

SOP 1

The IDF Board of Directors

1. Overall purpose

- 1.1. The Board of Directors is IDF's elected management body. The Board of Directors is delegated by the General Assembly to decide and act for IDF in all matters except for those exclusively reserved for the General Assembly, by law or by the Articles of Association. Its primary purpose is to serve the General Assembly to ensure the proper functioning of IDF; it may delegate some of its authority to the CEO.
- 1.2. The Board of Directors develops IDF strategic plans and analyses all matters relating to the policy of IDF in co-operation with the CEO.

2. Composition

The Board of Directors is composed of the following persons:

- 2.1. The President;
- 2.2. The President-Elect;
- 2.3. The Vice-President Finance;
- 2.4. The Vice-President Strategic Governance;
- 2.5. Six Vice-Presidents without portfolio;
- 2.6. Regional Chairs.

3. Elections to the Board

- 3.1. The Nominating Committee shall, subject to the requirements set out in the Articles of Association and the SOPs, follow the process for receiving nominations and considering the election of Directors to the Board.
- 3.2. The Board of Directors is elected for a biennium (two years). As defined in article 12.1 of the Articles of Association, a biennium begins at the end of an ordinary meeting of the General Assembly and runs until the end of the next ordinary meeting of the General Assembly, a period of roughly two years.
- 3.3. Upon election of a new Board of Directors, the names of the elected Board Directors must be duly published in the Belgian Law Gazette (*Moniteur Belge*). This will be done as soon as possible after the ordinary meeting of the General Assembly.
- 3.4. The outgoing Board of Directors ceases to exist at the end of the ordinary meeting of the General Assembly at which the election of the new Board of Directors takes place. The new Board of Directors assumes its function immediately after election.
- 3.5. The new Board of Directors is not empowered to take decisions legally binding upon a third party until the names of the new Board Directors have been published in the Belgian Gazette. Any decision taken prior to such registration must be confirmed at a meeting which takes place after the names have been published. Such a meeting may take place in person or virtually.

SOP 2

Role and responsibilities of a Board Director

1. Overall purpose

To accept, as an individual legal responsibility and accountability for the overall governance and strategic direction of IDF in accordance with Belgian law, and the normal standards of care expected of a non-executive Director.

2. Key responsibility

The key responsibility of a Board Director is to further IDF's mission but also:

3. Legal responsibilities

- 3.1. To ensure IDF complies with Belgian Law, its own governance processes, and any ethical norms and regulations in all countries where it operates;
- 3.2. To ensure IDF uses its resources exclusively to fulfil its purpose;

4. Strategic responsibilities

- 4.1. To contribute actively by giving clear strategic direction to IDF;
- 4.2. To continuously monitor the long term development and viability of IDF in light of the political, economic and social environment in which it operates;
- 4.3. To safeguard the good name and values of IDF;

5. Financial responsibilities

- 5.1. To ensure the financial stability;
- 5.2. To protect and manage the real and intellectual property of IDF and ensure the proper investment of IDF's funds;
- 5.3. To approve the proposed annual budget and ensure the approval process is transparent and to present the proposed budget to the General Assembly for final approval;

6. Other responsibilities

- 6.1. To appoint the Chief Executive Officer and monitor his or her performance through a regular performance review conducted by the President and the Remuneration Committee or other relevant Committee (minimum annually);
- 6.2. To give the Chief Executive Officer clear strategic direction and to monitor performance against agreed targets;
- 6.3. To ensure appropriate advice is taken from professional advisers when needed;
- 6.4. To sign and adhere to these SOPs and be held liable for his or her conduct according to these SOPs, to the President and other Board Directors;
- 6.5. To maintain the confidentiality of all sensitive/confidential information received in the course of a Director's responsibilities;
- 6.6. To be fully prepared for Board of Directors meetings by reading all supporting documents.

7. Eligibility criteria for directorship

The eligibility criteria for directorship are:

- 7.1. To understand IDF, its purpose and its work;
- 7.2. To demonstrate an interest in furthering the purposes of IDF;
- 7.3. To have experience of specialist areas required in managing IDF such as knowledge of the not-for-profit sector, fundraising, communications, finance, applicable laws and human resources

management;

- 7.4. To understand and accept the importance of good governance and the legal duties, responsibilities and liabilities of Directorship;
- 7.5. To be able to probe facts, challenge assumptions and identify the advantages and the disadvantages of proposals;
- 7.6. To be able to work at a strategic level for an organisation of IDF's size and complexity including thinking creatively and criticising constructively;
- 7.7. To show good, independent judgment and a willingness to speak his or her mind;
- 7.8. To be able to work effectively as a member of a team;
- 7.9. To abide by the principles of : selflessness, integrity, objectivity, accountability, openness, honesty, leadership and cultural sensibility;
- 7.10. To be able and willing to devote necessary time and effort to Directorship as set out in these SOPs;
- 7.11. To demonstrate ethical and professional practice;
- 7.12. To show knowledge and understanding of equality and diversity and of issues affecting disadvantaged communities;
- 7.13. To have the ability to communicate in English;
- 7.14. A Board Director shall not be an employee of IDF or one of its Members, or an executive or non-executive director or employee of one of IDF's major corporate partners.

