

CODE OF CONDUCT FOR WOB EXECUTIVE BOARD

1. Applicability of this Code

This code is applicable to all Members of the Executive Board of Women on Boards (WOB) as to ensure that it is administered under good governance practices. As such WOB Executive Board would follow the good governance practices specified by the Corporate Governance Code of the Capital Market Development Authority as much as possible. Hence, all members are required to adhere to this code of conduct and fulfil the responsibilities as a member of the Executive Board.

2. Responsibilities of the Board

- i. Determine the organization's mission and purposes
- ii. Select the executive directors
- iii. Support the executive director and assess his/her performance
- iv. Ensure effective organizational planning
- v. Ensure adequate resources
- vi. Manage resources effectively
- vii. Determine, monitor, and strengthen the organization's programs and services
- viii. Enhance the organization's public standing
- ix. Ensure legal and ethical integrity and maintain accountability
- x. Recruit and orient new board members and assess the board's own performance

3. Code of Conduct

- i. All members are required to follow the WOB governing rules and policies and procedures.
- ii. Directors must have a good understanding of, and be sympathetic with, the aims and objects of WOB NGO and act in accordance with the governing document at all times.
- iii. Directors must act and make decisions in the best interests of WOB and its present and future beneficiaries.
- iv. Directors should do their best to avoid conflicts of interest, and where they do find themselves conflicted should declare that fact and not take part in any relevant decision-making
- v. Directors must play an active role in Board and sub-committee meetings, having spent due time reading and digesting board papers in preparation for the meeting.
- vi. Directors are jointly and severally liable for their decisions, therefore decisions should be taken together, as a team, recorded accurately in the minutes, and communicated to staff, beneficiaries and funders in a unified manner.
- vii. Directors are accountable to a range of interested stakeholders for their actions and as such decision-making and governance issues should be as transparent as possible, except for when confidentiality is required.
- viii. Directors may be removed if they miss three consecutive meetings without the consent of the Chairperson.

The Board may vote dismiss or removal of a member based on poor attendance, lack of demonstrated passion, issues of integrity and lack of capacity to contribute to achieve the objectives of WOB

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