

INTRODUCTION

This Code of Conduct applies to all board members, employees and volunteers of *The Organisation*. It is also expected that all members, customers, suppliers, partners of *The Organisation* and anyone dealing with us will respect and follow principles underpinning this Code.

The Organisation is committed to maintaining high standards of conduct in all areas of its activities. It relies on all its board members, employees and volunteers, to observe these high standards in relation to the affairs of the Organisation and its relationship with clients, suppliers, employees, board members, advisors and the communities in which it operates.

No code of conduct can hope to spell out the appropriate behaviour for every situation nor should it seek to do so. Instead, the main objective of the Code is to alert you to the areas which are of particular importance to you as a board member, employee or volunteer. It should be noted that this may include conduct likely to bring *The Organisation* into disrepute or undermine its managerial integrities. This includes conduct taking place outside of the immediate normal working environment e.g. Christmas parties or other social events.

In the final analysis, *The Organisation* relies on each of its board members, employees and volunteers to make a judgement on what is right and proper in any particular situation.

The following may help you decide how to act when faced with a difficult decision: -

- Is anyone's life, health or safety endangered by my action?
- Does my action 'feel' right? Does it meet my personal code of behaviour? Could I justify my action to a customer, committee member, or close colleague?
- Is my action legal, and does it comply with *The Organisation's* policy and approved practice?
- Does my intended action appear reasonable? Would I be able to justify it to the local news media?
- Would I be compromised if my intended action became known to colleagues at *The Organisation*, my manager, family or friends?
- Do I get an extra benefit as a result of my actions?
- Is the motivation for my action the best interest of *The Organisation*?

Ethical dilemmas occur in many aspects of business life. In order to operate this Code of Conduct effectively, the following should be in place:

- *The Organisation* should maintain a register of interests of individual board members and staff, which discloses, at a minimum, their (other) employment, positions of public responsibility, membership of any other related organisation and any financial interests which may relate to the work of *The*

Organisation;

- a policy on expenses for board members and staff;
- a register for recording any gifts or hospitality offered or received.

The Principles

The following principles underpin this Code of Conduct, and should help staff and the Board members decide whether their actions are compliant:

- *Selflessness* - you should take decisions solely on the basis of the values and objectives of *The Organisation*. You should not do so in order to gain financial or other material benefit for yourself, your family or friends.
- *Integrity* - you should avoid having any (financial or other) obligations to outside individuals or organisations that might influence you in relation to *The Organisation*.
- *Objectivity* - you should ensure that in the delivery of services, the selection of staff and awarding of contracts, you maintain impartiality and base decisions on merit alone
- *Accountability* -you must accept accountability for your decisions and actions and submit yourself to whatever scrutiny is appropriate internally and/or by external bodies and stakeholders.
- *Openness* - you should be as open as possible about all the decisions and actions that you take. You should give reasons for your decisions and restrict information only when individual or commercial confidentiality clearly so demands.
- *Honesty* -you must declare any private interest relating to your duties, and take steps to resolve any conflicts arising in a way that is lawful and protects the reputation values and mission of *The Organisation*.
- *Leadership* - you must support and promote these principles and lead by example.

Dealing with breaches

Where employees breach this Code then such matters will fall to be considered under the Organisation's disciplinary processes.

In the event that a Board member is alleged to be in breach of the Code, then the matter will be referred to the Chair or suitable sub-committee of *The Organisation* in the first instance. Preferably, the matter will be dealt with informally and confidentially between the Chair and a committee member (if the Chair is subject to an alleged breach then another office bearer). Should this fail or should the matter be more serious therefore the Chair (or another office bearer) will nominate a panel consisting of the committee members to investigate the matter. This investigation will be carried out either by the panel itself or an external and independent investigator may be engaged for that purpose.

Once an investigation is complete, the nominated panel will recommend next steps, which may include the Committee having the member censured or required to leave the Board.

Board members should note that some breaches may qualify as “notifiable events” to be reported to the OSCR and the Committee may wish to take professional advice on whether this is the case.

Roles and responsibilities

The Board and senior official(s) should ensure a clear understanding of their respective roles in relation to maintaining standards amongst employees and Board members. Such arrangements will vary according to organisational size and status (e.g. charitable/non charitable, differing/multiple Regulatory body’s expectations).

