

# STANDARD OPERATING PROCEDURES (SOPs)

APPROVED BY THE GENERAL ASSEMBLY ON 2 JULY 2024

## Introduction

All words and expressions used in the Standard Operating Procedures (SOPs) have the same meaning as in the Articles of Association of IDF.

In the case of any conflict between the provisions of any Standard Operating Procedures and the Articles, the latter will prevail.

Accidental failure to comply with the provisions of any SOP will not invalidate any decisions or resolutions or acts taken or made by the Board of Directors or any Committee or person on behalf of IDF.

Amendments to the present SOPs may be proposed by the Board of Directors at any time to the General Assembly, in accordance with the Articles of Association. The delegates of the day-to-day management of IDF are responsible for ensuring that the SOPs are kept up-to-date with any changes to the running and mission of IDF adopted by the Board of Directors and to alert the Strategic Governance Committee to the need for such changes. The Strategic Governance Committee is in turn responsible for presenting such changes to the Board of Directors and Members of IDF in accordance with the Articles of Association.

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# SOP 1

## **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 Director(s) of IDF and monitor his, her or their performance through a regular performance review conducted by the President and the Remuneration Committee (minimum annually);

6.2 To give the Director(s) of IDF 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;

**8. Meetings**

- 8.1 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.
- 8.2 Board of Director's and committee meetings are conducted in English.

**9. Support for Board Directors**

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

## SOP 2

### **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 21 ("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.

#### **2. Key responsibilities**

The key responsibilities of the President, in addition to what follows from the Articles of Association, 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 Director(s) of IDF;
- 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 that the Director(s) of IDF delivers regular management reports to the Board of Directors at each Board meeting;
- 2.9 To ensure that the Director(s) of IDF has clear performance indicators to which he /she is held accountable through performance evaluation.
- 2.10 To participate in Standing Committees as an ex-officio member;
- 2.11 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;
- 2.12 To introduce the incoming President at the opening ceremony and officially handover at the Presidential Address.

## **SOP 3**

### **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 Preseident-Elect, in addition to what follows from the Articles of Association are:

- 2.1 To support the President to carry out his/her role of the President (as set out in SOP 2);
- 2.2 To draft with the Director(s) of IDF 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 carry out any other task delegated to him/her by the President and the Board of Directors.

#### **3. Skills and qualifications**

3.1. In addition to the eligibility criteria needed by all Board Directors, the President-Elect should possess the same skills/attributes as the President (SOP 2).

3.2. Candidates for the position of President-Elect should meet at least one of the following criteria:

- Has served at least one term on the IDF Board, either as an IDF Vice-President or a Regional Chair;
- Can demonstrate experience in a senior role (Board-level such as President or Vice President, for example) at an international NGO or similar, active in the field of health, preferably NCDs.

## **SOP 4**

### **Role and Responsibilities of the Vice-President Finance**

#### **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 and to what follow from the Articles of Association, 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 ensure that appropriate accounting procedures and controls are in place;
- 2.7. To liaise with the Director(s) of IDF and Finance Manager on financial matters;
- 2.8. To advise on financial implications of IDF's strategic plans;
- 2.9. To keep the Board of Directors informed about its financial duties and responsibilities;
- 2.10. 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 degree with some specialisation 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;

## **SOP 5**

### **Roles and Responsibilities of the Vice-President Strategic Governance**

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:

To oversee the regular reviews of all governance documents including Articles of Association, SOPs and all policies adopted by the Board of Directors;

- 2.1. To oversee the drafting and regular monitoring of the proper application of the IDF Ethics Policy;
- 2.2. To monitor the proper application of the conflict of interest procedure and to resolve any such issues as may arise in accordance with the Articles of Association, these SOPs and the Conflict of Interest Policy.
- 2.3. To liaise with the Director(s) of IDF on governance matters.

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, preferably 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.

## SOP 6

### The management of IDF

#### **1. Overall purpose**

- 1.1 The Board of Directors appoints one or several Director(s) to whom it delegates the day-to-day operational management of IDF in order to fulfil its mission and execute the strategic planning as ratified by the General Assembly.
- 1.2 To provide leadership to the Executive Office and ensure that its staff is managed effectively.

#### **2. Key responsibilities**

To develop, in close collaboration with the Board of Directors the strategic direction of IDF.

- 2.2 To ensure the Board of Directors is informed of all pertinent legal, ethical, financial and other operational matters which may impact the execution of the strategic plan.
- 2.3 To ensure the smooth running of IDF and its Executive and Regional Offices.
- 2.4 To represent IDF in negotiations with partners, opinion leaders and relevant stakeholders.
- 2.5 To safeguard the reputation of IDF, its interests, trademarks and intellectual property.
- 2.6 To work with Honorary Legal Counsel and other experts to ensure that IDF operates within all legal and administrative requirements of an international not-for-profit organisation under Belgian law.
- 2.7 To lead the Senior Managers in developing and implementing policies, programmes and other initiatives to meet the objectives as agreed by the General Assembly.

#### **2. Skills and qualifications**

- 3.1 A university degree in law, management, economics, finance or political science; professional experience in health management, policy or care or other professional experience is desirable.
- 3.2 A proven track record of at least 10 years' experience in strategic leadership and senior management in an international setting.
- 3.3 Demonstrable experience of representation and influencing at senior level.
- 3.4 Well developed diplomatic skills and networking abilities.
- 3.5 Proven ability to work in a multi-cultural environment.
- 3.6 An excellent command of written and spoken English.
- 3.7 Demonstrable experience in the voluntary and not-for-profit sector.

