# Canopy Board Member Code of Conduct

Board Members must:

* Be active – you cannot be a dormant or ‘sleeping’ board member, you are still liable for the decisions the others make in your absence.
* Act jointly – an individual has no powers on their own unless they have been specifically given them by the board (minuted at a proper meeting).
* Act constitutionally (and within the law) – make sure that you act within the powers and objects (remit) set out in your constitution. Including following the constitution on how meetings are run and how the board is recruited.
* Act in the interests of the beneficiaries – put yourself in the beneficiaries’ position and make decisions that are best for them.
* Act reasonably and honestly – remembering to minute discussions and debates so that your reasonableness can be demonstrated.
* Have a duty of care – act prudently and reasonably.
* Not delegate control – everything can be delegated except the power of delegation but the board remains responsible and accountable.
* Not benefit personally – unless allowed specifically in the constitution or by law.
* Avoid conflict of interest – manage actual conflicts of interest through a written process/policy and elsewhere avoid the appearance of conflicts of interest.

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Board Members are expected to:

* Strive to attend all meetings, sending apologies to the secretary for necessary absences.
* Prepare for the meeting by reading the agenda, papers and emails before the meeting.
* Talk to the chair before the meeting if you need to clarify anything.
* Arrive on time. Stay to the end.
* Participate fully in the meeting;
* Listen to what others have to say and keep an open mind.
* Contribute positively to the discussions.
* Try to be concise and avoid soliloquies/speeches.
* Help others concentrate on the meeting. Discourage side conversations.
* Have the best interests of the organisation/beneficiaries in mind at all times.
* Draw attention to any potential conflicts of interest that may arise in the meeting.
* Fulfil any responsibilities assigned to you at the meeting and be prepared to report back on your progress at the next meeting.
* Have a commitment to the organisation and its aims.
* Have a willingness to devote the necessary time and effort.
* Possess good judgement and independence of mind.
* Show a willingness to work collectively as part of a group.
* Seek constructive debate and dialogue over confrontation.