

The Bamford Community Society

Board of Directors Code of Conduct

First produced on	Sept 2013
Approved on	02 April 2014
Approved by	Board of Directors (see minutes)
To be reviewed on	December 2014

CODE OF CONDUCT FOR DIRECTORS OF THE BAMFORD COMMUNITY SOCIETY (“THE SOCIETY”)

Purpose of this document

- 1.1 This document sets out the standard of personal behaviour and conduct required of the Board of Directors.
- 1.2 The Board of Directors approved this Code of Conduct on the date set out above. As a condition of remaining a member of the Board of Directors, all Board of Directors agree to comply with this Code of Conduct.
- 1.3 A material breach of this Code of Conduct may result in removal from the Board of Directors.

Qualification and eligibility to be a Director

- 1.4 The Rules set out the criteria by which an individual is qualified and eligible to be a Director. A Director shall notify the Chair immediately on becoming aware that they no longer fulfil, or may no longer fulfil any of these criteria.

Duties of the Board of Directors

1.5 **Duty to obey the law and comply with the Rules**

- 1.5.1 In carrying out their role, the Board of Directors are required to obey the law, and to comply with the Rules.
- 1.5.2 If in any doubt about this on any particular matter, a Director should in the first place seek advice from the Chair.

1.6 **Duty of good faith**

- 1.6.1 The Board of Directors are required at all times to be truthful and honest with each other, and with any other people with whom they have any contact as a Director.
- 1.6.2 The Board of Directors are required at all times to act in the best interests of the Society. They have a responsibility to make known the views, concerns and aspirations of those whom they have been elected to represent; but any decision they make must be made in what each Director honestly believes to be the best interests of the Society.
- 1.6.3 The Board of Directors owe a **duty of undivided loyalty** to the Society, which includes the following features.

1.7 **Avoidance of conflict of interest**

- 1.7.1 The Board of Directors must not allow themselves to be in a situation where any other interest which they have comes into conflict with their duty as a Director.
- 1.7.2 The Board of Directors must disclose or declare any interest as required by the Rules. If in any doubt about whether an interest should be disclosed or declared, a Director should consult the Chair.

1.8 **Gifts, benefits, discounts and hospitality, and use of suppliers**

- 1.8.1 The Board of Directors must not use their position as Director to secure any personal advantage.
- 1.8.2 The Board of Directors must not receive any personal benefits from suppliers or other third parties.

1.8.3 The Board of Directors must treat any information which they receive as confidential, and must not disclose it to any third party without the express permission of an authorised representative of the Society.

1.8.4 The Board of Directors have a duty to support any decision of the Board of Directors, whether or not they agree with or voted in favour of it.

1.9 **Duty to be careful**

1.9.1 Board of Directors have a duty to take such care in carrying out their responsibilities as a reasonable person would take in relation to their own affairs.

1.9.2 This includes attending meetings, preparing in advance for meetings by reading papers, asking for advice when it is needed, and attending any training provided by the Society.

Standards of behaviour

1.10 Board of Directors are required at all times to treat each other, and any other people with whom they have any contact as a Director, with dignity, respect and fairness.

1.11 Board of Directors should at all times work co-operatively with any employee or volunteer, and strive to make the governance arrangements work for the best interests of the Society.

1.12 Board of Directors must not bring the Society into disrepute.

Non-compliance with this Code of Conduct

1.13 If a Director commits a serious breach of this Code of Conduct, it may result in removal by resolution of the requisite majority of the remaining Board of Directors, as required by the Rules.

1.14 Before any resolution to remove a Director may be considered by the remaining Board of Directors at a meeting:

1.14.1 full details of the alleged material breach shall be put in writing, together with details of the grounds upon which it is considered not to be in the best interests of the Society for them to continue as a Director, and sent to the Director concerned to be received not less than 14 days before the meeting;

1.14.2 the Director shall be given the opportunity to respond, in writing or in person at the meeting.