#### **4. Accountability**

- 4.1 Is accountable to the Board of Directors.
- 4.2 Provides regular management reports to the Board of Directors

## SOP 7

### Terms of Reference (TORs) of the Nominating Committee

#### **1. Key responsibilities**

The Nominating Committee will:

- 1.1 Launch a call for nominations for the positions to be filled with the assistance of the Secretary
- 1.2 Seek from the President-Elect details of the Strategic Plan for the coming biennium to assist it in identifying the desired qualifications and experience of future Board Directors;
- 1.3 Review and screen all applications on the basis of the eligibility criteria as set out in these SOPs;
- 1.4 Arrange interviews for the selected candidates if and when it is found necessary;
- 1.5 Provide adequate justifications for rejection of candidates
- 1.6 Propose the selected candidates to the General Assembly.

#### **2. Criteria for selection of candidates for President-Elect and Vice-President**

- 2.1 Candidates are required to identify the category of Board Directorship they wish to be considered for:
  - President-Elect;
  - Vice-President Finance;
  - Vice-President Strategic Governance;
  - Vice President Physician
  - Vice President Healthcare Professional;
  - Vice-President living with diabetes or affected by diabetesCandidates can only stand for one position as Vice-President.
- 2.2 The Nominating Committee will seek to ensure that the candidate roster offers a wide geographic base and good gender balance.
- 2.3 All candidates must be recommended by
  - At least five Full or Transnational Members in the case of President-Elect
  - At least three Full or Transnational Members for all other positions
  - Self-nomination is not authorized.
- 2.4 The Nominating Committee shall ensure that each candidate fulfills all three (3) of the overarching criteria (as listed below) and that he/she can demonstrate solid training and experience in at least one (1) of the required skills set out below, but ideally more than one.

#### **3. Overarching criteria applicable to all categories**

- 3.1 All candidates must have a demonstrated and well-established interest in diabetes at a professional and/or a personal level, with solid evidence of sustained engagement with diabetes activism in their country.
- 3.2 All candidates must be able to demonstrate the ability and commitment to make time available for their Board duties, i.e. at least three (3) full week-ends per year for in person meetings and at least three (3) days per month for participation in virtual meetings and the review and preparation of materials. In addition the candidate should confirm access to adequate broadband coverage in their home or workplace to take part in virtual meetings.
- 3.3 All candidates must demonstrate reasonable level of international engagement on diabetes and a well-established international network.

#### **4. Required Skills for Vice-Presidents Physicians, Healthcare Professionals and living with or affected by diabetes**

- 4.1 Candidates wishing to stand for the physician or healthcare professional categories should, in addition to the overarching criteria, demonstrate at least 10 years of direct engagement in diabetes care,

research and education, with a significant proportion of that engagement having taken place in the last five (5) years.

4.2 Candidates wishing to stand for the non-healthcare category should, in addition to the overarching criteria, provide evidence in one or more of the following areas:

- Advocacy - direct engagement in national diabetes advocacy campaigns.
- Communications - paper or web based publishing.
- Research - active engagement in academic research published in high impact international journals.
- Teaching – active engagement in professional and tertiary (post-secondary) education in the past 5-10 years.
- Ethics - active engagement in ethics and professional conduct committees for practice in the business, medical or non-medical domain or medical or social care research through management of submissions or service on review panels.

4.3 Such skills as mentioned in 4.2 may be professional or developed through volunteer work in diabetes. Such skills should have been exercised at a high level of national engagement, or internationally.

## **5 Criteria for Member of the Nominating Committee**

Board Members, or former Board Members, can nominate themselves to the position as Member of the Nominating Committee. If a nominee is elected by the General Assembly to any position as Board Director, the nomination for Member of the Nominating Committee is no longer eligible.

## **6. Timeline**

9 months before elections	Call for nominations launched, by the Secretary, setting out the three (3) overarching criteria applicable to each category and the skills sets.
7 months before elections	Deadline for receipt of CVs and supporting documentation by Nominating Committee.
6 months before elections	Nominating Committee to meet virtually to discuss first round of received candidatures, and if necessary to launch a call for additional candidates for targeted skill sets.
4 months before elections	Deadline for submission of CVs and supporting materials from call for targeted skill sets.
3 months before elections	Nominating Committee meets in person to establish final list of candidates.  The selected candidates will be notified of their selection and will have the right to react or challenge the decision within two weeks of notification. Any reaction or challenge must be made to the Chair of the Nominating Committee to be referred to the Nominating Committee.
2 months before elections	Candidate 'book' prepared by the Secretary for submission to the General Assembly.

## **SOP 9**

### **Procedure of the Committees**

#### **1. Overall purpose**

To make sure that the Committees are organised in the same way and that each Committee Chair respects the rules.

