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**Board Code of Conduct**

Guidance Note

**Governance Code for Sport**

Disclaimer

Sport Ireland is making available a range of resources including guidance notes, policy documents and templates for selected areas aligned to the Governance Code for Sport which will support sport organisations, boards, management and staff in the development of relevant governance processes and procedures particular to their own organisation.

For the avoidance of doubt, the final decision on the nature, type, extent and format of approved governance policies, procedures and processes for each organisation is a matter for the board / highest governing structure of the organisation and the resources and material provided may assist the approval process.

This document is not, nor is it intended to be, a definitive statement of the law and it does not constitute legal advice. This document is not a substitute for professional advice from an appropriately qualified source and it is recommended that sport organisations consult their governing document or obtain their own independent legal advice where necessary.

Sport Ireland does not accept any responsibility or liability for any errors, inaccuracies or omissions in this document.

Board Code of Conduct – Version Control

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Purpose

The Governance Code for Sport outlines the ethical standards relating to the conduct of behaviour expected from Board members and staff. Board members have a responsibility to be loyal to the organisation, the Board and fellow Board members and be fully committed to the purpose and aims and all aspects of the organisation’s activities. In fulfilling this role, Board members should be conscious of their fiduciary duties and ensuring that by their actions and behaviours they fulfil these duties.

Board members should be required to adhere to the Code of Conduct for Board members. The Code of conduct must be reviewed and signed annually by each member of the Board. The purpose of a Code of Conduct is to set down the general principles and standards, which govern the conduct of Board members, committee members, and staff of the organisation. This is part of maintaining a high level of public confidence in the organisation. The Code should set out basic objectives such as the establishment of an agreed set of ethical principles, the promotion and maintenance of confidence and trust, and also the prevention of the development or acceptance of unethical practices. The Code of Conduct should acknowledge the duty of all Board members, committee members, and staff to conform to the highest standards of business and personal ethics.

Board members, committee members, and staff are obliged to comply with statutory and regulatory obligations, agreed policies, procedures, and standards adopted by the organisation. The organisation's core values should be clearly articulated, communicated and supported by detailed policies, guidelines, explanations, definitions, and examples, where possible. It is not possible for the documentation to provide for every situation which may arise. However, members and staff must bear in mind that it is primarily their responsibility to ensure that all their activities, whether explicitly covered or otherwise by the Code, are for the organisation's benefit and are governed by the ethical considerations implicit in the Code.

General Principles

**Integrity**

The collective responsibility, authority, and confidentiality of the Board should be safeguarded. Members must commit to high standards in how they conduct themselves and are seen to conduct themselves and all of their activities to the highest possible standard. This requires disclosure by Members of outside employment/business interests in conflict or potential conflict with the organisation's business.

**Accountability**

In addition to the items discussed below, Board members should engage in good stewardship and oversight of an organisation's assets and resources and refrain from using organisational assets and resources other than for their specified purposes.

**Gifts and Benefits**

A member must not obtain personal advantage from any person dealing with the organisation. Expressly, a member must not accept or give any gifts or inducements where the value could appear that the person giving is attempting to influence the member to gain an advantage. Equally, the promotion of any gifts through donors or vendors should be achieved without any use of coercion in fundraising activities.

**Information**

The Board and individual members are required to respect the confidentiality of sensitive information held by the organisation. They must comply with relevant statutory provisions (e.g., Data Protection legislation, etc.). Former Board members should treat information received while acting in this capacity as confidential. Board papers remain the property of the Board and should be returned at the cessation of a member's term of appointment or resignation or the board member should confirm that the papers have been destroyed and soft copy or computer records deleted.

**Obligations**

The Board and the members are required to comply with all legal and regulatory obligations imposed on it. Board members should be aware of their duty to conform to the highest standards of personal and professional ethics. Individual members are expected to act in good faith and in the best interests of your organisation at all times and to support the decisions of the Board.

**External Environment**

The Board is committed to promoting and preserving the health, safety, and welfare of staff, stakeholders, and those with whom the Board interacts. The Board is responsible for:

* circulation of this Code of Conduct and a policy document on disclosure of interests to all Members for their attention;
* acknowledging receipt and understanding of same; and
* providing guidance and direction on such areas as gifts and entertainment and on other ethical considerations which arise routinely.

Board General Responsibilities

* The Board and individual members must ensure that the organisation complies with the legal, regulatory, and governance obligations relevant to your entity.
* The members are expected to attend Board meetings on a regular basis and be prepared by reviewing Board documentation in advance, contribute to the decision-making of the Board, and share collective responsibility for the Board decisions.
* The Board has a formal schedule of matters specifically reserved for a decision to ensure conformance with its legal, regulatory, and governance obligations.
* Board members are expected to act in the best interests of the organisation at all times and not in a representational capacity or for their own benefit or the benefit of a connected party.
* Board members are encouraged to attend professional, developmental, and related events and keep up to date with legal, regulatory, governance, and management obligations relevant to the operations of the organisation.
* Board members are expected to contribute to the work of committees or working groups that may be appointed by the Board from time to time.

In Summary

Ethical behaviour

*Board members:*

* will not personally gain materially or financially from their role as trustee, nor will they permit others to do so as a result of my actions or negligence;
* will document expenses and seek reimbursement according to the procedure;
* will not accept gifts or hospitality without the prior consent of the chair;
* will use organisational resources responsibly, when authorised, per procedure.

*In the boardroom*

* will strive to embody the principles of leadership in all their actions and live up to the trust placed in a board member by the organisation;
* will abide by board governance procedures and practices;
* will support the setting and maintenance of an appropriate organisational culture and lead by example
* will strive to attend all board meetings, giving apologies ahead of time to the chair if unable to attend;
* will study the agenda and other information sent to them in good time before the meeting and be prepared to debate and vote on agenda items during the meeting;
* will act independently in a personal capacity in promoting the aims of this entity in line with its governing document;
* will honour the authority of the chair and respect his or her role as meeting leader;
* will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making their voice heard;
* will accept a majority board vote on an issue as decisive and final;
* will maintain confidentiality about what goes on in the boardroom unless authorised by the chair or Board to speak of it.

*Enhancing governance*

* will participate in induction, training, and development activities for trustees;
* will continually seek ways to improve governance practices;
* will strive to identify suitable candidates for membership and appoint new members based on merit and in accordance with the nominations or selection process;
* will support the chair in his/her efforts to improve his/her leadership skills;
* will support the administration and executive personnel with their fellow board members, seek development opportunities for him/her.

Review

The Board should consider the Code of Conduct as appropriate and approve at a board meeting. Any proposed revisions to the Code of Conduct should be approved at a meeting of the Board.