

# County Wexford Community Workshop(E) CLG & Kilcannon Industries CLG

## Code of Conduct for Board members

**Approved at Board meeting on 24<sup>th</sup> June 2019**

As a Director of County Wexford Community Workshop and Kilcannon Industries, I have a legal responsibility to act in the best interests of the organisation.

Abiding by this Code of Conduct which incorporates the principles of the Governance Code for non-profit organisations describes how I will do that.

**Principle 1.** Leading our organisation We do this by: Agreeing our vision, purpose, mission, values and objectives making sure that they remain relevant; Developing, resourcing, monitoring and evaluating a plan so that our organisation achieves its stated purpose and objectives; Managing, supporting and holding to account staff, volunteers and all who act on behalf of the organisation.

**Principle 2.** Exercising control over our organisation We do this by: Identifying and complying with all relevant legal and regulatory requirements; Making sure there are appropriate internal financial and management controls; Identifying major risks for our organisation and deciding ways of managing the risks.

**Principle 3.** Being transparent and accountable We do this by: Identifying those who have a legitimate interest in the work of our organisation (stakeholders) and making sure there is regular and effective communication with them about our organisation; Responding to stakeholders' questions or views about the work of our organisation and how we run it; Encouraging and enabling the engagement of those who benefit from our organisation in the planning and decision-making of the organisation.

**Principle 4.** Working effectively We do this by: Making sure that our governing body, individual board members, committees, staff and volunteers understand their: role, legal duties, and delegated responsibility for decision-making; Making sure that as a board we exercise our collective responsibility through board meetings that are efficient and effective; Making sure that there is suitable board recruitment, development and retirement processes.

**Principle 5.** Behaving with integrity We do this by: Being honest, fair and independent; Understanding, declaring and managing conflicts of interest and conflicts of loyalties; Protecting and promoting our organisation's reputation.

- In my role as board member I will not break the law or act against any regulation in force.
- I will support the organisation's mission and actively promotes it.
- I will abide by the organisational policy and procedure.

- I will seek to maintain and promote integrity, good governance, effectiveness and efficiency for the delivery of the organisation's mission.

#### *Conflict of Interest*

- I will always act in the best interests of the organisation.
- I will declare any conflict of interest as soon as it arises.
- I will submit to the judgement of the board and do as it requires regarding potential conflict of interest.

#### *Guardian of the Organisation's reputation*

- I will not speak as a board member to the media or any public forum without prior knowledge or approval of the Chair or CEO
- When I am asked to represent the organisation, any comments I make will reflect current policy even if I do not agree with them.
- When speaking as a private citizen I will aim to uphold the reputation of the organisation and those who work and volunteer for it.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in the organisation's public image.

#### *Personal Gain*

- I will not personally gain from my role as a board member nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to agreed procedure.
- I will not accept gifts or hospitality without the consent of the Chair.
- I will use organisational resources responsibly, when authorised in accordance with procedure.

#### *At board level*

- I will embody the principles of good governance in all my actions and live up to the trust placed in me by CWCWE and Kilcannon Industries
- I will abide by the board governance procedures and practise.
- I will commit to attend all board meetings, and in the event of unavoidable inability to attend, will observe the Board Attendance Policy.
- I will strive to be familiar with all agenda items sent to me in good time and be prepared to contribute my opinions during meetings.
- I will honour the authority of the Chair.
- I will maintain a respectful attitude to the opinions of others.
- I will understand that decisions will ideally be made by consensus, but may be by vote. I will consider any majority vote as a corporate decision, and will accept and support it.

- I will maintain confidentiality unless authorised to speak on matters outside board meetings.

#### *Enhancing governance*

- I commit to supporting CWCWE and Kilcannon Industries compliance with the Governance Code for Community, Voluntary and Charitable Organisations.
- I will participate in appropriate induction, training and development board activities.
- I will support the CEO in his/her executive role and the Chair in his/her leadership role.

#### *Leaving the board*

- I understand that any substantial breach of this code may result in my removal from the board.
- Should I wish to resign I will inform the Chair in writing, stating my reasons for resigning from the board.
- I will participate in an exit interview if requested.