#### **2. Frequency and conduct of meeting**

- 2.1 Committee-meetings are held as in-person meetings, virtual meetings or hybrid meetings. When appropriate, committee-meetings are held adjacent to each Board of Directors meeting.
- 2.2 The Audit and Risk Management Committee meets at least twice per calendar year, after the interim audit and the final audit.
- 2.3 The Finance Committee and the Strategic Governance Committee meets at least twice per calendar year.
- 2.4 The Nominating Committee meets in accordance with the relevant SOP or Article of Association
- 2.5 The Remuneration Committee meets when necessary.
- 2.6 A detailed agenda should be prepared for each Standing Committee either by the Chair or by a Director of IDF.
- 2.7 A minute-taker will be assigned. That person will participate in the Standing Committee and will present a draft of the minutes within two (2) weeks of the meeting. The Chair validates the minutes which are forwarded to all the members of the Standing Committee for approval. The minutes will be officially approved at the beginning of the following meeting. The Chair signs the original documents.
- 2.8 Signed minutes of all Standing Committees meetings are duly filed by the Secretary.
- 2.9 Only Board Directors invited to a Standing Committee meeting by the Chair can attend. They will have voice but no vote.
- 2.10 A copy of the minutes is available to all Board Directors online.

#### **3 Other Committees**

- 3.1 The Board of Directors may create other Committees and nominate members to each Committee.
- 3.2 Each Committee is composed of a maximum of 5 members, including the Chair.
- 3.3 The Chair is elected by the members of the Committee.
- 3.4 A Director of IDF attends all meetings with the right of voice but no voting right.
- 3.5 Other members of the Board of Directors are entitled to attend all meetings with the right of voice when invited, but no voting right.
- 3.6 No meeting should take place without at least 50% of the members.
- 3.7 Decisions are taken by the majority of those present.
- 3.8 In case of a tied vote, the Chair has the casting vote.
- 3.9 The Chair of each Committee must regularly update the Board of Directors on its activities, and provide recommendations when asked or when needed for approval by the Board of Directors.

#### **4. Duties**

At its first meeting, the Board of Directors establishes the strategic tasks of each Committee to be undertaken during the biennium.

#### **5. Accountability**

- 5.1 The other Board Committees are accountable to the Board of Directors.
- 5.2 During its last meeting of the year, the Board of Directors evaluates the work of each Committee.

## **SOP 9**

### **Terms of Reference of the Audit and Risk Management Committee**

#### **1. Frequency and conduct of meeting**

- 1.1 The Chair of the Audit and Risk Management Committee should be a member of the Board of Directors with organizational management experience.
- 1.2 A Director of IDF and the Finance Manager shall attend all meetings with voice but not voting rights.
- 1.3 Unless otherwise determined by the Board of Directors, the quorum for the Audit and Risk Management Committee shall be two (2) members.
- 1.4 Decisions are taken by the majority of those present.
- 1.5 In the case of a tied vote, the Chair has the casting vote.

#### **2. Duties**

In addition to the duties defined in the Articles of Association, the duties of the Audit and Risk Management Committee are:

- 2.1 To oversee proper compliance with financial audit and reporting requirements;
- 2.2 To oversee the process for selecting the chartered auditor;
- 2.3 To make recommendations about the appointment, re-appointment, remuneration and removal of the chartered auditor;
- 2.4 To discuss with the chartered auditor the nature and scope of the annual audit and to review and to agree the annual audit plan;
- 2.5 To review the chartered auditor's quality control procedures and steps taken to respond to changes in regulatory and other requirements;
- 2.6 To ensure that the Board of Directors fulfils its obligation to take all steps to disclose all relevant information to the chartered auditor;
- 2.7 To meet and to discuss with the chartered auditor any matters arising from the audit and management's response;
- 2.8 To ensure that the chartered auditor's independence or objectivity is not impaired, e.g. through the provision of non-audit services;
- 2.9 To formulate, and regularly review compliance with an appropriate system of effective and robust internal controls including a risk register and to submit such register for approval by the Board of Directors as required;
- 2.10 To review and to approve the report of the chartered auditor and the annual financial statements of IDF;
- 2.11 To review regularly the adequacy of IDF's insurance cover;
- 2.12 To monitor and to review the effectiveness of the internal audit function in the context of the overall risk management framework;
- 2.13 To consider and to approve the remit of the internal audit function, ensuring that it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards; and to review and to agree the internal audit plan;
- 2.14 To oversee the process for selecting and to make recommendations about the appointment, re-appointment, remuneration and removal of the internal auditor to the Board of Directors; to receive and to consider regular reports from the internal auditor and to consider management's response; and to agree and to review performance against the internal auditor's terms of engagement;

- 2.15 To review regularly the arrangements in place for any stakeholder of IDF to raise concerns in confidence, ensuring that the arrangements allow proportionate and independent investigation of possible wrongdoing and appropriate follow-up action;
- 2.16 To advise and to make recommendations about all matters described in this SOP to the Board of Directors.
- 2.17 To act as a sounding board for the Director(s) of IDF.

## **SOP 10**

### **Terms of Reference of the Finance Committee**

#### **1. Conduct of meeting**

- 1.1 A Director of IDF and the Finance Manager shall attend all meetings with voice but not voting rights.
- 1.2 Unless otherwise determined by the Board of Directors, the quorum for the Finance Committee shall be two (2) members.
- 1.3 Decisions are taken by the majority of those present.
- 1.4 In case of a tied vote, the Chair has the casting vote.
- 1.5 The Vice-President Finance and the Executive Director of Finance and Administration meet on a regular basis between Board of Directors meetings.

