

CODE OF CONDUCT POLICY

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5001	Code of Conduct Policy	
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NA = not applicable

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Name	Private Stichting Nicole Foundation

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This policy has been developed to address the conduct of all NICOLE Foundation (hereafter “the Foundation”) personnel including all Board Members, Executive Directors / Officers, Employees & Volunteers (collectively referred to herein as “Individuals”).

Individuals are expected to exercise the duties and responsibilities of their agreed service to the Foundation with integrity, collegiality, and care. This includes:

1.) Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No Individual shall derive any personal profit or gain, directly or indirectly, by reason of service related to Foundation activities and shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their Foundation duties and responsibilities. Nevertheless, potential conflicts may arise from time to time, for example:

a) Any conflicts of interest related to the Foundation, including, but not limited to financial interests, on the part of any Individual, shall be disclosed to the Board immediately. Further, Advisors, Board and Executive Team Members must confirm that they either have no conflicts of interest or disclose potential new conflicts of interest at the beginning of Board service and thereafter in writing should a potential conflict arise. Any Advisory, Board or Executive Team Member having a conflict of interest shall not vote or use their personal influence to address the matter, and their vote will not be counted on that matter.

b) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of The Foundation and the Individual’s personal interests, the Individual has a duty to immediately disclose the conflict of interest to the Executive Director so that the Board may evaluate and act accordingly on the conflict. The individual may not participate in the vote, if any vote is required.

c) In the event that any Individual receives compensation related to their service, such compensation will be determined by and approved by the Board of Directors in advance and managed by the Foundation Executive Director or their assigns.

d) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note in the case of a Board Member that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable]. Note that such conflict disclosures may be made public as part of the Foundation's statutory and/or normal reporting process.

e) All new Individuals will be advised of this policy at the inception of their relationship with the Foundation.

f) When the Executive Team and/or the Board of Directors believe a self-assessment is required on behalf of the individual, as provided for in article 3, section 5 of the bylaws, the individual has to transmit it within 30 days.

2. Prohibition Against Harassment

The Foundation strives to maintain a workplace that is free from discrimination and harassment. While all forms of harassment are prohibited, it is the organization's policy to emphasize that sexual harassment is specifically prohibited. Any Individual who engages in discriminatory or harassing conduct towards others is subject to removal from the Foundation. Complaints alleging misconduct on the part of any Individuals will be investigated promptly and as confidentially as possible by a task force of the Board. All Individuals agree to abide with Board decisions on the subject without reservation.

3. Confidentiality

Individuals are reminded that any confidential financial, personnel and other matters concerning the organization, donors, staff or clients/consumers may be included in board materials or discussed from time to time. Board members should not disclose such confidential information to anyone outside the Board except where required by law.

When any kind of document has to be provided to a third party and there is any uncertainty about its confidentiality, the individual can always request the secretary to provide the documents with a certification, as included in his duties, article 4, section 3 of the bylaws. If the secretary is uncertain whether the document can be certified, he will immediately ask the Board of Directors to take position within 30 days.

4. Active Participation

Individuals agree to exercise the duties and responsibilities of their positions (whether paid or unpaid) with integrity, collegiality, and care. This includes:

- All Individuals shall:
 - Put the interests of the organization above personal interests
 - Represent the organization in a positive and supportive manner at all times and in all places

- Show respect and courteous conduct when engaging in Foundation-related activities
- Complete assignments / tasks in the agreed time, quality and/or advise stakeholders in an appropriate timeframe if adjustments or assistance is required
- Conduct all Foundation-related activities in a safe, ethical and sustainable manner
- Board Members shall:
 - Make attendance at all meetings of the board a high priority
 - Be prepared to discuss the issues and business on the agenda, having read all background material relevant to the topics at hand
 - Cooperate with and respect the opinions of fellow Board members, and leave personal prejudices out of all board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken
 - Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy
 - Observing established lines of communication and directing requests for information or assistance to the executive director

I, _____, recognizing the important responsibility I am undertaking in serving as a member of the NICOLE Foundation, hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal from the Foundation, pursuant to the requirements and processes provided in the organization's governing documents. I further agree to understand and abide by all other policies including our Conflict of Interest and Anti-Corruption and Anti-Bribery Policies .