

ADI Committee Code of Conduct (approved 25.01.16)

The ADI is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations. In furtherance of this commitment, the elected trustees of the association ("Committee members") promote ethical behaviour, and have adopted this Code of Conduct ("Code").

Every Director must:

- (i) act within the ADI's governing document and the law;
- (ii) represent the interests of the ADI in accordance with the objects of the association;
- (iii) exhibit high standards of integrity, commitment and independence of thought and judgement;
- (iv) manage conflicts of interest effectively – registering, declaring and resolving conflicts of interest (and not gaining materially or financially unless specifically authorised to do so);
- (v) respect confidentiality – understanding what confidentiality means in practice for ADI, its board and the individuals involved with it;
- (vi) have a sound and up-to-date knowledge of ADI and dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties;
- (vii) act jointly and accept a majority decision – making decisions collectively, standing by them and not acting individually unless specifically authorised to do so;
- (viii) work considerately and respectfully with all – respecting diversity, different roles and boundaries, and avoiding giving offence;
- (ix) comply with every provision of this Code – Committee members are expected to honour the content and spirit of this code.

Please refer to the document "Roles and Responsibilities of Committee Members" for further information.

Conflicts of Interest

Committee members must avoid conflicts of interest. A conflict of interest occurs when an individual's private interest interferes in any way with the interests of the association or any of its subsidiary and affiliated companies (collectively, the "ADI"). A conflict of interest may also arise when a Committee member, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position in the ADI. Committee members should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating an appearance of a conflict of interest.

While the Code does not attempt to describe all possible conflicts of interest that could develop, the following are examples of conflicts of interest:

- (i) receiving an unfair advantage, benefit or a guarantee as a result of one's position as a Committee member;
- (ii) engaging in conduct or activity that improperly interferes with the ADI's existing or prospective business relations with a third party;
- (iii) accepting inappropriate hospitality, kickbacks or any other improper payments for services relating to the conduct of the business of the ADI;
- (iv) accepting, or having a member of a Director's immediate family accept, a gift from persons or entities that deal with the ADI, in cases where the gift is being made in order to influence the Committee members' actions as a member of the Committee, or where acceptance of the gift could otherwise reasonably create the appearance of a conflict of interest;
- (v) Committee members' private interests interfering in any way, or reasonably be expected to interfere in any way, with the interests of the ADI;
- (vi) Committee members or immediate family¹ of Committee members receiving an improper personal benefit as a result of the Committee member's position at the ADI; and

(vii) a Committee member has other duties, responsibilities or obligations that run counter to his or her duty at the ADI

Please refer to the ADI Conflicts Policy which sets out the manner in which conflicts of interest and conflicts of loyalty will be handled within the ADI in accordance with charity law and good practice and the Articles.

Business Relationships with Committee Members

For the purpose of minimising the risk of conflicts of interest, a Committee member shall adopt a policy of full transparency for any business or transaction involving another Committee member if such a business is related to the ADI.

Use of Corporate Information, Opportunities and Assets

Committee members may not compete with the ADI, or use opportunities that are discovered through the use of ADI property, company information or position, for their personal benefit or the benefit of persons or entities outside the Company. No Committee member may improperly use or waste any Company asset.

Confidentiality

Pursuant to their fiduciary duties of loyalty and care, Committee members are required to protect and hold confidential all non-public information obtained due to their position as Committee members with the exception of the express or implied permission of the Committee to disclose such information. Accordingly,

- (i) no Committee member shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the ADI; and
- (ii) no Committee member shall disclose Confidential Information outside the ADI Committee, either during or after his or her service as a Committee member, except with authorisation of the Committee or as may be otherwise required by law.

"Confidential Information" is all non-public information entrusted to or obtained by a Committee member by reason of his or her position as a trustee of the ADI Committee. It includes, but is not limited to, non-public information that might be of use to competitors or harmful to the ADI or its members or affiliates if disclosed, such as:

- non-public information about the ADI's financial condition, prospects or plans, its marketing and sales programmes and research and development information, as well as information relating to its policies and strategic planning;
- non-public information concerning possible transactions with other companies or information about the ADI's members, suppliers or joint-venture partners, which the ADI is under an obligation to maintain as confidential; and
- non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Committee members.

