



**“Green eDIH”**  
**GOVERNANCE CODE**  
**DIGITAL INNOVATION HUB**

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**Green Digital Innovation HUB (GeDIH)**

Administat de Green Technology CLUSTER (GTC)  
cu rolul atribuit Guvernator GeDIH (Administrator / Orchestrator),  
având ca entitate juridică de management  
Asociația Green Technology / Tehnologia Verde (GTA)  
Nr. de înregistrare 114 / 05.12.2019, cod fiscal: 42055400  
Cu sediul în România, București, Sector 3, Str. Matei Basarab, nr. 13-15, cladirea Hub Design, et. 4.

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## I. INTRODUCTION

### **Purpose.**

The Governance Code („GeDIH\_Code”, „Code” or „Governance Code”) is based on the principles required of good governance, integrity, transparent decision making and proper monitoring and is voluntarily respected by all organizations that adhere to the Green eDIH Partnership.

The Governance Code is developed to provide guidelines for managing the relationship between the Green Digital Innovation Hub („Green eDIH”), its members (according to the Statute and Terms of the Greed eDIH Partnership: Green Beneficiary Members, Green Tech Members, Green Associate Members), and Green Technology Cluster („GTC”), which serves to **GeDIH Governor** (Administrator/Orchestrator) of **Green eDIH**, as well as between various member organisations and other external partners, in order to establish best practice, as well as to ensure a working system that protects the interests of Green eDIH, while bringing value to members and other stakeholders (employees, partners, local communities, etc.) and allowing each member, taking into consideration the special characteristics that differentiate each member, to select those recommendations that are appropriate to its structure and work.

### **Structure.**

The Code sets out basic principles and recommendations for Green eDIH members, adapted to the fact that Green eDIH is not a separate legal entity, does not have legal personality and does not have its own patrimony, principles and recommendations that reflect best practice included in the governance code of international organisations (e.g. Organisation for Economic Co-operation and Development).

The Code intends to set standards for promoting the efficiency of Green eDIH on the ever-changing Romanian market. Thus, the Code must be considered as a body evolving principles, the current form of the Code being the result of the continuous activity of GTC and its members, and it is therefore possible and appropriate that certain provisions may be adapted in the future to be in line with the strategy and recommendations or regulations of the European Union.

**GTC expresses its gratitude to all Green eDIH members for their contribution, interest and involvement in this endeavor.**

## II. Members

### 1. Members rights:

#### 1.1. Basic rights of members

**Principle:** The governance framework must protect and facilitate the exercise of members rights.

#### 1.2. Participation in projects

**Principle:** Members have the right to participate in projects carried out through Green eDIH. To this end, members have the right to form associations, companies or partnerships among themselves (with or without legal personality) for the purpose of participating in, or carrying out Green eDIH projects.

#### **Recommendation:**

In the events of a desire to participate in concrete projects proposed by or through the Green eDIH, given the aims and objectives of the Green eDIH, its members should freely form association, companies or partnerships among themselves (with or without legal personality) for the purpose of participating in, or carrying out projects.

#### 1.3. The right to information

**Principle:** Active cooperation between members is encouraged in order to create institutional **sustainability**.

#### **Recommendations:**

- a) Members have the right to receive information. The GeDIH Governor should implement a procedure to governs the disclosure of sensitive or confidential information to members.
- b) An „electronic consultative vote” may be implemented to allow members to express their views.

#### 1.4. Disclosure of material information

**Principle:** Timely and accurate dissemination of all material aspects of Green eDIH performance and governance should be ensured.

#### 1.5. Agreements Between members

**Principle:** Agreements may be concluded between Green eDIH members, in addition to the documents concluded through Green eDIH.



## 1.6. Fair and equitable treatment of members

**Principle:** All members at the same level must be treated equally under the same conditions.

## 2. Organizing members meetings:

### 2.1. Organizing of members meetings

**Principle:** All members should have the right to be summoned to meetings.

### 2.2. Convening members meeting

**Principle:** The notice of meeting should include members rights and clear instructions on the procedure and steps to be followed by members before and during the meeting.

## 3. General provisions on the Green eDIH administration:

### 3.1. Green eDIH coordination and administration

**Principle:** The Green eDIH coordination and administration is provided by the **GeDIH Governor**, respectively by the GTC, with the direct support of Extended Scientific Council („**GreenTech Board of Experts**”) and the Specialized Commissions („**Green eDIH Commissions**”).

#### Recommendations:

- a) The **GeDIH Governor** activity should involve a reasonable degree of flexibility (e.g. the possibility of coordination, administration and communication through remote access technology).
- b) Other interested parties may be invited to attend Green eDIH meetings on matters that require their contribution to the protection of Green eDIH's interests.
- c) All persons attending Green eDIH meetings (other than Green eDIH members) should enter into a commitment of confidentiality regarding all matters relating to Green eDIH of the work of members.
- d) Before taking a decision with a significant impact on the statutes of Green eDIH in relation to complex or highly specialized issues and if there is no expertise among Green eDIH members, the opinion of independent experts should be sought.

