

VSE GOVERNANCE POLICY AND CODE OF CONDUCT FOR THE BOARD

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INTRODUCTION

Victim Support Europe (VSE) was established, under Belgian law, as an independent, international non-profit organisation in 2010. In accordance with its Constitution, Victim Support Europe's governance structure includes an Executive Board consisting of up to 10 Board members, including the President, two Vice presidents and a Treasurer. There is also a Management Team, which consists of the above named Board positions.

As part of VSE's due diligence and governance frameworks, a policy covering the principles of governance and organisational behaviour has been developed for Board members, regardless of their position. This policy has been created with the aim of providing all Board members with guidance on their decision making, accountability, and general conduct.

Good NGO governance is based on the distinction between organisational entities (management and the governing body) and the distribution of decision-making power between them. The underlying assumption is that this separation makes possible the checks and balances that ensure the organisation is well run and that important decisions are made with the public interest in mind. This arrangement helps restrain and moderate the control of any one person or group, ensure the organisation's resources are well managed, and always safeguarded.

SCOPE OF THE POLICY

All Board members must comply with this policy and observe and promote the highest standards of ethical conduct in the performance of their duties. A failure to comply with this policy may result in disciplinary action or removal from the Board or partnership with VSE.

Vitim Support Europe's organisational structure consists of:

- Executive Board
- Management Team and
- VSE Staff

The roles of the Executive Board and Management Team are outlined in **ANNEX 1** of this document.

1. VSE' VALUES

All Board members must respect and uphold the following VSE values; these values should underpin our decision making and inform our engagement with each other and our stakeholders.

RESPECT AND COMPASSION - We work with dignity, respect and compassion for others. We strive to ensure victims are treated without judgement, but with respect and compassion. We work to ensure that victims' rights, including their human rights, are respected, protected and fulfilled.

COMMITMENT - At the heart of our work is our commitment to victims. It drives us and our members to deliver more, and better, rights and services. It reflects our belief that no matter how difficult the issues or our operating environment, we will always strive to ensure a Europe where victims' needs are met.

COLLABORATION AND COMMUNITY- To achieve results, VSE believes in working in collaboration with, and through, our community of members, stakeholders, policy makers, practitioners and victims.

2. ACTING IN THE INTERESTS OF VICTIM SUPPORT EUROPE

Board members shall:

- a. Uphold the good standing and reputation of VSE, representing the organisation in a positive and supportive manner in line with the organisation's values, at all times.
- b. Support the values, mission, vision and objectives of the organisation including standards prescribed in the VSE Constitution and other related documents.
- c. Safeguard and protect the confidentiality of sensitive information and comply with all Data Protection requirements.
- d. Put the aims and good reputation of the organisation before their personal interests, acting in the best interests of VSE as a whole, if there is a conflict of interest the Board will declare any involvement with specific or potential partners. (Declaration of conflict of interest in **ANNEX 3**)
- e. Develop and maintain up-to-date knowledge of VSE and its partners, including an understanding of VSE's Constitution, how VSE operates, and the nature and the extent of its work.
- f. Promote collaboration, cooperation, and partnership among VSE members.

- g. Not make public comments about the organisation unless authorised to do so by the Management Team or Executive Director. Any public comments made about VSE should be considered and in line with organisational policy.
- h. Behave in an open, honest and trustworthy manner
- i. Be responsible and accountable for their actions and decisions.
- j. Act reasonably and justifiably in identifying and resolving conflicts of values, including those of an ethical nature.
- k. Neither offer nor accept gifts, hospitality or services which could create, or imply, an improper obligation.
- l. Ensure their actions and decisions are compliant with all relevant legislation and regulations
- m. Act in the best interests of VSE, its members, collaborators and/or partners:

3. GOVERNANCE

Board members shall:

- n. Accept responsibility to ensure that VSE is well run, and raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
- o. Actively contribute towards improving the governance of the Executive Board, participate in induction activities, and share ideas for improvement with the Board
- p. Help to identify good candidates for the Board within the membership of VSE, and appoint new Board members in accordance with the Constitution and the agreed selection criteria.
- q. Use VSE resources responsibly, and when claiming expenses, do so in line with VSE procedures.

