



PSA Board Member Code of Conduct Policy

Introduction

The Professional Speaking Association UK & I (PSA) Board of Directors and Officers are responsible for the governance, strategic direction, and overall success of the organisation. As custodians of the PSA's values, ethics, and legal responsibilities, it is crucial that all board members and trustees adhere to the highest standards of professional conduct. This policy outlines the expectations, roles, responsibilities, and legal obligations of all PSA board members under UK and Irish law, particularly in compliance with the Companies Act 2006 (UK) and Companies Act 2014 (Ireland).

Purpose

This Code of Conduct ensures that PSA board members:

- Act with integrity and transparency in all matters.
- Fulfil their legal obligations as per the UK and Irish Companies Acts.
- Promote and protect the interests of PSA and its members.
- Prevent conflicts of interest and ensure ethical decision-making.

Legal Responsibilities of Board Members

All PSA board members must comply with the legal duties set out by the relevant corporate laws of the UK and Ireland:

1. **Duty to Act Within Powers (s.171 of the UK Companies Act 2006 / Part 5 of the Irish Companies Act 2014):** Board members must act in accordance with the PSA's governing documents and only exercise powers for the purposes for which they are conferred.
2. **Duty to Promote the Success of the Organisation (s.172 UK / s. 224 Irish Act):** Board members must act in good faith to promote the success of the PSA, considering long-term factors, the interests of members, and the PSA's wider impact.
3. **Duty of Care, Skill, and Diligence (s.174 UK / s. 228 Irish Act):** Board members are expected to exercise care, skill, and diligence to a standard that would be expected of a reasonable person with similar knowledge and experience.
4. **Duty to Avoid Conflicts of Interest (s.175 UK / s. 231 Irish Act):** Board members must avoid situations where their personal interests conflict with those of the PSA and declare any potential conflicts immediately. The PSA Register of Interests provides a detailed framework for managing such situations.
5. **Duty Not to Accept Benefits from Third Parties (s.176 UK / s. 232 Irish Act):** Board members must not accept any financial or non-financial benefits that could compromise their decision-making. Any gifts or hospitality received must be declared in accordance with the PSA's policy.



6. **Duty to Declare Interest in Proposed Transactions (s.177 UK / s. 231 Irish Act):** If a board member has a direct or indirect interest in a transaction, they must declare it to the board and refrain from voting on or influencing decisions related to the transaction.

Compliance with the PSA's Governance and Ethics

Safeguarding and Ethics

All board members must adhere to the PSA's safeguarding and ethics policies.

This includes:

- Creating a safe, inclusive, and professional environment.
- Respecting diversity, equality, and inclusion within the PSA.
- Upholding the PSA's reputation by conducting themselves in a manner that reflects the association's standards.

Transparency and Accountability

Decisions made by the board must be transparent, well-documented, and in the best interests of the PSA's members. Board members are responsible for ensuring that decisions align with the PSA's mission and are free from personal gain or bias.

Conflicts of Interest

Board members must declare any potential conflicts of interest at the earliest opportunity. The PSA Register of Interests outlines various areas where conflicts may arise, such as personal business connections, consultancies, non-executive roles, and relationships with suppliers or contractors. These declarations should be updated annually or whenever a new conflict arises. Board members must recuse themselves from decisions where their interests could be perceived to influence the outcome.

Board Meeting Attendance and Participation

Board members are required to attend and actively participate in at least 80% of formal board meetings each year. Regular attendance ensures that members remain fully engaged with PSA activities, initiatives, and responsibilities, contributing to informed decision-making and strategic direction. Attendance may be in person or virtual, but active engagement, preparation, and contribution are mandatory to maintain effective governance.

Pre-Meeting Preparation

All board members must submit a detailed board report, typically 7 to 14 days ahead of each formal board meeting. These reports will be collated into a comprehensive board pack, along with the meeting agenda, for review by all members. The board pack should include updates on each member's area of responsibility, progress towards agreed objectives, and any relevant discussion items. This advance submission is essential to ensure that all members have adequate time to review the content and engage meaningfully in discussions.

Board members are required to thoroughly read the board pack in advance of the meeting, ensuring they are fully informed about key issues. They must make the Chair aware of any specific items they wish to raise for discussion or decision prior to the meeting. This helps



ensure a well-structured and efficient meeting, allowing for constructive dialogue and timely resolutions.

Additionally, board members must review the Risk Register and Board Actions Log to ensure all necessary updates, evaluations, and risk mitigation measures are included in their reports. This ensures ongoing accountability and oversight of risks affecting the PSA, as well as tracking of actions from previous meetings.

Decision-Making Process

- All board decisions should be made following proper due diligence and thorough consideration of the relevant information. Any proposals must be submitted with sufficient lead time (usually 14 days prior to the meeting) to allow for thoughtful review and incorporation into the board pack.
- Board members submitting proposals for decision must provide a clear recommendation supported by a comprehensive business case. This business case should include cost justifications, resource requirements, risk assessments, and expected outcomes. Board members are responsible for ensuring that all relevant data is included to facilitate informed and transparent decision-making.
- Most decisions will require a simple majority vote of the board, except for critical issues (e.g., capital expenditure exceeding £5,000 or contracts exceeding £10,000), which will require a 75% majority. This ensures that significant financial and operational decisions are scrutinised rigorously and made in the best interest of the organisation.

Code of Professional Conduct

Board members must act in line with the PSA's expectations for professional conduct:

- Uphold the values of respect, inclusion, and integrity.
- Avoid discriminatory language or behaviour.
- Maintain confidentiality regarding sensitive PSA information.
- Support the PSA's ethos in all external communications, including online and social media.

Handling Breaches of the Code

If a board member breaches any element of this code of conduct, the following steps will be taken:

1. **Investigation:** An inquiry into the incident will be conducted by the Chair or a designated ethics officer.
2. **Decision:** Depending on the findings, the board may take actions, ranging from issuing a formal warning to asking the member to step down.
3. **Appeal:** The board member in question will have the right to appeal to the PSA Chair for a review of the decision.



Whistleblowing and Reporting Concerns

Board members must promptly report any concerns or misconduct within the PSA. The PSA upholds a whistleblower policy to protect those raising legitimate concerns from retaliation. All reports will be investigated confidentially.

Annual Review and Succession Planning

Each board member is required to submit an annual update to the AGM on their progress, contributions, and any changes to their register of interests. Additionally, succession plans should be established to ensure smooth transitions at the end of each member's term.

Conclusion

This Code of Conduct ensures that the PSA board operates with integrity, transparency, and accountability, upholding the best interests of the association and its members. By following this code, board members fulfil both their legal duties and ethical responsibilities, contributing to the PSA's continued success.

This document will be reviewed annually, with input from board members and legal counsel, to ensure it remains relevant and aligned with any changes to UK or Irish law.