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Governance of organizations — Guidance

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Foreword

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This document was prepared by Technical Committee ISO/TC 309, *Governance of organizations*.

Any feedback or questions on this document should be directed to the user's national standards body. A complete listing of these bodies can be found at www.iso.org/members.html.

Introduction

The pursuit of purpose is at the centre of all organizations and is, therefore, of primary importance for the governance of organizations. Good governance of organizations lays the foundation for the fulfilment of the purpose of the organization in an ethical, effective and responsible manner in line with stakeholder expectations. The organizational outcomes of this good governance are:

— effective performance;

— responsible stewardship;

— ethical behaviour.

Good governance means that decision-making within the organization is based on the organization's ethos, culture, norms, practices, behaviours, structures and processes. Good governance creates and maintains an organization with a clear purpose that delivers long-term value consistent with the expectations of its relevant stakeholders. The implementation of good governance of an organization is based on leadership, values, and a framework of mechanisms, processes and structures that are appropriate for the organization's internal and external context.

This guidance is directed at governing bodies and governing groups but can also be useful to those that support them in discharging their duties such as:

— personnel;

— governance practitioners;

— other interested stakeholders.

Organizations that use this guidance will be better equipped to understand the expectations of their stakeholders and to apply the creativity, culture, principles and performance required to deliver the objectives of the organization according to its purpose and values. Their governing bodies will hold management to account and ensure that the culture, norms and practices in the organization align with the organization's purpose and organizational values.

This guidance sets out governance principles that will assist governing bodies in discharging their duties effectively, prudently and efficiently, while enhancing trust, inclusion, accountability, legitimacy, responsiveness, transparency and fairness. Governing bodies that apply this guidance can expect that the organizations they govern will realize effective performance, responsible stewardship and ethical behaviour.

When organizations use this document, stakeholders across countries and sectors can have increased confidence that the governing bodies of these organizations are responsible, accountable, fair and transparent, they act with probity and make decisions which are risk-based and informed by:

— credible information and reliable data;

— stakeholders' expectations;

— compliance obligations;

— ethical and societal expectations, including those anticipated for future generations;

— impacts, and reliance, on the natural environment.

The benefits of good governance can apply to:

a) the organization itself;

b) member stakeholders;

c) other stakeholders.

Examples of the value generated by good governance include the following.

— Improved long-term stakeholder value generation: Good governance promotes effective oversight of the organization and thus helps to ensure alignment between the organizational purpose, strategy, activities, and the United Nations Sustainable Development Goals (UN SDGs)[15]. This improves long-term stakeholder value generation.

— Effective resource stewardship: Effective stakeholder engagement, protected disclosures (whistleblowing) and mediation, appropriate executive authority limits, consistent terminology, transparent decision-making and accountability, all contribute to improved stakeholder confidence that the organization is stewarding resources in a responsible manner.

— Improved organizational resilience and performance: The organization is able to remain resilient when negatively impacted by its changing context and realize valuable opportunities as a result of these changes via good governance practices. These practices include adapting strategy, ethical leadership, effective succession planning, clear delegation of authority and responsibilities, and oversight of risk management and internal controls.

— Improved decision-making effectiveness: With the increasing rate of change and complexity within which organizations operate, good governance promotes holistic consideration of the organization, its purpose, and the context within which it operates, resulting in improved decision-making. Clarity of accountability, responsibilities and delegated authority are good governance practices, which increase the speed of organizational decision-making, action and outcomes.

— Improved personnel composition and retention: People who are motivated not only by financial interests, but also by the organizational purpose and by intangible organizational values such as fairness and transparency, are attracted to organizations demonstrating good governance practices, such as effective and ethical leadership.

