



## Code of Conduct for ACL Council Members

### Introduction

This Code of Conduct has been drafted in line with the principles of public life set out by the Nolan Committee in 1995. The seven principles are:

- Selflessness
- Integrity
- Objectivity
- Accountability
- Openness
- Honesty
- Leadership

The Association is constituted as a company limited by guarantee. Council members are directors of the company. This Code also sets out in summary the statutory statement of directors' duties now contained in the Companies Act 2006.

The purpose of this Code is to set out clearly what is expected of Council Members during their tenure, and to encourage transparent and objective decision-making.

### The Role of a Council Member

Council Members should be prepared to commit sufficient time and energy to carry out their functions effectively on behalf of the membership and in the public interest.

A "Job Description" of the role and tasks of a Council Member is set out in the Appendix to this Code.

In this Code, unless the context requires otherwise, 'Council Member' includes co-opted members of boards, committees, sub-committees, working parties and panels while acting in the course of their duties.

### Collective Responsibility

Council Members will take collective responsibility for decisions of the Council. Collective responsibility means that when a decision is made by the Council, all Council Members are responsible for upholding and implementing that decision.

Discussion and debate leading to decisions of the Council is confidential and shall not be passed or reported to third parties, or put in the public domain.

Where information about Council decisions is imparted to the membership, or to groups within the membership, or to individual members, it will be imparted by the Administrative Secretary on the instruction of an Officer.

### Compliance with the Code

All Council Members must comply fully with the terms of this Code.

Alleged breaches of this Code should be directed in confidence to the Chair.  
Breaches of this Code may result in disciplinary action against the Council Member.

#### Core Principles

Selflessness - Council Members should make decisions in the interests of the Association's membership, taking account of the public interest. This does not mean that Council Members cannot act for the benefit of a section of the membership, or may properly prefer (where there is a conflict) the interests of one section of the membership. They should, however, refrain from acting in any way that would gain an undue financial or other advantage to themselves and/or their families, firms, employees or friends. They must remember that they have a fiduciary relationship with the Association.

Integrity - Council Members should not place themselves under any financial or other obligation which might improperly influence them (or be perceived as influencing them) in the performance of their duties.

Objectivity - Council Members should endeavour to make decisions objectively and on the merits of the arguments, taking proper account of all relevant factors and excluding all irrelevant or irrational factors.

Accountability - Council Members are accountable to the membership as a whole. They must accept that their performance and decisions may be scrutinised critically, and must be prepared to justify their decisions.

Openness - Council Members should be as open as possible about the decisions they make, and should be prepared to give reasons for them.

Honesty - Council Members must declare any private interests relating to their duties and deal with any conflicts of interest in a way which protects the interests of the Association and their own legal position. Where an interest has been declared, the Member should absent himself or herself from discussion of, and voting on, the matter.

Leadership - Council Members should support and promote these principles by leadership and example.

#### Statutory Duties of Council Members as Company Directors

The Companies Act 2006 codifies directors' duties in statute law for the first time and replaces existing common law duties. The directors' seven statutory duties are:-

1. To act within their powers;
2. To promote the success of the company;
3. To exercise independent skill and judgement;
4. To exercise reasonable care, skill and diligence;
5. To avoid conflicts of interest;
6. Not to accept benefits from third parties;
7. To declare interests.

In performing the duty to promote the success of company, directors should have regard to the following factors:

- Likely long term consequences of decision;
- Interests of employees;
- Need to foster business relationships with suppliers, customers and other parties;
- Impact of the company's operation on the community and the environment;
- Company's reputation for high standards of business conduct;
- Need to act fairly between members of the company.

### Equality & Diversity Issues

Council Members must ensure that they do not discriminate against others on the grounds of gender, race, age, disability, religion, ethnicity, nationality or sexual orientation.

### Relationships with Other Council Members

Council Members should treat their Council colleagues with respect and not engage in any behaviour towards them which might reasonably be interpreted as discrimination, bullying or harassment.

