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## Charter of Good Governance

### Preamble

The "Prince Leopold Institute of Tropical Medicine" or "Institute of Tropical Medicine" (ITM), has the legal form of a foundation of public utility, in accordance with the Code of companies and associations.

ITM has an academic mission that is laid down in the [statutes](#) and the Flemish Higher Education Codex, namely *"... provide and promote scientific research, professional and academic education as well as scientific and social services in the field of tropical diseases and global healthcare, with particular attention to low and middle-income countries "*.

ITM fulfils these tasks largely according to management agreements with various Flemish and federal ministries. To complete its mission, ITM collaborates closely with Flemish, Belgian, foreign and international knowledge centres and obtains its resources from the above-mentioned authorities and through external sources such as research funds, service contracts and donations.

ITM translates these diverse tasks into coherent policy plans, that are consolidated by the Board of Governors on proposal of the director and the Management Committee and after prior advice of the General Council.

ITM lays down the principles and methods of decision-making in this "Charter of Good Governance" (further "Charter"). The Charter aims to ensure effective, sustainable and transparent compliance with the goal, mission, assignment and core values of ITM, in full confidence of its stakeholders and the society at large. The Charter ensures that decision-making and administrative action are transparent, accessible and verifiable at every level. Within the private law status of a Foundation, the Charter also guarantees scientific freedom and participatory policy-making specific to an academic institution. By doing so, it complies with the Recommendations on Good Governance in the Flemish Universities. The Charter is published on the ITM website and accessible to all stakeholders and interested parties.

## 1. Mission of ITM

### 1.1 Statutory purpose of ITM

As determined in Article 3 of the [statutes](#), ITM's statutory purpose is "to provide and promote scientific research, professional and academic education as well as social and scientific services in the field of tropical diseases and global health care, with special attention to low- and middle-income countries."

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### 1.2 Legal missions

ITM's main legal assignments are set out in:

1. The Flemish Decree of 18 May 1999 concerning some institutions of public utility for post-initial education, scientific research and scientific services, now part of the Higher Education Codex;
2. The Flemish Decree of 30 April 2009 concerning the organisation and funding of science and innovation policy;
3. The Federal Ministerial Decree of 31 August 1998 concerning the recognition of the Prince Leopold Institute of Tropical Medicine as reference laboratory for the diagnosis and treatment of tropical and infectious diseases;
4. The Federal Royal Decree of 11 September 2016 concerning non-governmental cooperation and the Ministerial recognition of 7 October 2016 of ITM as Institutional Actor in the Belgian Development Cooperation.

### 1.3 Mission statement

The vision, mission, tasks and values of ITM are further elaborated in its [mission statement](#) and translated into the five-year policy plan.

The governance principles and the [organisation chart](#) of the ITM are summarized on the website.

## 2. Governance structures

The **Board of Governors** is the legal governing body of ITM. It has the full authority over all aspects of ITM. The Board determines the overall strategy of ITM and monitors its implementation, approves the budget and the annual accounts, ensures the financial equilibrium, performs risk management and upholds adequate control systems. It appoints, assesses and dismisses the director, delegates day-to-day management powers and provides power of attorney or representation.

Apart from the director, member ex officio, all governors are independent from ITM. They participate in an individual capacity and not as representative or promotor of another organisation or the government.

The Board of Governors decides and acts collectively, in the exclusive interest of the ITM. The governors appoint a chair and a vice-chair from among their members.

The Board of Governors sets up an **Audit Committee** and a **Nomination and Remuneration Committee**.

The **General Council** is a statutory body, consisting of delegates from selected ITM stakeholders who, on behalf of ITM stakeholders, ensure that the ITM pursues its mission statement. The Council appoints, assesses and dismisses the members of the Board of Governors based on competences, diversity and commitment. It monitors the activities of the Board and provides *a priori* advice on strategic decisions and on ITM's multi-annual policy plans, as well as advice on all matters affecting ITM on its own initiative or at the request of the Board of Governors, as laid down in Article 20 of the statutes.

