**EXAMPLE Board Code of Conduct**

**Purpose**

This Code has been written in order to help directors of the Organisation to simultaneously meet high standards of professionalism and ethics, as well as displaying the appropriate behaviours in board meetings and when interacting with each other. Directors of the Board must abide by this Code in order to meet the expectations of the organisation and its members ensuring the work of the organisation is administered in a professional manner, and with the most effective outcomes from board members’ interactions with each other.

Directors who breach the Code may be subject to disciplinary action.

Consequences will depend on the severity of the breach and may include the following:

1) Issuing a warning, requiring a verbal or written apology

2) A letter of reprimand from the Board

3) Counselling by the Chair and / or delegated Director

4) Removal from the Board

Should item 4, removal from the Board, be deemed the appropriate, proportional measure for a breach of this code, the Articles of Association should be followed as per Article xx (Termination of Directors Appointment).

**The Code of Conduct**

**Professionalism and Ethics**

A Director of the Organisation should: -

1) Exercise leadership, enterprise and judgement and act honestly, in good faith and in the best interests of the Organisation.

2) Behave in an ethical way and not engage in conduct or behaviours likely to bring the Organisation in to disrepute.

3) Respect the truth and act honestly, exercising all his/her responsibilities as a Director. He/she should not obtain, attempt to obtain, or accept any bribe or illegal inducement of any sort.

4) Respect confidentiality and not disclose or make improper use of any information acquired as a Director or disclose any information confidential to the company.

5) Be consistent, objective and professional in judgement and when making decisions.

6) Show a duty of care and diligence in fulfilling the functions and exercising the powers attached to a Director’s position.

7) Endeavour to ensure that the board is properly constituted and managed, and assist the board in establishing the vision/ aspirations, core purpose and values for the company. A Director should set strategy, delegate appropriately to management and be responsible to relevant stakeholders.

8) Comply with relevant laws, regulations and codes of practice, particular attention should be paid to occupational health and safety, employee relations, equal opportunity for employees, safeguarding and other legislative and regulatory initiatives.

9) Recognise that, as a member of the board, a Director has individual and collective responsibility for ensuring the Organisation is financially viable and properly managed.

10) Endeavour to make sure that access between the board and the auditors is open and unimpeded. A director should be satisfied that the scope of the audit is adequate and that management and any internal auditors have co-operated fully.

11) Ensure communications with all stakeholders are timely, effective and unbiased, promoting goodwill amongst the community we serve.

12) Be prepared, if necessary, to express disagreement with colleagues and accept that resignation or dismissal may sometimes be the ultimate consequence of a sustained protest on a matter of conscience or judgment.

13) Declare any related party interests and not allow personal interests, or interest of any associated person, to conflict with the interest of the Organisation. Ensure the integrity of the actions of the Organisation by avoiding granting special favours or unfair privileges to anybody or entity.

14) Use resources responsibly and when claiming expenses do so in line with the Board of Directors Expenses Policy.

**Board behaviours**

1) Aim to attend all Board meetings.

2) Take accountability for stimulating proactive support, explorations, dialogue and challenge, both in terms of content and behaviour.

3) Support each other – mentor, collaborate, share in our successes and setbacks.

4) Actively listen to each other, do not talk over others, and ensure everybody has an opportunity to fully contribute.

5) Be open to innovative ideas and think creatively for new solutions.

6) Be open and flexible to change.

7) Step out of the detail to also see the big picture.

8) Coach each other to have courageous conversations.

9) Share opinions internally, but be unified externally.

10) Optimally use the strengths within the team

11). If we notice someone behaving in a manner contrary to this code, speak to them directly (not someone else) openly about it in an appropriate environment.