#### **2. Duties**

In addition to the duty defined in the Articles of Association, the duties of the Finance Committee are:

- 2.1 To ensure that IDF operates according to the financial guidelines set out in the current regulatory framework and by IDF's governing documents and the Board of Directors (and, where considered appropriate, best practice);
- 2.2 To advise the Board of Directors about financial targets and policies and to ensure measurement against targets and application of financial policies;
- 2.3 To consider and to advise the Board of Directors about the financial implications arising from decisions of the Board of Directors, in particular those relating to policy and to strategy;
- 2.4 To review regularly the longer term forecasts of capital resources and of income and expenditure, and to monitor financial trends within IDF and the sector within which it operates;
- 2.5 To regularly review and to monitor compliance with a financial strategy and financial policies (including a reserves policy) that will help to achieve IDF's objectives as set out in the Strategic Plan and Business Plan;
- 2.6 To scrutinise and to evaluate, prior to approval by the Board of Directors, a draft annual budget, ensuring that it is compatible with and supports IDF's objectives and the strategic plan;
- 2.7 To approve, within the limits specified by the Board of Directors, un-budgeted initiatives, subject to reporting back at the earliest opportunity to the Board of Directors;
- 2.8 To oversee the process for selecting and to make recommendations about the appointment, re-appointment, remuneration and removal of the investment manager to the Board of Directors; to receive and to consider regular reports from the investment manager; and to agree and to review performance against the investment manager's terms of engagement.

## **SOP 11**

### **Terms of Reference of the Strategic Governance Committee**

#### **1. Conduct of meeting**

- 1.1 A Director of IDF shall attend all the meetings with voice but not voting right. The Honorary Legal Counsel will attend when required.
- 1.2 Unless otherwise determined by the Board of Directors, the quorum for the Strategic Governance Committee shall be three (3) members.
- 1.3 Decisions are taken by the majority of those present.
- 1.4 In the case of a tied vote, the Chair has the casting vote.

#### **2. Duties**

In addition to duties defined in the Articles of Association, the duties of the Strategic Governance Committee are:

- 2.1 To monitor IDF's compliance with the legal and regulatory framework within which it operates;
- 2.2 To ensure IDF achieves its objectives, strategic priorities and meets the highest possible standards of governance and ethics;
- 2.3 To establish a plan for the induction and continuing development of the members of the Board of Directors;
- 2.4 To regularly review role descriptions and person specifications for members of the Board of Directors and Committees;
- 2.5 To advise the Board of Directors about the legal and ethical implications arising from decisions of the Board of Directors;
- 2.6 To review conflict of interest reporting and disclosure processes to ensure they are consistent with IDF policies and best business practices;
- 2.7 To ensure that the members of the Board of Directors reflect regularly on their own performance and to identify training support and developments needs of the Board of Directors as a whole and of individual Board Directors.

## SOP 12

### Terms of Reference for the Honorary Legal Counsel

#### **1. Key responsibilities**

The Honorary Legal Counsel:

- 1.1 Assists the IDF Board of Directors through the Strategic Governance Committee on matters of law and jurisprudence and practice to protect IDF's legal position and manage its exposure to legal risk;
- 1.2 Attends the meetings of the General Assembly;
- 1.3 Attends the Board of Directors' meetings when required;
- 1.4 Attends the Strategic Governance Committee meetings when required;
- 1.5 May be invited to attend any other Committee meeting.

#### **2. Legal responsibilities**

The Honorary Legal Counsel:

- 2.1 Makes sure that the Articles of Associations are and remain in compliance with applicable legislation and in line with the IDF's mission.
- 2.2 Ensures that the Standard Operating Procedures are in line with the Articles of Association and are reviewed on a regular basis to be in compliance with applicable legislation and in line with IDF's mission.
- 2.3 Ensures that IDF operates within the law of Belgium and other jurisdictions as applicable.
- 2.4 Conducts legal research as needed and provides written or verbal analysis of results.
- 2.5 Alerts the Board of Directors of any changes in international law that may affect the IDF's current and future strategy.
- 2.6 The tasks listed above are provided on a pro-bono basis unless such tasks require a significant part of the Honorary Legal Counsel's billable time, including but not limited to drafting of substantial legal documents, reports or any legal representation.

#### **3. Eligibility criteria**

The Honorary Legal Counsel:

- 3.1 Holds a formal law degree and is admitted to the Bar in Belgium; where more than one Honorary Legal Counsel is appointed only one is required to be admitted to the Bar in Belgium, the other(s) may be admitted in other jurisdictions.
- 3.2 Has sound knowledge of and proven experience in law applicable to not-for-profit organisations, and international civil and commercial law.
- 3.3 Demonstrates sound business integrity.
- 3.4 Communicates effectively on legal issues.
- 3.5 Shares the mission and the values of IDF.
- 3.6 Acts in the best interests of IDF.
- 3.7 Signs the IDF Conflict of Interest Disclosure Statement.
- 3.8 If he/she is retained by a third party with which IDF has entered into a contractual agreement, the relationship and work areas have to be clearly defined.
- 3.9 In accordance with the deontological Code of his/her Bar Association, the Honorary Legal Counsel will advise the Executive Office of a suitable alternative counsel in case any conflict of interest arises.

## SOP 13

### Volunteers

#### **1. Overall Purpose**

- 1.1 IDF volunteers are individuals or groups other than acting as members of the Boards of Directors – who give their time and skills to undertake a clearly defined task voluntarily on behalf of IDF without expectation of financial payment beyond pre-agreed out-of-pocket expenses.
- 1.2 Volunteers are an established and integral part of IDF. IDF is committed to find a balanced approach to their involvement in all aspects of its work and to develop strong relationships with volunteers based on mutual respect.
- 1.3 IDF acknowledge the commitment of all volunteers in the appropriate way.