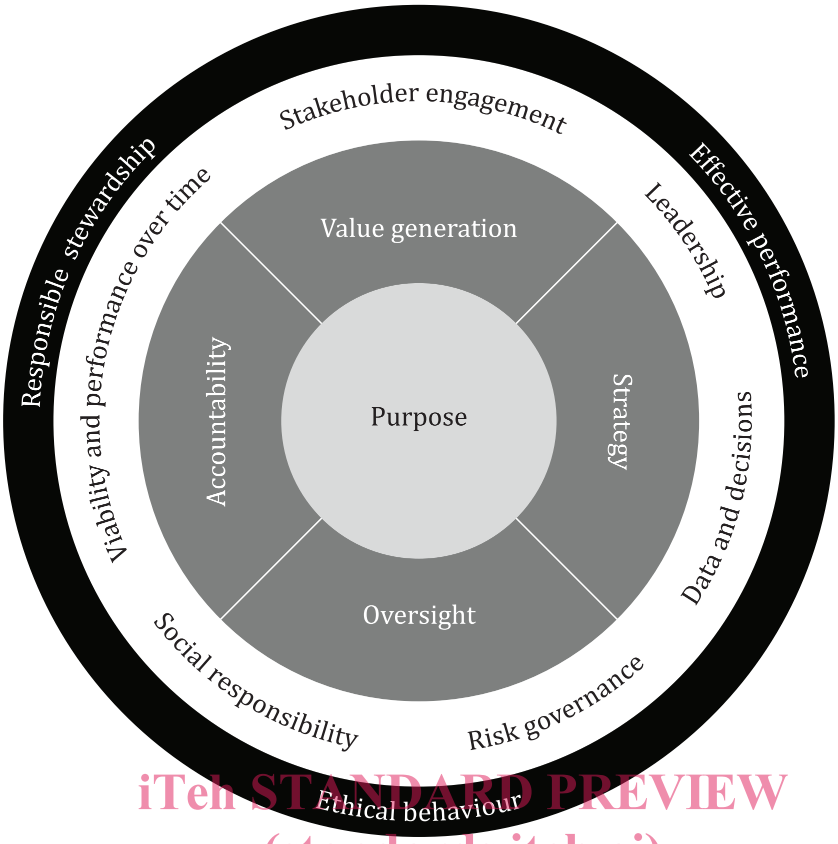
— Increased investor and creditor confidence: Effective leadership and oversight, holistic decision-making, transparency and effective stakeholder relations, sustainability considerations and certainty of compliance management all contribute to increased confidence in the organization. In turn, this can improve access to capital and reduce the cost of capital.

— Increased value of intangible assets: Transparency with stakeholders and responsible organizational behaviour (corporate citizenship) contribute to the value of the organization's intangible assets such as reputation, public image, public confidence and goodwill.

Finally, good governance includes actions by the governing body (e.g. creating governance policies) to direct their organizations to provide stakeholders with transparent, clear and concise reports and access to information. This allows regulators and society, through their duly appointed representatives, to evaluate the organization's positive and negative natural environmental, social and economic impacts. Good governance further affords stakeholders the opportunity to hold organizations to account, benchmark their results, highlight inappropriate practices, and reduce harm to society, the economy and the natural environment.

The governance of organizations is enabled by the application of principles that help the organization fulfil its organizational purpose and, in doing so, generate value for the organization and its stakeholders.

Figure 1 provides an overview of the governance of organizations and the principles and governance outcomes outlined in this document. These components can already exist in full or in part within the organization. However, at times they need to be adapted or improved so that the governance of the organization remains effective, efficient, and appropriate for its unique and dynamic nature and context.



Key

governance outcomes

primary governance principle

foundational governance principles

enabling governance principles

Figure 1 — Governance of organizations — Overview

Governance of organizations — Guidance

1 Scope

This document gives guidance on the governance of organizations. It provides principles and key aspects of practices to guide governing bodies and governing groups on how to meet their responsibilities so that the organizations they govern can fulfil their purpose. It is also intended for stakeholders involved in, or impacted by, the organization and its governance.

It is applicable to all organizations regardless of type, size, location, structure or purpose.

2 Normative references

There are no normative references in this document.

3 Terms and definitions

For the purposes of this document, the following terms and definitions apply.

ISO and IEC maintain terminological databases for use in standardization at the following addresses:

— ISO Online browsing platform: available at https://www.iso.org/obp

— IEC Electropedia: available at http://www.electropedia.org/

3.1 Governance and organization

3.1.1
governance of organizations
human-based system by which an *organization* (3.1.3) is directed, overseen and held accountable for achieving its defined purpose

3.1.2
organizational governance framework
strategies, *governance policies* (3.2.9), decision-making structures and *accountabilities* (3.2.2) through which the *organization's* (3.1.3) governance arrangements operate

3.1.3
organization
person or group of people that has its own functions with *responsibilities* (3.2.3), authorities and relationships to achieve its objectives

Note 1 to entry: The concept of organization includes, but is not limited to, sole-trader, company, corporation, firm, enterprise, authority, partnership, charity or institution, or part or combination thereof, whether incorporated or not, public or private.