The General Council consists of delegates from the Flemish and federal ministries, all Flemish universities, the umbrella organisation of the French-speaking Belgian universities, the local authorities (city and province of Antwerp), the staff, the students and alumni of ITM. It can co-opt additional members and ensures thereby adequate representation from the South and from other relevant stakeholders.

Members of the Board of Governors are ex officio *member*, but without voting rights. The chair and vice-chair are elected by the voting members.

Based on an open and transparent selection procedure the Board of Governors appoints the **director** who acts as a legal and statutory **body of daily management**. The director is assisted by the **Management Committee**, which consists of the department heads and the general manager.

The department heads are assisted by the **Departmental Councils**, consisting of the unit heads of departments and representatives of other scientific and support staff.

## 3. Management principles and regulations

In all management bodies, decision-making is primarily based on consensus. In the absence thereof, voting takes place in accordance with the general voting procedure, unless specified otherwise by law, the statutes or regulations.

In the **General Council**, members can promote the specific interests or provide advice on all matters affecting the organisation or group they represent, and, if necessary, have a substantiated minority view put on record. The functioning of the General Council is further regulated in the [Internal regulations of the General Council](#).

The **Board of Governors** decides collectively. Its functioning is regulated in the [statutes](#) and in the Internal regulations of the Board of Governors. The composition and operation of the Audit Committee and the Nomination and Remuneration Committee are laid down in the respective Charters. The Board of Governors determines the delegation of powers to the **director** in the Delegation Rules and the Power of Attorney Regulations. The day-to-day management and functioning of the **Management Committee** and the **Departmental Councils** are set out in the Management Regulations. Without prejudice to their powers in the hierarchical line, the director and the departmental heads commit themselves to participative decision-making, and - if applicable - confirmation by the Board of Governors and, respectively, the Management Committee, of important decisions not taken by consensus.

These regulations also guide the handling of potential conflicts of interest and appeals at the different management levels. The main ones are summarized in the general Integrity Charter, which also provides for the Commission for Research Integrity, the ombuds function and a whistle-blowers arrangement.

The agenda, the agenda documents and the reports of the General Council, the Board of Governors, the Management Committee and the Departmental Councils are distributed among the respective members in accordance with the management and internal regulations.

The decisions of the General Council, the Board of Governors, the Management Committee and the Departmental Councils shall be communicated in an appropriate and timely manner to the staff, internal councils or external stakeholders, except where they concern personal or individual issues and other subjects that require discretion. Each member of these respective bodies undertakes to maintain discretion with regard to these issues.

Every year, the main aspects of the ITM policy are summarized in the annual report.

## 4. Oversight

The General Council ensures that the Board of Governors pursues the aim, mission and values of ITM in a consistent manner.

The Board of Governors ensures that the director adequately carries out its decisions and the day-to-day management. The Board is assisted in this by the Audit Committee, the internal auditors and the Nomination and Remuneration Committee.

The director, together with the Management Committee and councillors, ensure that the departments and the support services fulfil their assignments to the best of their ability.

The Government Commissioner supervises, on behalf of the Government of Flanders, the implementation of the management agreements and the use of

funds. In this capacity and for that purpose, the Government Commissioner participates in the meetings of the Board of Governors and of the General Council. The Government Commissioner chairs the Single Audit Committee, in which at least the statutory auditor, the chairman of the Audit Committee and the director participate and which coordinates the various audit activities.

The Government of Flanders subjects the implementation of the management agreements with the Ministry of Education and the Ministry of Science to an external evaluation every 5 years. This assessment is the basis for a subsequent management agreement.

All financial transactions and related core processes are monitored and executed by the central Financial Management unit, according to established procedures and strict controls at different levels. The decision and signature powers are laid down in the management and delegation regulations, whereby the four-eyes principle is applied consistently.

