

### **Code of Conduct for Directors of Vita (RTI)**

The Memorandum and Articles of Association of Vita (RTI) is the organisation's governing document. The Memorandum sets out the objects for which the organisation was established and the Articles provide the Directors with the powers by which these objects are to be carried out. This Code of Conduct will therefore be guided by, and will reflect the powers of the Directors contained in that Memo & Articles.

1. As a Director you will be expected to have a good understanding of, and be sympathetic with, the aims and objectives of Vita, to act in accordance with the Memo & Articles at all times and ensure that the Charity complies with all applicable laws and the requirements of any regulatory bodies.
2. Directors must abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies and any other policies agreed by the Board.
3. As a director you must act with honesty and integrity, exercise good judgement, make decisions in the best interests of Vita and its beneficiaries and avoid conduct which could damage or undermine the reputation of Vita.
4. Directors will be expected to avoid conflicts of interest, and where they do find themselves conflicted they should declare that fact and not take part in any relevant decision-making, in accordance with the conflict of interest policy.
5. Directors will be expected to follow agreed upon procedures when claiming reasonable out-of-pocket expenses incurred in connection with the performance their duties.
6. Directors have an obligation to not accept any gifts or hospitality received in connection with their role in Vita above the value of €50.00. All gifts should be declared to the Board.
7. Directors will aim to attend all Board and sub-committee meetings, having spent due time reading and digesting board papers to ensure they are both fully conversant with, and actively engaged in, the work of Vita.
8. Directors will be expected to play an active role in Board and sub-committee meetings, contributing positively, listening carefully, challenging sensitively and avoiding conflict.
9. Directors are jointly and severally liable for their decisions, therefore decisions should be taken as a team together. Directors should thereafter ensure that decisions are recorded accurately in the minutes, and that they are communicated to staff, beneficiaries and funders in an appropriate manner.
10. Directors are accountable to a range of interested stakeholders for their actions and as such decision-making and governance issues should be as transparent as possible, except for where confidentiality is required.
11. Directors must ensure that any information of a confidential nature remains inside the confines of the Board meeting.
12. Directors will at all times uphold the values on which the organisation was founded namely, accountability to all of our beneficiaries, partners and donors and will work considerately and fairly with all employees; providing leadership and fostering a culture of respect.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_