



Code of Conduct: EGI Governance



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ABOUT THIS DOCUMENT

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TERMINOLOGY

The terms used in this document follow the definitions of Article 1 of the EGI Foundation Statutes. The EGI glossary of terms is available at <http://go.egi.eu/glossary>.

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Article 1. Definitions

In this Code, the following terms have the meanings set out below. Terms defined in Article 1 of the EGI Foundation Statutes are used with the same meaning and are not redefined here.

1. **Code** means this Code of Conduct for EGI Governance.
2. **Foundation** means the EGI Foundation (*Stichting EGI*, also EGI.eu), as defined in Article 2 of the Statutes.
3. **Statutes** means the [Statutes of the EGI Foundation](#) (2015, as amended).
4. **Council** has the meaning given in Article 1 of the Statutes. The Council is composed of legal entities (the Participants). **Executive Board** (or **EB**) has the meaning given in Article 1 of the Statutes.
5. **Council ToR** means the EGI Council Terms of Reference ([Council Policy 01](#)).
6. **EB ToR** means the Executive Board Terms of Reference ([Council Policy 02](#)).
7. **Council Representative** has the meaning given in Article 1 of the Council ToR; for the purpose of the Code, it includes any permanent deputy or ad-hoc proxy.
8. **Governance Body** means the Council, the Executive Board, or any committee or other body established by the Council pursuant to Article 5 of the Council ToR, or by the Executive Board pursuant to the EB ToR.
9. **Member** means any natural person who holds a seat or office in a Governance Body, including:
 - a. Council Representatives;
 - b. members of the Executive Board, as defined in Article 1 of the EB ToR, and including the Chairperson and any Deputy;
 - c. observers admitted to meetings of a Governance Body under the Statutes or the applicable Terms of Reference;
 - d. participants in any committee or body established under paragraph 8 of this Article, when acting in that capacity.
10. **Chairperson** means the chairperson of the relevant Governance Body or, where that chairperson has a conflict of interest or is absent, the person designated to preside over the relevant item in accordance with the Statutes or the applicable Terms of Reference.
11. **Confidential Information** means information obtained by a Member in the exercise of governance responsibilities, as further specified in Article 6.2.
12. **Scope of Activities** means all activities, decisions, communications, and conduct undertaken by a Member in the exercise of their role in a Governance Body, including meetings, correspondence, electronic communications, and any occasion on which the Member acts or may reasonably be perceived to act in that role.

Article 2. Purpose, Application and Relationship to Other Documents

1. This Code establishes behavioural standards for the exercise of governance responsibilities within the Foundation. It aims to:
 - a. promote integrity, accountability, and transparency in the governance of the Foundation;
 - b. provide behavioural guidance on conflicts of interest, confidentiality, professional conduct, and the proper use of position and Foundation resources; and
 - c. strengthen the confidence of Participants and stakeholders in the Foundation's governance.
2. This Code supplements the Statutes, the Council ToR, the EB ToR, and Dutch law.¹ Where those impose specific requirements, they prevail.
3. This Code is operational and behavioural. It does not substitute for, nor restate, the underlying legal and statutory framework.
4. This Code applies to all Members, as defined in Article 1.9, within the Scope of Activities. Where a provision applies specifically to the Council, the Executive Board, or a particular category of Member, that is stated in the text.
5. Members are also bound by the Code of Conduct “EGI Community” as participants in EGI activities. Conduct within the Scope of Activities is addressed under Article 9 of this Code and not under the enforcement provisions of the Community Code.

Article 3. Principles

In the exercise of governance responsibilities, Members commit to:

1. **Integrity.** Acting honestly and in good faith in all dealings with the Foundation, fellow Members, Participants, and stakeholders.
2. **Objectivity.** Taking decisions impartially, fairly and on merit, using the best information available to the Governance Body, and without discrimination or bias.
3. **Accountability.**
 - a. Accepting responsibility for decisions and actions taken in a governance capacity, and
 - b. Being prepared to explain and justify conduct in connection with governance duties.

¹ Under Dutch law, the EGI Foundation (*Stichting EGI*, also EGI.eu) is governed by the Dutch Civil Code (Book 2) and, since 1 July 2021, by the *Wet Bestuur en Toezicht Rechtspersonen* (WBTR). These instruments codify the fiduciary duties of board and supervisory members of Dutch foundations (*stichtingen*), including the duty to act in the interest of the foundation (Article 2:291 lid 3 BW) and strengthened provisions on conflicts of interest, liability, and supervision. This Code translates those statutory duties into operational and behavioural guidance.

