Code of Conduct for Directors

Article 1: Directorship

As a director, I agree to:

* Understand my legal duties as a director.
* Assume individual and collective responsibility for the (NAME OF ORGANISATION).
* Apply judgement in the (NAME OF ORGANISATION) ’s interest.
* Ensure that the (NAME OF ORGANISATION) complies with the law.
* Maintain the financial viability of the (NAME OF ORGANISATION) and, if that is no longer possible, take appropriate action to protect the interests of creditors.
* Devote sufficient time and attention to my role.
* Attend as many board meetings as possible and participate fully in deliberations.

Article 2: Integrity

As a director, I agree to:

* Act honestly, in good faith and in the best interest of the (NAME OF ORGANISATION).
* Place the interests of the (NAME OF ORGANISATION) above my personal interests.
* Be open and transparent to the rest of the board in respect of my personal interests and activities.
* Exercise independent judgment.
* Take reasonable steps to be satisfied as to the soundness of all board decisions.
* Avoid conflicts of interest wherever possible and, if this is not possible, make full and prior disclosure of any conflict, or potential conflict, to the rest of the board.
* If there are matters of concern raise these with other board members, including the chair and chief executive.
* Recognise that resignation or dismissal from the board may sometimes be the ultimate consequence of sustained disagreement on a matter of conscience or judgement.
* Adhere to collective responsibility for agreed board decisions.

Article 3: Responsible business

As a director, I agree to:

* Ensure that the (NAME OF ORGANISATION) behaves in a socially responsible manner and acts in accordance with its community interest objectives.
* Evaluate board decisions in a broad social context and be conscious of the impact on society and the environment.
* Encourage the board to regularly review its business purpose, which articulates why the (NAME OF ORGANISATION) exists and the problems it is seeking to solve.
* Ensure that the (NAME OF ORGANISATION) is mindful of addressing climate change and the environmental impact of its decisions and actions.
* Ensure that suppliers are paid in a timely manner, particularly small and medium size enterprise.

Article 4: Inclusion and diversity

As a director, I agree to:

* Promote an inclusive approach to board composition and business practice, which recognises the contribution that diversity brings.
* Advocate the benefits of inclusion and diversity in enhancing decision making, attracting talented employees, and building trust among stakeholders.

Article 5: Stakeholders

As a director, I agree to:

* Pay regard to the interests of all stakeholders with a legitimate interest in the success of the (NAME OF ORGANISATION).
* Build the goodwill and commitment of stakeholders towards the (NAME OF ORGANISATION).
* Help develop strong lines of communication and mutual understanding with relevant stakeholders.

Article 6: Confidentiality

As a director, I agree to:

* Not disclose confidential information received in my role as a director, unless that disclosure has been authorised by the board or is required by law.
* Not make improper use of information acquired by virtue of my role as a director.

Article 7: Continuing development of the Board

As a director, I agree to:

* Participating in regular (probably annual) reviews of the board’s collective performance and the contribution of directors.

Article 8: Personal conduct

As a director, I agree to:

* Exhibit high standards of personal conduct, both inside and outside of the boardroom.
* Take into account the impact of my behaviour on employees and other stakeholders.
* Avoid behaviour which might affect the reputation of the (NAME OF ORGANISATION), or which contradicts its values.
* Treat others with respect, dignity and consideration, including colleagues, employees and other stakeholders.

There is an easy view guide on the responsibilities of a director by Companies House which can be found here: [COMPANIES HOUSE GUIDE TO BEING A DIRECTOR](https://companieshouse.gomocentral.com/content/48391ac8-e3af-486c-971b-6fdfd9f90548/web)

Specific guidance on the governance of Community Interest Companies can be found at: <https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/605421/13-712-community-interest-companies-guidance-chapter-9-corporate-governance.pdf>