

BOARD MEMBERS – CODE OF CONDUCT

The A1 Board Governance Arrangements (Handbook) sets out the behaviours, responsibilities and roles of both individual and collective Board Members. Where an individual fails to meet these standards the Whistleblowing policy and procedure (Section 4.2 of the Handbook) could be invoked.

The following sets out the procedure for dealing with both minor and major breaches of the code of conduct by Board Members.

1. Any complaint, allegation and concerns expressed must be made in writing to the Company Secretary and will be recorded and reported in the first instance to the Managing Director and Board Chair. However, should the subject of the allegation/concern relate to the Chair, the allegation/concern will be reported to the Vice Chair to avoid any conflict of interest.
2. Any allegation made in writing to the Company Secretary, which appears to involve a failure by any Board Member to observe the Code of Conduct shall as soon as possible be referred to the Managing Director and Board Chair, or failure to attend the minimum number of Board Meetings, training etc as shown below, for them to determine in accordance with the following the correct process to follow:
 - a. If the matter is not serious, the matter will be dealt with by means of a meeting between the individual, the Company Secretary and the Chair of the Board. This measure will be counted as a verbal warning. An example of an issue is poor attendance at meetings etc.
 - b. If the matter progresses to a more serious concern it will be dealt with by the Managing Director, Company Secretary and Chair of the Board and could result in a written warning. An example of this would be the failure by any Board Member to observe the Code of Conduct, individual responsibilities or meeting protocols as contained in the Governance Handbook.
 - c. Any serious allegation will be considered by the Managing Director, Company Secretary and Chair of the Board and if necessary referred to a special Board Meeting. This measure could involve the removal of a Member in accordance with Article 18(6) of the Organisation's Articles of Association. In advance of such action, and according to the circumstances of any breach, the Board could determine to issue warnings that any continued or repeated breach will result in their consideration of removal. A Board Member has the right to present their case before the Board has made its decision.
3. If a Member has concerns about the way the Organisation is run, this concern only should be formally recorded in the minutes of the appropriate Board Meeting with any detail and/or corroborating evidence supplied in writing to the Company Secretary and at all times the reason for any Members resignations should be recorded in the minutes of the appropriate Board Meeting.

4. A summary of all allegations and concerns made in writing as reported to the Company Secretary/Managing Director/Chair of the Board will be reported to the Board annually after the Annual General Meeting of the Organisation and a full report to the Audit and Accounts Sub-Committee at its first meeting following the Annual General Meeting.
5. The need for Board Members to attend meetings of the organisation is essential to the governance of the organisation, the following table shows the minimum number of each type of meeting that Board Members should attend

Meeting	% of non attendance that causes concern	% of non attendance that could result in removal from the Board
Board Meetings	25%	60%
Sub-committee meetings	25%	60%
Champion meetings	25%	60%
Away Days	25%	60%
Training Courses	25%	60%

6. Attendance at all meetings will be recorded and placed on the Organisation's web-site quarterly and a written report presented to the Board annually after the Annual General Meeting of the Organisation and a full report to the Audit and Accounts Sub-Committee at its first meeting following the Annual General Meeting.