2 GENERAL CONDUCT

You are expected to carry out your duties in accordance with *The Organisation* policies and procedures

High standards of personal conduct are expected of all board members and employees at all times. You should show courtesy, efficiency, reliability, respect, sobriety and punctuality.

3 PROPERTY

All property belonging to *The Organisation* can only be used for business purposes unless explicit consent is given. This includes physical property, the business premises and intellectual property.

All property of *The Organisation* that you use or are responsible for must be used carefully and must be protected and stored in a safe place when not in use. It must also be only used for *The Organisation’s* benefit and in the way that it is intended. It should not be used for the benefit of individual employees and committee members unless explicit consent has been sought and given by the appropriate manager.

Any confidential documents should be securely locked away when left unattended and properly disposed of when necessary in accordance with the *The Organisation’s* data protection and document retention policies.

You may be involved in the preparation of memoranda, notes, lists, records and other documents. You will also have similar documents made available to you.

Where these concern the business of *The Organisation*, or any of its associated partners, these are regarded as business property of *The Organisation*. You must, therefore, promptly return all such documents to the Organisation when you are no longer associated with *The Organisation*. You are also not allowed to disclose or

discuss their contents.

You are only allowed to remove *The Organisation's* property from its business premises with prior approval from the appropriate official/manager.

- **Private Telephone Calls/ e-Mails**

The controlled use of official telephone lines for private use is allowed within reason. All non local use must be advised in advance and paid on receipt of an itemised telephone bill.

- **Use of Company Mobile Phones**

Staff issued with Company mobile phones must ensure the security of the phone (and any allied equipment) at all times. Personal (non-business) calls should be avoided and where necessary should be very short.

Health & Safety rules regarding the usage of mobile phones must be observed at all times. Under no circumstances should mobile phones be used while driving or while using machinery.

Mobile phones should be switched off during meetings, seminars, training courses etc. other than in very exceptional circumstances where it is necessary to take an urgent business call. In these circumstances it is courteous to alert colleagues to the fact that an urgent call is expected.

Business calls from land lines to mobile phones should be kept to a minimum due to the increased cost.

- **Use of Official Premises**

Board members and employees may not use official premises for unofficial purposes at any time without the prior approval of the appropriate manager/office bearer.

- **Other Employment/Activities**

Employees may not accept a post or undertake any occupation or activity which would require their attendance at any time during office hours and/or prejudice the proper performance of their duties for the Organisation. In exceptional circumstances, permission may be granted by the Board for such activities. This permission should therefore be sought in advance and in any case where the employee is in doubt as to whether this condition would apply. Board members should also refrain from engaging in other activities which may compromise their duties in relation to *The Organisation's* business and time needed to fulfil their role.

4 DEALING WITH INFORMATION

When handling information, there should be a balance between openness and confidentiality. It is a requirement that certain information is available to members, auditors, and the Regulator(s). You should be aware of these requirements and act accordingly.

• Disclosure of information

In the course of your involvement with *The Organisation* you may have access to confidential information about our business, customers, partners, fellow board members/employees and of other organisations. It is forbidden to disclose such information to another party, without first obtaining the written permission of the Management Committee.

Examples of confidential information include:

- information relating to specific individuals or their financial affairs, including customers, employees and board members
- details of contracts for the supply of goods or services
- financial statements and business projections
- information concerning the terms of negotiations relating to the acquisition or disposal of property
- marketing plans or strategies,
- new business developments or plans,
- business acquisition plans,
- plans to employ new personnel,
- information concerning labour relations, consultations or negotiations with staff,
- information concerning legal proceedings
- items specifically marked "confidential"
- software and computer programmes.

It is your duty to keep all such information confidential. This obligation applies both during the time you are associated with *The Organisation* and also after your association ceases.

The permission of the director is also required before confidential correspondence or documents are removed from the work premises.

• Social networking

We respect your right to a private life and that includes joining any social sites you wish. However, information posted on such sites is classed as public and not private. You are therefore not allowed to disclose confidential information relating to *The Organisation*, its customers, partners, suppliers, board members, employees, etc; on any social networking sites. It is also prohibited to post any comments on people and

events connected to *The Organisation*, or make any remarks which could potentially bring *The Organisation* into disrepute. Any such actions could result in disciplinary action, including dismissal.