#### **2. Role of volunteers**

- 2.1 Volunteers may be appointed to Committees or may be asked by the Board of Directors to engage in work of a specific project, programme or other initiative. Such appointments and tasks are duly recorded in the minutes of the Board of Directors meetings.
- 2.2 Volunteers are registered in IDF's database as volunteers with the tasks and remit clearly defined.
- 2.3 The IDF Human Resources Department provides them with an appropriate Terms of Reference for their role and an outline of their tasks and objectives and duration.
- 2.4 The IDF Human Resources Department monitors their volunteering activities, including information on the roles they carry out for IDF and training undertaken and keeps records accordingly.
- 2.5 Each volunteer or voluntary group has a designated main contact to guide and advise them in their volunteering. Such contact may be a staff member of the Executive Office or a Board Director. Where it is a Board Director, a member of staff shall be kept informed of all work undertaken in order to maintain the appropriate monitoring.
- 2.6 Volunteers are informed who to approach for support and have regular access to that person.
- 2.7 The importance of maintaining a partnership between staff and volunteers is essential to enable the advancement of IDF's strategic aims and objectives. It is based on the principle that staff will provide the framework, organisation, direction and day-to-day management together with appropriate levels of accountability, while volunteers add value to IDF's work by performing a wide range of leadership and supportive roles, contributing time and specialist skills.

#### **3. Eligibility criteria**

Volunteers should :

- 3.1 have a good understanding of IDF;
- 3.2 adhere to IDF's policies, procedures and standards;
- 3.3 ensure all activities undertaken in the name of IDF achieve its strategic goals and objectives and do not bring the organisation into disrepute;
- 3.4 be reliable and tell IDF if they are not available or are running late for a voluntary activity they have agreed to undertake;
- 3.5 honour confidentiality and protect IDF's intellectual property;
- 3.6 take part in events relevant to their work as a volunteer, when asked;
- 3.7 extend to their fellow volunteers and staff the same degree of courtesy that they would expect to receive;
- 3.8 be good team players.

#### **4. IDF commitment**

- 4.1 IDF is committed to equal opportunities and believes that volunteering should be open to all regardless of an individual's marital status, gender, age, disability, sexual orientation, transgender status, race or political or religious beliefs.
- 4.2 IDF promotes a good and harmonious volunteering environment in which no volunteer feels under threat or intimidated. IDF particularly encourages people with an interest in diabetes and those living with the condition to volunteer.
- 4.3 Volunteer involvement at IDF is driven by organisational need and potential impact. Volunteers' skills and motivations are matched to clearly defined opportunities and activities and staff responsible for selecting volunteers are supported and trained to do so effectively.
- 4.4 IDF ensures there is a consistent approach to volunteering.
- 4.5 IDF provides safe conditions for volunteering and adequate insurance cover.
- 4.6 IDF maintains a policy on volunteer expenses, which will be reviewed on an annual basis in relation to reimbursement rates for actual out-of-pocket expenses. Clear information on how to claim for expenses will be given to all volunteers as part of their induction.
- 4.7 Externally, IDF reports on the scope and impact of volunteer involvement in its annual report.
- 4.8 Volunteers with a specific mandate for a specified period are covered by the IDF insurance policy.

## **SOP 14**

### **Conflict of Interest Policy**

#### **1. Definition**

- 1.1 A conflict of interest may arise from any situation that could affect an individual's ability to act impartially because of a possible clash between the person's self-interest and IDF's professional and/or public interest.
- 1.2 A conflict of interest may be an actual conflict or perceived by other people to be a conflict of interest. Conflict of interest is especially relevant to people in decision-making roles.
- 1.3 A conflict of interest could exist when individuals have interests outside IDF such as working in a paid or voluntary role for another organisation, that could influence their decisions or actions, or be perceived to influence their decisions or actions for their personal benefit or for the benefit of a family member or business associate(s).

#### **2. Overall purpose**

- 2.1 To set a clear Policy on the reporting and management of conflicts of interest which may arise for volunteers or staff listed below.
- 2.2 IDF must operate according to best governance practices, business and professional standards and according to ethical principles. Therefore, individuals serving or working for IDF must disclose their actual conflict/s of interest and any issue/s that could be perceived as a conflict of interest.
- 2.3 Individuals employed by or working voluntarily for IDF have a responsibility to act ethically and have a duty of care to IDF. Disclosing conflict of interest can be challenging, but it is as important to the individual as well as the organisation should IDF and/or the individual be challenged on a conflict of interest matter.
- 2.4 The Policy is a part of organisational risk management. The intent of the Policy is to encourage people to declare honestly actual and potential conflicts of interest; not to prohibit/discourage anyone from participating in IDF activities or activities in other organisations or businesses.
- 2.5 The Policy accepts that conflicts of interest are not inherently wrong, but IDF must be informed about relevant conflicts of interest to enable IDF to evaluate the possible impact on the IDF's good name, mission and activities of IDF, maintain its integrity and ensure its activities are transparent within and outside the IDF.

