

Code of Conduct for the board of the Art Gallery of Northumberland (AGN)

1.) Prohibition Against Private Inurement and Procedures for Managing Conflicts of Interest

No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with the AGN]. Members of the board shall avoid any possible conflict of interest with their duties and responsibilities as members of the Board. Nevertheless, conflicts may arise from time to time.

- a) When there is a decision to be made or an action to be approved results in a conflict between the best interests of the AGN and the Board member's personal interests, the Board member has a duty to immediately disclose the conflict of interest to the rest of the Board.
- b) In the event that any Board member receives compensation from the AGN] such compensation will be determined by and approved by the full Board in advance.
- c) Any conflicts of interest, including, but not limited to financial interests, shall be disclosed to the Board when the matter becomes a matter of Board action, and at any regular meeting of the Board where a conflict might arise
- d) Any Board Member having a conflict of interest shall not vote or speak on the matter. They shall not be counted towards the quorum for the meeting.
- e) All conflicts disclosed to the Board will be made a matter of record in the minutes of the meeting along with a note that the Board member with a conflict abstained from the vote and did not take part in any discussion, and was not included in the count for the quorum.
- f) Any new Board member will be advised of this policy during board orientation and all Board members will be reminded of the Board Member Code of Conduct and of the procedures for disclosure of conflicts and for managing conflicts on a regular basis, at least once a year.
- g) This policy shall also apply to any Board member, their immediate family or any person acting on their behalf.

2. Prohibition Against Sexual Harassment

The AGN strives to maintain a workplace that is free from discrimination and harassment. While all forms of harassment are prohibited, sexual harassment is specifically prohibited. Any board member who engages in discriminatory or harassing conduct is subject to removal from the Board. Complaints alleging misconduct on the part of Board members will be

investigated promptly and as confidentially as possible by a task force of the Board appointed by the Executive Committee.

3. Confidentiality

Board members should not disclose to anyone, any confidential information that may come before the Board.

4. Active Participation

Board members are expected to exercise the duties and responsibilities of their positions with integrity, collegiality, and care. Each member is expected to:

- ☐ attend meetings of the board as a high priority.
- ☐ Be prepared to discuss the issues and business on the agenda, having read all background material relevant to the topics at hand.
- ☐ Cooperate with members of the Board and the staff, respecting their opinions and, leaving personal prejudices out of all board discussions.
- ☐ When the Board makes a decision each member will support the actions of the Board even when they personally did not support the action.
- ☐ Putting the interests of the AGN above personal interests.
- ☐ Represent the organization in a positive and supportive manner at all times and in all places.
- ☐ Showing respect and courteous conduct in all board and committee meeting and at public gatherings
- ☐ Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results and ensure that procedures are consistent with board policy.
- ☐ Observe established lines of communication and directing requests for information or assistance to the executive director through the chair of the board

5. Civility

The members of the Board are the representatives of the AGN. Their behaviour impacts on the reputation of the AGN and other Board members. It is extremely important that Board members always act politely and courteously when dealing with members of the AGN or the general public.

Adapted from the document “SAMPLE CONDUCT POLICIES FOR BOARD MEMBERS”

By National Council of Nonprofits