4. BOARD MEETINGS AND DECISION MAKING

Board members shall:

- r. Attend all Board meetings and other appointments related to their Board duties, or give apologies. Failure to attend fewer than 50% of the formal meetings in any given year, will be considered a breach of this code and could result in removal from the Executive Board.
- s. Prepare fully for all meetings. This will include reading papers, querying anything they do not understand, thinking through issues before meetings and completing any reasonable tasks assigned in the agreed time.
- t. Actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way; listening carefully, challenging sensitively and avoiding all unnecessary conflict.
- u. Show respect and act within the line of the organisation`s values, at all times.
- v. Participate in collective decision-making, accept a majority decision of the Executive Board, and not act individually unless specifically authorised to do so.
- w. Cooperate with, and respect, the opinions of other Board members and staff, leaving aside any personal prejudices, and ultimately supporting all agreed actions of the Board.

Detailed information on decision making processes is outlined in **ANNEX 2** of this document.

5. RELATIONS WITH OTHERS

Board Members shall:

- a. In their role, work considerably and respectfully with all those they come into contact, at all times upholding the values of the organisation,
- b. Respect diversity and act in a non-discriminatory manner, regardless of an individual's gender, age, sex, sexual orientation, race, religious beliefs, political opinion, culture, disability.
- c. Recognise that the roles of managers, staff, volunteers and interns of VSE are different, and seek to understand, support, respect the difference between these roles.
- d. Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with VSE objectives, priorities, its Constitution, and national law.
- e. Understand that any direct request for information or assistance from the Head office may be directed to the line manager or another colleague if applicable.

6. PROTECTION FROM HARASSMENT

VSE strives to maintain a workplace that is free from discrimination and harassment. While all forms of harassment are prohibited, sexually harassment is particularly harmful, and it is the organisation's policy to take a particularly strict position on such behaviour.

- a. Any complaint of discrimination or harassment against a Board or staff member will be investigated in line with the relevant organisational policy.

7. ELECTION OF BOARD MEMBERS (VSE CONSTITUTION)

As prescribed in the VSE Constitution, the process for the election of Board members is as follows:

- The General Assembly appoints Board members, who will sit on the Board, as well as a President, one or two Vice-President(s) and a Treasurer.
- The natural person, a representative of a full or associate member, can be appointed Board members
- Active members may propose a candidate, who is a representative of an associate member, for the post of Board member as long as the Board is made up of at least five individuals representing full members; or two such candidates, if the number of Board members representing active members is greater than five.
- The total duration of exercise of the function of Board member cannot exceed twelve (12) years. The exercise of the function of President, or Vice-President or Treasurer, by the same Board member, cannot exceed two (2) terms in the same function.
- Any member of the Board can be co-opted for an additional period of three (3) years, if necessary and in the interest of the Association, without exceeding the limitation of the point above.
- After one (1) year of absence from the Board, a former member of the Board may be re-elected and serve on the Board for a maximum period as prescribed in previously.
- The Executive board may appoint a new Board member to fill a vacant mandate or to reach the minimum number of Board members. The General Assembly will confirm these appointments at the first assembly which follows.

- The minimum age required is eighteen (18) years for Board members, who can be dismissed under the conditions described in section ten (10) of this paper.
- Active members can nominate a candidate for the post of Board member, who must be a representative of an active member of the Association. The designation follows the procedure laid down by the Executive Board. Designations cannot be signed by the designated person
- When they are proposed to sit on the Executive Board, associate members are subject to the conditions as described above
- All candidates for the mandate of member of the Board are required to be physically present at the General Assembly during which the vote is scheduled, under penalty of having their candidacy suspended, unless in a case of force majeure
- The member of the Board is elected by an absolute majority. Otherwise, a second round is organized with the two (2) candidates having obtained the largest number of votes. Then a simple majority is enough to be elected. If applicable, they are decided by lot.
- Candidacies for the position of Board member are sent to the main office at least fourteen (14) days before the date of the general meeting
- As an exception, when circumstances prevent the regular election of a Board member, the President can collect the proposals of candidates made by the General Assembly and proceed to the vote
- The General Assembly designates among the Executive Board: a President, one or two Vice-Presidents (s) and a Treasurer, and up to six (6) members of the Board.

8. REVOCATION OF BOARD MEMBERS/PERFORMANCE MANAGEMENT

- The Executive Board reserves the right to suspend or expel any Board Member for conduct prejudicial to the policy, interest or prestige of the organisation.
- Accusations or evidence of a substantial breach of any part of this code may result in a duly constituted meeting of Board members that will consider whether a Board member should be revoked from the Executive Board, and that may result in their being asked to resign from the Board.
- Should it be proposed by the Board to remove a Board member, the other Board members will inform the member in breach of the reasons why it is proposed to remove them from the Board.
- Any member of the Board will be removed if they:
 - become bankrupt or make any arrangement or composition with their creditors generally; or
 - cease to be a Board member by virtue of any provision in Belgian law; or
 - become incapable by reason of mental disorder, illness or injury of managing and administering their property and affairs; or
 - resign their office by written notice to the Association; or
 - in the event of an undeclared conflict of interest.
- The office of Executive Board member may also be removed by an ordinary resolution, of which a special notice has been given of at least 21 clear days in which to make representations to the Board as to why they should not be removed. After that time, at a meeting, the Board shall consider any representations which the member makes as to why they should not be removed. The Board shall allow the member, or their representative, to

make those representations in person at that meeting, (online or face to face) if they so choose.

