



Applicable to All Directors

Note Directors are responsible to the Company Members to discharge their duties effectively. In addition, all Directors are expected to abide by and sign up to **this** the Directors Code of Conduct

INTRODUCTION

Those who serve as a Director of the ELPA have responsibilities under Belgian Law. As part of these responsibilities, each Director is asked to agree to and abide by the Code of Conduct which is set out in this document. If any Director, on receiving an Agenda for any meeting he/she attends as a Director, finds that they have a conflict of interest with any agenda item, they must declare this at the outset of the meeting and should withdraw from that particular part of the meeting and related decision-making.

PURPOSE OF THE CODE

The Code defines the standards expected of ELPA Directors in order to ensure that:-

- the ELPA is effective, open and accountable;
- the highest standards of integrity and stewardship are achieved; and
- the working relationship with any staff and advisors is productive and supportive.

CODE OF CONDUCT

Selflessness

Directors have a general duty to act with probity and prudence in the best interest of the ELPA as a whole. They should not act in order to gain financial or other material benefits for themselves, their family, their friends or any other organisation.

Integrity

The Directors of the ELPA should conduct themselves in a manner which does not damage or undermine the reputation of the ELPA, or its staff. More specifically they:

- should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- must avoid actual impropriety and any appearance of improper behaviour;
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

Objectivity

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or transacting other business, the Directors should ensure that decisions are made solely on merit. In arriving at decisions where they do not have expertise themselves, Directors should consider appropriate professional advice.

Accountability

The Directors:

- have a duty to comply with constitutional and legal requirements and to adhere to best practice in such a way as to preserve confidence in the ELPA, **taking professional advice as they deem necessary;**
- are accountable to the ELPA's members and other stakeholders for their decisions, the effectiveness of the Board and the performance of the ELPA.

Openness

The Directors should ensure that confidential information and material, including material about individuals, is handled in accordance with due care, so that it remains confidential. In addition, they should be as open as possible about their decisions and the actions that they take. As far as possible, they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

Honesty

The Directors have a duty to avoid any conflict of interest so far as is reasonably practicable. In particular they must make known any interest in any matter under discussion which:

- creates either a real danger of bias (that is, the interest affects him/her, or a member of his/her household more than the generality affected by the decision; or,
- might reasonably cause others to think it could influence the decision he/she may subsequently make

If there is a conflict of interest, he/she should declare the nature of the interest and withdraw from taking part in the decision-making for that particular matter, unless the remaining Trustees agree otherwise.

Leadership

The Directors must:

- promote and support the principles of leadership by example;
- strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively;
- bring a fair and open minded view to all discussions of the Board and should ensure that all decisions are made in the ELPA's best interests;
- respect the role of any staff;
- accept and respect the difference in roles between the Board and staff, ensuring that officers, the Board and any staff work effectively and cohesively for the benefit of the ELPA, and develop a mutually supportive and loyal relationship.