[SOCIETY NAME] CODE OF CONDUCT FOR BOARD MEMBERS

Introduction

This code sets out the standards of personal behaviour and conduct expected of Board Members of [..... Supporters Society Limited] as defined in the Society Rules. Failure to observe its stipulations shall be regarded as a breach of this code may incur disciplinary action up to and including removal from their position under the provisions of the Society's Disciplinary Policy, a copy of which is appended to this Code.

This code was adopted pursuant to a resolution of the Society Board meeting dated [.....]

Definitions

This document uses several terms which are defined in the Society Rules.

Overview

The position of a Board member carries with it a responsibility not only to fellow Board members but also to the Society's membership.

Board members have legal duties and fiduciary responsibilities, and failure to carry out those obligations can result in personal liability. Board members also bear a general duty of care that their actions and decisions should be in the best interests of the Society as a whole.

Members of the board shall stand for a term of [.....] years.

Duties and Responsibilities

Below is a summary of the duties and responsibilities of Board members. If a Board member is unsure of any aspect of their duties or responsibilities, they should seek the advice of the Society Secretary.

- The duty to ensure all actions taken by the Society are within the law of the land;
- The duty to ensure Society business is conducted in accordance with its Constitution, rules and procedures;
- The duty to ensure financial prudence, sound accounting practice and that all taxes due on account of its operations are paid in good time;

- The duty to be a good employer;
- The duty of good faith;
- The duty to take care; and
- The duty to maintain the democratic and not-for-profit status of the Society.

Obeying the Law

1. Various Acts of Parliament and statutory provisions impose direct obligations upon Board members and the Society. Board members have legal and fiduciary obligations in accordance with current Company Law.

2. Board members must ensure that any campaigns, demonstrations and other activities upon which the Society may embark do not bring the Association, or those acting on its behalf, into conflict with the law.

3. Although Board members do not carry executive responsibility for ensuring that statutory requirements are met, they bear an individual and collective responsibility for ensuring that others take that responsibility and discharge it.

Duty of Good Faith

4. A Board Member is in a position like that of a trustee – namely being responsible for somebody else's (i.e. the Society's) property. As a result, officials have a duty of good faith, which can broadly be summarised as follows:

    - Truthfulness and honesty – this involves acting with complete truthfulness and honesty in any dealings with, or on behalf of, the Society;

    - Financial integrity – members are entitled to be compensated for out of pocket expenses in accordance with the Society's Rules but such claims may only be made for expenses that are wholly, actually and necessarily incurred, in accordance with the Society's Rules.

    - Treating as confidential certain information which comes to their knowledge concerning the Society's affairs, especially when so designated, and certain discussions within meetings, similarly designated;

- Acting at all times in the best interests of the Society – this means ensuring that the Society's interests always come first, and that a Board member never uses their position to obtain a benefit or advantage for themselves, for other people or other organisations;

Duty to Take Care

5. It is recognised that Board members cannot be expected to be experts in all facets of the Society's activities. They must therefore take proper care that they do not allow themselves to accept on behalf of the Society a responsibility for which they do not have the necessary skill or expertise or for which the Society is unable to provide the necessary level of training.

   The duty to take care includes the following:

   - Reading papers before meetings, and coming to meetings properly prepared;
   - Asking questions if further explanation or information is needed, and challenging the executives and other Board members when not satisfied with the answers given;
   - Taking advice both from the executives and from independent advisors when that is needed;
   - Accept decisions made by the Board, even if they disagree with the outcome and voted against. This includes a commitment to support any decision of the Board outside its meetings.

6. The Board may choose to suspend the requirement for collective responsibility by majority vote for certain decisions in which case the above does not apply in respect of that particular decision;

7. Board Members should aim for the highest standards they can achieve. A Board Member who does not give an appropriate level of commitment to the Association's affairs is failing in their duty;

8. Where provided, Board members commit to undergo appropriate training and development.

Standards of Behaviour

9. In all duties carried out within and on behalf of the Society, Board members are expected to show appropriate standards of behaviour. This is necessary in order that the Board can function properly, that it can play its appropriate part in the Society's overall governance, and that the Society's good name and reputation is maintained.