Compliance with Laws, Rules and Regulations

The ADI requires strict compliance by all its Committee members with applicable laws, rules and regulations. These include the GDC's professional and ethical guidance requirements, secrecy and confidentiality rules and legislation such as the anti-bribery law.

Fair Dealing

The Committee members must deal fairly with ADI's employees, other members, suppliers and competitors. No Committee member may take unfair advantage of the ADI's employees, members, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Accountability

The Code referred to herein is mandatory and applies to all Committee members, who are accountable for compliance with the Code.

If a person believes that a person affected may have breached this Code he/she shall report the matter to the President or, if the alleged or suspected breach relates to the President, to two other Trustees.

Alleged or suspected breaches of this Code shall be dealt with as follows:

1. In the first instance they shall be considered by the Executive Director and the President (however (a) if the alleged or suspected breach relates to the President the matter shall be considered by the Executive Director and the President Elect and (b) if the alleged or suspected breach relates to the Executive Director the matter shall be considered by the President and the President Elect);

2. If the persons considering the matter consider that the alleged or suspected breach appears to warrant further investigation the President (or, if alleged or suspected breach relates to the President, the President Elect) shall convene a committee of three Trustees to investigate the matter;

3. The committee charged with investigating the matter:

(a) shall notify the person affected (in writing) of the nature of the alleged or suspected breach and invite him/her to provide a written response to points made in the notification within the time frame specified in the notification;

(b) may, at its discretion, invite the person affected to attend a meeting of the committee to discuss the matter;

(c) shall following its consideration of the matter (including the response made by the person affected, if any) make a recommendation to the Trustees from amongst the following:

that no further action be taken;

that the person affected be reprimanded;

that action be taken against the person affected which may include that he/she be required to apologise and/or that his/her trusteeship and/or membership of the ADI be terminated;

and shall notify the person affected and the Trustees within 14 days.

Following notification of the recommendation of the committee the person affected shall have 28 days within which to make representations to the Trustees.

At their first meeting after the expiration of the period referred to above, the Trustees shall consider what if any action is appropriate. The decision of the Trustees shall be final.

Disclosure and Waiver

Committee members are required to disclose any potential conflict of interest when joining the Committee or as soon as such a conflict arises. Any waiver of any provision of the Code may be made only by the Committee, and must be promptly disclosed.

Committee Meetings

The Committee members are expected to attend all Committee meetings (and **must** attend at least 3 of the 4 Committee meetings held each year) and meetings of sub committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities as the trustees of the association. Information and data that are important to the Committee's understanding of the business to be conducted at a Committee or sub committee meeting should generally be distributed in writing to the Committee members before the meeting,

and Committee members should review these materials in advance of the meeting. Committee members make a valuable contribution through focused discussion of and relevant inquiry into policy and management decisions and strategic development of the ADI. The Committee members are further required to give the matter in hand a due and proper consideration and ask all relevant questions and carry out further enquires before making a decision within a reasonable period of time in the best interest of the ADI. If a Committee member finds out that he is unable to discharge his/her duties adequately or lacks the time to do so should consider stepping down from the Committee. In case of a non-performance of duties, a Committee member could be asked by the trustees to resign from his/her seat.

Committee Agendas

The President and the Executive Director will establish the agenda for each Committee meeting. Each Committee member is free to suggest the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting (AOBs). The Committee should review the ADI's long-term strategic plans and the principal issues that the ADI will face in the future during the four scheduled Committee meeting each year.

Conduct at Committee Meetings

An ideal Committee meeting is one in which every trustee leaves feeling that his/her presence has made a difference.

