

European Institute of Women's Health
Setting the Agenda in Women's Health



Governance Code

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Principle 1. Leading our organisation

1.1 Agreeing our vision, purpose and values and making sure that they remain relevant

The objective of the European Institute of Women's Health (EIWH) is to promote the advancement of education and public awareness of women's and family health issues throughout Europe by conducting research, carrying out surveys, establishing and delivering training programmes, seminars and conferences on all aspects of health care.

The EIWH is governed by a board of directors nominated by members. Membership of the EIWH is open to individuals and organisations with an interest in women's and family health. The EIWH has a membership base of individuals and organisations that contribute to the ongoing work of the EIWH.

The key priorities of the EIWH include:

- Prevention of chronic diseases
- Promotion of health and wellbeing and combatting smoking, drinking and obesity in women
- Promoting active and healthy ageing across the lifespan and increasing healthy life years
- Ensuring access to high quality treatment and care across the lifespan
- Ensuring safety of medicines in pregnancy
- Highlighting sex and gender in medicines regulation and medical education
- Promoting vaccination across the lifespan
- Advocating healthy pregnancies
- Advocating mental health issues, with a focus on managing depression
- Advocating sex and gender sensitive healthcare.

1.1 (b)

The Memorandum and Articles of Association of the European Institute of Women's Health reflect the organisation's purpose, mission and values and can be viewed here

http://eurohealth.ie/eiwh_memorandum.pdf .

1.1 (C)

The mission statement, as outlined in 1.1 was developed and agreed in 2001, on establishment of the EIWH as a Limited Company. The key objectives of the EIWH are reviewed, discussed and assessed regularly. Further, the EIWH actively invites feedback and proposals from stakeholders.

1.1 (d)

The European Institute of Women's Health generates policy briefs on many issues and policies relevant to women's health. The EIWH summarises issues and makes recommendations for policy action. In keeping with the objective of the EIWH, policy briefings are developed following consultation with the institute's network and are pertinent to women's health. Policy statements are distributed widely to stakeholders, policymakers and citizens and a sample are available to view at

<http://eurohealth.ie/position-papers/>.

1.2 Developing, resourcing, monitoring and evaluating a plan to make sure that our organisation achieves its stated purpose

1.2 (a)

The European Institute of Women's Health promotes an equitable, gender-sensitive approach in health policy, research, treatment and care. As women make up over half of the population and take medicines across their lifespan, the EIWH is keen to contribute the perspective of women as medicine takers, patients and carers.

To achieve its objectives, the EIWH will continue to:

- Promote health throughout the lifespan in women and their families.
- Ensure quality and equity in health policy, research, treatment and care for all.
- Draw policymakers' attention to obstacles that women in minority and socio-economically disadvantaged groups face in obtaining a desirable health status.
- Empower individuals to play an active part in their own health management.
- Promote gender-specific bio-medical and socio-economic research that addresses sex and gender-based differences, therefore ensuring access to quality treatment and care for women across their life span.

The EIWH has an Expert Advisory Group appointed by the board which guides EIWH policies and activities.

To ensure success in achieving its objectives, the EIWH develops an annual work plan outlining key priorities, projects and activities. This plan is developed by staff annually and supported by the Board and members of the Institute. The EIWH 2016 Work Programme can be viewed at <http://eurohealth.ie/eiwh-2016-work-programme/>.

1.2 (b)

The current members of the Board of the European Institute of Women's Health are as follows:

- Hildrun Sundseth, President
Maeve Cusack, Board Member
- Barbara Dowling, Board Member
- Sinead Hewson, Treasurer
- Ineke Klinge, Board Member
- Karen Ritchie, Board Member
- Merce Rovira, Board Member

The role and responsibilities of board members are outlined in the Memorandum and Articles of Association of European Institute of Women's Health.

In addition, the EIWH employs a small staff that includes:

- A full-time director general whose role is to oversee all activities undertaken by the EIWH. The director general manages the EIWH and is responsible for implementing the strategies and policies adopted by the board and keeping the board informed of progress and developments.
- A part-time finance manager who is responsible for all financial aspects of the organisation. The finance manager oversees income and expenditure, produces audited accounts for board review.
- Three research officers one on a 2 year contract and two on short-term contract basis who undertake research, develop policy briefs and provide information and input on a consultation basis to European policymakers on behalf of the EIWH.

