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**Code of Conduct for Members of the International Executive Committee (Board Members)**

The International Bureau for Epilepsy (IBE) is a non-profit organization incorporated in the District of Columbia, U.S.A. Individuals who serve on the International Executive Committee of IBE are Board Directors and as such they have a fiduciary duty to the members of the organization and to those that contribute to it. The courts and commentators have described the “fiduciary duty” owed by each member of a corporate Board of Directors to be both a duty of loyalty and duty of care. Those duties are described below.

The duty of loyalty requires a Director to exercise his/her powers in the interest of IBE and not in the Director’s own personal interest or in the interest of another. In essence, a Director must avoid conflicts of interest between his/her personal interests and those of the corporation. Should a conflict of interest arise, the Director is obligated to recuse himself from participating in discussions and voting on any issue where a conflict of interest exists. Another element of the duty of loyalty is that Directors are obligated to preserve the confidentiality of issues raised before the Board that are not to be disclosed to those outside the Board.

**Values**

I will respect and uphold the values of the International Bureau for Epilepsy (IBE). IBE maintains the following values and beliefs at its core and seeks to infuse its work with these:

* IBE is passionate about improving quality of life for people facing a diagnosis of epilepsy;
* The person with epilepsy is IBE’s primary stakeholder and all it does is focused on helping that person;
* IBE works collaboratively with its partner epilepsy related organisations, professional, lay and governmental;
* IBE is transparent and democratic in its governance and decision-making.

**General**

I will:

* Act within the Constitution and Bylaws of IBE and the law, and abide by the policies and procedures of the organisation. This includes having a knowledge of the contents of the Constitution and Bylaws and relevant policies and procedures.
* Support the mission and goals of IBE, using any skills or knowledge that I have, to further that mission and seeking expert advice where appropriate.
* Be an active member of the Board, making my skills, experience and knowledge available to IBE and seeking to do what additional work I can outside board meetings, including sitting on sub-committees.
* Respect organisational, Board and individual confidentiality, while never using confidentiality as an excuse not to disclose matters that should be transparent and open.
* Develop and maintain a sound and up-to-date knowledge of IBE and its environment. This will include an understanding of how IBE operates, the social, political and economic environment in which it operates and the nature and extent of its work.
* Use IBE’s resources responsibly, and when claiming expenses do so in line with IBE’s financial procedures.
* Seek to be accountable for my actions as a Board Member of IBE, and submit myself to whatever scrutiny is appropriate.
* Accept my responsibility to ensure that IBE is well run and raise issues and questions in an appropriate and sensitive way to ensure that this is the case.

**Managing interests**

I will:

* Not gain materially or financially from my involvement with IBE unless specifically authorised to do so.
* Act in the best interests of IBE and not as a representative of any group – considering what is best for IBE and its present and future beneficiaries and avoiding bringing IBE into disrepute.
* Not, unless authorised, put myself in a position where my personal interests conflict with my duty to act in the interests of the organisation.
* Where there is a conflict of interest to ensure that this is managed effectively in line with IBE policy.
* Understand that a failure to declare a conflict of interest may be considered a breach of this code.

**Meetings**

I will:

* Attend all appropriate meetings or give appropriate and timely apologies.
* Prepare fully for all meetings and work for the organisation. This will include reading papers, querying anything I do not understand, considering agenda issues before meetings and completing any tasks assigned to me within the agreed time.
* Actively engage in discussion, debate and voting in meetings; contributing in a considered and constructive way, listening carefully and challenging sensitively.
* Participate in collective decision making, accept a majority decision of the board and not act individually unless specifically authorised to do so.
* Endeavour to develop new ideas, on behalf of the organisation, that will benefits its Board, chapters and IBE staff.

**Relations with others**

I will:

* Endeavour to work considerately and respectfully with all those I come in contact with at IBE.
* Respect diversity, different roles and boundaries, and avoid giving offence.
* Recognise that the roles of Board Members and staff of IBE are different, and will seek to understand and respect the difference between these roles.
* Seek to support and encourage all those I communicate with at IBE. In particular, I recognise my responsibility to support the President, Management Committee and the senior staff member.
* Not make public comments about IBE unless authorised to do so. Any public comments I make about IBE will be in line with organisational policy.

**Resignation from the Board**

* I understand that substantial breach of any part of this code may result in procedures being put in motion that may result in my being asked to resign from the Board.
* Should this happen I will be given the opportunity to be heard. In the event that I am asked to resign from the Board I will accept the majority decision of the Board in this matter and resign at the earliest opportunity.
* If I wish to cease being a Board member of IBE at any time, I will inform the President, in advance in writing, stating my reasons for leaving.

**Summary**

* In summary, the principal duty of IBE’s Officers and Directors is to faithfully and loyally discharge their responsibilities to the organization. This duty is personal to the individual and cannot be assumed by IBE. Directors and Officers who are negligent in overseeing the management of IBE, or who are guilty of misconduct in relation to IBE, may be held personally liable for damages incurred by IBE or, in some cases, by a third party who is injured and can show that the injury would not have occurred but for the negligence or misconduct.

**Signed: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Dated: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**