



## **Code of Conduct for Board of Directors**

This code of conduct applies to all Directors of Cara Sport Inclusion Ireland.

### **Introduction:**

This Code has been established to set out the standards of conduct to which Cara Sport Inclusion Ireland Board of Directors must adhere in the performance of their duties. Cara Sport Inclusion Ireland also requires that this Code binds members of its committees. Each Board and committee member has an obligation to know, understand and comply with the policies contained in the Code and the values upon which they are based.

This Code of Conduct:

- establishes an agreed set of ethical principles to guide Directors in their business conduct;
- is designed to promote and maintain confidence and trust in the Board of generally; and
- seeks to prevent the development or acceptance of unethical practices.

### **General Principles**

Board Members should observe the highest standards of honesty, fairness, integrity and confidentiality.

The principal fiduciary duties which the Board members shall seek to adhere to are:

1. to act in good faith in what the Board member considers to be the interest of Cara Sport Inclusion Ireland;
2. to act honestly and responsibly in relation to the conduct of the affairs of Cara Sport Inclusion Ireland;
3. to exercise his or her powers only for the purposes allowed by law;
4. not to benefit from or use the Cara Sport Inclusion Ireland's property, information or opportunities for his or her own or anyone else's benefit unless as permitted by law or authorised by the Board;
5. not to agree to restrict the Board member's power to exercise an independent judgment;

6. to avoid any conflict between the Board member's duties to the company and the Board member's other interests unless the Board member is released from his or her duty to the Cara Sport Inclusion Ireland in relation to the matter concerned; and
7. to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Board member. A Board member may be held liable for any loss resulting from their negligent behaviour.

To ensure this, they should adhere to the following principles:

### **Obligations**

- Fulfill all regulatory and statutory obligations imposed on Cara Sport Inclusion Ireland.
- Adhere to the Governance Code for Sport.
- Do not engage in unethical, illegal or criminal activities.
- Ensure that there are adequate controls in place to prevent fraud, irregularities or misreporting including compliance with prescribed procedures in relation to expense reimbursement procedures.
- Use all reasonable endeavours to ensure that they attend Board Meetings.

### **Conflict of Interest**

In the interests of proper standards of conduct, the activities of the Board and its committees must always be conducted in an objective manner and be seen to be so conducted.

A conflict of interest may arise where a board member's relationships, interests (including business, professional and / or employment interests) or attitude influences or might be perceived as influencing his / her decision in relation to a matter or being in conflict with the objectives and activities of the Board. Any interests of a member's family or other connected persons of bodies which could involve a conflict of interest should also be disclosed.

The disclosure of a conflict of interest or potential conflict of interest will be recorded in the minutes of the meeting at which it is considered.

Where it is relevant in any matter that arises, each Director will keep the Board Secretary advised of all relevant changes in their circumstances so as to ensure that these disclosures are up-to-date at all times. This information is held in a Register of Interest/Loyalty and is accessible only by the Chairperson, CEO and the Board Secretary.

Further guidance can be found in Cara Sport Inclusion Ireland Conflict of Interest/Loyalty Policy.

### **Integrity and Fairness**

Directors should be (and be seen to be) selfless and objective. They are required to adhere to the highest standards of personal and professional integrity. In particular directors:

- Take decisions solely in terms of public interest. Directors will not act for personal gain or for the benefit of family and friends.
- Decide issues objectively on their merits.
- Participate in Board activities vigorously but also ethically and honestly at all times.
- Ensure the company conducts its business fairly.

- Comply with employment and equal status legislation within Cara Sport Inclusion Ireland.
- Value customers and treat all customers equally and encourage all staff to do likewise.

### **Loyalty**

Board and committee members must acknowledge their responsibility to be loyal to Cara Sport Inclusion and fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its stakeholders.

### **Work/external environment**

- Promote the development of a culture of 'speaking up' whereby staff can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- Place highest priority on promoting and preserving the health and safety of employees.
- Ensure that community concerns are fully considered.
- Minimise any detrimental impact of the operations on the environment.

### **Information/Confidentiality**

- Support the provision of access by Cara Sport Inclusion Ireland to general information relating to company activities in a way that is open and that enhances its accountability to its membership.
- Not inappropriately discuss or transmit any information, either internally or externally, which may affect, harm, or concern Cara Sport Inclusion Ireland.
- Return board/confidential information to Cara when they are no longer on the Board.
- Respect the confidentiality of sensitive information held by Cara Sport Inclusion Ireland. This would constitute material such as:
  - Commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring)
  - Personal information
  - Information received in confidence by Cara.
  - Comply with relevant statutory provisions relating to access to information (e.g. Data Protection)
- Board and committee members are required to sign Cara Sport Inclusion Ireland Confidentiality Statement.

### **Gifts and Benefits**

A director must not obtain personal advantage from any person dealing with the Company.

In particular a director must not accept any gifts, or inducements where the value of such could make it appear that the person giving the gift is attempting to influence the director to gain advantage. Any such gifts or inducements received should be returned tactfully with the request that no gifts be forwarded in future.

**Failure to comply with the Code:**

Where any Board member becomes aware of any event, circumstance or conduct which might constitute a breach of this Code of Conduct they are required to bring this to the attention of the Chairperson. Failure to do so may itself constitute a breach of this Code of Conduct.

The question as to whether a member of the Board has acted in breach of the Code shall be determined by the Chairperson of Cara Sport Inclusion Ireland in the absence of agreement. Where the member wishes to appeal the determination or a failure by the Chairperson to determine the matter, it shall be referred to the Board for determination.

**Review:**

This document will be reviewed on an annual basis.

I have read and agree to abide by the above Code during my tenure of office as a Board or committee member of Cara Sport Inclusion Ireland.

Signed: \_\_\_\_\_

Print name: \_\_\_\_\_

Date: \_\_\_\_\_