

Irish Athletic Boxing Association Ltd

Directors Code of Conduct Fit and Proper Persons



Code of Conduct for Board of Directors

- I will ensure to the best of my ability that everything Irish Athletic Boxing Association Limited (IABA) does will be able to stand the test of ethics and scrutiny by all relevant stakeholders, including: members, staff, the public, funders, the media and regulators.
- Integrity, honesty and trustworthiness will be the hallmarks of all my conduct when dealing with colleagues within IABA and equally when dealing with individuals and organisations outside it.
- I will not break the law in any aspect of my role as an IABA Board Director and will do everything in my power to ensure IABA complies with all relevant legislation.
- I will support the mission, values, aims, objectives and strategy of the organisation and I will abide by the organisation's memorandum and articles of association, its policies and its procedures.
- I will always strive to act in the best interests of the organisation as a whole.
- I understand my responsibility to act as a champion for the organisation by promoting its work and reputation.
- I will declare any conflict of interest or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises and I will submit to the judgment of the Board and do as it requires regarding potential conflicts of interest. Where a conflict of interest arises, I will absent myself from any discussion or vote taken on the matter by the other Directors.
- I have read and understand my fiduciary duties as a Director as set out in Appendix 1 of this Code of Conduct
- I understand if I am a Director who has been nominated by or is a representative of a Member or if I am a nominee of a stakeholder organisation, that I must accept that my responsibility is to IABA as a whole, and not to promote the interests of the Member or stakeholder organisation in a way that may be detrimental to the interests of other Members or IABA or what in any circumstance that might be viewed by others as a conflict of loyalty, as soon as it arises and I will submit to the judgment of the Board and do as it requires regarding potential conflicts of loyalty.

- I will strive to establish open, respectful, supportive and courteous relationships with all those I come into contact with in my role as Director and to cultivate a positive atmosphere at meetings.
- I will not speak as a Director of this organisation to the media or in a public forum without the prior knowledge and approval of the CEO and/or Chairperson. When I am speaking publicly as a Director of this organisation, my comments will reflect current organisational policy even if this does not agree with my personal views.
- I will strive to uphold the reputation of the organisation and those who work in it, I will take an active interest in the organisation's public image and I understand that I have a duty not to do anything that may damage the reputation of the organisation.
- I will respect organisational, board and individual confidentiality.
- I will not gain materially or financially from my role as Director, beyond seeking reimbursement of mileage expenses.
- I understand that acceptance of gifts, hospitality and other benefits is permissible if they:
 - unsolicited and are not being offered to influence decision-making
 - are infrequent and of minimal value of less than €100, for example, low-cost promotional objects, simple meals, or souvenirs with no cash value
 - arise out of activities or events related to my duties as a Director
 - are declared on receipt to the Company Secretary (or the Board Chairperson in the case of the Company Secretary)
 - are within the normal standards of courtesy, hospitality or protocol; and
 - do not compromise or appear to compromise in any way my integrity as a member of the Board of Directors of IABA
- I understand that gifts with a value in excess of €100 should, if accepted be used for the benefit of IABA. In circumstances where I am unsure as to whether or not it is appropriate to accept a gift of small intrinsic value, even after consulting this policy, I will discuss the matter with the Chairperson. I also understand if the value of the gift is over €500, I will need to pre-approval from Chairperson (or Vice Chair where appropriate) before accepting the gift on behalf of IABA.
- I will strive to punctually attend all board meetings (and other relevant meetings), giving apologies ahead of time to the Chairperson if unable to attend.

- I will study the agenda and other information sent me in good time prior to the meeting and be prepared to engage in debate, and if necessary vote, on agenda items during the meeting.
- I will respect the authority of the Chairperson.
- I will accept a majority board vote on an issue as decisive and final.
- I will take an active involvement in the organisation, including contributing to committees and working groups as required and I will promptly undertake actions that I have agreed to take on during meetings.
- I will participate in induction, training and development activities for Directors.
- I will support the CEO in his executive role but will not interfere with his or her work or undermine his/her authority. The same applies to other staff.
- I understand that substantial breach of any part of this code may result in my removal from the board.
- Should I resign from the board, I will inform the Chairperson in advance in writing, stating my reasons for resigning.
- I have not been convicted of an offence involving deception or dishonesty.
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/ or identity theft.
- I am not an undischarged bankrupt.
- I have not been disqualified from serving as a Company Director.

Signed: _____

Date:

Appendix 1: Fiduciary duties of Board Directors

Duty of Loyalty – to act in the best interests of the company

The most important fiduciary duty is the duty of loyalty. Board Directors should act in the best interests of the company, and not in their own interests or not to engage in transactions that involve a conflict of interest. This is a subjective test and not an objective test. Provided a director satisfies himself/herself that he/she is acting in the best interests of the company, he/she will not be in breach of this duty if it subsequently transpires that the best interests of the company were not being met by such action. A corollary to this duty is that directors must not disclose confidential information which they obtain in their capacity as directors of a company, since this will generally not be in the best interests of the company.

Duty of Care

The second core fiduciary duty of directors is the duty of care. He or she must act with due care, skill and diligence. Directors have a duty to pay attention, prepare for meetings and to try to make good decisions and not decisions that are completely irrational.

It is generally accepted that a director is not required to exercise any greater degree of skill than may reasonably be expected from a person of his/her knowledge and experience. For this reason, when considering a transaction involving financial or legal issues, more will be expected of a director with experience in those areas than one who has no knowledge or experience.

Duty of Disclosure

The third core fiduciary duty of directors, which has emerged in company law in recent years, is to provide reasonably complete disclosure to members when members are asked to vote, and when the company completes a conflict-of-interest transaction.

Duties of good faith and honesty

In carrying out his duties and responsibilities, a director must at all times, act with good faith and honesty in the best interests of the company.

Duties owed to the company: regard to interests of others

The introduction of the concept of "reckless trading" and the further tightening of the law on "fraudulent trading" by the 1990 Companies Act have indirectly increased the need for directors to have regard to the interests of a company's creditors.

The 1990 Act also requires directors to have regard to the interests of the company's employees in general, as well as the interests of its members, when performing their duties and responsibilities. The 1990 Act specifically recognises that duty to have regard to the interests of employees is owed to the company and provides that it shall be enforceable in the same way as any other fiduciary duty owed to a company by its directors.