

# Grays Athletic Football Club



## BOARD / COMMITTEE CODE OF CONDUCT

### 1. Scope

This Code of Conduct (the “Code”) applies to all Directors / Committee members of Grays Athletic Football Club as defined within the Articles of the club’s Constitution. This includes those who are not Directors of the club but serve on committees (including sub-committees) of the Board (“Committee Member”).

The Code applies whenever a Director or Committee Member is: (i) conducting the business of the Board; (ii) conducting the business of the role to which they have been elected or appointed; and (iii) when they are acting as a representative or ambassador of the club in any capacity.

This Code should be read in conjunction with the Articles of the Constitution of Grays Athletic Football Club, the Standing Orders for the Conduct of Business at Meetings of the football club (the “Standing Orders”) and the terms of reference of any committee or sub-committee as amended from time to time.

### 2. Accountability

You are accountable to Grays Athletic Football Club and must exercise your powers as a Director or Committee Member in good faith and for the benefit of the club, its members, shareholders and the wider football family. You have important responsibilities as a Director or Committee Member and as such you will be held accountable for your actions and your part in reaching decisions, and must submit yourself to whatever scrutiny is thought to be appropriate by the relevant committee or Board.

### 3. Roles and responsibilities

- Directors or Committee Members are to make every effort to understand the purpose of the Board and the role of the Chairman / Vice Chairman.
- Grays Athletic Football Club accepts that our Directors or Committee Members have no legal authority to act individually, except when the Board has given them delegated authority to do so, and therefore will only speak on behalf of the Board when specifically authorised to do so.
- Directors or Committee Members should accept collective responsibility for all decisions made by the Board or its delegated agents. This means that members will not speak against majority decisions outside the Board meeting.
- Directors or Committee Members have a duty to act fairly and without prejudice, and in so far as they have responsibility for staff / volunteers, will fulfil all that is expected of a respected football club.
- Directors or Committee Members must consider carefully how decisions may affect the community, our club and other stakeholders.

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- Directors or Committee Members will always be mindful of our responsibility to maintain and develop the vision and reputation of Grays Athletic Football Club. Our actions within the club and the local communities will reflect this.
- Directors or Committee Members in making or responding to criticism or complaints will follow the procedures established by the Board.
- Directors or Committee Members will actively support and challenge the Chairman and Vice Chairman in a productive and informative manner.
- If elected / co-opted to do a specific role for the football club, this role should be done to the best of your ability and to the timeframes specified and as requested by the Chairman / Vice Chairman.

## **4. Confidentiality**

You must ensure that you handle confidential information with regard to the best interests and reputation of Grays Athletic Football Club. You must not use confidential information for private purposes or disclose confidential information to the media or any other third party.

## **5. Press and Media**

You are not entitled to discuss any Grays Athletic Football Club business with the press or wider media on behalf of the football club, unless it is explicitly part of your remit as a Director or Committee Member. If you receive any enquiries from the press or wider media about the club which asks for the views of Grays Athletic Football Club, you agree not to comment and to pass on the relevant information as soon as reasonably practicable to the Chairman / Vice Chairman. If you are representing the views of another body as opposed to Grays Athletic Football Club on a matter affecting the club, this must be made clear to the media.

## **6. Conflicts of Interest**

You agree to abide by the Articles of our Constitution relating to conflicts of interests. Whilst you may properly be influenced by the views of others, including representatives of Grays Athletic Football Club, it is your responsibility to objectively decide what view to take, and how to vote, on any question which the Board or committee has to decide. When taking such decisions, you agree to act in the best interest Grays Athletic Football Club.

You may take part in the consideration of matters that come before the Board or a committee unless there is a conflict of interest between any personal or private interest (including those of connected persons) and the club's interest in the matter, in which case you should preclude yourself from participation. As well as avoiding actual impropriety, you should raise this with the Club Secretary.

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## **7. Corporate Decision Making**

You should work within the concept of collective decision making by the whole Board or committee. You have the right to argue for your point of view, but after a collective decision has been taken you should corporately support that decision.

## **8. Diligence**

You must be diligent in exercising your powers and carrying out your duties as a Director or Committee Member, especially (but not limited to) preparing for and attending meetings. Should any pre-reading / information be made available to you prior to any meetings / discussions that you are expected to be in attendance, the expectation is that you furnish yourself with the information to a point of understanding.

## **9. Expenses**

You agree to submit expenses, invoices and purchase orders that are accurate and honest and that you do not use the Company's resources for your own, your family or friends' gain.

## **10. Gifts and Hospitality**

You should not accept gifts or hospitality that might reasonably be thought to influence, or be intended to influence your judgement; or where to do so could bring discredit upon Grays Athletic Football Club. You agree to abide by any Anti-Bribery and Corruption Policy which may be adopted from time to time from football's regulatory bodies.

## **11. Leadership**

You should promote and support the principles set out in this Code by leadership and example, always acting in such a way as to preserve confidence in Grays Athletic Football Club.

## **12. Treatment of Others**

You must treat others with respect and dignity (including but not limited to the Grays Athletic Football Club volunteers, members, officials, supporters, and representatives) and must not bully, harass, victimise or discriminate against any person(s) or do anything which would cause you or the football club to breach any of the equality enactments.

## **13. Related Parties**

You will disclose material related party transactions, such disclosure is subject to audit. A related party is a person or organisation which either (directly or indirectly) controls, has joint control of, or significantly influences the company or vice versa. (This must be disclosed to the Chairman / Vice Chairman).

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## **14. Anti-Bribery and Corruption Policy**

Bribery is the offer or acceptance of a reward to persuade someone to act dishonestly or unlawfully. Under the Bribery Act 2010 we are required to take steps to prevent bribery. We will not tolerate bribery, corruption, fraud or abuse of position for personal gain. Disciplinary action will be taken against any club representative / Board Member / Committee member who is found to have committed bribery, which is listed in our disciplinary policy as an example of gross misconduct. Our purchasing and contract management procedures will be kept under review to minimise the opportunity for corruption. Club representatives / Board Members / Committee members who discover or suspect acts of bribery should report these to the Chairman / Vice Chairman.

## **15. Communication**

Communication regarding all football /people matters will be handled in accordance with Grays Athletic Football Club's GDPR policy and marked with the required protective markings i.e.: Confidential / Restricted.

When communicating verbally, via email, social media, text or messenger service, all communication will be sent in a respectful way, addressing people correctly and signing off messages appropriately. Rude, inflammatory, and derogatory messages either in content or tone will not be tolerated and could be subject to a breach of this Code.

## **16. Information Storage**

All Grays Athletic Football Club information including passwords, documents, electronic folders, official email accounts and other such storage locations where Grays Athletic information is kept remains the property of the football club. Those responsible for holding such information on behalf of the football club must release the information upon request from the Chairman / Vice Chairman. Failure to do so may result in a breach of this Code.

## **17. Breach**

If you breach this Code you may be required to vacate your office as a Director or Committee Member.