### Attendance at Meetings

The Council and associated committees operate largely through meetings (whether by personal attendance or carried out by telephone or video conferencing) and reasoned debate within those meetings leading to decisions and resolutions.

On election to the Council, Members must commit to attending Council meetings, and meetings of committees on which they sit, subject to overriding professional obligations or illness. Leave of absence from the Council should be sought only where absolutely necessary.

Council Members are expected to attend at least 75% of all meetings.

### Standards of Debate

Debates in Council should be conducted with courtesy, respect and objectivity.

The above provision is not intended to preclude the use of humour or inhibit the use of robust and frank argument.

From time to time, it may be necessary for the personal conduct of a Council member to be referred to the Council. If a Council member feels this is necessary, he or she should give prior notice to the Council member who is to be the subject of the reference, and the Chairman of the Council meeting. Any such reference should remain confidential within the Council.

### Relationships with Staff

Council members should treat the staff of the Association with respect and courtesy at all times.

Any concerns that Council members may have about the performance of staff, or the handling of any particular matter, should be raised with the Chair and should remain confidential within the Council.

Council members are entitled to expect:

- Reasonable assistance from staff to perform their roles as Council Members
- To receive a response to enquiries within a reasonable time.

### Confidentiality

Information given to Council Members in the course of their duties is to be treated as confidential unless it is explicitly stated that it is not. Confidential information must not be passed to third parties or put in the public domain.

Confidential information must not be used for electioneering, campaigning or journalistic purposes.

### Finance

When considering a proposal for expenditure, Council Members should make reasonable efforts to ensure that the proposal is properly justified and documented, and that proper budgetary provision has been made.

Council Members who are requested to authorise payments on behalf of the Association should satisfy themselves that the expenditure concerned has been properly approved.

Council Members should co-operate fully with the Association's appointed accountants in any investigation the accountants may make.

#### Gifts & Hospitality

Council members should avoid accepting gifts and hospitality where their independence and impartiality in discharging their duties as Council Members might be compromised.

#### Speaking on Behalf of the Association

Council members should take care when speaking publicly, or in discussion with third parties, not to represent themselves, or as far as possible not to allow themselves to be represented, as speaking officially on behalf of the Association, unless they have been authorised to do so by the Chair.

#### Broadcasting & Journalism

Council Members are at liberty to refer to their membership of the Council in biographical literature but may not use their status for commercial or promotional purposes.

When broadcasting or writing articles, Council Members should not state or imply, or allow a broadcasting organisation or publisher to state or imply, that the Council Member's views represent those of the Association, unless the broadcast or article has been approved by the Council and is made on its behalf.

#### Interpretation of the Code

Questions about the interpretation of this Code should be directed to the Chair.

Date of document – November 2023

## Role Outline

### Purpose of the Role

- To participate constructively in the good governance of the Association;
- To contribute to decisions relating to the strategy and vision for the Association;
- To participate in policy formation;
- To represent the Association to third parties;
- To uphold the constitution of the Association;
- To consider the public interest when making policy.

### Key Tasks

- Attend and participate in Council meetings;
- Represent the views of the membership (including interest groups within the membership) at Council meetings;
- Liaise with external organisations as appropriate and represent the Association;
- Keep up to date with the work of the Association;
- Approve changes to the Association's Bye-Laws and other rules;
- Approve appointments to Council Committees;
- Approve appointment of members of staff.

### Key Skills & Abilities Required

A Council Member should be:-

- a "team player";
- a good communicator;
- able to represent the views of others;
- objective and able to analyse evidence.

### Time Commitment

The time commitment for this role may vary, however a guide is as follows:

- Council Meetings: eleven (40/60 split in person and virtual) meetings per annum.
- Preparation for Council Meetings: approximately half a day per meeting should be allowed for reading papers.
- Projects: time spent on projects may vary, but will be from one day per month.