#### **3. Scope of the Policy**

- 3.1 The following categories of volunteers and staff must disclose any actual or perceived conflicts of interest that could be relevant to IDF's work:
  - 3.1.1 The members of the Board of Directors;
  - 3.1.2 The Regional Chairs-Elect;
  - 3.1.3 The Director(s) of IDF;
  - 3.1.4 The Secretary;
  - 3.1.5 The Honorary Legal Counsel;
  - 3.1.6 The Director(s) of IDF must ensure that all other IDF staff submit a Conflict of Interest Disclosure Statement where this is relevant);
  - 3.1.7 All Chairs and members of the Standing Committees;
  - 3.1.8 All Chairs and members of the other Board Committees or ad hoc bodies;
  - 3.1.9 The Chairs and members of all World Diabetes Congress (WDC) Committees;
  - 3.1.10 All observers invited to meetings of the General Assembly and of the Board of Directors;
  - 3.1.11 Any other volunteers as deemed appropriate by the Vice-President Strategic Governance.

### **3.2 Examples of conflict of interest that must be disclosed**

The following relationships must be disclosed to IDF:

- 3.2.1 Paid employment. The name and nature of all employers must be disclosed;
- 3.2.2 Membership on the board of directors or any remunerated relationship or volunteer with other organisations, companies and/or not-for-profit organisations;
- 3.2.3 Membership on a scientific advisory panel or other scientific/medical/nursing or allied health committee of another organisation;
- 3.2.4 Stock and shares directly owned or controlled; AND stocks and shares owned or controlled by an immediate family member: i.e. a spouse and/or child under 18 years of age;
- 3.2.5 All other relevant conflicts of interest that may exist for an immediate family member described in the preceding bullet must be disclosed;
- 3.2.6 All consultative or advisory relationships with IDF's corporate partners and supporters for which monetary compensation or in-kind benefits such as supported travel, honoraria, or accommodation are received;
- 3.2.7 Grants/research support for personal or organisational research grants, intellectual property/ patents or other in-kind support from a company or organisation whose products or services are directly related to the work of IDF;

3.3 As it is not possible to list all categories, conditions, or circumstances that could constitute an actual or perceived conflict of interest, reasonable test to guide decisions about what to disclose activities as conflicts of interest is for volunteers and staff to ask themselves:

- 3.3.1 Do my activities fit any of the issues outlined in the bullet list?
- 3.3.2 Do I have any particular affiliation or interest that could cause embarrassment to IDF or could be perceived to be a conflict of interest?
- 3.3.3 Could any of my activities lead to questions about my real or perceived motives or the real or perceived motives of another organisation, product, service or grant, if the relationship or interest were known?

### **4. When to declare a conflict of interest**

- 4.1 All people listed above must complete a Conflict of Interest Disclosure Statement (appendix 1) when they become officially associated with IDF.
- 4.2 In addition, they must notify the IDF President and the Vice-President Strategic Governance, in writing, if an actual or perceived conflict of interest arises after signature. When the President has an actual or perceived conflict of interest after signature, he/she must notify the Vice-President Strategic Governance, in writing. The Vice-President Strategic Governance must ensure that this issue is dealt with during the next Board of Directors meeting.
- 4.3 Conflict of interest should be a standing agenda item for all Board of Directors meetings and all IDF Committees meetings in accordance with good governance procedures and transparency. At the beginning of the meeting, the Chair will ask members to declare any actual or potential conflicts of interest pertaining to the business of the meeting. The fact that conflicts of interest were called for and the outcome of the call must be duly recorded in the minutes.

### **5. Confidentiality**

- 5.1 All completed Conflict of Interest Disclosure Statements will be kept strictly confidential and will only be read by the President and the Vice-President Strategic Governance, unless required by law.
- 5.2 Hard copies of the completed Conflict of Interest Disclosure Statements will be stored in a locked filing cabinet in the Executive Office and electronic forms will be password protected.

### **6. Managing Conflicts of Interest**

- 6.1 IDF has organisational responsibility for monitoring and managing conflicts of interest.
- 6.2 Every individual working for or with IDF has a personal responsibility to honestly declare actual or potential conflicts of interest.

### 6.3 IDF responsibilities

- 6.3.1 Including conflict of interest in its governance, risk management policies, internal audit procedures;
- 6.3.2 Addressing each actual or potential conflict of interest on an individual basis. If a conflict of interest arises, the President and the Vice-President Strategic Governance will discuss the issue with the individual concerned.
- 6.3.3 If the President and/or Vice-President Strategic Governance has an actual or potential conflict of interest he/she/they should not take part in any discussion concerning the conflict of interest. The Honorary Legal Counsel will be consulted when appropriate.
- 6.3.4 Maintaining a register of relevant actual or potential conflict of interest by the Vice-President Strategic Governance in order to proactively manage risks.

