



BOARD OF DIRECTORS - CODE OF CONDUCT

1.0 INTRODUCTION

- 1.1 This document describes our general policy relating to the conduct of the Board of Directors, and the organisational arrangements for carrying out that policy.
- 1.2 The duties and legal responsibilities of Directors include:
- At all times, to act in the best interests of the company.
 - Not to benefit from his or her office as a Director – other than to the extent permitted by the constitution.
 - Not to put himself or herself in a position where his or her interests conflict with those of the company.
- 1.3 Irrespective of the way in which a Director comes to be appointed, while acting as a Director his or her first duty is to the company. All other loyalties must be put to one side. If this is not possible, then the company will implement its procedures on conflicts of interest. If it is not possible to implement these procedures, or if the individual's conflicts are so frequent as to limit his or her usefulness as a Director, then he or she must stand down from one of the posts.

2.0 POLICY STATEMENT

- 2.1 Directors have a duty to act in the company's best interests, ahead of any other professional or personal interest. The general principle to be observed is that Directors should avoid actions or inactions which cannot be justified to the Board, service users or the public. Equally, Directors should be alert to anything that might give rise to suspicion of improper conduct.
- 2.2 Directors are required to declare all relevant interest(s) during meetings, either at the start of a meeting or immediately it becomes apparent that such an interest has relevance to the matter under consideration. If the interest is a financial one (e.g. they, or an organisation they are an employee or member of, is a beneficiary or potential beneficiary) then the Director will be obliged to withdraw from the meeting room and take no further part in the decision making process on the matter being considered, unless he/she has a dispensation from the meeting to speak.

- 2.3 Where the interest is not financial but might reasonably be considered to be significant, i.e. it could create a real danger of bias because it affects him/her, or a member of his/her household, or an organisation that he/she represents, more than the generality affected by the decision, the Director should declare the nature of the interest immediately and withdraw from the room, unless he/she has a dispensation to speak.
- 2.4 If a Director has any other interest which does not create a real danger of bias, but that might reasonably cause others to think it could influence their decision, he/she should declare the nature of the interest but may remain in the room, participate in the discussion, and vote if he/she wishes.
- 2.5 In points 2.2 to 2.4 above, the nature of the interest declared and the action taken will be recorded clearly in the minutes of the meeting.
- 2.6 If a Director is in any doubt about the application of these rules he/she should consult with the Chairperson, who will determine whether the interest is sufficiently substantial to warrant either the Director being asked to leave the room, and/or to abstain from voting.

3.0 IMPLEMENTATION AND REVIEW

- 3.1 Each new Director will complete and return the Acceptance form to confirm their receipt of their copy of this Code (Appendix 1).
- 3.2 The Manager will ensure that this Code is reviewed every three years by the Board.

APPENDIX 1**Board of Directors Code of Conduct
Acceptance**

I _____ have read and understood the terms of this Code of Conduct and I agree to uphold its requirements in all my activities as a member of the Board of Directors of Almond Enterprises Limited. I am aware that I must declare and manage any personal interests. I understand that, if I am found to have breached this Code of Conduct, action will be taken by the Board which could result in my removal.

Signed _____

Date _____

Name (print) _____