

Board Member Code of Conduct	
What is this?	This is the Gary Kelly Cancer Support Centre current Code of Conduct for Board Members.
Governance Code Sections:	5.1 (a) – (d) 5.3 (b) 5.3 (c)
Notes:	<p>The Code of Conduct details what each individual must commit to in their role as Board member - and in all areas relating to their interaction with, and on behalf of, the organisation.</p> <p>The Gary Kelly Cancer Support Centre asks all its Board members to sign and return this document, and these signed copies are kept on record electronically.</p>

The Gary Kelly Cancer Support Centre
Code of Conduct for Board members
Approved at Board meeting on 19th January 2018

At The Gary Kelly Cancer Support Centre we believe in openness, fairness, equality of treatment and high ethical standards. In order to achieve the proper and effective governance of the Gary Kelly Cancer Support Centre, all Board members are expected to carry out their duties in accordance with the vision, values and objectives of the organisation. The composition and competencies of the Board should reflect the scale of the operations of the organisation; the focus of work and the beneficiaries served. The Board's working arrangements and standards of conduct must be maintained to a high standard to ensure both the effective and professional operation of the Board.

Code of Conduct

This code of conduct applies to all Board members. Its purpose is to give clear guidance to members on conduct in light of regulatory requirements and the organisation's Memorandum and Articles of Association and Code of Governance.

This Code of Conduct will also give guidance to Board members on how to handle possible conflicts of interests, and relationships with staff. The Code will reassure regulators, funders and customers and the wider public that the organisation has clear, accountable and high standards for Board member conduct.

Board members are expected to support the work of the organisation and to comply with its rules, policies and procedures, governing documents and laws and regulations. Differences of views will be aired and resolved at Board and other internal meetings. Once decisions have been taken through the democratic process, then all Board members are expected to support them.

Board Members are Directors of the organisation in the eyes of the law and are bound by the legal requirements of the Companies Acts. They have an overriding legal duty to always act in the best interests of the organisation and abide by its policies including the confidentiality policy.

As a Board member of the Gary Kelly Cancer Support Centre, I have a legal responsibility to act in the best interests of the organisation. Abiding by this Code of Conduct and the Governance Code for nonprofit organisations describes

how I will do that. If any of these commitments, cause me to come in conflict with my legal obligations then these latter will take precedence.

Organisational Values

The mission of the Gary Kelly Cancer Support Centre is to create a safe and holistic environment. To preserve the dignity and privacy of the person at all times. To provide counselling, information and psychological support for persons affected by cancer and those who care for them free of charge.

Accountability

Everything that the Gary Kelly Cancer Support Centre does will be able to stand the test of scrutiny by members of the public, the media, beneficiaries, stakeholders, and regulatory authorities.

Confidentiality and openness

The Gary Kelly Cancer Support Centre wishes to be as open as possible about its work but operates in a commercial environment and must respect people's rights of privacy. The following types of information should be treated as confidential.

- Items concerning specific individuals or their financial affairs
- The terms of negotiations relating to tendering
- Labour relations, consultations or negotiations with staff
- All HR, staffing and pay matters
- Legal proceedings
- Anything specifically marked 'confidential';

The Gary Kelly Cancer Support Centre will strive to promote an atmosphere of openness throughout the organisation in order to promote confidence to members of the public, staff, beneficiaries and regulators. Integrity and honesty will be the hallmarks of all conduct within The Gary Kelly Cancer Support Centre, particularly when dealing with colleagues and external individuals and agencies.

Relationships with staff

The Code of Governance sets out the respective roles of the Board and staff. The Board is concerned with the overall direction of the organisation, which includes strategy, objectives and the framework for delegated authority. The Management Team and staff are concerned with achievement of objectives and delivery of strategy through the day to day management of the organisation.

The relationship between the Chair and the management team underpins the Board / staff relationship. The Chair leads the Board and the management team lead the staff team. All of these relationships are recognised as important.

Governance Code

I will support the Gary Kelly Cancer Support Centre's adoption of, and compliance with, the Governance Code for Community, Voluntary and Charitable organisations and its associated implementation actions.

In addition to the above I agree to the following:

Law, mission, policies

- 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 promote it.
- I will abide by 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.

Conflicts of Interest

- I will always act in the best interests of the organisation.
- I will do my work in accordance with the Gary Kelly Cancer Support Centre's 'Conflict of Interest and Loyalty' policy and declare any conflict of interest or any such circumstance as may be viewed by others as conflicting as soon as it arises.
- I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.

Person to Person

- I will act in regard of organisational policies in my relationships with fellow board members, staff, volunteers, beneficiaries or anyone I come into contact with in my role as board member.

Guardian of the organisation's reputation

- I will not speak as a board member to the media or any public forum without the prior knowledge and approval of the Chair or Manager.
- 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 Benefit

- I (or close relatives) will not personally benefit 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 cannot undertake paid work for the organisation.
- I will not accept gifts or hospitality without the consent of the Chair. All hospitality and gifts received must be notified to the Chair so that they can be recorded in a **Gifts Register**.
- I will use organisational resources responsibly, when authorised in accordance with procedure.
- Board members and staff must not use contractors or consultants working for the Gary Kelly Cancer Support Centre for personal work or jobs. Where a Board or staff member wishes to make an exception then it should be discussed with the Chair.

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 the Gary Kelly Cancer Support Centre.
- I will abide by the board governance procedures and practice.
- 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, documents, minutes and other papers sent to me in advance of meetings and be prepared to contribute my opinions on the matters during meetings.
- I will confine discussion to the motion or agenda item on the table
- I will direct all comments through the Chair.
- I will honour the authority of the Chair.
- I will maintain a respectful attitude to the opinions of others.
- I 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 the Gary Kelly Cancer Support Centre’s 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 Manager 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 board¹.
- 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.

Signed: _____ Date: _____

Board member of the Gary Kelly Cancer Support Centre

¹ The process for dealing with breaches of this Code of Conduct is that any such breaches will be reviewed by Board.