The budgets and annual accounts are drawn up under the guidance of the director in consultation with the Management Committee and coordinated by the Financial management unit. These accounts are submitted for approval to the Audit Committee and the Board of Governors, with guidance from the Government Commissioner.

The annual accounts are attested by the statutory auditor, appointed by the Board of Governors on the advice of the Audit Committee. Every public or private funder can carry out systematic or ad hoc audits on the expenditure of the allocated resources.

In consultation with the statutory auditor and the Government Commissioner, the Court of Auditors monitors the conformity to Belgian and European regulations of revenue and expenditure according to the Global Agreement on the single audit of the Government of Flanders.

All staff-related actions are coordinated and officialised by the Human Resources unit, according to established and transparent processes, procedures, job descriptions and salary scales. The decision and signature powers are laid down in the management and delegation regulations.

The primary and support processes are compliant with the ISO 9001 standard. ITMs reference laboratories are accredited by the Belgian accreditation organisation BELAC and supervised by ITMs Quality Assurance unit. All procedures are recorded in unambiguous, accessible quality manuals. The quality and relevance of the education is regularly audited and accredited by the Dutch Flemish Accreditation Organisation. ITMs research involving humans adheres to the Declaration of Helsinki and is reviewed by ITMs Institutional Review Board and accredited Ethics Committees. Additionally, ITM-sponsored clinical trials are supervised by the Clinical Trial Unit and conducted in compliance with the Clinical Trials Act and Good Clinical Practices. All staff assures confidentiality where this is due and all personal data processing happens in accordance with the General Data Protection Regulation (GDPR).

The Works Council and the Committee for Prevention and Protection at Work (CPBW) supervise employment conditions, safety, and medical and psychosocial well-being of employees. In addition to the Labour regulations and other legal and regulatory requirements, the Works Council also monitors the institutional values stipulated in the core tasks and the Policy statement on Quality, Safety, Welfare and Environment.

The internal and external units for Prevention and Protection at Work advise and support the management, the units and the CPBW in planning, executing and monitoring this policy. The equality of treatment is guaranteed by the Charter Gender, Diversity and non-discrimination.

## 5. Participation

Employee participation and co-determination in policy and governance are essential in view of ITM's academic and societal assignments. ITM is fully devoted to academic freedom and autonomy, with due respect for hierarchical responsibilities, institutional values and reputation, availability of funds and the strategic guidelines laid down by the Board of Governors.

Strategic participation of staff, students, alumni and partners in general management and monitoring is specifically ensured through elected and voting representation in the **General Council**.

Participation of all levels is organised via the **Departmental Councils**, which convene at least monthly and in which all tenured academic staff and heads of units of the department participate, as well as elected representatives of the other staff categories.

As set out in the management regulations, heads of department are responsible for informing the **Management Committee** about decisions taken within their department, including minority positions. Equally, the director is responsible for communicating internal decisions to the **Board of Governors**, including minority positions. The Board of Governors invites, if necessary and where relevant, the heads of department to the meetings or parts thereof.

The **Academic Council** discusses all academic matters at large within the interdepartmental framework and provides advice to the Management Committee upon their request or on its own initiative. The Academic Council sets up three committees, respectively for education, research and development cooperation. The composition and working method of the Academic Council and its committees are laid down in the Regulations of the Academic Council.

Furthermore, there is regular, structured and open consultation within the ITM with the elected staff representatives in the statutory joint committees, i.e. the **Works Council** and the **Committee for Prevention and Protection at Work**, in the areas and along the provisions laid down in law.

Every staff member has the right to appeal against a decision that concerns him or her. To this end, the administrative regulations provide an appropriate set of procedures.

## 6. Final provisions

This Charter, and any material change or addition, shall enter into force based on a decision of the Board of Governors, after advice from the General Council.

The Management Committee, the Board of Governors and the General Council monitor compliance with this Charter.