- The General Assembly may, by ordinary resolution, appoint another person in place of a Board member removed as determined in the VSE constitution. The Board member so appointed shall not be a representative of a full member, who is already represented on the Executive Board, and no more than two members of the Board may come from any one European state.
- A Board member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does so vote, his vote shall not be counted.

ANNEX 1:

1. Executive Board – Role

Overall purpose

The Executive Board is the administrative body of Victim Support Europe. The Board is composed of a minimum of six (6), and a maximum of ten (10), Board members. Each member of the Association can be represented on the board by maximum one representative.

Specific responsibilities

- a. The Executive Board shall retain all of the powers of management and administration, subject to those reserved to the General Assembly.
- b. In accordance with the law, each year the Executive Board shall produce the annual accounts of the past financial year as well as the budget for the following term.
- c. The Executive Board may establish a main office and endow it with specific powers, as well
- d. as any other office with specific powers.
- e. The Executive Board's powers of management and administration include, but are not limited to the following:
 - to provide overall direction to the Association in line with the Association's vision, mission and values;
 - to oversee the implementation and evaluation of the Association's strategic plan and annual work programme implemented by the Head Office and any other Office;
 - to supervise the management of the Head Office and any other Office;
 - to report on the activities of the Association to the General Assembly;
 - to ensure that accurate accounts are kept regarding the capital, income and expenditure of the Association in due fulfilment of accounting requirements, to prepare the annual accounts and the budget and to submit a financial report including the audited annual accounts and the budget to the General Assembly for approval;
 - to approve or decline the admittance of new members and to recommend the exclusion of members in the cases foreseen in the statutes;
 - to establish regional offices or other bodies to support it in the delivery of its objectives. A regional office will be any office other than the Head Office in which a staff member is appointed to operate activities on behalf of the Association;
 - to determine the structure and organisation of staff in the Head Office or any other Office.

2. Management Team – Role

Overall purpose

The Management Team is an administrative body of Victim Support Europe. The Management Team is composed of a minimum of three (3), and a maximum of four (4), members which are the President, two Vice Presidents and Treasurer. The members of the Management Team are also part of the Executive Board. The Management Team meets 4 times per year to oversee the operation of the

organisation, to prepare Board meetings, to oversee the work of VSE's head office including Governance of Financial management.

a) President

Overall Purpose

To lead and chair the Board in ensuring the effective governance of Victim Support Europe and to work with the Executive Director to ensure the effective achievement of VSE aims and objectives.

Specific Responsibilities:

Board Meetings

- Ensure the effective operation of the Board.
- In conjunction with Executive Director, draw up the agenda in advance of Board meetings and ensure that the agenda and papers are sent out at least three working days prior to the meeting.
- Chair the meetings of the Board in a fair and effective manner.
- Facilitate Board members in putting forward items for the agenda of future meetings.
- Ensure appropriate minutes are taken at each meeting and approved at the following meeting.
- Contact Board members who have not attended 50% of the meetings of the Board and discuss their future attendance and, if appropriate, their membership of the Board.

Board Members

- Ensure fair & effective arrangements are in place to identify and elect new Board members.
- In conjunction with the Executive Director, ensure all new Board members are effectively inducted.
- Ensure, with the Executive Director, that Board members have the appropriate skills and receive appropriate advice and information relating to their role.
- Ensure Board members fulfil the role of Board members.
- Notify Board members of any professional or personal matter which could impact on the reputation of VSE and agree how this should be handled.

Management of the Executive Director

- Ensure fair and effective arrangements are in place for the recruitment, selection & induction of any new Executive director.
- Ensure there are effective arrangements for the support, training, supervision and appraisal of the Executive Director.
- Chair final disciplinary or grievance panels in relation to the Executive Director, in accordance with VSE policies and procedures (this may be delegated to the Vice-President).
- Chair final appeal panels re disciplinary and grievance procedures, in accordance with disciplinary and/or grievance policies and procedures (this may be delegated to the Vice-President).
- Guide the Executive Director in the absence of clear policy.

Planning and Implementation

- Ensure overall strategy and policy objectives are set, effectively implemented and regularly reviewed.
- Ensure that decisions made by the Board are effectively implemented.
- Work in partnership with the Executive Director to help them achieve agreed objectives.

