**EXAMPLE Directors Code of Conduct**

1. **Introduction** 
   1. This Code of Conduct provides clear guidance on the standards of conduct and behaviour expected of the Directors of xxx organisation individually and collectively when acting on behalf of or representing xxx organisation (the Organisation).
   2. It should be read in conjunction with the Organisation’s

* Director’s Letter of Appointment
* Director’s Handbook
* Director’s Statement of Responsibilities
* Board Terms of Reference
* Articles of Association
* Policies and Procedures.

1. **Personal conduct** 
   1. Directors are expected to conduct themselves in a manner that reflects positively on The Organisation and not to conduct themselves in any way that could reasonably be regarded as bringing their office or the Organisation into disrepute.
   2. Specifically, Directors must:

* act in the best interests of the Organisation at all times;
* be loyal, ethical, honest and act with integrity and probity;
* adhere to the Organisation’s values and support the Chairman and Executive Directors in instilling the appropriate culture, values and behaviours in the boardroom and beyond;
* respect others and treat them with dignity and fairness;
* seek to ensure that no one is unlawfully discriminated against and promote equal opportunities and social inclusion in accordance with the Organisation’s Equality Policy;
* contribute to the workings of the Board in order for it to fulfil its role and functions;
* recognise that the Board is collectively responsible for the exercise of its powers and the performance of the Organisation;
* raise concerns and provide constructive challenge regarding the management and operation of the Organisation, where appropriate;
* adhere to good practice in respect of the conduct of meetings and respect the views of others;
* take and consider advice on issues where appropriate;
* not use their position for personal advantage or seek to gain preferential treatment for themselves, their family or their friends; nor seek improperly to confer disadvantage on any other person;
* not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their Board duties;
* accept responsibility for their own performance, learning and development.

1. **Confidentiality and access to information** 
   1. Directors must comply with the Organisation’s Data Protection Policy. Directors must not disclose any confidential information or personal data, except in specified circumstances as outlined in the Policy and/or required by law.
2. **Fit and proper person** 
   1. All Directors are required to complete and comply with the Charity Commission’s ‘Charity trustee: declaration of eligibility and responsibility’. Directors must certify on appointment, and upon each term reappointment, that they are/remain a fit and proper person.
   2. If circumstances change so that a Director can no longer be regarded as a fit and proper person or if it comes to light that a Director is not a fit and proper person, they will be suspended from being a Director with immediate effect pending confirmation and any appeal. Where it is confirmed that a Director is no longer a fit and proper person, their position as a Director will be terminated.
3. **Conflicts of interest** 
   1. Directors must comply with the Organisation’s Conflict of Interests Policy. Directors have a duty to avoid a situation in which they have or could have a direct or indirect interest that conflicts (or possibly may conflict) with the interests of The Organisation. Directors have a further duty not to accept a benefit from a third party by reason of being a Director or doing (or not doing) anything in that capacity.
   2. Directors are required to record all relevant interests in the the Organisation register of interests in accordance with the provisions of the Policy. It is the responsibility of each Director to provide an update to their register entry if their interests change.
   3. If a Director has, in any way, a direct or indirect interest in a proposed transaction or arrangement with the Organisation, the Director must declare the nature and extent of that interest to the other Directors at the earliest opportunity. If such a declaration proves to be, or becomes, inaccurate or incomplete, a further declaration must be made. Any such declaration must be made as soon as possible and before The Organisation enters into the transaction or arrangement.
   4. The Chair will advise Directors in respect of any conflicts of interest that arise during Board meetings, including whether the interest is such that the Director should withdraw from the meeting for the period of the discussion. In the event of disagreement, it is for the Board to decide whether a Director must withdraw from the meeting.
4. **Gifts and hospitality** 
   1. Directors must comply with The Organisation’s Gifts and Hospitality Policy.
   2. The Board will set an example in the use of its funds and the need for good value, particularly with respect to public funds and donations, when incurring expenditure. The use of the Organisation funds for hospitality and entertainment will be carefully considered. All expenditure on these items should be transparent and capable of justification in light of the Organisation business objectives.
5. **Compliance** 
   1. The members of the Board should satisfy themselves that their actions and the actions of the Board and Directors in conducting business fully reflect the values, general principles and provisions in this Code and, as far as is reasonably practicable, that any concerns expressed by staff or others associated with the Organisation are fully investigated and acted upon. All Directors, on appointment, will be required to give an undertaking to abide by the provisions of this Code.
6. **Breach of the code**
   1. A reported breach or suspected breach of this code of conduct will result in an investigation being undertaken by the Chair or Senior Independent Director of the Organisation, or their nominated representative. Serious breaches will result in termination of the Director’s appointment in accordance with the Articles of Association.
   2. In the unlikely event of an unresolved dispute between a Director and the Organisation over the decision to terminate their appointment due to a breach of this code the Director may appeal by setting out in writing to the Chair the reasons for their appeal. The Organisation will utilise the services of an independent dispute resolution service for the appeal and the director raising the appeal may be required to contribute towards the cost of this. In the event of the appeal being found in favour of the Director, the financial contribution will be returned in full.

I confirm that I have read this Director’s Code of Conduct and understand my obligation to abide by its requirements.

Signature:

Print name:

Date: