

INSTITUTE OF GROUNDSMANSHIP (IOG)

DIRECTORS' CODE OF CONDUCT

This Code has been written in order to help the IOG Directors meet high standards of professionalism and ethics. The Code provides guidance to Directors and lays down the standards that are expected of them. The IOG requires its Directors to adhere to this Code as a way of providing tangible evidence of their commitment to professionalism and probity. Any breach of this Code may be subject to disciplinary action by the IOG.

An IOG Director shall:

1. exercise leadership, enterprise and judgement in serving as a Director and act in the best interests of the IOG;
 - 1.1. recognise that, as a Director, he or she has individual and collective responsibility for the Board's exercise of judgement. Each Director should endeavour to ensure that the Board fulfills its key purpose of safeguarding and improving the success of the IOG;
 - 1.2 endeavour to make certain that the responsibilities of the Board have been specified clearly and are properly understood. A Director should be diligent in discharging his or her duties and must acquire a broad knowledge about the organisation and activity and the statutory and regulatory requirements affecting the organisation's direction;
 - 1.3 aim to attend all Board meetings;
 - 1.4 adhere to the ten governing principles set out in the Annex;
 - 1.5 endeavour to ensure that the organisation is properly constituted and managed, addresses its key tasks and devotes sufficient and proper time to each of them;
 - 1.6 always assist in ensuring that the organisation establishes vision, mission and values for the organisation, sets strategy, delegates appropriately to management and holds itself responsible to relevant stakeholders;
 - 1.7 insist that the Board is provided with sufficient regular and timely information to enable the Directors to discharge their duties of care and diligence. If adequate or timely information is not provided, the Director should make an appropriate objection. Any objection, and the reasons for it, should be included in Board minutes. An internal audit of systems supporting the organisation should be conducted regularly;
 - 1.8 endeavour to make sure that access between the organisation and the auditors (if required) is open and unimpeded; that the scope of the audit is adequate; and that the management and any internal auditors have cooperated fully;
 - 1.9 seek to ensure that the IOG is financially viable and properly managed so as to protect and enhance the interests of the organisation;
 - 1.10 exercise responsibilities to employees and relevant stakeholders, including the wider grounds management community;
 - 1.11 ensure that the Board identifies and knows the interests, views and expectations of stakeholders, and that communications with such parties are timely, effective and unbiased;
 - 1.12 seek to ensure that IOG complies with relevant laws, regulations and codes of practice and honours its obligations and commitments;
 - 1.13 at all times comply with the law and endeavour to ensure that the IOG at all times complies with the law governing its operations;
 - 1.14 act honestly at all times in the exercise of all his or her responsibilities as a Director.

In the event of any disagreement, a Director shall;

- 2.1 be prepared, if necessary, to express disagreement with colleagues, including the Chair or CEO;
- 2.2 accept that resignation or dismissal might sometimes be the ultimate consequence of sustained protest on a matter of conscience or judgement. However, a Director must also be prepared to accept collective responsibility and implement the decisions of the Board as a loyal Director.
- 2.3 When a Director concludes that he/she is unable to acquiesce in a decision of the Board, some or all of the following steps should be considered:
 - 2.3.1 making his/her dissent and its possible consequences clear to the Board as a means of seeking to influence the decision;
 - 2.3.2 asking for additional legal, accounting or other professional advice;
 - 2.3.3 asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussion;
 - 2.3.4 tabling a statement of dissent or writing to the Chair and asking that the statement or letter be minuted;
 - 2.3.5 seeking a special Board meeting to consider the matter;
 - 2.3.6 resigning and considering advising any appropriate regulator, where necessary.
- 2.4 A Director who chooses to resign on a point of principle should consider disclosing the reasons for resignation to the public or to an appropriate regulator, though a Director must bear in mind the duty not to disclose confidential information.

