



Code of Conduct for Board Members-Template

A **Board Code of Conduct** is a legal safeguard that ensures board members act in the best interests of the organization rather than for personal gain. This draft is tailored for a South African NPO, incorporating **King IV™** principles and **DSD** compliance.

Board Member Code of Conduct

Organization Name: [Insert Name]

Effective Date: [Insert Date]

Review Date: [Insert Date]

1. Purpose and Scope

The purpose of this Code is to set out the standards of behavior expected from Board members. It ensures that the Board operates with integrity, transparency, and accountability. This policy applies to all elected and co-opted Board members (Office-Bearers).

2. Fiduciary Duties and Legal Compliance

Each Board member commits to:

- **Duty of Care:** Acting with the degree of care, skill, and diligence that may reasonably be expected of a person in that position.
- **Duty of Good Faith:** Acting honestly and in the best interests of the organization at all times.
- **Compliance:** Adhering to the **NPO Act**, the organization's **Constitution**, and all other relevant South African laws.

3. Conflict of Interest

Members must avoid any situation where their personal interests conflict with the interests of the organization.



- **Annual Disclosure:** All members must sign an annual Declaration of Interest form.
- **Ad-Hoc Disclosure:** If a conflict arises during a meeting, the member must disclose it immediately and recuse themselves from the discussion and the vote.
- **Personal Gain:** No member shall use their position to secure contracts, employment, or financial favors for themselves, friends, or family.

4. Professional Conduct and Attendance

- **Attendance:** Members are expected to attend all scheduled meetings. Apologies must be submitted at least 48 hours in advance. Consistent absence (as defined in the Constitution) may lead to removal.
- **Preparation:** Members must read all board packs and financial reports prior to meetings to ensure meaningful participation.
- **Confidentiality:** All board discussions, donor data, and internal strategies are strictly confidential and must not be shared outside the Board without written authorization.

5. Media and Public Representation

- **One Voice:** The Board operates under the principle of collective responsibility. Once a decision is made, all members must support it publicly.
- **Authorized Spokesperson:** Only the **Chairperson** or **Director** (as designated) is authorized to speak to the media or the public on behalf of the organization.

6. Relationships with Staff

- **Operational Boundary:** The Board focuses on **Governance and Strategy**, while the Director/Manager focuses on **Operations**. Board members must not give direct instructions to staff members or interfere in daily management unless specifically authorized by a Board resolution.

7. Breach of Code

Failure to comply with this Code may result in disciplinary action, including:

1. A formal meeting with the Chairperson to discuss the breach.
2. A formal written warning.
3. A resolution for removal from the Board in accordance with the Constitution and the "Right to be Heard" principle.



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Acceptance and Declaration

I, _____, hereby acknowledge that I have read and understood the Board Code of Conduct. I agree to abide by these principles for the duration of my term.

Signature: _____

Date: _____