

GRCI Code of Conduct for Directors

Preamble:

- Directors acknowledge that compliance, governance and risk are developing professions and as such are capable of significant long term harm if the confidence of stakeholders (including members, businesses, regulators and staff) in the purposes of the Institute and its Directors is damaged.
- In addition to the GRC Institute's Code of Ethics, all Directors agree to also abide by this Code of Conduct.
- A breach of any of these provisions of this Code may result in the Board seeking the resignation of the offending Director.
- A breach of ethical behaviour by any Director of the GRC Institute may result in that Director being requested to resign from the Board.

Provisions:

- Directors shall perform their functions as directors of GRCI, having regard to the values of GRCI.
- Directors must not act in any way which may bring the Institute into disrepute, or which may cause concern in the business community about the benefits and advantages arising from compliance efforts.
- Matters discussed in Board Meetings and which are not published, are confidential and remain so even after the Director ceases to be on the Board.
- Where a potential conflict of interest arises, Directors must raise the potential conflict with the Chair of the Meeting and excuse themselves from all participation in the matter. The meeting will note the conflict in the minutes, and may in its absolute discretion, vote to allow the Director to remain. Where a Director is permitted to remain during the discussion of any matter in which they have a potential conflict of interest, they may participate in the discussion, but may not vote on the matter.
- Directors are expected to attend all meetings and be punctual in their attendance.
- Leave of absence may be requested of the Board in advance if a Director reasonably believes they will miss two consecutive meetings. The Board may approve such leave of absence based on the adequacy of the reasons provided by the Director for his/her absence.
- Each Director must nominate for and be accountable to the Board for at least one key GRCI deliverable as determined by the Board.
- Directors should not make public statements on or about the GRC Institute unless authorised by the Board to do so.
- Board resolutions will be made by simple majority. Dissenting voters, if any, will not hinder or otherwise impede said resolution.
- Directors shall make decisions in the best interest of the GRC Institute ahead of their own personal or professional interest, or the interests of their employer.
- Directors will uphold the Constitution and serve for the benefit of the Members.
- Directors must at all times seek to support and encourage GRC and GRC initiatives in all areas of business and government.
- All intellectual property residing in the GRC Institute shall remain the property of the GRC Institute.
- The MD or other members of staff shall excuse themselves from all participation in any Board discussion of matters relating to the MD ("closed session"). Records of any closed session shall be confidential to the Board and be retained by the President.