial and business challenges.

The Directors undertake to perfect their skills, abilities and knowledge of the Association to be able to fulfil their role, both in the Board of Directors and in the other committees which they have joined. Moreover, they shall ensure that they receive detailed and accurate information, which they shall study thoroughly so as to remain in control of the main aspects of the Association's business. They shall seek clarification whenever they deem it necessary.

The Chair of the Board of Directors ensures that the Directors receive accurate, timely and clear information before each meeting of the Board of Directors, and if necessary between meetings. With regard to the Board of Directors, all Directors receive the same information. The Chair of the Board ensures that all Directors can make an informed contribution to the Board's deliberations and that there is sufficient time for reflection and discussion before reaching a decision.



The Directors shall have access to independent professional advice at the Association's expense provided that they act in accordance with the procedure established by the Board for that purpose.

Availability

Each Director must be prepared to devote sufficient time to perform his/her duties and responsibilities effectively and must be able to serve on the Board of Directors for a substantial period. Each Director undertakes to be present or represented at the meetings of the Board of Directors of the Association to the extent possible.

Independence

Each Director must decide based on an independent and objective judgement. This implies that personal preferences and convictions or the (personal or professional) engagement in another entity or association may not affect the objectivity of the judgement. The Directors are also expected to avoid that their private interests or interests represented by a mandate or position in other entities or associations may influence the performance of their duties as a member of the Board of Directors of the Association.

Conflicts of interest

On the one hand, the Association respects the rights of Directors to manage their personal affairs and investments and to pursue other professional activities. On the other hand, Directors must always act in the best interests of the Association. They shall avoid situations where a potential or actual conflict of interest arises or could arise between their personal interests or interests of other entities they also represent and the interests of the Association.

For the purposes of this Code of Conduct for Directors, the term conflict of interest covers not only an interest of a financial nature, but also a functional interest. The term functional interest should be understood as any situation where the same person represents or is involved in two different companies or other entities, which have potentially conflicting interests.

In the event of a functional conflict of interest, the Director concerned shall inform the other Directors as soon as possible and at the latest at the beginning of the meeting dealing with the matter that gives rise to the conflict of interest. The Director shall disclose the nature and reason for the conflict of interest.

After having been informed of the conflict of interest, the other Directors will reflect on a method to neutralize the impact of this conflict. One of these proposals may require the Director who disclosed the conflict of interest to abstain from the deliberations and/or the vote.

The Board of Directors with the exception of the Director concerned shall then decide whether or not the latter shall abstain from the deliberations and/or the vote.



Directors can be involved as members of the jury in competitions or examinations organized by the Coalition, but cannot participate as applicants in such competitions or examinations.

For the other formalities, the legal procedure mentioned in Section 9:8 of the Companies and Associations Code of 23 March 2019 must of course be followed.

Misuse of privileged information

The Directors may not abuse privileged information, as referred to in the applicable legislation. In case of listed companies, each Director shall comply with the applicable legislation, it being understood that his or her behaviour must be such that there can be no misinterpretation. With regard to non-listed companies, each Director will use the information at his or her disposal only within the framework of the decision to be taken. In any event, a Director who, in his or her capacity as member of the Board of Directors, receives information that may have a financial impact on his or her personal situation or that of third parties, may not use such information to benefit himself or herself or third parties.

Treatment of confidential information

The Directors must treat the confidential information they received in their capacity as Director with the utmost discretion. He/she ensures that documents containing confidential data are safely stored and that computer files are secure.

Only in exceptional situations clearly defined by law or with the consent of the persons concerned may or must the Director disclose such information to third parties.

The duty of discretion also applies to family members and acquaintances of the Director.

Confidential information acquired within the framework of the Director's function may not be used for personal or professional purposes for the benefit of third parties, even if this does not cause any direct damage to the Association.

The Directors may only use the information that they possess in their capacity as Director within the framework of their mandate. Imprudent or fraudulent dissemination of information may cause serious harm to the Association. The Director may therefore not disseminate internal information - in any form whatsoever - relating to the Association without consulting the Board of Directors. This applies inter alia to business information concerning the activities, results and strategy of the Association, the files in preparation for the Board of Directors as well as to information concerning the security measures taken to protect the Association's assets. This provision shall remain in force until two years have elapsed from the date of the Director's resignation.

Evaluation

The Board of Directors, led by its Chair, conducts an annual self-assessment to determine whether the Board is functioning effectively. This performance evaluation has the following objectives:



- evaluating how the Board of Directors operates with special attention being paid to the evaluation of the Chair of the Board;
- ascertaining whether the important decisions were properly prepared and handled;
- assessing the presence and contribution of each Director in the discussion and decision-making process;
- evaluating the composition of the Board of Directors in the light of its desired composition.

Contacts with the media and third parties

The Association's image is largely determined by media reporting. To this end, the information provided by the Group and the individual institutions is of vital importance.

The task of external spokesperson for the Association rests with the Operations Manager and the Chair of the Board of Directors, who may be assisted by one or more Directors or other members of the Operations team.

With the exception of the legal obligations, the publication of Association data and results shall be decided upon by the Board of Directors on the proposal of the Chair.

No announcements shall be made to third parties on matters concerning the Association that are subject to decision making by the Board of Directors, unless explicitly agreed upon within the Board of Directors.

In their contacts with the media, all spokespersons shall in any event comply with the following principles:

- the information provided must be pertinent and correct;
- the message must be relevant and intelligibly worded;
- the information provided must focus on the Association, not on the individual merits, interests or objectives of the Directors/contractors;
- reactions from the Association to the media must be moderate;
- overreactions must be avoided;
- the role of journalists must be respected.

Gifts

The Director shall not abuse his position to directly or indirectly request or accept gifts and commissions from members, suppliers or other business relations for personal enrichment, to provoke or facilitate the offering thereof.

The Director may, however, due to the nature of his position, find himself in a business environment where the offering of gifts or attentions is customary. In such circumstances, it should be checked whether the offer is proportionate to the relationship and position of the Director and to the specific occasions. The attention takes precedence, which implies that the value of the gift must be small. Attentions in the form of money are never allowed.



When accepting a gift or invitation, the Director should always bear in mind the following questions:

- Why is the gift or invitation being given?
- At what time and in what situation is the gift or invitation being offered?
- Is there a risk that a quid pro quo may be asked of the Director?
- Is the acceptance of the gift or invitation in the context of a normal professional relationship?
- Is it an isolated case or does the Director regularly receive gifts or invitations from the same person or organization?
- Are there other Directors who regularly receive a gift or invitation from the same person or organization?

If the Director is in doubt as to whether the acceptance of a gift or attention is permissible, he shall consult with the Chair or/and his colleagues.

Compliance with regulations

The activities of the Association are subject to various decrees, laws, ordinances, royal decrees and other regulations. Each Director must respect and comply with the regulations in force at the time in all his acts.

The Director may not, under any circumstances, take actions of which he must reasonably know that they violate the applicable regulations.

Compliance with internal guidelines and rules

The Director undertakes to comply with all applicable regulations and the policies and guidelines in force within the Coalition in the performance of his/her Director's duties.

Private life

The Association fully respects the Director's private life. But at the same time, it is obvious that the Director's behaviour outside the time he spends on his/her duties also determines the Association's image. The Association therefore asks the Directors to take this into account.

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