



Committee Members' and Directors' Code of Conduct

Please refer to our separate Member's Charter, which explains our Mission Statement, Aims, Objectives, Commitments and Values. The conduct of any Member and/or any Officer may have consequences for the reputation of BASCA. Therefore, we have two Code of Conduct documents: one for Members and one for Directors and Committee Members. Both are available on our website.

By accepting membership of BASCA, all Members agree to:

- Support BASCA's Mission Statement, Aims and Objectives
- Abide by BASCA's Member's Code of Conduct

Committee Members' and Directors' Code of Conduct

This Code of Conduct sets out the additional standards that we expect all of our Committee Members and Directors to maintain.

Officers of BASCA accept that they have additional responsibilities to those of the membership. They should conduct all of their activities professionally with integrity and should strive to be fair and objective so that they are never influenced in their decisions or actions by issues of gender, race, creed, colour, age or disability. The conduct of any Officer may have consequences for the reputation of BASCA, therefore Committee Members and Directors should, at all times, act in accordance with the best interests of BASCA.

This includes but is not limited to the following:

1. Committee Members and Directors should dedicate adequate time, energy and attention to the diligent performance of their duties.
2. Committee Members and Directors should not engage in any conduct that could bring BASCA into disrepute or adversely affect the interests of BASCA. Whilst affirming member's rights to freedom of opinion and expression, they should respect the reputation of BASCA and its relationships with its business partners.
3. Committee Members and Directors should conduct themselves respectfully with colleagues, staff, Members and stakeholders. In so doing, they undertake to comply with laws governing defamation, discrimination and harassment.
4. Committee Members and Directors should listen to the views of the other Committee Members or Directors with an open mind, seek advice or clarification when needed, express their own views and come to decisions in good faith in what they believe to be the best interests of members.
5. Committee Members and Directors must support the functioning of the BASCA Board of Directors and should accept collective responsibility. In respect of the conduct of any meeting, they should respect the authority of the Chair.
6. If a Committee Member or Director has any comments, complaints, or matters of general concern in relation to the administration or governance of BASCA, they should refer these matters in the first instance to BASCA's CEO, the BASCA Chair or the Chair of their Committee.
7. Committee Members and Directors must not engage in dishonest, misleading, abusive or bullying behaviour. This extends to sexual harassment, racial abuse and other antisocial conduct.
8. Members cannot make statements or commitments on BASCA'S behalf without the authority of either the Board of Directors, the Chair of the Board, or the CEO.

9. The Committee Members and Directors must abide by any policies properly adopted by BASCA. When sharing opinions that may be at variance with these policies, it must be made clear that they are the personal opinions of the speaker.
10. Committee Members and Directors should respect all laws and regulations concerning trademarks, Intellectual Property, copyright and fair use.
11. Committee Members and Directors must not use the BASCA logo or trademarks, unless specifically authorised to do so, in writing, by either the Board of Directors (which may be represented by the Chair) or the CEO.
12. Committee Members and Directors should refrain from posting items through electronic media that link to or mention BASCA in a way that could reflect unfairly or negatively on or otherwise embarrass BASCA. They should use common sense, respect differences and appreciate the diversity of opinions.
13. Committee Members and Directors shall not use or disclose, to any person (either during or at any time after serving as a Committee Member or a Director of BASCA), any confidential information about the business or affairs of BASCA, its Members or employees, or about any other matters which may come to the knowledge of Committee Members and/or Directors in the course of their service.
14. Committee Members and Directors must not, in their official capacity, receive from or give to any person or organisation any hospitality, gift or any other benefit, except in the following circumstances:
 - Working meals or refreshments.
 - Inexpensive items (less than £25 in value).
 - Hospitality in the course of BASCA's business and activities.

Any Committee Member or Director judged to have breached this Code of Conduct they will be subject to review by the Board which may result in disciplinary action, including suspension or termination of membership, in accordance with the rules and Articles of BASCA.

Article 22.2 of the BASCA Articles states that:

“The Board may vote by at least a two-thirds majority to remove a Director or Committee Member if there is credible evidence to suggest that such Director or Committee Member has breached the Company's Code of Conduct and/or acted in such a way as to bring the Company into disrepute.” To remove a Director or Committee Member under this Article 22.2, notice must be given to the Director or Committee Member in question at least 28 days before the Board meeting at which the resolution is to be moved. The Board must send a copy of the resolution to the said Director or Committee Member who must be allowed to make written representations to Board in advance of the meeting and also to attend the meeting in person. The Board shall be entitled to invite such other persons to attend the meeting as it reasonably considers appropriate to the fair consideration of the resolution.

Compliance and Breach

BASCA has designated the CEO as its Compliance Officer to administer this Code. Subject to the below, Committee Members, Directors, Staff and Members may, at their discretion, may make any complaint or raise a concern to either the Chair of the Board, or to the Compliance Officer.

If an allegation or complaint is made in the course of a meeting, the matter is to be referred to the Chair of the relevant Committee or Board of Directors (as applicable), who may:

- (i) request the Committee Member or Director alleged to be in breach to desist from any behaviour giving rise to the breach; and/or
- (ii) defer the matter to be considered by the Committee or Board on a subsequent occasion; and/or
- (iii) adjourn the meeting; and/or
- (iv) request that the Committee Member or Director alleged to be in breach temporarily leaves the meeting for the matter to be discussed by the remaining Committee Members or Directors present; and/or
- (v) exclude the Committee Member or Director alleged to be in breach for the remainder of the meeting.

If the remaining Committee Members or Directors are to consider an allegation of a breach of this Code at this time, the Committee Member or Director alleged to be in breach shall be brought back into the meeting and be given the opportunity to respond to the allegation.

If the remaining Committee Members or Directors consider that a Director has committed a breach of this Code, the breach shall be minuted by the secretary and the Committee or Board shall recommend appropriate action, including without limitation, a vote of censure and/or a direction that the Committee Member or Director in breach should be the subject of other disciplinary action and/or training.

Notwithstanding the foregoing, if the complaint is about the Chair of the Committee or Board, then the Vice Chair shall replace the Chair in the above procedure and if there is no Vice Chair present then the remaining Committee Members or Directors shall, by a majority vote, elect a temporary Chair for this purpose.

If an allegation or complaint is made other than in the course of a meeting, the Compliance Officer will consult with the Chair of the Committee or Board (save if the Chair of the Committee or Board is the subject of the complaint in which case the Compliance Officer will consult with the Vice Chair). Complaints and concerns will be investigated and the Committee Member or Director alleged to be in breach shall be notified in writing of the alleged breach, and shall have an opportunity to answer the allegations made and to rectify the breach, where possible and appropriate. Where the Compliance Officer and the Chair (or Vice Chair, as applicable) consider it appropriate, the matter will be put before the Committee or Board for consideration and action. The Compliance Officer and the Chair (or Vice Chair, as applicable) shall alternatively be entitled, in the exercise of their good faith judgement, to deal with the matter without referring it to the Committee or Board, by direct communication with the Committee Member or Director in question and shall be entitled to take such action as they see fit in all the circumstances.

Where the complaint is directed towards a Committee Member, the Compliance Officer and the Chair (or Vice Chair, as applicable) may, in appropriate cases, refer the matter for consideration by the Board of Directors.

All action taken to address a breach of this Code, whether by the Compliance Officer and the Chair (or Vice Chair, as applicable) and/or by the remaining Committee Members and/or Directors, shall be in accordance with the law, BASCA's articles of association and the Committee Members or Directors letter of appointment with BASCA.