8. Conflict of Interest

- 8.1. A Board Director is required to declare and sign a Conflict of Interest Disclosure Statement at least annually.
- 8.2. If a Board Director is an employee or a non-executive director of an IDF corporate partner, he or she shall declare this on the Conflict of Interest Disclosure Statement.
- 8.3. The Board may decide to ask the Board Director to withdraw entirely or partially where appropriate.

9. Accountability

- 9.1. A Board Director is accountable to the General Assembly and other Board members.
- 9.2. Board Directors are accountable in accordance with the requirements of non-executive Directorship in Belgian Law, as provided to each Director at his/her induction.

10. Meetings

- 10.1. A schedule of Board meetings will be prepared annually. The frequency of meetings will be determined by the Board, but will be no less than two (2) per annum.
- 10.2. In addition, a Board Director is expected to attend all meetings of the Board and the Committees of which he/she is a member and other events and meetings, in particular the General Assembly and induction sessions.
- 10.3. Board of Directors' meetings are conducted in English.

11. Support for Board Directors

- 11.1. IDF will provide each Board Director with induction and additional training, as required, to support him/her to perform his/her role.
- 11.2. IDF will pay reasonable travel, overnight and subsistence expenses where appropriate, in line with the expenses policy.

12. Absence - Out of Office

It is recommended that the President and the President-Elect are not absent at the same time. When any Board Director is absent, he/she should set up an out of office message which indicates that the Chief Executive Officer (CEO) should be contacted.

SOP 3

Role and Responsibilities of the President

1. Overall purpose

The overall purpose of the President is to lead IDF and to provide guidance to IDF in concert with and supported by the Board of Directors. The President articulates the positions and policies of IDF and is empowered to represent IDF in accordance with the Article 44 ("Representation"). The President must seek advice from and report to the Board of Directors regularly, and ensure that it fulfils its responsibilities for the governance of IDF.

The President is accountable to the Board of Directors and the General Assembly for his/her stewardship of IDF.

2. Key responsibilities

The key responsibilities of the President are:

- 2.1. To represent IDF at functions and meetings and act as a spokesperson as appropriate;
- 2.2. To chair the Board of Directors and other meetings effectively by using carefully structured agendas and briefing papers and encouraging all Board Directors and other participants to participate;
- 2.3. To ensure that risk factors inherent to IDF's activities are analysed, a proactive risk management strategy adopted and that proper plans are put in place to prevent or mitigate them;
- 2.4. To monitor the implementation of the Board of Directors' decisions closely with the CEO;
- 2.5. To carry out any task delegated to him/her by the General Assembly and the Board of Directors and report on an annual basis to the Members;
- 2.6. Together with the Board of Directors, to identify new skills and experience required by the Board;
- 2.7. Together with the President-Elect, to ensure comprehensive induction and training programmes for incoming Board Directors are in place;
- 2.8. To ensure the CEO delivers regular management reports to the Board of Directors at each Board meeting;
- 2.9. To ensure a performance evaluation process is established and maintained for Board Directors;
- 2.10. To ensure Board Directors review their own contribution annually. To undertake periodic individual appraisals with Board Directors;
- 2.11. To ensure the CEO has clear performance indicators to which he/she is held accountable through performance evaluation;
- 2.12. To ensure the CEO sets clear performance indicators for the Senior Leadership Team to which they are held accountable through performance evaluation;
- 2.13. To be consulted prior to the recruitment of the Senior Leadership Team;
- 2.14. To Chair the Remuneration Committee; or other relevant Committee reviewing staff benefits;
- 2.15. To participate in Standing Committees as an ex-officio member;
- 2.16. To officiate at all formal proceedings of Congresses or other major events organised during his/her term, including the Congress which commences at the end of her/his term of office;
- 2.17. To introduce the incoming President at the opening ceremony and officially handover at the Presidential Address.

3. Skills and qualifications

In addition to meeting the eligibility criteria required of all Board Directors, the President should possess

the following skills/attributes:

- 3.1. Leadership;
- 3.2. High level influencing skills including media skills;
- 3.3. Experience of not-for-profit organisations;
- 3.4. Strong networker with a high profile to develop and maintain relationships to benefit IDF;
- 3.5. Tact and diplomacy;
- 3.6. Good interpersonal skills;
- 3.7. Impartiality, fairness and the ability to respect confidences.

4. Accountability

The President is accountable to the General Assembly and other Board members.

SOP 4

Role and Responsibilities of the President-Elect

1. Overall purpose

The overall purpose of the President-Elect is to deputise for the President, assisting his/her leadership of the Board of Directors, ensuring that it fulfils its responsibilities for the governance of IDF.

