

CODE OF CONDUCT FOR DIRECTORS

Scope of policy	Applies to all RWF CIC Directors
Date Approved	October 2018
Review date	28/09/2023
Approved by	DB

Each Director will on appointment sign the following statement:

1. INTRODUCTION	
Purpose	<p>As a Director of Ray Windfarm Fund Community Interest Company (RWF CIC), I _____ agree to abide by the jointly agreed fundamental values that underpin all the CIC's activities, by the terms of this Code of Conduct and by the Conflict of Interest Policy.</p> <p>The Code applies to all the ways in which we, as Directors work together and with CIC staff, and to the ways in which we represent and promote the CIC externally.</p> <p>Directors and staff will work together with respect for each other and with integrity, and we will work similarly with external individuals and organisations. We will all conduct ourselves in an open and approachable way – aiming to be an organisation that all stakeholders can trust.</p> <p>I will support the aims of the CIC, championing it, using my skills and knowledge to further that mission.</p>
2. LAW AND POLICIES	
2.1 LAW	<p>I will abide by the law in all aspects of my role as a Director of the CIC. I have received a copy of the CIC's Articles of Association and will always act in accordance with them.</p> <p>I am aware that the Companies Act 2006 gives Directors a duty to:</p> <ul style="list-style-type: none"> ■ Avoid conflicts of interest ■ Not accept benefits from third parties ■ Declare interest in proposed transactions or arrangements with the organisation ■ Act within powers ■ Promote the success of the organisation to achieve its purposes ■ Exercise independent judgment ■ Exercise reasonable care, skill and diligence
2.2 POLICIES	<p>I will abide by <i>all</i> CIC policies and have regard to <u>Nolan's seven principles of public life</u>: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.</p>

3. BOARD MEETINGS	
3.1 GOVERNANCE PROCEDURES	<p>I will abide by Board governance procedures and practices of RWF CIC.</p> <p>I will respect the authority of the Chairman and their role as meeting leader.</p> <p>I will accept a majority vote on any issue as decisive and final and accept collective responsibility for decisions. I will ensure that all decisions are recorded accurately in minutes (including details of any votes taken) and communicated to staff and other stakeholders and the public in a unified manner.</p>
3.2 ATTENDANCE AT BOARD MEETINGS	<p>I will strive to attend all CIC meetings and any other sub-committees and working groups that I have agreed to attend, giving apologies ahead of time to the Chairman if I'm unable to attend. I understand that in accordance with the Articles of Association, if I fail to attend three consecutive meetings or one Fund Allocation meeting without good reason or giving apologies, I may be removed from the CIC.</p>
3.3 ACTIVE PARTICIPATION IN BOARD MEETINGS	<p>I will develop and maintain a sound up-to-date knowledge of RWF CIC – how it operates, and the social, political, economic and environmental context within which it works.</p> <p>I will be fully present and play an active role in all CIC meetings, having read papers, querying anything I do not understand, thinking through issues before meetings, and completing any tasks assigned to me in the agreed time. If I need to deal with urgent personal or other work matters during the meeting, I will discuss this with the Chairman and take time out to do this.</p> <p>If I feel that it's necessary for Directors to obtain advice and assistance to enable them to reach a decision on a specific matter, I'll raise the issue with the Chairman and\ or Vice Chairman so that they can obtain guidance from an appropriate source in good time.</p> <p>When reaching decisions regarding the business of the CIC, I will consider all evidence and information presented by staff, and in accordance with this Code of Conduct.</p> <p>I will engage in discussions and vote according to procedure, maintaining a respectful attitude towards the opinions of others while making my voice heard.</p>

4. CONFIDENTIALITY	
4.1 CONFIDENTIALITY	I will respect organisational, CIC and individual confidentiality
4.2 DISCLOSURE	I will not disclose confidential information or information which should reasonably be regarded as being of a confidential nature, without the express consent of a person authorised to give such consent, or unless required by law to do so.
4.3 GRANT APPLICATIONS	I understand that all information relating to grant applications, funding arrangements, tender bids and contracts should reasonably be regarded as confidential.
5. IMPROVING GOVERNANCE	
5.1 TRAINING AND DEVELOPMENT	I will participate in any induction, training and development activities for Directors arranged from time to time. If I feel that I require further guidance or training in my role, it is my responsibility to raise this with the Chairman.
5.2 PROMOTING BEST PRACTICE	I will seek ways to improve CIC governance practice, sharing good practice and raising issues which I believe are of relevance to the CIC. I will support the Chairman in their role, and work with my fellow Directors to seek development opportunities for them.
6. UPHOLDING THE GOOD NAME AND VALUES OF RWF CIC	
6.1 SPEAKING ON BEHALF OF THE CIC	I will always seek approval from the Chairman before accepting an invitation to speak as a CIC Director to the media or in a public forum. Should I speak to the media or in a public forum as a Director of the CIC without such prior approval, I will inform the Chairman as soon as possible. When speaking as a Director of the CIC, my comments will reflect current organisational policy even when these do not agree with my personal views. When speaking as a private citizen I will strive to uphold the reputation of the CIC and its staff.
6.2 EQUAL OPPORTUNITIES	I will discharge my duties and responsibilities with regard to the Equality Act 2010 – ensuring that all activities of the CIC support equality of opportunity for all people, regardless of gender, race, disability, sexual orientation, age or religious belief.
6.3 MAINTAINING RESPECTFUL RELATIONSHIPS	I will strive to establish respectful and courteous relationships with all those with whom I come into contact in my role of Director. I will show respect and consideration for others.

7. REGISTRATION OF AND MANAGING CONFLICTS OF INTEREST	
7.1 AVOID CONFLICT OF INTEREST	I will always strive to act in the best interests of the CIC and to avoid situations where they may be a conflict of interest.
7.2 DECLARATIONS OF INTEREST	I will declare my interests in the prescribed form to the CIC upon appointment and at the beginning of each calendar year and notify the Chair in writing of any change whenever that change arises.
7.3 CONFLICTS OF INTEREST	I will observe the provisions set out in the Articles of Association of the CIC and abide by the Conflict of Interest Policy adopted by the CIC from time to time.
8. PERSONAL GAIN	
8.1 GIFTS AND HOSPITALITY REGISTER	I will receive no financial or non-financial advantage or benefit from my role as a CIC Director, unless explicitly authorised by the Articles of Association, nor will I permit others to do so as a result of my actions or negligence. Each month, I will submit details of any Gifts and Hospitality received, taking account of guidance in the Finance Policy.
8.2 AVOIDING PREFERENTIAL TREATMENT	I will not exert any influence to garner any preferential treatment for myself, my family, or any connected person or organisation as defined by the CIC's Conflicts of Interest Policy.
8.3 ORGANISATIONAL RESOURCES	I will use CIC's resources responsibly, when authorised, in accordance with procedure. When claiming fees and expenses I will do so in line with CIC procedures.
9. LEAVING THE BOARD	
9.1	Should I wish to resign from the Board, I will endeavour to inform the Chairman in writing giving three months' notice, stating my reasons for resigning. In some circumstances this notice period may not be possible.

Signature: _____

Date: _____