- **Public statements**

The Organisation has a policy on handling media inquiries. Board members and employees must comply with this policy. You are not allowed to publish any material or deliver any lecture or address issues relating specifically to *The Organisation* or its business without prior approval. This approval should be requested and given in writing by the Executive Management Committee or appropriate Sub Committee. However, for guidance, you must be aware that your comments on issues which are subject to debate must be limited to professional advice, fact, legal and financial implications. This does not circumscribe your duties and responsibilities but aims to prevent you being considered to be a participant, or biased, in campaigns or politics, which directly affect *The Organisation*.

5 FINANCIAL CONDUCT

You must ensure that you:

- Use funds and resources for the purposes intended, and in a responsible and lawful manner.
- Safeguard them from abuse, theft or waste.
- Strive for value for money.
- Apply and observe the Organisation's financial regulations, and internal controls.

Staff and board members are expected to report any breaches of this code. In exceptional circumstances, where there is real danger of reprisal, anonymity can be granted to those reporting fraud, theft, any other illegal activities, etc.

- **Theft / fraud**

Although we strive to meet the highest ethical standards, we recognise that, like any other business, *The Organisation* risks financial and organisational loss due to fraud. It may damage the service we provide and our reputation with customers, partners, public and the regulators. *The Organisation* has a responsibility to protect its assets, reputation and the public funds it receives. *The Organisation* is fully committed to the prevention, detection and reporting of fraud, theft and corruption; and the recovery of assets.

- **Bribery**

The Organisation forbids all forms of bribery, meaning a financial or other advantage intended to persuade someone to perform improperly any function or activity. You are not allowed to accept or give bribes from/to anyone with whom

The Organisation does business. You are also obliged to report any instances of suspected bribery within either *The Organisation* or any of its business partners. Accepting or giving bribes will result in disciplinary action including dismissal/removal from the Board and can also result in criminal prosecution and imprisonment of up to 10 years for individuals found guilty of such acts.

All staff and board members have a duty to immediately report any act of attempted, suspected or detected fraud, theft, bribery and corruption. This can be done in a confidential manner to an appropriate person, for example: a senior officer, the Chair, a Board member, the Audit Committee or the company solicitor.

6 TENDERING AND PURCHASING

The Organisation endeavours to process all tendering and purchasing activities in a transparent and impartial way. All orders and contracts must be awarded on merit and by fair competition. Tendering will be used when the limit exceeds £5000k.

The Organisation is a non-profit distributing body that may be responsible for large amounts of public money and for publicly or charitably funded assets. It is therefore necessary to ensure that those responsible for the management and administration of *The Organisation's* business are seen to make a clear distinction between their own personal affairs and those of *The Organisation*.

In this light it will be the norm that no individual Board or staff member will have any involvement in any contract with any business in which they (or a close relative) have a commercial interest or in which they (or a close relative) are directly concerned in the management of. In exceptional cases where such relationship exists for staff and Board member relatives (but not Board members themselves), *The Organisation* may still enter into business arrangements; but in these cases the individuals concerned must have no part in any aspect of the tendering, letting or management of any such contract or piece of business. It will also be expected good practice for Governing Bodies to record these types of situations in a suitable register.

In all situations employees and Board members must not disclose confidential information on any tender details, and where possible, and where alternatives exist, should avoid the use for private purposes of any firms working for *The Organisation*. The above provisions do not apply to chain stores such as Argos or Comet. However if *The Organisation* has a special arrangement with the company you must not take advantage of this arrangement for personal purposes, e.g. receive a discount.

7. RELATIONSHIPS

It is expected that board members and employees treat each other and their colleagues with mutual respect. Close personal familiarity could be prejudicial to the good running of the Organisation, and should be avoided.

Employees should not use informal channels to influence the Committee on Association business. In turn, board members should not instruct employees informally or discuss organisational matters outwith the proper channels.

If you find that your friendship or close relationship, or affair may cast doubt on the objectivity of your decision-making, you should advise your line manager/office bearer. This is to prevent you leaving yourself open to allegations of bias or favouritism.

- **Conflict of interest**

Committee/board members and employees must ensure that their private or personal interests do not influence decisions and that they do not use their position to obtain personal gain of any sort, either for themselves directly, or for their families, friends or associates.

Examples of such situations could be if you are conducting business on behalf of *The Organisation* with a business with which you or your family member is closely associated; or you/they are working for an organisation which is either a frequent partner of *The Organisation* or a competitor to its partner(s).