4. Respect.

- a. Treating all persons with courtesy and dignity;
- b. Fostering constructive dialogue, and
- c. Valuing diverse perspectives and professional disagreement.

5. Transparency.

- a. Supporting open and informed decision-making by sharing relevant information with fellow Members in a timely manner, and
- b. Contributing to clear, well-documented governance processes.

6. Commitment to the Foundation's mission.

- a. Keeping the objectives of the Foundation, as defined in Article 3 of the Statutes, at the centre of governance activities;
- b. Guiding decisions by the long-term interests of the Foundation and the EGI Community it serves, without prejudice to the right and duty of Council Representatives to represent the interests of the Participant or Participants they have been nominated by, in accordance with Article 1 of the Council ToR, and
- c. For members of the Executive Board, appointed in their own capacity under Article 4 of the Council ToR, acting solely in the interests of the Foundation.

7. Leadership. Exhibiting these principles in their own behaviour, and raising concerns through the appropriate channel where the behaviour of others falls short.

Article 4. Professional Conduct

4.1 Conduct in meetings

Members shall:

- 1. Prepare adequately for meetings of a Governance Body by reviewing agendas, supporting documents, and background material in advance.
- 2. Engage in deliberation in a constructive, courteous, and focused manner.
- 3. Respect the authority of the Chairperson and the procedures of the Governance Body set out in the Statutes and the applicable Terms of Reference.
- 4. Refrain from personal attacks, abusive language, sustained disruption, and any conduct that would impair the ability of a Governance Body to deliberate effectively.

4.2 Collective responsibility

- 1. Once a decision has been duly taken by a Governance Body, Members are collectively bound by it and shall represent it accurately in their governance communications with stakeholders, even if they disagreed during deliberation.

2. Dissenting views may be recorded in the minutes, in accordance with the applicable Terms of Reference.
3. Members shall not act to undermine adopted decisions through public statements, media, or lobbying of third parties. This paragraph does not prevent a Member from raising the matter through internal governance channels to seek reconsideration, nor a Council Representative from reporting honestly to the Participant they represent on the Council in accordance with Article 1 of the Council ToR.

4.3 Respect for roles and responsibilities

1. Members act within the authority of their role and respect the division of responsibilities between Governance Bodies.

Article 5. Conflicts of Interest

5.1 Declaration

1. A conflict of interest arises where the impartial and objective exercise of functions is compromised, or is reasonably seen to be compromised, for reasons involving family, emotional life, political or national affinity, economic interest, or any other direct or indirect personal interest.
2. The duty of Council Representatives to represent the interests of their nominating Participant (Article 1 of the Council ToR) does not, by itself, constitute a conflict of interest under this Article.
3. A Member shall declare to the Chairperson of the relevant Governance Body any actual, potential, or perceived conflict of interest at the earliest opportunity and, in any case, before the deliberation on the matter concerned.

5.2 Abstention and recording

1. Upon declaration of a conflict of interest, the Member concerned:
 - a. withdraws from the room, or from the relevant part of a virtual meeting, for the duration of the discussion and any related vote;
 - b. takes no part in the deliberation or decision on the matter; and
 - c. shall be discounted for the purpose of quorum determination in respect of that matter.
2. The declaration, the withdrawal, and the decision taken shall be recorded in the minutes, together with a summary of the considerations underlying the decision.

5.3 Fallback arrangements for conflicts of interest

1. If all members of a Governance Body have a conflict of interest on a given matter, the decision is referred to another Governance Body competent to decide, in accordance with the Statutes and the applicable Terms of Reference.
2. If the Chairperson of the Council has a conflict of interest, the Chairperson declares the conflict to the Council, which designates another Council Representative to preside over the relevant item.
3. If the Chairperson of the Executive Board has a conflict of interest, the Chairperson declares the conflict to the Executive Board, which designates another Executive Board member to preside over the relevant item.
4. For committees and other Governance Bodies, the corresponding rule applies *mutatis mutandis*.

Article 6. Confidentiality

This Article complements Article 6 of the Council ToR and Article 8 of the EB ToR, which establish the duty of confidentiality for the Council and the Executive Board respectively. Nothing in this Article limits those provisions.

6.1 Default

All information provided to, exchanged within, or obtained by a Member in the exercise of governance responsibilities is treated as Confidential Information, unless the Governance Body has expressly designated it as public or it is otherwise in the public domain through lawful disclosure.

