**Conway Education Centre**

**Code of Conduct for Members of the Board**

*All Board members, on appointment, will be required to subscribe to, and sign this Code of Conduct.*

**Introduction**

Conway Education Centre recognises the contribution made by Board members to the work of the Centre. The experience, skills and understanding that each Board member brings to the work of the Centre is highly valued.

The purpose of this Code is to maintain high standards of conduct, assist members in their work for the Centreand to protect the best interests of Conway Education Centre.It is expected that all Board members will support Conway Education Centre’svalues, aims and policies

Throughout the Code of Conduct, the term “Board” is used to refer to both members of the Board of Management and members of Committees established by the Board.

**Obligations of Board Members**

* The Board will normally attempt to reach decisions by consensus.
* Board members are required to act only in the interests of Conway Education Centre and not on behalf of any individual or interest group.
* Board members are expected to attend meetings of the Board and meetings of Committees and Working Groups of which they are a member. Members are expected to have read the papers which have been circulated prior to meetings so that they can contribute fully to meetings.
* Board members are expected to attend relevant training events and to take reasonable steps to ensure that they are aware of the development of public policy and other issues which affect the work of Conway Education Centre.

**Board members are required to:**

* Listen to, and respect the ideas and input of fellow Board members
* Challenge fellow members’ views and statements in a constructive, polite and informed manner – challenging the idea, not the person
* Seek positive and constructive resolution to those issues where differences in opinion exist;
* Respect the office of the Chair, to ensure the orderly conduct of meetings.

**Conflicts of Interest**

A conflict of interest is any situation in which the personal interests of committee members

seem to conflict with those of the organisation. This personal interest can be direct or indirect, and it can include the interests of parties connected to the committee member.

Under company law a **connected person** includes the following:

* Family members (including spouse or civil partner, anyone with whom the director lives as a partner in ‘an enduring family relationship’,
* Children and step children (both the director’s own and his partner’s and the director’s parents)
* Corporate bodies to which the director is connected;
* Committee members of a trust of which the director (or a family member or a body corporate with which he is connected) is a beneficiary;
* A director’s business partner.

**All Board members are required to**:

* Ensure that private or personal financial interest never influences their decisions;
* Ensure that they do not use their position as a Board member for personal gain of any sort;
* Disclose to the Board any direct or indirect pecuniary interest or other interests which are not pecuniary but which could influence judgment or give the impression that the Board was acting for personal motives;
* Recognise that the Chair has the right to request that a Board member withdraws from that part of the meeting when any such conflict of interest exists;
* Resign from the Board if he/she has any business interests relating to the work of Conway Education Centre which either directly or indirectly give personal advantage;

* Comply with Conway Education Centre’s policy for hospitality and gifts.
* In the event of a Board member considering that another Board member has an interest which should be disclosed, he/she has a duty to report that matter immediately to the Secretary

**Confidentiality**

* Board members should not pass any information gained through their involvement with Conway Education Centreto a third party without the approval of the Chair.
* All Board and Committee papers should be regarded as confidential to Conway Education Centre

**Outside Activities**

* Board members should consider themselves at all times as being potentially regarded as representatives of Conway Education Centreand should, therefore, ensure that none of their other activities has the effect of bringing the Centreinto disrepute.

**Misconduct**

Board members’ conduct may be considered to be unsatisfactory in the following cases:

* When a breach of this Code has occurred;
* When a breach of members’ legal obligations has occurred;
* When a breach of the Board’s confidentiality has occurred;
* When members of the Board feel that a particular member’s behaviour at meetings is unacceptable;
* When a member is bringing the organisation into disrepute through actions or statements made outside meetings;
* When a member is disrupting or subverting democratic decision-making processes.

When there is concern that a member’s conduct may be considered unsatisfactory, the following **procedure** will be adopted:

* The Chair will arrange for an investigation of any allegation of misconduct to be conducted to establish the facts. The Chair will invite two other members of the Board to form a Panel to consider the facts and to recommend what action should be taken; if the complaint concerns the Chair then the Vice Chair or an another Board Officer will convene the panel.
* In cases where the Chair feels it is appropriate, he/she may suspend the relevant member from attendance at meetings of the Board and Committees while the matter is investigated.
* The Panel will make recommendations to the Board which will then decide on what action shall be taken.
* The action that will be taken will depend upon the seriousness of the misconduct and any previous misconduct. In cases of serious misconduct, the Board will seek a voluntary resignation, and if such resignation is not forthcoming, formal procedures will be taken in accordance with the Articles of Association to remove the Board member.