Review Board Performance

- Ensure there are effective processes for Board members to review their contribution to VSE and how it can be improved.
- Ensure the Board reflects regularly on its performance and how it might be improved.

Ambassador Role

- Represent Victim Support Europe at appropriate official functions, in consultation with the Executive Director.
- Represent Victim Support Europe, as agreed by the Board, at appropriate meetings/events.

b) Vice President

Overall Purpose

To support the President in ensuring the effective governance of Victim Support Europe, to chair meetings and undertake other responsibilities in the absence of the President.

Specific Responsibilities:

- Attend Management Team Meetings and fulfil the duties of the Management Team.
- Fulfil the role of President in the absence of the President (see role description of President).
- Support the President in ensuring the Board fulfils its responsibilities.
- Chair final disciplinary or grievance panels in relation to the Executive Board, in accordance with Victim Support Europe's policies and procedures, where it is not possible, or appropriate for it to be carried out by the President.
- Chair final appeal panels re disciplinary and grievance procedures, in accordance with disciplinary and/or grievance policies and procedures where it is not possible, or appropriate for it to be carried out by the President
- Fulfil agreed functions delegated by the President or the Board including those of an Ambassadorial nature
- Assist in planning the filling of vacant Management Team posts.

c) Second Vice president

Overall purpose

To support the Vice president and the President as necessary. The Second Vice President can be invited to the MTM when appropriate. They act in a supportive role to the Management Team and act in accordance with requests made by the Management Team.

d) The Treasurer

Overall Purpose

To monitor the financial administration of Victim Support Europe and report to the Board.

Specific Responsibilities

- Attend Management Team Meetings and fulfil the duties of the Management Team.
- Oversee the implementation of effective financial systems.
- Make sure that financial reports are delivered in time before the meetings.
- Present the financial situation of VSE at Board meetings and at Annual General Meetings.
- Support the Executive Director and Finance officer in the financial management of the organisation.
- Advise on the financial implications of the strategic plan.

ANNEX 2: DECISION MAKING PROCESS

DECISIONS ON WORK PACKAGES
<p>Preparation of the annual and multi-annual programming of VSE will be carried out in collaboration with the Management Team (MT). The Head Office will develop a draft programme aimed at implementing VSE's strategic plan in accordance with identified internal and external priorities.</p> <p>The proposed programme will be discussed with the Management Team and updated according to their recommendations, taking into account overarching priorities, financial and practical feasibility, and any other factors brought to their attention by the Head Office. The views and recommendations of the Head of Office shall be taken into account in any final decision.</p> <p>The Management Team will be supported in its decision making through the provision of relevant papers presented at Management Team meetings or through e-mail exchange. If a decision needs to be agreed via email, all information and recommendations will be provided by VSE staff through email exchange.</p>
ANNUAL AND MONTHLY PLANNING
<p>By the beginning of each year, at the latest, VSE Head Office will provide the Management Team and Executive Board with the work programme for the upcoming year.</p> <p>VSE Head Office will also present VSE EU Operating Grant planning for comments to the Management Team and Executive Board prior to submission.</p> <p>During the year, VSE Head Office will provide regular updates on the implementation of the work programme.</p>
PROJECT PROPOSALS AND MANAGEMENT
<p>VSE Head Office/Secretariat is responsible for decisions to pursue project opportunities, including developing project ideas and entering into project partnerships, in line with the VSE Strategy and annual priorities, as well as VSE's Constitution and existing policies. VSE Head Office will actively seek to include VSE members in its projects, as far as possible.</p> <p>Regular updates on the project proposals and partnerships being developed as well as on the implementation and results of ongoing projects are provided to the Management Team and Executive Board during the year.</p> <p>VSE Head Office will bring to the attention of the MT, any project issues which may risk the reputation or operation of VSE or which may have negative implications for VSE members. MT will provide guidance on how to proceed in such situations, including by raising the matter with the Executive Board.</p>
NEW PRIORITIES NOT INCLUDED IN THE WORK PLAN
<p>VSE Head Office/Secretariat will present and discuss with the Management Team and Executive Board only those new priorities/initiatives that are deemed by the ED to be politically sensitive or controversial or which might impact VSE's existing priorities and deliverables.</p>
EXECUTIVE BOARD MEETINGS
<p>In a period of one year, VSE Head Office will organise 4 Executive Board meetings: two in person and two online.</p>

- Online meetings will be organised on the Microsoft Teams platform or an alternative if problems arise. The Head Office will send a link via e-mail exchange or through a calendar invitation.
- In person meetings will take place in the Brussels Head Office, or in a country of any of the Board members as agreed by the Board. Expenses for attendance are covered by VSE in accordance with travel rules.
- Extraordinary meetings may take place online via the Microsoft Teams platform or an alternative if problems arise. The information for holding this meeting will be sent via e-mail. If the matter is urgent, other communication means may be used, such as telephone calls or other online tools (WhatsApp, Viber, etc.) The link for the meeting will be sent via e-mail exchange or calendar invitation or through other electronic means, if necessary.