Committee/board members and employees must declare any actual or potential conflicts of interest arising from previous sections of this code in *The Organisation's* register of interests. A normal procedure will be that the person making such declaration is not allowed to deal with a specific aspect of *The Organisation's* business that creates the conflict.

- **Contractors, suppliers, consultants**

All current and past, private or business, relationships with current, or potential contractors (etc) should be declared to the relevant line manager/office bearer; whether you are involved in their appointment or not.

8 EQUALITY

You should ensure that *The Organisation's* policies are complied with both in the letter and in the spirit *The Organisation* Equality and Diversity policy.

9 EMPLOYMENT MATTERS

Board members and staff involved in making appointments should ensure that these are based on merit alone.

Personal preferences should not influence any judgements that you make whilst acting on behalf of *The Organisation*.

The law and *The Organisation* 's current recruitment and selection procedures must be thoroughly observed, and decisions made must be transparent and impartial. All recruitment and selection procedures and decisions must also comply with The Organisation's Equality and Diversity Policy.

The Organisation is conscious of the equality, management and fraud risks associated with the employment of close relatives of existing board members and expressly prohibits this. It may however consider the possibility of employing close relatives of former board members. Where this latter scenario is considered there will normally be an exclusion period of 12 months applying to such arrangements and where this is not so it will generally be expected good practice for the Board to be aware of any such appointments, to approve these and to make a confirmatory entry in a suitable register (some organisations e.g. those not covered by any of the main Regulators may not prohibit/restrict such appointments at all).

In any event it would also be expected that the following would apply:

- There has been a rigorous, fair and competitive recruitment process
- Close relatives are not employed in the same department as their relative (or one works in a different location to the other), and there is no line management responsibility
- There is a low risk of complicity between the two posts
- There is a low risk of management problems arising from the employment of the relative.

In all cases though, if you become involved in a personal relationship with an existing board or staff member, you must declare this to your line manager/office bearer at the point that it is considered serious, e.g. you are co-habiting. *The Organisation* reserves the right to review your role/job descriptions at this point to ensure suitable segregation of duties and controls exist in line with *The Organisation's* policy on personal relationships at work.

10 OUTSIDE ACTIVITIES

As a good employer, *The Organisation* has no wish to interfere in the private lives of their board members, employees and volunteers. However, there are occasions where your outside activities can affect the interests of *The Organisation*. However, in all circumstances no paid or outside work should be undertaken at your place of work, or require the use of office facilities. This applies to any voluntary or unpaid work. You should inform your line manager/office bearer of any possible conflict and seek necessary written permission to continue with the activity. If the outside activities will overlap with your commitments with *The Organisation*, do not commence until written permission has been granted.

- **Political, campaigning and public activities**

It is crucial that officials and employees of *The Organisation* carry out their work without any bias towards any political or other group.

You must follow the expressed policies and procedures of the *Organisation* and must not allow your own personal or political opinions to interfere with your role within *The Organisation*.

None of the above impinges on your rights to be an active citizen or, for example, an active trade unionist or acting in such capacity.

11 GIFTS AND HOSPITALITY

Board members and employees should not accept or offer any gift, favour or hospitality which is intended as, or might be deemed by others to have the effect of an inducement. It is normally clear whether an offer of hospitality etc. from another party might be considered excessive or unreasonable. However, if there is any doubt contact your line manager/office bearer. You must be aware that it is a criminal and a disciplinary offence to corruptly receive or give any gift, loan, fee, reward or other advantage in return for doing (or not doing) anything, or showing favour (or disfavour) to any person or organisation.

From time to time, as a courtesy to outside organisations with whom *The Organisation* works, you may wish to provide lunch or other minor hospitality to or accept entertainment from such people or bodies. This should not be common practice within a *not-for-profit / publicly funded charitable organisation*, as anything other than occasional entertainment can give rise to justifiable concern and suspicion. You should never solicit hospitality from another individual or organisation and should avoid extravagance of any kind in hospitality or entertainment, whether it is given or received.

The Organisation may occasionally spend a reasonable amount of money to provide hospitality to employees and board members, e.g. Christmas parties.

If you wish to provide minor hospitality for someone outside *The Organisation*, you may do so with the approval the Director/Chair.

Appendix 1

Declaration form

This form is to record any actual or potential conflict in interest arising under the code of Conduct. Please use a separate form for each conflict that you need to declare. Leave blank any boxes that are not relevant to the declaration. Please add any other relevant information on another sheet of paper which should also be signed and dated. (Note that in some organisations Board members may be asked to sign such a declaration on an annual basis).

