

Code of Conduct for Board of Directors

This Code of Conduct details what each individual must commit to in their role as Board Director - and in all areas relating to their interaction with, and on behalf of, the Prosper Group and its subsidiary companies (hereafter called Prosper). Prosper asks all its Board Directors to sign and return this document, and these signed copies are kept on record.

Framework

The intent of this Code of Conduct is to set a standard for governance within Prosper. The objectives of having this code are to set out an agreed set of principles, the promotion and maintenance of confidence and trust and the prevention of development or acceptance of unethical practices.

Individual Commitment

As a Director of Prosper, I have a legal responsibility to act in the best interests of the organisation. Abiding by this Code of Conduct and the Governance Code for non-profit organisations describes how I will do that. If any of these commitments cause me to come in conflict with my legal obligations then the latter will take precedence.

Organisational Values

As a Board Director of Prosper I promise to abide by the fundamental values that underpin all the activities of our organisation.

Accountability

Everything Prosper does should be able to stand the test of scrutiny by members of the public, the media, members, beneficiaries, stakeholders and the regulatory authorities.

Integrity and Honesty

These will be the hallmarks of all conduct within Prosper, particularly when dealing with colleagues (Board and staff) and external individuals and agencies.

Transparency

Prosper will strive to promote an atmosphere of openness throughout the organisation in order to promote confidence to members of the public, staff, beneficiaries and regulators and also to promote strategic and operational effectiveness.

Procedure

Board Directors should direct all queries and observations regarding company business to the Company Secretary who will send them to the Chairman at the earliest opportunity. All such queries and observations received will be formally raised at the following Board meeting if deemed necessary by the Chairman.

Governance Code

I will support Prosper's adoption of, and compliance with, the Governance Code for Community, Voluntary and Charitable organisations and its associated implementation actions.

In addition to the above, I agree to the following:

Law, Mission, Policies

- In my role as Board Director I will not break the law or act against any regulation in force.
- I will support the organisation's mission and actively promote it.
- I will abide by organisational policy and procedure.
- I will seek to maintain and promote integrity, good governance, effectiveness and efficiency for the delivery of the organisation's mission.
- If I find evidence of any non-compliance with statutory obligations that apply to Prosper, I will bring this to the attention of fellow Board Directors with a view to having the matter rectified.
- I understand I can seek independent legal advice, at a reasonable cost to the Association, as set out in the relevant procedure

Conflicts of Interest

- I will always act in the best interests of the organisation.
- I will do my work in accordance with Prosper's 'Conflict of Interest' position and declare any conflict of interest or any such circumstance as may be viewed by others as conflicting as soon as it arises.
- I will submit to the judgement of the Board and do as it requires regarding potential conflicts of interest.
- Where a conflict of interest arises, I agree to absent myself from any discussion or vote taken on that particular matter by the other Directors.

Person to Person

- I will act in regard of organisational policies in my relationships with fellow Board members, staff, volunteers, beneficiaries or anyone I come into contact with in my role as Board Director.

Guardian of the Organisation's Reputation

- I will not speak as a Board Director to the media or any public forum without the prior knowledge and approval of the Chairman or CEO.
- When I am asked to represent the organisation, any comments I make will reflect current policy even if I do not agree with them.
- When speaking as a private citizen I will aim to uphold the reputation of the organisation and those who work and volunteer for it.
- I will respect organisational, Board and individual confidentiality.
- I will take an active interest in the organisation's public image.

Personal Gain

- I will not personally gain from my role as a Board Director nor will I permit others to do so as a result of my actions or negligence.
- I will document expenses and seek reimbursement according to agreed procedure.
- I will not accept gifts or hospitality without the consent of the Chairman.
- I will use organisational resources responsibly, when authorised in accordance with procedure.

At Board Level

- I will embody the principles of good governance in all my actions and live up to the trust placed in me by Prosper.
- I will abide by the Board governance procedures and practice.
- I will commit to attend all Board meetings, and in the event of unavoidable inability to attend, will observe the Board attendance guidelines.
- I will strive to be familiar with all agenda items sent to me in good time and be prepared to contribute my opinions during meetings.
- I will honor the authority of the Chairman.
- I will maintain a respectful attitude to the opinions of others.
- I understand that decisions will ideally be made by consensus, but may be by vote. I will consider any majority vote as a corporate decision and will accept and support it.

- I will maintain confidentiality unless authorised to speak on matters outside Board meetings.

Enhancing Governance

- I commit to supporting Prosper's compliance with the Governance Code for Community, Voluntary and Charitable Organisations.
- I will participate in appropriate induction, training and development of Board activities.
- I will support the CEO in his/her executive role and the Chairman in his/her leadership role.
- I will visit services, in conjunction with the relevant managers, to meet with people using services, their families and staff, to ensure an effective connection between my governance role and the people using and providing services and supports.

Leaving the Board

- I understand that any substantial breach of this Code of Conduct may result in my removal from the Board. ^[1]
- Should I wish to resign, I will inform the Chairman in writing, stating my reasons for resigning from the Board.
- I will participate in an exit interview if requested.
- I understand that on termination of my appointment, I agree to return all Board papers, documents, memos, notes and any other material of a confidential nature (without retaining any copies) to the Company Secretary within an agreed period of time. I also agree to delete any Company data held in soft copy.

Signed: _____ **Date:** _____
Director of Prosper

[1] The process for dealing with breaches of this Code of Conduct is that any such breaches will be reviewed by the Board of Directors for consideration and decision.