In the event of any conflict, a Director shall;

- 3.1 avoid conflict between his/her personal interests or the interests of any associated person or company, and his/her duties to the IOG;
- 3.2 decline to take any improper advantage of the position as Director to gain, directly or indirectly, a personal advantage or an advantage for any person which might cause detriment to the IOG;
- 3.3 ensure the personal interests of a Director do not take precedence over those of the IOG generally;
- 3.4 never do anything which compromises or is likely to compromise the impartial status of the IOG;
- 3.5 (where obligations to other people or bodies may preclude a Director from taking an independent position on an issue), disclose the position to the Board; and it is for the Board to judge whether or not he/she should take part in its consideration of the issue;
- 3.6 at no time make improper use of information acquired as a Director or disclose, or allow to be disclosed, information confidential to the IOG;

Disclosure of information

- 4.1 A Director must not make improper use of information acquired by virtue of his or her position. This prohibition applies irrespective of whether or not the Director or any associated person would gain directly or indirectly a personal advantage or whether or not the IOG would be harmed.
- 4.2 A Director must not disclose, or allow to be disclosed, confidential information received in the course of the exercise of his/her duties, unless:
 - 4.2.1 that disclosure has been authorised by the Board; or
 - 4.2.2 that disclosure is required by a lawyer;

Code of Conduct for Directors

- 4.2.3 that disclosure is made to a third party for the purpose of obtaining professional advice provided that the third party agrees not to disclose the information to any other person.
- 4.3 A Director must not prevent another person from gaining access to information to which that person is either entitled by law or by authorisation by the Board.
- 4.4. A Director shall not recklessly or maliciously injure the professional reputation of another Board member nor engage in any practice detrimental to the reputation and interests of the IOG.

About the Code

- 5.1 A Director must honour this Code in the spirit as well as in the letter. No Code can be all-embracing. It is not possible to identify every circumstance in which the provisions of this Code need to be applied and undoubtedly there are many other circumstances not mentioned in the Code in which the conduct and integrity of a Director must be of considerable importance. However, the Code is not intended merely to prohibit certain specified kinds of conduct, allowing any kind of actions it does not specifically rule out.
- 5.2 When questions arise which are not covered explicitly by the Code, personal adherence to the generally accepted principles of honesty, professionalism and justice should determine a Director's behaviour.
- 5.3 A Director is expected to use common sense in applying the spirit of the Code, but the intention of the Code is that Directors should consistently meet a standard higher than basic acceptable requirements.
- 5.4 A Director must not knowingly cause or, where he/she has the power to prevent, permit any other party to be in breach of this Code or be a party to a breach.
- 5.5 A Director must not conduct himself/herself in a manner that could reasonably be regarded as bringing his/her office and/or the IOG into disrepute.

Code of Conduct for Directors

The general principles governing a Director's conduct are set out below:

1. **Selflessness**
A Director should only serve the interests of the IOG and should never improperly confer an advantage or disadvantage on any person.
 2. **Honesty and Integrity**
A Director should not place himself or herself in situations where his/her honesty and integrity may be questioned, should not behave improperly and should on all occasions avoid the appearance of such behaviour.
 3. **Objectivity**
A Director should make decisions on merit, including when making appointments, awarding contracts or recommending individuals for reward or benefit.
 4. **Accountability**
A Director should be accountable for his/her actions and the manner, in which he/she carries out responsibilities, and should cooperate fully and honestly with any scrutiny appropriate to specific rules or responsibilities.
 5. **Openness**
A Director should be as open as possible about his/her actions and those of the IOG and should be prepared to give reasons for his/her actions.
 6. **Personal Judgement**
A Director may take account of the views of others but should reach his/her own conclusions on the issues before him/her and act in accordance with those conclusions.
 7. **Respect for Others**
A Director should promote equality by not discriminating unlawfully against any person; and by treating people with respect, regardless of race, age, religion, gender, sexual orientation or disability.
 8. **Duty to Uphold the Law**
A Director should do whatever he/she is able to do to ensure that the IOG uses its resources prudently and in accordance with the law.
 9. **Stewardship**
A Director should uphold the law and, on all occasions, act in accordance with the trust that the fellow Directors and the stakeholders are entitled to place in him/her.
 10. **Leadership**
A Director should promote and support these principles by leadership and by example and should act in a way that secures or preserves public confidence.
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