Your details

- 1 Name _____
- 2 Job Title _____
- 3 Date of Declaration _____

Details of the Declaration	
4 Please give details of who this declaration concerns - you, a family member, friend or associate?	
5 Please give details of any firm or business involved	
6 Please give details of any payment, benefit, transaction, contract, property, gift or hospitality that is involved (with date)	
7 Please give details of any proposed job application or other employment issue which may represent a conflict.	
8 Is there any reason why this declaration should be	

regarded as confidential?
Please give details.

Signed (board member/employee):

Signed (office bearer/manager):

Appendix 2 – Duties and Code of Conduct for the Board

The position of trustee carries many demanding and important duties that need to be recognised before appointment and throughout a trustee's period of office. Trustees owe a duty to the company, not to individual members or employees. Trustees are bound by legal duties, and failure to carry out those duties can result in personal liability.

These can be divided into statutory duties, fiduciary duties and duties of care. This appendix is divided into two sections. Part one set out the duties and responsibilities and part two is an outline code of conduct.

PART 1: Duties and Responsibilities

This part sets out the legal duties and responsibilities of each board member of GSEN. It is only a summary, and if there is any doubt about their duties, or any aspect of Performance of their duties, they should consult the rest of the board.

1. Duties and Responsibilities of directors

- 1.1 Directors have important legal duties, and failure to carry out these duties can result in personal liability.
- 1.2 Broadly there are four categories of legal duty as follows, and a brief summary of these duties is set out below:
 - 1.2.1 The duty to obey relevant laws and regulations;
 - 1.2.2 The duty of good faith;
 - 1.2.3 The duty to take care and
 - 1.2.4 The duty to maintain the co-operative status of the Organisation.

2 Duties & responsibilities of Charity Trustees

- 2.1 The Act sets out a number of general duties that the charity trustees must fulfil. They must:
 - 2.1.1 act in the interests of the charity, putting its interests above their own interests or those of any other person or organisation
 - 2.1.2 operate in a manner consistent with the charity's purposes. Trustees should carry out their duties in accordance with their governing document
 - 2.1.3 act with due care and diligence
 - 2.1.4 ensure that the charity complies with the provisions of the Act and other relevant legislation

2.2 The Act also has a number of specific duties, namely that charity trustees must:

- 2.2.1 update the charity's details to keep the Charity Register up to date
- 2.2.2 comply with the statutory duty to supply information via the Annual Return and the Trustees' Report and Annual Accounts and about certain changes, e.g. change of constitution, contact details
- 2.2.3 keep specified accounting records and have them independently examined
- 2.2.4 if using a professional fundraiser, comply with relevant regulations about this
- 2.2.5 provide certain information to the public

2.3 The last duty includes giving out copies of accounts, if asked for these, and putting the charity's legal name and number on websites, notepaper and other literature.

3 Obeying the law

3.2 Various Acts of Parliament and statutory provisions impose direct obligations upon the board and the Organisation itself. These cover such areas as occupational health and safety, employee relations, equal opportunity for employees, competition, consumer protection, the environment, and keeping proper accounting records.

3.3 Although the board do not carry executive responsibility for ensuring that statutory requirements are met, they are responsible for ensuring that others take executive responsibility and discharge it. Where they fail to ensure this, the board can become subject to statutory penalties and personal liability.

3.4 The Board have a direct and personal responsibility for ensuring that the company does not continue to trade if it is insolvent. Again, failure to discharge this responsibility can result in personal liability.

4 Duty of good faith

4.2 The directors are also trustees – and they are responsible for somebody else's (the company's) property. As a result the law imposes on directors a duty of good faith, which can broadly be summarised as follows:

4.2.1 Truthfulness and honesty – this involves acting with complete truthfulness and honesty in any dealings with or on behalf of the company;

4.2.2 Treating the company's affairs as confidential. Individual directors have no legal authority to disclose anything outside the boardroom except what is

already in the public domain, or what they are expressly authorised by the board to disclose;

4.2.3 acting at all times in the best interests of the company – this means ensuring that the company’s interests always come first, and that a director never abuses their position to obtain a benefit or advantage for themselves, for other people or other organisations;

4.2.4 Avoiding conflicts of interest – a director should avoid putting themselves in a position where their duties and responsibilities as a director conflicts with other personal interests. Where a conflict arises, they must comply with the constitution of the company.

