



## **Policy Brief: Ensuring Integrity and Avoiding Conflicts of Interest in the Recruitment of Board Directors**

### **1. Purpose**

This policy brief proposes measures to ensure transparency, fairness, and impartiality in the recruitment of new members of the Board of Directors of the Groningen Declaration Network (GDN), while preserving access to the widest possible pool of expertise from the global ecosystem of digital student data and international mobility in education.

The brief seeks to balance two imperatives:

- The need to uphold integrity, neutrality, and trust, as articulated in the GDN's Statement of Ethical Principles and Code of Conduct; and
- The aspiration to benefit from diverse expertise, including that of individuals working in for-profit organizations that contribute to the digital student data ecosystem.

### **2. Background and Context**

Since its founding, the Groningen Declaration Network has been committed to promoting trust, transparency, and integrity across the international student data ecosystem. Directors of the Board act in their individual capacity, serving the Network rather than representing any external organization or employer. However, given that many participants in the field operate within both public and private sectors, the potential for real or perceived conflicts of interest can arise—particularly when nominees are employed by or affiliated with for-profit entities that maintain commercial relationships with GDN participants.

Historically, the Network has avoided appointing board members employed by for-profit organizations to prevent any appearance of undue influence. However, as the ecosystem matures, the Network recognizes the value of professional expertise and innovation that private-sector participants can bring, provided that robust conflict-of-interest safeguards are in place.

### **3. Ethical and Legal Foundation**

This policy draws upon the following guiding principles:

- Statement of Ethical Principles (2015):
  - Principle 7: Integrity — Stakeholders must act honestly, fairly, and in a manner that merits trust.
  - Principle 11: Good Fellowship — Stakeholders must avoid any activity or communication



that creates or appears to create a conflict with the interests of the Network.

- Principle 3: Transparency and Responsibility — Actions should be conducted openly and with shared accountability.

- Code of Conduct (2015):

- Article 4–7: Conflict of Interest — Participants must avoid and disclose any actual or potential conflicts and act in the best interest of the Network.

- Article 8–9: Intellectual Property and Commercial Neutrality — The Network does not endorse commercial products and forbids the use of its platform for self-promotion.

- Article 11: Diversity — Diversity of perspective and background strengthens the Network.

#### **4. Policy Objective**

To establish a clear, transparent, and operational process to:

1. Prevent conflicts of interest or the appearance thereof in the recruitment and functioning of Board Directors;

2. Ensure equal opportunity and diversity in nominations, regardless of sectoral affiliation; and

3. Maintain trust, neutrality, and alignment with the GDN’s ethical commitments.

#### **5. Key Policy Principles**

##### **5.1 Individual Capacity and Duty of Loyalty**

All Board Directors serve in their personal capacity and not as representatives of their employers or other organizations. Each Director’s primary fiduciary duty is to act in the best interest of the Network at all times.

##### **5.2 Full Disclosure and Transparency**

All nominees must complete a Conflict of Interest Disclosure Form before election or appointment. The form will include:

- Current and past (3 years) employment, consultancies, board memberships or other memberships that if known publicly could have a negative impact (perceived or actual) on GDN’s reputation;

- Financial interests (direct or indirect) that may relate to GDN activities;

- Any relationships with member institutions, sponsors, or commercial partners, or other memberships or ties that might have a bearing on the GDN reputation if disclosed publicly.

Disclosures will be reviewed annually or whenever circumstances change.

##### **5.3 Eligibility Criteria**

Nominees from any sector—including for-profit organizations—may be considered if they:

- Acknowledge and sign the GDN’s Code of Conduct and Ethical Principles;



- Agree to recuse themselves from discussions or votes where a conflict exists;
- Have no active role in negotiations or contracts that could influence their impartiality.

#### 5.4 Recusal and Management of Conflicts

When a potential or perceived conflict arises, the affected Board Director must:

- Declare the conflict to the Chair and Secretary immediately;
- Abstain from related deliberations, decisions, or access to sensitive documents;
- Allow the Executive Committee to determine appropriate action.

#### 5.5 Oversight and Accountability

The Governance & Nominations Committee is responsible for:

- Reviewing disclosures and advising the Board on potential conflicts;
- Maintaining a confidential register of interests;
- Monitoring compliance and recommending mitigation measures.

#### 5.6 Perception and Communication

The Network will communicate publicly that:

- Board members serve in their personal capacity;
- A transparent conflict management policy is in place;
- The Network maintains independence from commercial influence.

### 6. Implementation Measures

1. Adopt a standardized Conflict of Interest Disclosure Form to be completed upon nomination and updated regularly.
2. Introduce a Conflict of Interest Procedure for self-disclosure, review, recommendation, and mitigation.
3. Review this policy every three years or as needed.

### 7. Expected Outcomes

- Enhanced diversity and expertise in board composition.
- Strengthened governance and trust through transparency and accountability.
- Clear separation between individual contribution and institutional affiliation.
- Alignment with international best practices in non-profit governance.

### 8. Conclusion

By adopting this conflict of interest and recruitment framework, the Groningen Declaration Network can confidently broaden participation to all qualified individuals—regardless of sector—while safeguarding its independence, neutrality, and reputation for ethical leadership in the field of international mobility in education.



This approach reflects the Network’s founding principles: student-centeredness, integrity, transparency, and good fellowship—ensuring that governance remains as trustworthy and inclusive as the digital student data ecosystem it seeks to advance.

### **Annex: Sample Declaration of Interest Clause**

“I, [Name], understand that as a Director of the Groningen Declaration Network, I serve in my individual capacity and not as a representative of my employer or any other organization. I hereby declare that I will act at all times in the best interest of the Network and disclose any real, potential, or perceived conflict of interest as soon as it arises. I acknowledge the right of the Network to take appropriate measures to mitigate such conflicts, including recusal from decisions or discussions as necessary.”