[SOURCE: ISO 37301:2021, 3.1, modified — Note 2 to entry has been deleted.]

3.1.4
organizational entity
organization (3.1.3) that has a distinct and independent existence

Note 1 to entry: In some cases, an organizational entity can be a legal entity.

3.1.5
constituting documents
authoritative and unique set or collection of documents that establishes the *organization's* (3.1.3) existence and *accountability* (3.2.2) as amended from time to time

Note 1 to entry: Documents vary depending on the type and location of the organization, and can include a deed of incorporation, articles of association or charter.

3.1.6
risk
effect of uncertainty on objectives

Note 1 to entry: An effect is a deviation from the expected. It can be positive, negative or both, and can address, create or result in opportunities and threats.

Note 2 to entry: Objectives can have different aspects and categories, and can be applied at different levels.

Note 3 to entry: An objective can be expressed in other ways, e.g. as an intended outcome.

[SOURCE: ISO 31000:2018, 3.1, modified — Note 3 to entry has been replaced.]

3.1.7
risk appetite
amount and type of *risk* (3.1.6) that an *organization* (3.1.3) is willing to pursue or retain

[SOURCE: ISO Guide 73:2009, 3.7.1.2]

3.1.8
risk criteria
terms of reference against which the significance of a *risk* (3.1.6) is evaluated

Note 1 to entry: Risk criteria are based on organizational objectives, and external and internal context.

Note 2 to entry: Risk criteria can be derived from standards, laws, policies and other requirements.

[SOURCE: ISO Guide 73:2009, 3.3.1.3]

3.1.9
risk tolerance
organization's (3.1.3) or *stakeholder's* (3.3.1) readiness to bear the *risk* (3.1.6) after *risk treatment* (3.1.11) in order to achieve its objectives

Note 1 to entry: Risk tolerance can be influenced by legal or regulatory requirements.

[SOURCE: ISO Guide 73:2009, 3.7.1.3]

3.1.10
level of risk
magnitude of a *risk* (3.1.6) or combination of risks, expressed in terms of the combination of consequences and their likelihood

[SOURCE: ISO Guide 73:2009, 3.6.1.8]

3.1.11
risk treatment
process to modify *risk* (3.1.6)

Note 1 to entry: Risk treatment can involve:

— avoiding the risk by deciding not to start or continue with the activity that gives rise to the risk;

— taking or increasing risk in order to pursue an opportunity;

— removing the risk source;

— changing the likelihood;

— changing the consequences;

— sharing the risk with another party or parties (including contracts and risk financing); and

— retaining the risk by informed decision.

Note 2 to entry: Risk treatments that deal with negative consequences are sometimes referred to as “risk mitigation”, “risk elimination”, “risk prevention” and “risk reduction”.

Note 3 to entry: Risk treatment can create new risks or modify existing risks.

[SOURCE: ISO Guide 73:2009, 3.8.1]

3.2 Principles and outcomes

3.2.1
principle
fundamental truth, proposition or assumption that serves as foundation for a set of beliefs or behaviours or for a chain of reasoning

[SOURCE: BS 13500:2013, 2.14, modified — The singular form has been used.]

3.2.2
accountability
obligation to another for the fulfilment of a *responsibility* (3.2.3)

Note 1 to entry: The obligation includes the duty to inform and to explain the manner in which the responsibility was fulfilled.

Note 2 to entry: The non-fulfilment of a responsibility has consequences that can be enforced on the accountable party.

3.2.3
responsibility
obligation to act and take decisions to achieve required outcomes

[SOURCE: ISO/IEC 38500:2015 2.22]

3.2.4
delegation
assignment of authority and *responsibility* (3.2.3) from one that holds them to another

3.2.5
compliance
meeting all the *organization's* (3.1.3) *compliance obligations* (3.2.6)

[SOURCE: ISO 37301:2021, 3.26]

3.2.6
compliance obligations
requirements that an *organization* (3.1.3) mandatorily has to comply with as well as those that an organization voluntarily chooses to comply with

[SOURCE: ISO 37301:2021, 3.25]

3.2.7
ethical behaviour
behaviour that is in accordance with accepted *principles* (3.2.1) of right or good conduct in the context of a particular situation and is consistent with *international norms of behaviour* (3.2.8)

[SOURCE: ISO 26000:2010, 2.7]

3.2.8
international norms of behaviour

expectations of socially responsible organizational behaviour derived from customary international law, generally accepted *principles* (3.2.1) of international law, or intergovernmental agreements that are universally or nearly universally recognized

Note 1 to entry: Intergovernmental agreements include treaties and conventions.