5 Duty to take care

5.2 In carrying out their responsibilities, directors must take proper care. They are expected to show:

5.2.1 Such skill and care in carrying out their responsibilities as a person having their background and experience would reasonably be expected to show (the subjective test), and

5.2.2 The levels of skill and care that a person carrying out that role would reasonably be expected to show (the objective test).

5.3 In other words, they are not expected to be experts, but they are expected to use such expertise as they have. Furthermore, directors must recognise that an objective standard is applied, which means that where they do not have the knowledge and expertise needed, they should either undergo training, or should bring additional skills onto the board, possibly through co-option.

5.4 The duty to take proper care includes the following:

5.4.1 Reading board papers before meetings, and coming to meetings properly prepared;

5.4.2 Asking questions if further explanation or information is needed, and challenging the executives when not satisfied with the answers given;

5.4.3 Taking advice both from the executives and from independent advisors when that is needed for the best interests of the Company;

5.4.4 doing their best – directors should aim for the highest standards they can achieve. It is not acceptable to leave things to other people, to fail to attend meetings, or to treat other matters as more important than those of the Company. A director who does not give an appropriate level of commitment to the Company’s affairs is failing in their duty;

- 5.4.5 Undergoing appropriate training and development. It is not sufficient to rely on current knowledge and experience. In order to keep pace with changing needs, and changing legal and financial obligations, directors need to ensure that they are properly equipped to carry out their responsibilities.

PART 2: Code of Conduct

This part sets out the standards of personal behaviour and conduct required of directors of a company may require its board to adopt a code of conduct, and to enforce compliance with it. This code may be adopted for these purposes, and it may be adapted to suit.

6 Status of this Code of Conduct

- 6.2 This is the Code of Conduct for directors of GSEN It has been approved by the board.
- 6.3 Candidates seeking election will be asked to confirm that they have read it, and if elected will sign a similar acknowledgement.

7 Qualification for office

- 7.2 The constitution sets out the criteria by which an individual is eligible to be on the board. A board member shall notify the rest of the board immediately on becoming aware that they are or may no longer be eligible based on company and charity law.

8 Carrying out their responsibilities

- 8.2 Being on the board brings a commitment to carry out all necessary duties and responsibilities which must be performed by the board. Each of the board will do the following:
 - 8.2.1 Attend on time at every meeting of the board and of any committee or sub-committee of the board to which they are appointed. Any board member who, without good reason accepted by the remaining directors, fails to attend more than 3 meetings (in accordance with the Constitution), will be in material breach of this Code and in this instance may be removed;
 - 8.2.2 Prepare properly for every meeting by reading in advance any documents sent out for the purpose of the meeting;

8.2.3 Accept decisions made by the board, even if they disagree with it and voted against it. This includes a commitment to support any decision of the board outside the boardroom.

9 Standards of behaviours

9.2 In addition to fulfilling their legal duties, the board are expected to show appropriate standards of behaviour in carrying out their responsibilities. This is necessary in order that the board can function properly, that it can play its appropriate part in the Organisation's overall governance, and that its good name and reputation in the community is maintained.

9.3 The Board will observe the following general standard:

9.3.1 In their dealings with each other and with its employees and members, treating people politely, fairly, and with respect;

9.3.2 on public occasions and on all GSEN business, behaving in a way which is appropriate for the board of such an organisation. This includes not bringing GSEN into disrepute in any context.

9.4 The Board will treat meetings of the board or of any committee or sub-committee of the board as formal occasions, and will observe the following:

9.4.1 Accepting the authority of the chair of any meeting, expressing all questions and points of view through the chair;

9.4.2 listening to the views of colleagues with an open mind, seeking advice or clarification where needed, expressing their own views, and coming to their own decision on individual matters in good faith in what they believe to be in the best interests of GSEN, taking into account relevant factors and ignoring irrelevant factors;

9.4.3 Not resorting to behaviour that could be considered to be aggressive or intimidating, e.g. swearing, name calling, shouting, finger pointing;

9.4.4 keeping to the agenda, raising other issues under "any other business" according to agreed procedures, and not engaging in discussions during the meeting which are not relevant to the issues of the meeting;

9.4.5 Ensuring that they do not attend any meetings under the influence of alcohol, or illegal or recreational drugs.

10 Confidentiality

10.2 The Board will treat all information which they receive in their capacity as directors and trustees, and all discussion within the boardroom or within committees or sub-committees of the board, as confidential.

