



## **CODE OF CONDUCT INSERT COIN AND PLAY**

This document sets out a protocol for members appointed to the Insert Coin to Play Trust Board. It would be virtually impossible to devise specific rules to cover every situation which trustees may encounter. Therefore, many of the principles, which are set out in the protocol, are general in nature and can be applied to a variety of situations as they arise. The guiding principle is that members should act in the best interests of the Board.

Board members agree that to the best of their abilities they will abide by the following principles:

### **1. Commitment to Collective Responsibility**

Members agree that they will maintain a commitment to the collective responsibility to the Board. Free and frank expression is encouraged during Board meetings and all viewpoints will be listened to. Board minutes are routinely written in a format, which does not disclose individual views. Board members or sub committees should discuss matters amongst themselves prior to a meeting to clarify or resolve any matters of concern. If any member still has concerns, he or she should feel free to raise the issue with the Chairperson.

Once a decision is made or policy is agreed to, the product is that of the Board as a whole. Members accept the principle that publicly the Board speaks with one voice and that individual members do not express dissenting views on an agreed Board policy or decision. However, in extreme cases, Board members may request that the minutes record that there was a dissenting view.

Unless otherwise authorised, all contact with the news media on Board business is to be by the Chairperson or Deputy Chairperson who will express only the Board views and not their own.

### **2. Duty of Loyalty**

Members agree that they have a duty of loyalty to the Board and its policies. Members will act in good faith in the best interests of the Board. If Board members find themselves in a situation where, according to their conscience, they cannot agree with the Board's decision or actions they should discuss their circumstances and options with the Chairperson who may seek independent advice.



### 3. Conflict of Interest

The Board places great importance on making clear any existing or potential conflicts of interest for its members. All such conflicts of interest shall be declared by the member concerned and documented in the Board Disclosure of Interests Register.

Examples of conflicts of interest are:

1. When a Board member or his/her immediate family or business interests stand to gain financially from any business dealings, programmes, or services of the organisation.
2. When a Board member personally offers a professional service to the organisation.
3. When a Board member stands to gain personally or professionally from any insider knowledge if that knowledge is used to advantage.
4. When an issue under consideration concerns the Board member's own club or team.
5. Any business or personal matter which is or could be a conflict of interest involving the individual and his/her role and relationship with the organisation, must be declared and registered in the Interests Register.

Furthermore, it is each individual Board member's responsibility to inform the Board at each monthly meeting of any matters that are on the agenda in which they need to declare a conflict of interest.

Where a conflict of interest is declared (and agreed by the Board), the Board member concerned is not permitted to participate in any Board discussion on that topic, or topics felt by the Board to be closely related. Preferably the member concerned should leave the room during such discussions.

### 4. Confidentiality

Members accept that they have an obligation of confidentiality in relation to the business of the Board to encourage free and frank discussions and to enable the Board to carry out its functions. The Board's policy on the release of information is set out in the Schedule to this Code.

### 5. Duty of Care

Board members accept that they have a duty to exercise care when carrying out Board functions. The standard of care required is that Board members exercise the degree of care, skill and diligence reasonably expected from a person of his or her experience or knowledge.



#### 6. Media Responsibility

All media correspondence regarding Insert Coin to Play business must be issued through the General Manager (GM). If Board members are contacted by media for comments about any matters, they should direct the journalist to the GM, who will either handle the inquiry or alert the Chairperson to comment on the issue if appropriate.

#### 7. Board Membership status

Board members accept a commitment to act in a manner befitting Board membership status. This principle requires that members consider whether conduct in professional or private life will reflect adversely on the Board. Any matters that may bring the Board into disrepute or jeopardize its relationship with its stakeholders should be reported to the Chairperson at the earliest opportunity.

#### 8. Attention to Board Business

Board members accept a commitment to attend Board meetings and participate in the business before the Board. If a member has other pressing commitments, apologies should be given prior to a meeting. If it is known that a member will be away for more than one meeting, they must apply for leave of absence from the Board.

1. If a member is absent for more than two consecutive meetings, then consideration should be given to reassessing priorities to allow the member to properly fulfil his or her position as a Board member. Board members should endeavor to keep interruptions during meetings to a minimum.

#### 9. Respect for the Rights of Others

Board members accept that they will respect the rights of other members, Board employees and staff members recognise that they have a duty to contribute to the smooth running of the organisation, by treating others with courtesy and respect. In meeting this obligation, Board members are expected not to discriminate against, or harass others, because of their sex, marital status, ethnicity, disability or religious or ethical beliefs. The cultural background of all persons should be respected when involved on Board business.

#### 10. Relationship with General Manager and Staff

Instructions concerning the business of Insert Coin to Play should be given to the GM on the motion of the Board as a whole, and not by individual Board members. Individual Board members should not instruct individual staff members, as all Board business should initially be directed to the GM.



## **SCHEDULE - IN HOUSE BOARD MATTERS AND DISCUSSIONS**

### **Board Minutes**

Once the Board has made decisions after full discussion, the decision is noted in the minutes. The minutes will be distributed to Board members (and Observers) prior to the next meeting.

### **Board Discussions**

A wide range of material comes before the Board in discussion. Sensitive information and issues are raised, and finance matters are discussed. Until the Board has reached a decision and it is minuted, those Board discussions should remain confidential to Board members only.

The basis for this proposal is that Board members must be free to discuss, without fear of publicity or restraint, issues which may be contrary to the interests of any group with whom an individual Board member may be associated but are necessary for the Board to carry out its functions.

### **Board Papers**

Board papers and agendas are issued before meetings. Included in these are several matters for discussion including reports from the GM and Board members on various issues. These papers must be classified as confidential. It is inappropriate for any Board member to release information that has come to the Board prior to a Board discussion.

The reasons for this are clear: the Board may not agree with the proposals, recommendations, or conclusions in the documents. It is important for the whole Board to have a free and frank discussion of any matter, without fear that information has already been passed on to interested parties who are not Board members.

The Board may receive papers of a confidential nature from other organisations. These must be treated with special care; otherwise, the Board will lose the co-operation of other organisations.

Identification of Board Members To encourage free and frank discussions, it is important that Board members are not reported by either other Board members or by any person on the staff as being identified to a particular issue or to a particular point of view.



It is detrimental for the proper functioning of the Board for any Board member to be identified as having a certain view, when that member may have expressed the view with other Board members, without consenting to this being released publicly. Again, the guideline must be that Board decisions are the basis of any disclosure or communication.

#### **Issues from the General Manager and Staff**

In the same way as GM and staff reports should remain for the eyes of Board members only, it is also important for the GM and all staff members to maintain Board confidentiality. This means that there should not be a free flying discussion from the staff with stakeholders about specific members and their views. This is a two-way protection ensuring the loyalty both of Board members to the staff and staff to Board members.

#### **In-house Board Matters and Discussions**

Any matters stamped "confidential", or which have been communicated to the Board based on confidentiality must be dealt with accordingly. No member should disclose confidential information without the consent of the Board, or the person communicating the information to the Board.

I accept and agree to abide by the provisions of the foregoing Protocol for Board Members.

Name: James Earl Aitken Wards

Signature:

Date: 5/6/2023

A handwritten signature in black ink, appearing to read 'James Earl Aitken Wards', written over a white background.