



Code of Ethical and Business Conduct for Board Members

This statement was adopted by the Board of Benefacts on 3rd April 2016.

Introduction

1. This Code of Ethical and Business Conduct describes the conduct expected of Board members in the performance of their activities on behalf of Benefacts. The objectives of the Code are:
 - to promote the adoption of an agreed set of ethical principles
 - to promote and maintenance of confidence and trust in Benefacts including the protection of the good name of the Company; and
 - to prevent the development or acceptance of unethical practices
2. Board members will always act fairly, in good faith and in an impartial way to meet the objectives of Benefacts. Board members will ensure that nothing they do or say should ever weaken Benefacts, and will avoid publicly criticising the company.
3. Board members are expected to be conversant with this Code of Conduct and the various policies and procedures governing Benefacts' activities, business and financial transactions.

Board Members and duty of care to the organisation

4. Board members have a general duty of care to Benefacts. This duty of care encompasses the exercise of their powers in good faith and in the interest of the entity as a whole, the diligent performance of duties and dealings with third parties on its behalf.
5. Board members are obliged to comply with all laws and regulations applicable to Benefacts' activities and its place of business, and will act with integrity at all times.
6. Board members will interact with the Board Chairman, other Board members, management and the professional staff in a productive and professional manner,

as appropriate for a nonexecutive Director, and will not get involved in operational issues of any kind except where invited to do so by the Chairman.

7. Board members are entitled to reimbursement for reasonable expenses incurred by them in the conduct of the company's business, for which vouched receipts are required.

Proprietary, copyright and protected information

8. Benefacts' proprietary information is any information owned by the company, which may be confidential and/or may be subject to data protection regulations. Board members who have, or who gain access to proprietary and confidential information must take every precaution to ensure this information is not given out without prior permission being sought and approved by the Board or its Chairman.

Standards of behaviour

9. The Board is responsible for determining the specific values and standards for Benefacts, building on the core values and standards contained in this Code of Ethical and Business Conduct.
10. Board members will adhere to the highest standards of personal and professional integrity. Specifically, they will:
 - take decisions solely in terms of Benefacts' public benefit objects. A Board member will not act in order to gain financial or other material benefit for himself/herself or family or friends;
 - demonstrate integrity by not placing himself/herself under any financial or other obligation to any individual or organisation that might reasonably be thought to influence the performance of his/her duties;
 - be objective – ensure that decisions on the business of Benefacts are taken solely on their merit;
 - commit to participate vigorously and energetically, but also ethically and honestly at all times in the work of the company.

Conflicts of Interest or of loyalty, register of Interests

11. Board members will declare any private, voluntary, charitable or political interest that might be material or relevant to the business of Benefacts.

12. Where necessary, each Board member will provide an entry on a register of interests that will typically be a record of all relevant personal and business interests. If Board members are unsure as to the type of interests that they should declare, they will discuss this with the Chairman and/or Secretary.
13. In addition to the legal requirements under the Companies Act in respect of subsidiaries, the following procedures will be observed:

Any interests of a member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the member in the performance of his/her functions should also be disclosed. For this purpose, persons and bodies connected with a member should include:

- a spouse, parent, brother, sister, child or step-child;
- a body corporate with which the director is associated;
- a person acting as the trustee of any trust, the beneficiaries of which include the director or the persons or the body corporate referred to above
- a person acting as a partner of the member or of any person or body who, by virtue of any of the above, is connected with the director.

14. Should a matter relating to the interest of the Chairman arise, he/she should depute another Board member to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Chairman or a person or body connected with the Chairman has an interest.
15. Board documents on any case which relate to any dealings with the above interests (i.e. as detailed above) should not be made available to the director concerned prior to a decision being taken. (Such documents should be taken to include those relating to cases involving competitors to the above interest). Decisions once taken should be notified to the Board member.
16. As it is recognised that the interests of a Board member and persons connected with him/her can change at short notice, a Board member should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary at the earliest opportunity.
17. A Board member should absent himself/herself when the Board is deliberating or deciding on matters in which that member (other than in his/her capacity as a member of the Board) or a person or body connected with the member has an interest. In such cases a separate record (to which the Board member would not have access) should be maintained.

18. Where a question arises as to whether or not a case relates to the interests of a Board member or a person or body connected with that Board member, the Chairman of the Board should determine the question.
19. Where a conflict of interest exists and the Board member does not declare his/her interest and/or offer to withdraw, the Chairman should take appropriate action to ensure that the Board (and the Board member concerned) is not compromised.

Relationships with suppliers

20. Board members have a duty to maintain the reputation of Benefacts through fair, open and consistent dealing with suppliers. In general, non-executive directors members do not have a direct involvement in the procurement process.

Information

21. The Board will communicate to stakeholders funders, service users and the public in plain language, make information widely available and consult thoroughly and imaginatively.

Obligations

22. Directors shall state in the Annual Report that they are responsible for preparing the accounts.
23. Directors shall review annually the effectiveness of Benefacts' system of internal controls, including financial, operational and compliance controls and risk management.
24. Board members shall report that Benefacts is a going concern with supporting assumptions or qualifications, as necessary.
25. The Board will be supplied, in a timely fashion, with information which is of a suitable quality to enable directors satisfactorily to discharge their duties.
26. The Board is responsible for compliance with all legal or regulatory obligations applicable to Benefacts. Where individual Board members become aware of non-compliance with any such obligation, they should immediately bring this to the attention of their fellow directors with a view to having the matter rectified. For this reason, a Board member should seek to make every reasonable effort to attend all Board meetings, and stay for the duration of the entire meeting.

Loyalty

27. Directors have a responsibility to be loyal to Benefacts and be fully committed to all its activities. A Board member should be aware of his/her duty to conform to the highest standards of business ethics.
28. Board members must respect their fellow Board members and employees of Benefacts and the role they play, treating them with courtesy at all times. A Board member may also be called upon to represent the Board in dealing with the public and/or other external organisation. In these circumstances, it is a Board member's duty to maintain the reputation of the organisation by treating people in a helpful and courteous manner; on a timely, reliable and, where appropriate, confidential basis; and in an open and efficient way.

Fairness

29. This code of business conduct places an onus on directors to ensure compliance with employment equality and equal status legislation, commitment to fairness in all business dealings, and the valuing and treatment of all service users and clients equally.

Work Environment/external environment

30. Board members will place the highest priority on promoting and preserving the health and safety of employees, ensure that community concerns are fully considered and provide arrangements to ensure minimal detrimental impact on the environment from Benefacts' operations.

Board members concerns or complaints

31. It is the responsibility of all Board members to comply with the Company's Policies and Procedures and applicable laws and to report violations or suspected violations by Board Officers and Board Members in accordance with the policies.
32. Board members may communicate suspected violations of policies and procedures, applicable laws, or other misconduct by contacting the Board Chairman and/or Secretary. Any suspected criminal behaviour will be reported to the appropriate authorities.

Review of this Code

33. This Code will be reviewed annually by the Board, and each member of the Board will sign a statement to the effect that he/she is in compliance and furnish it to the Secretary annually.