1.2 (c, d)

The European Institute of Women's Health works at EU, national, regional and local levels to promote women's and family health issues, to improve health policy and promote gender equity in health. The Institute raises awareness of gender and women's health issues with a range of effective activities including developing reports, drafting and publishing position and policy papers and providing and responding to consultations. The EIWH provides consultation to agencies of the European Commission for improvements in all aspects of women's health.

The EIWH consults with an extensive network and continuously provides updates on EIWH activities to a wide range of stakeholders. In addition, the work of the EIWH is monitored under continuous assessment by members of the Institute, the board and stakeholders. Most pertinent, the effectiveness of the EIWH is evident in its influence in contributing to and shaping European policy.

1.3 Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation

1.3 (a, b, c, d)

The EIWH employs one full-time staff (director general and one part-time researcher and policy officer and part time finance manager) and two support staff (research officers) who are employed on a short-term contract basis. Staff are fully supported by the Institute and provided with a thorough induction and a copy of the EIWH Employment Policy on joining. Newly recruited staff are also offered a detailed introduction to the work of the EIWH, its objectives, activities, annual work plans and tailored job descriptions.

The EIWH is also supported by a network of volunteers who provide a range of highly skilled individuals who give their time to the important work of the institute. The EIWH has a Volunteer Policy in place.

Job descriptions for the staff of the EIWH (director general, finance manager and research officers) are in progress.

Director General – outline job description

- Reporting to the Board and .
- Making high-level decisions about policy and strategy.
- Keeping the Board of Directors informed about policy issues.
- Providing executive leadership across the organisation.
- Evaluating the success of the organisation.
- Developing and implementing operational policies.
- Acting as the primary spokesperson for the organisation.
- Developing the organisation's culture and vision.
- Recruiting new staff members.
- Developing an organisational environment that promotes positive staff morale and performance.
- Retaining existing staff members.

- Influencing senior stakeholders.
- Setting goals.
- Building alliances and partnerships with other organisations.
- Communicating on behalf of the organisation.
- Representing the organisation on an international level.
- Managing funding application and allocation.

Finance Manager – outline job description (sample)

- Collating, preparing and interpreting reports, budgets, accounts, commentaries and financial statements.
- Maintain a documented system of accounting policies and procedures.
- Undertaking strategic analysis and assisting with strategic planning.
- Producing long-term business plans.
- Undertaking research into pricing, competitors and factors affecting performance.
- Controlling income, cash flow and expenditure.
- Forecasting cash flow positions, related borrowing needs and available funds.
- Managing budgets and agreeing spending limits.
- Developing and managing financial systems/models.
- Carrying out business modeling and risk assessments.
- Liaising with managerial staff and other colleagues.
- Maintain banking relationships.

Research Officer – outline job description (sample)

- Writing research specifications.
- Agreeing project requirements, objectives and research reference terms.
- Searching for and retrieving information from paper-based sources, the internet and online databases.
- Using a variety of qualitative and quantitative research methods.
- Analysing data.
- Making conference presentations.
- Liaising with external researchers.
- Making sure that agreed project deadlines are met.
- Writing/editing draft questionnaires and reports.
- Keeping up-to-date with research/policy developments.
- Writing articles, policy papers and briefs.

Principle 2. Exercising control over our organisation

2.1 Identifying and complying with all relevant legal and regulatory requirements

2.1 (a, b, c)

The European Institute of Women's Health (EIWH) is a company limited by guarantee not having share capital and is a 'not for profit' organisation. Registered as a charity in Ireland, the EIWH charity number is CHY. 12184. Clare Manning acts as Company Secretary.

2.1 (d)

Health and Safety Policy

This is the Health and Safety Policy Statement of the European Institute of Women's Health (EIWH) in accordance with safety in the workplace (2005). The main objective of health and safety policies is to provide a safe and healthy place of work for all staff members, volunteers and visitors.

Our statement of general policy is:

- to provide adequate control of the health and safety risks arising from our work activities
- to consult with our employees on matters affecting their health and safety to provide information, instruction and supervision for employees;
- to ensure all employees are competent to do their tasks, and to give them adequate training;
- to prevent accidents and cases of work related ill health;
- to maintain safe and healthy working conditions; and
- to review and revise this policy as necessary at regular intervals.

Responsibilities

Overall and final responsibility for health and safety is that of the Directors of EIWH

2.1 (e)

The EIWH has the following policies in place:

- Data Protection Policy
- Employment Policy
- Equal opportunities Policy
- Health and Safety policy
- Email Disclaimer
- Volunteer Policy
- Privacy Statement
- Code of Conduct for Board

Each policy can be reviewed on request to the director.