2. Key Responsibilities

The key responsibilities of the President-Elect are:

- 2.1. To support the President to carry out his/her role of the President (as set out in SOP 3);
- 2.2. To draft with the CEO the strategic planning documents for consideration by the Board of Directors, ratification by the General Assembly and implementation during his/her presidency;
- 2.3. To serve on the Nominating Committee;
- 2.4. To serve on the Remuneration Committee or other relevant Committee reviewing staff benefits;
- 2.5. To carry out any other task delegated to him/her by the President and the Board of Directors.

3. Skills and qualifications

In addition to the eligibility criteria needed by all Board Directors, the President-Elect should possess the same skills/attributes as the President (SOP 3).

4. Accountability

The President-Elect is accountable to the General Assembly of IDF, the President and other Board members.

SOP 5

Role and Responsibilities of the Vice-President Finance

The General Assembly shall elect, pursuant to Article 15.6 of the Articles of Association a person with specific responsibilities for Finance as a member of the Board of Directors.

1. Overall purpose

The overall purpose of the Vice-President Finance is to monitor the financial matters of IDF and report to the Board of Directors at regular intervals about the financial health and viability of IDF in line with good practices and in accordance with the Articles of Association, SOPs and legal requirements.

2. Key responsibilities of the Vice-President Finance

In addition to his/her other responsibilities as a Board Director, specific additional responsibilities are:

- 2.1. To oversee, approve and present budgets, accounts and financial statements;
- 2.2. To ensure that the accounts are audited and any recommendations of the auditors are reviewed and addressed appropriately;
- 2.3. To ensure that the financial resources of IDF meet its present and future needs;
- 2.4. To ensure that IDF has an appropriate reserves policy and to avoid conflict between investment held and the aims and objectives of IDF;
- 2.5. To ensure that IDF has an appropriate investment policy;
- 2.6. To chair the Finance Committee in line with these SOPs and terms of reference, and report back to the Board of Directors;
- 2.7. To serve on the Audit and Risk Management Committee;
- 2.8. To serve on the Remuneration Committee or other relevant Committee reviewing staff benefits;
- 2.9. To ensure that appropriate accounting procedures and controls are in place;
- 2.10. To liaise with the CEO and the Executive Director Finance and Administration on financial matters;
- 2.11. To advise on financial implications of IDF's strategic plans;
- 2.12. To keep the Board of Directors informed about its financial duties and responsibilities;
- 2.13. To make a formal presentation of the annual financial statements to the General Assembly, drawing attention to important points in a coherent and easily understandable way.

3. Skills and qualifications

In addition to the eligibility criteria required of all Board Directors, the Vice-President Finance should possess the following skills/attributes:

- 3.1. A university degree in accountancy together with the qualifications required by his/her home country to be officially recognised, and admitted as a member of the accounting profession;
- 3.2. Significant demonstrable experience of the financial management of a complex organisation at a senior level;
- 3.3. Experience of financial management of not-for-profit organisation.

4. Accountability

The Vice-President Finance is accountable as a Board Director as specified in point 9 of SOP 2.

SOP 6

Roles and Responsibilities of the Vice-President Strategic Governance

The General Assembly shall elect, pursuant to Article 15.7 of the Articles of Association a person with specific responsibilities for Strategic Governance as a member of the Board of Directors.

1. **Overall purpose**

The overall purpose of the Vice-President Strategic Governance is to monitor the strategic governance and ethical issues concerning IDF and to report to the Board of Directors at regular intervals on such issues including any changes needed to the Articles of Association, SOPs and other governing documents.

2. **Key responsibilities**

In addition to his/her responsibilities as a Board Director, specific additional responsibilities are:

- 2.1. To oversee the regular reviews of all governance documents including Articles of Association, SOPs and all policies adopted by the Board of Directors;
- 2.2. To oversee the drafting and regular monitoring of the proper application of the IDF Ethics Policy;
- 2.3. To chair the Strategic Governance and Ethics Committee;
- 2.4. To monitor the proper application of the conflict of interest procedure and to resolve any such issues as may arise in accordance with these SOPs and the Conflict of Interest Policy;
- 2.5. Where a Committee addressing membership issues is created by the Board of Directors, the Vice-President Strategic Governance shall be one of the members. Where no such Committee is created, the Vice-President Strategic Governance will ensure that the Strategic Governance and Ethics Committee address these issues.
- 2.6. To liaise with the CEO and the Executive Director whose responsibilities include governance.

3. **Skills and qualifications**

Candidates wishing to stand for the Vice-President Strategic Governance category should, in addition to the overarching criteria, provide evidence that he or she has professional qualifications and developed skills in governance, ideally with a professional qualification in law or well established skills in corporate governance and the legal aspects of not-for-profit organisations management demonstrated through experience.

4. **Accountability**

The Vice-President Strategic Governance is accountable as a Board Director as specified in point 9 of SOP