The Committee and the Executive Director will aim to:

1. At the beginning of the year, develop an annual agenda derived from the Committee's strategic priorities.
2. Establish a clear agenda for each Committee meeting. The Committee members, whenever possible, should come prepared to discuss, decide, approve, or receive information for each item on the agenda. The officers of the association should provide all relevant background information to the Committee members either before or at the time of a Committee meeting.
3. Maintain focus during the meeting. While the chair runs the meeting, the entire Committee shares the responsibility for keeping the discussion on track. Digressions and comments unrelated to the item can diminish the effectiveness of the entire Committee and should be avoided
4. Achieve consensus. Unanimous decisions are not always possible and, in case of disagreement, the Committee members should engage in an amicable discussion in order to reach common ground or consensus, to support for the final decision.

In general, reaching consensus will require:

- courteous consideration of different views and values of others
 - looking at different members' experiences that is relevant to the matter under consideration
 - answering questions and queries of all members
 - asking questions that will encourage understanding of different positions
 - not dismissing other people's position and questions as irrelevant, without first trying to understand them
5. Decisions should be transparently and unambiguously stated so that everyone is clear on the implications of a decision, what next steps will be needed and by whom.

The Committee meetings are recorded and minuted. Members can demand to have their views clearly included in the minutes of the meeting if and when they wish to do so.

Each proposal to be considered by Committee during a Committee meeting should be clearly stated and will require a proposer and a seconder. Following discussion, Committee will vote on the

proposal, which will be carried if supported by a majority of Committee members participating in the meeting. The Minutes will record whether the proposal was agreed unanimously, or was agreed by a majority, or was not agreed as a majority were not in favour. In the event of a tie, the Chairman will have a casting vote.

Sub-committees

The President and the Committee will establish sub-committees as these become necessary. Sub-committees exist to advise the Committee and as such have no decision making powers, unless responsibilities are clearly delegated to them by the Committee.

In general, sub-committee members will be appointed by the Committee with consideration of the desires of individual Committee members. The Chair of a sub-committee will be a Committee member.

Sub-committee members may also be recruited from outside the Committee according to expertise. They will be required to fill out a conflict of interest declaration although possession of a conflict will not necessarily preclude membership of the sub-committee, subject to endorsement by the Committee and appropriate management of the conflict by the sub-committee.

Each sub committee will have its own A&Os. These will set forth the purposes, goals and responsibilities of the sub-committees.

The chairman of each sub-committee, in consultation with the sub-committee members, will determine the frequency and length of the sub-committee meetings consistent with any requirements set forth in the sub-committee's A&Os. The chairman of each sub-committee, in consultation with the appropriate members of the Committee and the Secretariat, will develop the sub-committee's agenda. The schedule for each sub-committee will be furnished to all Committee members.

Director Compensation

Committee members are reimbursed for their travel to and from Committee meetings. If driving, the ADI reimburses £0.45 per mile. Committee members are asked to submit an invoice after each meeting along with all receipts. Overnight accommodation is not covered unless imperative, and must be agreed in advance with the Executive Director.

As serving on the ADI committee is a voluntary role, the ADI is unable to cover professional costs for the days Committee members take out of work to attend Committee meetings, nor is a fee paid to Committee members for attending Committee meetings.

There is provision in the Constitution for Committee members to be paid for providing services to ADI (such as lecturing) if they are in a unique position to provide such services, but in general the Committee should seek to commission non-trustees to undertake such work.

Committee meeting dates are published well in advance, so Committee members are encouraged to book travel as early as possible so as not to incur more expensive costs that are often associated with last-minute travel arrangements.

Attendance at other ADI events

Committee members are expected to attend AGMs, the Members' National Forum, Masterclasses and Focus Meetings. ADI is not able to cover registration fees or travel/accommodation expenses for attendance at these events.

Online forum

All Committee members should activate the auto alerts on the Forum pages appropriate to their roles. Committee Forum discussions should be acknowledged and acted upon as soon as possible to allow consensus to be reached and efficient progression as required. All postings on the Committee Forum should be concise and to the point and addressed to the whole Committee rather than to individual Committee members.

The ADI Forum is a vital member benefit, especially of use to those less experienced members. It is ideal if Committee members can regularly check and where appropriate contribute to this page.