2.1 (f, g, h)

The European Institute of Women's Health takes its responsibility to comply with data protection legislation very seriously. A Data Protection policy is in place and any personal information held by the organisation is kept secure and confidential. The EIWH is fully compliant with all relevant legal requirements in relation to grants received.

2.2 Making sure there are appropriate internal financial and management controls

2.2 (a, b, c, d)

The finance manager is responsible for all aspects of financial management and control of the EIWH. The finance manager oversees income and expenditure and produces auditors' reports. The finance manager monitors income and expenditure against budget and produces quarterly and annual reports for the board. The finance manager is responsible for agreeing spending limits with board and staff and ensures the EIWH complies with the terms and conditions of any grants or funding received.

2.3 Identifying major risks for our organisation and deciding ways of managing the risks

2.3 (a)

The EIWH Risk management plan comprises policies on

- Financial, such as inadequate reserves
- Human, departure of key staff
- Technological, such as the computers dying without sufficient backup
- Physical, such as someone falling off a ladder
- Reputational, such as media exposure of bad practice
- The EIWH Board will conduct an annual written assessment – under the main headings such as those above – of the risks facing EIWH.

2.3 (b,c)

The EIWH has appropriate insurance policies in place as necessary.

Principle 3. Being transparent and accountable

3.1 Identifying those who have a legitimate interest in the work of our organisation (stakeholders) and making sure there is regular and effective communication with them about our organisation

3.1 (a)

The EIWH works in partnership with stakeholders from many organisations within EU funded projects and many other actions covering various topics related to women's health. Key stakeholders include (yet are not limited to):

- The European Commission
- Directorate General (DG) for Health
- DG Research
- DG Justice
- DG Connect
- DG Employment
- Social Affairs and Inclusion
- European Parliament
- European Medicines Agency (EMA)
- European Centre for Disease Prevention and Control (ECDC)
- The Council Presidencies
- EU Member States
- Public Health NGOs
- Researchers
- Health professionals
- Academic organisations
- European national health systems
- Patients and healthy people: especially marginalised and vulnerable groups.

The secretariat of the EIWH, headed by the director general, manages all day-to-day operations of the organisation and represents the EIWH at various international meetings including presentations at conferences. It also manages relationships with EU and international organisations and agencies.

3.1 (b)

The director general is the appointed spokesperson for the EIWH and represents the organisation (by attendance and through the delivery of presentations) at various international meetings, events and conferences. The EIWH Secretariat should represent the EIWH unless otherwise advised by the Director General. Members of the Board must keep the secretariat and the Board informed of any

invitations to represent the EIWH at meetings conferences or any other activities where the Board Member is invited because of their position within the EIWH.

3.1 (c)

Membership of the EIWH is open to individuals and organisations with an interest in women's and family health. The EIWH has a membership base of individuals and organisations that contribute to the ongoing work of the EIWH. They include experts from a wide range of health-related areas from across the EU.

Members contribute to the development of the annual work plan of the EIWH and agree the content. The annual plan is published on the EIWH website and can be viewed at <http://eurohealth.ie/eiwh-2016-work-programme/>. On joining the EIWH, members can indicate the areas of work or health field that they can contribute to. Members have their own space on the EIWH website for the exchange of information and to manage their input to the various interest groups.

3.1 (d)

The European Institute for Women's Health receives European Commission project funding. Other core funding is obtained from industry with no conditions attached to such funding. The funding policy of the EIWH is available to view at www.eurohealth.ie/funding.

3.1 (e)

Members of the EIWH receive activity updates and press releases on a regular basis as well as notices of consultations taking place and position papers being developed.

An annual report is produced, shared electronically with members of the EIWH and published online.

All board members are invited to the annual general meeting of the EIWH. The meeting is held in a central geographic location, usually Brussels.

3.1 (f)

On achieving compliance with the Governance Code the EIWH will ensure that all requirements are fulfilled.

3.2 Responding to stakeholders' questions or views about the work of our organisation and how we run it

3.2 (a, b)

The AGM provides a clear opportunity to review and consult on feedback from stakeholders and beneficiaries of the EIWH. In addition, on joining the EIWH, members can indicate areas of work in the health field that they have an interest in contributing to. Members have their own dedicated space on the EIWH website for the exchange of information and to manage their input to the various interest groups. Any feedback or complaints received are considered by and dealt with by the director general and secretariat, or escalated for board review.

