



ILEX Professional Standards Ltd

Code of Conduct for Board members

As a Board Member for IPS, I promise to abide by the fundamental values that underpin all the activity of this organisation. These are:

Accountability

Everything IPS does will be able to stand the test of scrutiny by the public, the media, regulators, ILEX Council, ILEX members, other stakeholders, and the courts.

Integrity and honesty

These will be the hallmarks of all conduct when dealing with colleagues within IPS and ILEX and equally when dealing with individuals and institutions outside it.

Transparency

IPS strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, regulators and Parliament.

Additionally, I agree to the following points:

Law, mission, policies

- I will endeavour not to break the law or go against Company regulations in any aspect of my role as a Board member.
- I will support any mission developed by the Board and consider myself its guardian.
- I will abide by organisational policies.

Handling Conflicts of interest

- I will always strive to act in good faith and in the best interests of the organisation.
- I will complete an annual return for the organisation's register of interests and ensure that it is kept up to date if there are any changes in year.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- I will follow the guidance on conflicts of interest contained within the Conduct and Administration of Meetings.
- I will inform the Chair, as soon as is practicable, if I am considering or actively seeking other work or roles which may be perceived either as having a potential conflict of interest, or as in competition with IPS, and will submit to his/her judgement on what action will be appropriate. If necessary, the Chair will keep such conversations confidential.
- Where I have a direct pecuniary interest, either particular to me, or where a member of my family may have a direct pecuniary interest, I will declare it at the

start of the meeting, or as soon as I realise there may be a conflict, and will submit to the judgement of the Chair and the Board on whether I take part in the discussion and decision.

- Where I have a non-pecuniary interest, where participation in the discussion and determination of a matter would be perceived as a real danger of bias, I will declare the interest at the start of the meeting, and will submit to the judgement of the Chair and the Board on whether I take part in the discussion and decision.

Person to person

- I will endeavour not to break the law, go against Company regulations or act in disregard of organisational policies in my relationships with fellow Board members, staff, stakeholders, members, service recipients, contractors or anyone I come into contact with in my role.
- I will strive to ensure that my conduct in my professional and private life does not impact adversely on my role as a Board member.
- I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role.

Protecting the organisation's reputation

- When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.
- I will not speak as a Board member of this organisation to the media or in a public forum without the prior knowledge and approval of the Chair or Chief Executive.
- When I am speaking as a Board member of this organisation, my comments will reflect current organisational policy even when these do not agree with my personal views.
- I will respect organisational, board and individual confidentiality.
- I will take an active interest in the organisation's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

Personal gain

- I will not personally gain materially or financially from my role, 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 procedure.
- I will not accept substantial gifts or hospitality without prior consent of the Chair (see guidance in standing orders).
- I will use organisational resources responsibly, when authorised, in accordance with procedure.

In the Boardroom

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by IPS.
- I will abide by board governance procedures and practices.
- I will strive to attend all board meetings, giving apologies ahead of time to the Chair, if unable to attend.
- I agree to attend a minimum of 75% of Board meetings each year and accept that failure to reach this level may mean that I am asked to leave the Board.

- I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honour the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority board vote on an issue as decisive and final.
- I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or Board to speak of it.
- I accept collective responsibility for Board decisions, including representing these decisions in contact with stakeholders and other bodies, even where I do not personally agree with them. If I am unable to support Board decisions in this way, then I will resign from the Board.

Enhancing governance

- I will participate in induction, appraisal, training and development activities.
- I will continually seek ways to improve Board governance practice.
- I will support the Chair in his/her efforts to improve his/her leadership skills.
- I will support the CEO in his/her executive role and, with my fellow board members, be involved in appraisal and appointment processes including seeking development opportunities for him/her.

Leaving the board

- I understand that substantial breach of any part of this code may result in my removal from the Board.
- Should I resign from the Board, I will inform the Chair in advance in writing and, except in exceptional circumstances and with the permission of the Chair, give 3 months notice and state my reasons for resigning. Additionally, I will participate in an exit interview.
- The Chair, subject to following agreed procedures, may terminate a Board member's appointment on the grounds of failure to attend meetings, of insolvency, of physical or mental incapacity, of criminal conviction or of conduct that, in the Chair's opinion, makes it inappropriate that he/she remains a Board member.
- Once I have left the Board, I will ensure that I maintain the confidentiality of matters discussed within the Board by not speaking or disclosing anything about, the work or workings of IPS, ILEX, Board members or staff.
- Once I have left the Board, I will ensure that all confidential papers in my possession are either destroyed or returned to the office, confirming in writing that I have done so.

Approved by the Board 30 September 2010

For review: December 2011