



Code of Conduct for Board Members

VERSION CONTROL		
Date	Description	Responsible
09 Sep 2017	Created & Approved	Board
09 Nov 2019	Reviewed & Approved	Board
06 Mar 2023	Reviewed	Board
15 Apr 2026	Reviewed & Approved	Board

Next Review Due: **April 2029**

INTRODUCTION

This Code of Conduct defines the standards of behaviour expected of Members of the Board of EIL/AFS Ireland, in order to ensure that:

- The organisation is effective, open and accountable.
- The highest standards of integrity and stewardship are achieved.
- The working relationship between Board Members and any volunteers or employees is productive and supportive.

STANDARDS OF BEHAVIOUR

The standards of behaviour expected of all Board Members are outlined below:

General Conduct

Board Members are required to adhere to the highest standards of conduct in the performance of their duties, in particular:

- Board Members are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which Board Members do not have relevant expertise.
- Board Members are required to act in the best interests of the organisation at all times.

Independence

Board Members are required to maintain the highest standards of honesty, fairness and independence. In particular:

- Board Members are required to act independently, particularly in relation to assets, property, legal and regulatory obligations.
- Board Members should conduct themselves with integrity and in a manner which does not damage or undermine the reputation of the organisation or its volunteers and employees. More specifically Board Members:
 - should 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 duties;
 - must avoid actual impropriety and any appearance of improper behaviour.
- Board Members must not act in order to gain financial or other benefits for themselves or for any persons connected to them such as their family, their friends, or any organisation that they own, manage or work for.
 - A person is considered to be connected with an individual if that person is a child, step-child, parent, step-parent, brother, sister, spouse, civil partner, cohabitant, grandparent or grandchild of the individual or a child of the individual's civil partner or cohabitant.
- Board Members should avoid accepting gifts and hospitality that might reasonably be thought to influence them in carrying out their role as Board Member.

- Any gifts that are accepted by a Board Member must be declared immediately to the Chairperson, with full details of the origin and value, and a justification for acceptance.

Board Member Roles

It is essential that Board Members are aware of their roles and responsibilities. In particular, Board Members should:

- Understand and perform their roles and responsibilities to the best of their abilities at all times.
- Be prepared to provide adequate time and commitment as required to fulfil the role of Board Member, adequately preparing for meetings and participating in committees and special events when required.

Board Meetings

Board Members have a responsibility to attend meetings of the board. Board meetings are critical in a charity, as this is where Board Members exercise their collective authority. In particular, Board Members should:

- Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- Always respect the authority of the Chairperson of the board, and the Chairperson of any meeting.
- Bring a fair and open-minded view to all discussions of the board, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of the organisation.
- Bring a genuinely independent perspective to enhance decision-making, given that Board Members share responsibility for board decisions.
- Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other Board Members.

Volunteers and Employees within the Organisation

Board Members are responsible for providing leadership to volunteers and employees. Board Members have a duty of care towards volunteers and employees whilst promoting a culture of respect. In particular, Board Members should:

- Aim to support volunteers and employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the organisation should conduct themselves in order to reflect the values of the organisation.
- Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries and avoids giving offence.
- Accept and respect the difference in roles between the board on the one hand and volunteers and any employees on the other, ensuring that the board, volunteers and any employees work effectively and cohesively for the benefit of the organisation and develop a mutually supportive and loyal relationship by:
 - respecting management arrangements and avoiding any actions that might undermine such arrangements;

- not interfering in the performance by volunteers or employees of duties delegated to them within the organisation while ensuring that volunteers and any employees working for the organisation are held to account through their manager or the CEO, as appropriate.

Legal Requirement and Policies

Board Members must have regard to their legal duties and abide by the organisation’s rules and policies. In particular, Board Members must:

- Act in accordance with the organisation’s governing document and ensure that the organisation complies with all applicable laws including charity law, company law, health and safety law, data protection law and employment law.
- Promote and preserve the obligations of confidentiality about sensitive board matters.
 - The requirement for confidentiality may not apply if it becomes necessary for the Board Member to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of the organisation or could represent a breach of any law with which the organisation is required to comply.
- Abide by the organisation’s conflict of interests or loyalties policy and ensure the organisation’s conflict of interest register is completed and updated as required.
- Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the board.
- Ensure that claims for out of pocket expenses are made in accordance with agreed procedures.
 - The position of Board Member is unremunerated, though reasonable out-of-pocket expenses incurred in the performance of Board Member duties can be paid in accordance with agreed procedures on Board Member expenses.

SIGNATURE

As a member of the Board of EIL/AFS Ireland, I agree to adhere to the standards of behaviour outlined in this document:

Signed: _____
(Member of the Board)

Print Name: _____

Date: _____