3.3 Encouraging and enabling the engagement of those who benefit from our organisation in the planning and decision-making of the organisation

3.3 (a)

The director general of the EIWH represents the organisation at various international meetings, events and conferences. Members of the EIWH are invited to actively participate with the EIWH in providing feedback and in contributing to policy papers and the annual work plan of the organisation. Further, the EIWH consults with its extensive network on a regular basis and issues ongoing communications about its activities.

The EIWH works in partnership with stakeholders from many organisations within EU funded projects covering various topics related to women's health. The work of the EIWH (projects, reports, policy briefs, position papers, consultations) is published on the organisation's website www.eurohealth.ie.

3.3 (b)

If significant changes to the organisation are being planned, the EIWH is committed to consulting with its beneficiaries.

Principle 4. Working effectively

4.1 Making sure that our governing body, individual board members, committees, staff and volunteers understand their: role, legal duties and delegated responsibility for decision-making

4.1 (a)

The Memorandum and Articles of Association is made available to all board members and can be viewed at http://eurohealth.ie/eiwh_memorandum.pdf. The Governance Code will be shared with all board members.

4.1 (b)

The members of the board of the EIWH are from a varied and diverse background. Each member brings an expertise, while all are collectively committed to advancing and improving women's health Europe-wide. Each member is aware of their duty in terms of acting independently and maintaining confidentiality at all times.

4.1 (c)

The specific roles of board members are as follows:

Board Roles

President or Chair of the Board

- Provides leadership and is a partner with the director/CEO in achieving the organisation's mission.
- Sets the 'tone' or 'culture' of the organisation as a whole and the Board in particular.

- Organises and chairs meetings. Sets the agenda and how much time is devoted to each item on the agenda.
- Remains neutral so members feel comfortable expressing opposing views and encourages frank discussion.
- Monitors financial planning and financial reports.
- Reviews with the CEO/director any issues of concern to the Board.
- Evaluates annually the performance of the organization in achieving its mission
- Usually chosen by the other members of the Board, is elected annually and holds position for no longer than 2 years.

Vice President or Vice Chair

- Acts in the absence or under the direction of the Chair. (suggest this role necessary only if the Chair is likely to be absent from many board meetings)

Treasurer

- Is a member of the Board.
- Manages the assets of the organisation, including liquid and capital assets, assuring that they are neither over nor under-utilised.
- Maintains proper record keeping of financial matters and reports accordingly to the Board.
- Works with an outside auditor to assure transparency, accuracy, and proper use of assets.
- Assures proper filings with tax and relevant federal, state, and local regulatory bodies.

Secretary

- Keeps and distributes records (e.g. minutes) showing the decisions made by the Board.
- Ensures minutes are distributed to members shortly after each meeting.
- Handles the routine correspondence of the Board.
- Tracks regulatory compliance by the organisation.

Board Member

- Regularly attends board meetings and important related meetings.
- Makes serious commitment to participate actively in committee work.
- Advises on the organisation's strategy
- Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
- Stays informed about committee matters, prepares well for meetings, and reviews and comments on minutes and reports.
- Gets to know other committee members and builds a collegial working relationship that contributes to consensus.

4.1 (d)

Process for board decision-making

Board members should have adequate time to discuss/read on any topic that requires decision.

A majority of the Board must agree a decision before it is adopted

4.1 (e)

The job description of the director general clearly defines the role and its responsibilities.

Director General – outline job description (sample)

- Reporting to the Board and members.
- Making high-level decisions about policy and strategy.
- Keeping the Board of Directors informed about policy issues.
- Providing executive leadership across the organisation.
- Evaluating the success of the organisation.
- Developing and implementing operational policies.
- Acting as the primary spokesperson for the organisation.
- Developing the organisation's culture and vision.
- Recruiting new staff members.
- Developing an organisational environment that promotes positive staff morale and performance.
- Retaining existing staff members.
- Influencing senior stakeholders.
- Setting goals.
- Building alliances and partnerships with other organisations.
- Communicating effectively on behalf of the organisation.
- Representing the organisation on an international level.
- Managing funding application and allocation.

4.1 (f)

The director general acts as the liaison between the board and staff.

4.2 Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective

4.2 (a, b, c, d)

Members of the board are located Europe-wide therefore a monthly meeting is hosted by teleconference and annually in person. An agenda is set and shared with members, together with minutes of the previous meeting, in advance of each board meeting. The nominated Chair ensures meetings run to schedule and keeps order.