Board members will observe the following general standards:

10. In their dealings with each other, with the Society's officers, and with its employees and with members, treating people politely, fairly, and with respect in all forms of verbal and written communication (including social media);

11. In all dealings with each other, with members of the Society, and when representing the Society, refraining from discriminatory language and behaviour, including upholding at all times the protected equality characteristics of others as set out in current Equalities legislation. As a minimum these include age, disability, gender reassignment, race, religion or belief, sex, sexual orientation, marriage and civil partnership and pregnancy and maternity;

12. When communicating or otherwise commenting on Society policies and interests, in either an official or unofficial capacity, always to act in accordance with the Society's current Media policy (including use of social media);

13. On public occasions and on all Society business, behaving in a way which is appropriate for an elected representative of such an organisation. This includes not bringing the Society into disrepute in any context.

Meetings

At all meetings, Board members will observe the following:

14. Accepting the authority of the chair of any meeting, expressing all questions and points of view through the chair;

15. Listening to the views of colleagues seeking advice or clarification where needed, expressing their own views, and coming to their own decision on individual matters in good faith in what they believe to be in the best interests of the Society;

16. Not resorting to behaviour that could be considered to be discriminatory, offensive, aggressive or intimidating;

17. Keeping to the agenda, raising other issues under "any other business" according to agreed procedures, and not engaging in discussions during the meeting which are not relevant to the issues of the meeting.

Confidentiality

18. Board members will observe the following obligations of confidentiality:

- Communicating decisions of the Society will be the responsibility of the [INSERT ROLE];

- Other Board members will not disclose any information outside the Board that is not already in the public domain unless they are specifically authorised to do so;

- They will not use any such information for personal advantage;

- Unless so authorised, other Board members will not pass information to any representative of the press or media, and will refer any press or media enquiries to the appropriate person;

- They will take proper care of any documents they receive as Board Members, and store them securely;

19. The confidentiality provisions shall not apply where a Board member is asked to co-operate with any statutory or regulatory body and should not stifle due and proper debate on issues within the confines of Board meetings or discussions between Board members conducted in confidence.

20. For the avoidance of doubt the confidentiality provisions above remain in force even after a member is no longer serving on the Society Board.

21. Breach of the confidentiality provisions is a Disciplinary Offence.

Conflicts of Interest

22. Board members must disclose to the secretary any material interest which they, their spouse or partner, close family member, or close friend or business associate holds in:

    - Any business which is providing goods or services to the Society, or is being considered as a potential supplier of goods and services;

    - Any public body or voluntary organisation with which the Society has or is likely to have dealings.

23. The Secretary will record any such interest in a register of Board members' interests. Board members must notify the Secretary of any changes to their entry in the register.

24. For the avoidance of doubt, it is the responsibility of each Board member to be proactive in notifying the Secretary of any potential conflicts. Unless

the Board directs otherwise, the Secretary's decision as to whether there is a conflict is final.

25. Unless a prior decision is taken to the contrary, no Board member may take part in any discussion on a matter in which they have an interest, or take part in any decision, or vote on any associated resolution and should leave the meeting while the matter is considered.

Serving on the Board of Another Body

26. Board members who serve on the board of management of any other organisation must treat their roles in representing the Society and their role in any such body as separate. This means that:

    - They must maintain confidentiality in relation to information they receive in one capacity, and not disclose any such information in the other capacity unless they are expressly authorised to do so;

    - When making decisions on behalf of the Society, they must make such decisions in what they consider to be the best interests of the Society, without consideration of other responsibilities that they have by virtue of their involvement in other bodies;

    - They must disclose any pertinent memberships and involvement in other bodies where that impacts upon the work of the Society and more pertinently their work as an elected or appointed official;

27. Where their membership of the board of management of another body causes a conflict or where a conflict might be reasonably perceived, they must act quickly to resolve that conflict, which may include resigning from their elected role(s) in the Society or of another organisation.

Breaches of Code and Disciplinary Procedure

28. Any member of the Board who:

    - Ceases to comply with the criteria set out in this Board Membership and Conduct Policy; or

    - (with the exception of Co-opted Members co-opted onto the Society Board under Rule [.....] of the Society Rules) ceases to be a Member; or

    - Resigns

    Is to vacate the office of Board member

29. Any member of the Board who:

    - Fails without good cause to attend 3 consecutive Board meetings; or
    - Fails without good cause to participate in board training

    Is to vacate the office of Board member if required to do so by a majority of the other Board members.

30. Where a Board Member is deemed by a majority of the Board to be in breach of any element of this Code or any other adopted policy of The Society, the process laid out in the Disciplinary Policy should be followed.

31. If the Board decides to constitute a Disciplinary Committee the Board Member(s) concerned will be suspended until the Disciplinary Committee meets and shall not be entitled to vote nor attend Board meetings for the period of suspension