6.2 Scope

Confidential Information includes the categories of information set out in Article 6.2 and Article 6.3 of the Council ToR and in Article 8.2 and Article 8.3 of the EB ToR, and further includes the deliberations of any Governance Body, including those of its committees.

6.3 Use and disclosure

1. Members shall use Confidential Information only for the purposes for which it was disclosed and only in the interests of EGI.
2. Confidential Information shall not be disclosed to any party outside the relevant Governance Body without the prior written authority of that body.

3. The restrictions in Article 6.3 of the Council ToR and Article 8.3 of the EB ToR on the use of Confidential Information for business development, tender activity, or competitive commercial purposes apply to all Members of the respective Governance Body, mutatis mutandis.

6.4 Duration and handling

The duration of the confidentiality obligation is governed by the Terms of Reference of the Governance Bodies.

Article 7. Use of Position and Foundation Resources

7.1 No personal enrichment

Members shall not use their position, or information obtained by virtue of it, for personal benefit, for the benefit of relatives or associates, or for any entity in which they have a personal interest. This provision does not limit the legitimate representation of a nominating Participant by a Council Representative in accordance with Article 1 of the Council ToR.

7.2 Compensation and expenses

1. Any compensation paid to Members for governance activities shall be reasonable and proportionate.
2. Reimbursement of expenses shall be limited to expenses reasonably and properly incurred in the exercise of governance duties and supported by appropriate documentation.

7.3 Gifts and hospitality

1. Members shall not solicit gifts, hospitality, or other favours from parties that have, or may seek to have, a relationship with the Foundation.
2. Offers of gifts, hospitality, or favours that could reasonably be seen to influence governance judgement shall be declined.
3. Nominal items offered in the course of professional activities, such as conference materials or modest courtesy hospitality, are acceptable.

7.4 Foundation property and information

Members shall use the property, information, data, and systems of the Foundation only for the exercise of their governance role.

Article 8. External Communications and Representation

This Article complements Article 7 of the EB ToR (Representation) and applies to all Members.

1. When representing a Governance Body in external settings, or when a Member may reasonably be perceived to represent a Governance Body, the Member shall:
 - a. accurately reflect adopted positions and decisions of the relevant Governance Body;
 - b. distinguish clearly between the Member's personal views and the positions of the Governance Body;
 - c. respect the confidentiality of matters under deliberation or not yet publicly announced, in accordance with Article 6.

Article 9. Reporting and Recusal Process

1. Any Member, the Director, or any other person attending a meeting of a Governance Body may raise a concern about a possible breach of this Code with the Chairperson of the relevant Governance Body. A report received through the reporting channel of the Community Code about the conduct of a Member within the Scope of Activities is handled under this Article as if raised by a Member.
2. A Member whose conduct is under review shall be afforded a reasonable opportunity to be heard and present their position. Following their statement, the Member shall recuse themselves and take no part in any discussion, deliberation, or decision regarding the matter. A recused Member shall not be counted for the purpose of calculating the voting majority required for the decision.
3. Where the concern relates to the Chairperson, it may be raised with any other Member of that Governance Body. That Member shall inform the Governance Body, which shall designate another of its Members (or the Vice-Chairperson, if applicable) to handle the matter. The designated Member shall formally notify the Chairperson, who shall immediately recuse themselves from presiding over or taking part in any deliberations or decisions concerning the matter.

4. Breaches of this Code are addressed through a graduated response, with due-process safeguards, scaled according to the seriousness and frequency of the occurrence:
 - a. Private discussion with the Chairperson (or designated presiding Member) of the relevant Governance Body;
 - b. Formal written warning from the relevant Governance Body;
 - c. Temporary suspension from specific committees or responsibilities;
 - d. Formal censure recorded in the meeting minutes; and
 - e. Termination of the role or, for a Council Representative, a formal request to the nominating Participant to replace them.
5. The Member may submit a written response before a decision is taken.
6. In cases of serious misconduct or of repeated breaches after prior response, the Council or the Executive Board may begin the response at any of the stages listed in paragraph 4, including dismissal. The right of the Member to be heard under paragraph 5 applies in all cases.

Article 10. Amendment and Entry into Force

1. This Code is adopted by resolution of the Council.
2. Amendments to this Code follow the procedure set out in Article 7 of the Council ToR for the amendment of articles.
3. This Code enters into force on the date of its adoption by the Council and applies to all Members in office on that date and to all Members taking up office thereafter.