4.3 Making sure that there is suitable board recruitment, development and retirement processes in place

4.3 (a, b, c, d)

The board of the EIWH currently comprises seven members. New members are invited onto the board due to their particular expertise and potential contribution to the EIWH. New members are provided with a copy of the Memorandum and Articles of Association and given a detailed induction into the work of the EIWH, including the annual work plan. Training is provided as required.

Principle 5. Behaving with integrity

5.1 Being honest, fair and independent

5.1 (a, b, c, d, e, f)

The European Institute of Women's Health has developed a Code of Conduct for board members. The code includes the approach of the EIWH to the receipt of gifts and its ethical standards.

5.2 Understanding, declaring and managing conflicts of interest and conflicts of loyalty

5.2 (a, b, c,)

Board details and conflicts of interest/loyalty

Code of Conduct for Board Members of the European Institute of Women's Health

The members of the Board of the European Institute of Women's Health (EIWH) have a responsibility to observe the highest standards of propriety and act in the best interests of the EIWH. This code outlines the standards of behaviour expected of board members and the consequences if these standards are not met.

Members of the Board of the European Institute of Women's Health have a duty to comply with constitutional and legal requirements and to preserve confidence in the organisation. Members are accountable to staff, stakeholders, beneficiaries and members of the EIWH for the effectiveness of the board and performance of the organisation.

The aim of the Code of Conduct is to ensure that the organisation is:

- Effective in achieving its objectives and goals
- Operating with integrity and responsibility
- Productive and supportive of staff and advisers

Each board member is asked to abide by the Code of Conduct and to sign their declaration accordingly.

Equality and Diversity

Board members' behaviour and attitudes must be consistent with the values of the EIWH. The EIWH promotes equal opportunities and diversity at board level and members are expected to respect and support this aim. The board should reflect a mix of member representatives, beneficiaries and

external representatives. While board members may be nominated by a particular group, they should act in an individual capacity and must not as representative of that group while acting as a board member.

Integrity

The members of the Board of the EIWH should conduct themselves in a manner which does not damage or undermine the reputation of organisation, its staff or fellow board members.

Board members are required to use their knowledge, expertise and experience to make the best decisions they can in the interest of the EIWH. Board members should take decisions solely in terms of the EIWH's interest and not for their personal or material benefit. Members are equally responsible for all decisions made.

Board members should act as champions for the EIWH at all times and promote its work and reputation.

Respect

Board members must treat each other, members of staff and others they encounter when working in their role with respect and courtesy at all times.

Commitment

Board members must dedicate sufficient time to preparing for and attending board meetings to ensure they can add value and effectively contribute to the work of the EIWH.

Openness and Accountability

Board members must be open, responsive and accountable to each other, members of staff and other stakeholders about their decisions and actions. Members must disclose anything in their past that could cause potential risk to the reputation of the EIWH – such as removal from any previous governance role or membership of organisations which may conflict with the objectives of the EIWH. Board members should copy the secretariat when externally communicating on behalf of the EIWH and use their Eurohealth email address.

Conflicts of Interest

The European Institute of Women's Health has a register of interests in relation to board members. Board members must notify the board of any relevant changes in their interests. Board members should identify and promptly declare any actual, potential or perceived conflicts affecting them. They must make known any danger of bias and absent themselves from any discussion where there is any such conflict.

Objectivity

In carrying out their role, including making appointments, awarding contracts, recommending individuals for rewards and benefits or making business transactions, members should ensure that decisions are made solely on merit.

If members do not have expertise themselves to make an objective decision, appropriate professional advice should be sought.

Confidentiality

Board members must respect the status of the confidential issues they read and discuss and maintain the confidentiality of board meetings. Members must at all times respect the Data Protection Policy of the EIWH.

Gifts and Hospitality

Members should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement or compromise the neutrality of the EIWH. Any gift or hospitality received over the value of €50 should be declared to the Board.

Breaches of the Code

In cases where there is a concern that a board member has breached this code, the matter will be reviewed by the Chair and another board member (or two) appointed by the Chair, who will make a recommendation to the board. The board can decide whether to discuss the recommendation in closed session. The board member in question will accept the decision of the board, including a requirement to resign.

5.3 Protecting and promoting our organisation's reputation

5.3 (a, b, c)

The EIWH Code of Conduct for board members outlines the standards of behaviour expected of board members and the consequences if these standards are not met.

-Ends-