

European Forest Institute
Board Code of conduct

Adopted by the Board

13 September 2021, to enter into force 15 September 2021

1. Introduction

- 1.1. The Board acknowledges the importance of good governance at European Forest Institute (“EFI” or “the Institute”), and will through this code of conduct promote best practices at the Institute.
- 1.2. The Board code of conduct will be a core document in furthering and maintaining a culture of integrity, honesty and respect for the office held by the Board members.
- 1.3. The code of conduct will be instrumental in upholding the well-established reputation of the Institute, and will apply to the members of the Board while in office and, where specifically addressed, also thereafter.
- 1.4. Not adhering to the code of conduct constitutes misconduct.

2. Standard of conduct

2.1. General

- 2.1.1. Board members will engage in their duties for the Board with the fullest commitment, and shall in performing their duties observe the highest standard of conduct.
- 2.1.2. The core principles of independence, integrity, loyalty and discretion must be observed in all aspects when holding the office of a Board member.
- 2.1.3. Board members are not representatives of any government or of any other entity, including their respective employers, and will not advocate their policies when exercising the office of Board member.
- 2.1.4. When exercising the powers and carrying out the duties conferred upon them, Board members shall act only with the interest and objectives of the Institute in view, adhering to all applicable rules and regulations.
- 2.1.5. Board members may not act or express themselves in any way that adversely reflects upon the Institute, the Board, the status of the office, or the integrity and impartiality that is required of the office.
- 2.1.6. Board members shall in performance of their duties not seek or take instructions from anyone external to the Board.

2.2. Meetings and decisions of the Board

- 2.2.1. Board members shall participate in all meetings of the Board unless there are legitimate reasons for absence.
- 2.2.2. Board members will support and defend decisions taken by the Board.

- 2.2.3. Board members will not act in a way that could be perceived as calling into question a decision taken by the Board.
- 2.2.4. Board members will refrain from disclosing what is said at meetings of the Board.

3. Conflict of interests

3.1. General

- 3.1.1. Being subject to a conflict of interests means having a personal interest, which influences or may influence the objective and independent performance of the Board member's duties, or may reasonably be perceived as such.
- 3.1.2. A Board member may not participate in any preparations, discussions, deliberations or decision-making where the Board member is subject to a conflict of interests or is likely to become subject to a conflict of interests.
- 3.1.3. A Board member must on his or her own account inform the Board Chair about any conflict of interests and recuse him/herself from such preparations, discussions, deliberations or decision-making.
- 3.1.4. The Board may also independently of this decide that a member is subject to a conflict of interest. The Board member concerned may not take part in such decision.
- 3.1.5. Board members will, following appointment, declare and disclose to the Board information on employment, professional engagement otherwise, positions in governing, supervisory or advisory bodies, and shareholder control of 50 % or more of voting rights. Such disclosure will be done in a format arranged for by the Secretariat.

3.2. Representation of the Institute's counterparts

- 3.2.1. A Board member may not represent a counterpart of the Institute in negotiations with the Institute.
- 3.2.2. A Board member may not sign any document (legally binding or non-legally binding) on behalf of a counterpart to the Institute.

3.3. Engagement in EFI activities

- 3.3.1. A Board member may not while serving as a Board member, and for one year thereafter:
 - seek, apply for, take up, or carry on employment, secondment, hosting arrangements, or services as an in-house consultant, with the Institute;

- perform services for the Institute directly (as a contractor) or indirectly (for a contractor); or
- apply for, or receive or otherwise benefit from a grant from the Institute.

3.3.2. The Board member must withdraw submitted applications and withdraw from ongoing activities listed in the preceding paragraph, when taking up office.

4. Professional secrecy

4.1. It is in the interest of the Institute that information can be openly shared between the Board members, in a collegial way, as well as between the Secretariat and members of the Board.

For this reason, it is important that Board members are bound by obligations of professional secrecy.

These obligations continue in force also after the Board member has resigned from office.

4.2. A member of the Board, who in the office as Board member is provided with confidential information on EFI or its activities, shall not disclose such information or use it for his or her own benefit, or for the benefit of any third party.

More specifically Board members may not use confidential information received for other purposes than what is in the interest of the Institute, and must handle confidential information properly so that it is not disclosed to or otherwise accessible to non-authorized persons.

Confidential information received must be returned or destroyed when it is no longer needed, but in any case upon the end of term, resignation, death or compulsory retirement of the Board member.

5. Conduct towards the other organs of the Institute

5.1. General

5.1.1. A Board member shall treat EFI staff members, the Director, members of other organs, and other Board members with dignity and respect.

5.1.2. Board members may not directly or indirectly exercise influence upon any organ of the Institute for his or her own interest, or for the interest of a third party.

5.2. Participation in sessions of other organs

- 5.2.1. Board members may only engage with the Council, Conference, or Secretariat in the capacity of Board member, as further decided by the Board, or exceptionally by the Chair of the Board.
- 5.2.2. Board members may only take part in sessions of the Council or in the Conference as a representative of the Board.

This means, for example, that a Board member may not participate in the sessions of the Conference as a representative of an Associate or Affiliate member, and may not take part in the meetings of the Council as a representative in a Member delegation.

6. Statements on behalf of the Board or the Institute

- 6.1. Statements on behalf of the Board or the Institute will only be made by the Chair of the Board, or as agreed with the Chair of the Board.
- 6.2. Before making statements on behalf of the Board or of the Institute, Board members must always liaise with the Director.

7. Gifts and use of resources

7.1. Gifts and gratuities

- 7.1.1. Board members must exercise caution in accepting or giving any gifts or gratuities, taking into account that such action may reflect positively as well as negatively on the Institute.
- 7.1.2. Any honours, decorations, favours, payments, and other benefits or advantages are considered as gifts or gratuity.
- 7.1.3. Any gift or gratuity that exceeds common business hospitality, taking into consideration local cost and value levels, is not to be received or given.
- 7.1.4. It is acknowledged that it sometimes is impossible to politely refuse a gift or gratuity. If not possible to refuse a gift or gratuity, the Board member must accept the gift or gratuity on behalf of EFI and immediately inform the Chair of the Board as well as hand over the gift or gratuity to the Secretariat, after which it will become the property of EFI.

7.2. Resources

- 7.2.1. The resources of the Institute may only be used to advance the interests of the Institute.

7.2.2. The resources of the Institute shall be used in a responsible manner.

8. Amendments

8.1. The Board decides on amendments to this Code of Conduct.