### 6.4 Individual responsibilities

Each individual is responsible for:

- 6.4.1 Acting in an ethical manner by disclosing all actual and potential conflicts of interest in writing annually;
- 6.4.2 Informing the President and the Vice-President Strategic Governance, in writing, when an actual or potential conflict of interest arises after the declaration is signed;
- 6.4.3 Leaving the room and abstaining from any discussion and decisions related to the conflict of interest.
- 6.4.4 The Vice-President Strategic Governance will monitor the Conflict of Interest Disclosure Statements to ensure IDF is in a position to respond appropriately to protect the good name of IDF if any actual or potential conflict of interest arises, and to support the individual concerned when relevant
- 6.4.5 If an actual or potential conflict of interest arises the President and the Vice-President Strategic Governance inform the Chair of the Audit and Risk Management Committees to enable strategies to be implemented to manage the risk.
- 6.4.6 If any matter comes before the Board of Directors, which represents a relevant actual or perceived conflict of interest for any individual, the individual must notify the President or whoever is chairing the meeting, leave the room in which the meeting is being held, and refrain from discussing any issues or information relevant to the conflict of interest.
- 6.4.7 The declaration of conflict of interest and the fact the individual was not in the room when the issue was discussed must be explicitly documented in the minutes in the interest of transparency. The minutes of the meeting will reflect abstentions from voting due to the conflict of interest.
- 6.4.8 In most situations, no further action will be required. However, some situations other action may be required. The Honorary Legal Counsel will be consulted for advice and to assist IDF.
- 6.4.9 In certain situations, it may be necessary for an individual with a conflict of interest to resign from the IDF Board of Directors, Committees, OR from the organisation that gave rise to the conflict.

## **7 Conflict of Interest Disclosure Statement**

- 7.1 Everybody who has a paid or voluntary role with IDF must provide a record of their actual or perceived conflict/s of interest and complete and sign Parts A, B and C of the Conflict of Interest Disclosure Statement, when becoming officially associated with an IDF activity.
- 7.2 For paid staff this will be done at the time of signature of a contract of employment and held with the contract documents. The Executive Office will ensure that appropriate questions of conflict of interest are addressed during the recruitment.
- 7.3 At the start of each IDF or IDF-related meeting, staff and volunteers sign Part D to declare if any change in circumstances has arisen since the first signing of Parts A, B and C. If a change in situation has occurred since the initial signing, a new Conflict of Interest Disclosure Statement must be completed.

## **SOP 15**

### **Trademarks and Logos**

#### **1. Overall Purpose**

- 1.1 IDF trademarks include but are not limited to the following:
  - 1.1.1 The IDF Global trademark;
  - 1.1.2 The World Diabetes Day trademark;
  - 1.1.3 IDF School of Diabetes trademark;
  - 1.1.4 Unite for Diabetes trademark;
  - 1.1.5 Blue Circle trademark;
  - 1.1.6 IDF's various programmes and projects marks.
  
- 1.2 IDF logos include but are not limited to the following:
  - 1.2.1 The IDF Regional logo;
  - 1.2.2 IDF Member logo;
  - 1.2.3 IDF Centers of Excellence logo;
  - 1.2.4 World Diabetes Day Official Partner logo
  - 1.2.5 IDF's various programme and project logos
  
- 1.3 Tre trademarks listed above are protected and their use is regulated.
- 1.4 The IDF trademarks have value as they give credibility and quality assurance to a document, an activity, a programme, an initiative or an event.
- 1.5 Approved use of one of the trademarks in association with any activity indicates the support of the activity by IDF.
- 1.6 The IDF trademarks may only be used in accordance the Use of IDF Trademarks and Logos Policy.

## SOP 16

### IDF Expenses Policy

#### 1. Overall purpose

- 1.1 To establish equitable and effective procedures to control travel and related expenses incurred during the execution of IDF business.
- 1.2 This policy is applicable to all volunteers and staff members of IDF, including regional staff.
- 1.3 Prior to incurring expenses and prior to travelling, all volunteers and staff should ensure that the expense is necessary to conduct IDF business and that the objectives cannot be achieved via some other means.
- 1.4 IDF pays all reasonable expenses. The amount of these expenses should reflect good business practice and judgment and be kept as low as possible.
- 1.5 IDF will only reimburse expenses that are necessary to carry out its activities.
- 1.6 Volunteers and staff are responsible for the correct reporting of their expenses, as well as for the timely submission of their claims to the Finance Department. IDF's Finance Department is responsible for the timely payment of these expenses.

#### 2. Policy cost by nature

##### 2.1 Airline tickets

- 2.1.1. All flight bookings should be made as early as possible and at least two (2) weeks in advance when possible.
- 2.1.2. It is recommended that all travel is booked through the IDF approved Travel Agency.

##### 2.2 Class of service:

- 2.2.1 No first class travel is permitted;
- 2.2.2 Flights of less than 8 hours total flight time should be booked in economy class;
- 2.2.3 For flights longer than 8 hours total flight time, business class travel is permitted for Members of the Board;
- 2.2.4 Business class may also be permitted where it is necessary to engage in business activities immediately upon arrival, unless it is more feasible to travel a day earlier;
- 2.2.5 The choice of airline must take account of the price, service and schedule;
- 2.2.6 Business class is permitted for Directors travelling to Board meetings or Congresses when total flight time exceeds 8 hours. When attending other events, Directors are permitted to travel in Premium Economy, with the possibility to upgrade their tickets with IDF miles if this is an option;
- 2.2.7 All other IDF staff travel in economy class;
- 2.2.8 The President and President-elect may travel in business class irrespective of flight time.

#### 3. Taxi and private car usage

- 3.1 Taxis should only be used if considerable time savings can be obtained or if use of public transport would be inconvenient or unsafe;
- 3.2 Travelers must choose the least costly means of transport. The mileage travelled with private cars (e.g. for transport to the airport) will be reimbursed at € 0,30 per km.

#### 4. Visas and vaccinations

- 4.1 It is the responsibility of the traveler to obtain visas and vaccinations if legally required. IDF will bear all the costs.

