

AMYAC DIRECTORS CODE OF CONDUCT

1. Behaviour during Meetings

- 1.1 The behaviour of directors at a meeting is important to the success of the meeting. Many people lack the confidence to express themselves fully in a meeting with other people, whereas some find it all too easy to dominate.
- 1.2 Effective meetings can be achieved if all directors are committed to some simple ground rules for behaviour before and during meetings.
- 1.3 All directors attending any meeting of AMYAC **must** agree to abide by the code of conduct for AMYAC and act in a manner that supports equal opportunities for all.

Directors Must:

- Act appropriately and treat other directors with respect, never being derogatory in their speech or manner;
- Act in the interests of AMYAC and not seek to gain any advantage for themselves, their family or friends;
- Act in a way that is fair and unbiased;
- Allow everyone to take part in the meeting without interruption or intimidation and treat everyone equally;
- Be open and honest about their actions and decisions, and give reasons for them;
- Declare any personal or other related party interests relevant to any business conducted by the directors on behalf of AMYAC.

Directors Must Not:

- Act or speak in a way that may be perceived as bullying, abusive, discriminatory or derogatory;
- Disclose confidential information;
- Prevent anyone getting information they are entitled to;
- Bring AMYAC into disrepute ie. held in low public esteem;
- Speak or claim to speak or give the impression that they speak or claim to be representing or giving the views of AMYAC unless they have been authorised to do so by the majority of other directors;

- Not attempt to dominate the meetings for their own purpose or the purpose of a group or other organisation of which they are also a member.

1.4 All comments should be addressed to the meeting via the Chairperson. All directors are required to respect the ruling of the Chairperson or the meeting if the Chairperson has put an issue to the meeting.

1.5 All directors must accept that the time available for AMYAC directors meetings is finite. The Chairperson of an AMYAC directors meeting is therefore empowered to set the time a director or invitee is permitted to speak if this is necessary to support the conduct of business.

1.6 Individual and personal disputes should not be allowed to affect conduct within the meeting but should be resolved elsewhere.

1.7 Directors should not have meetings within meetings by discussing issues with other individual directors or groups of individual directors.

1.8 Directors should respect each other's contribution and not interrupt when someone else is speaking.

1.9 In contributing to the meeting directors will ensure that comments they make do not amount to a personal attack on another director and should avoid using heated, emotional or value loaded language and behaviour.

1.10 Directors must remember that they must accept and abide by majority decisions. AMYAC directors operate on behalf of all members of AMYAC not for individuals.

1.11 It is very important that decisions taken in meetings are well informed by having appropriate, accurate information and debate on the topics concerned. The members of AMYAC must be able to feel that decisions, particularly those affecting the spending of AMYAC funds, are fair and have not been influenced by the vested interests of those making these decisions or based on misinformation.

1.12 For this this reason one of the most important areas of appropriate behaviour during meetings, in addition to the above, relates to declarations of interest.

2. Declarations of Interest

The Agenda will include an item allowing directors to declare whether they have any, personal or other related party, financial or other material interest in any item on the Agenda. The Chairperson and the remaining directors will then decide whether directors

declaring an interest must leave the meeting for the relevant item or just not take part in the discussion or decision making.

3. Confidentiality

Meetings may occasionally receive information which is not in the public domain often relating to individuals, financial or legally privileged matters. It is the responsibility of each director to ensure that this information remains confidential to the meeting unless prior authorisation has been given by the Chairperson for this to be discussed elsewhere. Directors must never use confidential information for their personal advantage or the advantage or disadvantage of anyone known to them or to disadvantage or discredit AMYAC.

4. Breaches of the Directors Code of Conduct

4.1 Any director who does not comply with the Code of Conduct will be asked to leave a meeting by the Chairperson. Any person excluded from an individual meeting because of their behaviour will only be allowed to return to future meetings if they agree to abide by the Code of Conduct.

4.2 If a notice of intention to move a resolution in a general meeting to remove a director from office for reasons related to a breach or multiple breaches of the Directors Code of Conduct is served on a director that director will not be allowed to attend any further directors meetings pending the outcome of the general resolution.

5. Advisory Council, Sub-Committee or other meetings

If a director by virtue of their appointment as a director of AMYAC or other member of AMYAC appointed by the directors, attends any trust meeting as an Advisory Council member, any sub-committee of AMYAC or any other meeting or board on behalf of AMYAC this Directors Code of Conduct will apply to those persons as if that meeting was an AMYAC Directors Meeting.

Ihaving been elected as a director of AMYAC, in addition to consenting to act as a director/ having been appointed by the directors to represent AMYAC*, hereby agree to follow this Directors Code of Conduct and acknowledge that failure to do so may result in me being excluded from attending one or more directors meetings.

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Signature

Director/ Appointee of AMYAC Directors*

Date:

**Cross out reference which is not applicable*