



Policy Number: 01

Policy Name: Code of Conduct for Board and Committee Members

PURPOSE:

This Code (“the Code”) applies to members of the Plurabelle Paddlers acting in their capacity as Board members, or as a member of one of the committees which the Board may set up from time to time. References to Board members/Directors apply equally to committee members.

Directors of a charitable company are Charity Directors and have legal duties and responsibilities under company law as well as charity law.

The Code sets out the standards of conduct applicable to Board members supplemental to any legal obligations which may apply, so as to maintain the highest standards of integrity and stewardship in relation to their activities.

The Code does not cover every situation which may present itself, and members have a responsibility to act in accordance with the ethical standards reflected in the Code in any circumstances not specifically set out in the Code.

GENERAL:

- Directors must act with probity and prudence and should take and consider professional advice on any important matter on which the Directors do not have sufficient expertise themselves.
- Directors must participate in the governance and administration of the Club and all its assets in the interest of current, potential, and future members.
- Directors should hold themselves accountable to stakeholders including members, funders and the public for their decisions and performance.
- Except where legally authorised, Directors must not gain financial or other benefit for themselves or their families or friends from their Directorship.
- Directors should conduct themselves in a manner which does not damage or undermine the reputation of the Club.
- Directors must make decisions together and take joint responsibility for such decisions. Directors other than the Chair may only speak on behalf the Board if empowered to do so by a decision of the Board, and any such communication must reflect the decisions and views of the Board, even if this is at variance with an individual member’s own views (subject to the overriding duty that members must at all times comply with their legal obligations).
- Directors who are also Board members of affiliated organisations must balance their views and take care to make decisions in the interests of the Plurabelle Paddlers.

RESPONSIBILITIES:

- Directors must regularly review the vision, values and long-term strategy of the Club, together with the policies for management and development of the Club.
- Directors must take steps to ensure that the Club complies with regulatory and statutory requirements and must exercise control over the Club’s financial affairs. In addition to statutory requirements, Directors should show a commitment to the development and



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implementation of good practice.

- Directors must keep under regular review the Rules and Constitution of the Club. Any changes should be made in accordance with constitutional and legal requirements.
- Directors should endeavour to maintain links with external stakeholders, to promote, secure and safeguard the relevance and role of the Club.

MEETINGS: Directors must:

- Strive to attend all meetings.
- Prepare adequately and read all papers in advance.
- Participate constructively.
- Make objective decisions in the interests of the Club and its members based on the merits of the issues presented.
- Conduct meetings fairly.
- Foresee and declare any conflicts of interest, actual or perceived, in advance of any Agenda item and absent themselves from any related discussion or decision.
- Behave with courtesy and respect to fellow members.
- Actively ensure that the Board/Committee complies with its' statutory requirements.
- Maintain the confidentiality of Board meetings. Members shall not, during their term of office or thereafter, disclose sensitive or confidential information without the prior approval of the Board other than to properly authorised persons as required by law.

VALUES: The Code reflects the values of the Board which are

- **Transparency** in their dealings with members and other stakeholders, in accordance with statutory duties.
- **Respect** in their dealings with members and other stakeholders. In the decision-making process, all Directors should have an opportunity to state their views in advance of any decision being taken.
- **Equality and fairness** in making reasoned decisions, giving reasons where appropriate, demonstrating lack of bias and providing a fair hearing in matters of dispute. The Board will apply the principles of natural justice of *audi alterem partum* (hear the other side) and *nemo iudex in causa sua* (no-one shall be a judge in their own case) where disputes arise.
- **Loyalty** to the Board, the Club, and its' members, balanced with the interests of other stakeholders and statutory duties.

BREACHES OF THE CODE:

If a member is concerned that another member may be in breach of this Code, they should bring it to the attention of the Chairperson of the Board in the first instance (or the Secretary, if the impugned member is the Chairperson).

Minor matters may be dealt with informally by the Board internally.

Where there is evidence of a serious or continued breach of the Code, this will be dealt with in accordance with the procedures outlined under the Disciplinary, Complaints and Appeals Procedure.



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REVIEW OF THE CODE:

This Code will be reviewed at three-year intervals, and any amendments will be considered and approved at a meeting of the Board. This Code should be considered in conjunction with other policies of the Club.

Approved by Board: 27/05/2024

Revision Date: May 2027