The meeting schedule for the Executive Board will be agreed with the Management Team at least 4 months in advance. The dates proposed to the Executive Board for final agreement should ensure at least a quorum of Board members may be present.

In advance of each EB meeting, an agenda will be prepared. The agenda will be prepared by VSE Head Office/Secretariat and agreed by the Management Team.

The agenda and supporting documents will be sent to the Board members by VSE Head Office/Secretariat at least one week in advance. The Agenda and any relevant documents will also be posted on VSE's Intranet. Exceptionally, some documents may be sent less than one week before the meeting, however this can be done only exceptionally and when justified.

Minutes will be taken during the Executive Board meetings.

These minutes will include a summary of EB actions and will be sent to the Management Team for approval no later than 2 weeks after the meeting. The final draft will be sent to the EB for review and approval at least one week before the next EB meeting.

PREPARATION OF MANAGEMENT TEAM MEETINGS

VSE Head Office will organise 4 Management Team meetings per year.

The MT will agree dates for MT meetings as well as whether the meeting will be held online or other location at least 2 months in advance.

Agenda and relevant paperwork will be sent to the Management Team by the VSE Head Office/Secretariat at least 1 week in advance via e-mail and posted on the Intranet. Some additional paperwork may, exceptionally, be sent later.

If the meeting takes place online, the link for the meeting will be sent to the Management Team by e-mail exchange together with the agenda or through calendar invitation.

Minutes will be taken during the Management Team meetings.

The minutes of the meetings will include a summary of MT actions and will be sent to the Management Team for review and approval no later than 2 weeks after the meeting.

EVENTS THAT ARE ORGANISED BY VSE OR AT WHICH VSE REPRESENTATIVES ARE INVITED TO SPEAK

The following decision-making processes will apply to the preparation of public events or meetings (such as the annual conference, other yearly events, high-level meetings, etc.)

VSE Annual Conference:

Key decisions including the theme of the conference, general programme and location of the conference will be developed by VSE Head Office before being presented to the Management Team for discussion and approval. The agreed approach will be presented to the Executive Board in advance of the programme being published. The Head Office will keep the Management Team up dated on the organisation and budget of the conference.

Other Events and Meetings:

VSE Head Office will decide who speaks at conferences but keeps the Management Team up dated on invitations and actively considers whether any Executive Board members or staff should be present or intervene and ensure that the budget cost will be respected. For high attendance costs that are not covered by the organiser or by existing budgets, VSE head office will seek approval from the Management Team.

MEMBERSHIP

VSE Head Office/ Secretariat will conduct initial verification of all membership applications and make recommendations to either reject or accept an application, based on the existing VSE Membership Policy and VSE Constitution.

The VSE Executive Board will be asked, by email, to decide on the application, based on the recommendation of the VSE Head Office/ Secretariat. The Executive Board may ask for additional clarification before making their decision, to which the Secretariat will reply with the shortest possible delay.

Unless additional clarification is required, Executive Board members will reply on any new membership application by email.



Victim Support Europe
Declaration of Conflict of Interest by Board Members

Part A – Declaration *(To be completed by Declaring Member)*

To: (President)

I would like to report the following existing / potential* conflict of interest situation in relation to the item under discussion:

i) Matter to be discussed by the Board (insert a title to the matter – e.g. “Declaration of the potential conflict of interest due to personal connection to a company providing services to VSE”)
ii) Brief description of my connection with the matter in (i) above (e.g. connection with a company or organisation which is connected with the matter)

 (Name of Declaring Member)
 (Date)

Part B – Acknowledgement *(To be completed by the President)*

To: (Declaring Member)

Acknowledgement of Declaration

The information contained in your declaration form of (date) _____ is noted. It has been decided that:

- You may continue to speak and vote on the matter as described in Part A, provided that there is no change in the information declared above.
- You may continue to speak but should not vote on the matter as described in Part A, provided that there is no change in the information declared above.
- You may remain in the meeting as an observer on the matter as described in Part A, provided that there is no change in the information declared above.

☐ Others (please specify): _____

(Name of the President)
(Date)