Note 2 to entry: Although customary international law, generally accepted principles of international law and intergovernmental agreements are directed primarily at states, they express goals and principles to which all *organizations* (3.1.3) can aspire.

Note 3 to entry: International norms of behaviour evolve over time.

[SOURCE: ISO 26000:2010, 2.11]

3.2.9
governance policy

intentions and direction of an *organization* (3.1.3), as formally expressed by its *governing body* (3.3.4)

3.2.10
organizational purpose

organization's (3.1.3) meaningful reason to exist

Note 1 to entry: The organizational purpose is the ultimate value the organization intends to generate for specified *stakeholders* (3.3.1).

Note 2 to entry: The organizational purpose guides the performance objectives and provides clear context for daily decision-making by relevant stakeholders.

3.2.11
organizational values

beliefs about desirable outcomes or actions defined by the *organization* (3.1.3) as good and important, to be explicitly or implicitly shared and applied by the organization

3.2.12
social responsibility

responsibility (3.2.3) of an *organization* (3.1.3) for the impacts of its decisions and activities on society and the environment, through transparent and *ethical behaviour* (3.2.7) that:

- contributes to *sustainable development* (3.2.14), including the health and the welfare of society;
- takes into account the expectations of *stakeholders* (3.3.1);
- is in *compliance* (3.2.5) with applicable law and consistent with *international norms of behaviour* (3.2.8);
- is integrated throughout the organization and practised in its relationships.

Note 1 to entry: Activities include products, services and processes.

Note 2 to entry: Relationships refer to an organization's activities within its sphere of influence.

[SOURCE: ISO 26000:2010, 2.18]

3.2.13
sustainability

state of the global system, including environmental, social and economic aspects, in which the needs of the present are met without compromising the ability of future generations to meet their own needs

Note 1 to entry: The environmental, social and economic aspects interact, are interdependent and are often referred to as the three dimensions of sustainability.

Note 2 to entry: Sustainability is the goal of *sustainable development* (3.2.14).

[SOURCE: ISO Guide 82:2019, 3.1]

3.2.14
sustainable development
development that meets the needs of the present without compromising the ability of future generations to meet their own needs

Note 1 to entry: Sustainable development is about integrating the goals of a high quality of life, health and prosperity with social justice and maintaining the earth's capacity to support life in all its diversity. These social, economic and environmental goals are interdependent and mutually reinforcing. Sustainable development can be treated as a way of expressing the broader expectations of society as a whole.

[SOURCE: ISO 26000:2010, 2.23]

3.3 Roles

3.3.1
stakeholder
person or *organization* (3.1.3) that can affect, be affected by, or perceive itself to be affected by a decision or activity

Note 1 to entry: Depending on the nature of the organization, stakeholders can include *member stakeholders* (3.3.2) and other stakeholders, including customers, regulators, suppliers and employees.

Note 2 to entry: In ISO management system standards, a stakeholder can be referred to as an "interested party".

[SOURCE: ISO 37301:2021, 3.2, modified — The term "interested party" has been deleted. Notes 1 and 2 to entry have been added.]

3.3.2
member stakeholder
stakeholder (3.3.1) who has a legal obligation or defined right to make decisions in relation to the *governing body* (3.3.4) and to whom the governing body is to account

Note 1 to entry: These rights or obligations are often recorded in the *organization's* (3.1.3) *constituting documents* (3.1.5), laws and/or regulations.

Note 2 to entry: These decisions can include, for example, the determination of the composition of the governing body or the parameters within which the governing body is to make decisions.

Note 3 to entry: Governing bodies account to these stakeholders for the organization's outcomes as well as the governing body's performance.

Note 4 to entry: Member stakeholders are often referred to, and can include, shareholders and members of an organization.

3.3.3
reference stakeholder
stakeholder (3.3.1) to whom the *governing body* (3.3.4) has decided to account to when making decisions pertaining to the *organizational purpose* (3.2.10)

EXAMPLE Scientific advisory board to a research organization, parents of the pupils in a school, community advisory boards for companies.

Note 1 to entry: In some cases, a *member stakeholder* (3.3.2) can also be a reference stakeholder.