

Code of Conduct for GMFA Directors

1. Purpose of this code of conduct

- 1.1 The code aims to define the standards expected of GMFA Directors in order to ensure that:
- the organisation is effective, open and accountable
 - the highest standards of integrity and stewardship are achieved
 - the working relationship with the Chief Executive and other staff is productive & supportive

2. Introduction

- 2.1 A code of conduct for the Board Members ensures high standards and makes it clear how any potential conflicting interests are to be raised and dealt with.
- 2.2 The committee on Standards in Public Life was established by the then Prime Minister in October 1994 under the Chairmanship of Lord Nolan, to consider standards of conduct in various aspects of public life. This code is based on a similar framework and adapts the Nolan Committee's Seven Principles of Public Life.
- 2.3 Those who serve on the Board of Directors have responsibilities both under company law as directors and under charity law as trustees. In addition, given our aims and objectives, we have a duty to provide a model of best practice. As part of this, each Director is asked to agree to abide by the code which is set out in this document and to sign the attached declaration accordingly.

The Code of Conduct

3. General

- 3.1 Directors must act with probity, due prudence and should take and consider professional advice on anything in which the Directors do not have expertise themselves.
- 3.2 A Director must administer GMFA and all its assets in the interest of current, potential and future beneficiaries. This means that all Directors must act in the interest of the people GMFA was set up to help and the people who may need GMFA's help in the future.

- 3.3 Except where legally authorised, directors must not gain financial or other material benefit for themselves, their families, their friends or any other organisation they come from or represent. Nor must a director attempt to use his/her status as a Director to gain advantage within GMFA.
- 3.4 Directors who sit on the Board as the nominee or representative of an external group or organisation, must accept that their sole role responsibility is to GMFA and not to their nominated group or body.
- 3.5 Directors must, with the help of the Chief Executive, formulate and review regularly GMFA's vision, values and long-term strategy as well as policies for its fulfilment.
- 3.6 With the assistance of the Chief Executive and appropriate professional advisers, Directors must ensure that GMFA complies with regulatory and statutory requirements and must exercise overall control of GMFA's financial affairs. In addition to compliance with statutory requirements, Directors should have a commitment to the development and implementation of good practice.
- 3.7 Directors must be familiar with and keep under regular review the rules and constitution of GMFA. Any changes must be made in accordance with constitutional and legal requirements.

4. Selflessness

- 4.1 Directors of GMFA have a general duty to act in the best interest of GMFA as a whole. They should not do so in order to gain financial or other material benefits for themselves, their family, their friends or any other organisation they come from or represent.

5. Integrity

- 5.1 GMFA's Directors should conduct themselves in a manner that does not damage or undermine the reputation of the organisation, its staff or volunteers. More specifically they:
 - 5.1.1 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 role.
 - 5.1.2 as well as avoiding actual impropriety, should avoid any appearance of improper behaviour.
 - 5.1.3 should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

6. Objectivity

- 6.1 In carrying out their role, GMFA Directors should ensure that decisions are made solely on merit. This includes making appointments (including Director appointments), awarding contracts, recommending individuals for rewards and benefits, or transacting any other business.
- 6.2 In arriving at decisions in areas where they do not have expertise themselves, Directors should consider appropriate professional advice.

7. Accountability

- 7.1 GMFA Directors have a duty to comply with constitutional and legal requirements in accordance with the trust placed in them, and to adhere to best practice in such a way to preserve confidence in GMFA.
- 7.2 All Directors are accountable for their decisions and actions to GMFA's members and other stakeholders. Directors must submit themselves to scrutiny appropriate to their role.
- 7.3 As a Board, all Directors are accountable for the effectiveness of the Board and the performance of the organisation (see 3.2).

8. Openness

- 8.1 Every Director will ensure that confidential information & material, particularly material about individuals (volunteers and staff members), is handled with due care so that it remains confidential.
- 8.2 However, the Board should be open as possible about its decisions and actions that it takes. As far as possible the Board should give reasons for its decisions and restrict information only when the wider interest clearly demands.

9. Honesty

- 9.1 Every Director has a duty to declare any interests relating to their Director role and to take steps to resolve any conflicts that may arise. Where private interests of a Director conflicts with their Director duties, s/he must resolve this conflict in favour of the Director role.
- 9.2 Furthermore, each Director must make relevant declarations of interest in the different circumstance and roles they play both within and outside GMFA.
- 9.3 Any Director, who has a financial interest in a matter under discussion, should declare the nature of his/her interest and withdraw from the room, unless s/he has a dispensation to speak.