#### 5. Hotel Accommodation

- 5.1 It is recommended to use the IDF approved Travel Agency to book hotels.
- 5.2 If the traveler is participating in a training course or conference, where the organiser provides hotel accommodation, he/she should use the hotel offered.
- 5.3 The principle is to stay at proper business hotels near to meeting activities at a reasonable price.
- 5.4 Standard rooms in 4-star hotels are permitted. If the 4-star hotels in the destination country are not comparable to the current global standards in terms of safety or cleanliness, a 5-star hotel may be

permitted.

**6. Telephone and Internet Usage**

6.1 IDF covers reasonable telephone and internet expenses for business use.

6.2 IDF does not cover the monthly subscription for mobile or internet connections.

**7. Minibar**

7.1 IDF does not cover the expense of drinks from the minibar.

**8. Tips**

8.1 Local practice should be followed. Tips can be reported as expenses without receipts as long as they represent reasonable amounts.

**9. Pay-per-view films**

9.1 IDF does not cover expenses related to pay-per-view films.

**10. Excess Baggage**

10.1 IDF does not cover excess baggage.

**11. Meals**

11.1 Meals are reimbursed upon presentation of a receipt when deemed reasonable.

**12. Travel requisition**

12.1 For the meetings of the Board of Directors and other Committees organised by the Executive Office, no travel requisition is required, except for staff members.

12.2 All other travel of Board Directors, in that capacity, requires prior approval of the President.

12.3 All expenses of the President require the approval of the Vice-President Finance ex post facto.

12.4 All travel of IDF staff members requires the prior approval of the Director(s) of IDF.

12.5 All travel of the Director(s) of IDF requires the approval of the President.

12.6 Honorary Presidents may be offered free registration for World Diabetes Congresses, hotel accommodation for up to five nights in one of the headquarter hotels, and return travel in accordance with this policy.

12.7 Honorary Members and Life Members may be offered free registration for World Diabetes Congresses, but will be responsible for their own travel and accommodation expenditure.

## ANNEX 1

### IDF CONFLICT OF INTEREST DISCLOSURE STATEMENT

Process:

Refer to the definition of conflicts of interest as set out in the Standard Operating Procedures IDF Conflict of Interest Policy to determine whether you have an actual or potential conflict of interest.

Part A - All IDF volunteers and staff are required to complete Part A on their appointment in role.

Part B - is completed only when volunteers or staff have an actual or perceived conflict of interest to declare

Part C - is signed on first completion of Parts A and B

Part D - is signed at each meeting of a Committee by the volunteers and staff present to confirm that no change in circumstances has arisen since first completion of Parts A, B and C. Where a change in circumstances has arisen a new Part A and B must be completed before the start of the meeting.

#### Conflict of Interest Disclosure Statement

##### Part A<sup>1</sup>

I, (please print name): \_\_\_\_\_

Holding the position in IDF of: (please print role): \_\_\_\_\_

Hereby declare that to the best of my knowledge:

I do not have an actual or potential conflict of interest in serving IDF

I have an actual or potential conflict of interest in serving IDF.

*If you have ticked the box indicating a conflict of interest please fill in Part B, if not please leave Part B blank and complete Part C*

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<sup>1</sup> Everybody who has a paid or voluntary role with IDF must provide a record of their actual or perceived conflict/s of interest and sign the Conflict of Interest Disclosure Statement, when becoming officially associated with an IDF activity. In addition, Conflict of Interest Disclosure Statement must be signed before every IDF-related meeting. If there are no changes to the first Conflict of Interest Disclosure Statement, the individual still needs to sign the Conflict of Interest Disclosure Statement indicating there is no change.

## Part B<sup>2</sup>

Part B must be completed if you indicate you have an actual or perceived conflict of interest on Part A.

Actual or perceived conflict of interest	Description of the actual or perceived conflict including the names of employers and other relevant organisations	Indicate whether it is an actual conflict (A) or perceived conflict (P)
Employment		
Membership on boards of directors		
Shareholder of a company		
Immediate family member shareholder of a company younger than 18 years		
Membership of scientific or other advisory panel, especially if such panels concern IDF's corporate or supporting partners		
Honoraria, travel or accommodation: financial or in kind support		
Research grant funding		
Other, please specify		

## Conflict of Interest Disclosure Statement

### Part C

I have read the International Diabetes Federation Policy on Conflict of Interest and understand and support its intent.

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<sup>2</sup> People declaring an actual or perceived conflict of interest must sign.

I agree that, if in the course of my service to the International Diabetes Federation, I am involved in a situation or activity in which I have a relevant actual or perceived conflict of interest, I will not participate in any discussion or action on the subject or activity, unless I am officially asked to do so.

I further agree that, if any conflict of interest arises that was not disclosed in this Conflict of Interest Disclosure Statement; I will immediately notify the President and the Vice-President Strategic Governance in writing.

Signature \_\_\_\_\_

Signed by \_\_\_\_\_

Date \_\_\_\_\_

Location \_\_\_\_\_

## **Conflict of Interest Disclosure Statement**

### **Part D**

At all meetings subsequent to first signature, please declare by placing a cross [X] in the relevant box below:

I declare there have been no changes to my conflict of interest statement since my last statement.

I declare conflict of interest issues has arisen since I last completed the last Conflict of Interest Disclosure Statement and I disclosed those conflicts to the President and the Vice-President Strategic Governance using Part B.

Signature \_\_\_\_\_

Name \_\_\_\_\_

Date: \_\_\_\_\_