

## **Code of Conduct for Board Members**

The Active Essex Board has adopted the following Code of Conduct that all Board members, agree to adhere to by signing below:

### 1.) Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with Active Essex. Members of the Board shall conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- a) When there is a decision to be made or an action to be approved that will result in a conflict between the best interests of Active Essex and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest so that the rest of the Board's decision making will be informed about the conflict.
- b) It is every Board member's obligation, in accordance with this policy, to ensure that decisions made by the Board reflect independent thinking. Consequently, in the event that any Board member receives compensation from Active Essex, such compensation will be determined by and approved by the full Board in advance.
- c) Any conflicts of interest, including, but not limited to financial interests, on the part of any Board Member, shall be disclosed to the Board when the matter that reflects a conflict of interest becomes a matter of Board action, and through an annual procedure for all Board members to disclose conflicts of interest.
- d) Any Board Member having a conflict of interest shall not vote or use his or her personal influence to address the matter, and he or she shall not be counted in determining the quorum for the meeting.
- e) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting in which the disclosure was made, which shall also note that the Board member with a conflict abstained from the vote [and was not present for any discussion, as applicable] and was not included in the count for the quorum for that meeting.
- f) Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- g) This policy shall also apply to any Board member's immediate family or any person acting on his or her behalf.

## 2. Prohibition Against Sexual Harassment

Active Essex, working in line with its Host Agency's policies and procedures strives to maintain a workplace that is free from illegal discrimination and harassment. While all forms of harassment are prohibited, it is the organisation's policy to emphasize that sexual harassment is specifically prohibited. Any Board Member who engages in discriminatory or harassing conduct towards is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be investigated promptly and as confidentially as possible by a task force of the Board appointed by the Partnership Director.

## 3. Confidentiality

Board members are reminded that confidential financial, personnel and other matters concerning the organisation, donors, staff or clients/consumers may be included in Board materials or discussed from time-to-time. Board members should not disclose such confidential information to anyone.

## 4. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. This includes:

- Making attendance at all meetings of the Board a high priority.
- Being prepared to discuss the issues and business on the agenda, and having read all background material relevant to the topics at hand.
- Cooperating with and respecting the opinions of fellow Board members, and leaving personal prejudices out of all Board discussions, as well as supporting actions of the Board even when the Board member personally did not support the action taken.
- Putting the interests of the organisation above personal interests.
- Representing the organisation in a positive and supportive manner at all times and in all places.
- Showing respect and courteous conduct in all Board and committee meetings.
- Act with integrity as well as in a forthright and ethical manner (meets requirement 4.4)
- Refraining from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with Board policy.
- Observing established lines of communication and directing requests for information or assistance to the Partnership Director.
- Act in a manner consistent with their legal duties
- Act in accordance with the Active Essex conflicts of interest policy
- Act in accordance with the Nolan Principles

## 5. Nolan Principles -the 7 principles of public life

### 1. Selflessness

Holders of public office should act solely in terms of the public interest.

### 2. Integrity

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

### 3. Objectivity

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

#### 4. Accountability

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

#### 5. Openness

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

#### 6. Honesty

Holders of public office should be truthful.

#### 7. Leadership

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

I, \_\_\_\_\_, recognise the important responsibility I am undertaking in serving as a member of the Board of Active Essex. I hereby pledge to carry out in a trustworthy and diligent manner the duties and obligations associated with my role as a Board member and abide by this Code of Conduct. I understand that failure to abide by this Code of Conduct may result in my removal as a Board Member, pursuant to the requirements and processes provided in the organisation's governing documents.

Signature:

Date:

## Declaration of Good Character

I, \_\_\_\_\_ declare that:

1. I am/am not\* subject to a sanction, suspension, ban or other form of disqualification from, or in connection with, my involvement in: (i) the administration of sport; (ii) sport as a participant; and/or (iii) work as a sports agent / intermediary / other representative, in each case by any sport governing body (or similar body i.e. County Sports Partnership);
2. I am/am not\* subject to a sanction, suspension or ban or other form of disqualification or striking-off by a professional body (including, but not limited to, the Solicitor's Regulation Authority, Bar Council, the Institute of Chartered Accountants or equivalent bodies in other jurisdictions);
3. I do/do not\* have an unspent conviction by a court of competent jurisdiction anywhere in the world in respect of any offence involving fraud, dishonesty, corruption, perverting the course of justice or which constitutes a serious breach of the Companies Act 1985 or Companies Act 2006;
4. I am/am not\* required to notify the police of personal information in accordance with the Sex Offenders Act 2003 or equivalent legislation in any other jurisdiction nor have I been included on the Violent and Sex Offender Register or equivalent register in any other jurisdiction;
5. I am/am not\* subject to a disqualification order as a director of a company and there are no other circumstances which could result in me being prohibited by law from being a director of a company and or Board member;
6. I am/am not\* subject to a bankruptcy order, an individual voluntary arrangement, debt relief order, Bankruptcy Restriction Order, Interim Bankruptcy Restriction Order, administration or enforcement restriction order or any arrangement in any other jurisdiction that has substantially similar effect
7. I am/am not\* subject to any pending or threatened investigation, legal proceedings or actions conducted by the police, government agency or body, professional sports body, sport governing body or other competent authority in respect of any matters set out in this declaration.

I declare that the contents of this declaration and any other information I have given or will give in connection with any of the above declarations, are (and when given, will be) true, complete and accurate to the best of my knowledge, information and belief.

I understand my obligation to notify Active Essex in the event that any of the above information proves to be or becomes inaccurate or misleading.

Signed: \_\_\_\_\_ Name: \_\_\_\_\_ Date: \_\_\_\_\_