- 9.4 If a Director has any interest in the matter under discussion which creates a real danger of bias (that is, the interest affects him/her, or a member of his /her household, more than the generality affected by the decision) s/he should declare the nature of the interest and withdraw from the room, unless s/he has a dispensation to speak.
- 9.5 If a Director has any other interest which does not create a real danger of bias, but which might reasonably cause others to think it could influence their decision, s/he should declare the nature of the interest. S/he may remain in the room and participate in the discussion and vote if s/he wishes.
- 9.6 If in any doubt about the application of these rules a Director should consult with the Chair.
- 9.7 A list of all Directors' conflicts of interest will be kept in a register (see appendix 2).
- 9.8 Conflicts of interest will be decided by the Company Secretary (or the Chair if the conflict of interest involves the Company Secretary).

10. Leadership

- 10.1 All Directors should attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively. If unable to attend a meeting, a Director should give their apologies to the Chair. Failure to attend without giving apologies for three consecutive meetings will be considered a breach of the Code of Conduct. Permission for a sabbatical from the Board may be given at the discretion of the Board of Directors.
- 10.2 All discussion and decisions made during Board meetings should be done in the best interest of GMFA. For this to occur, all Directors must bring a fair and open-minded view to their actions during Board meetings.
- 10.3 Policies and strategies agreed by Directors should be expressed in unambiguous and practical terms, so that the Chief Executive and staff responsible for implementing those policies are clear about what they need to do. Directions given to the Chief Executive and staff should come from the Board as a whole.
- 10.4 Directors must accept and respect the difference in roles between the Board, the Officers of the Charitable Company, the Chief Executive and other members of staff. It is the duty of every Director to ensure that the Officers of the Charitable Company, the Board, the Chief Executive and his/her senior team, work effectively and cohesively for the benefit of GMFA, and develop a mutually supportive and loyal relationship.

- 10.5 Directors must ensure there is a clear understanding of the scope of authority given to the Chief Executive. Furthermore, having given the Chief Executive delegated authority, be careful (individually and collectively) not to undermine it by word or action.
- 10.6 There will be circumstances under which Directors will be working directly with GMFA staff. Guidelines for such working relationships must be clear to both staff and Directors and when these occasions arise, the Chief Executive or Chair should be aware of the situation.

11. Infringement of the Code of Conduct

- 11.1 Any infringement of the Code of Conduct will be dealt with under the appropriate disciplinary procedure.

12. Dissemination of policy

- 12.1 This code of conduct will go to:
- 12.1.1 all new and existing Board members
 - 12.1.2 all prospective Board Members including all GMFA members when a notice of an election to the Board is given.

13. Review

- 13.1 This code of conduct will be reviewed every four years.
- 13.2 This code of conduct was passed on 08/08/02.
- 13.3 This code of conduct was amended on 28/04/05.
- 13.4 This code was reviewed on 28/03/06.

Appendix 1 n:/organisation/policies – current/director’s declaration

Director’s Declaration

I declare that:

- I am over age 18.
- I am not an un-discharged bankrupt.
- I have not previously been removed from directorship/trusteeship of a charity by a Court or the Charity Commission.
- I am not under a disqualification under the Company Directors’ Disqualification Act 1986.
- I am in the light of the above, not disqualified by the Charities Act 1993 (Section 72) from acting as charity director/trustee.
- I undertake to fulfil my responsibilities and duties as a Director of GMFA in good faith and in accordance with the law and within GMFA’s objective’s & mission.
- I do not have any financial interests in conflict with those of GMFA (either in person or through family or business connections) except those that I have formally notified in a conflict of interest statement. I will specifically notify any meeting where Directors are required to make a decision that affects my personal interests, and I will absent myself entirely from any decision on the matter and not vote on it.
- I will abide by this code of conduct for Directors of GMFA.

Name of Director

Signed

Date



Appendix 2 n:/organisation/policies – current/director’s conflict of Interest declaration

Director’s Conflict of Interest Declaration

I, being a Director of GMFA declare the following conflicts of interest in my role as a Director of GMFA.
(Please declare none if no conflicts exist)

Signed

Date