**PRAXIS CARE BOARD**

**CODE OF CONDUCT**

The aim of this Code is to outline the ethical standards, professional behaviour and competence expected of all Praxis Care Board Members.

Application of this Code will ensure the Board operates effectively, with honestly, integrity, objectivity, confidentiality, transparency and accountability.

As a Board Member, you are expected to:

* Promote the success of Praxis Care and its charitable purposes
* Act in the best interests of the charity at all times
* Act within your powers - in accordance with the governing document
* Act honestly and responsibly in all your affairs
* Act with integrity and in a manner which does not damage or undermine the reputation of the charity or its employees and volunteers
* Treat everyone with dignity and respect and in a way that respects diversity, different roles and boundaries
* Ensure your dealings with Board Members, employees and volunteers are conducted impartially
* Accept and respect the difference in roles between the board, employees and volunteers, ensuring that all work effectively and cohesively for the benefit of the charity and develop a mutually supportive and loyal relationship by:
* respecting management arrangements and avoiding any actions that might undermine such arrangements;
* not interfering in the performance by employees or volunteers of duties delegated to them within the charity while ensuring that employees and volunteers are held to account through the manager/CEO, as appropriate.
* Exercise reasonable care, skill and diligence
* Adhere to the Gifts, Hospitality, Conflict of Interest & Loyalty Policy
* Disclose conflicts of interest and ensure you declare if you have an interest in any proposed transaction or arrangement
* DO NOT accept benefits from third parties
* No secret profits - Do not use the organisation’s property, information or opportunities for personal benefit
* Do not misuse your position or information you gain as a Board Member
* Maintain confidentiality of Board Meetings and of all information you gain because of your role on the Board in line with the confidentiality policy
* Do not share or publish any Praxis Care information without prior permission
* Communicate openly, honestly and candidly, whilst respecting confidentiality
* Understand and perform your roles and responsibilities to the best of your abilities at all times
* Deliver your responsibilities in a professional manner, fostering a positive board culture. This includes:
	+ Preparation: Reviewing all relevant materials before meetings.
	+ Participation: Actively participating in discussions and decision-making.
	+ Collaboration: Working co-operatively with other Board Members and management to ensure that all decisions are made in the best interests of the charity
* Ensure contributions are informed and impartial and consider the input and experience of other Board Members
* Be accountable for your decisions and actions and apply scrutiny appropriate to your role as a Board Member who shares responsibility for board decisions
* Participate in subcommittees, meetings and special events when required
* Always respect the authority of the Chairperson of the Board, and the Chairperson of any meeting
* Comply with all applicable laws, regulations, and organisation policies

**Independent Professional Advice**

* Members, in the furtherance of their duties, may take independent professional advice, if necessary, at the reasonable expense of the Provider.
* Where it is considered that professional advice is required in order to fulfil their responsibilities, eg in relation to financial or legal matters, Board Members may seek advice from the functional expert on the Board in the first instance.
* If assurances / clarification cannot be provided through this forum, then an external expert will be identified / approached to provide independent advice to the Board Member(s) in line with agreed procedures.

This Code of Conduct shall be reviewed periodically to ensure it remains relevant and effective.

**A copy of this Code must be signed by Board Members on appointment and renewed annually.**

Where a Board Member is found to be in breach of the standards outlined in the Code of Conduct he or she will be asked to meet with the Chairperson of the board to assess his or her suitability for the role.

Consistent breach of the Code of Conduct by a Board Member may result in the individual’s tenure being terminated.

Depending upon the circumstances, Praxis may also decide to refer the matter to the Charity Commission for Northern Ireland and / or The Charity Regulator Ireland.

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| **NAME** |  |
| **SIGNED** |  |
| **DATE** |  |