10.3 The Board will observe the following obligations of confidentiality:

10.3.1 They will not disclose any information outside the boardroom unless it is already in the public domain, or they are specifically authorised to do so. This includes information about GSEN business, the deliberations of the board in reaching decisions, and the way individual directors voted on issues;

10.3.2 They will not use any such information for personal advantage;

10.3.3 They will not pass information to any representative of the media;

10.3.4 They will not make unauthorised photocopies of any documents;

10.3.5 They will take proper care of any documents they receive as directors, and store them securely.

11 Conflicts of interest

11.2 The Board must disclose to the Board any material interest which they or their Spouse or partner holds in:

11.2.1 Any business which competes with or carries on the same trade as the company;

11.2.2 Any business which is providing goods or services to the company, or is being considered as a potential supplier of goods and services;

11.2.3 Any public body or voluntary organisation with which the company has or is likely to have dealings.

11.3 “Material interest” for these purposes includes being an employee, holding any position of authority or responsibility, or owning any financial interest or voting rights. It does not include the holding of shares which amount to less than 2% of the entire issued share capital of any company whose shares are listed on a stock exchange.

11.4 Subject to the constitution, no director may take part in any discussion on a matter in which they have a material interest, or take part in any decision, or vote on any resolution. This applies to meetings of the board and of any committee or sub-committee of the board.

12 Taking independent advice

- 12.2 Where employed staff are responsible for running the day-to-day business of GSEN. If one or more of the board have any questions about any aspect of the GSEN affairs, they should be raised in the first place with staff, through the relevant line manager. Where staff are not in place questions should be directed to the Chair.
- 12.3 If the board as a whole considers that it is in the best interests of the company to do so, they may resolve to take independent advice on any matter.
- 12.4 If one or more of the board are dissatisfied with advice given by the management or GSEN external advisors, or they fail to obtain their requested advice, they should raise the matter with the board. The board may take further independent advice if they consider it to be in the best interests of the company to do so. The board will take further independent advice if a minimum of three board members or one third of the board (whichever is the greater) request it.

13 Training

- 13.2 All of the board shall take part in any training which the board resolves that all directors should undertake. Failure to do so without good reason is a serious breach of this Code.

14 Hospitality and Gifts

- 14.2 The board should not, in their capacity as director (or what might be perceived as their capacity as director), receive from any person or organisation any hospitality, gift or any other benefit, except in the following circumstances:
- 14.2.1 Working meals or refreshments;
 - 14.2.2 Inexpensive items (less than £10 in value) such as free calendars;
 - 14.2.3 Hospitality in the course of GSEN business, which is disclosed to the Board and recorded in a register.

15 Breach of this Code

- 15.2 All board members accept that they must comply with this Code if the board is to be able to function properly and efficiently, and do its job. Where any of the board alleges that another is in breach of this Code, the following provisions will apply:
- 15.2.1 If the allegation is made in the course of a meeting, the matter is to be referred to the chair, who may;

- 15.2.1.1 Defer the matter to be considered by the board on a subsequent occasion;
 - 15.2.1.2 Adjourn the meeting;
 - 15.2.1.3 Request that the individual (s) alleged to be in breach temporarily leaves the meeting for the matter to be discussed by the remaining board present;
 - 15.2.1.4 Exclude the board member alleged to be in breach for the remainder of the meeting;
- 15.3 If the remaining board are to consider an allegation of breach of this Code at any time, the individual alleged to be in breach shall be given the opportunity to respond to the allegation;
- 15.4 If the remaining board consider that an individual board member has committed a breach of this Code,
 - 15.4.1 The breach shall be minuted by an individual board member nominated by the Board;
 - 15.4.2 The board may recommend that the individual in breach undergoes training;
 - 15.4.3 The board may resolve to report the matter to the members at the next members meeting.
 - 15.4.4 Subject to the constitution of GSEN, a board in serious breach of this Code may officially reprimanded by the remaining board and if those they feel the breach is serious enough they may recommend to the membership that the board member is removed from office – using the appropriate company law provisions.
- 15.5 Before any such resolution can be considered, the individual alleged to be in serious breach shall be notified in writing of the alleged breach, and shall have an opportunity to answer the allegations made.