

Service Management Association Ltd

Code of Conduct for Directors

Classification: Unrestricted

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1. Document Purpose

1.1 Purpose

To set out a code of conduct for Directors of Service Management Association Ltd.

1.2 Document Controls

Version Number	Date	Author	Changes
0.1	04/06/18	Kevin Holland	Initial draft
0.2	14/06/18	Kevin Holland	Updated after feedback
1.0	01/07/18	Richard Horton	Minor update and publication following General Meeting on 18/6/18

1.3 Document Ownership

Document Author	Kevin Holland	Date	04/06/18
Document Approver	ITSMF Board	Date	18/06/18

2. Introduction

This Code of Conduct (the “Code”) sets out the standards of personal behaviour and conduct required of Directors of the Service Management Association (SMA).

It supports the SMA Articles of Association and By-Laws and should be read in conjunction with them.

Every existing Director of SMA must sign an acknowledgement accepting his or her obligation to comply with this Code in its entirety. Candidates seeking election as a Director will be asked to confirm that they have read and understood it, and, if elected, must sign a similar acknowledgement confirming their obligation to comply with it.

3. Code of Conduct

3.1 Commitment to SMA principles

Each Director will discharge his or her responsibilities in a way which seeks to ensure that the SMA remains committed to operating in accordance with the values and principles that are set out in the SMA Articles of Association and By-Laws.

Directors who are elected by subscriber members of SMA are elected to represent the collective interests of those subscriber members. They should, therefore, consider whether there is sufficient evidence that the proposals they are making accord with the interests of the subscriber members or establish mechanisms for consultation to ascertain the collective views of subscriber members,

3.2 Carrying out the Directors' responsibilities

Being a Director brings with it a commitment to carry out all necessary duties and responsibilities which must be performed by the Board. Each Director will:

- Understand and abide by their legal duties and responsibilities.
- Act in accordance with the SMA Articles of Association, By-laws, and policies
- Attend every meeting of the Board and of any committee or sub-committees of the Board to which he or she is appointed, unless there is an unavoidable reason for non-attendance, in which case the Director shall notify the Company Secretary and meeting chair of this in advance
- Prepare properly for every meeting by reading in advance any documents sent out for the purpose of the meeting, provided that they are sent out at least 6 days before the meeting. When unable to attend a board meeting a director will, as far as is reasonable, read the meeting documents in advance and provide input through a proxy. They will also read the minutes, and pick up any actions or points of note highlighted for their attention.
- Arrive on time for every meeting fully prepared and able to take an active role in discussions and decision making

3.3 Standards of behaviours

In addition to fulfilling their legal duties, Directors are expected to show high standards of behaviour in carrying out their responsibilities. This is necessary in order that the Board can function properly as a Board, that it can play its part appropriately in SMA's overall governance, and that the SMA's good name and reputation is maintained.

Directors will observe the following general standards:

- In their dealings with each other, with the SMA's officers, with the SMA's employees and with all subscriber members, Directors must treat people politely, fairly, and with dignity and respect.
- On public occasions and on all SMA business, Directors must behave with integrity and in a way which is appropriate for a Director of such an organisation. The Director must do nothing that could bring the SMA into disrepute or prejudice its general good standing in any way.
- Directors should behave in a way that demonstrates their belief in the values and principles of the SMA and shall conduct themselves in a way that does not call these beliefs into question or prejudice the general good standing of the SMA in any way.

- Directors will treat meetings of the Board or of any committee or subcommittee of the Board to which he or she is appointed, as formal occasions, and will:
 - accept the authority of the chair of any meeting;
 - listen to the views of the other Directors with an open mind, seek advice or clarification where needed, express their own views, and come to their own decisions on individual matters in good faith in what they believe to be in the best interests of SMA, taking into account relevant factors and ignoring irrelevant factors;
 - accept decisions made by the Board in accordance with the law and the SMA's rules, even if he or she disagrees with it, and voted against it if a vote was taken. This includes a commitment to support any decision of the Board outside of Board meetings;
 - not resort to behaviour that could be considered aggressive or intimidating, e.g. swearing, name calling, shouting, finger pointing;
 - not present misleading information or behave in a way designed to mislead the Board;
 - ensure that they do not attend any meetings under the influence of alcohol, or illegal or recreational drugs.

3.4 Confidentiality

Directors will treat all information which they receive in their capacity as Directors, and all discussions at Board meetings or within committees or sub-committees of the Board, as confidential.

Directors will observe the following obligations of confidentiality:

- They will not disclose any information outside Board meetings unless it is already in the public domain, or they are specifically authorised by the Board to do so. This includes information about the SMA's business, the deliberations of the Board in reaching decisions, and the way individual Directors voted on issues.
- They will not use any information for personal advantage or for the advantage of any organisation outside SMA and its subsidiaries that they are employed by.
- They will not pass information to any representative of the press or media, and will refer any press or media enquiries to the SMA Chair and Company Secretary.
- They will take proper care of any documents they receive as Directors, and store and dispose of them securely.

3.5 Conflicts of interest

Directors must avoid any situation which may lead to a potential conflict of interest.

Directors must at all times comply with section 11 of the SMA Articles of Association.

Directors must disclose to the Board, through the Company Secretary, any situation which they believe may potentially give rise to a conflict of interest.

Where such a potential conflict is notified, the Board shall decide whether the Director may proceed with the situation giving rise to the conflict (for example, taking up a non-executive appointment in another organisation) or whether he or she must avoid it.

Where any interest is notified, the Board shall decide whether the Director needs to take any action to manage this and, if so, what this must be.

Subject to the SMA's rules, no Director may take part in any discussion on a matter in which they have a material interest, or take part in any decision, or vote on any resolution. This applies to meetings of the Board and of any committee or subcommittee of the Board.

The Company Secretary must keep a register of Directors' interests which is open to inspection by subscriber members.

3.6 Compliance with SMA Policies

Directors must be fully aware of and comply with all approved SMA policies. This includes the Data Protection Policy and SMA Document Classifications Policy.

3.7 Serving on the Board of another organisation

Directors who serve on the Board of any other organisation must treat their roles as Director of the SMA and position in any such other organisation as separate.

This means that:

- They must maintain confidentiality in relation to information they receive in one capacity, and not disclose any such information in the other capacity unless they are expressly authorised to do so.
- When making decisions as a Director of SMA, they must make such decisions in what they consider to be in the best interests of SMA.

4 Breach of this Code

All Directors accept that they must comply with this Code if the Board is to function and carry out its role properly and efficiently. Where any Director alleges that another Director is in breach of this Code, the following provisions will apply:

- If the allegation is made in the course of a meeting, the matter is to be referred to the chair of the meeting, who may;
 - request the Director alleged to be in breach to desist from any behaviour giving rise to the breach;
 - defer the matter to be considered by the Board on a subsequent occasion;
 - adjourn the meeting;
 - request that the Director alleged to be in breach temporarily leaves the meeting for the matter to be discussed by the remaining Directors present;
 - exclude the Director alleged to be in breach for the remainder of the meeting.
- If the remaining Directors are to consider an allegation of a breach of this Code at any time, the Director alleged to be in breach shall be given the opportunity to respond to the allegation.
- If the remaining Directors consider that a Director has committed a breach of this Code;
 - the breach shall be minuted by the secretary of the meeting;
 - the Board may recommend that the Director in breach undergoes disciplinary action and/or training;
 - the Board may resolve to report the matter to the subscriber members.

A Director in serious breach of this Code may be removed from office under the provisions made in section 37 of the SMA Articles of Association.