**Principle:** **GeDIH Governor** should act as an impartial and transparent mediator.

#### Recommendations:



- a) **GeDIH Governor** should focus on achieving and creating an eligible framework for all activities aimed at achieving the objectives of an DIH in their most effective form and capable of leading the adoption of common positions of all other current and future members.
- b) **GeDIH Governor** should ensure full transparency of all documents and processes (e.g. partnership statutes and terms, governance structure, organisation chart, updated composition of the **GreenTech Board of Experts and Green eDIH Commissions**, of the Code of Ethics and Conduct, etc.).

### 3.2. Composition of the GreenTech Board of Experts and Green eDIH Commissions

**Principle:** The GreenTech Board of Experts and Green eDIH Commissions are consultative and directly support the **GeDIH Governor** in the Green eDIH coordination and administration.

**Principle:** The composition of GreenTech Board of Experts and Green eDIH Commissions should be adapted to the size of the Green eDIH work, so that GreenTech Board of Experts and Green eDIH Commissions can carry out their tasks efficiently.

#### Recommendations:

- a) The members of the GreenTech Board of Experts and Green eDIH Commissions should have the professional experience and qualifications necessary to carry out their duties, and at least one member should have economic/financial expertise.
- b) The members of GreenTech Board of Experts and Green eDIH Commissions should constantly improve their professional qualifications and adapt them to the specific requirements of Green eDIH business and best governance practices.
- c) Each member of the GreenTech Board of Experts and Green eDIH Commissions should issue a written statement revealing any conflict of interest with those of Green eDIH.

### 3.3. Appointment GreenTech Board of Experts and Green eDIH Commissions members

**Principle:** Appointment GreenTech Board of Experts and Green eDIH Commissions members should take into consideration the structure and activity of Green eDIH.



## **Recommendation:**

- a) A balanced composition of expertise and know-how of the GreenTech Board of Experts and Green eDIH Commissions, should be ensured, taking into account the structure and work of the Green eDIH.
- b) Reappointment of a member is advisable in case of proper fulfilment of duties, but taking into account a reasonable limitation of the mandates.

### **3.4. General tasks and function of the GreenTech Board of Experts and Green eDIH Commissions**

**Principle:** Good governance policies and practices are essential for the GreenTech Board of Experts and Green eDIH Commissions to carry out their duties of care and confidentiality, which must be exercised in good faith.

#### **Recommendations:**

- a) **Duty of care.** In fulfilling their mandate, the members of the GreenTech Board of Experts and Green eDIH Commissions have the responsibility to act on a fully informed basis and with the necessary diligence and care for professionals.
- b) **Duty of confidentiality.** The members of the GreenTech Board of Experts and Green eDIH Commissions should, both during and after their term of office, respect the confidentiality of matters related to Green eDIH work. Green eDIH should clearly define and inform its **GeDIH Governor** about what is considered „Confidential Information”.

### **3.5. Conflicts of interests**

**Principle:** Any conflict of interests between Green eDIH and members of the GreenTech Board of Experts and Green eDIH Commissions should be avoided and disclosed. In addition, any conflict of interest will be disclosed to **GeDIH Governor** and explained.

#### **Recommendations:**

- a) Members of the GreenTech Board of Experts and Green eDIH Commissions should ensure that appropriate policies and procedures are in place to avoid conflicts of interest in their activities at all times.
- b) The members of the GreenTech Board of Experts and Green eDIH Commissions should not place themselves in a position where their personal interests could conflict with their duties to Green eDIH and must immediately inform the **GeDIH Governor** of any actual or potential conflict of interest.





- c) A member of the GreenTech Board of Experts and/or Green eDIH Commissions whose links with other organisations, persons or organisations may involve certain interests which conflict with those of Green eDIH and which may therefore, influence the decision-making process, must inform the other members of the GreenTech Board of Experts/ Green eDIH Commissions in appropriate and timely manner and refrain from deliberating or voting on the manner in question.
- d) The members of the GreenTech Board of Experts and Green eDIH Commissions must not obtain benefits or assist others to profit by providing investment advice from accessing and possessing information about the organisation that is not in the public domain and therefore constitutes inside information or confidential information.

### 3.6. Other advisory committees

**Principle:** Committees dedicated to a specific activity may be formed (e.g. environmental committees, ethics/good practice committed or social responsibility committees).

#### Recommendations:

- a) The establishment of committees is designed to improve the effective preparation of issues within the competence of the **GeDIH Governor**, and may be particularly useful for monitoring Green eDIH's reporting and control system.
- b) Each committee should report to **GeDIH Governor**.

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GreeneDIH GOVERNOR,  
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Gabriel MUNTEANU



Future European Green  
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